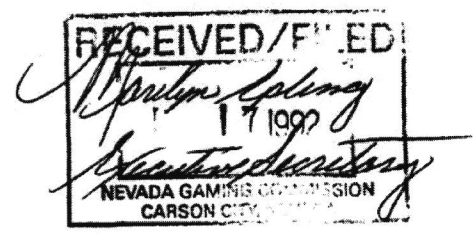


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File No. SD-087

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
BOOMTOWN, INC.
(Registration)

AMENDMENT NO. 1 TO ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on December 2, 1992, and before the Nevada Gaming Commission ("Commission") on December 17, 1992, 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 application of Boomtown Hotel & Casino, Inc., dba Boomtown Truckstop, for a nonrestricted gaming license (slot machines only);
 - b. The application of Boomtown, Inc. for an amendment to its Order of Registration.
2. THAT paragraph 4 of the Order of Registration of Boomtown, Inc. entered on October 19, 1992, is hereby rescinded and superseded in its entirety,

and the following language is substituted in lieu thereof:

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


3. THAT the Order of Registration of Boomtown, Inc. entered on October 19, 1992, is hereby amended by adding thereto the following new paragraph:

"16. THAT Boomtown Hotel & Casino, Inc., dba Boomtown Truckstop, is licensed to conduct nonrestricted gaming operations (slot machines only) at I-80 West, Verdi."

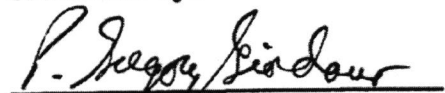
4. THAT except as expressly modified by this Amendment No. 1 to Order of Registration, or other Commission action, all other terms and conditions of the Order of Registration of Boomtown, Inc. entered on October 19, 1992, are hereby reaffirmed and incorporated by reference herein.

ENTERED at Carson City, Nevada, this 17th day of December, 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