

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

CIRCUS CIRCUS ENTERPRISES, INC.

(Registration) _____

TWELFTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on January 13, 1999, and before the Nevada Gaming Commission ("Commission") on January 28, 1999, 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 Circus Circus Enterprises, Inc. for an amendment to its Order of Registration and for a finding of suitability as the sole shareholder of Mandalay Corp.;
and

b. The application of Mandalay Corp. for a nonrestricted gaming license, including a race book and sports pool, and for licensure to conduct off-track pari-mutuel race and sports wagering.

2. THAT the Eleventh Revised Order of Registration of Circus Circus Enterprises, Inc., dated December 19, 1996, is hereby amended and restated, in its entirety, by this Twelfth Revised Order of Registration.

3. THAT Circus Circus Enterprises, Inc. is registered as a publicly traded corporation and is found suitable as the sole stockholder of Circus Circus Casinos, Inc., Slots-A-Fun, Inc., Edgewater Hotel Corporation, Colorado Belle Corp., New Castle Corp., Ramparts, Inc., Galleon, Inc., M.S.E. Investments, Incorporated, Last Chance Investments, Incorporated, Goldstrike Investments, Incorporated, Oasis Development Company, Inc., Diamond Gold, Inc. and Mandalay Corp.

4. THAT M.S.E. Investments, Incorporated, Glenn William Schaeffer, Antonio Carmen Alamo, Gregg Harvey Solomon, William Behr Ensign, and Anthony Arthur Korfman are each granted approval, pursuant to NRS 463.510, to effect a disposition of securities of New Way, Inc. which will result in the cancellation of all New Way, Inc. securities and the merger of New Way Inc. with and into M.S.E Investments, Incorporated.

5. THAT Circus Circus Casinos, Inc., dba Circus Circus Hotel and Casino, Reno, Nevada, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 500 North Sierra Street, Reno, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT Circus Circus Casinos, Inc., dba Circus Circus Hotel and Casino, Las Vegas, Nevada is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 2880 South Las Vegas Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Circus Circus Casinos, Inc., dba Silver City Casino, is licensed to conduct nonrestricted gaming operations at 3001 South Las Vegas Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Slots-A-Fun, Inc., dba Slots-A-Fun, is licensed to conduct nonrestricted gaming operations at 2890 South Las Vegas Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT Edgewater Hotel Corporation, dba Edgewater Hotel & Casino, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 2020 Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT Colorado Belle Corp., dba Colorado Belle Hotel & Casino, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 2100 Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT New Castle Corp., dba Excalibur Hotel and Casino, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 3850 South Las Vegas Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT Ramparts, Inc., dba Luxor Hotel and Casino, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 3900 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

13. THAT Galleon, Inc. is licensed as a 50% general partner of Circus and Eldorado Joint Venture, a Nevada general partnership.

14. THAT Circus and Eldorado Joint Venture, a Nevada general partnership, dba Silver Legacy Resort Casino Reno, is licensed to conduct nonrestricted gaming operations at 407 North Virginia Street, Reno, subject to such conditions or limitations as may be imposed by the Commission.

15. THAT Mandalay Corp., dba Mandalay Bay Resort & Casino, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations,

including a race book and sports pool, at 3950 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

16. THAT Gold Strike L.V., a Nevada general partnership, is licensed as a 50% general partner of Victoria Partners, a Nevada general partnership.

17. THAT Victoria Partners, a Nevada general partnership, dba Monte Carlo Resort & Casino, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations including a race book and sports pool, at 3770 Las Vegas Blvd South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

18. THAT, pursuant to NGC Regulation 8.020, New Way, Inc. is granted approval to transfer its 13% interest in Gold Strike L.V., a Nevada General Partnership, to M.S.E. Investments, Incorporated.

19. THAT the general partners in Gold Strike L.V., a Nevada general partnership, are licensed for their respective ownership interest as follows: Diamond Gold, Inc. - 2.5%; Goldstrike Investments, Incorporated - 6.5%; M.S.E. Investments, Incorporated - 52%; and Last Chance Investments, Incorporated - 39%.

