



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a. The approval granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the State Gaming Control Board.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