

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

BOYD GAMING CORPORATION

(Registration) _____

SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on August 11, 1993, and before the Nevada Gaming Commission ("Commission") on August 26, 1993, 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 California Hotel and Casino, a Nevada corporation, dba Sam's Town, Hotel & Gambling Hall and Bowling Center for licensure to conduct off-track pari-mutuel wagering; and

(b) The application of Boyd Gaming Corporation for an amendment to its Order of Registration.

2. THAT the First Revised Order of Registration of Boyd Gaming Corporation, dated June 21, 1993, is hereby amended and restated, in its entirety, by this Second Revised Order of Registration.

3. THAT Boyd Gaming Corporation is registered as a publicly traded corporation and found suitable as the sole shareholder of California Hotel and Casino, a Nevada Corporation.

4. THAT California Hotel and Casino, dba California Hotel and Casino, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 12 Ogden Avenue, Las Vegas, Nevada.

5. THAT California Hotel and Casino, dba Sam's Town, Hotel & Gambling Hall and Bowling Center, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 5111 Boulder Highway, Las Vegas, Nevada.

6. THAT California Hotel and Casino is registered as an intermediary company and is found suitable as the sole stockholder of Sam-Will, Inc., Mare-Bear, Inc. and Eldorado, Inc.

7. THAT Sam-Will, Inc., dba Fremont Hotel and Casino, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations, including a race book and sports pool, at 200 Fremont Street, Las Vegas, Nevada.

8. THAT Mare-Bear, Inc., dba Stardust Hotel and Casino, is licensed to conduct nonrestricted gaming operations, including a race book and sports pool, at 3000 Las Vegas Boulevard South, Las Vegas, Nevada.

9. THAT Eldorado, Inc. dba Eldorado Casino is licensed to conduct nonrestricted gaming operations, including a sports pool, at 140 South Water Street, Henderson.

10. THAT Eldorado, Inc. dba Jokers Wild is licensed to conduct nonrestricted gaming operations, including a sports pool, at 920 Boulder Highway, Henderson.

11. THAT William Samuel Boyd is found suitable as a controlling shareholder of Boyd Gaming Corporation.

12. THAT Boyd Gaming Corporation is granted approval pursuant to NGC Regulation 16.110 to make a public offering of up to 12,300,000 shares of its \$.01 par value common stock as described in the Securities and Exchange Commission ("SEC") Form S-1 Registration Statement (SEC Registration No. 33-64006) ("Registration Statement").

13. THAT the approvals set forth in paragraph 12 above are specifically conditioned as follows:

a. That Boyd Gaming Corporation 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 would have a material effect on Boyd Gaming Corporation or its subsidiaries which could be subject to reporting on SEC Form 8-K; 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. 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.

14. 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 13(b) above.

15. THAT Boyd Gaming Corporation is granted ninety (90) days from the date of the First Revised Order of Registration to have the Registration Statement declared effective by the SEC. If the Registration Statement is not declared effective by the SEC within said time period, unless administratively extended by the Chairman of the Board or his designee, then paragraphs 6 (only to the extent it applies to Eldorado, Inc.), 9, 10, and 12 of this Order of Registration and all of the approvals, terms and provisions therein shall be deemed withdrawn and rendered null and void.

16. THAT paragraphs 6 (only to the extent it applies to Eldorado, Inc.), 9, 10, and 12 of this Order of Registration shall not be effective until and unless the Registration Statement is declared effective by the SEC and the public offering described therein and in paragraph 12 above is sold to the underwriters.

17. THAT Boyd Gaming Corporation shall fund and maintain with the Board a revolving fund in the amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of Boyd Gaming Corporation, and all of its subsidiaries, and their collective affiliated entities

18. THAT pursuant to NRS 463.625(2), Boyd Gaming Corporation is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

19. THAT Boyd Gaming Corporation is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

20. THAT the COMMISSION hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Carson City, Nevada, this 26th day of August 1993.