

an amendment to its Order of Registration.

2. THAT paragraph 2 of the Order of Registration of MGM Grand, Inc. entered on January 21, 1988, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"2. THAT MGM Grand, Inc. is registered as a publicly traded corporation and found suitable to be the sole shareholder of MGM Desert Inn, Inc. and of MGM Marina, Inc."

3. THAT paragraph 3 of the Order of Registration of MGM Grand, Inc. entered on January 21, 1988, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"3. That Tracinda Corporation is registered as a holding company and is found suitable to be a controlling shareholder of MGM Grand, Inc."

4. THAT paragraph 5 of the Order of Registration of MGM Grand, Inc. entered on January 21, 1988, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"5. THAT MGM Marina, Inc., dba Marina Hotel and Casino, is licensed to conduct nonrestricted gaming operations, including a race book and sports pool, at 3805 Las Vegas Blvd. South, Las Vegas."

5. THAT paragraph 7 of the Order of Registration of MGM Grand, Inc. entered on January 21, 1988, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"7. THAT MGM Grand, Inc. shall fund and maintain with the State Gaming Control Board a revolving fund in the amount of \$5,000, for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and any amendments thereto. 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 MGM Grand, Inc., MGM Desert Inn, Inc., MGM Marina, Inc., and their affiliated companies."

6. THAT the Order of Registration of MGM Grand, Inc. entered on January 21, 1988, is hereby amended by adding thereto a new paragraph setting forth the following:

"THAT Kirk Kerkorian is found suitable to be a controlling shareholder of MGM Grand, Inc."

7. THAT except as expressly modified by this Amendment No. 2 to Order of Registration, or other Commission action, all other terms and conditions of the Order of Registration of MGM Grand, Inc. entered on January 21, 1988, and

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Amendment No. 1 thereto entered on January 18, 1989, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Las Vegas, Nevada, this 21st day of December, 1989.

FOR THE COMMISSION:



John F. O'Reilly, Chairman

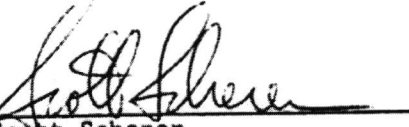
Submitted by:



P. Gregory Giordano
Chief, Corporate Securities

APPROVED AS TO FORM:

BRIAN McKAY
ATTORNEY GENERAL

By 

Scott Scherer
Deputy Attorney General
Gaming Division.