

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

AMERISTAR CASINOS, INC.

(Registration) _____

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on December 9, 1997, and before the Nevada Gaming Commission ("Commission") on December 18, 1997, 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 Ameristar Casinos, Inc. for a finding of suitability as the sole shareholder of Ameristar Casino Las Vegas, Inc., for approval to pledge the common stock of Ameristar Casino Las Vegas, Inc., to Wells Fargo Bank, National Association ("Wells Fargo") as agent for a group of commercial banks ("Secured Party"); for approval to place restrictions upon the transfer of, and enter into agreements not to encumber, the common stock of Ameristar Casino Las Vegas, Inc. in conjunction with the Security Agreement and Pledge of Stock dated July 8, 1997, and in conjunction with securities issued by Ameristar Casinos, Inc.

pursuant to both a private placement and a public offering; and for an amendment to its Order of Registration; and

b. The application of Ameristar Casino Las Vegas, Inc., dba The Reserve Hotel Casino, for licensure to conduct nonrestricted gaming operations, including a sports pool; for licensure to conduct sports wagering, and for approval to guarantee securities issued by Ameristar Casinos, Inc., pursuant to a public offering.

2. THAT the Second Revised Order of Registration of Ameristar Casinos, Inc., dated October 22, 1997, is hereby amended and restated, in its entirety, by this Third Revised Order of Registration.

3. THAT Ameristar Casinos, Inc. is registered as a publicly traded corporation and is found suitable as the sole stockholder of Cactus Pete's, Inc., and Ameristar Casino Las Vegas, Inc.

4. THAT Cactus Pete's, Inc. dba Cactus Pete's Resort Casino, is licensed to conduct nonrestricted gaming operations at U.S. Highway 93, Jackpot.

5. THAT Cactus Pete's, Inc., dba The Horseshu, is licensed to conduct nonrestricted gaming operations at U.S. Highway 93, Jackpot.

6. THAT Ameristar Casino Las Vegas, Inc., dba The Reserve Hotel & Casino, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 777 West Lake Mead, Henderson, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Craig Hart Neilsen is found suitable as the controlling stockholder of Ameristar Casinos, Inc.

8. THAT Ameristar Casinos, Inc. is granted approval, pursuant to NRS 463.510(1), to pledge the common stock of Cactus Pete's, Inc. and Ameristar Casino Las Vegas, Inc. to Wells Fargo as Secured Party, provided that: (a) The pledge is pursuant to the fully executed Security Agreement and Pledge of Stock dated July 8, 1997 ("Pledge Agreement"); (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 Ameristar Casinos, 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 Cactus Pete's, Inc. and Ameristar Casino Las Vegas, 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 the Pledge Agreement shall not be 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 Agreement that increase the number of shares of common stock that are the subject of the pledge, or that change the identity of the secured party.

10. THAT Ameristar Casinos, Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to \$100,000,000 aggregate principal amount of 10 1/2% Senior Subordinated Notes due 2004 Series B ("Notes") as described in the Securities and Exchange Commission ("SEC") Form S-4 Registration Statement (SEC Registration No. 333-34381) ("Registration Statement").

11. THAT the approvals set forth in paragraph 10 above are specifically conditioned as follows:

a. That Ameristar Casinos, 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 Ameristar Casinos, Inc. or its subsidiaries which would be subject to reporting on SEC Form 8-K; and

b. That the approvals 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.

12. 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 10(b) above.

13. THAT in conjunction with the Security Agreement and Pledge of Stock, the issuance of \$100,000,000 Aggregate Principal Amount of 10 1/2% Senior Subordinated Notes due 2004 Series A in a private placement on July 15, 1997, and the issuance of the Notes in a public offering, Ameristar Casinos Inc. is granted approval, pursuant to NGC Regulation 15.510.1-4(a), to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Cactus Pete's, Inc. and Ameristar Casino Las Vegas, Inc.

14. THAT Cactus Pete's, Inc. is granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by Ameristar Casinos, Inc. and to hypothecate its assets to secure the payment or performance of any obligations evidenced by securities issued by Ameristar Casinos, Inc. pursuant to the public offering made under the approval granted by paragraph 9 of this Third Revised Order of Registration.

15. THAT Ameristar Casino Las Vegas, Inc. is granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by Ameristar Casinos, Inc. in the public offering made under the approval granted by Paragraph 9 of this Third Revised Order of Registration.

16. THAT Ameristar Casinos, Inc. maintain a compliance committee 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 Ameristar Casinos, Inc. its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act ("the Act"), as

amended, the Commissions' Regulations, as amended (the "Regulations"), and the laws and regulations of any other jurisdictions in which Ameristar Casinos, Inc., its subsidiaries and any affiliated entities operate. The compliance committee plan, any amendments thereto, and the members, one such member which shall be independent, shall be administratively reviewed and approved by the Chairman of the Board, or his designee. Furthermore, upon request of the Chairman of the Board, or his designee, Ameristar Casinos, Inc., shall amend the compliance committee 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 Ameristar Casinos, Inc. under the provisions of the Act and Regulations.

17. THAT Ameristar Casinos, Inc. shall fund and maintain with the 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 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 review of all activities of Ameristar Casinos, Inc., Cactus Pete's, Inc., their subsidiaries, and their affiliated entities.

18. THAT pursuant to NRS 463.625, Ameristar Casinos, Inc. is 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.

19. THAT Ameristar Casinos, Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

20. 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 18th day of December, 1997.