



File No. SD-087

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

In the Matter of

BOOMTOWN, INC.

(Public Offering)

SUPPLEMENTAL ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 4, 1994, and before the Nevada Gaming Commission ("Commission") on May 19, 1994, 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 Blue Diamond Hotel & Casino Inc., for approval to guarantee securities or hypothecate assets in conjunction with a public offering; and

b. The applications of Boomtown, Inc., for approval to pledge the common stock of Blue Diamond Hotel & Casino, Inc. pursuant to a public offering by Boomtown, Inc.; and for approval to place restrictions upon the transfer of,

and to enter into agreement not to encumber, the equity securities of Blue Diamond Hotel & Casino, Inc. pursuant to a public offering by Boomtown, Inc.

2. THIS Supplemental Order supplements and relates to that Boomtown, Inc. Order (Public Offering), dated April 21, 1994, by which the Commission granted various approvals regarding to Boomtown Inc.'s public offering ("Public Offering") of up to \$103,500,000 principal amount of its 11-1/2% First Mortgage Notes due 2003, ("First Mortgage Notes"), as more fully described in the Securities and Exchange Commission ("SEC") Form S-4 Registration statement (SEC Registration No. 33-70350).

3. THAT in connection with the Public Offering, Boomtown, Inc. is granted approval, pursuant to NRS 463.510(1), to pledge the common stock of Blue Diamond Hotel & Casino, Inc. to First Trust National Association, as trustee provided that: (a) the prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interests in such common stock (except back to Boomtown, Inc.) and before any other resort to such common stock collateral or other enforcement of the security interest in such common stock may occur; and (b) pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the common stock certificate(s) of Blue Diamond Hotel & Casino, Inc. evidencing said pledge of common stock must at all times remain physically within the state of Nevada at a location designated to the Board and must be made available for inspection by employees of the Board immediately upon request during normal business hours.

4. THAT Boomtown, Inc. is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into