

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
GAMING AND TECHNOLOGY, INC.
(Registration)

REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on December 12, 1984, and before the Nevada Gaming Commission on December 20, 1984 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 application of Omega Enterprises, Inc., as amended and supplemented, to merge with and into Gaming and Technology, Inc. is hereby accepted as filed.

2. THAT paragraph 4 of this Order is hereby conditioned to become effective only upon the occurrence of the following events:

(a) An affirmative vote of approval of the Proposed Merger by the holders of a majority of the outstanding stock of Gaming and Technology, Inc.; and

(b) Approval of the Proposed Merger by the Board of Directors of Omega Enterprises, Inc.

3. THAT if the conditions contained in paragraphs 2(a) or 2(b) are not satisfied this Revised Order of Registration of Gaming and Technology, Inc. shall be null and void in its entirety, and those Orders, approvals, licenses and findings of suitability previously issued to Gaming and Technology, Inc. and to Omega Enterprises, Inc., and to their respective affiliates, shall remain in effect.

4. THAT if the conditions in paragraphs 2(a) and 2(b) are satisfied, and the transaction is completed pursuant to the terms of the Proposed Merger, then:

(a) The Proposed Merger between Gaming & Technology, Inc. and Omega Enterprises, Inc. is approved pursuant to NGC Regulation 16.200;

(b) The Order of Registration heretofore granted to Gaming and Technology, Inc. shall be revised and amended to read as follows:

(1) That Gaming and Technology, Inc. is registered as a publicly traded corporation and found suitable as the sole stockholder of APT Games, Inc., Casino Electronics and Cal-Omega.

(2) That APT Games, Inc. a wholly owned subsidiary of Gaming and Technology, Inc. is registered as an intermediary holding company to be the sole stockholder of United Coin Machine Co., Inc. and APT Coin Machines, Inc.

(3) That United Coin Machine Co., Inc. is licensed as a nonrestricted slot machine route operator, and as a manufacturer and distributor of gaming devices.

(4) That APT Coin Machines, Inc. is licensed as a nonrestricted slot machine route operator.

(5) That Casino Electronics, Inc. is licensed as a nonrestricted slot machine route operator and as a manufacturer and distributor of gaming devices.

(6) That Cal-Omega is licensed as a manufacturer and distributor of gaming devices.

(c) That the following Orders of Gaming and Technology, Inc. ("GTI"), formerly known as Advanced Patent Technology, Inc. ("APT"), are superceded by this Revised Order of Registration:

Order of Registration (APT) - October 19, 1978

Order of Registration (APT) - January 24, 1980

Amended Order of Registration (APT) - August 13, 1980

Amendment #1 to Order of Registration (APT) - October 30, 1980

Amendment #2 to Order of Registration (APT) - December 18, 1980

Amendment #3 to Order of Registration (GTI) - November 17, 1983

Amendment #4 to Order of Registration (GTI) - September 20, 1984

5. THAT all voting securities of Gaming & Technology, Inc. shall each bear a statement which shall be substantially as follows:

"Beneficial owners of the voting securities issued by this corporation are subject to the regulatory provisions of the Nevada Gaming Control Act (NRS 463.010 et seq.) and the regulations of the Nevada Gaming Commission. If at any time the Nevada Gaming Commission finds a beneficial owner of such securities to be unsuitable to hold such securities, the beneficial owner must dispose of the securities. The laws and gaming regulations of the State of Nevada restrict the rights of a beneficial owner under certain circumstances (i) to receive any dividend or interest upon such securities, or (ii) to exercise directly or indirectly any voting rights

conferred by such securities, or (iii) to receive any remuneration in any form from the corporation for services rendered or otherwise."

6. THAT except for public offerings subject to Regulation 16.110, any offer for the sale of any equity security, as defined by NRS 463.484, shall be void without prior approval of the State Gaming Control Board. Such approval is deemed granted if an application for same has been filed with the Board for 30 days and the Board has not ordered acceleration or extension of time, or issued a stop order during such period.

7. THE COMMISSION hereby delegates to the Chairman of the State Gaming Control Board the authority to issue interlocutory stop orders for good cause pertaining to any equity security subject to paragraph 6 above. Any stop order so issued may be reviewed by the Commission.

8. THAT Gaming and Technology, Inc., shall fund and maintain with the State Gaming Control Board a cash deposit in the amount of \$5,000, for the purpose of funding investigative reviews by the Board for compliance with the terms of this 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 United Coin Machine Co., Inc., APT Coin Machines, Inc., Casino Electronics, Inc., Cal-Omega, and their affiliated companies which relate to the terms of this Revised Order of Registration.

9. THAT except as permitted by subsection 2 of NRS 463.690 neither Gaming Technology, Inc. nor any person controlling, controlled by, or under common control with Gaming and Technology, Inc. shall have any involvement with gaming or parimutuel wagering outside the State of Nevada without first obtaining the approval of the Commission.

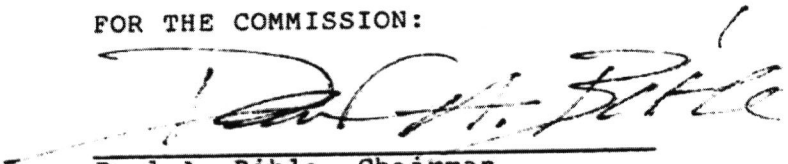
10. THAT pursuant to subsection 2 of NRS 463.625, Gaming and Technology, Inc. is hereby exempted from compliance with subsections 1, 2, 6, and 7 of NRS 463.585, and NRS 463.595 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

11. THAT Gaming and Technology, Inc. is hereby exempted from Regulation 15, except for the provisions of Regulations 15.585.3-1, 15.585.3-2 and 15.585.4-1, and shall instead comply with Regulation 16.

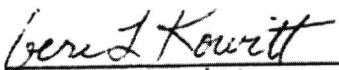
12. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Carson City, Nevada this 20th day of December, 1984.

FOR THE COMMISSION:



Paul A. Bible, Chairman

Submitted by:


Geri L. Kowitt
Deputy Chief, Investigations
Corporate Securities

APPROVED AS TO FORM:

BRIAN MCKAY
ATTORNEY GENERAL

By 
James C. Giudici
Deputy Attorney General
Gaming Division