

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
BALLY MANUFACTURING CORPORATION
(Registration)

AMENDMENT NO. 1 TO REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on July 12, 1989, at Las Vegas, Nevada, and before the Nevada Gaming Commission on July 27, 1989, 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 Distributing of Nevada, Inc. for a nonrestricted gaming license (slot machines only) at the Hotel San Remo Casino and Resort, as amended and supplemented, is hereby accepted as filed.
2. THAT pursuant to the stipulation and agreement between the Board and the registrant, the Revised Order of Registration of Bally Manufacturing Corporation should be amended and restated so as to reflect the aforesaid application of Bally Distributing of Nevada, Inc., wholly owned by the registrant, for a nonrestricted gaming license (slot machines only) at the Hotel

San Remo Casino and Resort.

3. THAT paragraph 4 of the Revised Order of Registration of Bally Manufacturing Corporation entered on April 16, 1987, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

THAT Bally Distributing of Nevada, Inc. is licensed as a manufacturer, distributor and operator of a slot machine route, and that Bally Distributing of Nevada, Inc., dba Bally Distributing of Nevada, Inc, is hereby licensed to conduct nonrestricted gaming operations (slot machines only) at the Hotel San Remo Casino and Resort, 115 East Tropicana Avenue, Las Vegas.

4. THAT except as expressly modified by this Amendment No. 1 to Revised Order of Registration, or other Commission action, all other terms and conditions

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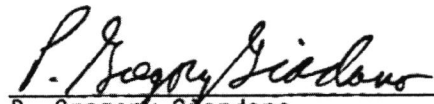
of the Revised Order of Registration of Bally Manufacturing Corporation entered on April 16, 1987, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Carson City, Nevada, this 27th day of July, 1989.

FOR THE COMMISSION:



John F. O'Reilly, Chairman

Submitted by:


P. Gregory Giordano
Deputy Chief, Investigations
Corporate Securities

APPROVED AS TO FORM:

BRIAN MCKAY
ATTORNEY GENERAL

By 
Michael E. Wilson
Deputy Attorney General
Gaming Division