

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of

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

(Registration)

SIXTH REVISED ORDERS OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on August 10, 1994, and before the Nevada Gaming Commission ("Commission") on August 25, 1994, 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 of Bally Manufacturing Corporation, as amended and supplemented, have been filed:

- a. For registration of Bally's Casino, Inc. as an intermediary company;
- b. For a finding of suitability for Bally's Casino, Inc. as the sole stockholder of Bally's Intermediate Sub, Inc.;
- c. For a finding of suitability for Bally Entertainment Corporation as the sole stockholder of Bally's Casino, Inc. common stock;

d. For a finding of suitability for Arthur M. Goldberg as the sole stockholder of Bally's Casino, Inc. preferred stock; and

e. For an amendment to its Order of Registration reflecting a name change to "Bally Entertainment Corporation."

2. THAT the Fifth Revised Orders of Registration of Bally Manufacturing Corporation, dated December 16, 1993, are hereby amended and restated, in their entirety, by these Sixth Revised Orders of Registration.

3. THAT Bally Entertainment Corporation is registered as a publicly traded corporation and is found suitable as the sole stockholder of Bally's Casino, Inc. common stock.

4. THAT Arthur M. Goldberg is found suitable as the sole stockholder of Bally's Casino, Inc. preferred stock.

5. THAT Bally Entertainment Corporation is granted approval, pursuant to NGC Regulation 16.200, to acquire control of Bally's Grand, Inc.

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

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

Bally's Intermediate Sub No. 1, Inc.

Bally's Intermediate Sub No. 2, Inc.

Bally's Intermediate Sub No. 3, Inc.

Bally's Intermediate Sub No. 4, Inc.

Bally's Intermediate Sub No. 5, Inc.

Bally's Intermediate Sub No. 6, Inc.