

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

INTERNATIONAL GAME TECHNOLOGY

(Registration) _____

TWELFTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on July 14, 1999, and before the Nevada Gaming Commission (“Commission”) on July 29, 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 applications, as amended and supplemented, have been
filed:

a. The applications of International Game Technology for the approval to place restrictions upon the transfer of, and enter into agreements not to encumber, the equity securities of IGT in conjunction with a private placement offering of \$400 million of 7.875% Senior Notes due May 15, 2004 and \$600 million of 8.375% Senior Notes due May 15, 2009 and for an amendment to its Eleventh Revised Order of Registration.

2. THAT the Eleventh Revised Order of Registration of International Game Technology, dated August 21, 1997, is hereby amended and restated, in its entirety, as this Twelfth Revised Order of Registration.

3. THAT International Game Technology is registered as a publicly traded corporation, found suitable as the sole stockholder of the common stock of IGT and found suitable to beneficially own greater than 10.0% of the voting securities of Acres Gaming Corporation.

4. THAT IGT is registered as an intermediary company, found suitable as a 50% shareholder of Megasports, Inc., licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission, and that IGT, dbat Reno Cannon International Airport, is licensed to conduct nonrestricted gaming operations (slot machines only) at 2000 East Plumb Lane, Reno, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT Megasports, Inc. is licensed as a systems operator for off-track pari-mutuel sports wagering, subject to such conditions or limitations imposed by the Commission.

6. THAT International Game Technology is hereby granted approval to acquire and hold warrants to purchase up to 5.00% of the total outstanding shares of CMS-International common stock pursuant to that certain Stock Purchase and Redemption Agreement, dated December 4, 1992, between International Game Technology and Golden Eagle Casinos International (currently known as Summit Casinos-Nevada, Inc.)

7. THAT in conjunction with the up to \$250,000,000 Senior Unsecured Revolving Credit Facility, International Game Technology is granted approval to place restrictions upon the transfer of, and enter into agreements not to encumber, the equity securities of IGT.

8. THAT in conjunction with the \$400 million aggregate principal amount of 7.875% Senior Notes due May 15, 2004 and the \$600 million aggregate principal amount of 8.375% Senior Notes due May 15, 2009 (collectively the "Notes") in a private placement made on May

11, 1999, International Game Technology 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 IGT.

9. THAT International Game Technology shall maintain its presently existing compliance committee for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by International Game Technology, its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (“the Act”), as amended, the Commissions' Regulations (the “Regulations”), as amended, and the laws and regulations of any other jurisdictions in which International Game Technology, 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 by the Chairman of the Board, or his designee. Furthermore, upon request of the Chairman of the Board, or his designee, International Game Technology, 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 International Game Technology, under the provisions of the Act and Regulations.

10. THAT International Game Technology shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the provisions of this Twelfth 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 International Game Technology, IGT, and their affiliated companies.

11. THAT pursuant to NRS 463.625, International Game Technology is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

12. THAT International Game Technology is exempted from NGC Regulation 15 and shall instead comply with NGC Regulation 16.

13. THAT, pursuant to NGC Regulation 26B.190, the provisions of NGC Regulation 26B.040(4), as they relate to Megasports, Inc.'s licensure as an off-track pari-mutuel sports wagering systems operator, are hereby waived.

14. THAT the Commission hereby expressly finds that the exemptions and waivers granted hereinabove are consistent with the State policy set forth in NRS 463.0129, NRS 463.489 and NRS 464.020, as applicable.

ENTERED at Las Vegas, Nevada, this 29th day of July 1999.