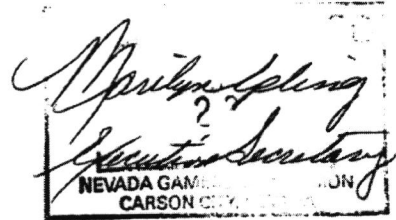


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NEVADA GAMING COMMISSION  
CARSON CITY

File No. SD-015

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
BALLY MANUFACTURING CORPORATION  
(Registration)

FOURTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on September 1, 1993, and before the Nevada Gaming Commission ("Commission") on September 23, 1993, 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, as amended and supplemented, of Bally Manufacturing Corporation for approval of an acquisition of control of Bally's Grand, Inc., for a finding of suitability to own more than 10% of the voting securities of Bally's Grand, Inc., for a finding of suitability as a controlling stockholder of Bally's Grand, Inc., and for an amendment to its Order of Registration are hereby accepted as filed.

2. THAT the Third Revised Order of Registration of Bally Manufacturing Corporation entered on April 21, 1993, is hereby amended and restated, in its entirety, by this Fourth Revised Order of Registration.

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

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

5. THAT the following companies are each registered as intermediary companies and found suitable to hold the indicated percentages of Bally's Sub, Inc.'s common stock:

Bally Intermediate Sub No. 1, Inc. (2%)

Bally Intermediate Sub No. 2, Inc. (6%)

Bally Intermediate Sub No. 3, Inc. (11%)

Bally Intermediate Sub No. 4, Inc. (18%)

Bally Intermediate Sub No. 5, Inc. (26%)

Bally Intermediate Sub No. 6, Inc. (37%)

6. THAT Bally's Sub, Inc. is registered as an intermediary company and found suitable as the sole stockholder of Bally's Grand Management Co., Inc.