

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
BALLY MANUFACTURING CORPORATION  
(Registration)

AMENDMENT NO. 2 TO SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 6, 1992, and before the Nevada Gaming Commission ("Commission") on May 28, 1992, 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 applications of Bally Manufacturing Corporation for an amendment to its Order of Registration and for final approval to participate in foreign gaming German wall machines, as amended and supplemented, have been filed.

2. THAT paragraph 3 of the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, as amended by paragraph 2 of the Amendment No. 1 to Second Revised Order of Registration of Bally Manufacturing Corporation entered on October 23, 1991, is hereby rescinded and

superseded in its entirety, and the following language is substituted in lieu thereof:

"3. THAT Bally Manufacturing Corporation is registered as a publicly traded corporation and found suitable as the sole shareholder of BGR, Inc., formerly Bally Gaming, Inc. and Bally's Intermediate Sub, Inc., and as a controlling shareholder of Bally Gaming International, Inc."

3. THAT paragraph 4 of the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"4. THAT BGR, Inc. is licensed as an operator of a slot machine route and to conduct nonrestricted gaming operations (slot machines only) at Reno Cannon International Airport, 2000 East Plumb Lane, Reno."

4. THAT paragraph 9 of the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"9. THAT Bally Manufacturing Corporation is granted approval to continue its gaming operations in the State of Nevada through its affiliated companies, Bally's Intermediate Sub, Inc., Bally Intermediate Sub No. 1-6, inclusive, Inc., Bally Gaming International, Inc., Bally's Grand, Inc., Grand Resorts, Inc., Reno Resorts, Inc., and BGR, Inc., subject to the reporting requirements set forth in Exhibit A which is attached to this Second Revised Order of Registration and incorporated herein by reference, while participating in gaming activities in Atlantic City, New Jersey."

5. THAT paragraph 10 of the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu thereof:

"10. THAT except as permitted by NRS 463.690 and the regulations promulgated thereunder, and by paragraphs 9 and 17 herein, neither Bally Manufacturing Corporation, nor any person controlling, controlled by, or under common control with Bally Manufacturing Corporation, shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Commission."

6. THAT paragraph 12 of the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu thereof:

"12. THAT Bally Manufacturing Corporation 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 Second Revised Order of Registration. 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, including public offerings of securities, of Bally Manufacturing Corporation, BGR, Inc., Bally's Intermediate Sub, Inc., Bally Intermediate Sub No. 1-6, inclusive, Inc., Bally's Grand, Inc., Grand Resorts, Inc., and Reno Resorts, Inc., and their affiliated companies."

7. THAT paragraph 16 of the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu thereof:

"16. THAT the Revised Order of Registration of Bally's Grand, Inc. entered on April 16, 1987, as amended, and the Order of Registration of Bally Gaming International, Inc. entered on October 23, 1991, as amended, are hereby incorporated by reference herein."

8. THAT the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, is hereby amended by adding thereto the following new paragraphs:


"17. THAT Bally Manufacturing Corporation ("Bally") is hereby granted final approval to participate in foreign gaming through German wall machine operations at Alice's Wonderland at Pankstr. 51 and at Kurfurstendamm 195/196, Berlin, Germany, by and through its affiliated entities, Bally Gaming International, Inc. and Bally Wulff Automaten GmbH, while continuing to participate in gaming operations in the State of Nevada through its affiliated companies; provided that, this approval is expressly conditioned that Bally shall comply with any reporting requirements which may be subsequently administratively required by the Board concerning such German wall machine operations conducted in Berlin, German, by and through its aforesaid affiliated entities.

9. THAT except as expressly modified by this Amendment No. 2 to Second Revised Order of Registration, or other Commission action, all other terms and conditions of the Second Revised Order of Registration of Bally Manufacturing Corporation entered on August 29, 1991, and of the Amendment No. 1 thereto

entered in October 23, 1991, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Las Vegas, Nevada, this 28th day of May, 1992.

FOR THE COMMISSION:


  
Bill Curran, Chairman

Submitted by:

  
P. Gregory Giordano, Chief  
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA  
ATTORNEY GENERAL

By   
Deputy Attorney General  
Gaming Division