



File No. SD-082

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
BALLY GAMING INTERNATIONAL, INC.
(Registration)

ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board on October 22, 1991, and before the Nevada Gaming Commission on October 23, 1991, 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, as amended and supplemented, are hereby accepted as filed:

a. The application of Bally Gaming International, Inc. for approval of a public offering;

b. The application of Bally Gaming International, Inc. for a finding of suitability as the sole shareholder of BGI Enterprises;

c. The application of Bally Gaming International, Inc. for registration as a publicly traded corporation; and

d. The application of BGI Enterprises for licensure as a manufacturer, distributor, and as an operator of a slot machine route.

2. THAT Bally Gaming International, Inc. is registered as a publicly traded corporation and found suitable as the sole shareholder of BGI Enterprises.

3. THAT BGI Enterprises is licensed as a manufacturer and distributor, and as an operator of a slot machine route.

4. THAT Bally Gaming International, Inc. is granted approval to make a public offering of up to 3,450,000 shares of its common stock as defined in and pursuant to the Securities and Exchange Commission ("SEC") Form S-1 Registration Statement, as amended to date (SEC Registration No. 33-42227) (the "Registration Statement").

5. THAT the approval set forth in paragraph 4 hereinabove is specifically conditioned as follows:

a. The approval granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the State Gaming Control Board. Said interlocutory stop order, if issued, shall remain in effect until lifted by the Commission upon such terms as are satisfactory to the Commission;

b. Until the Registration Statement is declared effective by the SEC and the common stock sold and distributed as provided therein, Bally Gaming International, Inc. shall keep the State Gaming Control Board, Corporate

Securities Division, continuously and promptly informed as to the progress of the offering; and

c. Unless the Registration Statement is declared effective by the SEC and the common stock sold and distributed as provided therein on or before December 18, 1991, the approval granted shall be deemed withdrawn and rendered null and void; provided that, said time period may be administratively extended by the Chairman of the State Gaming Control Board or his designee.

6. THAT the Commission hereby delegates to the Chairman of the State Gaming Control Board the authority to issue an interlocutory stop order for good cause, which stop order shall remain in effect until lifted by the Commission pursuant to the provisions of paragraph 4(a) above.

7. THAT except as permitted by NRS 463.690 and the regulations promulgated thereunder, neither Bally Gaming International, Inc., nor any person controlling, controlled by, or under common control with Bally Gaming International, Inc. shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Commission.

8. THAT Bally Gaming International, Inc. shall fund and maintain with the State Gaming Control Board a revolving fund in the amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities, including public offerings of securities, of Bally Gaming International, Inc., BGI

Enterprises, Bally Wulff Automaten GmbH, and Bally Wulff Vertriebs GmbH, and their affiliated companies.

9. THAT pursuant to NRS 463.625(2), Bally Gaming International, Inc. is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

10. THAT Bally Gaming International, Inc. is exempted from NGC Reg. 15 and shall instead comply with the provisions of NGC Reg. 16.

11. THAT the COMMISSION hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

12. THAT Bally Manufacturing Corporation is found suitable as a controlling shareholder of Bally Gaming International, Inc.


13. THAT Bally Gaming International, Inc. and all of its subsidiaries shall be included within the previously established internal reporting system and compliance committee of Bally Manufacturing Corporation; provided that, if at any time Bally Manufacturing Corporation's common stock ownership of Bally Gaming International, Inc. falls below 50%, then Bally Gaming International, Inc. must promptly submit, and thereafter establish and maintain, its own internal reporting system and compliance committee administratively approved by the Chairman of the State Gaming Control Board or his designee, together with any subsequent amendments or modifications thereto.

14. THAT the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, as amended, is hereby incorporated by reference herein.

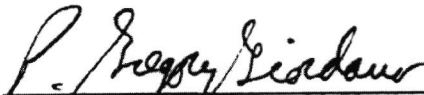
15. THAT this Order of Registration of Bally Gaming International, Inc. shall not be effective until and unless the public offering described in paragraph 4 hereinabove is consummated and closed.

ENTERED at Carson City, Nevada, this 23rd day of October, 1991.

FOR THE COMMISSION:

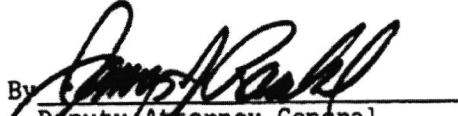

Bill Curran, Chairman

Submitted by:


P. Gregory Giordano, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 
Deputy Attorney General
Gaming Division