

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

MGM GRAND, INC.

(Registration)

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board on January 8, 1988, and before the Nevada Gaming Commission on January 21, 1988 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) MGM Grand, Inc., for registration as a publicly traded corporation, for a finding of suitability as sole shareholder of MGM Desert Inn, Inc., and for a finding of suitability as sole shareholder of MGM Sands, Inc.;

b) Tracinda Corporation for a finding of suitability as a controlling shareholder of MGM Grand, Inc.;

c) MGM Desert Inn, Inc., for a nonrestricted gaming license; and

d) MGM Sands, Inc., for a nonrestricted gaming license, including race book and sports pool.

2) THAT MGM Grand, Inc., is registered as a publicly traded corporation and found suitable as sole shareholder of MGM Desert Inn, Inc. and of MGM Sands, Inc.

3) THAT Tracinda Corporation is found suitable as a controlling shareholder of MGM Grand, Inc.

4) THAT MGM Desert Inn, Inc., dba Desert Inn Country Club and Spa, is licensed to conduct nonrestricted gaming at 3145 Las Vegas Boulevard South, Las Vegas.

5) THAT MGM Sands, Inc. dba Sands Hotel and Casino, is licensed to conduct gaming operations (nonrestricted gaming, race book and sports pool) at 3355 Las Vegas Boulevard South, Las Vegas.

6) THAT MGM Grand, Inc. shall keep the State Gaming Control Board Investigation Division, Corporate Securities section continuously and promptly informed as to the progress of the pending public offering and acquisition of the two gaming properties until consummation of said acquisition. Such notification shall include the status of bank financing presently being negotiated and any other event that would have a material effect on MGM Grand, Inc. or its subsidiaries.

7) THAT MGM Grand, Inc. shall deposit and maintain a \$5,000 revolving fund for the purpose of funding investigative reviews, conducted in the sole discretion of the Board, to confirm compliance with this Order and to monitor the pending transactions.

8) THAT pursuant to NRS 463.625(2), MGM Grand, Inc. is hereby exempted

from compliance with NRS 463.585(1), (2), (5), (6) and (7) and NRS 463.595 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

9) THAT MGM Grand, Inc., is hereby exempted from Regulation 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 Regulation 16.

10) THAT neither MGM Grand, Inc., nor any person controlling, controlled by, or under common control with MGM Grand, Inc. shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission.

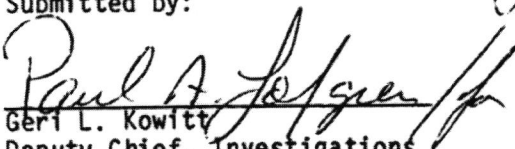
11) THE COMMISSION hereby expressly finds that the exemptions hereinabove granted are consistent with State policy set forth in NRS 463.0129 and NRS 463.489(2).

ENTERED at Carson City, Nevada this 21st day of January, 1988.

FOR THE COMMISSION:

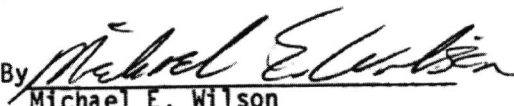

John F. O'Reilly, Chairman

Submitted by:


Paul A. Jorgensen
Geri L. Kowitz
Deputy Chief, Investigations
Corporate Securities

APPROVED AS TO FORM:

BRIAN MCKAY
ATTORNEY GENERAL

By 
Michael E. Wilson
Deputy Attorney General
Gaming Division