

DAVIS, COWELL & BOWE LLP
595 Market Street, Suite 1400
San Francisco, CA 94105
Telephone: (415) 597-7200
Facsimile: (415) 597-7201

DCB FILE NO:

FAX COVER SHEET

Please deliver the following page(s)

TO: Peggy Kim, Esq. FAX NO. 202-772-9203
Special Counsel
Office of Mergers & Acquisitions

FROM: April 8, 2010

RE: *Pinnacle Entertainment : AFL-CIO proxy*

DATE: April 8, 2010

MESSAGE:

Total number of pages excluding this page: 10

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FACSIMILE: (415) 597-7201

Operator:

DAVIS, COWELL & BOWE, LLP

Counselors and Attorneys at Law

San Francisco

April 8, 2010

595 Market Street, Suite 1400
 San Francisco, California 94105
 415.597.7200
 Fax 415.597.7201

By EDGAR and FAX
202-772-9203

Peggy Kim, Esq.
 Special Counsel
 Office of Mergers & Acquisitions
 Division of Corporation Finance
 Securities & Exchange Commission
 Washington D.C. 20549-3628

RE: Pinnacle Entertainment: AFL-CIO proxy

Dear Ms. Kim:

Thank you for your comments. The Company's recent SEC filings reflecting its recent adoption of most of three of our four proposals should minimize the burden on you of further review, as we notified the Company we are withdrawing those three proposals and thus pursuing just the "say on pay" proposal. Here are our responses to your specific numbered comments:

1. We confirm that we are awaiting the mailing of the Company's proxy materials before sending our own.
2. We have added the requested description to the draft attached.
3. We have added that number.
4. We have revised to say "later-dated" card.
5. We revised to note that UNITE HERE will not be a participant, as it is not contributing any staff nor special funding, but merely pays on the same basis into the AFL-CIO as all other AFL-CIO-affiliated unions do. We included description of its dispute only in an abundance of caution (so that the Company could not accuse of improperly withholding information).
6. So revised.
7. So revised.
8. So revised.

Barry S. Jellison (CA)
 Steven L. Stemer man (CA, NV)
 Richard G. McCracken (CA, NV)
 W. David Holsberry (CA, NV)
 Elizabeth Ann Lawrence (CA, NV, AZ)
 Andrew J. Kahn (CA, NV, AZ)
 John J. Davis, Jr. (CA)
 Florence E. Culp (CA, NV)
 Kristin L. Martin (CA, NV, HI)
 Eric B. Myers (CA, NV)
 Paul L. More (CA, NV)
 Winifred Kao (CA, DC)
 Sarah Varela (CA, AZ)
 Sarah Grossman-Swenson (CA)
 Adam J. Zapala (CA)
 Sophia Lai (CA)

Robert P. Cowell (1931-1980)
 of counsel:
 Philip Paul Bowe (CA)
 J. Thomas Bowen (CA, NV)
 Mark Brooks (TN)

**McCracken, Stemer man
 & Holsberry**

1630 S. Commerce Street, Suite A-1
 Las Vegas, Nevada 89102
 702.386.5107
 Fax 702.386.9848

DAVIS, COWELL & BOWE, LLP

Peggy Kim, Esq.

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April 8, 2010

We intend to release our final immediately after the Company's statement is put into final which we expect to be 4/12. Please contact us immediately if that will be a problem for you.

This is to confirm that our office and AFL-CIO are responsible for the adequacy and accuracy of the disclosures in the filing, that SEC Staff comments or changes in disclosure in response to Staff comments do not foreclose the Commissioner from taking any action with respect to the filing, and that AFL-CIO and our office may not assert Staff comments as a defense in any proceeding initiated by the Commission or any person of the federal securities laws of the United States.

Thank you once again for your prompt review of these materials.

