

BEFORE THE NEVADA GAMING COMMISSION  
AND THE NEVADA GAMING CONTROL BOARD

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In the Matter of

GOLDEN ENTERTAINMENT, INC.

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

SIXTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on December 5, 2018, at Carson City, Nevada, and before the Nevada Gaming Commission (“Commission”) on December 20, 2018, 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 NEVADA GAMING CONTROL BOARD:

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

a. The application of Golden Entertainment, Inc. for an amendment to its Order of Registration,

b. The applications of Golden Casinos Nevada LLC for (i) licensure as sole member and manager of Colorado Belle Gaming, LLC, (ii) licensure as sole member and manager of Edgewater Gaming, LLC, (iii) approval to pledge the membership interests of Colorado Belle Gaming, LLC and Edgewater Gaming, LLC to JPMorgan Chase Bank, N.A., as Collateral Agent, in conjunction with a first lien credit agreement, and (iv) approval to pledge the membership interests of Colorado Belle Gaming, LLC and Edgewater Gaming, LLC to Credit

Suisse AG, Cayman Islands Branch, as Collateral Agent, in conjunction with a second lien credit agreement, and

c. The applications of Marnell Gaming, LLC for (i) approval to transfer its membership interest in Colorado Belle Gaming, LLC to Golden Casinos Nevada LLC and (ii) approval to transfer its membership interest in Edgewater Gaming, LLC to Golden Casinos Nevada LLC.

2. THAT the Fifth Revised Order of Registration of Golden Entertainment, Inc. dated November 15, 2018, is hereby amended and restated, in its entirety, by this Sixth Revised Order of Registration.

3. THAT Golden Entertainment, Inc. is registered as a publicly traded corporation, is found suitable as the sole shareholder of Golden Holdings, Inc. and is found suitable as the sole member and manager of Golden Casinos Nevada LLC.

4. THAT Lyle Arnold Berman is found suitable as a beneficial owner of Golden Entertainment, Inc.

5. THAT Blake Louis Sartini and Delise Fertitta Sartini are each found suitable as a beneficial owner and controlling beneficial owner of Golden Entertainment, Inc.

6. THAT Golden Holdings, Inc. is registered as an intermediary company and is found suitable as the sole member of 77 Golden Gaming, LLC.

7. THAT 77 Golden Gaming, LLC is registered as an intermediary company, is found suitable as the sole member of Golden Gaming, LLC, and is licensed as the sole member of Sartini Synergy Online, LLC.

8. THAT Golden Gaming, LLC is registered as an intermediary company, is found suitable as the sole member of Golden Tavern Group, LLC, is licensed as the sole member and manager of Golden Pahrump Town, LLC, Golden Pahrump Nugget, LLC, and Golden Pahrump Lakeside, LLC, and is licensed as the sole member of Golden Route Operations LLC.

9. THAT Golden Route Operations LLC is registered as an intermediary company, and is licensed as the sole member of Sartini Gaming, LLC and Market Gaming, LLC.

10. THAT Golden Route Operations LLC, dba Golden Route Operations, is licensed as a manufacturer, a distributor, an operator of a slot machine route and an interactive gaming service provider, subject to such conditions and limitations as may be imposed by the Commission.

11. THAT Sartini Gaming, LLC is registered as an intermediary company, is licensed as the sole member of Cardivan, LLC and Corral Country Coin, LLC, and is licensed as a distributor and an operator of a slot machine route, subject to such conditions and limitations as may be imposed by the Commission.

12. THAT Market Gaming, LLC is licensed as an operator of a slot machine route, subject to such conditions and limitations as may be imposed by the Commission.

13. THAT Cardivan, LLC is licensed as a manufacturer, a distributor and an operator of a slot machine route, subject to such conditions and limitations as may be imposed by the Commission.

14. THAT Corral Country Coin, LLC is licensed as an operator of a slot machine route, subject to such conditions and limitations as may be imposed by the Commission.

15. THAT Golden Pahrump Town, LLC, dba Gold Town Casino, is licensed to conduct nonrestricted gaming operations at 771 S Frontage Rd, Pahrump, and is licensed as a manufacturer, distributor and an interactive gaming service provider, subject to such conditions and limitations as may be imposed by the Commission.

