

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of

OCM HOLDCO, LLC

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

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on April 3, 2013, and before the Nevada Gaming Commission (“Commission”) on April 18, 2013, 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 application of OCM HoldCo, LLC for an amendment to its Order of Registration, and
  - b. The application of Cannery Casino Resorts, LLC for approval to pledge its membership interests in The Cannery Hotel and Casino, LLC and Nevada Palace, LLC to Deutsche Bank Trust Company Americas, as administrative and collateral agent, in conjunction with a first and second lien credit agreement.

2. THAT the Second Revised Order of Registration of OCM HoldCo, LLC, dated December 20, 2007, is hereby amended and restated, in its entirety, by this Third Revised Order of Registration.

3. THAT OCM HoldCo, LLC, is registered as a publicly traded corporation and the Commission acknowledges that OCM HoldCo, LLC is a member of OCM Blocker, LLC.

4. THAT OCM Blocker, LLC is registered as an intermediary company, is found suitable as the sole member of OCM AcquisitionCo, LLC, and is granted approval to issue an option to OCM HoldCo, LLC to acquire OCM AcquisitionCo, LLC.

5. THAT OCM AcquisitionCo, LLC is registered as an intermediary company and is found suitable as a member of Cannery Casino Resorts, LLC.

6. THAT Cannery Casino Resorts, LLC is registered as an intermediary company and is found suitable as the sole member and manager of The Cannery Hotel and Casino, LLC and Nevada Palace, LLC.

7. THAT OCM VoteCo, LLC is registered as a holding company and is found suitable as the sole voting member of OCM HoldCo, LLC.

8. THAT Howard Stanley Marks, Bruce Allen Karsh, Sheldon Michael Stone, David Michael Kirchheimer, Stephen Allen Kaplan, John Bernkopf Frank and Ronald Neal Beck are each found suitable as a beneficial owner and controlling beneficial owner of OCM HoldCo, LLC.

9. THAT The Cannery Hotel and Casino, LLC, dba The Cannery Hotel Casino is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 2121 East Craig Road, North Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT The Cannery Hotel and Casino, LLC is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Nevada Palace, LLC, dba Eastside Cannery Casino & Hotel is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 5255 Boulder Highway, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

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

13. THAT Cannery Casino Resorts, LLC is granted approval, pursuant to NRS 463.5733(1) and NGC Regulation 8.030 to pledge the membership interest of The Cannery Hotel and Casino, LLC and Nevada Palace, LLC to Deutsche Bank Trust Company Americas, as Administrative and Collateral Agent, in conjunction with a First Lien Credit Agreement dated October 2, 2012, and a Second Lien Credit Agreement dated October 2, 2012, (together the "Credit Agreements"), provided that:

a. This approval is pursuant to the First Lien Pledge Agreement dated October 2, 2012, and the Second Lien Pledge Agreement dated October 2, 2012, as amended (together the "Pledge Agreements");

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 Cannery Casino Resorts, 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 The Cannery Hotel and Casino, LLC and Nevada Palace, LLC, 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.

14. THAT the Pledge Agreements shall not be amended without the prior administrative approval of the Chairman of the Board or his designee. Such administrative

approval may not be granted regarding amendments to the aforementioned pledge agreements that increase the number of shares of stock that are the subject of the pledge, or that change the identity of the secured party.

15. THAT OCM HoldCo, LLC, 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 OCM HoldCo, LLC, 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 OCM HoldCo, LLC, its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. OCM HoldCo, LLC, 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 OCM HoldCo, LLC, under the provisions of the Act and Regulations.

16. THAT OCM HoldCo, LLC shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration 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 OCM HoldCo, LLC and its affiliated companies.

17. THAT OCM VoteCo, LLC, shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect

membership interest in OCM HoldCo, LLC held by it or any other security held by it that is convertible or exchangeable into such membership interest of OCM HoldCo, LLC.

18. THAT Howard Stanley Marks, Bruce Allen Karsh, Sheldon Michael Stone, David Michael Kirchheimer, Stephen Allen Kaplan, John Bernkopf Frank and Ronald Neal Beck shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in OCM VoteCo, LLC held by them or any other security held by them that is convertible or exchangeable into such membership interest of OCM VoteCo, LLC, provided, however, that the foregoing individuals are granted a waiver of the provisions of NGC Regulation 15B.180, pursuant to NGC Regulation 15B.310 and may, with the prior administrative approval of the Chairman of the Board, transfer membership interests in OCM VoteCo, LLC back to OCM VoteCo, LLC, only in the instance of a forfeiture of a membership interest as contemplated in Article V, Section 5.3, of the Limited Liability Company Agreement of OCM VoteCo, LLC, as amended. The Commission hereby expressly finds that these waivers are consistent with the State policies set forth in NRS 463.0129 and NRS 463.573.

