

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of  
SILICON GAMING, INC.  
(Registration)

FIRST REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on January 13, 1999, and before the Nevada Gaming Commission ("Commission") on January 28, 1999, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications as, amended and supplemented, of Silicon Gaming, Inc., have been filed:

a. The application for an amendment to its Revised Order of Registration for approval of a public offering.

2. THAT the Revised Order of Registration of Silicon Gaming, Inc., dated April 23, 1998, is hereby amended and restated, in its entirety, by this First Revised Order of Registration.

3. THAT Silicon Gaming, Inc. is registered as a publicly traded corporation and is found suitable as the sole shareholder of Silicon Gaming-Nevada.

4. THAT Robert Martin Fell is found suitable, pursuant to NGC Regulation 16.400, as a controlling shareholder of Silicon Gaming, Inc.

5. THAT Silicon Gaming-Nevada is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT Silicon Gaming-Nevada is licensed as an operator of a slot machine route subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Silicon Gaming, Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to 375,000 shares of its \$.001 par value common stock in connection with the warrants issued in respect of the \$30,000,000 Principal Amount of Senior Discount Notes Due September 30, 2002, (the "Notes"), pursuant to and as described in the Securities and Exchange Commission ("SEC") Form S-3 Registration Statement (SEC Registration No. 333-48393) ("Registration Statement").

8. THAT the approvals set forth in Paragraph 7 above are specifically conditioned as follows:

a. That Silicon Gaming, Inc. shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that would have a material effect on Silicon Gaming, Inc. or its subsidiaries which would be subject to reporting on SEC Form 8-K; and