

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)

EIGHTH REVISED ORDERS OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on July 12, 1995, and before the Nevada Gaming Commission ("Commission") on July 27, 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 applications of Bally Entertainment Corporation, as amended and supplemented, for clarification and/or amendment to the Bally Entertainment Corporation and Bally's Casino Holdings, Inc. Seventh Orders of Registration and a waiver of NGC Regulation 4.080, has been filed in regards to the following matters approved by the Commission March 30, 1995:

a. Transfer of the stock of Bally's Sub, Inc. to Bally's Intermediate Sub, Inc.

b. The cancellation of 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.; and

c. A finding of suitability of Bally's Intermediate Sub, Inc. as the sole stockholder of Bally's Sub, Inc.

2. THAT, subject to the provisions of paragraph 19, Bally Entertainment Corporation is granted a waiver of NGC Regulation 4.080 for the transactions described in paragraph 1, and the Sixth and Seventh Revised Orders of Registration of Bally Entertainment Corporation and Bally's Casino Holdings, Inc., dated August 25, 1994, and March 30, 1995, respectively, are hereby amended and restated, in their entirety, by these Eighth 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: