

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

BH/RE, L.L.C.

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

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on September 2, 2009, and before the Nevada Gaming Commission (“Commission”) on September 17, 2009, 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 BH/RE, L.L.C. for an amendment to its Order of Registration, and

b. The application of MezzCo, L.L.C. for approval to pledge the membership interests of OpBiz, L.L.C. to Wells Fargo, N.A. in conjunction with a loan agreement.

2. THAT the Second Revised Order of Registration of BH/RE, L.L.C., dated September 18, 2008, is hereby amended and restated, in its entirety, by this Third Revised Order of Registration.

3. THAT BH/RE, L.L.C., is registered as a publicly traded corporation and the Commission acknowledges that BH/RE, L.L.C. is a member of Equity Co, L.L.C.

4. THAT EquityCo, L.L.C. is registered as an intermediary company, is found suitable as a member of Mezzco, L.L.C., and in the event of a capital call pursuant to the Second Amended and Restated Operating Agreement of EquityCo, L.L.C., dated as of August 31, 2004, as amended, is granted approval of a continuous issuance of membership interest to BH/RE, L.L.C. and Starwood Nevada Holdings, LLC. EquityCo, L.L.C. may issue its membership interests to BH/RE, L.L.C., and Starwood Nevada Holdings, LLC, as appropriate, solely in order to satisfy such capital call, provided that prior administrative approval is received from the Chairman of the Board or his designee.

5. THAT PH SPE Member, L.L.C. is found suitable as a member of MezzCo, L.L.C.

6. THAT MezzCo, L.L.C. is registered as an intermediary company, is licensed as the sole member of OpBiz, L.L.C. and is approved to issue new warrants to the current holders of warrants to purchase up to 17.5% of the membership interests of Mezzco, L.L.C.

7. THAT Douglas Paul Teitelbaum and Robert Ian Earl are each found suitable as a controlling beneficial owner of BH/RE, L.L.C.

8. THAT OpBiz, L.L.C., dba Planet Hollywood Resort & Casino is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 3667 Las Vegas Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT OpBiz, L.L.C. is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT EquityCo, L.L.C. is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge all of the membership interests of MezzCo, L.L.C., to Post Advisory Group, LLC, ("Post Advisory"), as Collateral Agent, in conjunction with a Restructuring

Agreement, a Release, Consent and Waiver Agreement and an Amended and Restated Investor Rights Agreement, provided that:

a. This approval is pursuant to the Pledge Agreement with Post Advisory dated November 30, 2006 ("Post Advisory Pledge Agreement").

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such membership interests (except back to EquityCo, L.L.C.) and before any other resort to such membership interest collateral or other enforcement of the security interest in such membership interest, may occur; and;

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the membership certificates of MezzCo, L.L.C. evidencing said pledge of the membership interests must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

11. THAT the Post Advisory Pledge Agreement shall not be amended without the prior administrative approval of the Chairman of the Board or his designee. Such administrative approval may not be granted regarding amendments to the pledge agreement that increase the membership interests that are the subject of the pledge or that change the identity of the Secured Party.

12. THAT MezzCo, L.L.C. is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge all of the membership interests of OpBiz, L.L.C., to Wells Fargo, N.A., as Trustee, in conjunction with a Loan Agreement, provided that:

a. This approval is pursuant to the Pledge and Security Agreement with Column Financial, Inc., ("Column") dated November 30, 2006, together with the Assignment of Deed of Trust, Security Agreement, Assignment of Leases and Rents, Financing Statement and Fixture Filing dated August 15, 2008, (together the "Column Pledge Agreement");

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such membership interests (except back to MezzCo, L.L.C.) and before any other resort to such membership interest collateral or other enforcement of the security interest in such membership interest, may occur; and;

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the membership certificates of OpBiz, L.L.C. evidencing said pledge of the membership interests must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

13. THAT the Column Pledge Agreement shall not be amended without the prior administrative approval of the Chairman of the Board or his designee. Such administrative approval may not be granted regarding amendments to the pledge agreement that increase the membership interests that are the subject of the pledge or that change the identity of the Trustee.

14. THAT BH/RE, L.L.C., 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 BH/RE, L.L.C., and its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdiction in which BH/RE, L.L.C., 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 of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. BH/RE, L.L.C., shall amend the Plan, or any element thereof, and perform such duties as may be requested or assigned by the Chairman of the Board or his

designee relating to a review of activities relevant to the continuing qualifications of BH/RE, L.L.C., under the provisions of the Act and Regulations.

15. THAT BH/RE, L.L.C. 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 and any amendments thereto. 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 BH/RE, L.L.C. and its affiliated companies.

16. THAT Douglas Paul Teitelbaum and Robert Ian Earl shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in BH/RE, L.L.C. held by them or any other security held by them that is convertible or exchangeable into such membership interest of BH/RE, L.L.C.

17. THAT, except as otherwise provided for in Paragraph eighteen (18), BH Casino and Hospitality II, LLC, BH Casino and Hospitality, LLC and OCS Consultants, Inc, shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in BH/RE, L.L.C. held by them or any other security held by them that is convertible or exchangeable into such interest of BH/RE, L.L.C.

18. THAT in the event of a capital call pursuant to the Operating Agreement of BH/RE, L.L.C., BH Casino and Hospitality II, LLC, BH Casino and Hospitality, LLC and OCS Consultants, Inc., as appropriate, may transfer non-voting securities among one another solely in order to satisfy such capital call, provided that prior administrative approval is received from the Chairman of the Board or his designee.

19. THAT Trophy Hunter Investments, LTD and Bay Harbour Master, 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 BH Casino and Hospitality, LLC held by them or

any other security held by them that is convertible or exchangeable into such membership interest of BH Casino and Hospitality, LLC.

20. THAT the direct or indirect members of Bay Harbour Management, L.L.C. shall not, without the prior administrative approval of the Chairman of the Board or his designee sell, assign, transfer, pledge or otherwise dispose of any membership interest in Bay Harbour Management, L.L.C. Requests for administrative approval by the direct or indirect members of Bay Harbour Management, L.L.C. to sell, assign, transfer, pledge or otherwise dispose of any membership interest in Bay Harbour Management, L.L.C. shall include the name, date of birth, social security number and any other such information as the Board may require on the prospective member. If the request for administrative approval is made by an entity rather than a natural person, such request shall include 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 prospective member, and, if applicable, any person holding, directly or indirectly, more than five percent (5%) voting or economic interest in the prospective member.

21. THAT BH/RE, L.L.C., BH Casino and Hospitality II, LLC, BH Casino and Hospitality, LLC, OCS Consultants, Inc., Trophy Hunter Investments, LTD, Bay Harbour Partners, LTD, Bay Harbour 90-1, LTD and Bay Harbour Management, L.L.C. shall quarterly provide to the Board a list of all holders of all classes of securities, including, but not limited to, common stock, membership interests, partnership interests, or other such securities, provided however, that a holder of any class of security that has no direct or indirect interest in BH/RE, L.L.C., or any of its subsidiaries or affiliates, shall not be subject to such report.

22. THAT Trophy Hunter Investments, LTD, Bay Harbour Partners, LTD, Bay Harbour 90-1, LTD and BH Casino and Hospitality II, L.L.C. shall, within 30 days of such change, report to the Board the addition of any new members or partners, provided however, that a holder of any class of security that has no direct or indirect interest in BH/RE, L.L.C., or any of its subsidiaries or affiliates, shall not be subject to such requirement. 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 or partner. If the new member or partner 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 or partner, and, if applicable, any person holding, directly or indirectly, more than five percent (5%) voting or economic interest in the prospective member or partner, or (b) the identification information found in the subscription materials provided by such new member or partner and any other such information as the Board may require. The Commission may require, upon the recommendation of the Board, any members or partners of Trophy Hunter Investments, LTD, Bay Harbour Partners, LTD, Bay Harbour 90-1, LTD or BH Casino and Hospitality II, L.L.C. to file an application for licensure or a finding of suitability. The failure of such member or partner to file an application may be grounds for a finding of unsuitability and subject the member or partner to mandatory divestiture of the relevant interest.

23. THAT the proposed sale of all or substantially all of the assets of OpBiz, L.L.C., dba Aladdin Resort and Casino, shall be reported to the Board at least 60 days prior to such sale.

24. THAT OpBiz, L.L.C. shall not, without the prior approval of the Commission, make any direct or indirect dividends or distributions on any class of securities to any party that has not been licensed or found suitable by the Commission.

25. THAT, subject to the provisions of Paragraphs sixteen (16) through twenty-four (24) of this Order of Registration, pursuant to NRS 463.625, BH/RE, L.L.C. is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through 463.645, inclusive.

26. THAT, subject to the provisions of Paragraphs sixteen (16) through twenty-four (24) of this Order of Registration, BH/RE, L.L.C. 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.

27. 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 17<sup>th</sup> day of September 2009.