

RESOLUTION 2002-3

A RESOLUTION CONCERNING THE REQUEST OF ALLIANCE GAMING CORPORATION TO PURCHASE ADVANCED CASINO SYSTEMS CORPORATION

The Indiana Gaming Commission ("Commission") adopts the following resolution pursuant to the authority granted to it under IC 4-33 and pursuant to 68 IAC 1-2-6.

The following factors have been considered by the Commission:

1. Alliance Gaming Corporation is the parent company of Bally Gaming, Inc. Bally Gaming, Inc. received a Temporary Supplier's License on June 13, 1997 in the name of Alliance Gaming Corporation, a Permanent Supplier's License on March 30, 2000, and a renewal of the Supplier's License on August 23, 2001. Bally Gaming, Inc. is seeking a renewal of the Supplier's License on this day by Resolution 2002-4. Pursuant to IC 4-33-7-8(b), Bally Gaming, Inc. shall undergo a complete investigation prior to the renewal of the license for the third year.
2. Advanced Casino Systems Corporation ("ACSC") received a Temporary Supplier's License on August 14, 1998. ACSC is a direct 100% owned subsidiary of PPI Corporation ("PPI") and an indirect 100% owned subsidiary of Greate Bay Casino Corporation ("GBCC"). GBCC, PPI and Advanced Casino Systems Corporation entered into a definitive agreement with ACSC Acquisition, Inc., a subsidiary of Bally Gaming, Inc. and Alliance Gaming Corporation, whereby subject to, among other things, required gaming regulatory approvals, ACSC Acquisition, Inc. will purchase from PPI all of the outstanding common stock of Advanced Casino Systems Corporation.
3. Alliance Gaming Corporation, through the subsidiary Bally Gaming, Inc., and Advanced Casino Systems Corporation are Indiana supplier licensees in good standing.
4. Alliance Gaming Corporation, through the subsidiary ACSC Acquisition, Inc., requests the approval of the Commission for the purchase of 100% of the outstanding common stock of Advanced Casino Systems Corporation, an Indiana supplier licensee.
5. The Agreement and Plan of Merger is anticipated to close in the first or second calendar quarter of 2002.
6. Advanced Casino Systems Corporation will become a wholly owned direct subsidiary of ACSC Acquisition, Inc. and an indirect subsidiary of Alliance Gaming Corporation. (See attached Structure of Subsidiaries.)

7. Alliance Gaming Corporation has been requested to provide information concerning any changes in the management of Alliance Gaming Corporation, Bally Gaming, Inc., ACSC Acquisitions, Inc. and Advanced Casino Systems Corporation, and agrees not to implement any changes without first seeking the appropriate licensure needed from the Indiana Gaming Commission. Alliance Gaming Corporation will report to the Commission concerning any licensing requirements with respect to Bally Gaming, Inc. and Advanced Casino Systems Corporation.
8. Due to the fact that no new key persons or substantial owners are being introduced as a result of this change in ownership, Alliance Gaming Corporation has requested that the Commission waive the normal transfer of ownership procedures and attendant background investigations.

NOW, THEREFORE, BE IT RESOLVED BY THE INDIANA GAMING COMMISSION, THAT THE FOLLOWING RESOLUTION IS ADOPTED:

SECTION 1. SCOPE.

This resolution applies to Alliance Gaming Corporation, ACSC Acquisitions, Inc., Bally Gaming, Inc., and Advanced Casino Systems Corporation.

SECTION 2. DEFINITIONS.

The definitions set forth in IC 4-33-2 and 68 IAC apply to this resolution.

SECTION 3. ACTION ON REQUEST FOR WAIVER OF THE NORMAL TRANSFER OF OWNERSHIP PROCEDURES AND ATTENDANT BACKGROUND INVESTIGATIONS AND ACTION ON REQUEST FOR APPROVAL OF TRANSFER OF OWNERSHIP INTERESTS.

The Commission hereby:

 GRANTS

 GRANTS OR DENIES

Alliance Gaming Corporation's, through the subsidiary ACSC Acquisitions, Inc., request for a waiver of the normal transfer of ownership procedures and attendant background investigations.

The Commission hereby:

 GRANTS

 GRANTS OR DENIES

Alliance Gaming Corporation's, through the subsidiary ACSC Acquisitions, Inc., request for approval of the resulting transfer of ownership in Advanced Casino Systems Corporation to ACSC Acquisitions, Inc.

SECTION 4. EFFECTIVE DATE.

This RESOLUTION is effective immediately.

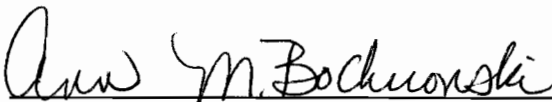
ADOPTED THIS THE 15th DAY OF MARCH 2002:

THE INDIANA GAMING COMMISISON:



Donald R. Vowels, Chair

ATTEST:



Ann Bochnowski, Vice Chair