

BEFORE THE NEVADA GAMING COMMISSION  
AND THE NEVADA GAMING CONTROL BOARD

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In the Matter of

CAESARS ENTERTAINMENT, INC.

(Registration)

ELEVENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on March 3, 2021, and before the Nevada Gaming Commission (“Commission”) on March 18, 2021; 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 NEVADA GAMING CONTROL BOARD:

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

a. The applications of Caesars Entertainment, Inc. for (i) the approval of the acquisition of control of William Hill plc, (ii) a finding of suitability as the sole shareholder of Caesars UK Holdings, Limited, (iii) licensure as the sole shareholder of William Hill U.S. Holdco, Inc., (iv) approval to pledge the equity securities of Caesars UK Holdings, Limited to U.S. Bank, National Association, as collateral agent, in conjunction with a credit agreement, (v) approval to pledge the equity securities of Caesars UK Holdings, Limited to U.S. Bank, National

Association, as collateral agent, in conjunction with senior secured notes, and (vi) an amendment to its Order of Registration,

b. The application of William Hill Holdings Limited for approval to transfer its equity securities in William Hill U.S. Holdco, Inc. to Caesars UK Holdings, Limited,

c. The applications of Caesars UK Holdings, Limited (i) to be registered as an intermediary company, and for (ii) approval to transfer its equity securities in William Hill U.S. Holdco, Inc. to Caesars Entertainment, Inc.,

d. The application of CIE Growth, LLC for approval to transfer the membership interest of Caesars Interactive Entertainment, LLC to William Hill U.S. Holdco, Inc. in connection with the merger of Caesars Interactive Entertainment, LLC with and into William Hill U.S. Holdco, Inc. with William Hill U.S. Holdco, Inc. as the surviving entity,

e. The applications of William Hill U.S. Holdco, Inc. for (i) licensure as an operator of interactive gaming, (ii) approval to pledge the equity securities of American Wagering, Inc. and BW Sub. Co. to U.S. Bank National Association, as collateral agent, in conjunction with a credit agreement, and (iii) approval to pledge the equity securities of American Wagering, Inc. and BW Sub. Co. to U.S. Bank National Association, as collateral agent, in conjunction with senior secured notes,

f. The applications of American Wagering, Inc. for (i) approval to pledge the equity securities or membership interest of AWI Manufacturing, Inc., William Hill Nevada I, and WH NV III, LLC to U.S. Bank National Association, as collateral agent, in conjunction with a credit agreement, and (ii) approval to pledge the equity securities or membership interest of AWI Manufacturing, Inc., William Hill Nevada I, and WH NV III, LLC to U.S. Bank National Association, as collateral agent, in conjunction with senior secured notes,

g. The applications of BW Sub Co. for (i) approval to pledge the membership interest of Brandywine Bookmaking LLC to U.S. Bank National Association, as collateral agent, in conjunction with a credit agreement, and (ii) approval to pledge the

membership interest of Brandywine Bookmaking LLC to U.S. Bank National Association, as collateral agent, in conjunction with senior secured notes, and

h. The applications of William Hill Nevada I for (i) approval to pledge the equity securities of William Hill Nevada II to U.S. Bank National Association, as collateral agent, in conjunction with a credit agreement, and (ii) approval to pledge the equity securities of William Hill Nevada II to U.S. Bank National Association, as collateral agent, in conjunction with senior secured notes,

2. THAT the Tenth Revised Order of Registration of Caesars Entertainment, Inc. dated December 17, 2020, is hereby amended and restated, in its entirety, by this Eleventh Revised Order of Registration.

3. THAT Caesars Entertainment, Inc. is registered as a publicly traded corporation, is found suitable as the sole member and manager of Eldorado HoldCo LLC, is licensed as the sole member and manager of CC-Reno LLC, is licensed as the sole manager of Circus and Eldorado Joint Venture, LLC, is licensed as sole shareholder of William Hill U.S. Holdco, Inc., is found suitable as sole manager of Eldorado Limited Liability Company, is found suitable as the sole shareholder of Tropicana Entertainment Inc., is found suitable as the sole shareholder of Caesars UK Holdings Limited, and is found suitable as the sole shareholder of Caesars Holdings, Inc.

4. THAT Recreational Enterprises, Inc. is found suitable as a beneficial owner and controlling beneficial owner of Caesars Entertainment, Inc.

5. THAT Gary Louis Carano, Gene Robert Carano, Glenn Thomas Carano, Gregg Russell Carano, Cindy Lynn Carano and John James Frankovich are each found suitable as a beneficial owner of Caesars Entertainment, Inc.

6. THAT Eldorado HoldCo LLC is registered as an intermediary company.

7. THAT Eldorado Resorts LLC is registered as an intermediary company and is found suitable as the sole member of Eldorado Limited Liability Company.

8. THAT Eldorado Limited Liability Company is registered as an intermediary company and is licensed as sole member of Circus and Eldorado Joint Venture, LLC.

9. THAT Caesars Holdings, Inc. is registered as an intermediary company, is found suitable as sole member and sole manager of Caesars Growth Partners, LLC, and is licensed as the sole member and manager of CPLV Manager, LLC, Non-CPLV Manager, LLC, HLV CERP Manager, LLC, Rio CERP Manager, LLC, Paris CERP Manager, LLC, Flamingo CERP Manager, LLC, and Laughlin CERP Manager, LLC.

10. THAT Caesars Growth Partners, LLC is registered as an intermediary company and is found suitable as sole member and manager of CIE Growth, LLC and Caesars Resort Collection, LLC.

11. THAT CIE Growth, LLC is registered as an intermediary company.

12. THAT Caesars Resort Collection, LLC is registered as an intermediary company, is licensed as a member and manager of CEOC, LLC, and Caesars Enterprise Services, LLC.

13. THAT CEOC, LLC is registered as an intermediary company, is found suitable as the sole member and manager of Caesars World LLC, is licensed as sole member and manager of PHW Manager, LLC, The Quad Manager, LLC, Bally's Las Vegas Manager, LLC, and Cromwell Manager, LLC, and is licensed as a member and manager of Caesars Enterprise Services, LLC.

14. THAT Caesars UK Holdings Limited is registered as an intermediary company.

15. THAT William Hill U.S. Holdco, Inc. is registered as an intermediary company and is found suitable as the sole shareholder of American Wagering, Inc. and BW Sub Co.

16. THAT BW Sub Co. is registered as an intermediary company and is licensed as the sole member of Brandywine Bookmaking LLC.

17. THAT American Wagering, Inc. is registered as an intermediary company, is licensed as the sole shareholder of William Hill Nevada I and AWI Manufacturing, Inc., and is licensed as the sole member and manager of WH NV III, LLC.

18. THAT William Hill Nevada I is registered as an intermediary company and is licensed as the sole shareholder of William Hill Nevada II.

19. THAT William Hill U.S. Holdco, Inc. is licensed as an operator of interactive gaming, subject to such conditions or limitations as may be imposed by the Commission.

20. THAT AWI Manufacturing, Inc. is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

21. THAT William Hill Nevada II is licensed as a manufacturer, distributor and an operator of an inter-casino linked system, subject to such conditions or limitations as may be imposed by the Commission.

22. THAT WH NV III, LLC is licensed as a manufacturer, distributor, and as an operator of a mobile gaming system, subject to such conditions or limitations as may be imposed by the Commission.

23. THAT Brandywine Bookmaking LLC, dba William Hill Race & Sports Book, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations (race book and sports pool only) as specified in the records of the Board at locations identified in the records of the Board, subject to the conditions or limitations identified in the records of the Board and any other conditions or limitations as may be imposed by the Commission.

24. THAT William Hill Nevada I, dba William Hill Race & Sports Book, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations (race book and sports pool only) as specified in the records of the Board at locations identified in the records of the Board, subject to the conditions or limitations identified in the records of the Board and any other conditions or limitations as may be imposed by the Commission.

25. THAT William Hill Nevada II, dba William Hill Race & Sports Book, is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations (race book and sports pool only) as specified in the records of the Board at locations identified in the records of the Board, subject to the conditions or limitations identified in the records of the Board and any other conditions or limitations as may be imposed by the Commission.

26. THAT WH NV III, LLC, dba William Hill Race & Sports Book is licensed to conduct off-track pari-mutuel wagering and nonrestricted gaming operations (mobile gaming system, race book and sports pool only) as specified in the records of the Board at locations identified in the records of the Board, subject to the conditions or limitations identified in the records of the Board and any other conditions or limitations as may be imposed by the Commission.

27. THAT Circus and Eldorado Joint Venture, LLC, dba Silver Legacy Resort Casino, dba Eldorado Hotel & Casino, and dba Circus Circus Reno is licensed to conduct nonrestricted gaming operations at 407 North Virginia Street, 345 North Virginia Street, and 500 North Sierra Street, Reno, and is approved to receive a percentage of gaming revenue from the race book and sports pool operated by William Hill Nevada I, dba William Hill Race & Sports Book db at Silver Legacy Resort Casino - Race Book and Sports Pool, dba William Hill Race & Sports Book db at Eldorado Hotel & Casino – Race Book and Sports Pool, and dba William Hill Race & Sports Book db at Circus Circus Reno - Race Book and Sports Pool, subject to such conditions or limitations as may be imposed by the Commission.

28. THAT CC-Reno LLC, dba Circus Circus Reno, is licensed as a manufacturer and a distributor, subject to such conditions or limitations as may be imposed by the Commission.

29. THAT Tropicana Entertainment Inc. is registered as an intermediary company, is found suitable as the sole shareholder of New Tropicana Holdings, Inc., and is licensed as the manager of Colombia Properties Tahoe, LLC and Tropicana Laughlin, LLC.

30. THAT New Tropicana Holdings, Inc. is registered as an intermediary company, is found suitable as the sole shareholder of New Tropicana OpCo, Inc., and is licensed as a 1% member of Tropicana Laughlin, LLC.

31. THAT New Tropicana OpCo, Inc. is registered as an intermediary company, is licensed as the sole member of Columbia Properties Tahoe, LLC, and is licensed as a 99% member of Tropicana Laughlin, LLC.

32. THAT Tropicana Laughlin, LLC, dba Tropicana Laughlin Hotel & Casino is licensed to conduct nonrestricted gaming operations, including a sports book, at 2121 South Casino Drive, Laughlin, and is approved to receive a percentage of gaming revenue from the race book and sports pool operated by William Hill Nevada I, dba William Hill Race & Sports Book db at Tropicana Laughlin Hotel & Casino – Race Book and Sports Pool, subject to such conditions or limitations as may be imposed by the Commission.

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

34. THAT Caesars World LLC is registered as an intermediary company and is found suitable as the sole member and manager of Caesars Palace LLC.

35. THAT Caesars Palace LLC is registered as an intermediary company, is found suitable as sole member and manager of Caesars Nevada Newco LLC, and is licensed as the sole member and manager of Desert Palace LLC and Harrah's Las Vegas, LLC.

36. THAT Desert Palace LLC, dba Caesars Palace, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, and to operate Gaming Salons, at 3570 Las Vegas Boulevard South, Las Vegas, is approved to receive a percentage of gaming revenue from the race book and sports pool operated by William Hill Nevada I, dba William Hill Race & Sports Book, db at Caesars Palace – Race Book and Sports Pool, and that Desert Palace LLC is licensed as a

manufacturer and distributor, all such licenses subject to such conditions or limitations as may be imposed by the Commission.

37. THAT Harrah's Las Vegas, LLC, dba Harrah's Casino Hotel Las Vegas, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 3473 Las Vegas Boulevard South, Las Vegas, and is approved to receive a percentage of gaming revenue from the race book and sports pool operated by William Hill Nevada I, dba William Hill Race & Sports Book, db at Harrah's Casino Hotel Las Vegas – Race Book and Sports Pool, subject to such conditions or limitations as may be imposed by the Commission.

38. THAT Caesars Nevada Newco LLC is registered as an intermediary company, is found of suitable as sole member and manager of Caesars Growth PH, LLC, Caesars Growth Cromwell, LLC, Caesars Growth Quad, LLC, Caesars Growth Bally's LV, LLC, and HTM Holding LLC, and is licensed as sole member and manager of Flamingo Las Vegas Operating Company, LLC, Harrah's Laughlin, LLC, Paris Las Vegas Operating Company, LLC, and Rio Properties, LLC.

39. THAT Caesars Growth PH, LLC is registered as an intermediary company and is licensed as sole member and manager of PHWLV, LLC.

40. THAT Caesars Growth Quad, LLC is registered as an intermediary company and is licensed as sole member and manager of 3535 LV Newco, LLC.

41. THAT Caesars Growth Bally's LV, LLC is registered as an intermediary company and is licensed as sole member and manager of Parball Newco, LLC.

42. THAT Caesars Growth Cromwell, LLC is registered as an intermediary company and is licensed as sole member and manager of Corner Investment Company, LLC.

43. THAT HTM Holding LLC is registered as an intermediary company and is licensed as the sole member and manager of Harveys Tahoe Management Company LLC.



44. THAT PHWLV, LLC, 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 South, Las Vegas, is approved to receive a percentage of gaming revenue from the race book and sports pool operated by William Hill Nevada I, dba William Hill Race & Sports Book, db at Planet Hollywood Resort & Casino – Race Book and Sports Pool, subject to such conditions or limitations as may be imposed by the Commission.

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

46. THAT 3535 LV Newco, LLC, dba The Linq Hotel and 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 3535 Las Vegas Boulevard South, Las Vegas, and is approved to receive a percentage of gaming revenue from the race book and sports pool operated by William Hill Nevada I, dba William Hill Race & Sports Book, db at The Linq Hotel and Casino – Race Book and Sports Pool, subject to such conditions or limitations as may be imposed by the Commission.

47. THAT 3535 LV Newco, LLC, dba Hot Spot Oasis, is licensed to conduct restricted gaming operations at 265 East Harmon Avenue, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

48. THAT Parball Newco, LLC, dba Bally's Las Vegas, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 3645 Las Vegas Boulevard South, Las Vegas, is approved to receive a percentage of gaming revenue from the race book and sports pool operated by William Hill Nevada I, dba William Hill Race & Sports Book, db at Bally's Las Vegas – Race Book and Sports Pool, and is licensed as a manufacturer and distributor, all such licenses subject to such conditions or limitations as may be imposed by the Commission.

49. THAT Corner Investment Company, LLC, dba The Cromwell, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 3595 Las Vegas Boulevard South, Las Vegas, is approved to receive a percentage of gaming revenue from the race book and sports pool operated by William Hill Nevada I, dba William Hill Race & Sports Book, db at The Cromwell – Race Book and Sports Pool, and is licensed as a manufacturer and distributor, all such licenses subject to such conditions or limitations as may be imposed by the Commission.

50. THAT Harveys Tahoe Management Company LLC, dba Harveys Resort Hotel/Casino and dba Harrah's Casino Hotel Lake Tahoe, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 18 and 15 Highway 50, Stateline, is approved to receive a percentage of gaming revenue from the race book and sports pool operated by William Hill Nevada I, dba William Hill Race & Sports Book, db at Harveys Resort Hotel/Casino and dba Harrah's Casino Hotel Lake Tahoe – Race Book and Sports Pool, and is licensed as a distributor, all such licenses subject to such conditions or limitation as may be imposed by the Commission.

51. THAT Flamingo Las Vegas Operating Company, LLC, dba Flamingo Las Vegas, is licensed to conduct off-track pari-mutuel race wagering and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 3555 Las Vegas Boulevard South, Las Vegas, is approved to receive a percentage of gaming revenue from the race book and sports pool operated by William Hill Nevada I, dba William Hill Race & Sports Book, db at Flamingo Las Vegas – Race Book and Sports Pool, and is licensed as a manufacturer and distributor, all such licenses subject to such conditions or limitations as may be imposed by the Commission.

52. THAT Harrah's Laughlin, LLC, dba Harrah's Casino Hotel Laughlin, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 2900 South Casino Drive, Laughlin, is approved to

receive a percentage of gaming revenue from the race book and sports pool operated by William Hill Nevada I, dba William Hill Race & Sports Book, db at Harrah's Casino Hotel Laughlin – Race Book and Sports Pool, and is licensed as a distributor, all such licenses subject to such conditions or limitations as may be imposed by the Commission.

53. THAT Paris Las Vegas Operating Company, LLC, dba Paris Las Vegas is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, and to operate Gaming Salons, at 3655 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission, is approved to receive a percentage of gaming revenue from the race book and sports pool operated by William Hill Nevada I, dba William Hill Race & Sports Book, db at Paris Las Vegas – Race Book and Sports Pool, and is licensed as a manufacturer and distributor, all such licenses subject to such conditions or limitations as may be imposed by the Commission.

54. THAT Rio Properties, LLC, dba Rio All-Suite Hotel & 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 3700 West Flamingo Road, Las Vegas, is approved to receive a percentage of gaming revenue from the race book and sports pool operated by William Hill Nevada I, dba William Hill Race & Sports Book, db at Rio All-Suite Hotel & Casino – Race Book and Sports Pool, subject to such conditions or limitations as may be imposed by the Commission.

55. THAT Caesars Enterprise Services, LLC is licensed as a key employee of PHWLV, LLC, dba Planet Hollywood Resort & Casino, Corner Investment Company, LLC, dba The Cromwell, 3535 LV Newco, LLC, dba The Linq Hotel and Casino, 3535 LV Newco, LLC, dba Hot Spot Oasis, Parball Newco, LLC, dba Bally's Las Vegas, Flamingo Las Vegas Operating Company, LLC, dba Flamingo Las Vegas, Rio Properties, LLC, dba Rio All-Suite Hotel & Casino, Paris Las Vegas Operating Company, LLC, dba Paris Las Vegas, Harrah's Las

Vegas, LLC, dba Harrah's Casino Hotel Las Vegas, Harrah's Laughlin, LLC, dba Harrah's Laughlin, Desert Palace LLC, dba Caesars Palace, and Harveys Tahoe Management Company LLC, dba Harveys Resort Hotel/Casino and dba Harrah's Casino Hotel Lake Tahoe, subject to such conditions or limitations as may be imposed by the Commission.

56. THAT CPLV Manager, LLC is licensed as a key employee of Desert Palace LLC, dba Caesars Palace, subject to such conditions or limitations as may be imposed by the Commission.