Sincerely,



Andrew Kahn

Attorney for AFL-CIO

AJK:ja

Attachment

**PRELIMINARY PROXY STATEMENT
INDEPENDENT SHAREHOLDER SOLICITATION**

For the Annual Meeting of Stockholders
Pinnacle Entertainment, Inc. (NYSE: PNK)
[LOCATION]

May 11, 2010 at 10am

First released to shareholders:

April [12], 2010

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American Federation of Labor and
Congress of Industrial Organizations (the "AFL-CIO")
Attn: AFL-CIO Office of Investment
815 16th Street NW
Washington, D.C. 20006
Telephone: 202-637-3900
Fax: 202-508-6992

Dear Fellow Pinnacle Entertainment, Inc. Shareholders:

We are writing to urge you to support a proposal that we believe will strengthen corporate governance at Pinnacle Entertainment, Inc. (the "Company"). The proposal requests the Board of Directors take the necessary steps to

adopt an annual advisory vote by shareholders on executive compensation.

A full description of this proposal follows below. We believe that this reform will promote shareholder value and increase management accountability. In our view, this reform is especially important in light of the Company's disappointing results:

- Our Company's stock has substantially underperformed the Dow Jones US Gambling Index. According to the Company's most recent Form 10-K filed on February 26, 2010 (the "10-K"), a \$100 investment in our Company's stock at the end of 2004 would be worth only \$45.40 at the end of 2009. During this five year period, an investment in the Dow Jones US Gambling Index (including dividend reinvestment) would have declined in market value by 29%, whereas an investment in our Company's stock would have declined 55%.
- Our Company's financial performance has deteriorated over the past two years. The Company suffered a \$258.3 million net loss in 2009 and a \$322.6 million net loss in 2008. A significant portion of these losses is attributable to our Company's investment in Atlantic City, New Jersey and the Company's subsequent decision to suspend development of this property. Over the past two years, the Company has recorded a total of \$356.7 million in impairment of land and development costs related to this project. (Company 10-K).
- Our Company recently underwent a difficult CEO succession process. Former Company Chairman and CEO Daniel Lee resigned after the Missouri Gaming Commission launched an investigation to determine whether Mr. Lee had threatened an elected official

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(1) amend the bylaws to require that an independent director serve as Chairman, ¶
(2) amend the bylaws to require that directors be elected by a majority of votes cast, ¶
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(4) adopt a policy to prohibit certain tax gross-up payments to executives and directors. ¶

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over a casino zoning vote. ("Pinnacle CEO resigns," St. Louis Business Journal, November 9, 2009). After operating for four months with an interim CEO, the Company hired Anthony Sanfilippo as CEO. (Company Press Release, March 15, 2010).

- Our Company is losing a potentially valuable gaming license for one of its casinos in Saint Louis, Missouri. On January 27, 2010, the Missouri Gaming Commission issued a preliminary order to revoke the Company's gaming license for the President Casino. The preliminary order alleged that the President Casino's offerings and revenues had been purposefully downgraded. (Company 10-K). The Company agreed to settle the preliminary order by surrendering the President Casino's gaming license. (Company Press Release, March 10, 2010).

In light of these facts, we believe that the Company would strongly benefit from instituting a corporate governance reform that promotes greater accountability to shareholders. In our opinion, adoption of this proposal will cause the Company's management and directors to better focus on the central goal of restoring shareholder value at the Company.

WE RECOMMEND THAT YOU VOTE "FOR" THE FOLLOWING PROPOSAL,

ANNUAL ADVISORY VOTE ON EXECUTIVE PAY ITEM # 4 ON THE AFL-CIO'S [COLOR] PROXY CARD

Shareholders are asked to consider and vote upon a resolution to recommend that the Board of Directors take the necessary steps to adopt an annual advisory vote by shareholders on executive compensation:

RESOLVED: The stockholders of Pinnacle Entertainment, Inc. (the "Company") recommend that the Board of Directors adopt a policy requiring that the proxy statement include a proposal, submitted and supported by the Board of Directors, seeking an advisory vote of shareholders to ratify and approve the report of the Compensation Committee and the executive compensation policies and practices described in the Company's Compensation Discussion and Analysis.

