

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

PINNACLE ENTERTAINMENT, INC.

(Delayed Public Offering)

REVISED ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on May 1, 2013, and before the Nevada Gaming Commission (“Commission”) on May 16, 2013, 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 Pinnacle Entertainment, Inc. for an amended approval of a continuous or delayed public offering, and
  - b. The application of Cactus Pete’s, Inc. for approval to guarantee securities and hypothecate assets in conjunction with a continuous or delayed public offering.
2. THAT for a period of thirty-three months, Pinnacle Entertainment, Inc., and any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation (its “Affiliate(s)”), are granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the thirty-three month period, Pinnacle Entertainment, Inc., and its 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, Pinnacle Entertainment, Inc., and its Affiliate(s), shall contemporaneously provide written notice and copies of such documents to the Board's Investigations Division - Corporate Securities Section ("Division"), and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder; 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c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board.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. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for any cause deemed reasonable by the Chairman, which shall remain in effect until lifted by the Commission as provided in Paragraph 2(c) above.

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4. THAT for a period of thirty-three months, Cactus Pete's, Inc. is granted approval, pursuant to NGC Regulation 16.100, to guarantee securities issued by Pinnacle Entertainment, Inc. or its 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 evidenced by securities issued by Pinnacle Entertainment, Inc. or its Affiliate(s) pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

ENTERED at Las Vegas, Nevada, this 16<sup>th</sup> day of May 2013.