57. THAT Non-CPLV Manager, LLC is licensed as a key employee of Harveys Tahoe Management Company LLC, dba Harveys Resort Hotel/Casino and dba Harrah's Casino Hotel Lake Tahoe, subject to such conditions or limitations as may be imposed by the Commission.

58. THAT PHW Manager, LLC is licensed as a key executive of PHWLV, LLC, subject to such conditions or limitations as may be imposed by the Commission.

59. THAT HLV CERP Manager, LLC is licensed as a key employee of Harrah's Las Vegas, LLC, subject to such conditions or limitations as may be imposed by the Commission.

60. THAT Rio CERP Manager, LLC is licensed as a key employee of Rio Properties, LLC, subject to such conditions or limitations as may be imposed by the Commission.

61. THAT Paris CERP Manager, LLC is licensed as a key employee of Paris Las Vegas Operating Company, LLC, subject to such conditions or limitations as may be imposed by the Commission.

62. THAT Flamingo CERP Manager, LLC is licensed as a key employee of Flamingo Las Vegas Operating Company, LLC, subject to such conditions or limitations as may be imposed by the Commission.

63. THAT Laughlin CERP Manager, LLC is licensed as a key employee of Harrah's Laughlin, LLC, subject to such conditions or limitations as may be imposed by the Commission.

64. THAT The Quad Manager, LLC is licensed as a key executive of 3535 LV Newco, LLC, subject to such conditions or limitations as may be imposed by the Commission.

65. THAT Bally's Las Vegas Manager, LLC is licensed as a key executive of Parball Newco, LLC, subject to such conditions or limitations as may be imposed by the Commission.

66. THAT Cromwell Manager, LLC is licensed as a key executive of Corner Investment Company, LLC, subject to such conditions or limitations as may be imposed by the Commission.

67. THAT Caesars Entertainment Inc. is granted approval, pursuant to NRS 463.5733 and 463.510(1) and NGC Regulations 15B.180, 15.585.7-2 and 8.030, as applicable, to pledge the membership interests of Eldorado HoldCo LLC and CC-Reno LLC and the equity securities of Tropicana Entertainment Inc., Caesars Holdings, Inc., Caesars UK Holdings Limited, and William Hill U.S. Holdco, Inc. to U.S. Bank National Association, as Collateral Agent, in conjunction with a Credit Agreement dated July 20, 2020 ("CEI Credit Agreement"), provided that:

a. This approval is pursuant to a Collateral Agreement with U.S. Bank National Association, as Collateral Agent, dated July 20, 2020 ("U.S. Bank Collateral Agreement");

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

c. Pursuant to NGC Regulations 15B.140, 15.510.1-3 and 8.030(4)(a), the membership certificates of Eldorado HoldCo LLC and CC-Reno LLC and the stock certificates of Tropicana Entertainment Inc., Caesars Holdings, Inc. and William Hill U.S. Holdco, Inc. evidencing said pledge of the membership interests and equity securities 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.

68. THAT Eldorado HoldCo LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in Eldorado Resorts LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with the CEI Credit Agreement, provided that:

a. This approval is pursuant to the U.S. Bank Collateral Agreement;

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

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Eldorado Resorts LLC evidencing said pledge of the membership interest 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.

69. THAT Eldorado Resorts LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in Eldorado Limited Liability Company to U.S. Bank National Association, as Collateral Agent, in conjunction with the CEI Credit Agreement, provided that:

a. This approval is pursuant to the U.S. Bank Collateral Agreement;

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

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Eldorado Limited Liability Company evidencing said pledge of the membership interest 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.

70. THAT Eldorado Limited Liability Company is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge its membership interest in Circus and Eldorado Joint Venture, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with the CEI Credit Agreement, provided that:

a. This approval is pursuant to the U.S. Bank Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to Eldorado Limited Liability Company) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Circus and Eldorado Joint Venture, LLC evidencing said pledge of the membership interest 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.

71. THAT Tropicana Entertainment Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030, to pledge the equity securities of New Tropicana Holdings, Inc. to U.S. Bank National Association, as Collateral Agent, in conjunction with the CEI Credit Agreement, provided that:

a. This approval is pursuant to the U.S. Bank Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such equity securities (except back

to Tropicana Entertainment Inc.) and before any other resort to the collateral or other enforcement of the security interest in such equity securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of New Tropicana Holdings, Inc., evidencing said pledge of the equity securities 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.

72. THAT New Tropicana Holdings, Inc. is granted approval, pursuant to NRS 463.510(1) and 463.5733, and NGC Regulations 15.585.7-2 and 8.030, as applicable, to pledge the equity securities of New Tropicana OpCo, Inc. and the membership interest of Tropicana Laughlin, LLC, to U.S. Bank National Association, as Collateral Agent, in conjunction with the CEI Credit Agreement, provided that:

a. This approval is pursuant to the U.S. Bank Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such equity securities or membership interest (except back to New Tropicana Holdings, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such equity securities or membership interest may occur; and

c. Pursuant to NGC Regulations 15.510.1-3, 15B.140 and 8.030(4)(a), as applicable, the stock certificates of New Tropicana OpCo, Inc. and the membership certificates of Tropicana Laughlin, LLC, evidencing said pledge of the equity securities and membership interest 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.

73. THAT New Tropicana OpCo, Inc. is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interests of Columbia Properties Tahoe,



LLC and Tropicana Laughlin, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with the CEI Credit Agreement, provided that:

- a. This approval is pursuant to the U.S. Bank Collateral 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 New Tropicana OpCo, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such membership interests may occur; and
- c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Columbia Properties Tahoe, LLC and Tropicana Laughlin, LLC, 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.

74. THAT Caesars Holdings, Inc. is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interests of Caesars Growth Partners, LLC, CPLV Manager, LLC, Non-CPLV Manager, LLC, HLV CERP Manager, LLC, Paris CERP Manager, LLC, Rio CERP Manager, LLC, Flamingo CERP Manager, LLC, and Laughlin CERP Manager, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with the CEI Credit Agreement, provided that:

- a. This approval is pursuant to the U.S. Bank Collateral 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 Caesars Holdings, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such membership interests may occur; and
- c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Caesars Growth Partners, LLC, CPLV Manager, LLC, Non-CPLV Manager, HLV CERP Manager, LLC, Paris CERP Manager, LLC, Rio CERP Manager, LLC, Flamingo CERP

Manager, LLC, and Laughlin CERP Manager, LLC, 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.

75. THAT Caesars Growth Partners, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge the membership interests of Caesars Resort Collection, LLC and CIE Growth, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with the CEI Credit Agreement, provided that:

a. This approval is pursuant to the U.S. Bank Collateral 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 Caesars Growth Partners, LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interests may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Caesars Resort Collection, LLC, and CIE Growth, LLC, 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.

76. THAT William Hill U.S. Holdco, Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030, as applicable, to pledge the equity securities of American Wagering, Inc. and BW Sub Co., to U.S. Bank National Association, as Collateral Agent, in conjunction with the CEI Credit Agreement, provided that:

a. This approval is pursuant to the U.S. Bank Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such equity securities (except back to William Hill U.S. Holdco, Inc.) and before any other resort to the collateral or other

enforcement of the security interest in such equity securities or membership interest may occur; and

c. Pursuant to NGC Regulations 15.510.1-3, 15B.140 and 8.030(4)(a), as applicable, the stock certificates of American Wagering, Inc. and BW Sub Co., evidencing said pledge of the equity securities 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.

77. THAT American Wagering, Inc. is granted approval, pursuant to NRS 463.510(1) and 463.5733, and NGC Regulations 15.585.7-2 and 8.030, as applicable, to pledge the equity securities of AWI Manufacturing, Inc. and William Hill Nevada I, and the membership interest of WH NV III, LLC, to U.S. Bank National Association, as Collateral Agent, in conjunction with the CEI Credit Agreement, provided that:

a. This approval is pursuant to the U.S. Bank Collateral Agreement;

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

c. Pursuant to NGC Regulations 15.510.1-3, 15B.140 and 8.030(4)(a), as applicable, the stock certificates of AWI Manufacturing, Inc. and William Hill Nevada I, and the membership certificates of WH NV III, LLC, evidencing said pledge of the equity securities and membership interest 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.

78. THAT BW Sub Co. is granted approval, pursuant to NRS 463.5733, and NGC Regulation 8.030, as applicable, to pledge the membership interest of Brandywine Bookmaking

LLC, to U.S. Bank National Association, as Collateral Agent, in conjunction with the CEI Credit Agreement, provided that:

- a. This approval is pursuant to the U.S. Bank Collateral Agreement;
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such membership interest (except back to BW Sub Co.) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and
- c. Pursuant to NGC Regulations 15.510.1-3, 15B.140 and 8.030(4)(a), as applicable, the membership certificates of Brandywine Bookmaking LLC, evidencing said pledge of the membership interest 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.

79. THAT William Hill Nevada I is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030, as applicable, to pledge the equity securities of William Hill Nevada II, to U.S. Bank National Association, as Collateral Agent, in conjunction with CEI Credit Agreement, provided that:

- a. This approval is pursuant to the U.S. Bank Collateral Agreement;
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such equity securities (except back to William Hill Nevada I) and before any other resort to the collateral or other enforcement of the security interest in such equity securities or membership interest may occur; and
- c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), as applicable, the stock certificates of William Hill Nevada II, evidencing said pledge of the equity securities 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.

80. THAT the fully executed U.S. Bank Collateral Agreement shall not be amended without the prior administrative approval of the Chairperson of the Board or his/her designee. Such administrative approval may not be granted regarding amendments to the U.S. Bank Collateral Agreement that increase or change the equity securities or membership interests that is the subject of the pledge, or that change the identity of the Collateral Agent.

81. THAT Caesars Entertainment Inc. is granted approval, pursuant to NRS 463.5733 and 463.510(1) and NGC Regulations 15B.180, 15.585.7-2 and 8.030, as applicable, to pledge the membership interests of Eldorado HoldCo LLC and CC-Reno LLC and the equity securities of Tropicana Entertainment Inc., Caesars Holdings, Inc., Caesars UK Holdings Limited and William Hill U.S. Holdco, Inc. to U.S. Bank National Association, as Collateral Agent, in conjunction with an Indenture dated July 6, 2020, for Senior Secured Notes ("Senior Secured Notes"), provided that:

a. This approval is pursuant to a Collateral Agreement for the Senior Secured Notes with U.S. Bank National Association, as Collateral Agent, dated July 20, 2020 ("Senior Secured Notes Collateral Agreement");

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

c. Pursuant to NGC Regulations 15B.140, 15.510.1-3 and 8.030(4)(a), the membership certificates of Eldorado HoldCo LLC and CC-Reno LLC and the stock certificates of Tropicana Entertainment Inc., Caesars Holdings, Inc. and William Hill U.S. Holdco, Inc. evidencing said pledge of the membership interests and equity securities 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.

82. THAT Eldorado HoldCo LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in Eldorado Resorts LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with Senior Secured Notes, provided that:

- a. This approval is pursuant to the Senior Secured Notes Collateral Agreement;
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to Eldorado HoldCo LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and
- c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Eldorado Resorts LLC evidencing said pledge of the membership interest 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.

83. THAT Eldorado Resorts LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in Eldorado Limited Liability Company to U.S. Bank National Association, as Collateral Agent, in conjunction with Senior Secured Notes, provided that:

- a. This approval is pursuant to the Senior Secured Notes Collateral Agreement;
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except

back to Eldorado Resorts LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Eldorado Limited Liability Company evidencing said pledge of the membership interest 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.

84. THAT Eldorado Limited Liability Company is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge its membership interest in Circus and Eldorado Joint Venture, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with Senior Secured Notes, provided that:

a. This approval is pursuant to the Senior Secured Notes Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to Eldorado Limited Liability Company) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Circus and Eldorado Joint Venture, LLC evidencing said pledge of the membership interest 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.

85. THAT Tropicana Entertainment Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030, to pledge the equity securities of New Tropicana Holdings, Inc. to U.S. Bank National Association, as Collateral Agent, in conjunction with Senior Secured Notes, provided that:

- a. This approval is pursuant to the Senior Secured Notes Collateral Agreement;
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such equity securities (except back to Tropicana Entertainment Inc.) and before any other resort to the collateral or other enforcement of the security interest in such equity securities may occur; and
- c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of New Tropicana Holdings, Inc., evidencing said pledge of the equity securities 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.

