

2. THAT the First Revised Order of Registration of Silicon Gaming, Inc., dated January 28, 1999, is hereby amended and restated, in its entirety, by this Second 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 Andrew Scott Pascal and Paul David Mathews are each 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: