



File No. SD-015

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
BALLY MANUFACTURING CORPORATION
(Registration)

SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on August 7, 1991, and before the Nevada Gaming Commission on August 29, 1991, 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 following applications, as amended and supplemented, are hereby accepted as filed:

a. The application of Bally Manufacturing Corporation for approval to Pledge the Common Stock of Bally Gaming, Inc. to Manufacturers Hanover Trust Company;

b. The application of Bally Manufacturing Corporation for a waiver from the requirement that the common stock certificates of Bally Gaming, Inc. remain physically located within the State of Nevada; and

c. The application of Bally Manufacturing Corporation for an Amendment to its Order of Registration.

2. THAT the Revised Order of Registration of Bally Manufacturing Corporation entered on April 16, 1987, and the First, Second and Third Amendments thereto entered on July 27, 1989, June 21, 1990, and August 30, 1990, respectively, are hereby consolidated into and updated by this Second Revised Order of Registration.

3. THAT Bally Manufacturing Corporation is registered as a publicly traded corporation and found suitable as the sole shareholder of Bally Gaming, Inc. and Bally's Intermediate Sub, Inc.

4. THAT Bally Gaming, Inc. is licensed as a manufacturer and distributor, and as an operator of a slot machine route, and that Bally Gaming, Inc., dba Hughes Executive Terminal and dba Reno Cannon International Airport, is licensed to conduct nonrestricted gaming operations (slot machines only) at the Hughes Executive Terminal, 6005 Las Vegas Blvd. South, Las Vegas, and at Reno Cannon International Airport, 2000 East Plumb Lane, Reno.

5. THAT Bally Manufacturing Corporation is granted approval to pledge the common stock of Bally Gaming, Inc. to Manufacturers Hanover Trust Company, as agent, provided that the prior approval of the Nevada Gaming Commission must be obtained before any foreclosure of the possessor security interest in the common stock of Bally Gaming, Inc., or before any other resort to the Bally Gaming, Inc. common stock collateral or other enforcement of the security interests in the Bally Gaming, Inc. common stock, may occur. In addition, Bally Manufacturing Corporation is granted a waiver pursuant to NGC Reg. 15.489.2-1, from the requirement set forth in NGC Reg. 8.030(4)(a) and 15.510.1-3 that the common