86. THAT New Tropicana Holdings, Inc. is granted approval, pursuant to NRS 463.510(1) and 463.5733, and NGC Regulations 15.585.7-2 and 8.030, as applicable, to pledge the equity securities of New Tropicana OpCo, Inc. and the membership interest of Tropicana Laughlin, LLC, to U.S. Bank National Association, as Collateral Agent, in conjunction with Senior Secured Notes, provided that:

- a. This approval is pursuant to the Senior Secured Notes Collateral Agreement;
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such equity securities or membership interest (except back to New Tropicana Holdings, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such equity securities or membership interest may occur; and
- c. Pursuant to NGC Regulations 15.510.1-3, 15B.140 and 8.030(4)(a), as applicable, the stock certificates of New Tropicana OpCo, Inc. and the membership certificates of Tropicana Laughlin, LLC, evidencing said pledge of the equity securities and membership



interest 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.

87. THAT New Tropicana OpCo, Inc. is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interests of Columbia Properties Tahoe, LLC and Tropicana Laughlin, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with Senior Secured Notes, provided that:

a. This approval is pursuant to the Senior Secured Notes Collateral 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 New Tropicana OpCo, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such membership interests may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Columbia Properties Tahoe, LLC and Tropicana Laughlin, LLC, 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.

88. THAT Caesars Holdings, Inc. is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interests of Caesars Growth Partners, LLC, CPLV Manager, LLC, Non-CPLV Manager, LLC, HLV CERP Manager, LLC, Paris CERP Manager, LLC, Rio CERP Manager, LLC, Flamingo CERP Manager, LLC, and Laughlin CERP Manager, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with Senior Secured Notes, provided that:

a. This approval is pursuant to the Senior Secured Notes Collateral 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 Caesars Holdings, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such membership interests may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Caesars Growth Partners, LLC, CPLV Manager, LLC, Non-CPLV Manager, LLC, HLV CERP Manager, LLC, Paris CERP Manager, LLC, Rio CERP Manager, LLC, Flamingo CERP Manager, LLC, and Laughlin CERP Manager, LLC, 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.

89. THAT Caesars Growth Partners, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge the membership interests of Caesars Resort Collection, LLC and CIE Growth, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with Senior Secured Notes, provided that:

a. This approval is pursuant to the Senior Secured Notes Collateral 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 Caesars Growth Partners, LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interests may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Caesars Resort Collection, LLC, and CIE Growth, LLC, 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.

90. THAT William Hill U.S. Holdco, Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030, as applicable, to pledge the equity securities of American Wagering, Inc. and BW Sub Co., to U.S. Bank National Association, as Collateral Agent, in conjunction with Senior Secured Notes, provided that:

a. This approval is pursuant to the Senior Secured Notes Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such equity securities (except back to William Hill U.S. Holdco, Inc.) and before any other resort to the collateral or other enforcement of the security interest in such equity securities or membership interest may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), as applicable, the stock certificates of American Wagering, Inc. and BW Sub Co., evidencing said pledge of the equity securities 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.

91. THAT American Wagering, Inc. is granted approval, pursuant to NRS 463.510(1) and 463.5733, and NGC Regulations 15.585.7-2 and 8.030, as applicable, to pledge the equity securities of AWI Manufacturing, Inc. and William Hill Nevada I, and the membership interest of WH NV III, LLC, to U.S. Bank National Association, as Collateral Agent, in conjunction with Senior Secured Note, provided that:

a. This approval is pursuant to the Senior Secured Notes Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such equity securities or membership interest (except back to American Wagering, Inc.) and before any other resort to

the collateral or other enforcement of the security interest in such equity securities or membership interest may occur; and

c. Pursuant to NGC Regulations 15.510.1-3, 15B.140 and 8.030(4)(a), as applicable, the stock certificates of AWI Manufacturing, Inc. and William Hill Nevada I, and the membership certificates of WH NV III, LLC, evidencing said pledge of the equity securities and membership interest 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.

92. THAT BW Sub Co. is granted approval, pursuant to NRS 463.5733, and NGC Regulation 8.030, as applicable, to pledge the membership interest of Brandywine Bookmaking LLC, to U.S. Bank National Association, as Collateral Agent, in conjunction with Senior Secured Notes, provided that:

a. This approval is pursuant to the Senior Secured Notes Collateral Agreement;

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

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), as applicable, the membership certificates of Brandywine Bookmaking LLC, evidencing said pledge of the membership interest 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.

93. THAT William Hill Nevada I is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030, as applicable, to pledge the equity securities of William

Hill Nevada II, to U.S. Bank National Association, as Collateral Agent, in conjunction with Senior Secured Notes, provided that:

- a. This approval is pursuant to the Senior Secured Notes Collateral Agreement;
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such equity securities (except back to William Hill Nevada I) and before any other resort to the collateral or other enforcement of the security interest in such equity securities or membership interest may occur; and
- c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), as applicable, the stock certificates of William Hill Nevada II, evidencing said pledge of the equity securities 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.

94. THAT the fully executed Senior Secured Notes Collateral Agreement shall not be amended without the prior administrative approval of the Chairperson of the Board or his/her designee. Such administrative approval may not be granted regarding amendments to the Senior Secured Notes Collateral Agreement that increase or change the equity securities or membership interests that is the subject of the pledge, or that change the identity of the Collateral Agent.

95. THAT CEOC, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge the membership interest of Caesars World LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with a Credit Agreement, dated December 22, 2017 ("CRC Credit Agreement"), as amended by the Incremental Assumption Agreements Nos. 1 and 2 dated July 20, 2020, and as amended or modified from time to time, provided that:

a. This approval is pursuant to a Collateral Agreement with U.S. Bank National Association, as Collateral Agent, dated December 22, 2017 (“CRC Collateral Agreement”), as amended pursuant to Supplement No. 1 dated July 16, 2018, and Supplement No. 2 dated July 20, 2020;

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

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Caesars World LLC, evidencing said pledge of the membership interest 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.

