

:
BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
BALLY MANUFACTURING CORPORATION
(Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board on December 11, 1985, and before the Nevada Gaming Commission on December 19, 1985 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 application of Bally Manufacturing Corporation, as amended and supplemented, for approval of a public offering of senior subordinated notes (\$90 million) and subordinated debentures (\$150 million), is hereby accepted as filed.

2. THAT Bally Manufacturing Corporation is hereby granted approval, pursuant to Regulation 16.110, to make a public offering pursuant to Form S-3 Registration Statement #33-1242, as filed with the Securities and Exchange Commission, subject to the following conditions:

a. That until said public offering is fully effective and sold to the underwriters, Bally Manufacturing Corporation shall keep the State Gaming Control Board Investigation Division, Corporate Securities continuously and promptly informed as to the progress of the offering; and

b. That the approval herein granted may be rescinded without notice upon the issuance of an interlocutory stop order by the Chairman of the State Gaming Control Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

3. THE COMMISSION hereby delegates to the Chairman of the State Gaming Control Board the authority to issue interlocutory stop orders for good cause; which shall remain in effect until the Commission lifts the stop order pursuant to the provision of paragraph 2(b).

4. THAT Bally Manufacturing Corporation is granted to February 20, 1986 to have the Registration Statement declared effective by the Securities and Exchange Commission, and if the sale is not made within said period, this approval is withdrawn.

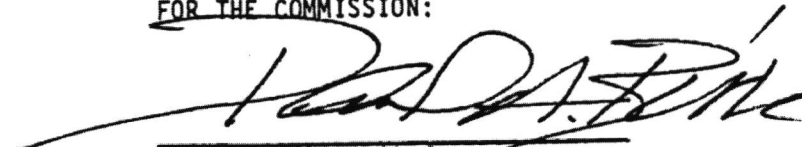
5. THAT the Bally Manufacturing Corporation revolving fund may be used by the Board for the purpose of funding investigative reviews, conducted in the .

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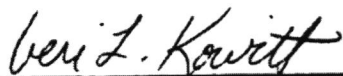
sole discretion of the Board, for compliance with this Order, and monitoring the progress of this public offering.

ENTERED at Carson City, Nevada this 19th day of December 1985.

FOR THE COMMISSION:

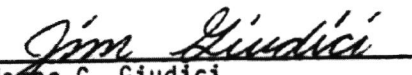

Paul A. Bible, Chairman

Submitted by:


Geri L. Kowitz
Deputy Chief, Investigations
Corporate Securities

APPROVED AS TO FORM:

BRIAN McKAY
ATTORNEY GENERAL

By 
James C. Giudici
Deputy Attorney General
Gaming Division