

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
BALLY MANUFACTURING CORPORATION
(Registration)

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on April 14, 1993, at Las Vegas, Nevada, and specially before the Nevada Gaming Commission ("Commission") on April 21, 1993, 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 an Amendment to its Order of Registration;

b. The application of Bally's Sub, Inc. for a finding of suitability as the sole shareholder of Bally's Grand Management Co., Inc.;

c. The application of Bally's Grand Management Co., Inc. for licensure as the manager of Bally's Casino Resort-Las Vegas pursuant to a management agreement by and among Bally's Grand Management Co., Inc., Bally Manufacturing Corporation, and Bally's Grand, Inc.

d. The applications of Fidelity Management & Research Company and Fidelity Management Trust Company (collectively "Fidelity") for a waiver of the provisions of NRS 463.643(3), pursuant to NGC Regulation 16.430, and for an exemption from the provisions of NGC Regulation 16.200, pursuant to NGC Regulation 16.430(7) and 16.450.

2. THAT the Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, and the First and Second Amendments thereto entered on October 23, 1991, and May 28, 1992, respectively, are hereby consolidated into and updated by this Third 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's Intermediate Sub, Inc., and as a controlling shareholder of Bally Gaming International, Inc.

4. THAT Bally's Intermediate Sub, Inc. is registered as an intermediary company and found suitable as the sole shareholder of:

Bally Intermediate Sub No. 1, Inc.

Bally Intermediate Sub No. 2, Inc.

Bally Intermediate Sub No. 3, Inc.

Bally Intermediate Sub No. 4, Inc.

Bally Intermediate Sub No. 5, Inc.

Bally Intermediate Sub No. 6, Inc.