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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.
(Registration)

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on October 14, 1992, at Carson City, Nevada, and specially for hearing before the Nevada Gaming Commission ("Commission") on October 19, 1992, 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 Boomtown, Inc., formerly known as Boomtown Holding Corporation, for registration as a publicly traded corporation; for a finding of suitability as the sole shareholder of Boomtown Hotel and Casino, Inc., formerly known as Boomtown, Inc; and for approval of public offerings;

and

b. The application of Timothy J. Parrott for a finding of suitability as a controlling shareholder of Boomtown, Inc.

2. THAT Boomtown, Inc. is registered as a publicly traded corporation and found suitable as the sole shareholder of Boomtown Hotel & Casino, Inc.

3. THAT Boomtown Hotel & Casino, Inc., dba Boomtown Hotel and Casino, is licensed to conduct nonrestricted gaming operations at 2200 I-80 West, Verdi.

4. THAT Boomtown Hotel & Casino, Inc., dba Boomtown R.V. Park, dba Boomtown Mini-Mart, and dba Boomtown Truckstop, respectively, is licensed to conduct restricted gaming operations at 125 North Garson Road, Verdi, I-80 West, Verdi, and I-80 West, Verdi, respectively.

5. THAT Timothy J. Parrott is found suitable as a controlling shareholder of Boomtown, Inc.

6. THAT Boomtown, Inc. is granted approval pursuant to NGC Regulation 16.110 to make a public offering of up to 3,900,000 shares of its common stock and of up to 162,500 Common Stock Purchase Warrants, as described in the Securities and Exchange Commission ("SEC") Form S-1 Registration Statement (SEC Registration No. 33-51968 (the "Registration Statement")).

7. THAT the approval set forth in paragraph 6 hereinabove is specifically conditioned as follows:

a. That Boomtown, Inc. shall keep the Board's Corporate Securities Division continuously and promptly informed as the progress of the public offering and as to any other event that would have a material effect on Boomtown, Inc. or its subsidiaries which could 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.

8. 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 7(b) above.

9. THAT Boomtown, Inc. is granted ninety (90) days herefrom 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 of Registration and all of the approvals terms and provisions herein shall be deemed withdrawn and rendered null and void.

10. THAT this Order of Registration shall not be effective until and unless the Registration Statement is declared effective by the SEC and the public offerings described therein and in paragraph 6 hereinabove are sold to the underwriters.

11. THAT the registration and finding of suitability set forth in paragraph 2 hereinabove is specifically conditioned that Boomtown, Inc. must not issue or transfer any shares of its common stock to Merrill Lynch Interfunding Inc. ("MLIF") upon any attempted exercise of MLIF's options to acquire up to 1,686,620 shares of common stock of Boomtown, Inc. unless the prior approval of the Commission is obtained, and further, that MLIF shall not assign, transfer, amend, exercise or dispose of any of these options without the prior approval of the Commission.

12. THAT Boomtown, Inc. shall fund and maintain with the Board a revolving fund in the amount of \$5,000 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, including public offerings, of Boomtown, Inc., Boomtown Hotel and Casino, Inc., and Merrill Lynch Interfunding Inc., and their affiliated entities.

13. THAT pursuant to NRS 463.625(2), Boomtown, 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.

14. THAT Boomtown, Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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

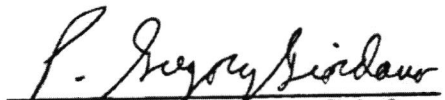
ENTERED at Las Vegas, Nevada, this 19th day of October, 1992.

FOR THE COMMISSION:



Bill Curran, Chairman

Submitted by:



P. Gregory Giordano, Chief
Corporate Securities Division

APPROVED AS TO FORM:

FRANKIE SUE DEL PAPA
ATTORNEY GENERAL

By 

Deputy Attorney General
Gaming Division