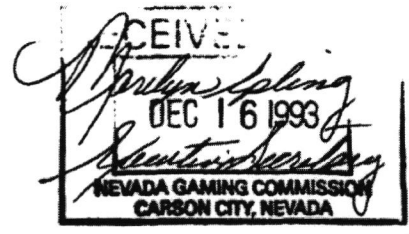


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File No. SD-015

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

BALLY MANUFACTURING CORPORATION
and
BALLY'S CASINO HOLDINGS, INC.

(Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on December 1, 1993, and before the Nevada Gaming Commission ("Commission") on December 16, 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 application of Bally's Casino Holdings, Inc., as amended and supplemented, for approval to make a public offering of up to \$220 million of Senior Discount Notes due 1998 has been filed.

2. THAT Bally's Casino Holdings, Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to \$220 million of Senior Discount Notes due 1998, as more fully described in the Securities and Exchange

Commission ("SEC") Form S-1 Registration Statement, as amended (SEC Registration No. 33-65438) ("Registration Statement").

3. THAT the approval set forth in paragraph 2 is specifically conditioned as follows:

a. That Bally Manufacturing Corporation and Bally's Casino Holdings, Inc. shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that may have a material effect on Bally Manufacturing Corporation, Bally's Casino Holdings, Inc., or their subsidiaries, or their affiliated entities which would be subject to reporting on SEC Form 8-K; and

b. That the approval granted herein may be rescinded without prior notice upon issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until it is lifted by the Commission upon such terms as are satisfactory to the Commission.

4. THE Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in paragraph 3(b).


5. THAT Bally's Casino Holdings, Inc. is granted ninety (90) calendar days from the date of this Order to have the Registration Statement declared effective by the SEC. If the Registration Statement is not declared effective by the SEC within said time period, unless administratively extended by the Chairman

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of the Board or his designee, then this Order and all of the approvals, terms and provisions herein shall be deemed withdrawn and rendered null and void.

ENTERED at Carson City, Nevada, this 16th day of December, 1993.

FOR THE COMMISSION:



Bill Curran, Chairman

Submitted by:


Mark A. Clayton, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 
Deputy Attorney General
Gaming Division