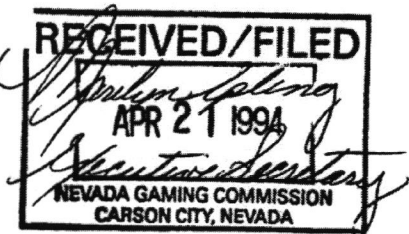


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File No. SD-087

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

BOOMTOWN, INC.

(Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on April 6, 1994, and before the Nevada Gaming Commission ("Commission") on April 21, 1994, 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 following applications, as amended and supplemented, have been filed:
 - a. The applications of Boomtown, Inc. for approval to make a public offering of up to \$103,500,000 principal amount of its 11-1/2% First Mortgage Notes due 2003; for approval to pledge the common stock of Boomtown Hotel and Casino, Inc.; and for approval to place restrictions upon the transfer of, and to enter into agreement not to encumber, the equity securities of Boomtown Hotel & Casino, Inc. pursuant to the public offering made by Boomtown, Inc.; and

b. The application of Boomtown Hotel & Casino, Inc. for approval to guarantee, or to hypothecate its assets to secure the payment or performance of any obligations evidenced by, the 11-1/2% First Mortgage Notes due 2003 offered by Boomtown, Inc. pursuant to the public offering made by it.

2. THAT Boomtown, Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to \$103,500,000 principal amount of its 11-1/2% First Mortgage Notes due 2003, as more fully described in the Securities and Exchange Commission ("SEC") Form S-4 Registration Statement (SEC Registration No. 33-70350) ("Registration Statement").

3. THAT the approval set forth in paragraph 2 is specifically conditioned as follows:

a. That Boomtown, Inc. shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that may have a material effect on Boomtown, Inc. or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

b. That the approval granted herein may be rescinded without prior notice upon issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until it is lifted by the Commission upon such terms as are satisfactory to the Commission.

4. 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 3(b).

5. THAT in connection with the public offering approved by paragraph 2 of this Order, Boomtown, Inc. is granted approval, pursuant to NRS 463.510(1), to pledge the common stock of Boomtown Hotel & Casino, Inc. to First Trust National Association, as trustee provided that: (a) the prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interests in such common stock (except back to Boomtown, Inc.) and before any other resort to such common stock collateral or other enforcement of the security interest in such common stock may occur; and (b) pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the common stock certificate(s) of Boomtown Hotel & Casino, Inc. evidencing said pledge of common stock must at all times remain physically within the state of Nevada at a location designated to the Board and must be made available for inspection by employees of the Board immediately upon request during normal business hours.

6. THAT Boomtown, Inc. is hereby granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreement not to encumber, the equity securities of Boomtown Hotel & Casino, Inc., pursuant to the public offering made under the approval granted by paragraph 2 of this Order.

7. THAT Boomtown Hotel & Casino, Inc. is granted approval, pursuant to NGC Regulation 16.100(3), to guarantee the 11-1/2% First Mortgage Notes due 2003, or to hypothecate its assets to secure the payment or performance of any obligation evidenced by the 11-1/2% First Mortgage Notes due 2003, offered by Boomtown, Inc. pursuant to the public offering made under the approval granted by paragraph 2 of this Order.

8. THAT Boomtown, Inc. is granted ninety (90) calendar days from the date of this Order to have the Registration Statement declared effective by the SEC. If the Registration Statement is not declared effective by the SEC within said time period, unless administratively extended by the Chairman of the Board or his designee, then this Order and all of the approvals, terms and provisions herein shall be deemed withdrawn and rendered null and void.

ENTERED at Carson City, Nevada, this 21st day of April, 1994.

FOR THE COMMISSION:


Bill Gurrán, Chairman

Submitted by:


Mark A. Clayton, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 
Deputy Attorney General
Gaming Division