16. THAT Golden Pahrump Nugget, LLC, dba Pahrump Nugget Hotel & Gambling Hall, is licensed to conduct nonrestricted gaming operations at 681 S 160 HY, Pahrump, and is licensed as an interactive gaming service provider, subject to such conditions and limitations as may be imposed by the Commission.

17. THAT Golden Pahrump Lakeside, LLC, dba Lakeside Casino and RV Park, is licensed to conduct nonrestricted gaming operations (slot machines only) at 5870 Homestead Rd, Pahrump, and is licensed as a manufacturer, distributor and an interactive gaming service provider, subject to such conditions and limitations as may be imposed by the Commission.

18. THAT Golden-PT's Pub Stewart-Nellis 2, LLC, dba PT's Place, is licensed to conduct nonrestricted gaming operations (slot machines only) at 347 N Nellis Blvd, Las Vegas, subject to such conditions and limitations as may be imposed by the Commission.

19. THAT Golden-PT's Pub East Sahara 3, LLC, dba PT's Place, is licensed to conduct nonrestricted gaming operations (slot machines only) at 532 E Sahara Ave, Las Vegas, subject to such conditions and limitations as may be imposed by the Commission.

20. THAT Golden-PT's Big Game 26, LLC, dba PT's Place, is licensed to conduct nonrestricted gaming operations (slot machines only) at 1281 S Decatur Blvd, Las Vegas, subject to such conditions and limitations as may be imposed by the Commission.

21. THAT Cardivan, LLC, dba Albertson's #6046, is licensed to conduct nonrestricted gaming operations (slot machines only) at 1001 S Rainbow Blvd, Las Vegas, subject to such conditions and limitations as may be imposed by the Commission.

22. THAT Sartini Gaming, LLC, db at PT's Gold is licensed to conduct nonrestricted gaming operations (slot machines only) at 7200 W Lake Mead Blvd, Las Vegas, subject to such conditions and limitations as may be imposed by the Commission.

23. THAT Sartini Gaming, LLC, dba Gold Bar db at Golden Gate Gas is licensed to conduct nonrestricted gaming operations at 3600 W Idaho St, Elko, subject to such conditions and limitations as may be imposed by the Commission.

24. THAT Sartini Gaming, LLC, db at Cardenas Markets is licensed to conduct nonrestricted gaming operations (slot machines only) at 4421 E Bonanza Rd, Las Vegas, subject to such conditions and limitations as may be imposed by the Commission.

25. THAT Golden-PT's Pub Beano's 62, LLC is approved to receive a percentage of gaming revenue from Sartini Gaming, LLC, db at PT's Gold and is licensed as a key employee of Sartini Gaming, LLC, db at PT's Gold, subject to such conditions or limitations as may be imposed by the Commission.

26. THAT Sartini Synergy Online, LLC is licensed as an operator of interactive gaming, subject to such conditions and limitations as may be imposed by the Commission.

27. THAT Golden Tavern Group, LLC is registered as an intermediary company and is found suitable as the sole member of the restricted licensees as specified in the records of the Board. The approvals granted to Golden Tavern Group, LLC and such restricted licensees are 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.

28. THAT Golden Tavern Group, LLC is found suitable as the sole member and manager of Golden-PT's Pub Beano's 62, LLC, subject to such conditions or limitations as may be imposed by the Commission.

29. THAT those restricted subsidiary locations of Golden Tavern Group, LLC approved to receive a percentage of gaming revenue from Sartini Gaming, LLC are identified in the records of the Board and such approvals are subject to such conditions or limitations identified in the records of the Board and any other conditions or limitations as may be imposed by the Commission.

30. THAT Golden Casinos Nevada LLC is registered as an intermediary company, and is licensed as the sole member and manager of Stratosphere Gaming LLC, Aquarius Gaming LLC, Arizona Charlie's, LLC, Fresca, LLC, Colorado Belle Gaming, LLC and Edgewater Gaming, LLC.

