

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
BALLY MANUFACTURING CORPORATION
(Registration)

AMENDMENT NO. 2 TO SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 6, 1992, and before the Nevada Gaming Commission ("Commission") on May 28, 1992, at Las Vegas, 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 applications of Bally Manufacturing Corporation for an amendment to its Order of Registration and for final approval to participate in foreign gaming German wall machines, as amended and supplemented, have been filed.

2. THAT paragraph 3 of the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, as amended by paragraph 2 of the Amendment No. 1 to Second Revised Order of Registration of Bally Manufacturing Corporation entered on October 23, 1991, is hereby rescinded and

superseded in its entirety, and the following language is substituted in lieu thereof:

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

3. THAT paragraph 4 of the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"4. THAT BGR, Inc. is licensed as an operator of a slot machine route and to conduct nonrestricted gaming operations (slot machines only) at Reno Cannon International Airport, 2000 East Plumb Lane, Reno."

4. THAT paragraph 9 of the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"9. THAT Bally Manufacturing Corporation is granted approval to continue its gaming operations in the State of Nevada through its affiliated companies, Bally's Intermediate Sub, Inc., Bally Intermediate Sub No. 1-6, inclusive, Inc., Bally Gaming International, Inc., Bally's Grand, Inc., Grand Resorts, Inc., Reno Resorts, Inc., and BGR, Inc., subject to the reporting requirements set forth in Exhibit A which is attached to this Second Revised Order of Registration and incorporated herein by reference, while participating in gaming activities in Atlantic City, New Jersey."