

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
VIRTGAME CORP.
(Registration)_____

FIRST REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on April 7, 2004, and before the Nevada Gaming Commission (“Commission”) on April 22, 2004, at Carson City, 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, have been filed:
 - a. The applications of Virtgame Corp. for (i) registration as a publicly traded corporation, (ii) licensure as a manufacturer and distributor, (iii) a finding of suitability as a manufacturer and as a distributor of associated equipment, (iv) approval of an exemption from NGC Regulation 16.100(1), pursuant to NGC Regulation 16.450, and (v) an amendment to its Order of Registration.
2. THAT the Order of Registration of Virtgame Corp. entered on October 24, 2002, is hereby amended and restated, in its entirety, by this First Revised Order of Registration.

3. THAT Virtgame Corp. is registered as a publicly traded corporation and, pursuant to NGC Regulation 16.450, is granted an exemption from NGC Regulation 16.100(1), such registration and exemption subject to the applicable conditions and limitations set forth in Paragraph 11 and such other conditions or limitations as may be further imposed by the Commission.

4. THAT, pursuant to NRS 463.650, Virtgame Corp. is licensed as a manufacturer and as a distributor, subject to the applicable conditions and limitations set forth in Paragraph 11 and such other conditions or limitations as may be further imposed by the Commission.

5. THAT, pursuant to NRS 463.665, Virtgame Corp. is found suitable as a manufacturer and as a distributor of associated equipment, subject to the applicable conditions and limitations set forth in Paragraph 11 and such other conditions or limitations as may be further imposed by the Commission.

6. THAT Virtgame Corp. shall establish and maintain a Gaming Compliance Plan ("Plan") for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Virtgame Corp. and its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdiction in which Virtgame Corp., its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Virtgame Corp. shall amend the Plan, or any element thereof, and perform such duties as may be requested or assigned by the Chairman of the Board or his designee relating to a review of activities relevant to the continuing qualifications of Virtgame Corp. under the provisions of the Act and Regulations.

7. THAT Virtgame Corp. shall fund and maintain with the Board a revolving fund in the amount of \$15,000.00 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and any amendments thereto. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring, and investigative review of all activities of Virtgame Corp. and its affiliated companies.

8. THAT pursuant to NRS 463.625, Virtgame Corp. is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

9. THAT Virtgame Corp. is exempted from NGC Regulation 15 and shall instead comply with NGC Regulation 16.

10. THAT the Commission hereby expressly finds that the exemptions and conditions herein are consistent with the State policy set forth in NRS 463.0129 and 463.489.

11. THAT this Order of Registration is conditioned as follows:

a. The licenses granted to Virtgame Corp. as a manufacturer and as a distributor, as set forth in Paragraph 4, are restricted to the design, development, testing and delivery of software and hardware systems for a server-based gaming platform.

b. Scott Anthony Walker shall have no involvement with Virtgame Corp. until he is licensed or found suitable by the Commission.

ENTERED at Carson City, Nevada, this 22nd day of April 2004.