Supporting Statement

We believe that investors are increasingly concerned with executive compensation issues including the overall size of executive pay packages and whether executive pay incentives are aligned with the interests of shareholders. If implemented, this proposal will give our Company's shareholders a "say-on-pay" by requiring a non-binding vote on executive compensation packages at each annual meeting of stockholders.

In our view, our Company's stockholders have a strong interest in linking executive compensation to performance given our Company's poor stock performance over the past five years. Submitting our Company's executive compensation practices to an annual advisory vote would give the Board of Directors useful information about whether our Company's stockholders approve of how our Company pays its senior executives.

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Deleted: Although these corporate governance issues are not free from debate, the proposals (described below) are recognized by many institutional investors and corporate governance experts as basic elements of good corporate governance.

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REQUIRE AN INDEPENDENT BOARD CHAIRMAN¶
ITEM #3 ON THE AFL-CIO'S [COLOR] PROXY CARD¶

¶ Shareholders are asked to consider and vote upon a resolution to recommend that the Board of Directors take the necessary steps to amend the bylaws to require that an independent director serve as Chairman.¶

¶ **RESOLVED:** The stockholders of Pinnacle Entertainment, Inc. (the "Company") recommend that the Board of Directors take the steps necessary to amend the Company's bylaws to require that an independent director, who has not previously served as an executive officer of the Company, be its Chairman. The amended bylaws should be implemented so as not to violate any contractual obligations. The amended bylaws should also specify the process for selecting a new independent Chairman if the current Chairman ceases to be independent or if no independent director is available and willing to serve as Chairman.¶

¶ **Supporting Statement¶**

¶ We believe it is the responsibility of the Board of Directors to protect shareholders' long-term interests by providing independent oversight of management in directing the Company's business and affairs. In our view, when the CEO serves as Chairman, this arrangement may hinder the ability of the Board of Directors to monitor the CEO's performance and to provide the CEO with objective feedback and guidance. ¶

¶ In past years, our Company has combined the positions of Chairman and CEO. Former Company Chairman and CEO Daniel Lee served as Chairman and CEO from April 2002 until his resignation from the Company. (Company Proxy Statement filed April 15, 2009). We believe that our Company could have benefited from having an independent director rather than Mr. Lee serve as Chairman during this period.¶

¶ In our opinion, the designation of a lead independent director is not an adequate substitution for an ¶

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The United Kingdom, Australia, the Netherlands, Norway and Sweden have adopted statutes requiring shareholder votes on executive compensation. ("Say-on-Pay": Linking Executive Pay to Performance," *New York Law Journal*, September 24, 2008). The U.S. Treasury has proposed legislation to Congress to require that all U.S. publicly traded companies give shareholders a "say-on-pay." ("Administration's Regulatory Reform Agenda Moves Forward: Say-On-Pay," US Department of the Treasury, July 16, 2009).

Many companies in the United States have started to submit their executive compensation practices to a vote by shareholders. Two dozen companies have voluntarily agreed to conduct say-on-pay annual votes. And more than 300 financial companies who received financial assistance from the Troubled Asset Relief Program have been required to hold "say-on-pay" votes under the American Recovery and Reinvestment Act of 2009. ("2009 RiskMetrics Group Postseason Report," RiskMetrics Group, October 2009).

We believe that a "say-on-pay" vote is particularly warranted at our Company given its past executive compensation practices. In 2009, our Company paid its former Chairman and CEO Daniel Lee approximately \$4.5 million in total compensation, including a \$2.8 million severance payment. In 2008, Mr. Lee received nearly \$5.5 million in total compensation. (Company Preliminary Proxy Statement filed April 2, 2010). In our opinion, these high compensation levels rewarded Mr. Lee for our Company's poor stock price performance during this two year period.

