

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
BALLY GAMING INTERNATIONAL, INC.  
(Registration)

AMENDMENT NO. 1 TO 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 Gaming International, Inc. 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paragraph 3 of the Order of Registration of Bally Gaming International, Inc. entered on October 23, 1991, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu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 Gaming, Inc. (formerly known as BGI Enterprises) is licensed as a manufacturer and distributor, and as an operator of a slot machine route."

3. THAT paragraph 7 of the Order of Registration of Bally Gaming International, Inc. entered on October 23, 1991, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu thereof:

"7. THAT except as permitted by NRS 463.690 and the regulations promulgated thereunder, and by paragraphs 15 and 16 herein, neither Bally Gaming International, Inc., nor any person controlling, controlled by or under common control with Bally Gaming International, Inc., shall have any involvement with gaming or pari-mutuel wagering outside the State of Nevada without first obtaining the approval of the Commission."

4. THAT paragraph 8 of the Order of Registration of Bally Gaming International, Inc. entered on October 23, 1991, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu thereof:

"8. THAT Bally Gaming International, Inc. shall fund and maintain with the State Gaming Control 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 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 Gaming International, Inc., Bally Gaming, Inc., Bally Wulff Automaten GmbH, and Bally Wulff Vertriebs GmbH, and their affiliated companies."

5. THAT paragraph 15 of Order of Registration of Bally Gaming International, Inc. entered on October 23, 1991, is hereby rescinded and superseded in its entirety, and the following language is substituted in lieu thereof:

"15. THAT Bally Gaming International, Inc. ("BGII") 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 subsidiary, Bally Wulff Automaten GmbH, while continuing to participate in gaming operations in the State of Nevada through its affiliated companies."

6. THAT the Order of Registration of Bally Gaming International, Inc, entered on October 23, 1991, is hereby amended by adding thereto the following new paragraph:

"16. THAT the approval granted in paragraph 15 above is specifically conditioned as follows:

a. That BGII and Bally Wulff Automaten GmbH ("Bally Wulff") shall timely receive all licenses and approvals from the appropriate authorities in Berlin, Germany, necessary to participate in such German wall machine operations by and through Bally Wulff in Berlin, Germany, and shall provide the Board with a written detailed description of the final financial arrangements concerning Bally Wulff's commencement of such German wall machine operations in Berlin, Germany.

b. That the following information shall be reported in writing to the Board by BGII within 30 days after the end of each quarter regarding the occurrence or absence of the following:

(1) Any changes in Bally Wulff's officers, directors or key personnel directly or indirectly engaged in the active administration or supervision of such German wall machine operations in Berlin, Germany, who earn the equivalent of U.S. \$100,000 or more annually, including each manager of each foreign gaming facility regardless of amount of salary earned.

(2) All gaming related complaints, disputes, orders to show cause and disciplinary actions instituted or presided over by, or involving as a party thereto, any state, the United States, or any foreign or other governmental jurisdiction, which concerns BGII or Bally Wulff and any officer, director, owner, agent or employee thereof.

(3) All arrests within the knowledge of BGII made of its or Bally Wulff's officers, directors, owners, agents or employees and its patrons involving gaming misconduct in Germany. The report shall include the name, position, charge, arresting agency and a brief description of the event.

(4) Any additional financial commitments, infusion of capital or guarantees, including the details thereof and the source of funds, made by BGII in connection with such foreign gaming operations of Bally Wulff.

(5) Any new or amended statutes, rules, regulations or ordinances concerning German wall machine operations in Berlin, Germany, together with a copy thereof.

d. That BGII shall immediately report in writing to the Board any change in the organizational structure, ownership or control of Bally Wulff upon

receipt of knowledge of the same.

e. That the approval granted relates solely to the approval which was voluntarily sought and received and does not involve any exercise of Nevada regulatory jurisdiction over the entities pertaining to any foreign gaming operations and activities. BGII shall ensure that neither it nor Bally Wulff shall, directly or indirectly, make any representations that any foreign gaming operations are within the regulatory control of the State of Nevada or any agency thereof.

f. That BGII shall submit to the Board a copy of the prescribed system of accounting and internal controls, if any, and any changes thereto, concerning such foreign gaming operations of Bally Wulff in Berlin, Germany.

g. That BGII shall maintain at an office in Nevada designated to the Board, those detailed financial records maintained in the ordinary course of accounting for its investments in Bally Wulff. In addition, BGII shall also maintain at such designated office in Nevada records of ownership pertaining to its investments in Bally Wulff. Specifically, copies of the following documents or their equivalent related to Bally Wulff shall be maintained:

- (1) Articles of incorporation and any amendments;
- (2) Bylaws and any amendments;
- (3) A list of current and former officers and directors, and any changes thereto;
- (4) Any minutes of meetings of stockholders and directors;
- (5) A listing of each stockholder's name, address, available personal identification information, number of shares held and the date such shares were acquired;

(6) A record of all transfers of stock; and

(7) A record of all amounts paid to Bally Wulff for issuance of any stock, loans and other capital contributions.

Such records of accounting and ownership must be retained by BGII within the State of Nevada for at least five (5) years after they are made and must be made available for inspection to agents of the Board immediately upon request.

h. That BGII shall comply with any additional reporting requirements which may be subsequently administratively required by the Board."

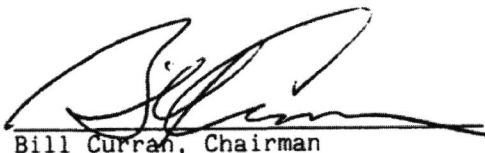
7. That except as expressly modified by this Amendment No. 1 to Order of Registration, or other Commission action, all other terms and conditions of the

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Order of Registration of Bally Gaming International Gaming, Inc. entered on October 23, 1991, are hereby reaffirmed and incorporated by reference herein.

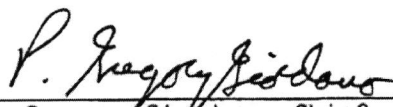
ENTERED at Las Vegas, Nevada, this 28th day of May, 1992.

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