

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
CIRCUS CIRCUS ENTERPRISES, INC.
(Registration & Public Offering)

ORDER OF REGISTRATION
AND
ORDER APPROVING PUBLIC OFFERING

THIS MATTER came on regularly for hearing before the State Gaming Control Board on September 14, 1983, and before the Nevada Gaming Commission on September 22, 1983, at Las Vegas, Nevada; and

THE APPLICANT having presented evidence in support of its application; and

NO PERSON having appeared in opposition to the granting of the application; and

THE BOARD AND COMMISSION having considered the report of the Division of Investigation, Corporate Securities, and evidence presented by the Applicant;

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, are hereby accepted as filed:

(a) The application of Circus Circus Enterprises, Inc. to be registered as a publicly traded corporation;

(b) The application of Circus Circus Enterprises, Inc. to make a public offering of common stock;

(c) The application of Circus Circus Casinos, Inc. as a gaming licensee.

2. THAT Circus Circus Enterprises, Inc. is hereby registered as a publicly traded corporation and is found suitable to be the sole stockholder of Circus Circus Casinos, Inc., Slots-A-Fun, Inc., and Edgewater Hotel Corporation; and the following officers, directors and controlling stockholders, of Circus Circus Enterprises, Inc., are found suitable in the capacities indicated:

William G. Bennett	Chairman of the Board, Chief Executive Officer, A Controlling Stockholder
William N. Pennington	President, Director, A Controlling Stockholder
Michael S. Ensign	Vice President
Richard P. Banis	Vice President
Melvin L. Larsen	Vice President

3. THAT Circus Circus Enterprises, Inc. is hereby granted approval to make a public offering of common stock pursuant to Form S-1 Registration Statement #2-85794, subject to the following conditions:

(a) That until said public offering is fully effective and sold to the underwriters, Circus Circus Enterprises, Inc. shall keep the Division of Investigation, Corporate Securities of the State Gaming Control Board continuously and promptly informed as to the progress of the offering; and

(b) That the approval herein granted may be rescinded without notice upon the issuance of an interlocutory stop order by the Chairman of the State Gaming Control Board. Said inter-

locutory stop order, if issued, shall remain effective until either (i) this matter is again submitted to the Commission for review or (ii) the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

4. THAT Circus Circus Casinos, Inc. is hereby licensed to conduct gaming at the following locations:

Circus Circus Hotel & Casino - Las Vegas
2880 Las Vegas Blvd. South
Las Vegas

Circus Circus Hotel & Casino - Reno
500 North Sierra
Reno

Circus Circus Manor
2880 Las Vegas Blvd. South
Las Vegas

Silver City Casino
3001 Las Vegas Blvd. South
Las Vegas

and that the following persons are licensed in the positions indicated:

William G. Bennett	President, Director
William N. Pennington	Secretary/Treasurer, Director

5. THAT Slots-A-Fun, Inc., dba Slots-A-Fun, continues to be licensed to conduct gaming at 2890 Las Vegas Blvd. South, Las Vegas, and the following persons are licensed in the positions indicated:

William G. Bennett	Chairman of the Board
William N. Pennington	President
Michael S. Ensign	Vice President, General Manager
Melvin Leon Larsen	Vice President - Marketing

6. THAT Edgewater Hotel Corporation, dba Edgewater Hotel and Casino, continues to be licensed to conduct gaming at 2020 Casino Drive, Laughlin, and the following persons are licensed in the positions indicated:

William G. Bennett	Chairman of the Board
William N. Pennington	President
Michael S. Ensign	Vice President, General Manager
Melvin Leon Larsen	Vice President - Marketing

7. THAT pursuant to NRS 463.625(2), Circus Circus Enterprises, Inc. is hereby exempted from compliance with NRS 463.585 (1), (2), (6), and (7), and NRS 463.595 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through 463.645, inclusive.

8. THAT Circus Circus Enterprises, Inc. is hereby exempt from Reg. 15, except for the provisions of Reg. 15.585.3-1, Reg. 15.585.3-2 and Reg. 15.585.4-1, and shall instead comply with Reg. 16.

9. THAT except as permitted by NRS 463.690(2), neither Circus Circus Enterprises, Inc., nor any other person controlling, controlled by, or under common control with Circus Circus Enterprises, Inc., shall have any involvement with gaming or parimutuel wagering outside the State of Nevada without first obtaining the approval of the Nevada Gaming Commission.

10. THAT any offer for the sale of a voting security, as defined by Reg. 16.020-10, either by a public offering or a private placement, shall not become effective without the prior approval of the State Gaming Control Board. An application for

such approval is deemed to have been approved if it has been filed with the Board at least 30 days and the Board has not ordered an extension of time or issued a stop order during such period.

11. THAT this Order of Registration and Order Approving Public Offering, including the licensing of Circus Circus Casinos, Inc., shall become effective upon the sale of the public offering to the underwriters. If this Order does not become effective prior to November 18, 1983, all approvals granted herein are withdrawn.

12. THAT all equity securities of Circus Circus Enterprises, Inc., issued after September 22, 1983, shall bear a statement which shall be substantially as follows:

"Beneficial owners of the voting securities issued by this corporation are subject to the regulatory provisions of the Nevada Gaming Control Act (NRS 463.010 et seq.) and the regulations of the Nevada Gaming Commission. If at any time the Nevada Gaming Commission finds a beneficial owner of such securities to be unsuitable to hold such securities, the beneficial owner must dispose of the securities. The laws and gaming regulations of the State of Nevada restrict the rights of a beneficial owner under certain circumstances (i) to receive any dividend or interest upon such securities, or (ii) to exercise directly or indirectly any voting rights conferred by such securities, or (iii) to receive any remuneration in any form from the corporation for services rendered or otherwise."

13. THAT Circus Circus Enterprises, Inc. shall fund and maintain, with the State Gaming Control Board, a cash deposit 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 and Order Approving Public Offering. 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 the progress of the marketing of this offering.

14. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489(2).

ENTERED at Las Vegas, Nevada this 22nd day of September, 1983.

Submitted by:

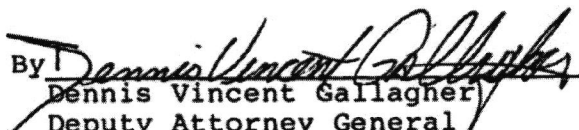
FOR THE COMMISSION:


Christopher P. Thompson
Supervisor, Corporate Securities


Paul A. Bible, Chairman

APPROVED:

BRIAN MCKAY
Attorney General

By 
Dennis Vincent Gallagher
Deputy Attorney General
Gaming Division