We disagree with the Company's assertion that an advisory vote is not an "effective way to communicate stockholder opinions regarding executive compensation." (Company Preliminary Proxy Statement filed April 2, 2010). In our view, a "say-on-pay" vote would encourage the Board of Directors to be more proactive in seeking out shareholders' views regarding executive compensation matters. We believe that the Board of Directors should not passively wait for shareholders to raise concerns before the Board of Directors takes necessary actions.

We believe that our Company's Board of Directors has been too slow to adopt best practices in executive compensation. For example, the Compensation Committee of our Company's Board of Directors only recently adopted a policy against paying executives certain tax gross-ups. This policy was adopted after the AFL-CIO notified the Company that it intended to solicit proxies for a proposal regarding this issue. (Company Preliminary Proxy Statement filed April 2, 2010). As described below, the AFL-CIO has since withdrawn the proposal on tax gross-ups.

BACKGROUND INFORMATION ABOUT THE SOLICITATION

On February 2, 2010, the AFL-CIO notified the Company that it intended to solicit proxies at the Company's 2010 annual shareholder meeting for the above proposal urging an annual advisory vote on executive pay and for three additional proposals requesting that the Board of Directors take the necessary steps to:

- amend the bylaws to require that an independent director serve as Chairman,
- amend the bylaws to require that directors be elected by a majority of votes cast, and
- adopt a policy to prohibit certain tax gross-up payments to executives and directors.

The AFL-CIO withdrew these three additional proposals in response to certain changes made by the Board of Directors. On March 29, 2010, the Board of Directors amended its Bylaws to provide for majority voting in director elections, and to prohibit the Company's Chief Executive Officer or any other current employee of the Company from being elected as Chairman of the Board. (Company Form 8-K filed April 2, 2010). The Company has also disclosed that the Compensation Committee of the Board of Directors has adopted a policy prohibiting certain tax gross-up payments. (Company Preliminary Proxy Statement filed April 2, 2010).

I. VOTING PROCEDURES:

PLEASE USE THE ENCLOSED [COLOR] PROXY CARD TO VOTE FOR OUR PROPOSAL. YOU SHOULD ALSO HAVE RECEIVED A PROXY CARD FROM MANAGEMENT. IF YOU SUPPORT OUR PROPOSAL, DO NOT SEND BACK MANAGEMENT'S CARD UNLESS IT LETS YOU VOTE FOR THIS PROPOSAL. ANY PROXY CARD YOU HAVE SIGNED IS CANCELLED OUT BY SUBMITTING A LATER-DATED PROXY CARD.

We intend to solicit at least a majority of the voting power of the Company's outstanding stock. In order to vote for our proposal, you will need to return our proxy card unless management gives you the specific opportunity to vote for or against this proposal on its proxy card. A proxy vote may be revoked any time prior to the shareholders meeting by signing and submitting a later-dated proxy card, by sending written notice of revocation to the proxy holder, or by appearing at the meeting and voting in person.

The record date for eligibility to vote is [March 15,] 2010. As of such date there were 60,211,186 shares outstanding. We are not nominating candidates to the Board, nor will we seek any discretionary voting authority for the meeting, meaning that we will vote all proxy cards strictly as you direct, and if matters come up on which you have not given us instructions, we will not vote your shares on those matters. We do not anticipate any matters to be raised at the meeting other than what are already in the Company's proxy statement, as the Company's bylaws require advance notice be given management of any matters to be raised at the meeting. The Company is proposing to amend its incentive plan and seeks ratification of Ernst & Young as its auditors. We make no recommendations on such proposals. We incorporate by reference all information concerning these proposals, the board of directors and voting procedures contained in management's proxy statement at pages [1-14 and 47-56].

