

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
CIRCUS CIRCUS ENTERPRISES, INC.
(Registration)

REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on August 6, 1987, and before the Nevada Gaming Commission on August 20, 1987 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) Colorado Belle Corp., dba Colorado Belle Hotel and Casino, for addition of a sports pool; and

b) Circus Circus Enterprises, Inc. for an amendment to its Order of Registration.

2) THAT the Circus Circus Enterprises, Inc. Order of Registration and Order Approving Public Offering dated September 22, 1983, and Amendment No. 1 to Order of Registration dated June 9, 1987 are both superceded by this Revised

Order of Registration.

3) THAT Circus Circus Enterprises, Inc. is registered as a publicly traded corporation and is found suitable to be the sole stockholder of Circus Circus Casinos, Inc., Slots-A-Fun, Inc., Edgewater Hotel Corporation and Colorado Belle Corp.

4) THAT Circus Circus Casinos, Inc. is licensed to conduct gaming at the following locations:

Circus Circus Hotel & Casino - Las Vegas
(nonrestricted gaming, racebook and sports pool)
2880 Las Vegas Blvd. South
Las Vegas

Circus Circus Hotel & Casino - Reno
(nonrestricted gaming)
500 North Sierra
Reno

Circus Circus Manor
2880 Las Vegas Blvd. South
Las Vegas

Silver City Casino
3001 Las Vegas Blvd. South
Las Vegas

5) THAT Slots-A-Fun, Inc., dba Slots-A-Fun, is licensed to conduct gaming at 2890 Las Vegas Blvd. South, Las Vegas.

6) THAT Edgewater Hotel Corporation, dba Edgewater Hotel and Casino, is licensed to conduct gaming (nonrestricted gaming, racebook and sports pool) at 2020 Casino Drive, Laughlin.

7) THAT Colorado Belle Corp., dba Colorado Hotel & Casino, is licensed to conduct gaming (nonrestricted gaming and sports pool) at 2100 Casino Drive, Laughlin.

8) THAT pursuant to NRS 463.625(2), Circus Circus Enterprises, Inc. is hereby exempted from compliance with NRS 463.585 (1), (2), (6), and (7), and NRS 463.595 through 463.615 inclusive, and shall instead comply with NRS 463.635 through 463.645, inclusive.

9) THAT Circus Circus Enterprises, Inc. is hereby exempt from Reg. 15, except for the provisions of Reg. 15.585.3-1, Reg. 15.585.3-2 and Reg. 15.585.4-1, and shall instead comply with Reg. 16.

10) THAT except as permitted by NRS 463.690(2), neither Circus Circus Enterprises, Inc., nor any other person controlling, controlled by, or under common control with Circus Circus Enterprises, Inc., shall have any involvement with gaming or parimutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission.

11) THAT any offer for the sale of a voting security, as defined by Reg. 16.020(10), either by a public offering or a private placement, shall not become effective without the prior approval of the State Gaming Control Board. An application for such approval is deemed to have been approved if it has been filed with the Board at least 30 days and the Board has not ordered an extension of time or issued a stop order during such period.

12) THAT all equity securities of Circus Circus Enterprises, Inc., issued after September 22, 1983, shall bear a statement which shall be substantially as follows:

"Beneficial owners of the voting securities issued by this corporation are subject to the regulatory provisions of the Nevada Gaming Control Act (NRS 463.010 et seq.) and the regulations of the Nevada

Gaming Commission. If at any time the Nevada Gaming Commission finds a beneficial owner of such securities to be unsuitable to hold such securities, the beneficial owner must dispose of the securities. The laws and gaming regulations of the State of Nevada restrict the rights of a beneficial owner under certain circumstances (i) to receive any dividend or interest upon such securities, or (ii) to exercise directly or indirectly any voting rights conferred by such securities, or (iii) to receive any remuneration in any form from the corporation for services rendered or otherwise."

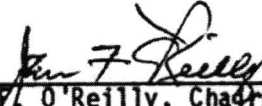
13) THAT Circus Circus Enterprises, Inc. shall continue to maintain, with the State Gaming Control Board, a cash deposit in the amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Revised Order of Registration.

14) THAT the Commission hereby expressly finds that the exemptions
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hereinabove granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489(2).

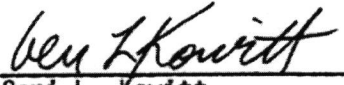
ENTERED at Carson City, Nevada this 20th day of August, 1987.

FOR THE COMMISSION:



John F. O'Reilly, Chairman

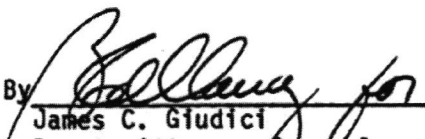
Submitted by:



Geri L. Kowitt
Deputy Chief, Investigations
Corporate Securities

APPROVED AS TO FORM:

BRIAN MCKAY
ATTORNEY GENERAL

By 

James C. Giudici
Deputy Attorney General
Gaming Division