

RESOLUTION 2003-64

**A RESOLUTION CONCERNING FINANCING BY
PINNACLE ENTERTAINMENT, INC.**

The Indiana Gaming Commission (Commission) adopts the following resolution pursuant to the authority granted to it under IC 4-33 and pursuant to 68 IAC 1-2-6.

The Commission has considered the following factors:

1. Pursuant to IC 4-33-4-21, the Commission must review proposed debt transactions to ensure that the riverboat owner's license is not leased, hypothecated, or money is not borrowed or loaned against the riverboat owner's license.
2. By letter dated November 7, 2003, Pinnacle Entertainment, Inc. ("Pinnacle"), the parent company of Belterra Casino & Resort, the entity that holds a Riverboat Owner's License to operate a facility in Switzerland County, Indiana, requested approval of a Senior Credit Facility. The credit facility is for an amount up to \$300 million, and will replace Pinnacle's existing facility approved in Resolutions 2003-11 and 2003-26.
3. The credit facility will be comprised of two components, the first of which is a revolving credit facility in an amount up to \$75 million. The second component consists of a term loan B not to exceed \$250 million, up to \$75 million of which is a delayed draw loan to be drawn no later than 12 months following the closing. In no event would the combined components of the credit facility exceed \$300 million. The interest rate on the facility will not exceed LIBOR plus 4.5%.
4. Pinnacle requests a waiver of 68 IAC 5-3-2(b)(3), the two (2) meeting rule.

**NOW, THEREFORE, BE IT RESOLVED BY THE INDIANA GAMING
COMMISSION, THAT THE FOLLOWING RESOLUTION IS ADOPTED:**

SECTION 1: SCOPE

This resolution applies to Pinnacle Entertainment, Inc.

SECTION 2: DEFINITIONS

The definitions set forth in IC 4-33-2 and 68 IAC apply to this resolution.

SECTION 3: ACTION TAKEN ON REQUEST FOR APPROVAL OF FINANCING BY PINNACLE ENTERTAINMENT, INC.

The request for a waiver of 68 IAC 5-3-2(b)(3), the two (2) meeting rule is hereby:

APPROVED
APPROVED OR DISAPPROVED

and the request for approval of Pinnacle's \$300 million credit facility is hereby:

APPROVED
APPROVED OR DISAPPROVED

subject to the preparation of a financial analysis if deemed necessary by the Commission staff, and approval of the terms of the final draft and associated documents by the Commission staff.

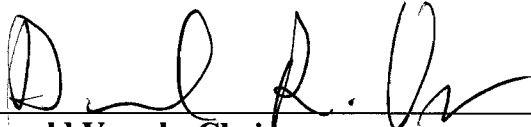
Adoption of this resolution and the approval of the proposed financing does not in any way constitute a waiver of the Commission's authority and ability to approve or disapprove any future changes in the ownership of the riverboat owner's license or assets incident thereto, which may occur in the event of a default.

SECTION 4: EFFECTIVE DATE.

This resolution is effective immediately.

ADOPTED THIS THE 14TH DAY OF NOVEMBER, 2003.

THE INDIANA GAMING COMMISSION:



Donald Vowels, Chair

ATTEST:



Thomas Milcarek, Secretary