

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

HERBST GAMING, INC.

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

EIGHTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on December 1, 2010, and before the Nevada Gaming Commission (“Commission”) on December 16, 2010, at Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

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

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

a. The applications of Herbst Gaming, Inc. for (i) licensure as the sole member of E-T-T, LLC, The Sands Regent, LLC and Market Gaming, LLC and (ii) an amendment to its Order of Registration,

b. The applications of The Sands Regent, LLC for (i) registration as an intermediary company and (ii) licensure as the sole member of Zante, LLC, Plantation Investments, LLC, Dayton Gaming, LLC and Last Chance, LLC,

- c. The applications of E-T-T, LLC for (i) registration as an intermediary company, (ii) licensure as the sole member of Cardivan, LLC and Corral Country Coin, LLC, (iii) licensure as an operator of a slot machine route, (iv) licensure as a distributor and (v) restricted gaming licenses at locations identified in the records of the Board,
- d. The application of The Sands Regent for approval to convert to a limited liability company to be known as The Sands Regent, LLC,
- e. The application of Zante, Inc. for approval to convert to a limited liability company to be known as Zante, LLC,
- f. The applications of Zante, LLC for (i) a nonrestricted gaming license and (ii) licensure as a distributor,
- g. The application of Plantation Investments, Inc. for approval to convert to a limited liability company to be known as Plantation Investments, LLC,
- h. The application of Plantation Investments, LLC for a nonrestricted gaming license,
- i. The application of Dayton Gaming, Inc. for approval to convert to a limited liability company to be known as Dayton Gaming, LLC,
- j. The application of Dayton Gaming, LLC for a nonrestricted gaming license,
- k. The application of Last Chance, Inc. for approval to convert to a limited liability company to be known as Last Chance, LLC,
- l. The application of Last Chance, LLC for a nonrestricted gaming license,
- m. The application of E-T-T, Inc. for approval to convert to a limited liability company to be known as E-T-T, LLC,
- n. The application of Market Gaming, Inc. for approval to convert to a limited liability company to be known as Market Gaming, LLC,

o. The applications of Market Gaming, LLC for (i) licensure as an operator of a slot machine route and (ii) restricted and nonrestricted gaming licenses (slot machines only) at locations identified in the records of the Board,

p. The application of Cardivan Company, Inc. for approval to convert to a limited liability company to be known as Cardivan, LLC,

q. The applications of Cardivan, LLC for (i) licensure as an operator of a slot machine route, (ii) licensure as a manufacturer and distributor and (iii) restricted and nonrestricted gaming licenses (slot machines only) at locations identified in the records of the Board,

r. The application of Corral Country Coin, Inc. for approval to convert to a limited liability company to be known as Corral Country Coin, LLC, and

s. The application of Corral Country Coin, LLC for licensure as an operator of a slot machine route.

2. THAT the Seventh Revised Order of Registration of Herbst Gaming Inc. dated March 18, 2010, is hereby amended and restated, in its entirety, by this Eighth Revised Order of Registration.

3. THAT Herbst Gaming, Inc., is registered as a publicly traded corporation and is found suitable as the sole member of E-T-T, LLC, The Sands Regent, LLC, Market Gaming, LLC, Flamingo Paradise Gaming, LLC and The Primadonna Company, LLC.

4. THAT The Edward J. Herbst Gaming Trust, The Timothy P. Herbst Gaming Trust and The Troy D. Herbst Gaming Trust are each found suitable as shareholders of Herbst Gaming, Inc., and Edward Jerry Herbst, Timothy Paul Herbst, and Troy Dederick Herbst are each found suitable as controlling beneficial owners of Herbst Gaming, Inc.

5. THAT E-T-T, LLC is registered as an intermediary company and is found suitable as the sole member of Cardivan LLC, and Corral Country Coin, LLC.

6. THAT The Sands Regent, LLC is registered as an intermediary company and is found suitable as the sole member of Zante, LLC, Last Chance, LLC, Plantation Investments, LLC and Dayton Gaming, LLC.

7. THAT E-T-T, LLC, is licensed as a distributor and operator of a slot machine route, and is licensed to conduct restricted and nonrestricted gaming operations (slot machines only) at locations identified in the records of the Board, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Flamingo Paradise Gaming, LLC, dba Terrible's Town, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 771 S. Frontage Road, Pahrump, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT Flamingo Paradise Gaming, LLC, dba Terrible's Lakeside Casino, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 5870 Homestead Road, Pahrump, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT Flamingo Paradise Gaming, LLC, dba Terrible's Town Casino – Searchlight, is licensed to conduct nonrestricted gaming operations (slot machines only) at 670 Highway 95, Searchlight, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Market Gaming, LLC, is licensed as an operator of a slot machine route, and is licensed to conduct restricted and nonrestricted gaming operations (slot machines only) at locations identified in the records of the Board, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT Flamingo Paradise Gaming, LLC, dba Terrible's Town, is licensed to conduct nonrestricted gaming operations (slot machines only) at 642 S. Boulder Highway, Henderson, subject to such conditions or limitations as may be imposed by the Commission.