96. THAT Caesars World LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15.180 and 8.030, to pledge the membership interest of Caesars Palace LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with the CRC Credit Agreement, provided that:

a. This approval is pursuant to the CRC Collateral Agreement;

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

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Caesars Palace LLC, evidencing said pledge of the membership interest 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.

97. THAT Caesars Palace LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge the membership interests of Caesars Nevada Newco LLC, Desert Palace, LLC, and Harrah's Las Vegas, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with the CRC Credit Agreement, provided that:

a. This approval is pursuant to the CRC Collateral 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 Caesars Palace LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interests may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Caesars Nevada Newco LLC, Desert Palace, LLC, Harrah's Las Vegas, LLC, and 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.

98. THAT Caesars Nevada Newco LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge the membership interests of Caesars Growth PH, LLC, Caesars Growth Cromwell, LLC, Caesars Growth Quad, LLC, Caesars Growth Bally's LV, LLC, HTM Holding LLC, Flamingo Las Vegas Operating Company, LLC, Harrah's Laughlin, LLC, Paris Las Vegas Operating Company, LLC, and Rio Properties, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with the CRC Credit Agreement, provided that:

a. This approval is pursuant to the CRC Collateral 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 Caesars Nevada Newco LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interests may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Caesars Growth PH, LLC, Caesars Growth Cromwell, LLC, Caesars Growth Quad, LLC, Caesars Growth Bally's LV, LLC, HTM Holding LLC, Flamingo Las Vegas Operating Company, LLC, Harrah's Laughlin, LLC, Paris Las Vegas Operating Company, LLC, and Rio Properties, LLC, 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.

99. THAT HTM Holding LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interest of Harveys Tahoe Management Company LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with the CRC Credit Agreement, provided that:

a. This approval is pursuant to the CRC Collateral Agreement;

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

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Harveys Tahoe Management Company LLC, evidencing said pledge of the membership interest 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.



100. THAT Caesars Growth PH, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interest of PHWLTV, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with the CRC Credit Agreement, provided that:

- a. This approval is pursuant to the CRC Collateral Agreement;
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to Caesars Growth PH, LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and
- c. Pursuant to NGC Regulation 8.030(4)(a), the membership certificates of PHWLTV, LLC evidencing said pledge of the membership interest 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.

101. THAT Caesars Growth Quad, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interest of 3535 LV Newco, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with the CRC Credit Agreement, provided that:

- a. This approval is pursuant to the CRC Collateral Agreement;
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to Caesars Growth Quad, LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and
- c. Pursuant to NGC Regulation 8.030(4)(a), the membership certificate of 3535 LV Newco, LLC evidencing said pledge of the membership interest 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.

102. THAT Caesars Growth Bally's LV, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interest of Parball Newco, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with the CRC Credit Agreement, provided that:

a. This approval is pursuant to the CRC Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to Caesars Growth Bally's LV, LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulation 8.030(4)(a), the membership certificate of Parball Newco, LLC evidencing said pledge of the membership interest 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.

103. THAT Caesars Growth Cromwell, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interest of Corner Investment Company, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with the CRC Credit Agreement, provided that:

a. This approval is pursuant to the CRC Collateral Agreement;

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

c. Pursuant to NGC Regulation 8.030(4)(a), the membership certificate of

Corner Investment Company, LLC evidencing said pledge of the membership interest 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.

104. THAT the CRC Collateral Agreement shall not be amended without the prior administrative approval of the Chairperson of the Board or his/her designee. Such administrative approval may not be granted regarding amendments to the CRC Collateral Agreement that increase the number of shares of stock or membership interests that are the subject of the pledge, or that change the identity of the Collateral Agent.

105. THAT CEOC, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge the membership interests of Caesars World LLC and PHW Manager, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with an Indenture dated April 29, 2020, for Senior Secured Notes (“Caesars Senior Secured Notes”), provided that:

a. This approval is pursuant to a Collateral Agreement with U.S. Bank National Association, as Collateral Agent, dated as of December 22, 2017 (as supplemented by the Supplement No. 1 dated as of July 16, 2018, and the Supplement No. 2 dated July 20, 2020 (“Caesars Senior Secured Notes Collateral 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 CEOC, LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interests may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Caesars World LLC and PHW Manager, LLC, 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.

106. THAT Caesars World LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15.180 and 8.030, to pledge the membership interest of Caesars Palace LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with Caesars Senior Secured Notes, provided that:

a. This approval is pursuant to the Caesars Senior Secured Notes Collateral Agreement;

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

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Caesars Palace LLC, evidencing said pledge of the membership interest 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.

107. THAT Caesars Palace LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge the membership interests of Caesars Nevada Newco LLC, Desert Palace LLC, and Harrah's Las Vegas, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with Caesars Senior Secured Notes, provided that:

a. This approval is pursuant to the Caesars Senior Secured Notes Collateral 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 Caesars Palace LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interests may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Caesars Nevada Newco LLC, Desert Palace LLC, Harrah's Las Vegas, LLC, and 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.

108. THAT Caesars Nevada Newco LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge the membership interests of Caesars Growth PH, LLC, Caesars Growth Cromwell, LLC, Caesars Growth Quad, LLC, Caesars Growth Bally's LV, LLC, HTM Holding LLC, Flamingo Las Vegas Operating Company, LLC, Harrah's Laughlin, LLC, Paris Las Vegas Operating Company, LLC, and Rio Properties, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with Caesars Senior Secured Notes, provided that:

a. This approval is pursuant to the Caesars Senior Secured Notes Collateral 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 Caesars Nevada Newco LLC) and before any other resort to the collateral or other enforcement of the security interest in such memberships interests may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Caesars Growth PH, LLC, Caesars Growth Cromwell, LLC, Caesars Growth Quad, LLC, Caesars Growth Bally's LV, LLC, HTM Holding LLC, Flamingo Las Vegas Operating Company, LLC, Harrah's Laughlin, LLC, Paris Las Vegas Operating Company, LLC, and Rio Properties, LLC, 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.

109. THAT HTM Holding LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interest of Harveys Tahoe Management Company LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with Caesars Senior Secured Notes, provided that:

a. This approval is pursuant to the Caesars Senior Secured Notes Collateral Agreement;

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

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Harveys Tahoe Management Company LLC, evidencing said pledge of the membership interest 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.

