

File No. SD-015

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
BALLY MANUFACTURING CORPORATION  
(Registration)

AMENDMENT NO. 1 TO SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board on October 22, 1991, and before the Nevada Gaming Commission on October 23, 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 a finding of suitability as a controlling shareholder of Bally Gaming International, Inc.; and
  - b. The application of Bally Manufacturing Corporation for an amendment to its Order of Registration.

2. THAT paragraph 3 of the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"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., and as a controlling shareholder of Bally Gaming International, Inc."

3. THAT paragraph 16 of the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"16. That the Order of Registration of Bally Gaming International, Inc. entered on October 23, 1991, as amended from time to time, and the Revised Order of Registration of Bally's Grand, Inc. entered on April 16, 1987, as amended, are hereby incorporated by reference herein."

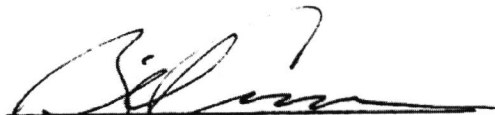
4. THAT except as expressly modified by this Amendment No. 1 to Second Revised Order of Registration, or other Commission action, all other terms and conditions of the Second Revised Order of Registration of Bally Manufacturing

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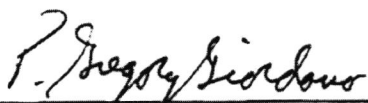
Corporation entered on August 29, 1991, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Carson City, Nevada, this 23rd day of October, 1991.

FOR THE COMMISSION:

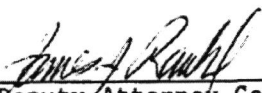
  
Bill Curran, Chairman

Submitted by:

  
P. Gregory Giordano, Chief  
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA  
ATTORNEY GENERAL

By   
Deputy Attorney General  
Gaming Division