

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

JACOBS ENTERTAINMENT, INC.

(Registration)\_\_\_\_\_

EIGHTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on March 7, 2012, and before the Nevada Gaming Commission (“Commission”) on March 22, 2012, 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 Jacobs Entertainment, Inc. for an amendment to its Order of Registration,
  - b. The application of the Jacobs Family Economic Trust for approval to pledge Class A Shares of Jacobs Investments, Inc. to Jeffrey P. Jacobs in conjunction with a Promissory Note dated June 23, 2011, and
  - c. The application of the Jacobs Family Control Trust for approval to pledge Class B Shares of Jacobs Investments, Inc. to Jeffrey P. Jacobs in conjunction with two Promissory Notes dated June 23, 2011.

2. THAT the Seventh Revised Order of Registration of Jacobs Entertainment, Inc., dated June 18, 2009, is hereby amended and restated, in its entirety, by this Eighth Revised Order of Registration.

3. THAT Jacobs Entertainment, Inc., is registered as a publicly traded corporation and is found suitable as the sole shareholder of Black Hawk Gaming & Development Company, Inc., Jacobs Elko Entertainment, Inc. and Jacobs Pinon Plaza Entertainment, Inc.

4. THAT Jacobs Investments, Inc. is registered as a holding company and is found suitable as the sole shareholder of Jacobs Entertainment, Inc.

5. THAT Jeffrey Paul Jacobs, is found suitable, pursuant to NRS 463.643 and NGC Regulation 16.400, as a controlling beneficial owner of Jacobs Entertainment, Inc.

6. THAT Jeffrey Paul Jacobs is found suitable as a shareholder of Jacobs Investment, Inc.

7. THAT the Jacobs Family Economic Trust ("Economic Trust") and the Jacobs Family Control Trust ("Control Trust") are both registered as holding companies and found suitable as shareholders of Jacobs Investments, Inc., that Lynda Lee Jacobs is found suitable as the beneficiary of those Trusts, and that Stanley Robert Gorom III, Active Trustee, is found suitable as the Trustee of those Trusts, provided that, during the entire term and duration of both the Economic Trust and the Control Trust:

a. A person shall not accept an appointment as an Active Trustee of either the Economic Trust or the Control Trust without first being found suitable by the Commission;

b. The Active Trustee or Trustees, as the case may be, of the Control Trust and / or of the Economic Trust may not remove or appoint an Administrative Trustee or Successor Trustee to either the Control Trust or the Economic Trust without prior administrative approval of the Chairman of the Board;

c. Each Identified Eligible Issue of the Control Trust or the Economic Trust shall first be found suitable by the Commission prior to any direct or indirect distributions being made to them for their benefit;

d. The guardian of a beneficiary to either the Control Trust or the Economic Trust must first be found suitable prior to any distributions made to that guardian from either of the said Trusts;

e. Neither the Special Power Holder of the Control Trust nor the Special Power Holder of the Economic Trust shall direct a Trustee to loan, and an Active Trustee shall not loan, any part or all of its income or principal of the corpus of either the Control Trust or the Economic Trust, to Jeffrey Paul Jacobs without providing thirty (30) days prior written notice to the Chairman of the Board;

f. The Special Power Holder of the Control Trust or the Economic Trust, or any person able to exercise the special powers granted to that person, shall provide written notification to the Chairman of the Board prior to removing Lynda Lee Jacobs as a beneficiary;

g. Jacobs Entertainment, Inc. shall notify the Chairman of the Board within thirty (30) days of any change in the person occupying the position of Trust Protector of the Economic Trust, and the reasons for said change, and

h. Neither the Control Trust nor the Economic Trust shall be divided or separated into sub-trusts for any purpose without receiving the prior approval of the Commission, which may include the registration of any such new sub-trust(s), as well as a finding of suitability of any trustee(s) or beneficiary(s) thereof.

8. THAT Stanley Robert Gorom III is found suitable as a controlling beneficial owner of Jacobs Entertainment, Inc.

9. THAT Black Hawk Gaming & Development Company, Inc., is registered as an intermediary company and is found suitable as the sole shareholder of Gold Dust West Casino, Inc.

10. THAT Gold Dust West Casino, Inc., dba Gold Dust West, is licensed to conduct nonrestricted gaming operations at 444 Vine Street, Reno, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Jacobs Pinon Plaza Entertainment, Inc., dba Gold Dust West Carson City, is licensed to conduct nonrestricted gaming operations at 2171 Highway 50 E, Carson City, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT Jacobs Pinon Plaza Entertainment, Inc. is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

13. THAT Jacobs Elko Entertainment, Inc., dba Gold Dust West - Elko, is licensed to conduct nonrestricted gaming operations at 1660 Mountain City Highway, Elko, subject to such conditions or limitations as may be imposed by the Commission.

