



File No. SD-087

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

BOOMTOWN, INC.

(Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 5, 1993, at Las Vegas, Nevada and specially before the Nevada Gaming Commission ("Commission") on May 21, 1993, 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 application of Merrill Lynch Interfunding, Inc. ("MLIF") to exercise its options to acquire up to 1,686,620 shares of common stock of Boomtown, Inc. pursuant to paragraph 11 of the Order of Registration of Boomtown, Inc. entered on October 19, 1992; and

b. The applications of Boomtown, Inc., for approval of a public offering, pursuant to NGC Regulation 16.110; and for approval to transfer shares of its common stock to MLIF in conjunction with the exercise of the MLIF Options, pursuant to paragraph 11 of the Order of Registration of Boomtown, Inc. entered on October 19, 1992.

2. THAT MLIF is granted approval to exercise its options to acquire up to 1,686,620 shares of the common stock of Boomtown, Inc.

3. THAT Boomtown, Inc., is granted approval to transfer shares to MLIF in conjunction with the exercise of the MLIF Options.

4. THAT Boomtown, Inc., is granted approval pursuant to NGC Regulation 16.110 to make a public offering of up to 3,910,000 shares of its \$0.01 par value common stock as described in the Securities and exchange Commission ("SEC") Form S-1 Registration Statement (SEC Registration No. 33-61198) (the "Registration Statement").

5. THAT the approval set forth in paragraphs 3 and 4 preceding are specifically conditioned as follows:

a. That Boomtown, 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 may have a material effect on Boomtown, Inc., or its subsidiaries; 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b. That the approvals granted herein may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board. If such an interlocutory order is issued, it shall remain in effect until it is lifted by the Commission upon such terms as the Commission determines to be appropriate.