

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

WMS INDUSTRIES INC.

(Registration) _____

SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on August 4, 1999, and before the Nevada Gaming Commission (“Commission”) on August 19, 1999, 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: The application of WMS Industries Inc. for approval to make a public offering of up to 4,025,000 shares of its common stock and for an amendment to its Revised Order of Registration to reflect such public offering.

2. THAT, subject to the provisions of Paragraph 15, the Revised Order of Registration of WMS Industries Inc., dated August 21, 1997, is hereby amended and restated, in its entirety, by this Second Revised Order of Registration.

3. THAT WMS Industries Inc. is registered as a publicly traded corporation and is found suitable as the sole shareholder of WMS Games Inc.

4. THAT Louis Joseph Nicastro and Neil David Nicastro are each found suitable as shareholders or controlling shareholders of WMS Industries Inc., pursuant to NRS 463.643 and NGC Regulation 16.400.

5. THAT WMS Games Inc. is registered as an intermediary company and is found suitable as the sole shareholder of WMS Gaming Inc.

6. THAT WMS Gaming Inc. is registered as an intermediary Company and is found suitable as the sole shareholder of WMS Gaming (Nevada) Inc.

7. THAT WMS Gaming Inc. is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT WMS Gaming (Nevada) Inc. is licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT the Board and Commission expressly find that Sumner M. Redstone ("Redstone") is not a controlling shareholder or controlling person of WMS Industries Inc. Prior to Sumner M. Redstone acquiring or exercising control of WMS Industries Inc., Redstone, his affiliates and/or WMS Industries Inc. shall comply with the terms of this Order and the provisions of NGC Regulation 16.200 and 16.210 and further comply with any other related provisions of the Nevada Gaming Control Act and the Regulations promulgated thereunder. If the Voting Proxy Agreement by and among Redstone, National Amusements, Inc. ("NAI"), Louis J. Nicastro and Neil D. Nicastro dated September 21, 1995 (the "Proxy") referred to in this Paragraph 9 is terminated while Redstone maintains beneficial ownership of more than 10 percent of the voting securities of WMS Industries Inc., such termination shall constitute Redstone acquiring control of WMS Industries Inc., and shall subject Redstone, his affiliates and/or WMS Industries Inc., to compliance with the provisions of NGC Regulation 16.200 and

16.210, and any other related provisions of the Nevada Gaming Control Act and the Regulations promulgated thereunder. The Commission specifically exempts such termination of the Proxy from the prior approval provisions of NGC Regulation 16.200, pursuant to NGC Regulation 16.450, and hereby expressly finds that such termination of the Proxy shall not be deemed a violation of NGC Regulation 16.200, provided, however, that Redstone, his affiliates and/or WMS shall immediately file an application for approval of an acquisition of control upon the termination of the Proxy pursuant to NGC Regulations 16.200 and 16.210.

10. THAT the approvals and exemptions herein granted are expressly conditioned that WMS Industries Inc.:

a. Maintain with the Board a true copy of the fully executed Proxy dated September 21, 1995.

b. Maintain with the Board a special written compliance plan as administratively approved on November 4, 1996 ("Special Compliance Plan"), providing for the appointment of an independent compliance officer acceptable to the Chairman of the Board to monitor compliance by WMS Industries Inc., Redstone and NAI with the requirements of NGC Regulation 16.200.

11. Redstone and NAI shall submit to the Chairman of the Board, within 10 days of the disposition of any security issued by WMS and owned by Redstone and/or NAI, written notice identifying the type, and number of such securities, and consideration provided for the disposition of such securities.

12. THAT WMS Industries Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to 4,025,000 shares of its \$.50 par value common stock, pursuant to and as fully described in the Securities and Exchange Commission ("SEC") Form S-3 Registration Statement draft dated July 16, 1999 (SEC Registration No. 333-83021) ("Registration Statement").

13. THAT the approvals set forth in Paragraph 12 above are specifically conditioned as follows:

a. That WMS Industries 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 WMS Industries Inc. or its subsidiaries which would be subject to reporting on SEC Form 8-K; and

b. That the approvals granted herein may be rescinded without prior notice upon the issuance of an interlocutory stop issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

14. THE Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in Paragraph 13(b) above.

15. THAT WMS Industries Inc. is granted ninety (90) calendar days from the date of this Second Revised Order of Registration to have the Registration Statement declared effective by the SEC. If the Registration Statement is not declared effective by the SEC within such time period, unless administratively extended by the Chairman of the Board or his designee, this Second Revised Order of Registration shall become null and void and the Revised Order of Registration dated August 21, 1997 shall remain effective.

16. THAT WMS Industries Inc. shall maintain its presently existing compliance committee 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 WMS Industries Inc., 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 jurisdictions in which WMS Industries

Inc., its subsidiaries and any affiliated entities operate. The compliance committee plan as administratively approved on November 4, 1996 (“General Compliance Plan”), the Special Compliance Plan (collectively the “Plan”), any amendments to the Plan, and any change in the composition of the members of the compliance committee, one such member which shall be independent, shall be administratively reviewed and approved by the Chairman of the Board, or his designee. Furthermore, upon request of the Chairman of the Board, or his designee, WMS Industries Inc. shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board, or his designee, related to a review of activities relevant to the continuing qualification of WMS Industries Inc. under the provisions of the Act and Regulations.

17. THAT WMS Industries Inc. shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Second Revised Order of Registration. 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 WMS Industries Inc., its direct and indirect subsidiaries and any affiliated entities.

18. THAT, pursuant to NRS 463.625, WMS Industries Inc. 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.

19. THAT WMS Industries Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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

ENTERED at Carson City, Nevada, this 19th day of August 1999.