

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)

SEVENTH REVISED ORDERS OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on March 8, 1995, and before the Nevada Gaming Commission ("Commission") on March 30, 1995, 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 following applications of Bally Entertainment Corporation, Bally's Intermediate Sub, Inc. and Bally's Casino Holdings, Inc. as amended and supplemented, have been filed:

a. For an amendment to the Bally Entertainment Corporation Order of Registration;

b. For approval to transfer the stock of Bally's Sub, Inc. to Bally's Intermediate Sub, Inc.

c. For approval to cancel the stock 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. and Bally's Intermediate Sub No. 6, Inc.;

d. For a finding of suitability of Bally's Intermediate Sub, Inc. as the sole stockholder of Bally's Sub, Inc.; and

e. For approval to cancel the stock of Bally's CHLV, Inc. and for a finding of suitability of Bally's Casino Holdings, Inc. to own more than 10% of the voting securities of Bally's Grand, Inc.

2. THAT the Sixth Revised Orders of Registration of Bally Entertainment Corporation and Bally's Casino Holdings, Inc., dated August 25, 1994, are hereby amended and restated, in their entirety, by these Seventh 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, pursuant to NGC Regulations 15.585.7-1 and 15.585.7-2, the transfer of the stock of Bally's Sub, Inc. to Bally's Intermediate Sub, Inc. is hereby approved.

7. THAT, pursuant to NGC Regulations 15.585.7-1 and 15.585.7-2, the cancellation of stock of the following corporations is hereby approved: