

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

AMERICAN CASINO & ENTERTAINMENT PROPERTIES LLC

(Registration) \_\_\_\_\_

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on May 4, 2011, and before the Nevada Gaming Commission (“Commission”) on May 19, 2011, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The application of American Casino & Entertainment Properties LLC for an amendment to its Order of Registration, and

b. The applications of Alan Steven Kava and Peter Andrew Weidman for findings of suitability as beneficial owners and controlling beneficial owners of American Casino & Entertainment Properties LLC.

2. THAT the Second Revised Order of Registration of American Casino & Entertainment Properties LLC dated January 21, 2010, is hereby amended and restated in its entirety, by this Third Revised Order of Registration.

3. THAT American Casino & Entertainment Properties LLC is registered as a publicly traded corporation, is found suitable as the manager of Charlie's Holding LLC, and is found suitable as the sole member of Charlie's Holding, LLC, Aquarius Gaming LLC and Stratosphere LLC.

4. THAT W2007/ACEP Managers Voteco LLC is registered as a holding company, is found suitable as the sole owner of voting securities of American Casino & Entertainment Properties LLC, and is granted approval for an acquisition of control of American Casino & Entertainment Properties LLC.

5. THAT Alan Steven Kava and Peter Andrew Weidman are each found suitable as beneficial owners and controlling beneficial owners of American Casino & Entertainment Properties LLC.

6. THAT Stratosphere LLC is registered as an intermediary company and is found suitable as the sole member of Stratosphere Gaming LLC.

7. THAT Charlie's Holding, LLC is registered as an intermediary company and is found suitable as the sole member and manager of Fresca, LLC and Arizona Charlie's, LLC.

8. THAT Stratosphere Gaming LLC, dba Stratosphere Tower, Casino & Hotel, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 2000 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT Stratosphere Gaming LLC is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT Arizona Charlie's, LLC, dba Arizona Charlie's – Decatur is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a

race book and sports pool, at 750 South Decatur Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Arizona Charlie's, LLC is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT Fresca, LLC, dba Arizona Charlie's East Hotel & Casino is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 4575 S Boulder Highway, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

13. THAT Aquarius Gaming LLC is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 1900 South Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission.

14. THAT Aquarius Gaming LLC is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

15. THAT American Casino & Entertainment Properties LLC is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of 11% Senior Secured Notes Due 2014, pursuant to and as fully described in the Securities and Exchange Commission ("SEC") Form S-4 Registration Statement, as amended (SEC Registration No. 333-162228).

16. THAT the approval set forth in Paragraph 15 above is specifically conditioned as follows:

a. That American Casino & Entertainment Properties LLC shall keep the Board's Corporate Securities Division continuously and promptly informed as to the progress of the public offering and as to any other event that would have a material effect on American Casino & Entertainment Properties LLC or its subsidiaries which would be subject to reporting on SEC Form 8-K; and

b. That the approvals granted herein may be rescinded without prior notice upon the issuance of an interlocutory stop issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

17. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in Paragraph 16(b) above.

18. THAT American Casino & Entertainment Properties LLC shall maintain its Gaming Compliance Plan ("Plan") for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by American Casino & Entertainment Properties LLC, its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act ("the Act"), as amended, the Commission's Regulations, as amended ("the Regulations"), and the laws and regulations of any other jurisdictions in which American Casino & Entertainment Properties LLC, its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable in the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Furthermore, upon request of the Chairman of the Board or his designee, American Casino & Entertainment Properties LLC shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board or his designee related to a review of activities relevant to the continuing qualifications of American Casino & Entertainment Properties LLC, under the provisions of the Act and Regulations. W2007/ACEP Managers Voteco, LLC shall also comply with the Special Compliance Plan of WH/LVH Managers VoteCo, LLC, as it relates to compliance with the terms of the agreement dated January 31, 2010, between The Goldman Sachs Group, Inc., Goldman

Sachs & Co., Alan Steven Kava and Peter Andrew Weidman. Further, the Plan shall include a provision to monitor the activities of Highgate Holdings, Inc. and its subsidiaries and affiliates, as it relates to any involvement with American Casino & Entertainment Properties LLC, and its subsidiaries and affiliates, outside the terms of the consulting agreement between American Casino & Entertainment Properties LLC and Highgate Hotels, L.P.

19. THAT American Casino & Entertainment Properties LLC shall fund and maintain with the Board a revolving fund in the amount of \$25,000, for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of American Casino & Entertainment Properties LLC, its subsidiaries and affiliated companies.

20. THAT Alan Steven Kava and Peter Andrew Weidman shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in W2007/ACEP Managers Voteco, LLC held by them or any other security held by them that is convertible or exchangeable into a membership interest in W2007/ACEP Managers Voteco, LLC.

21. THAT W2007/ACEP Holdings, LLC shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in American Casino & Entertainment Properties LLC held by it or any other security held by it that is convertible or exchangeable into a membership interest in American Casino & Entertainment Properties LLC.

22. THAT each of Strat Hotel Investor, L.P., Whitehall Parallel Global Real Estate Limited Partnership 2007, MLQ Stratosphere, LLC and W2007 Finance Sub, LLC shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in W2007/ACEP Holdings, LLC held by it or any

other security held by it that is convertible or exchangeable into a membership interest in W2007/ACEP Holdings, LLC.

23. THAT WH Parallel Advisors, L.L.C. 2007 shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect partnership interest in Whitehall Parallel Global Real Estate Limited Partnership 2007 held by it or any other security held by it that is convertible or exchangeable into a partnership interest in Whitehall Parallel Global Real Estate Limited Partnership 2007.

24. THAT each of Whitehall Street Global Real Estate Limited Partnership 2007 and Whitehall Street Global Real Estate Employee Master Fund 2007, L.P. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in W2007 Finance Sub, LLC held by it or any other security held by it that is convertible or exchangeable into a membership interest in W2007 Finance Sub, LLC.

25. THAT WH Advisors, L.L.C. 2007 shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect partnership interest in Whitehall Street Global Real Estate Limited Partnership 2007 held by it or any other security held by it that is convertible or exchangeable into a partnership interest in Whitehall Street Global Real Estate Limited Partnership 2007.

26. THAT Whitehall Street Employee Funds 2007 GP, L.L.C. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect partnership interest in Whitehall Street Global Real Estate Employee Master Fund 2007, L.P. held by it or any other security held by it that is convertible or exchangeable into a partnership interest in Whitehall Street Global Real Estate Employee Master Fund 2007, L.P.

27. THAT The Goldman Sachs Group, Inc. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect interest

in MLQ Stratosphere, LLC held by it or any other security held by it that is convertible or exchangeable into an interest in MLQ Stratosphere, LLC, provided however, that the sale, assignment, transfer, pledge or other disposition of such interests to any entity that is a wholly-owned direct or indirect subsidiary of The Goldman Sachs Group, Inc. may be made without approval, conditioned that such transaction be reported by the transferor to the Board within thirty (30) days of its consummation together with a report of the date of the transaction, the percentage of interest transferred, the name of the transferee and any such other information as the Board may require.

28. THAT, except for transfers amongst themselves, each of Mahmood Khimji, Norwich GP, LLC, and Park Lane Holdings, LLC shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect partnership interest in Strat Hotel Investor, L.P. held by it or any other security held by it that is convertible or exchangeable into a partnership interest in Strat Hotel Investor, L.P. In the event of any transfer amongst Mahmood Khimji, Norwich GP, LLC, and Park Lane Holdings, LLC, notification shall be made to the Chairman of the Board within 10 days of said transfer.

29. THAT, except for transfers amongst themselves, each of Mahmood Khimji and Park Lane Holdings, LLC shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in Norwich GP, LLC held by it or any other security held by it that is convertible or exchangeable into a membership interest in Norwich GP, LLC. In the event of any transfer amongst Mahmood Khimji and Park Lane Holdings, LLC, notification shall be made to the Chairman of the Board within 10 days of said transfer.

30. THAT No. 325 Cathedral Ventures Ltd. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in Park Lane Holdings, LLC held by it or any other security held by it that is convertible or exchangeable into a membership interest in Park Lane Holdings, LLC.

31. THAT Mehdi Khimji shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in No. 325 Cathedral Ventures Ltd. held by him or any other security held by him that is convertible or exchangeable into a membership interest in No. 325 Cathedral Ventures Ltd.

32. THAT each of Strat Hotel Investor, L.P., Whitehall Parallel Global Real Estate Limited Partnership 2007, W2007 Finance Sub, LLC, MLQ Stratosphere, LLC, WH Parallel Advisors L.L.C., 2007, Whitehall Street Global Real Estate Limited Partnership 2007, Whitehall Street Global Real Estate Employee Master Fund 2007, L.P., WH Advisors, L.L.C. 2007, Whitehall Street Employee Funds 2007 GP, L.L.C., Norwich GP, LLC, Park Lane Holdings, LLC, and No. 325 Cathedral Ventures Ltd, shall, within 30 days of such change, report to the Board the addition of any new members, partners or shareholders of such entity. Such report shall include the name, date of birth, social security number and any other such information as the Board may require on the new member, partner or shareholder. If the new member, partner or shareholder is an entity rather than a natural person, such report shall include either: (a) the names, dates of birth, social security numbers and any other such information as the Board may require on the officers and directors of the new member, partner or shareholder, and, if applicable, any person holding, directly or indirectly, more than five percent (5%) voting or economic interest in the prospective member, partner or shareholder, or (b) the identification information found in the subscription materials provided by such new member, partner or shareholder and any other such information as the Board may require. The Commission may require, upon the recommendation of the Board, any member, partner or shareholder to file an application for licensure or a finding of suitability. The failure of such member, partner or shareholder to file an application may be grounds for a finding of unsuitability and subject the member, partner or shareholder to mandatory divestiture of the relevant interest.

