

# AMERISTAR CASINOS, INC.

## Nominating Committee Charter

(Effective April 19, 2011)

### 1. Overview and Purpose.

The purpose, duties and responsibilities of the Nominating Committee (the “**Committee**”) of Ameristar Casinos, Inc. (the “**Company**”) are to identify individuals qualified to become members of the Company’s Board of Directors (the “**Board**”) (consistent with criteria approved by the Board); and recommend to the Board director candidates for election at the annual meeting of stockholders.

### 2. Composition.

The Committee shall consist of at least three members, and shall consist entirely of independent directors. For purposes hereof, an “independent” director is a director who meets the definition of being an “independent director” under the Nasdaq Listing Standards, as determined by the Board. The members of the Committee shall be appointed by the Board and shall serve on the Committee at the discretion of the Board. The Board may designate a Chairman of the Committee (the “**Chairperson**”). In the absence of the Board’s designation of a Chairperson, the members of the Committee may designate a Chairperson by majority vote of the full Committee. Any member of the Committee shall recuse himself or herself from any proceeding of the Committee or vote taken by the Committee in which that member has the type of interest addressed in Section 78.140 of the Nevada Revised Statutes.

### 3. Meetings.

(a) The Committee shall meet at least annually in conjunction with a regularly scheduled meeting of the Board, and may meet more frequently as often as may be deemed necessary or appropriate, in its judgment, either in person or telephonically, and at such times and places as the Committee determines. A majority of the members of the Committee constitutes a quorum. The Committee will report regularly to the full Board with respect to its activities. At its discretion, the Committee shall have the right to meet in executive session without any members of management present.

(b) The Committee will have the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including any search firm used to identify director candidates, and to approve the fees and other retention terms of any advisors retained by the Committee.

(c) Minutes of each meeting of the Committee shall be prepared at the direction of the Chairperson and shall be approved by the Committee at a subsequent Committee meeting. The minutes shall be maintained with the Company’s minute books.

(d) The Committee shall conduct its affairs pursuant to and in accordance with the applicable provisions in effect from time to time of the Nevada General Corporation Law (Chapter 78 of the Nevada Revised Statutes) and the Articles of Incorporation and Bylaws of the Company insofar as they relate to committees of the Board.

**4. Duties and Responsibilities.**

Among its specific duties and responsibilities, the Committee will:

(a) Develop and recommend to the Board criteria for identifying and evaluating director candidates.

(b) Identify, review the qualifications of, and recruit candidates for election to the Board.

(c) Assess the contributions of incumbent directors, and, if appropriate, their independence, in determining whether to recommend them for reelection to the Board.

(d) Have the authority to establish a procedure for the consideration of Board candidates recommended for the Committee's consideration by the Company's stockholders.

(e) Recommend to the Board the Company's candidates for election or reelection to the Board at each annual stockholders' meeting.

(f) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

(g) Recommend to the Board candidates for appointment to Board committees and consider, to the extent appropriate taking into account the respective qualifications of the directors among other factors, periodically rotating directors among the committees.

(h) Review directorships in other public companies held by or offered to directors and senior officers of the Company.

(i) Annually evaluate the performance of the Committee and the adequacy of the Committee's charter.

**5. Transitional Provision for 2011 Annual Meeting of Stockholders.**

Immediately prior to the adoption of this charter, the Company was a "controlled company" under the Nasdaq Listing Standards and was neither required to have nor had a nominating committee. The candidates for reelection at the 2011 annual meeting of stockholders were nominated by the Board in January 2011. The adoption of this charter is not intended to impose any duties or responsibilities on the Committee in respect of the nomination of director candidates for the 2011 annual meeting of stockholders.