

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

MGM RESORTS INTERNATIONAL and
MIRAGE RESORTS, INCORPORATED and
MANDALAY RESORT GROUP

(Delayed Public Offering)

REVISED ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on September 1, 2010, and before the Nevada Gaming Commission (“Commission”) on September 16, 2010, 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 of MGM MIRAGE, Mirage Resorts, Incorporated and Mandalay Resort Group, for an amendment to their previously approved continuous or delayed public offering Order dated July 23, 2009.

2. THAT for a period of ten months, MGM Resorts International, Mirage Resorts, Incorporated, Mandalay Resort Group and any affiliated company wholly-owned by either of them which is or would thereby become a publicly traded corporation (“Affiliate”) are each granted approval to make public offerings, subject to the following conditions:

a. That at all times during the ten month period, MGM Resorts International, Mirage Resorts, Incorporated, Mandalay Resort Group 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 Resorts International, Mirage Resorts, Incorporated, Mandalay Resort Group 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 Resorts International 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c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board.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 ten months, MGM Resorts International 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., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

5. THAT for a period of ten months, 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, MGM Resorts Manufacturing Corp. and MRGS, LLC, pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

6. THAT for a period of ten months, Mandalay Resort Group 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 Circus Circus Casinos, Inc., Slots-A-Fun, Inc., New Castle Corp., Ramparts, Inc., Galleon, Inc., M.S.E. Investments, Inc., Diamond Gold, Inc., and Mandalay Corp., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

7. THAT for a period of ten months, THE MIRAGE CASINO-HOTEL, MGM Resorts Manufacturing Corp., Circus Circus Casinos, Inc., Slots-A-Fun, Inc., New Castle Corp., Ramparts, Inc., Galleon, Inc., M.S.E. Investments, Inc., Diamond Gold, Inc., and Mandalay Corp., are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by MGM Resorts International, Mirage Resorts, Incorporated, Mandalay Resort Group 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 Resorts International, Mirage Resorts, Incorporated, Mandalay Resort Group 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 16th day of September 2010.