33. THAT American Casino & Entertainment Properties LLC, W2007/ACEP Managers Voteco, LLC, W2007/ACEP Holdings, LLC, Strat Hotel Investor, L.P., Whitehall



Parallel Global Real Estate Limited Partnership 2007, W2007 Finance Sub, LLC, WH Parallel Advisors, L.L.C. 2007, Whitehall Street Global Real Estate Limited Partnership 2007, Whitehall Street Global Real Estate Employee Master Fund 2007, L.P., WH Advisors, L.L.C. 2007, Whitehall Street Employee Funds 2007 GP, L.L.C., Norwich GP, LLC, Park Lane Holdings, LLC, MLQ Stratosphere, LLC, and No. 325 Cathedral Ventures Ltd, shall not, without the prior approval of the Commission, issue any additional securities, including, but not limited to, equity securities, membership interests, or partnership interests, provided however, that American Casino & Entertainment Properties LLC may issue non-voting securities to employees of American Casino & Entertainment Properties LLC or its subsidiaries, provided that American Casino & Entertainment Properties LLC shall quarterly provide to the Board a list of all employees who have received non-voting securities for the previous quarter, including the name and job title of the recipient, date of issuance, and number of securities issued.

34. THAT American Casino & Entertainment Properties LLC, W2007/ACEP Managers Voteco, LLC, W2007/ACEP Holdings, LLC, Strat Hotel Investor, L.P., Whitehall Parallel Global Real Estate Limited Partnership 2007, W2007 Finance Sub, LLC, WH Parallel Advisors, L.L.C. 2007, Whitehall Street Global Real Estate Limited Partnership 2007, Whitehall Street Global Real Estate Employee Master Fund 2007, L.P., WH Advisors L.L.C., 2007, Whitehall Street Employee Funds 2007 GP, L.L.C., Norwich GP, LLC, Park Lane Holdings, LLC, MLQ Stratosphere, LLC, and No. 325 Cathedral Ventures Ltd each shall quarterly provide to the Board a list of all holders of all classes of its securities, including, but not limited to, common stock, membership interests, partnership interests, or other such securities.

35. THAT any proposed sale of all or substantially all of the assets of American Casino & Entertainment Properties LLC shall be reported to the Board at least 60 days prior to such sale.

36. THAT none of American Casino & Entertainment Properties LLC, W2007/ACEP Managers Voteco, LLC, W2007/ACEP Holdings, LLC, Strat Hotel Investor, L.P., MLQ

Stratosphere, LLC or W2007 Finance Sub, LLC shall, without the prior approval of the Commission, declare any dividends or distributions on any class of securities to any person who has not been licensed or found suitable by the Commission, provided, however, that any of the foregoing entities may, with the prior administrative approval of the Chairman of the Board or his designee, pay dividends and make distributions to its direct or indirect equity owners who have not been licensed or found suitable by the Commission for the purpose of defraying tax liabilities and tax-related expenses of such direct or indirect equity owners that arise directly out of such direct or indirect ownership interest.

37. THAT pursuant to NRS 463.625, American Casino & Entertainment Properties LLC is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through 463.645, inclusive, and the provisions of Paragraphs seventeen (17) through thirty-six (36) of this Order of Registration, provided however, that W2007/ACEP Managers Voteco, LLC and W2007/ACEP Holdings, LLC shall not sell, assign, transfer, pledge or otherwise dispose of any equity securities of American Casino & Entertainment Properties LLC, without the prior approval of the Commission.

38. THAT American Casino & Entertainment Properties LLC is exempted from NGC Regulation 15B, except for the provisions of NGC Regulations 15B.150, 15B.170 and 15B.200, and shall instead comply with NGC Regulation 16 and the provisions of Paragraphs seventeen (17) through thirty-six (36) of this Order of Registration.

39. THAT the Commission hereby expressly finds that the exemptions and conditions herein are consistent with the State policy set forth in NRS 463.0129 and 463.489.

ENTERED at Las Vegas, Nevada, this 19<sup>th</sup> day of May 2011.