19. THAT OCM InvestCo, LLC, shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in OCM HoldCo, LLC held by it or any other security held by it that is convertible or exchangeable into such interest of OCM HoldCo, LLC.

20. THAT the members of OCM InvestCo, LLC, shall not, without the prior administrative approval of the Chairman of the Board or his designee sell, assign, transfer, pledge or otherwise dispose of any membership interest in OCM InvestCo, LLC. Requests for administrative approval by the members of OCM InvestCo, LLC to sell, assign, transfer, pledge or otherwise dispose of any membership interest in OCM InvestCo, LLC shall include the name, date of birth, social security number and any other such information as the Board may require on the prospective member. If the request for administrative approval is made by an entity

rather than a natural person, such request shall include the names, dates of birth, social security numbers and any other such information as the Board may require on the officers and directors of the prospective member, and, if applicable, any person holding, directly or indirectly, more than five percent (5%) voting or economic interest in the prospective member. The Commission may require, upon the recommendation of the Board, any members of OCM InvestCo, LLC to file an application for licensure or a finding of suitability. The failure of such member or partner to file an application may be grounds for a finding of unsuitability and subject the member or partner to mandatory divestiture of the relevant interest.

21. THAT OCM Principal Opportunities Fund III and OCM Opportunities Fund IIIA shall, within 30 days of such change, report to the Board the addition of any new members or partners. Such report shall include the name, date of birth, social security number and any other such information as the Board may require on the new member or partner. If the new member or partner is an entity rather than a natural person, such report shall include the names, dates of birth, social security numbers and any other such information as the Board may require on the officers and directors of the new member or partner, and, if applicable, any person holding, directly or indirectly, more than five percent (5%) voting or economic interest in the prospective member. The Commission may require, upon the recommendation of the Board, any members or partners of OCM Principal Opportunities Fund III and OCM Opportunities Fund IIIA to file an application for licensure or a finding of suitability. The failure of such member or partner to file an application may be grounds for a finding of unsuitability and subject the member or partner to mandatory divestiture of the relevant interest.

22. THAT OCM VoteCo, LLC, OCM Investco, LLC, OCM Principal Opportunities Fund III and OCM Opportunities Fund, IIIA shall quarterly provide to the Board a list of all holders of all classes of securities, including, but not limited to, common stock, membership interests, partnership interests, or other such securities.

23. THAT the proposed sale of all or substantially all of the assets of The Cannery Hotel and Casino, LLC or Nevada Palace, LLC shall be reported to the Board at least 60 days prior to such sale.

24. THAT none of OCM HoldCo, LLC, OCM Blocker, LLC, OCM AcquisitionCo, LLC, Cannery Casino Resorts, LLC, The Cannery Hotel and Casino, LLC or Nevada Palace, LLC shall, without the prior approval of the Commission, declare any dividends or distributions on any class of securities to any person who has not been licensed or found suitable by the Commission, provided, however, that any of the foregoing entities may, with the prior administrative approval of the Chairman of the Board or his designee, pay dividends and make distributions to their direct or indirect equity owners who have not been licensed or found suitable by the Commission for the purpose of defraying tax liabilities and tax-related expenses of such direct or indirect equity owners that arise directly out of such direct or indirect ownership interest.

25. THAT, in the event Additional Capital Contributions, as defined in the Cannery Casino Resorts, LLC Operating Agreement, are made by the Preferred Members thereof other than *pro rata* to their respective Preferred Percentage Interests, Cannery Casino Resorts, LLC may, with the prior administrative approval of the Chairman of the Board or his designee, issue additional Preferred Units as prescribed in the Operating Agreement.

26. THAT, subject to the provisions of Paragraphs seventeen (17) through twenty-five (25) of this Order of Registration, pursuant to NRS 463.625, OCM HoldCo, LLC is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through 463.645, inclusive.

27. THAT, subject to the provisions of Paragraphs seventeen (17) through twenty-five (25) of this Order of Registration, OCM HoldCo, LLC is exempted from NGC Regulation 15B, except for the provisions of NGC Regulations 15B.150, 15B.170 and 15B.200 and shall instead comply with NGC Regulation 16.

28. 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 18<sup>th</sup> day of April 2013.