110. THAT Caesars Growth PH, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interest of PHWLTV, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with Caesars Senior Secured Notes, provided that:

a. This approval is pursuant to the Caesars Senior Secured Notes Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except

back to Caesars Growth PH, LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulation 8.030(4)(a), the membership certificates of PHWLTV, LLC evidencing said pledge of the membership interest 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.

111. THAT Caesars Growth Quad, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interest of 3535 LV Newco, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with Caesars Senior Secured Notes, provided that:

a. This approval is pursuant to the Caesars Senior Secured Notes Collateral Agreement;

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

c. Pursuant to NGC Regulation 8.030(4)(a), the membership certificate of 3535 LV Newco, LLC evidencing said pledge of the membership interest 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.

112. THAT Caesars Growth Bally's LV, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interest of Parball Newco, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with Caesars Senior Secured Notes, provided that:

a. This approval is pursuant to the Caesars Senior Secured Notes Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to Caesars Growth Bally's LV, LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulation 8.030(4)(a), the membership certificate of Parball Newco, LLC evidencing said pledge of the membership interest 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.

113. THAT Caesars Growth Cromwell, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interest of Corner Investment Company, LLC to U.S. Bank National Association, as Collateral Agent, in conjunction with Caesars Senior Secured Notes, provided that:

a. This approval is pursuant to the Caesars Senior Secured Notes Collateral Agreement;

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

c. Pursuant to NGC Regulation 8.030(4)(a), the membership certificate of Corner Investment Company, LLC evidencing said pledge of the membership interest 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.



114. THAT the Caesars Senior Secured Notes Collateral Agreement shall not be amended without the prior administrative approval of the Chairperson of the Board or his/her designee. Such administrative approval may not be granted regarding amendments to the Caesars Senior Secured Notes Collateral Agreement that increase the number of shares of stock or membership interests that are the subject of the pledge, or that change the identity of the Collateral Agent.

115. THAT Caesars Entertainment, Inc., Caesars Holdings, Inc., Caesars Growth Partners, LLC, Caesars Resort Collection, LLC, CEOC, LLC, Harrah's New Orleans Management Company, Harrah's Shreveport/Bossier City Investment Company, LLC, and Harrah's Bossier City Investment Company, LLC, dba Harrah's Louisiana Downs are each granted approval to share in the revenue from the conduct of off-track pari-mutuel race wagering, said approval conditioned as follows:

a. That the following information, except that which is already reported to the Board pursuant to the requirements of NRS 463.680, *et. seq.*, pertaining to Foreign Gaming, shall be reported to the Board, in writing, within 30 days after the end of the quarter concerning the occurrence or the absence of the following:

(1) Any changes in the officers, directors, or key personnel of Caesars Entertainment, Inc., Caesars Holdings, Inc., Caesars Growth Partners, LLC, Caesars Resort Collection, LLC, CEOC, LLC, Harrah's New Orleans Management Company, Harrah's Shreveport/Bossier City Investment Company, LLC, and Harrah's Bossier City Investment Company, LLC who are directly or indirectly engaged in the active administration or supervision of the gaming operations conducted at Harrah's Louisiana Downs and related facilities who earn \$125,000 or more annually.

(2) All gaming related complaints, investigations into alleged misconduct, orders to show cause, and disciplinary actions instituted by, presided over, or in

connection with the Louisiana Racing Commission, the Louisiana Gaming Control Board, the Louisiana State Police or any gaming regulatory agency (collectively, the “Regulatory Agencies”), involving Caesars Entertainment, Inc., Caesars Holdings, Inc., Caesars Growth Partners, LLC, Caesars Resort Collection, LLC, CEOC, LLC, Harrah’s New Orleans Management Company, Harrah’s Shreveport/Bossier City Investment Company, LLC, and Harrah’s Bossier City Investment Company, LLC, dba Harrah’s Louisiana Downs, their officers, directors, owners, agents or employees.

(3) All known arrests made of any officer, director, owner, agent, employee or patron of Caesars Entertainment, Inc., Caesars Holdings, Inc., Caesars Growth Partners, LLC, Caesars Resort Collection, LLC, CEOC, LLC, Harrah’s New Orleans Management Company, Harrah’s Shreveport/Bossier City Investment Company, LLC, and Harrah’s Bossier City Investment Company, LLC or Harrah’s Louisiana Downs involving gaming misconduct or felony charges in the State of Louisiana. The report shall include the name, position, charge, arresting agency and a brief description of the event.

(4) Any known gaming cheating or theft wherein an arrest was not made.

(5) A copy of the application for licensure to conduct horse racing, and any exhibits or attachments thereto, as provided to any of the Regulatory Agencies.

b. That no agreements approved pursuant to NGC Regulation 26A shall be changed, altered, modified or amended without the prior administrative approval of the Chairperson of the Board or his/her designee. If the Chairperson of the Board or his/her designee determines that any proposed change, alteration, modification or amendment is substantial, then the approval of the Commission shall be required.

116. THAT Caesars Entertainment, Inc. shall maintain a gaming compliance program 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

Caesars Entertainment, Inc., 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 jurisdictions in which Caesars Entertainment, Inc., its subsidiaries and any affiliated entities operate. The gaming compliance program, and any amendments thereto, shall be administratively reviewed and approved by the Chairperson of the Board or his/her designee, and the members of the compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively acknowledged by the Chairperson of the Board or his/her designee. Caesars Entertainment, Inc., shall amend the gaming compliance program, or any element thereof, and perform such duties as may be assigned by the Chairperson of the Board or his/her designee, related to a review of activities relevant to the continuing qualification of Caesars Entertainment, Inc., under the provisions of the Act and Regulations.

117. THAT Caesars Entertainment, Inc., shall fund and maintain with the Board a revolving fund in the amount of \$100,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Sixth Revised 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 Eldorado Resorts, Inc., its subsidiaries and any affiliated entities.

118. THAT pursuant to NRS 463.625, Caesars Entertainment, Inc., is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

119. THAT Caesars Entertainment, Inc., is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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

ENTERED, this 18<sup>th</sup> day of March 2021.