

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)

NINTH REVISED ORDERS OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on November 12, 1996, at Las Vegas, Nevada and regularly before the Nevada Gaming Commission ("Commission") on November 21, 1996, 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 and Bally's Casino, Inc. as amended and supplemented, have been filed:

a. For an amendment to the Bally Entertainment Corporation Order of Registration, for approval of Bally Entertainment Corporation to cancel the common stock of Bally's Casino, Inc., for a finding of suitability of Bally

Entertainment Corporation as the sole shareholder of Bally's Intermediate Sub, Inc., and for approval to effect a disposition of the common stock of Bally's Intermediate Sub, Inc. to Hilton Hotels Corporation in connection with the merger between Hilton Hotels Corporation and Bally Entertainment Corporation.

b. For approval of Bally's Casino, Inc. to transfer the stock of Bally's Intermediate Sub, Inc. to Bally Entertainment Corporation and for deregistration of Bally's Casino, Inc. as an intermediary company.

2. THAT the Eighth Revised Orders of Registration of Bally Entertainment Corporation and Bally's Casino Holdings, Inc., dated July 27, 1995, are hereby amended and restated, in their entirety, by these Ninth Revised Orders of Registration, subject to the provisions of Paragraph 17.

3. THAT in connection with the merger of Bally's Casino, Inc. with and into Bally Entertainment Corporation, and pursuant to NGC Regulations 15.585.7-1 and 15.585.7-2, the cancellation of the common stock of Bally's Casino, Inc. and the transfer of the stock of Bally's Intermediate Sub, Inc. from Bally's Casino, Inc. to Bally Entertainment Corporation is hereby approved, and Bally's Casino, Inc. is hereby deregistered as an intermediary company.

4. THAT Bally Entertainment Corporation is registered as a publicly traded corporation and is found suitable as the sole shareholder of Bally's Intermediate Sub, Inc.

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