

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

MGM GRAND, INC.

(Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board on October 11, 1989, and before the Nevada Gaming Commission on October 26, 1989, at Carson City, 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 application of MGM Grand, Inc. for approval of a public offering, as amended and supplemented, is hereby accepted as filed.

2. THAT MGM Grand, Inc. is hereby granted approval pursuant to Regulation 16.110, to make a public offering of up to 8,500,000 shares of common stock as defined in and pursuant to Securities and Exchange Commission ("SEC") Form S-1 Registration Statement (SEC file # 33-30337) (the "Registration Statement"), subject to the following conditions:

a. That until said public offering is fully effective and sold to

the underwriters, MGM Grand, Inc. shall keep the State Gaming Control Board, Corporate Securities Division, continuously and promptly informed as to the progress of the public offering and as to any other event that would have a material effect on MGM Grand, Inc. or its subsidiaries; 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b. That the approval herein granted may be rescinded without notice upon the issuance of an interlocutory stop order by the Chairman of the State Gaming Control Board.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 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 State Gaming Control Board the authority to issue an interlocutory stop order for good cause, which stop order shall remain in effect until lifted by the Commission pursuant to the provisions of paragraph 2(b) above.

4. THAT MGM Grand, Inc. shall deposit and maintain a \$5,000 revolving fund with the State Gaming Control Board, for the purposes of monitoring compliance with this Order and the progress of this public offering.


5. THAT MGM Grand, Inc. is granted ninety (90) days herefrom to have the Registration statement declared effective by the SEC. If the Registration

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Statement is not declared effective by the SEC within said time period, this approval shall be deemed withdrawn.

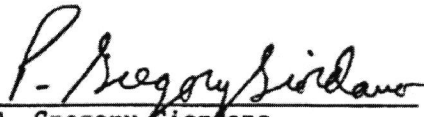
ENTERED at Carson City, Nevada, this 26th day of October, 1989.

FOR THE COMMISSION:



John F. O'Reilly, Chairman

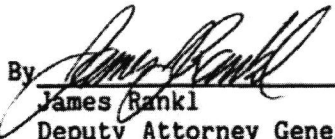
Submitted by:



P. Gregory Giordano
Chief, Corporate Securities

APPROVED AS TO FORM:

BRIAN McKAY
ATTORNEY GENERAL

By 

James Rankl
Deputy Attorney General
Gaming Division