

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

\_\_\_\_\_  
In the Matter of

MGM MIRAGE and  
MIRAGE RESORTS, INCORPORATED

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on July 2, 2003, and before the Nevada Gaming Commission (“Commission”) on July 24, 2003, 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 applications MGM MIRAGE and Mirage Resorts, Incorporated, for a two-year approval of a continuous or delayed public offering by it or any affiliated company wholly-owned by them which is or would thereby become a publicly traded corporation (“Affiliate”);
  - b. The application of MGM MIRAGE for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of MGM Grand Resorts, LLC, in conjunction with a continuous or delayed public offering approval;
  - c. The application of Mirage Resorts, Incorporated, for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity

securities THE MIRAGE CASINO-HOTEL, GNLV, CORP., GNL, CORP., Boardwalk Casino, Inc., and Bellagio, LLC, in conjunction with a continuous or delayed public offering approval;

d. The application of MGM Grand Resorts, LLC, for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of New PRMA Las Vegas, Inc., and New York - New York Hotel & Casino, LLC, in conjunction with a continuous or delayed public offering approval;

e. The application of New PRMA Las Vegas, Inc., for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of New York - New York Hotel & Casino, LLC, in conjunction with a continuous or delayed public offering approval;

f. The application of THE MIRAGE CASINO-HOTEL for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Treasure Island Corp., in conjunction with a continuous or delayed public offering approval;

g. The application of GNLV, CORP., for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Golden Nugget Manufacturing Corp., in conjunction with a continuous or delayed public offering approval;

h. The application of Bellagio, LLC, for approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of MRGS Corp., in conjunction with a continuous or delayed public offering approval; and

i. The applications of THE MIRAGE CASINO-HOTEL, GNLV, CORP., GNL, CORP., Treasure Island Corp., Golden Nugget Manufacturing Corp., MRGS Corp., and Boardwalk Casino, Inc., for approval to guarantee securities issued by MGM MIRAGE, Mirage Resorts, Incorporated, or their Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval, and to hypothecate their assets to secure the

payment or performance of obligations evidenced by securities issued by MGM MIRAGE, Mirage Resorts, Incorporated, or their Affiliate(s) in conjunction with public offerings made under the continuous or delayed public offering approval.

2. THAT for a period of two years, MGM MIRAGE, Mirage Resorts, Incorporated and their Affiliate(s) are each granted approval to make public offerings, subject to the following conditions:

a. That at all times during the two-year period, MGM MIRAGE, Mirage Resorts, Incorporated, and their Affiliate(s) shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended;

b. That upon filing any documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, MGM MIRAGE, Mirage Resorts, Incorporated, and their Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities Division, and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on MGM MIRAGE or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

3. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in Paragraph 2(c) above.

4. THAT for a period of two years, MGM MIRAGE is granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and to enter into

agreements not to encumber, the equity securities of MGM Grand Resorts, LLC, pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

5. THAT for a period of two years, MGM Grand Resorts, LLC, is granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of New PRMA Las Vegas, Inc., and New York -New York Hotel & Casino, LLC, pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

6. THAT for a period of two years, New PRMA Las Vegas, Inc., is granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of New York -New York Hotel & Casino, LLC, pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

7. THAT for a period of two years, Mirage Resorts, Incorporated, is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of THE MIRAGE CASINO-HOTEL, GNLV, CORP., GNL, CORP., Boardwalk Casino, Inc., and Bellagio, LLC, pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

8. THAT for a period of two years, THE MIRAGE CASINO-HOTEL is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Treasure Island Corp., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

9. THAT for a period of two years, GNLV, CORP., is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Golden Nugget Manufacturing Corp., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

10. THAT for a period of two years, Bellagio, LLC, is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of MRGS Corp., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

11. THAT for a period of two years, THE MIRAGE CASINO HOTEL, GNLV, CORP., GNL, CORP., Treasure Island Corp., Golden Nugget Manufacturing Corp., MRGS Corp., and Boardwalk Casino, Inc., are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by MGM MIRAGE, Mirage Resorts, Incorporated, or their Affiliate(s), pursuant to a public offering made under the approval granted by Paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by MGM MIRAGE, Mirage Resorts, Incorporated or their Affiliate(s), pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

ENTERED at Las Vegas, Nevada, this 24<sup>th</sup> day of July 2003.