II. INFORMATION ABOUT THE PARTICIPANTS IN THIS SOLICITATION:

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PROHIBIT CERTAIN TAX GROSS-UP
PAYMENTS¶
ITEM # 6 ON THE AFL-CIO'S [COLOR] PROXY
CARD¶

¶
Shareholders are asked to consider and vote upon a resolution to recommend that the Board of Directors take the necessary steps to adopt a policy to prohibit certain tax gross-up payments to executives and directors.¶

¶
RESOLVED: The stockholders of Pinnacle Entertainment, Inc. (the "Company") recommend that the Compensation Committee of the Board of Directors adopt a policy that the Company will not provide to its senior executives or directors any tax gross-up payment ("Gross-up"), except for Gross-ups provided pursuant to a plan, policy or arrangement applicable to employees of the Company generally. For purposes of this proposal, a Gross-up is defined as any payment to or on behalf of a senior executive or director whose amount is calculated by reference to an actual or estimated tax liability. The policy should be implemented in a way that does not violate any existing contractual obligation of the Company or the terms of any compensation or benefit plan currently in effect.¶

¶
Supporting Statement¶

¶
We believe that our Company's executives and directors should be responsible for paying their own tax obligations and not the stockholders. In our opinion, the payment of tax gross-ups on executive perks and golden parachutes is not related to performance. Instead, we would prefer that the money for tax gross-ups be spent on performance-based compensation, reinvested into the Company, or returned to the stockholders.¶

¶
Our Company has paid its senior executives tax gross-up payments for certain prerequisites that are taxable. For example, in 2008 our Company's former CEO Daniel Lee received \$17,902 in tax gross-ups related to his family's use of corporate aircraft on 10 occasions to travel to Company events such as New Year's Eve. In addition, in 2008 all of the Company's named executive officers received tax gross-up payments for executive medical ... [21]

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This solicitation is made by the AFL-CIO and its employees, agents or persons who are authorized to act on the AFL-CIO's behalf, none of whom will receive additional compensation for this solicitation. The AFL-CIO is a federation of 57 labor unions who represent 11.5 million union members. The AFL-CIO is the record and beneficial owner of 600 shares of the Company's common stock. The AFL-CIO has no other known direct or indirect interests in the finances of the Company, but believes it likely that affiliated unions of the AFL-CIO and their affiliated pension and employee benefit funds also own stock in the Company. The AFL-CIO Office of Investment, a department of the AFL-CIO, provides research and assistance in support of shareholder advocacy and corporate governance initiatives by collectively-bargained pension and employee benefit funds. The AFL-CIO and the AFL-CIO Office of Investment are located at 815 16th Street, NW, Washington, D.C. 20006.

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One of the unions affiliated with the AFL-CIO is UNITE HERE. UNITE HERE is a labor union representing casino, hospitality and service workers in North America. UNITE HERE is a record owner of 330 shares of the Company's common stock. UNITE HERE has a labor dispute with the Company as described in the Company's Form 10-K dated February 26, 2010. UNITE HERE's affiliate in St. Louis, Missouri represents certain workers at the President Casino (owned by the Company) and began negotiating a collective bargaining agreement at HotelLumière (also owned by the Company) in 2008. In May 2009, the Company notified UNITE HERE that the agreement for HotelLumière was no longer in effect and that the collective bargaining agreement for the President Casino was being terminated. In response, UNITE HERE filed unfair labor practice charges with the National Labor Relations Board (the "NLRB"). In August 2009, the Company rejected a proposed settlement with the NLRB. The NLRB is considering whether to seek an injunction. UNITE HERE is not soliciting proxies in this matter nor paying anything additional to AFL-CIO for this solicitation (it like all AFL-CIO affiliates pays a regular per capita payment to the AFL-CIO), and accordingly we do not believe it constitutes a participant in this solicitation. Regardless of the outcome of the labor dispute, AFL-CIO will vote all proxies received in accordance with the instructions of the shareholder providing the proxy card. We do not seek your support in labor matters, and do not believe that the adoption of the AFL-CIO's shareholder proposal will have any impact on such matters.

