

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

BOYD GAMING CORPORATION

(Delayed Public Offering) _____

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on September 1, 1999, and before the Nevada Gaming Commission (“Commission”) on September 23, 1999, 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 Boyd Gaming Corporation for (i) a continuous or delayed public offering and (ii) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of California Hotel and Casino, pursuant to a public offering made by Boyd Gaming Corporation or any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation (hereinafter “Affiliate”), under the continuous or delayed public offering approval;

b. The applications of California Hotel and Casino, for (i) approval to place restrictions on the transfer of, and to enter into agreements not to encumber, the equity securities of Sam-Will, Inc., Mare-Bear, Inc., Eldorado, Inc. and M.S.W., Inc., pursuant to a public offering made by Boyd Gaming Corporation or Affiliate under the continuous or delayed public offering approval, and (ii) approval to guarantee securities issued by, and to hypothecate its assets to secure the payment or performance of any obligations, under a continuous or delayed public offering approval; and

c. The applications of Sam-Will, Inc., Mare-Bear, Inc., Eldorado, Inc. and M.S.W., Inc. for approval to guarantee securities issued by, and to hypothecate their respective assets to secure the payment or performance of any obligations evidenced by securities issued by, Boyd Gaming Corporation, under the continuous or delayed public offering approval.

2. THAT for a period of two years Boyd Gaming Corporation and Affiliate(s) are hereby granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the two year period, Boyd Gaming Corporation and Affiliate(s) shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended;

b. That upon filing documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, Boyd Gaming Corporation and Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities Division, and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on Boyd Gaming Corporation or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

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

3. 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 2(c) above.

4. THAT for a period of two years Boyd Gaming Corporation is hereby granted approval, pursuant to NGC Regulation 15.510.1-4 and 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of California Hotel and Casino, a Nevada corporation, pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

5. THAT for a period of two years California Hotel and Casino is hereby granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Sam-Will, Inc., Mare-Bear, Inc., Eldorado, Inc. and M.S.W., Inc., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

6. THAT for a period of two years, California Hotel and Casino is granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by Boyd Gaming Corporation or Affiliate(s), pursuant to a public offering made under the approval granted by Paragraph 2 of this Order and to hypothecate its assets to secure the payment or performance of obligations incurred by securities issued by Boyd Gaming Corporation or Affiliate(s), pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

7. THAT for a period of two years Sam-Will, Inc., Mare-Bear, Inc., Eldorado, Inc. and M.S.W., Inc. are each granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by Boyd Gaming Corporation or Affiliate(s) pursuant to a public

offering made under the approval granted by Paragraph 2 of this Order, and to hypothecate their respective assets to secure the payment or performance of obligations evidenced by securities issued by Boyd Gaming Corporation or Affiliate(s) pursuant to a public offering made under the authority granted it by Paragraph 2 of this Order.

ENTERED at Las Vegas, Nevada, this 23rd day of September 1999.