

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

WMS INDUSTRIES INC.

(Registration) \_\_\_\_\_

FIFTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on January 6, 2010, and before the Nevada Gaming Commission ("Commission") on January 21, 2010, 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, as amended and supplemented, has been filed:
  - a. The application of WMS Industries Inc. for an amendment to its Order of Registration.
2. THAT the Fourth Revised Order of Registration of WMS Industries Inc. dated November 16, 2006, is hereby amended and restated, in its entirety, by this Fifth Revised Order of Registration.
3. THAT WMS Industries Inc. is registered as a publicly traded corporation and is found suitable as the sole shareholder of WMS Gaming Inc.

4. THAT Brian R. Gamache is found suitable as a shareholder of WMS Industries Inc., pursuant to NRS 463.643.

5. THAT WMS Gaming Inc. is licensed as a manufacturer, a distributor, an operator of a slot machine route and an operator of an inter-casino linked system, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT WMS Industries Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to 4,025,000 shares of its \$.50 par value common stock, pursuant to and as fully described in the Securities and Exchange Commission ("SEC") Form S-3 Registration Statement draft dated July 16, 1999 (SEC Registration No. 333-83021) ("Registration Statement").

7. THAT the approvals set forth in Paragraph 6 above are specifically conditioned as follows:

a. That WMS Industries Inc. 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 WMS Industries Inc. 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b. That the approvals granted herein may be rescinded without prior notice upon the issuance of an interlocutory stop issuance of an interlocutory stop order by the Chairman of the Board.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.

8. THAT 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 7(b) above.

9. THAT WMS Industries Inc. shall maintain its presently existing compliance plan 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 WMS Industries Inc., its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act ("the Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdictions in which WMS Industries Inc., its subsidiaries and any affiliated entities operate. The compliance plan, ("General Compliance Plan"), the Special Compliance Plan (collectively the "Plan"), any amendments to the Plan, and any change in the composition of the members of the compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, 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, WMS Industries Inc. shall amend the 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 WMS Industries Inc. under the provisions of the Act and Regulations.

10. THAT WMS Industries Inc. 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 terms of this 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 WMS Industries Inc., its direct and indirect subsidiaries and any affiliated entities.

11. THAT, pursuant to NRS 463.625, WMS Industries Inc. 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 WMS Industries Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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

ENTERED at Las Vegas, Nevada, this 21<sup>st</sup> day of January 2010.