13. THAT Flamingo Paradise Gaming, LLC, dba Terrible's Hotel and Casino, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 4100 Paradise Road, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

14. THAT Cardivan LLC is licensed as a manufacturer, distributor, and operator of a slot machine route, and is licensed to conduct restricted and nonrestricted gaming operations (slot machines only) at locations identified in the records of the Board, subject to such conditions or limitations as may be imposed by the Commission.

15. THAT Corral Country Coin, LLC, is licensed as an operator of a slot machine route, and is licensed to conduct restricted gaming operations at locations identified in the records of the Board, subject to such conditions or limitations as may be imposed by the Commission.

16. THAT Zante, LLC, dba The Sands Regency is licensed as a distributor and to conduct nonrestricted gaming operations at 345 North Arlington Avenue, Reno, subject to such conditions or limitations as may be imposed by the Commission.

17. THAT Last Chance, LLC, dba Gold Ranch Casino and RV Resort, is licensed to conduct nonrestricted gaming operations at 350 Interstate 80 West, Verdi, subject to such conditions or limitations as may be imposed by the Commission.

18. THAT Plantation Investments, LLC, dba Rail City Casino, is licensed to conduct nonrestricted gaming operations at 2121 Victorian Avenue, Sparks, subject to such conditions or limitations as may be imposed by the Commission.

19. THAT Dayton Gaming, LLC, dba Terrible's Casino Dayton, is licensed to conduct nonrestricted gaming operations at 755 Highway 50 East, Dayton, subject to such conditions or limitations as may be imposed by the Commission.

20. THAT The Primadonna Company, LLC, dba Whiskey Pete's 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 Primm, Nevada, subject to such conditions or limitations as may be imposed by the Commission.

21. THAT The Primadonna Company, LLC, dba Primm Valley 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 Primm, Nevada, subject to such conditions or limitations as may be imposed by the Commission.

22. THAT The Primadonna Company, LLC, dba Buffalo Bill's 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 Primm, Nevada, subject to such conditions or limitations as may be imposed by the Commission.

23. THAT The Primadonna Company, LLC, dba Primm Center at The Primm Valley Resort and Casino, is licensed to conduct restricted gaming operations at 31900 Las Vegas Boulevard South, Primm, Nevada, subject to such conditions or limitations as may be imposed by the Commission.

24. THAT The Primadonna Company, LLC, is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

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

26. THAT Flamingo Paradise Gaming, LLC is approved to receive a percentage of gaming revenue from race books and sports pools operated by Brandywine Bookmaking, LLC, at Terrible's Hotel and Casino, Terrible's Town and Terrible's Lakeside Casino, subject to such conditions or limitations as may be imposed by the Commission.

27. THAT Herbst Gaming, Inc., is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of 8 1/8 % Series B Senior Subordinated Notes due 2012

("Senior Subordinated Notes"), pursuant to and as more fully described in the SEC Form S-4 Registration Statement, as amended, (SEC Registration No. 333-118068).

28. THAT the approval set forth in Paragraph 27 is specifically conditioned as follows:

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

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

29. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in Paragraph 28(b) above.

30. THAT Herbst Gaming, Inc., is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of 7% Senior Subordinated Notes due 2014 ("7% Senior Subordinated Notes"), pursuant to and as more fully described in the SEC Form S-4 Registration Statement, as amended, (SEC Registration No. 333-122837).

31. THAT the approval set forth in Paragraph 30 is specifically conditioned as follows:

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

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

32. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for good cause, which shall remain in effect until lifted by the Commission as provided in Paragraph 31 (b) above.

33. THAT in conjunction with the public offering of the Senior Subordinated Notes, and the 7% Senior Subordinated Notes, E-T-T, LLC, Market Gaming, LLC, Cardivan LLC, Corral Country Coin LLC, Zante, LLC, Last Chance, LLC, Plantation Investments, LLC and Dayton Gaming, LLC are each granted approval, pursuant to NGC Regulation 16.100 to guarantee securities issued by Herbst Gaming, Inc., and to hypothecate their assets to secure the payment or performance of obligations evidenced by the securities issued by Herbst Gaming, Inc.