31. THAT Stratosphere Gaming LLC, dba Stratosphere Casino, Hotel & Tower is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming

operations, including a race book and sports pool, at 2000 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

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

33. THAT Arizona Charlie's, LLC, dba Arizona Charlie's Decatur is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 750 South Decatur Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

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

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

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

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

38. THAT Colorado Belle Gaming, LLC, dba Colorado Belle Hotel and Casino, is licensed to conduct nonrestricted gaming operations at 2100 S Casino Dr, Laughlin, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

39. THAT Colorado Belle Gaming, LLC 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, at Colorado Belle Hotel and Casino – Race Book and Sports Pool and by William Hill Nevada I, dba William Hill Race & Sports Book, at Edgewater Hotel and Casino - Race Book and Sports Pool, subject to such conditions or limitations as may be imposed by the Commission.

40. THAT Edgewater Gaming, LLC, dba Edgewater Hotel and Casino, is licensed to conduct nonrestricted gaming operations at 2020 S Casino Dr, Laughlin, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

41. THAT Edgewater Gaming, LLC 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, at Colorado Belle Hotel and Casino – Race Book and Sports Pool and by William Hill Nevada I, dba William Hill Race & Sports Book, at Edgewater Hotel and Casino - Race Book and Sports Pool, subject to such conditions or limitations as may be imposed by the Commission.

42. THAT Golden Entertainment, Inc., is granted approval, pursuant to NRS 463.510(1) and NRS 463.5733, as applicable, and NGC Regulations 8.030, 15.585.7-2 and 15B.180, as applicable, to pledge the equity securities of Golden Holdings, Inc. and the membership interest of Golden Casinos Nevada LLC to JPMorgan Chase Bank, N.A., as Collateral Agent, in conjunction with a First Lien Credit Agreement, dated October 20, 2017 (“First Lien Credit Agreement”), provided that:

a. This approval is pursuant to the Security Agreement with JPMorgan Chase Bank, N.A., dated October 20, 2017 (“First Lien Security Agreement”);

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such equity securities or membership interest (except back to Golden Entertainment, 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 Golden Holdings, Inc. and the membership certificates, if the membership interests are certificated, of Golden Casinos Nevada 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.

43. THAT Golden Holdings, Inc. is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge the membership interest of 77 Golden Gaming, LLC to JPMorgan Chase Bank, N.A., as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the First Lien Security 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 (except back to Golden 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, if the membership interests are certificated, of 77 Golden Gaming, 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.

44. THAT 77 Golden Gaming, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, as applicable, to pledge the membership interests of



Sartini Synergy Online, LLC and Golden Gaming, LLC to JPMorgan Chase Bank, N.A., as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the First Lien Security 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 (except back to 77 Golden Gaming, 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, if the membership interests are certificated, of Sartini Synergy Online, LLC and Golden Gaming, 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.

45. THAT Golden Gaming, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, as applicable, to pledge the membership interests of Golden Route Operations LLC, Golden Pahrump Town, LLC, Golden Pahrump Nugget, LLC, Golden Pahrump Lakeside, LLC and Golden Tavern Group, LLC to JPMorgan Chase Bank, N.A., as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the First Lien Security 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 (except back to Golden Gaming, 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, if the membership interests are certificated, of Golden Route Operations LLC,

Golden Pahrump Town, LLC, Golden Pahrump Nugget, LLC, Golden Pahrump Lakeside, LLC and Golden Tavern Group, 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.

46. THAT Golden Route Operations LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, as applicable, to pledge the membership interests of Sartini Gaming, LLC and Market Gaming, LLC to JPMorgan Chase Bank, N.A., as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the First Lien Security 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 (except back to Golden Route Operations 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 Sartini Gaming, LLC and Market Gaming, 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.

47. THAT Sartini Gaming, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interests of Cardivan, LLC and Corral Country Coin, LLC to JPMorgan Chase Bank, N.A., as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the First Lien Security 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 (except back to Sartini Gaming, 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 Cardivan, LLC and Corral Country Coin, 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.

48. THAT Golden Tavern Group, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interest of Golden-PT's Pub Beano's 62, LLC to JPMorgan Chase Bank, N.A., as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the First Lien Security 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 (except back to Golden Tavern Group, 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, if the membership interests are certificated, of Golden-PT's Pub Beano's 62, 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.

