

File No. SD-044

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
INTERNATIONAL GAME TECHNOLOGY
(Registration)

AMENDMENT NO. 2 TO THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 6, 1992, and before the Nevada Gaming Commission ("Commission") on May 28, 1992, 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 International Game Technology, IGT, and CMS-International for continuous approval to participate in foreign gaming; and
 - b. The application of International Game Technology for an amendment to its Order of Registration.
2. THAT paragraph 3 of the Third Revised Order of Registration of International Game Technology entered on February 27, 1991, is hereby rescinded

and superseded in its entirety, and the following language is substituted in lieu thereof:

"3. THAT International Game Technology is registered as a publicly traded corporation, found suitable as the sole shareholder of the common stock of IGT and Electronic Data Technologies, and of the Series A preferred stock of CMS-International, and found suitable as a controlling shareholder of the common stock of CMS-International and Electronic Data Technologies."

3. THAT the Third Revised Order of Registration of International Game Technology entered on February 27, 1991, is hereby amended by adding thereto the following new paragraphs:

"29. THAT Electronic Data Technologies is registered as an intermediary company and found suitable as the sole shareholder of EDT."

"30. THAT EDT is licensed as a manufacturer, distributor and operator of a slot route, and that EDT, dba Ichabod's, is licensed to conduct restricted gaming operations at 3300 East Flamingo Road, Las Vegas."

"31. THAT International Game Technology, IGT, and CMS-International are each granted continuous approval to participate in foreign gaming pursuant to NRS 463.680, et seq., and NGC Regulation 4.705, while continuing their gaming operations in the State of Nevada through their affiliated companies."

"32. THAT the approvals granted in paragraph 31 above are expressly conditioned as follows:

a. The continuous approvals expire at midnight on the date of the May 1994 regular Commission meeting.

b. With respect to each foreign gaming operation, the applicants must:

(1) Submit personal background and financial information to the Board for the hotel manager, casino manager, controller and casino controller involved in foreign gaming operations, if any. The information provided shall include sufficient identification information (e.g., passport number, date of birth), to enable the Board to conduct a background and financial investigation.

(2) The following information within the knowledge of the applicants must be reported to the Board within 30 days after the end of the quarter regarding the occurrence or absence of the following:

(a) Any change in ownership or control of any interest in any foreign gaming operations.

(b) All gaming-related complaints, disputes, orders to show cause and disciplinary actions instituted, or presided over, by any state, the U.S., or any other foreign governmental jurisdiction concerning any foreign gaming operations.

(c) All arrests made of employees of the applicants or their affiliate(s) involving gaming cheating or theft in any foreign gaming operations. This report must include the name, position, charge, arresting agency, and a brief description of the event.

(d) All arrests or convictions of officers, directors, key employees, and equity owners of the applicants or their affiliate(s) in any foreign jurisdiction, regarding offenses which would constitute a gross misdemeanor or felony in the State of Nevada. The report must include the name, position, charge, arresting agency, and a brief description of the event.

c. The approvals granted relate solely to the approvals which were voluntarily sought and received and do not involve any exercise of Nevada regulatory jurisdiction over the entities pertaining to any foreign gaming operations and activities. No representations shall be made by the applicants directly or indirectly, that any foreign gaming operations are within the regulatory control of the State of Nevada or any agency thereof.

d. The applicants must maintain at an office in Nevada, designated to the Board, detailed records and records of ownership pertaining to any foreign gaming operations. Specifically, copies of the following documents or equivalent documents for the business entities responsible for any foreign gaming operations, must be maintained:

(1) Articles of incorporation, partnership, management, or joint venture agreements, and any amendments.

(2) Bylaws and amendments.

(3) A list of current and former partners, officers and directors, and any changes thereto.

(4) Minutes of all meetings of partners, stockholders and directors.

(5) A listing of each partner's or stockholder's name, address, available personal identification information, number of shares or interests held and the date such shares or interests were acquired.

(6) A record of all transfers of the stock or other interests.

(7) A record of all amounts paid to any foreign gaming operations related to stock issuances, capital contributions, and loans.

Such records of accounting and ownership must be maintained by the applicants within Nevada for at least five years after they are made and must be made available for inspection to agents of the Board immediately upon request.

e. The applicants shall comply with any additional reporting or other requirements as may be imposed by the Board or which are required by NGC Regulation 4.705.

f. These approvals do not apply in jurisdictions where it is not possible to conduct or investigate foreign gaming operations because of:

(i) prohibitions by the President of the United States pursuant to the International Emergency Economic Powers Act, 50 U.S.C. 1702-1706;

(ii) the Foreign Assets Control Regulations, 31 C.F.R. 500.101-565.901; and

(iii) restrictions on travel of holders of United States passports.

g. The continuous approval granted hereinabove to CMS-International is further conditioned that if at any time it appears that International Game Technology shall cease to be the majority shareholder of the common stock of CMS-International, then CMS-International shall no longer be exempt from the requirements of NGC Regulations 4.700, 4.710 or 4.715 pursuant to NGC Regulation 4.705(9), and shall instead specifically comply with said Regulations.

4. THAT paragraph 18 of the Third Revised Order of Registration of International Game Technology entered on February 27, 1991, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu thereof:

"18. THAT except as permitted by NRS 463.690 and the regulations promulgated thereunder, or as provided in paragraphs 12, 13, 14, 15, 16, 17, 31 and 32 herein, neither International Game Technology, IGT or CMS-International, nor any person controlling, controlled by or under common control with International Game Technology, IGT or CMS-International, shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Commission."

5. THAT paragraph 27 of the Third Revised Order of Registration of International Game Technology entered on February 27, 1991, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu thereof:


"27. THAT International Game Technology 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 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, including public offerings, of International Game Technology, Electronic Data Technologies, IGT, EDT, CMS-International, Silver Club, CMS-Sparks, and CMS-El Capitan, and their affiliated companies."

6. THAT except as expressly modified by this Amendment No. 2 to Third Revised Order of Registration, or other Commission action, all other terms and conditions of the Third Revised Order of Registration of International Game Technology entered on February 27, 1991, and of the Amendment No. 1 thereto

entered on May 30, 1991, are hereby reaffirmed and incorporated by reference herein.

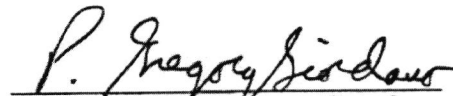
ENTERED at Las Vegas, Nevada, this 28th day of May, 1992.

FOR THE COMMISSION:



Bill Curran, Chairman

Submitted by:

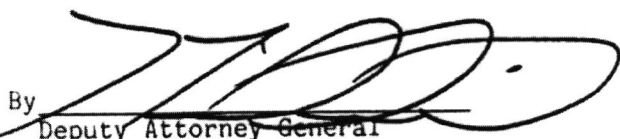


P. Gregory Giordano, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By



Deputy Attorney General
Gaming Division