

Mail Stop 3561

October 11, 2006

Via Fax & U.S. Mail

Mr. Jeffrey P. Jacobs, Chief Executive Officer  
Jacobs Entertainment, Inc.  
17301 West Colfax, Suite 250  
Golden, Colorado 80401

**Re: Jacobs Entertainment, Inc.  
Form 10-K for the year ended December 31, 2005  
Filed March 29, 2006  
Form 10-Q for the quarter ended June 30, 2006  
Filed August 14, 2006  
File No. 333-88242**

Dear Mr. Jacobs:

We have reviewed your filings and have the following comments. Unless otherwise indicated, we think you should revise your document in future filings in response to these comments. If you disagree, we will consider your explanation as to why our comment is inapplicable or a revision is unnecessary. Please be as detailed as necessary in your explanation. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filing. We look forward to working with you in these respects. We welcome any questions you may have about our comments or any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Please respond to confirm that such comments will be complied with, or, if certain of the comments are deemed inappropriate, advise the staff of your reason. Your response should be submitted in electronic form, under the label "corresp" with a copy to the staff. Please respond within ten (10) business days.

Annual Report on Form 10-K for the year ended December 31, 2005

Notes to Consolidated Financial Statements, page F-7

Note 2. Significant Accounting Policies, page F-8

Reclassifications, page F-10

1. We note from your disclosure on page F-8 that restricted cash amounts are related to amounts due under horsemen's associations and for purses paid in races. It appears as though such uses relate to your operations. Please note that the cash flows relating to restricted cash generally should be reported in the cash flows statement within the categories (cash, operating or investing) that they would be reported in if there were no restrictions. Please tell us the nature of this reclassification addressing for what purposes the restricted cash is used. Include the accounting literature that supported your conclusion to reclassify these amounts.

Note 4. Sale of Debt and Acquisitions, page F-12

2. Please explain why a distribution of \$22,500 has been recorded in your statement of equity in connection with the acquisition of the three truck plazas acquired under the common control relationship. We note that a \$22,500 distribution was recorded, however, it appears as though the difference between the cash paid and the assets acquired would be the portion recorded as a distribution or reduction of equity in the amount of \$12,380. Please advise or revise. This matter should also be address with regard to the June 16, 2006 transaction with Jacobs discussed in Note 7 to the Form 10-Q for the quarter ended June 30, 2006.
3. Please also clarify in the third paragraph of note 9, how the capital contributed by the seller is related to this transaction.

Note 11. Commitments and Contingencies, page F-20

4. Please provide us with further details on the routine litigation to which you refer in the last paragraph of this note. Clarify in your response if you have amounts accrued in relation to these contingencies and whether any amounts are offset by expected insurance proceeds. We may have further comment upon receipt of your response.

Mr. Jeffrey P. Jacobs, CEO  
Jacobs Entertainment, Inc.  
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Exhibits

5. Please revise to include exhibit 12, Ratio of Earnings to Fixed Charges or tell us why you are not required to do so. Please refer to Items 503(d) and 601(b)(12) of Regulation S-K.

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We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comments on your filing.

You may contact Heather Tress at 202-551-3624 or me at 202-551-3813 if you have questions regarding comments on the financial statements and related matters. Please contact me at 202-551-3813 with any other questions.

Sincerely,

Linda Cvrkel  
Branch Chief