49. THAT Golden Tavern Group, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interests of the restricted licensees specified in the records of the Board to JPMorgan Chase Bank, N.A., as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the First Lien Security 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 (except back to Golden Tavern Group, 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, if the membership interests are certificated, of the restricted licensees specified in the records of the Board 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.

50. THAT Golden Casinos Nevada LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interests of Stratosphere Gaming LLC, Arizona Charlie's, LLC, Fresca, LLC, Aquarius Gaming LLC, Colorado Belle Gaming, LLC and Edgewater Gaming, LLC to JPMorgan Chase Bank, N.A., as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the First Lien Security Agreement, as amended by a draft Security Agreement Pledge Amendment, a fully executed copy of such Security Agreement Pledge Amendment which shall be provided to the Chairperson of the Board for administrative approval within sixty (60) days of the date of this Sixth Revised Order of Registration. If the fully executed Security Agreement Pledge Amendment is not provided to the

Chairperson of the Board within such time period, unless administratively extended by the Chairperson of the Board, the approval granted in this Paragraph to pledge the membership interests of Colorado Belle Gaming, LLC and Edgewater Gaming, LLC shall be rendered null and void;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interests (except back to Golden Casinos Nevada 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, if the membership interests are certificated, of Stratosphere Gaming LLC, Arizona Charlie's, LLC, Fresca, LLC, Aquarius Gaming LLC, Colorado Belle Gaming, LLC and Edgewater Gaming, 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.

51. THAT Golden Entertainment, Inc., is granted approval, pursuant to NRS 463.510(1) and NRS 463.5733, as applicable, and NGC Regulations 8.030, 15.585.7-2 and 15B.180, as applicable, to pledge the equity securities of Golden Holdings, Inc. and the membership interest of Golden Casinos Nevada LLC to Credit Suisse AG, Cayman Islands Branch, as Collateral Agent, in conjunction with a Second Lien Credit Agreement, dated October 20, 2017 ("Second Lien Credit Agreement"), provided that:

a. This approval is pursuant to the Security Agreement with Credit Suisse AG, Cayman Islands Branch, dated October 20, 2017 ("Second Lien Security Agreement");

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

membership interest (except back to Golden Entertainment, 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 Golden Holdings, Inc. and the membership certificates, if the membership interests are certificated, of Golden Casinos Nevada 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.

52. THAT Golden Holdings, Inc. is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge the membership interest of 77 Golden Gaming, LLC to Credit Suisse AG, Cayman Islands Branch, as Collateral Agent, in conjunction with the Second Lien Credit Agreement, provided that:

a. This approval is pursuant to the Second Lien Security 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 (except back to Golden 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, if the membership interests are certificated, of 77 Golden Gaming, 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.

53. THAT 77 Golden Gaming, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, as applicable, to pledge the membership interests of Sartini Synergy Online, LLC and Golden Gaming, LLC to Credit Suisse AG, Cayman Islands Branch, as Collateral Agent, in conjunction with the Second Lien Credit Agreement, provided that:

- a. This approval is pursuant to the Second Lien Security 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 (except back to 77 Golden Gaming, 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, if the membership interests are certificated, of Sartini Synergy Online, LLC and Golden Gaming, 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.

54. THAT Golden Gaming, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, as applicable, to pledge the membership interests of Golden Route Operations LLC, Golden Pahrump Town, LLC, Golden Pahrump Nugget, LLC, Golden Pahrump Lakeside, LLC and Golden Tavern Group, LLC to Credit Suisse AG, Cayman Islands Branch, as Collateral Agent, in conjunction with the Second Lien Credit Agreement, provided that:

- a. This approval is pursuant to the Second Lien Security 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 (except

back to Golden Gaming, 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, if the membership interests are certificated, of Golden Route Operations LLC, Golden Pahrump Town, LLC, Golden Pahrump Nugget, LLC, Golden Pahrump Lakeside, LLC and Golden Tavern Group, 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.

55. THAT Golden Route Operations LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interests of Sartini Gaming, LLC and Market Gaming, LLC to Credit Suisse AG, Cayman Islands Branch, as Collateral Agent, in conjunction with the Second Lien Credit Agreement, provided that:

a. This approval is pursuant to the Second Lien Security 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 (except back to Golden Route Operations 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 Sartini Gaming, LLC and Market Gaming, 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.

