

**INTERNATIONAL GAME TECHNOLOGY
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

FIRST RESTATED CHARTER

PURPOSE

The purpose of the Nominating and Corporate Governance Committee is to ensure that qualified candidates are presented to the Board of Directors for election as directors, officers and members and chairs of board committees; to ensure that the Board of Directors and the Company's Articles of Incorporation and Bylaws are structured in a way that best serves the Company's practices and objectives; and to develop and recommend to the Board a set of corporate governance principles applicable to the Company.

In addition, the Committee will review corporate policies related to public and social issues important to the Company and the industry and will make recommendations on specific issues designed to assure that the Company fulfills its missions and objectives.

AUTHORITY:

The Committee shall have the following authority:

- Recommend to the Board the names of qualified persons to be nominated for election or re-election as directors and the membership and chairman of each board committee; and consider suggestions for board membership submitted by shareholders in accordance with the notice provisions and procedures set forth in the Company's Bylaws.
- Evaluate Company policies relating to the recruitment of directors, including D&O insurance and indemnification bylaws, and make recommendations to the Board, or any appropriate board committees, regarding such matters.
- Review periodically with the Company's Audit Committee and General Counsel, in the light of changing conditions, new legislation, regulations and other developments, the Company's Code of Business Conduct, make recommendations to the Board for any changes, amendments and modifications to the Code that the Committee shall deem desirable, and develop, monitor and reassess from time to time the Corporate Governance Guidelines of the Company.
- Take such steps as the Committee deems necessary or appropriate with respect to assessments of the performance of the Board, each other Board committee; and review the Committees performance at least annually.
- Take such other actions as may be requested or required by the Board from time to time.
- Make recommendations and report to the Board and other Board committees with respect to any of the foregoing matters.

MEMBERSHIP

The membership of the Committee shall be comprised of not less than three (3) independent members, determined by the Board, under the independence requirements of the New York Stock Exchange and applicable law. . The members shall be appointed by and serve at the discretion of the Board. The Chairperson of the Committee shall be appointed by the Board.

MEETINGS

The Committee will meet with such frequency, and at such times as its Chairperson, or a majority of the Committee, determines. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. A majority of the Committee shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee. The Committee shall meet as required, keep a record of its actions and proceedings and make a report thereof from time to time to the Board of Directors.

SUBCOMMITTEES

The Committee has the power to appoint subcommittees.

SEARCH FIRM

Search firm to assist the Committee in identifying, screening and attracting director candidates. If the Committee decides in its discretion to retain such a firm, the Board delegates to the Committee the sole authority to retain and terminate any such firm and to approve the search firm's fees and other retention terms.

Approved by the Board of Directors on December 3, 2002.