

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

HOLLYWOOD PARK, INC.

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on March 10, 1999, and before the Nevada Gaming Commission (Commission") on March 25, 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 application of Hollywood Park, Inc. for approval of a continuous of delayed public offering by it or any affiliated company wholly owned by it which is or would thereby become a publicly traded corporation (hereinafter "Affiliate") for a two year period;

b. The application of Hollywood Park, Inc. for approval to place restrictions upon the transfer of, and enter into agreements not to encumber, the equity securities of Boomtown, Inc. pursuant to a public offering made by Hollywood Park, Inc. or any Affiliate(s) under the continuous or delayed public offering approval; and

c. The application of Boomtown, Inc. for approval to place restrictions upon the transfer of, and enter into agreements not to encumber, the equity securities of Boomtown Hotel and Casino, Inc., in conjunction with a continuous or delayed public offering;

d. The application of Boomtown, Inc. for approval to guarantee securities in conjunction with a continuous or delayed public offering; and

e. The application of Boomtown Hotel & Casino, Inc. for approval to guarantee securities and hypothecate assets in conjunction with a continuous or delayed public offering.

2. THAT for a period of two years, Hollywood Park, Inc. and its Affiliate(s) are hereby granted approval to make public offerings, subject to the following conditions:

a. That at all times during the two year period, Hollywood Park, Inc. and any 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 any documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, Hollywood Park, Inc. and any 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 Hollywood Park, Inc. 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, Hollywood Park, Inc. is hereby granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Boomtown, Inc., pursuant to a public offering made under the approval granted in Paragraph 2 of this Order.

5. THAT for a period of two years, Boomtown, Inc. is hereby granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and enter into agreements not to encumber, the equity securities of Boomtown Hotel & Casino, Inc., pursuant to a public offering made under the approval granted in Paragraph 2 of this Order.

6. THAT for a period of two years, Boomtown, Inc. is hereby granted approval, pursuant to NGC Regulation 15.585.7-1, to guarantee securities pursuant to a public offering made under the approval granted in Paragraph 2 of this Order.

7. THAT for a period of two years, Boomtown Hotel & Casino, Inc. is hereby granted approval, pursuant to NGC Regulation 16.100(3), to guarantee securities issued by Hollywood Park, Inc. or any 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 Hollywood Park, Inc. or any Affiliate(s), pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

ENTERED at Las Vegas, Nevada, this 25th day of March 1999.