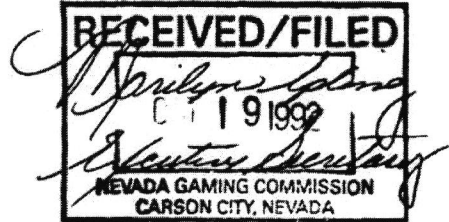


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File No. SD-087

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