

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

ARISTOCRAT LEISURE LIMITED

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on June 8, 2011, at Carson City, Nevada; and before the Nevada Gaming Commission (“Commission”) on June 23, 2011, 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, have been filed:

a. The applications of Aristocrat Leisure Limited for (i) a three year approval of a continuous or delayed public offering by it or any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation (“Affiliate”) and (ii) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Aristocrat (Holdings) Pty Ltd and Aristocrat International Pty Ltd in conjunction with public offerings made under the continuous or delayed public offering approval;

b. The application of Aristocrat (Holdings) Pty Ltd for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity

securities of Aristocrat Technologies Australia Pty Ltd in conjunction with public offerings made under the continuous or delayed public offering approval;

c. The application of Aristocrat International Pty Ltd for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Aristocrat Technologies, Inc. in conjunction with public offerings made under the continuous or delayed public offering approval; and

d. The applications of Aristocrat Technologies, Inc. and Aristocrat Technologies Australia Pty Ltd for approval to guarantee securities issued by Aristocrat Leisure Limited or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval, and to hypothecate its assets to secure the payment or performance of obligations evidenced by securities issued by Aristocrat Leisure Limited or its Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval.

2. THAT for a period of three years, Aristocrat Leisure Limited and any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation ("Affiliate") are granted approval, pursuant to NGC Regulation 16.115 and Paragraph nine (9) of Aristocrat Leisure Limited's Tenth Revised Order of Registration, dated December 16, 2010, to make public offerings, subject to the following conditions:

a. That at all times during the three year period, Aristocrat Leisure Limited and its Affiliate(s) shall timely file all material documents with the Australian Stock Exchange ("ASX"), the Australian Securities and Investments Commission ("ASIC") and any other governmental agency which regulates the sale of its securities, as set forth in Paragraph 8(a) of its Tenth Revised Order of Registration, dated December 16, 2010;

b. That upon filing documents with ASX or ASIC regarding the sale of any securities for which approval would otherwise be required, Aristocrat Leisure Limited and its Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the

Board's Corporate Securities Division ("Division"), and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on Aristocrat Leisure Limited or its subsidiaries which would be subject to reporting to ASX or ASIC; and

c. That the approval herein granted may be rescinded without prior notice upon the 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.

3. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for any cause deemed reasonable, which shall remain in effect until lifted by the Commission as provided in Paragraph 2(c) above.

4. THAT for a period of three years, Aristocrat Leisure Limited is granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Aristocrat (Holdings) Pty Ltd and Aristocrat International Pty Ltd, pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

5. THAT for a period of three years, Aristocrat (Holdings) Pty Ltd is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Aristocrat Technologies Australia Pty Ltd, pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

6. THAT for a period of three years, Aristocrat International Pty Ltd is granted approval, pursuant to NGC Regulation 15.510.1-4 or 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Aristocrat Technologies, Inc., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

7. THAT for a period of three years, Aristocrat Technologies, Inc. and Aristocrat Technologies Australia Pty Ltd are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by Aristocrat Leisure Limited or its Affiliate(s), pursuant to a public offering made under the approval granted by Paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Aristocrat Leisure Limited or its Affiliate(s) pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

ENTERED at Las Vegas, Nevada, this 23rd day June 2011.