

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

CIRCUS CIRCUS ENTERPRISES, INC.

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on September 1, 1993, and before the Nevada Gaming Commission ("Commission") on September 23, 1993, 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 application of Circus Circus Enterprises, Inc. for approval of a continuous or delayed public offering by it or any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation (hereinafter referred to as "affiliate");

b. The application of Circus Circus Enterprises, Inc. for approval to place restrictions on the transfer of, and to enter into agreements not to encumber, the common stock of Circus Circus Casinos, Inc., Slots-A-Fun, Inc., Edgewater Hotel Corporation, New Castle Corp., Colorado Belle Corp., and Ramparts, Inc., pursuant to a public offering made by Circus

Circus Enterprises, Inc. or its affiliate(s) under the continuous or delayed public offering approval;

c. The applications of Circus Circus Casinos, Inc., Slots-A-Fun, Inc., Edgewater Hotel Corporation, Colorado Belle Corp., New Castle Corp. and Ramparts, Inc. for approval to guarantee securities issued by, or to hypothecate their assets to secure the payment or performance of any obligations evidenced by securities issued by, Circus Circus Enterprises, Inc. or its affiliate(s) pursuant to a public offering made by them under the continuous or delayed public offering approval.

2. THAT Circus Circus Enterprises, Inc. and any affiliate(s) thereof are hereby granted approval to make public offerings for a period of one year, subject to the following conditions:

a. That at all times during the year, Circus Circus Enterprises, Inc. and its affiliate(s) shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934;

b. That upon filing documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, Circus Circus Enterprises, Inc. and its 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 Circus Circus Enterprises, Inc. 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 Circus Circus Enterprises, Inc. is hereby granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions on the transfer of, and to enter into agreements not to encumber, any equity security of Circus Circus Casinos, Inc., Slots-A-Fun, Inc., Edgewater Hotel Corporation, New Castle Corp., Colorado Belle Corp., and Ramparts, Inc., pursuant to a public offering made under the approval granted Circus Circus Enterprises, Inc. or its affiliate(s) by paragraph 2 of this Order.

4. THAT Circus Circus Casinos, Inc., Slots-A-Fun, Inc., Edgewater Hotel Corporation, Colorado Belle Corp., New Castle Corp. and Ramparts, Inc., as corporate licensees, are each granted approval, pursuant to NGC Regulation 16.100(3), for a period of one year to guarantee securities issued by Circus Circus Enterprises, Inc. or its affiliate(s) pursuant to a public offering made under the approval granted it by paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of the obligations evidenced by securities issued by Circus Circus Enterprises, Inc. or its affiliate(s) pursuant to a public offering made under the approval granted it by paragraph 2 of this Order.

5. 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.

ENTERED at Las Vegas, Nevada, this 23rd day of September, 1993.