

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

PINNACLE ENTERTAINMENT, INC.

(Registration)_____

SEVENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on February 5, 2003, and before the Nevada Gaming Commission (“Commission”) on February 20, 2003, 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 Pinnacle Entertainment, Inc., for (i) approval to effect a disposition of the equity securities of Boomtown, Inc., (ii) licensure as manager of PNK (Reno), LLC, (iii) approval to pledge the membership interest in PNK (Reno), LLC, to Bank of America in conjunction with a loan agreement, and (iii) an amendment to its Order of Registration,
 - b. The application of Boomtown, Inc., for approval to transfer its interest in PNK (Reno), LLC, to Pinnacle Entertainment, Inc.,
 - c. The application of Boomtown Hotel & Casino, Inc., to convert from a corporation to a limited liability company, to be known as PNK (Reno), LLC,
 - d. The applications of PNK (Reno), LLC, dba Boomtown Reno, for a nonrestricted gaming license, and for licensure as a manufacturer and as a distributor,

e. The application of PNK (Reno), LLC, dba Boomtown Reno Truckstop, for a nonrestricted gaming license, and

f. The application of PNK (Reno), LLC, dba Boomtown Service Station and Convenience Store, for a restricted license.

2. THAT the Sixth Revised Order of Registration of Pinnacle Entertainment, Inc., dated March 21, 2002, is hereby amended and restated, in its entirety, by this Seventh Revised Order of Registration.

3. THAT Pinnacle Entertainment, Inc., is registered as a publicly traded corporation and is licensed as the manager of PNK (Reno), LLC (fka Boomtown Hotel & Casino, Inc.); and the Commission acknowledges that Pinnacle Entertainment, Inc, is the sole member of PNK (Reno), LLC.

4. THAT Randall Dee Hubbard is found suitable as a shareholder of Pinnacle Entertainment, Inc.

5. THAT Boomtown, Inc., is approved to transfer the equity securities of PNK (Reno), LLC (fka Boomtown Hotel & Casino, Inc.) to Pinnacle Entertainment, Inc., and Pinnacle Entertainment, Inc. is approved to effect a disposition of the equity securities of Boomtown, Inc.

6. THAT PNK (Reno), LLC, dba Boomtown Reno, is licensed to conduct nonrestricted gaming operations at 2200 I-80 West, Verdi, and is licensed as a manufacturer and as a distributor, all such licenses subject to such conditions or limitations as may be imposed by the Commission.

7. THAT PNK (Reno), LLC, dba Boomtown Reno Truckstop, is licensed to conduct nonrestricted gaming operations (slot machines and keno only) at I-80 West, Verdi, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT PNK (Reno), LLC, dba Boomtown Service Station and Convenience Store, is licensed to conduct restricted gaming operations at I-80 West, Verdi, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT Pinnacle Entertainment, Inc., is granted approval, pursuant to NRS 463.5733(1) and NGC Regulation 8.030, to pledge its membership interest in PNK (Reno), LLC, to Bank of America in connection with the Amended and Restated Loan Agreement provided that:

a. This approval is pursuant to the Pledge Agreement (Gaming Regulated – Boomtown - Nevada) in the form of that draft dated, March 28, 1997, as amended by the Omnibus Ancillary Documents Amendment dated October 14, 1998 (“Omnibus Amendment”), and as further amended by the Letter Amendment dated January 13, 2003 (“Letter Amendment”).

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

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificate of PNK (Reno), LLC evidencing said pledge of the membership interest 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 of the Board immediately upon request during normal business hours.

10. THAT the Pledge Agreement (Gaming Regulated - Boomtown - Nevada), as amended by the Omnibus Amendment and the Letter Amendment, shall not be further 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 Pledge Agreement that change the interest that is the subject of the Pledge Agreement, or that change the identity of the secured party.

11. THAT Pinnacle Entertainment, Inc., is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to \$125,000,000, Series B, 9 1/2% Senior

Subordinated Notes due 2007 (“Notes”) as more fully described in and pursuant to the Securities and Exchange Commission (“SEC”) Form S-4 Registration Statement (SEC Registration No. 333-34471) (“Registration Statement”).

12. THAT the approvals set forth in Paragraph 11 above are specifically conditioned as follows:

a. That Pinnacle Entertainment, 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 would have a material effect on Pinnacle Entertainment, Inc., or its subsidiaries which would 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.

13. THAT 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 12(b) above.

14. THAT Pinnacle Entertainment, Inc., shall establish and maintain a 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 Pinnacle Entertainment, Inc., 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 jurisdictions in which Pinnacle Entertainment, Inc., its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the compliance committee, one such member who shall be independent and knowledgeable in the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board, or his designee.

Furthermore, upon request of the Chairman of the Board or his designee Pinnacle Entertainment, Inc., shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board, or his designee related to a review of activities relevant to the continuing qualification of Pinnacle Entertainment, Inc., under the provisions of the Act and Regulations.

15. THAT Pinnacle 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. 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 Pinnacle Entertainment, Inc., its subsidiaries, and their affiliated entities.

16. THAT pursuant to NRS 463.625, Pinnacle 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.

17. THAT Pinnacle Entertainment, Inc., is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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

ENTERED at Carson City, Nevada, this 20th day of February 2003.