

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

INTERNATIONAL GAME TECHNOLOGY

(Registration)_____

SEVENTEENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on September 9, 2004, and before the Nevada Gaming Commission (“Commission”) on September 24, 2004, 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 (i) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of IGT, Acres Gaming Incorporated, Anchor Coin and Powerhouse Technologies, Inc. in conjunction with a credit agreement, and (ii) an amendment to its Order of Registration;
 - b. The application of Acres Gaming Incorporated for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of AGI Distribution, Inc. in conjunction with a credit agreement; and

c. The application of Powerhouse Technologies, Inc. for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of VLC, Inc. in conjunction with a credit agreement.

2. THAT the Sixteenth Revised Order of Registration of International Game Technology, dated October 23, 2003, is hereby amended and restated, in its entirety, by this Seventeenth Revised Order of Registration.

3. THAT International Game Technology is registered as a publicly traded corporation, and is found suitable as the sole shareholder of IGT, Anchor Coin, Acres Gaming Incorporated and Powerhouse Technologies, Inc.

4. THAT IGT is 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 Anchor Coin is 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.

6. THAT Powerhouse Technologies, Inc., is registered as an intermediary company and is found suitable as the sole shareholder of VLC, Inc.

7. THAT VLC, Inc., is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Acres Gaming Incorporated is registered as an intermediary company and is found suitable as the sole shareholder of AGI Distribution, Inc.

9. THAT AGI Distribution, Inc. is 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.

10. THAT in conjunction with the Credit Agreement dated July 1, 2004, as amended (“Credit Agreement”), International Game Technology is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of IGT, Anchor Coin, Acres Gaming Incorporated and Powerhouse Technologies, Inc.

11. THAT in conjunction with the Credit Agreement, Powerhouse Technologies, Inc, is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of VLC, Inc.

12. THAT in conjunction with the Credit Agreement, Acres Gaming Incorporated is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of AGI Distribution, Inc.

13. THAT International Game Technology shall maintain its presently existing Gaming Compliance Plan (“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 International Game Technology, 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 International Game Technology, its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the compliance committee, one such member who shall be independent and knowledgeable in the Act and Regulations, 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 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.

14. 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 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 and its affiliated companies.

15. 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.

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

17. 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 and NRS 463.489.

ENTERED at Las Vegas, Nevada, this 24th day of September 2004.