

NR #13

File No. SD-122

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
ACRES GAMING INCORPORATED
(Registration)

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on December 6, 1995, and before the Nevada Gaming Commission ("Commission") on December 21, 1995, 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 application of Acres Gaming Incorporated for registration as a publicly traded corporation, for a finding of suitability as the sole stockholder of AGI Distribution, Inc. and for approval of a public offering;
 - b. The applications of John Francis Acres and Jo Ann Acres for a finding of suitability as controlling stockholders of Acres Gaming Incorporated;

c. The application of AGI Distribution, Inc. for licensure as a manufacturer, distributor and operator of a slot machine route and for a waiver of NGC Regulation 4.080(1), in conjunction with the application for licensure as an operator of a slot machine route.

2. THAT Acres Gaming Incorporated is registered as a publicly traded corporation and is found suitable as the sole stockholder of AGI Distribution, Inc.

3. THAT Acres Gaming Incorporated is granted approval, pursuant to NGC Regulation 16.110, to redeem up to 833,750 Warrants in exchange for the common stock of Acres Gaming Incorporated ("Warrants") which were issued as part of Acres Gaming Incorporated's initial public offering completed on October 27, 1993. This approval to redeem the Warrants expires on October 28, 1996.

4. THAT John Francis Acres and Jo Ann Acres are each found suitable, pursuant to NGC Regulation 16.400, as controlling stockholders of Acres Gaming Incorporated.

5. THAT AGI Distribution Inc. is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT AGI Distribution, Inc. is licensed as an operator of a slot machine route, provided, however, that such license shall not be issued, unless and until, the Chairman of the Board, or his designee, has determined that AGI Distribution, Inc. has placed slot machines at three licensed locations, or has obtained firm commitments to place slot machines at three licensed locations, in accordance with NGC Regulation 4.030.1(b)(1).

7. THAT, pursuant to NGC Regulation 4.080(3), the time limitations provided in NGC Regulation 4.080(1) are, for a period of one year from the effective date of this Order, hereby waived specifically and only as they relate to AGI Distribution Inc.'s compliance with the provisions of NGC Regulation 4.030.1(b)(1).

8. THAT Acres Gaming Incorporated shall establish and maintain a gaming compliance program 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 the compliance of Acres Gaming Incorporated, its subsidiaries and any affiliated entities with the Nevada Gaming Control Act, as amended, and the Commission's Regulations, as amended. The gaming compliance program plan, any amendments thereto, and the members of the compliance committee shall be administratively reviewed and approved by the Chairman of the Board, or his designee.

9. THAT Acres Gaming Incorporated shall fund and maintain with the Board a revolving fund in the amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this 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 Acres Gaming Incorporated, its subsidiaries and any affiliated entities.


10. THAT, pursuant to NRS 463.625, Acres Gaming Incorporated is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

11. THAT, Acres Gaming Incorporated is exempted from NGC Regulation 15 and shall instead comply with provisions of NGC Regulation 16.

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

ENTERED at Carson City, Nevada, this 21st day of December, 1995.

FOR THE COMMISSION:



Bill Curran, Chairman

Submitted by:


Dennis K. Neilander, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 
Deputy Attorney General
Gaming Division