

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
INTERNATIONAL GAME TECHNOLOGY
(Registration)

AMENDMENT NO. 3 TO SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on November 8, 1990, and before the Nevada Gaming Commission on November 29, 1990, 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. The applications of International Game Technology for a finding of suitability as the sole shareholder of the preferred stock of CMS-International and for an amendment to its Second Revised Order of Registration to reflect a corporate restructuring of CMS-International and Silver Club, dba Silver Club;
 - b. The applications of CMS-International for approval to issue

4,999,900 shares of common stock and 50,000 shares of preferred stock; for approval to acquire 450 shares of common stock of Silver Club, dba Silver Club; for approval to place restrictions on the transfer of its common and preferred stock and to enter into an agreement not to encumber its common stock; for approval to issue options to acquire up to 780,000 shares of its common stock under Incentive Stock Option Agreements and to issue 780,000 shares of common stock upon the exercise of such options; and for approval to issue additional shares of preferred stock as pay-in-kind dividends on its preferred stock; and

c. The applications of Edward G. Stevenson, Wayne A. Currie, and E. Patrick Crofts for findings of suitability as shareholders of common stock of CMS-International and for approval to exercise options to acquire up to 260,000 shares each of common stock of CMS-International under Incentive Stock Option Agreements.

2. THAT paragraph 3 of the Second Revised Order of Registration of International Game Technology entered on December 21, 1989, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

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

3. THAT paragraph 6 of the Second Revised Order of Registration of International Game Technology entered on December 21, 1989, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted

in lieu thereof:

"6. THAT CMS-International is registered as an intermediary company and is found suitable as the sole shareholder of the common stock of Silver Club, CMS-Sparks and CMS-El Capitan."

4. THAT paragraph 7 of the Second Revised Order of Registration of International Game Technology entered on December 21, 1989, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"7. THAT Silver Club, dba Silver Club, is licensed to conduct nonrestricted gaming operations at 1040 "B" Street, Sparks."

5. THAT paragraph 13 of the Second Revised Order of Registration of International Game Technology entered on December 21, 1989, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"13. 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, Silver Club, CMS-Sparks, CMS-El Capitan, Electronic Data Technologies, EDT, and International Acceptance Corporation."

6. THAT paragraph 15 of the Second Revised Order of Registration of International Game Technology entered on December 21, 1989, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"15. THAT International Game Technology and CMS-International are

granted approval to participate in gaming operations in Antigua while continuing their gaming operations in the State of Nevada through their affiliated companies, IGT, Silver Club, CMS-Sparks, CMS-El Capitan, Electronic Data Technologies, EDT, and International Acceptance Corporation."

7. THAT paragraph 18 of the Second Revised Order of Registration of International Game Technology entered on December 21, 1989, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"18. THAT International Game Technology shall fund and maintain with the State Gaming Control Board a revolving fund in the amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the provisions of this Second 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, IGT, CMS-International, Silver Club, CMS-Sparks, CMS-El Capitan, and International Acceptance Corporation, and their affiliated companies."

8. THAT the Second Revised Order of Registration of International Game Technology, entered on December 21, 1989, is hereby amended by adding thereto the following new paragraphs:

"24. THAT CMS-International, to effectuate a corporate restructuring of Silver Club, dba Silver Club, and itself, is granted approval to issue 4,399,900 shares of its common stock to International Game Technology and 600,000 shares of its common stock to Edward G. Stevenson, Wayne A. Currie, and E.

Patrick Crofts (200,000 shares each); is granted approval to issue options to acquire up to 780,000 shares of its common stock under Incentive Stock Option Agreements to be entered into by and between CMS-International, Edward G. Stevenson, Wayne A. Currie, and E. Patrick Crofts (the "Incentive Stock Option Agreements"); and is granted approval to acquire 450 shares of common stock of Silver Club, dba Silver Club."

"25. THAT CMS-International is granted approval to place certain restrictions upon its common stock regarding the transfer, assignment, hypothecation or encumbrance thereof, pursuant to the Incentive Stock Option Agreements and the Agreement of the Shareholders of CMS-International and CMS-International dated September 30, 1990."

"26. THAT Edward G. Stevenson, Wayne A. Currie and E. Patrick Crofts are each granted approval to exercise options to acquire up to 260,000 shares of common stock of CMS-International, and CMS-International is granted approval to issue to each of said individuals up to 260,000 shares of its common stock, in accordance with the Incentive Stock Option Agreements; provided that, these approvals are expressly conditioned that each individual must obtain the prior written approval of the Chairman of the State Gaming Control Board and provide all information requested, prior to the exercise of any option or the issuance of any common stock pursuant to the Incentive Stock Option Agreements."

"27. THAT CMS-International is granted approval to issue 50,000 shares of its Series A preferred stock to International Game Technology in consideration of the extinguishment of a \$5 million inter-company note, and is granted approval to issue additional shares of Series A preferred stock at a rate not to annually exceed .066 of the outstanding Series A preferred stock, to

International Game Technology as a pay-in-kind dividend on the aforesaid Series A preferred stock; provided that, the latter approval is expressly conditioned that it will expire at midnight of the December 1993 Nevada Gaming Commission meeting and that CMS-International must obtain the prior written approval of the Chairman of the State Gaming Control Board and provide all information requested, prior to declaring and issuing any such pay-in-kind Series A preferred stock dividend."

"28. THAT CMS-International is granted approval to place certain restrictions upon its Series A preferred stock regarding the transfer, assignment, hypothecation or encumbrance thereof, pursuant to the Preferred Stock Purchase Agreement dated September 30, 1990."

"29. THAT Edward G. Stevenson, Wayne A. Currie and E. Patrick Crofts are each found suitable as shareholders of common stock of CMS-International."

9. THAT except as expressly modified by this Amendment No. 3 to Second Revised Order of Registration, or other Commission action, all other terms and conditions of the Second Revised Order of Registration of International Game Technology entered on December 21, 1989, and of the Amendments Nos. 1 and 2

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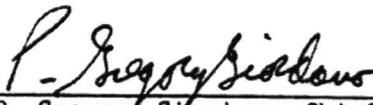
thereto entered on February 22, 1990, and June 21, 1990, respectively, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Carson City, Nevada, this 29th day of November, 1990.

FOR THE COMMISSION:


John F. O'Reilly, Chairman

Submitted by:


P. Gregory Giordano, Chief
Corporate Securities Division

APPROVED AS TO FORM:

BRIAN McKAY
ATTORNEY GENERAL

By 
Catherine B. Thayer
Deputy Attorney General
Gaming Division