

Mail Stop 3561

January 11, 2007

Via U.S. Mail

Lyle Berman  
Chief Executive Officer  
Lakes Entertainment, Inc.  
130 Cheshire Lane, Suite 101  
Minnetonka, MN 55305

**Re: Lakes Entertainment, Inc.  
Registration Statement on Form S-3  
Filed January 3, 2007  
File No. 333-139783**

Dear Mr. Berman,

We have limited our review of your filing to those issues we have addressed in our comments. Where indicated, we think you should revise your document 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.

General

1. We note that you are registering an indeterminate number of shares because the conversion price of the preferred shares may be adjusted. Please note that Rule 416 covers only stock splits, stock dividends and similar transactions and does not cover the resale of an indeterminate number of shares resulting from the floating conversion rate to which you refer. Please see Interpretation 3S of the Securities Act portion of the March 1999 supplement to the manual of publicly available CF

telephone interpretations for guidance. Accordingly, please revise to register the maximum number of shares you think may be issuable pursuant to the registration rights agreement based on a good-faith estimate and, if the estimate turns out to be insufficient, file a new registration statement to register the additional shares for resale.

2. Please provide a clearer and more detailed discussion of the material terms of the conversion of outstanding shares of series A convertible preferred stock.

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As appropriate, please amend the registration statement in response to these comments. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested supplemental information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filings reviewed by the staff to be certain that they have provided all information investors require for an informed 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.

Notwithstanding our comments, in the event the company requests acceleration of the effective date of the pending registration statement, it should furnish a letter, at the time of such request, acknowledging that

- Should the Commission or the staff, acting pursuant to delegated authority, declare the filing effective, it does not foreclose the Commission from taking any action with respect to the filing;
- The action of the Commission or the staff, acting pursuant to delegated authority in declaring the filing effective, does not relieve the company from its full responsibility for the adequacy and accuracy of the disclosure in the filing; and
- The company may not assert this action 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 connection with our review of your filing or in response to our comments on your filing.

We will consider a written request for acceleration of the effective date of the

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registration statement as a confirmation of the fact that those requesting acceleration are aware of their respective responsibilities under the Securities Act of 1933 and the Securities Exchange Act of 1934 as they relate to the proposed public offering of the securities specified in the above registration statement. We will act on the request and, pursuant to delegated authority, grant acceleration of the effective date.

We direct your attention to Rules 460 and 461 regarding requesting acceleration of a registration statement. Please allow adequate time after the filing of any amendment for further review before submitting a request for acceleration. Please provide this request at least two business days in advance of the requested effective date.

Please contact H. Yuna Peng at (202) 551-3391 with any questions.

Regards,

Max A. Webb  
Assistant Director

cc: Jean M. Davis, Esq.  
Fax: (612) 632-4444