

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

APPLICATION OF COMMONWEALTH BANK OF AUSTRALIA  
FOR A WAIVER OF NRS 463.643(4) AS AN INSTITUTIONAL INVESTOR  
PURSUANT TO NGC REGULATIONS 16.010(14) AND 16.430

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ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 2, 2007, and before the Nevada Gaming Commission ("Commission") on May 17, 2007, 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 application, as amended and supplemented, of Commonwealth Bank of Australia ("Commonwealth Bank") for waiver of NRS 463.643(4) as an institutional investor pursuant to NGC Regulation 16.430, has been filed. For purposes of this Order, and as used throughout, "Commonwealth Bank" shall be construed to include Commonwealth Bank of Australia and its subsidiaries.

2. THAT Commonwealth Bank is hereby granted a waiver of the provisions of NRS 463.643(4), pursuant to NGC Regulation 16.430. It is provided, however, that the foregoing waiver is expressly conditioned as follows:

a. The waiver may only be utilized for, and is limited to, Commonwealth Bank's investment in not more than fifteen percent (15%) of the voting securities of Aristocrat Leisure Limited, a foreign corporation incorporated under the laws of Australia ("Aristocrat").

b. Commonwealth Bank must submit the following information to the Board within thirty (30) days after the end of each quarter:

(1) A record of all sales and/or purchases of voting securities of Aristocrat and the number of shares held at that time.

(2) The name and position of each employee, officer, or director of Commonwealth Bank participating as a member of any bondholder or shareholder committee of Aristocrat.

(3) A report of all complaints, actions or proceedings, fines, penalties or other sanctions, arrests, indictments or convictions of any employee, officer or director of Commonwealth Bank and its subsidiaries regarding the rules and regulations of the Australian Securities and Investment Commission and the United States Securities and Exchange Commission as the case may be, or any other jurisdiction which regulates the investment activities of Commonwealth Bank and its subsidiaries, or of any offense which would constitute a gross misdemeanor or felony if committed in the State of Nevada. The name, position, charge, arresting agency, and a brief description of the event must also be included in the report.

(4) Any changes to the structure and/or operations of Commonwealth Bank which could affect its classification as an Institutional Investor as defined by NGC Regulation 16.010(14).

c. The waiver herein granted relates solely to that which was voluntarily sought and received. Commonwealth Bank shall not make any representation and shall ensure that neither it nor any of its affiliates or associates, directly or indirectly, represents that

Commonwealth Bank has been found suitable as a shareholder of Aristocrat by the State of Nevada.

d. Commonwealth Bank shall hold the shares in Aristocrat for investment purposes only as set forth in NGC Regulation 16.430(2) and shall notify the Chairman of the Board within - five (5) business days after any decision not to hold the aforesaid voting securities for such purposes.

3. THAT Commonwealth Bank shall maintain a compliance program, consistent with its Australian regulatory requirements, which program shall include adequate provisions to ensure Commonwealth Bank's compliance with the applicable requirements of the Nevada Gaming Control Act (the "Act") and the regulations promulgated thereunder (the "Regulations"), and this Order. The compliance program, as it relates to the applicable requirements of the Act and the Regulations, shall be amended at the request of the Chairman of the Board or his designee. All amendments to the compliance plan that concern or involve compliance with the Act and the Regulations, and this Order, shall be administratively approved by the Chairman of the Board or his designee.

4. THAT Commonwealth Bank shall fund and maintain with the Board a revolving fund in the total amount of \$20,000 for the purpose of funding investigative reviews by the Board for compliance with the terms and provisions of this Order or any other Orders relating to waivers of NRS 463.643(4), pursuant to NGC Regulation 16.430. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of the 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 Commonwealth Bank and its affiliated entities.

5. THAT the Commission hereby expressly finds that the waiver herein granted is consistent with the State policies set forth in NRS 463.0129, 463.489, and 463.622 and the standards set forth in NGC Regulation 16.060.

ENTERED at Las Vegas, Nevada, this 17<sup>th</sup> day of May 2007.