

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

PINNACLE ENTERTAINMENT, INC.

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on March 7, 2001, and before the Nevada Gaming Commission (“Commission”) on March 22, 2001, 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 applications of Pinnacle Entertainment, Inc., for: (i) a two year approval for a continuous or delayed public offering by it or any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation (“Affiliate”); and (ii) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Boomtown, Inc., in conjunction with public offerings made under the continuous or delayed public offering approval;

b. The applications of Boomtown, Inc., for (i) approval to guarantee securities issued by Pinnacle Entertainment, Inc., or its Affiliate(s) in conjunction with public

offerings made under the continuous or delayed public offering approval, and (ii) approval to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Boomtown Hotel & Casino, Inc., in conjunction with public offerings made under the continuous or delayed public offering approval; and

c. The application of Boomtown Hotel & Casino, Inc., for approval to guarantee securities issued by Pinnacle Entertainment, Inc., or its Affiliate(s), 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), in conjunction with public offerings made under the continuous or delayed public offering approval.

2. THAT for a period of two years Pinnacle Entertainment, Inc., and 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 two-year 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 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 Pinnacle Entertainment, 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 Pinnacle Entertainment, Inc., is 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, any equity securities of Boomtown, Inc., pursuant to a public offering made under the approval granted by Paragraph 2 of this Order.

5. THAT for a period of two years Boomtown, Inc., is granted approval, pursuant to NGC Regulation 15.585.7-1, 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.

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

7. THAT for a period of two years Boomtown Hotel & Casino, Inc., is granted approval, pursuant to NGC Regulation 16.100(3), 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 22nd day of March 2001.