

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

---

In the Matter of

MTR GAMING GROUP, INC.

(Registration)

---

SEVENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on June 2, 2004, and before the Nevada Gaming Commission (“Commission”) on June 17, 2004, in 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 MTR Gaming Group, Inc. for (i) approval to pledge the common stock of Speakeasy Gaming of Fremont, Inc., to Wells Fargo Bank, National Association, in conjunction with a credit agreement, (ii) approval to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of Speakeasy Gaming of Fremont, Inc., in conjunction with a credit agreement, and (iii) an amendment to its Order of Registration; and

b. The application of Speakeasy Gaming of Fremont, Inc. to guarantee securities in conjunction with a public offering of 9.75% Senior Notes due 2010.

2. THAT the Sixth Revised Order of Registration, dated March 3, 2004, is hereby amended and restated, in its entirety, by this Seventh Revised Order of Registration.

3. THAT MTR Gaming Group, Inc., is registered as a publicly traded corporation and is found suitable as the sole shareholder of Speakeasy Gaming of Las Vegas, Inc. and Speakeasy Gaming of Fremont, Inc.

4. THAT Speakeasy Gaming of Las Vegas, Inc., dba The Ramada Inn and Speedway Casino, is licensed to conduct nonrestricted gaming operations at 3227 Civic Center Drive, North Las Vegas.

5. THAT Speakeasy Gaming of Fremont, Inc., dba Binion's Horseshoe Casino & Hotel, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 128 E Fremont Street, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

6. THAT MTR Gaming Group, Inc., and Mountaineer Park, Inc., dba Mountaineer Racetrack & Gaming Resort, are each granted approval to share in the revenue from the conduct of off-track pari-mutuel race wagering.

7. THAT Edson Robert Arneault is found suitable, pursuant to NRS 463.643 and NGC Regulation 16.400, as a controlling shareholder of MTR Gaming Group, Inc.

8. THAT MTR Gaming Group, Inc., is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030, to pledge the common stock of Speakeasy Gaming of Las Vegas, Inc. and Speakeasy Gaming of Fremont, Inc., to Wells Fargo Bank, National Association ("Wells Fargo"), Agent Bank, in conjunction with the \$50,000,000 Third Amended and Restated Credit Agreement dated March 28, 2003, as amended by the Third Amendment to Third Amended and Restated Credit Agreement dated February 25, 2004 ("Credit Facility"), provided that:

a. This approval is pursuant to the fully executed Security Agreement and Pledge of Stock dated February 10, 2000, and the Security Agreement and Pledge of Stock (Nevada-SGFI) dated February 25, 2004, (together the "Pledge Agreements");

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such common stock (except back to MTR Gaming Group, 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

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the common stock certificates of Speakeasy Gaming of Las Vegas, Inc. and Speakeasy Gaming of Fremont, Inc., evidencing said pledge of the 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 agents or employees of the Board immediately upon request during normal business hours.

9. THAT, in conjunction with the Credit Facility and the Pledge Agreements, as applicable, MTR Gaming Group, Inc., is granted approval, pursuant to NGC Regulation 15.510.1-4, to enter into agreements with Wells Fargo, Agent Bank, to place restrictions upon the transfer of, and agree not to encumber, the common stock of Speakeasy Gaming of Las Vegas, Inc. and Speakeasy Gaming of Fremont, Inc.

10. THAT the Pledge Agreements shall not be further amended without the prior administrative approval of the Chairman of the Board, or his designee. Such administrative approval may not be granted regarding amendments to the Pledge Agreements that increase the number of shares of stock that are the subject of the pledge, or that change the identity of the Agent Bank.

11. THAT MTR Gaming Group, Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of Series B 9.75% Senior Notes due 2010 ("Senior Notes"),

pursuant to and as more fully described in the SEC Form S-4 Registration Statement, as amended, (SEC Registration No. 333-105528).

12. THAT the approval set forth in Paragraph 10 is specifically conditioned as follows:

a. That MTR Gaming Group, 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 would have a material effect on MTR Gaming Group, 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 the issuance of an interlocutory stop order by the Chairman of the 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.

13. THAT 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 11(b) above.

14. THAT in conjunction with the public offering of Senior Notes, Speakeasy Gaming of Las Vegas, Inc. and Speakeasy Gaming of Fremont, Inc. are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by MTR Gaming Group, Inc.

15. THAT MTR Gaming Group, Inc., shall maintain its presently existing Gaming Compliance Plan ("Plan") for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by MTR Gaming Group, Inc., its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdictions in which MTR Gaming Group, Inc., its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the compliance committee, one such member who

shall be independent and knowledgeable in the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board, or his designee. MTR Gaming Group, Inc., shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board or his designee related to a review of activities relevant to the continuing qualification of MTR Gaming Group, Inc., under the provisions of the Act and Regulations.

16. THAT MTR Gaming Group, Inc., shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. 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 MTR Gaming Group, Inc., its subsidiaries and any affiliated entities.

17. THAT pursuant to NRS 463.625, MTR Gaming Group, Inc., is hereby exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

18. THAT MTR Gaming Group, Inc., is hereby exempted from compliance with NGC Regulation 15 and shall instead comply with NGC Regulation 16.

19. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Carson City, Nevada, this 17<sup>th</sup> day of June 2004.