20. THAT the general partners and their respective ownership interest in Railroad Pass Investment Group, a Nevada general partnership, dba Railroad Pass Hotel and Casino, are as follows: M.S.E. Investments, Incorporated - 70%; Last Chance Investments, Incorporated - 20%; and Goldstrike Investments, Incorporated - 10%.

21. THAT the general partners and their respective ownership interest in Jean Development Company, a Nevada general partnership, dba Gold Strike Hotel and Gambling Hall, are as follows: M.S.E. Investments, Incorporated - 40%; Last Chance Investments, Incorporated - 40%; and Goldstrike Investments, Incorporated - 20%.

22. THAT the general partners and their respective ownership interest in Jean Development West, a Nevada general partnership, dba Nevada Landing, are as follows: M.S.E.

Investments, Incorporated - 40%; Last Chance Investments, Incorporated - 40%; Goldstrike Investments, Incorporated - 12%; and Diamond Gold, Inc. - 8%.

23. THAT the general partners and their respective ownership interest in Gold Strike Fuel Company, a Nevada general partnership, dba Gold Strike Auto Truck Plaza, are as follows: Oasis Development Company, Inc. - 50%; M.S.E. Investments, Incorporated - 16.67%; Last Chance Investments, Incorporated - 16.67%; and Goldstrike Investments, Incorporated - 16.66%.

24. THAT the general partners and their respective ownership interest in Jean Fuel Company West, a Nevada general partnership, dba Jean Fuel Company West, are as follows: M.S.E. Investments, Incorporated - 40%; Last Chance Investments, Incorporated - 40%; Goldstrike Investments, Incorporated - 12%; and Oasis Development Company, Inc. - 8%.

25. THAT Railroad Pass Investment Group, a Nevada general partnership, dba Railroad Pass Hotel and Casino, is licensed to conduct nonrestricted gaming operations at 2800 South Boulder Highway, Henderson, subject to such conditions or limitations as may be imposed by the Commission.

26. THAT Jean Development Company, a Nevada general partnership, dba Gold Strike Hotel and Gambling Hall, is licensed to conduct nonrestricted gaming operations at No. 1 Main Street, Jean, subject to such conditions or limitations as may be imposed by the Commission.

27. THAT Jean Development West, a Nevada general partnership, dba Nevada Landing, is licensed to conduct nonrestricted gaming operations at No. 1 Goodsprings Road, Jean, subject to such conditions or limitations as may be imposed by the Commission.

28. THAT Gold Strike Fuel Company, a Nevada general partnership, dba Gold Strike Auto Truck Plaza, is licensed to conduct restricted gaming operations at No. 1 Main Street, Jean, subject to such conditions or limitations as may be imposed by the Commission.

29. THAT Jean Fuel Company West, a Nevada general partnership, dba Jean Fuel Company West, is licensed to conduct restricted gaming operations at No. 1 Goodsprings Road, Jean, subject to such conditions or limitations as may be imposed by the Commission.

30. THAT Circus Circus Enterprises, Inc. shall maintain its presently existing gaming compliance program for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Circus Circus Enterprises, Inc., its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations, as amended (the "Regulations"), and the laws and regulations of any other jurisdictions in which Circus Circus Enterprises, Inc., its subsidiaries and any affiliated entities operate. The gaming compliance program, any amendments thereto, and the members, one such member which shall be independent, shall be administratively reviewed and approved by the Chairman of the Board, or his designee. Circus Circus Enterprises, Inc. shall amend the gaming compliance program, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board, or his designee related to a review of activities relevant to the continuing qualification of Circus Circus Enterprises, Inc. under the provisions of the Act and Regulations.

31. THAT Circus Circus Enterprises, Inc. shall fund and maintain with the 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 and provisions 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 of Circus Circus Enterprises, Inc., its direct and indirect subsidiaries, and their affiliated companies.

32. THAT, pursuant to NRS 463.625, Circus Circus Enterprises, 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.

33. THAT Circus Circus Enterprises, Inc. is exempted from NGC Regulation 15 and shall instead comply with NGC Regulation 16.

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

ENTERED at Las Vegas, Nevada, this 28th day of January 1999.