34. THAT Herbst Gaming, Inc., is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 8.030 and 15.585.7-2, as applicable, to pledge the membership interests of E-T-T, LLC, The Sands Regent, LLC and Market Gaming, LLC, and its membership interest in Flamingo Paradise Gaming, LLC and The Primadonna Company, LLC, to Wilmington Trust Company, as Administrative Agent, in conjunction with a Credit Agreement ("Credit Agreement"), provided that:

a. This approval is pursuant to the fully executed Pledge Agreement with Wilmington Trust Company as successor to Bank of America, N.A. dated January 3, 2007, as amended ("Wilmington Trust Company Pledge Agreement").

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



other enforcement of the security interest in such securities or membership interests may occur; and,

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of E-T-T, LLC, The Sands Regent, LLC, Market Gaming, LLC, Flamingo Paradise Gaming, LLC and The Primadonna Company, LLC, evidencing said pledge of the equity securities and 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.

35. THAT E-T-T, LLC, is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030, to pledge the membership interests of Cardivan LLC, and Corral Country Coin, LLC, to Wilmington Trust Company, as Administrative Agent, in conjunction with the Credit Agreement, provided that:

a. This approval is pursuant to the Wilmington Trust Company Pledge Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to E-T-T, LLC) and before any other resort to the collateral or other enforcement of the security interest in such securities 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.

36. THAT The Sands Regent, LLC is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030, to pledge the membership interests of Zante, LLC, Last Chance,

LLC, Plantation Investments, LLC and Dayton Gaming, LLC, to Wilmington Trust Company, as Administrative Agent, in conjunction with the Credit Agreement, provided that:

a. This approval is pursuant to the Wilmington Trust Company Pledge Agreement;

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

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of Zante, LLC, Last Chance, LLC, Plantation Investments, LLC and Dayton 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.

37. THAT the Wilmington Trust Company Pledge Agreement shall not be further amended without the prior administrative approval of the Chairman of the Board or his designee. Such administrative approval may not be granted regarding amendments to the aforementioned pledge agreements that increase the membership interests that are the subject of the pledges, or that change the identity of the Administrative Agent.

38. THAT in conjunction with the private placement and public offering of the Senior Subordinated Notes, the 7% Senior Subordinated Notes and the Credit Agreement, Herbst Gaming, Inc., is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of E-T-T, LLC, and Market Gaming, LLC.

39. THAT in conjunction with the private placement and public offering of the Senior Subordinated Notes, the 7% Senior Subordinated Notes and the Credit Agreement, E-T-T, LLC,

is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the membership interests of Cardivan LLC and Corral Country Coin, LLC.

40. THAT in conjunction with the Credit Agreement, Herbst Gaming, Inc. is granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the membership interests of The Sands Regent LLC.

41. THAT in conjunction with the Credit Agreement, The Sands Regent, LLC is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the membership interests of Zante, LLC, Last Chance, LLC, Plantation Investments, LLC and Dayton Gaming, LLC.

42. THAT Herbst Gaming, Inc., shall maintain a Gaming Compliance Plan (“Plan”) for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Herbst Gaming, Inc., and its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the “Act”), as amended, the Commission’s Regulations (the “Regulations”), as amended, and the laws and regulations of any other jurisdiction in which Herbst Gaming, Inc., its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Herbst Gaming, Inc., shall amend the Plan, or any element thereof, and perform such duties as may be requested or assigned by the Chairman of the Board or his designee relating to a review of activities relevant to the continuing qualifications of Herbst Gaming, Inc., under the provisions of the Act and Regulations.

43. THAT Herbst Gaming, Inc., shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and any amendments thereto. Without

limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring, and investigative review of all activities of Herbst Gaming, Inc., and its affiliated companies.

44. THAT, pursuant to NRS 463.625, Herbst Gaming, 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.

45. THAT Herbst Gaming, Inc., is exempted from NGC Regulation 15, except for the provisions of NGC Regulations 15.510.2-1, 15.585.7-1 and 15.585.7-6, and shall instead comply with NGC Regulation 16; provided that, The Edward J. Herbst Gaming Trust, The Timothy P. Herbst Gaming Trust and The Troy D. Herbst Gaming Trust shall not sell, assign, transfer, pledge or otherwise dispose of the equity securities of Herbst Gaming, Inc., without the prior approval of the Commission, or as otherwise allowed pursuant to NRS Chapter 463 or the Regulations of the Nevada Gaming Commission, and with the prior administrative approval of the Chairman of the Board or his designee.

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

ENTERED at Carson City, Nevada, this 16<sup>th</sup> day of December 2010.