

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

MGM GRAND, INC.

(Registration)\_\_\_\_\_

SIXTH REVISED ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the State Gaming Control Board ("Board") on February 24, 1999, and regularly before the Nevada Gaming Commission ("Commission") on February 25, 1999, 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 have been filed:
  - a. The application of MGM Grand, Inc. for an amendment to its Fifth Revised Order of Registration, for approval of acquisition of control of Primadonna Resorts, Inc. and for a finding of suitability as the sole shareholder of Primadonna Resorts, Inc.;
  - b. The application of Primadonna Resorts, Inc. for registration as an intermediary company of MGM Grand, Inc.
2. THAT the Fifth Revised Order of Registration of MGM Grand, Inc. dated May 21, 1998, is hereby amended and restated, in its entirety, by this Sixth Revised Order of Registration, subject to the provisions of Paragraph 35.

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. and Primadonna Resorts, Inc.

4. THAT Primadonna Resorts, Inc. is registered as an intermediary company and is found suitable as the sole shareholder of The Primadonna Corporation and PRMA Las Vegas, Inc.

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

6. THAT Kirk Kerkorian is found suitable as a controlling shareholder of MGM Grand, Inc.

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

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

9. THAT PRMA Las Vegas, Inc. is registered as an intermediary company and is licensed as a 50% member and as a manager of New York - New York Hotel & Casino, LLC.

10. THAT New York - New York Hotel & Casino, LLC, dba New York - New York Hotel & 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.

11. 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 in 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.

12. 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.

13. 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).

14. THAT The Primadonna Corporation, dba Whiskey Pete's 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 Primm, Nevada, subject to such conditions or limitations as may be imposed by the Commission.

15. THAT The Primadonna Corporation, dba Primm Valley 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 Primm, Nevada, subject to such conditions or limitations as may be imposed by the Commission.

16. THAT The Primadonna Corporation, dba Buffalo Bill's 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 Primm, Nevada subject to such conditions or limitations as may be imposed by the Commission.

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

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

19. 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.

20. 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.

21. 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.

22. 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.

23. 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.

24. 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.

25. 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.

26. 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.

27. THAT Primadonna Resorts, Inc. is granted approval, pursuant NRS 463.510(1) and in conjunction with a Credit Agreement ("Primadonna Credit Agreement") to pledge the equity securities of The Primadonna Corporation to Wells Fargo Bank, National Association as Agent Bank for a group of commercial banks, provided that:

a. This approval is pursuant to the fully executed Security Agreement and Pledge of Stock dated June 5, 1997;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such equity securities (except back to Primadonna Resorts, Inc.) and before any other resort to such equity securities collateral or other enforcement of the security interest in such equity securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the equity securities certificates of The Primadonna Corporation evidencing said pledge of the equity securities 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.

28. THAT PRMA Las Vegas, 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 PRMA Las Vegas, 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.

29. THAT Primadonna Resorts, Inc. is granted approval, pursuant NRS 463.510(1) and in conjunction with the Primadonna Credit Agreement, to pledge the equity securities of the

PRMA Las Vegas, Inc. to Wells Fargo Bank, National Association as Agent Bank for a group of commercial banks, provided that:

a. This approval is pursuant to the fully executed Security Agreement and Pledge of Stock dated December 1, 1997;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such equity securities (except back to Primadonna Resorts, Inc.) and before any other resort to such equity securities collateral or other enforcement of the security interest in such equity securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the equity securities certificates of PRMA Las Vegas, Inc. evidencing said pledge of the equity securities 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.

30. THAT Primadonna Resorts, Inc. is granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and enter into agreements not to encumber, the equity securities of The Primadonna Corporation and PRMA Las Vegas, Inc. in conjunction with a Credit Agreement.

31. THAT MGM Grand, Inc. shall establish and maintain a 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 MGM Grand, 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 MGM Grand, 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. MGM



Grand, Inc. shall amend the gaming compliance program, or any element thereof, and perform such duties as may be requested or assigned by the Chairman of the Board, or his designee, relating to a review of activities relevant to the continuing qualification of MGM Grand, Inc. under the provisions of the Act and Regulations.

32. THAT MGM Grand, Inc. shall fund and maintain with the Board a revolving fund in the amount of \$25,000, for the purpose of funding investigative reviews by the Board for compliance with the terms of this Sixth 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.

33. 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.

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

35. THAT this Sixth Revised Order of Registration shall become effective upon the completion and effectiveness of the consummation of the merger of MGM Grand Acquisition Corp., a wholly-owned corporation of MGM Grand, Inc., with and into Primadonna Resorts, Inc., with Primadonna Resorts, Inc. as the surviving company (the "Merger"). If the Merger is not completed and effective by March 31, 1999, unless administratively extended by the Chairman of the Board, or his designee, then this Sixth Revised Order of Registration shall be rendered null and void and shall not become effective and the Fifth Revised Order of Registration shall remain effective.

36. THAT the Commission hereby expressly finds that the exemptions and conditions herein are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Carson City, Nevada, this 25<sup>th</sup> day of February 1999.