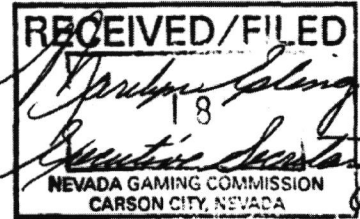


2333



File No. SD-082

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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

ORDER

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on October 21, 1993, and regularly for hearing before the Board on November 4, 1993, and before the Nevada Gaming Commission ("Commission") on November 18, 1993, 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, as amended and supplemented, have been filed:
  - a. The application of Bally Gaming International, Inc. for approval to make a public offering of up to \$40,000,000 of Series B 10 3/8% Senior Secured Notes due 1998; and

b. The application of Bally Gaming, Inc. for approval to guarantee securities issued by Bally Gaming International, Inc. in connection with the above public offering.

2. THAT Bally Gaming International, Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to \$40,000,000 of Series B 10 3/8% Senior Secured Notes due 1998, as described in the Securities and Exchange Commission ("SEC") Form S-4 Registration Statement (SEC Registration No. 33-71156) ("Registration Statement").

3. THAT the approval set forth in paragraph 2 preceding is specifically conditioned as follows:

a. That Bally Gaming International, Inc. shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that may have a material effect on Bally Gaming International, Inc., or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

b. That the approval granted herein may be rescinded without prior notice upon issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until it is lifted by the Commission upon such terms as are satisfactory to the Commission.

4. THE Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in paragraph 3(b) above.


5. THAT Bally Gaming, Inc. is granted approval, pursuant to NGC Regulation 16.100(3), to guarantee the Bally Gaming International, Inc.

\$40,000,000 of Series B 10 3/8% Senior Secured Notes due 1998 issued in a public offering.

6. THAT Bally Gaming International, Inc. is granted ninety (90) calendar days from the date of this Order to have the Registration Statement declared effective by the SEC. If the Registration Statement is not declared effective by the SEC within said time period, unless administratively extended by the Chairman of the Board or his designee, then this Order and all of the approvals, terms and provisions herein shall be deemed withdrawn and rendered null and void.

ENTERED at Las Vegas, Nevada, this 18th day of November, ~~1991~~<sup>me</sup>  
1993

FOR THE COMMISSION:


  
Bill Curran, Chairman

Submitted by:

  
Mark A. Clayton, Chief  
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA  
ATTORNEY GENERAL

By   
Deputy Attorney General  
Gaming Division