

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

THE APPLICATION OF MI DEVELOPMENTS, INC. FOR APPROVAL TO SHARE
IN THE REVENUE FROM THE CONDUCT OF OFF-TRACK
PARI-MUTUEL RACE WAGERING

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on September 9, 2004, and before the Nevada Gaming Commission (“Commission”) on September 24, 2004 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 applications of Magna International Inc. and Magna Entertainment Corp., for an amendment to their Order; and
 - b. The application of MI Developments, Inc., for approval to share in the revenue from the conduct of off-track pari-mutuel wagering.
2. THAT MI Developments, Inc., Magna Entertainment Corp.; Santa Anita Companies, Inc.; Los Angeles Turf Club, Incorporated, dba Santa Anita Park; Pacific Racing Association, dba Golden Gate Fields; Gulfstream Park Racing Association, Inc., dba Gulfstream

Park; Remington Park, Inc., dba Remington Park; Thistledown, Inc., dba Thistledown; Great Lakes Downs, Inc., dba Great Lakes Downs; and Bay Meadows Operating Company, LLC, dba Bay Meadows Racecourse are each granted approval to share in the revenue from the conduct of off-track pari-mutuel race wagering, said approval conditioned as follows:

a. That MI Developments, Inc., and Magna Entertainment Corp., (collectively, "Magna") shall comply with the provisions of NRS 463.639(1) and NGC Regulation 16.330, and shall also comply with any requests for additional reporting requirements made by the Board.

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

(1) Any changes in the officers, directors, or key personnel of Los Angeles Turf Club, Incorporated, Pacific Racing Association, Gulfstream Park Racing Association, Inc., Remington Park, Inc., Thistledown, Inc., Great Lakes Downs, Inc., or Bay Meadows Operating Company, LLC (collectively, "Magna Racetrack Subsidiaries") or Magna, who are directly or indirectly engaged in the active administration or supervision of the gaming operations conducted at Santa Anita Park, Golden Gate Fields, Gulfstream Park, Remington Park, Thistledown, Great Lakes Downs or Bay Meadows Racecourse (collectively, the "Magna Tracks") and related facilities who earn \$50,000 or more annually.

(2) All gaming related complaints, investigations into alleged misconduct, orders to show cause, and disciplinary actions instituted by, presided over, or in connection with the California Horse Racing Board, the State of Florida, Department of Business and Professional Regulation-Division of Pari-Mutuel Wagering, the Oklahoma Horse Racing Commission, the Ohio State Racing Commission, the Michigan Office of Racing Commissioner, the Securities and Exchange Commission or any gaming regulatory agency

(collectively, the "Regulatory Agencies"), involving Magna, Santa Anita Companies, Inc., Magna Racetrack Subsidiaries, Magna Tracks, their officers, directors, owners, agents or employees.

(3) All arrests made of any officer, director, owner, agent, employee or patron of Magna, Santa Anita Companies, Inc., Magna Racetrack Subsidiaries or Magna Tracks involving gaming misconduct or felony charges in the States of California, Florida, Oklahoma, Ohio or Michigan. The report shall include the name, position, charge, arresting agency and a brief description of the event.

(4) Any known gaming cheating or theft wherein an arrest was not made.

(5) A copy of the application for licensure to conduct horse racing, and any exhibits or attachments thereto, as provided to any of the Regulatory Agencies.

c. THAT no agreements approved pursuant to NGC Regulation 26A shall be changed, altered, modified or amended without the prior administrative approval of the Chairman of the Board or his designee. If the Chairman of the Board or his designee determines that any proposed change, alteration, modification or amendment is substantial, then the approval of the Commission shall be required.

d. That Magna shall fund and maintain with the State Gaming Control Board a revolving fund in the total amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order. 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 reviews of the activities of Magna, Santa Anita Companies, Inc., the Magna Racetrack Subsidiaries, the Magna Tracks and their controlled affiliates.

ENTERED at Las Vegas, Nevada, this 24th day of September 2004.