

2. THAT paragraph 3 of the Revised Order of Registration of Circus Circus Enterprises, Inc. entered on August 20, 1987, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"3. THAT Circus Circus Enterprises, Inc. is registered as a publicly traded corporation and found suitable as the sole shareholder of Circus Circus Casinos, Inc., Slots-A-Fun, Inc., Edgewater Hotel Corporation, Colorado Belle Corp., and New Castle Corp."

3. THAT paragraph 13 of the Revised Order of Registration of Circus Circus Enterprises, Inc. entered on August 20, 1987, is hereby rescinded and superseded in its entirety, and the following language is hereby substituted in lieu thereof:

"13. THAT Circus Circus Enterprises, Inc. shall fund and maintain with the State Gaming Control Board a revolving fund in the amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Revised Order of Registration, as amended. 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 all activities, including public offerings, of Circus Circus Enterprises, Inc., Circus Circus Casinos, Inc., Slots-A-Fun, Inc., Edgewater Hotel Corporation, Colorado Belle Corp. and New Castle Corp., and their affiliated companies, which relate to any of the terms of this Revised Order of Registration, as amended."

4. THAT the Revised Order of Registration of Circus Circus Enterprises, Inc. entered on August 20, 1987, is hereby amended by adding thereto a new

paragraph setting forth the following:

"15. THAT New Castle Corp., dba Excalibur Hotel and Casino, is licensed to conduct nonrestricted gaming operations, including a race book and sports pool, at 3850 Las Vegas Blvd. South, Las Vegas."

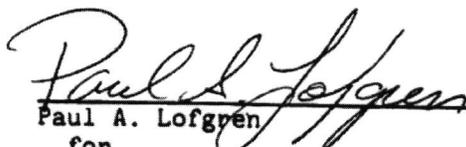
5. THAT except as expressly modified by this amendment No. 2 to Revised Order of Registration, or other Commission action, all other terms and conditions of the Revised Order of Registration of Circus Circus Enterprises, Inc. entered on August 20, 1987, and of Amendment No. 1 thereto entered on September 21, 1988, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Las Vegas, Nevada, this 31st day of May, 1990.

FOR THE COMMISSION:


John F. O'Reilly, Chairman

Submitted by:


Paul A. Lofgren
for
P. Gregory Giordano
Chief, Corporate Securities

APPROVED AS TO FORM:

BRIAN McKAY
ATTORNEY GENERAL

By 
Gloria Stendardi
Deputy Attorney General
Gaming Division