14. THAT Jacobs Elko Entertainment, Inc. is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

15. THAT Jacobs Entertainment, Inc., is granted approval, pursuant to NRS 463.510(1), NGC Regulation 8.030 and NGC Regulation 15.585.7-2, as applicable, to pledge the equity securities of Jacobs Pinon Plaza Entertainment, Inc., Jacobs Elko Entertainment, Inc. and Black Hawk Gaming & Development Company, Inc., to Credit Suisse, Cayman Islands Branch, as Collateral Agent, in conjunction with a Credit Agreement dated June 16, 2006, provided that:

a. This approval is pursuant to the fully executed Pledge Agreement with Credit Suisse, Cayman Islands Branch, dated June 16, 2006 (“Credit Suisse Pledge Agreement”);

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to Jacobs Entertainment, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of Jacobs Pinon Plaza Entertainment, Inc., Jacobs Elko Entertainment, Inc. and Black

Hawk Gaming & Development Company, Inc., evidencing said pledge of the equity securities, 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 agents or employees of the Board immediately upon request during normal business hours.

16. THAT Black Hawk Gaming & Development Company, Inc., is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030, to pledge the equity securities of Gold Dust West Casino, Inc., to Credit Suisse, Cayman Islands Branch, as Collateral Agent, in conjunction with the Credit Agreement, provided that:

a. This approval is pursuant to the Credit Suisse Pledge Agreement;

b. The prior approval of the commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to Black Hawk Gaming & Development Company, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of Gold Dust West Casino, Inc., evidencing said pledge of the equity securities, 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 agents or employees of the Board immediately upon request during normal business hours.

17. THAT the Jacobs Family Economic Trust, is granted approval, pursuant to NGC Regulation 15.585.7-2, to pledge the equity securities of Jacobs Investments, Inc. to Jeffrey P. Jacobs, in conjunction with a Promissory Note dated June 23, 2011, provided that:

a. This approval is pursuant to the Pledge Agreement dated June 23, 2011, by the Jacobs Family Economic Trust in favor of Jeffrey P. Jacobs ("Jacobs Pledge Agreement");

b. The prior approval of the commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to the

Jacobs Family Economic Trust) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of Jacobs Investments Inc., evidencing said pledge of the equity securities, 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 agents or employees of the Board immediately upon request during normal business hours.

18. THAT the Jacobs Family Control Trust, is granted approval, pursuant to NGC Regulation 15.585.7-2, to pledge the equity securities of Jacobs Investments, Inc. to Jeffrey P. Jacobs, in conjunction with two Promissory Notes dated June 23, 2011, provided that:

a. This approval is pursuant to the Amended and Restated Pledge Agreement dated June 23, 2011, by the Jacobs Family Control Trust in favor of Jeffrey P. Jacobs (“Amended and Restated Pledge Agreement”);

b. The prior approval of the commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to the Jacobs Family Control Trust) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of Jacobs Investments Inc., evidencing said pledge of the equity securities, 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 agents or employees of the Board immediately upon request during normal business hours.

19. THAT the Credit Suisse Pledge Agreement, the Jacobs Pledge Agreement and the Amended and Restated Pledge Agreement shall not be amended without the prior administrative approval of the Chairman of the Board or his designee. Such administrative approval may not be granted regarding amendments to the Credit Suisse Pledge Agreement, the Jacobs Pledge

Agreement or the Amended and Restated Pledge Agreement that increase the shares that are the subject of the pledge or that change the identity of the Collateral Agent.

20. THAT Jacobs Entertainment, Inc., shall maintain its Gaming Compliance Plan (“Plan”) for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Jacobs Entertainment, Inc., and its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the “Act”), as amended, the Commission’s Regulations (the “Regulations”), as amended, and the laws and regulations of any other jurisdiction in which Jacobs Entertainment, Inc., its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Jacobs Entertainment, Inc., shall amend the Plan, or any element thereof, and perform such duties as may be requested or assigned by Chairman of the Board or his designee relating to a review of activities relevant to the continuing qualifications of Jacobs Entertainment, Inc., under the provisions of the Act and Regulations.

21. THAT Jacobs Entertainment, Inc., shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and any amendments thereto. 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 Jacobs Entertainment, Inc., and its affiliated companies.

22. THAT pursuant to NRS 463.625, Jacobs Entertainment, Inc., 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.

23. THAT Jacobs Entertainment, Inc., is exempted from NGC Regulation 15, except for the provisions of NGC Regulations 15.510.2-1, 15.585.7-1 and 15.585.7-6, and shall instead comply with NGC Regulation 16; provided that, Jacobs Investments, Inc. shall not sell, assign, transfer, pledge or otherwise dispose of the equity securities of Jacobs Entertainment, Inc., without the prior approval of the Commission.

24. THAT the Commission hereby expressly finds that the exemptions and conditions herein are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED in Las Vegas, Nevada, this 22<sup>nd</sup> day of March 2012.