

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

MGM GRAND, INC.

(Registration) _____

FIFTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 6, 1998, and before the Nevada Gaming Commission ("Commission") on May 21, 1998, 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, of MGM Grand, Inc., have been filed:
 - a. For approval to pledge the common stock of MGM Grand Hotel, Inc., to PNC Bank, National Association, as trustee and collateral agent for the holders of the Senior Collateralized Notes Due 2005 (the "2005 Notes");
 - b. For approval to pledge the common stock of MGM Grand Hotel, Inc. to U.S. Trust Company of California, N.A., as trustee and collateral agent for the holders of the Senior Collateralized Notes Due 2008 (the "2008 Notes"); and
 - c. For an amendment to its Fourth Revised Order of Registration.

2. THAT the Fourth Revised Order of Registration of MGM Grand, Inc. dated October 23, 1997, is hereby amended and restated, in its entirety, by this Fifth Revised Order of Registration.

3. THAT MGM Grand, Inc. is registered as a publicly traded corporation and is found suitable as the sole stockholder of MGM Grand Hotel, Inc.

4. THAT Tracinda Corporation is registered as a holding company and is found suitable as a controlling stockholder of MGM Grand, Inc.

5. THAT Kirk Kerkorian is found suitable as a controlling stockholder of MGM Grand, Inc.

6. THAT the Commission acknowledges that MGM Grand, Inc. is a 50% member of New York - New York Hotel & Casino, LLC.

7. THAT MGM Grand, Inc. is licensed as a manager of New York - New York Hotel & Casino, LLC.

8. THAT New York - New York Hotel and Casino, LLC, dba New York - New York Hotel and Casino, is registered as a limited liability company, is licensed to conduct nonrestricted gaming operations at 3790 Las Vegas Boulevard South, Las Vegas, and is licensed as a manufacturer and distributor, all licenses subject to such conditions or limitations as imposed by the Commission.

9. THAT New York - New York Hotel & Casino, LLC, dba New York - New York Hotel & Casino, is licensed to receive a percentage of race book and sports pool revenues and share off-track pari-mutuel wagering from the operations of the New York - New York Race and Sports Book located at 3790 Las Vegas Boulevard South, Las Vegas.

10. THAT MGM Grand Hotel, Inc., dba MGM Grand Hotel/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 3799 Las Vegas Boulevard South, Las Vegas.

11. THAT MGM Grand Hotel, Inc., dba MGM Grand Hotel/Casino, dba New York - New York Race and Sports Book, db at New York - New York Hotel & Casino, 3790 Las Vegas Boulevard South, Las Vegas, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations (race book and sports pool only).

12. THAT MGM Grand Hotel, Inc. is licensed as a manufacturer.

13. THAT MGM Grand Hotel, Inc. is licensed as a distributor.

14. THAT MGM Grand, Inc. is granted approval, pursuant to NRS 463.5733(1), to pledge its membership interest in New York - New York Hotel & Casino, LLC, to Bank of America National Trust and Savings Association, as Managing Agent, pursuant to the Pledge Agreement dated as of September 15, 1995, provided that:

a. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interests in such membership interest (except back to MGM Grand, Inc.) and before any other resort to such membership interest collateral or other enforcement of the security interests in such membership interest may occur; and

b. Pursuant to NGC Regulation 15B.140 and 8.030(4)(a), the certificate of membership interest of New York - New York Hotel & Casino, LLC, evidencing said pledge of such membership interest must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

15. THAT, in conjunction with the \$1.25 billion Senior Secured Reducing Revolving Credit Facility ("Credit Facility"), MGM Grand, Inc. is granted approval, pursuant to NRS 463.510(1), to pledge all of the common stock of MGM Grand Hotel, Inc. to Bank of America National Trust and Savings Association, as Administrative Agent, ("Bank of America") pursuant to the Pledge Agreement dated as of October 2, 1996, provided that:

a. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interests in such common stock (except back

to MGM Grand, Inc.) and before any other resort to such common stock collateral or other enforcement of the security interests in such common stock may occur; and

b. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the common stock certificates of MGM Grand Hotel, Inc. evidencing said pledges of common stock must at all times remain physically within the state of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

16. THAT, the Pledge Agreement shall not be amended without the prior administrative approval of the Chairman of the Board, or his designee. Such administrative approval may not be granted regarding amendments that increase the number of shares of common stock that are the subject of the pledge, or that change the identity of the secured party.

17. THAT, in conjunction with the Credit Facility, MGM Grand, Inc. is granted approval, pursuant to NGC Regulation 15.510.1-4(a), to place restrictions upon the transfer of, and to enter into an agreement with Bank of America not to encumber, the common stock of MGM Grand Hotel, Inc.

18. THAT, in conjunction with the issuance of the 2005 Notes, MGM Grand, Inc. is granted approval, pursuant to NRS 463.510(1), to pledge all of the common stock of MGM Grand Hotel, Inc. to PNC Bank, National Association, as Trustee and Collateral Agent, pursuant to the fully executed Company Pledge Agreement dated as of February 2, 1998, (the "PNC Pledge Agreement") provided that:

a. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interests in such common stock (except back to MGM Grand, Inc.) and before any other resort to such common stock collateral or other enforcement of the security interests in such common stock may occur; and

b. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the common stock certificates of MGM Grand Hotel, Inc. evidencing said pledges of common stock must at all times remain physically within the state of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

19. THAT, the PNC Pledge Agreement shall not be amended without the prior administrative approval of the Chairman of the Board, or his designee. Such administrative approval may not be granted regarding amendments that increase the number of shares of common stock that are the subject of the pledge, or that change the identity of the Trustee and Collateral Agent.

20. THAT, in conjunction with the 2008 Notes, MGM Grand, Inc. is granted approval, pursuant to NRS 463.510(1), to pledge all of the common stock of MGM Grand Hotel, Inc. to U.S. Trust Company of California, N.A., as Trustee and Collateral Agent pursuant to the Company Pledge Agreement dated as of February 6, 1998, (the "U.S. Trust Pledge Agreement") provided that:

a. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interests in such common stock (except back to MGM Grand, Inc.) and before any other resort to such common stock collateral or other enforcement of the security interests in such common stock may occur; and

b. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the common stock certificates of MGM Grand Hotel, Inc. evidencing said pledges of common stock must at all times remain physically within the state of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

21. THAT, the U.S. Trust Pledge Agreement shall not be amended without the prior administrative approval of the Chairman of the Board, or his designee. Such administrative

approval may not be granted regarding amendments that increase the number of shares of common stock that are the subject of the pledge, or that change the identity of the Trustee and Collateral Agent.

22. THAT MGM Grand, 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 of this Fifth Revised Order of Registration and any amendments thereto. 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 MGM Grand, Inc. and MGM Grand Hotel, Inc., their subsidiaries and their affiliated companies.

23. THAT pursuant to NRS 463.625, MGM Grand, 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.

24. THAT MGM Grand, Inc. is exempted from NGC Regulation 15 and shall instead comply with NGC Regulation 16.

25. 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 21st day of May 1998.