

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
INTERNATIONAL GAME TECHNOLOGY
(Registration)

AMENDMENT NO. 3 TO REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on December 7, 1988, and before the Nevada Gaming Commission on December 15, 1988 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, are hereby accepted as filed:
 - a) International Game Technology for a finding of suitability as sole shareholder of CMS-International;
 - b) CMS-International for registration as an intermediary holding company and a finding of suitability as a 55% shareholder of Silver Club;
 - c) Silver Club dba Silver Club for a nonrestricted license including racebook and sports pool, and for approval of an agreement not to encumber stock, pursuant to Regulation 15.510.1-4;

d) Silver Club dba Silver Club Hotel for a restricted license, and for approval of an agreement not to encumber stock, pursuant to Regulation 15.510.1-4; and

e) International Game Technology and IGT for approval to participate in foreign gaming operations in the State of Montana pursuant to NRS 463.690 et seq.

2) THAT International Game Technology is found suitable as sole shareholder of CMS-International.

3) THAT CMS-International is registered as an intermediary holding company and is found suitable as a 55% shareholder of Silver Club.

4) THAT Silver Club dba Silver Club is licensed to conduct nonrestricted gaming including racebook and sports pool at 1040 "B" Street, Sparks.

5) THAT Silver Club dba Silver Club Hotel is granted a restricted license at 1040 "C" Street, Sparks.

6) THAT the provisions in paragraph 24 of the November 29, 1988 draft of the Deed of Trust and Security Agreement With Assignment of Rents related to the Silver Club property which involve certain restrictions regarding the transfer, assignment, hypothecation or encumbrance of Silver Club voting common stock are hereby approved pursuant to Regulation 15.510.1-4.

7) THAT International Game Technology and IGT are granted approval to participate in gaming operations in the State of Montana through IGT-Montana, Inc., while continuing their gaming operations in the State of Nevada through their affiliated companies, CMS-International, Electronic Data Technologies and EDT.

8) THAT the approval granted in paragraph (7) above is conditioned that International Game Technology shall submit an annual operational and regulatory

status report specifically including but not limited to: regulatory compliance and audit procedures.

9) THAT except as permitted by NRS 463.690(2), by Amendment No. 2 to Revised Order of Registration or by paragraph (7) above, neither International Game Technology nor any person controlling, controlled by, or under common control with International Game Technology shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission.

10) THAT the Board and its staff may use the existing International Game Technology \$10,000 revolving fund for monitoring gaming operations in the State of Montana and to confirm compliance with this Order.

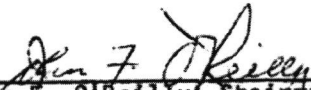
11) THAT except as expressly modified by this Amendment No. 3 to Revised Order of Registration, or other Commission action, all other terms and conditions

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of the Revised Order of Registration dated July 28, 1988 and Amendments thereto are hereby reaffirmed and made a part of this Amendment.

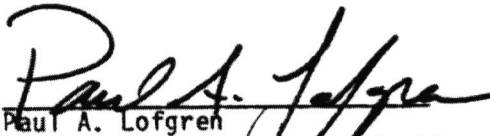
ENTERED at Carson City, Nevada this 15th day of December, 1988.

FOR THE COMMISSION:



John F. O'Reilly, Chairman

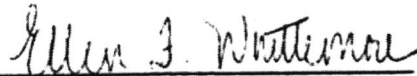
Submitted by:



Paul A. Lofgren
Acting Supervisor, Investigations
Corporate Securities

APPROVED AS TO FORM:

BRIAN MCKAY
ATTORNEY GENERAL

By 

ELLEN WHITTEMORE
Deputy Attorney General
Gaming Division