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The AFL-CIO will bear all costs in connection with this solicitation and will not seek reimbursement of the costs of the solicitation from the Company. Proxies will be solicited by mail, electronic mail, the Internet, telephone, facsimile and in person. The AFL-CIO will reimburse banks, brokers, and other custodians, nominees or fiduciaries for reasonable expenses incurred in forwarding proxy material to beneficial owners. Costs incidental to this solicitation, including expenditures for printing, postage, legal and related expenses are expected to be approximately \$10,000.

III. YOUR RIGHT TO MAKE SHAREHOLDER PROPOSALS

If a shareholder has owned more than \$2,000 worth of stock for more than a year and meets the other criteria of Rule 14a-8 of the Securities Exchange Act of 1934, he or she then has a legal right to have a proposal appear in management's proxy statement and card. The deadline for shareholders to submit proposals for inclusion in management's proxy statement for the 2010 annual meeting of stockholders was December 16, 2009.

IV. EXECUTIVE COMPENSATION/SECURITY OWNERSHIP OF MANAGEMENT AND
5% OWNERS

We incorporate by reference the information contained in management's proxy statement at
pages [11-55].

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IF YOU HAVE ANY QUESTIONS, PLEASE CALL THE AFL-CIO OFFICE OF
INVESTMENT AT (202) 637-3900.

[PRELIMINARY] PROXY CARD**Independent Solicitation****Solicited by the AFL-CIO**

for the Annual Meeting of Stockholders of Pinnacle Entertainment, Inc.

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The undersigned hereby designates Daniel Pedrotty and Brandon Rees, or either of them, with full power of substitution, as the proxy of the undersigned for the sole purpose of voting all stock of the undersigned in the manner marked below at the Pinnacle Entertainment, Inc. annual meeting of stockholders for 2010. This proxy card grants no discretionary voting authority: if matters come before the meeting other than the items below, the stock of the undersigned will not be voted on such matters.

1. ELECTION OF DIRECTORS☐ FOR ALL NOMINEES.☐ WITHHOLD ALL NOMINEES☐ WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE. WRITE NAME(S) OF NOMINEES BELOW:

AFL-CIO MAKES NO RECOMMENDATION ON THE DIRECTORS ELECTION

2. Management Proposal to amend the Company's 2005 Equity and Performance Incentive Plan.☐ FOR☐ AGAINST☐ ABSTAIN

AFL-CIO MAKES NO RECOMMENDATION ON THIS PROPOSAL.

3. Management Proposal to ratify appointment of the Company's independent auditors for the 2010 fiscal year.☐ FOR☐ AGAINST☐ ABSTAIN

AFL-CIO MAKES NO RECOMMENDATION ON THE RATIFICATION OF THE AUDITOR

THE AFL-CIO URGES A VOTE FOR THE FOLLOWING SHAREHOLDER PROPOSAL;

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FOR THIS PROPOSAL: []

AGAINST THIS PROPOSAL: []

ABSTAIN: []

4

To recommend that the Board of Directors take the necessary steps to amend the bylaws to require that directors be elected by a majority of votes cast

FOR THIS PROPOSAL: []

AGAINST THIS PROPOSAL: []

ABSTAIN: []

4. To recommend that the Board of Directors take the necessary steps to adopt an annual advisory vote by shareholders on executive compensation.

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FOR THIS PROPOSAL:
AGAINST THIS PROPOSAL:
ABSTAIN:

If no direction is made above, AFL-CIO will vote this card FOR the above shareholder proposal (Item # 4) and not vote in the election of directors (Item # 1) nor on auditor ratification or incentive plan amendments (Items # 2 and 3).

Dated: _____

SIGNATURE: _____

PRINT: _____

NAME: _____

TITLE (if shares not held in above name): _____

This card can be returned in the enclosed envelope or faxed to (202) 508-6992.

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¶
FOR THIS PROPOSAL.¶
AGAINST THIS PROPOSAL.¶
ABSTAIN.¶

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