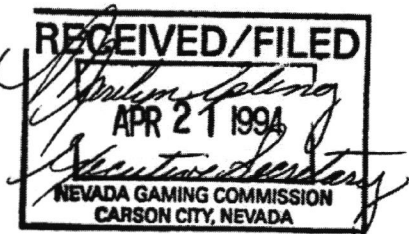


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File No. SD-087

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of  
  
BOOMTOWN, INC.  
  
(Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on April 6, 1994, and before the Nevada Gaming Commission ("Commission") on April 21, 1994, 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 Boomtown, Inc. for approval to make a public offering of up to \$103,500,000 principal amount of its 11-1/2% First Mortgage Notes due 2003; for approval to pledge the common stock of Boomtown Hotel and Casino, Inc.; and for approval to place restrictions upon the transfer of, and to enter into agreement not to encumber, the equity securities of Boomtown Hotel & Casino, Inc. pursuant to the public offering made by Boomtown, Inc.; and

b. The application of Boomtown Hotel & Casino, Inc. for approval to guarantee, or to hypothecate its assets to secure the payment or performance of any obligations evidenced by, the 11-1/2% First Mortgage Notes due 2003 offered by Boomtown, Inc. pursuant to the public offering made by it.

2. THAT Boomtown, Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to \$103,500,000 principal amount of its 11-1/2% First Mortgage Notes due 2003, as more fully described in the Securities and Exchange Commission ("SEC") Form S-4 Registration Statement (SEC Registration No. 33-70350) ("Registration Statement").

3. THAT the approval set forth in paragraph 2 is 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, which would be subject to reporting on SEC Form 8-K; and

b. That the approval granted herein may be rescinded without prior notice upon issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until it is lifted by the Commission upon such terms as are satisfactory to the Commission.

4. 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 3(b).