56. THAT Sartini Gaming, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interests of Cardivan, LLC and Corral



Country Coin, LLC to Credit Suisse AG, Cayman Islands Branch, as Collateral Agent, in conjunction with the Second Lien Credit Agreement, provided that:

a. This approval is pursuant to the Second Lien Security 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 (except back to Sartini Gaming, 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 Cardivan, LLC and Corral Country Coin, 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.

57. THAT Golden Tavern Group, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interest of Golden-PT's Pub Beano's 62, LLC to Credit Suisse AG, Cayman Islands Branch, as Collateral Agent, in conjunction with the Second Lien Credit Agreement, provided that:

a. This approval is pursuant to the Second Lien Security 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 (except back to Golden Tavern Group, 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, if the membership interests are certificated, of Golden-PT's Pub Beano's 62, 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.

58. THAT Golden Tavern Group, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interests of the restricted licensees specified in the records of the Board to Credit Suisse AG, Cayman Islands Branch, as Collateral Agent, in conjunction with the Second Lien Credit Agreement, provided that:

a. This approval is pursuant to the Second Lien Security 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 (except back to Golden Tavern Group, 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, if the membership interests are certificated, of the restricted licensees specified in the records of the Board 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.

59. THAT Golden Casinos Nevada LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge the membership interests of Stratosphere Gaming LLC, Arizona Charlie's, LLC, Fresca, LLC, Aquarius Gaming LLC, Colorado Belle Gaming, LLC and Edgewater Gaming, LLC to Credit Suisse AG, Cayman Islands Branch, as Collateral Agent, in conjunction with the Second Lien Credit Agreement, provided that:

a. This approval is pursuant to the Second Lien Security Agreement, as amended by a draft Security Agreement Pledge Amendment, a fully executed copy of such Security Agreement Pledge Amendment which shall be provided to the Chairperson of the

Board for administrative approval within sixty (60) days of the date of this Sixth Revised Order of Registration. If the fully executed Security Agreement Pledge Amendment is not provided to the Chairperson of the Board within such time period, unless administratively extended by the Chairperson of the Board, the approval granted in this Paragraph to pledge the membership interests of Colorado Belle Gaming, LLC and Edgewater Gaming, LLC shall be rendered null and void;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interests (except back to Golden Casinos Nevada 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, if the membership interests are certificated, of Stratosphere Gaming LLC, Arizona Charlie's, LLC, Fresca, LLC, Aquarius Gaming LLC, Colorado Belle Gaming, LLC and Edgewater Gaming, 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.

60. THAT the First Lien Security Agreement and the Second Lien Security 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 First Lien Security Agreement or the Second Lien Security Agreement that increase or change the equity securities or membership interest that are the subject of the pledge, or that change the identity of the Collateral Agent.

61. THAT Golden 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 Golden 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 Golden 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. Golden 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 Golden Entertainment, Inc., under the provisions of the Act and Regulations.

62. THAT Golden Entertainment, Inc. shall fund and maintain with the Board a revolving fund in the amount of \$75,000 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 Golden Entertainment, Inc. its direct and indirect subsidiaries and any affiliated entities.

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

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

65. THAT Golden Entertainment, Inc. shall cause its internal auditors to verify to the Board in writing that any management responses to violations noted in the Internal Auditor's Report submitted pursuant to Nevada Gaming Commission Regulation 6.090(15) or to violations noted in a violation letter from the Board's Audit Division have been implemented. Such written verifications shall be submitted to the Board within 30 days of the submission of the Internal Auditor's Report or within 60 days of a violation letter from the Board's Audit Division.

66. THAT Golden Entertainment, Inc.'s compliance and audit committees shall submit a quarterly report to the Board outlining any recommendations they made concerning changes to the procedures of Golden Entertainment, Inc., or its affiliates, and whether such recommendations have been adopted. For purposes of this paragraph, procedures means compliance, audit, internal control, internal audit, gaming departmental, and security and surveillance procedures and any additional procedures specified by the Board.

67. 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 in Las Vegas, Nevada, this 20<sup>th</sup> day of December 2018.