

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
CASINO DATA SYSTEMS  
(Registration)

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on September 1, 1999, and before the Nevada Gaming Commission ("Commission") on September 23, 1999, 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 application of Casino Data Systems has been filed for an amendment to its Second Revised Order of Registration to include a provision for a compliance committee.

2. THAT the Second Revised Order of Registration, dated March 11, 1996, is hereby amended and restated, in its entirety, by this Third Revised Order of Registration.

3. THAT Casino Data Systems is registered as a publicly traded corporation and is found suitable as the sole shareholder of CDS Gaming Company.

4. THAT Casino Data Systems is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT Steven Adam Weiss is found suitable as a controlling shareholder of Casino Data Systems, pursuant to NRS 463.643 and NGC Regulation 16.400.

6. THAT CDS Gaming Company is licensed as an operator of an inter-casino linked system for the purpose of conducting the game "Cool Millions" via an inter-casino linked system, pursuant to NRS 463.160, as amended by Assembly Bill 131, (Chapter 305, Statutes of Nevada 1995 pg. 756), subject to such conditions or limitations as may be imposed by the Commission.

7. THAT CDS Gaming Company shall not conduct any game, other than "Cool Millions," via an inter-casino linked system, without the prior administrative approval of the Chairman of the Board, or his designee.

8. THAT Casino Data Systems is granted approval pursuant to NGC Regulation 16.110 to make a public offering of up to 3,500,000 shares of its no par value common stock, as described in the Securities and Exchange Commission ("SEC") Form S-1 Registration Statement (SEC Registration No. 33-31114) ("Registration Statement").

9. THAT the approvals set forth in Paragraph 8 above are specifically conditioned as follows:

a. That Casino Data Systems 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 Casino Data Systems 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 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.

10. 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 9(b) above.

11. THAT the Commission hereby delegates to the Chairman of the Board the authority to administratively approve an increase in the amount of the public offering approved by Paragraph 8; provided, that the Chairman of the Board finds that such increase does not constitute a material change from the public offering approved hereby. For the purposes hereof only, an increase of 10% or less in the number of shares of common stock offered in connection with the public offering shall not be deemed a material change.

12. THAT Casino Data Systems, within ninety (90) days of this Order, shall establish and maintain a compliance committee for the purposes of, at a minimum, performing due diligence, determining the

suitability of relationships with other entities and individuals, and to review and ensure compliance by Casino Data Systems and its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations, as amended (the "Regulations"), and the laws and regulations of any other jurisdictions in which Casino Data Systems, its subsidiaries and any affiliated entities operate. The compliance committee plan, any amendments thereto, and the members, 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, Casino Data Systems shall amend the compliance committee 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 Casino Data Systems or any of its subsidiaries under the provisions of the Act and Regulations.

13. THAT Casino Data Systems shall fund and maintain with the Board a revolving fund in the amount of \$15,000 for the purpose of funding investigative reviews by the Board for compliance with the terms and provisions of this Third 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 Casino Data Systems and any affiliated entities.

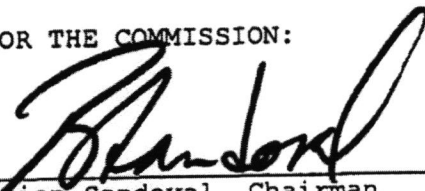
14. THAT pursuant to NRS 463.625, Casino Data Systems is exempt from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

15. THAT Casino Data Systems is exempted from NGC Regulation 15 and instead shall comply with Regulation 16; provided however, that pursuant to NGC Regulation 16.450, Casino Data Systems is exempted from the provisions of NGC Regulation 16.100(1) and (2) and the balance of NGC Regulation 16 shall be interpreted so as to apply to Casino Data Systems.


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

ENTERED at Las Vegas, Nevada, this 23<sup>rd</sup> day of September 1999.

FOR THE COMMISSION:


  
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Brian Sandoval, Chairman

Submitted by:

  
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Daurean G. Sloan, Chief  
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA  
ATTORNEY GENERAL

By   
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Deputy Attorney General  
Gaming Division