

BEFORE THE NEVADA GAMING COMMISSION
AND THE NEVADA GAMING CONTROL BOARD

In the Matter of

PENN NATIONAL GAMING, INC.

(Registration)_____

SEVENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on specially for hearing before the Nevada Gaming Control Board (“Board”) on October 3, 2018, at Carson City, Nevada, and specially for hearing before the Nevada Gaming Commission (“Commission”) on October 3, 2018, 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 NEVADA GAMING CONTROL BOARD:

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

a. The applications of Penn National Gaming, Inc. for (i) an acquisition of control of Pinnacle Entertainment, Inc., (ii) a finding of suitability as the sole shareholder of Pinnacle Entertainment, Inc., (iii) approval to pledge the equity securities of Pinnacle Entertainment, Inc. to Bank of America, N. A. as Collateral Agent, in conjunction with an amended and restated credit agreement, and (iv) an amendment to its Order of Registration, and

b. The applications of Pinnacle Entertainment, Inc. for (i) registration as an intermediary company, and (ii) approval to pledge the membership interest of Pinnacle MLS,

LLC to Bank of America, N. A. as Collateral Agent, in conjunction with an amended and restated credit agreement, and

c. The application of Pinnacle MLS, LLC for approval to pledge the membership interest of Cactus Pete's, LLC to Bank of America, N. A. as Collateral Agent, in conjunction with a credit agreement.

2. THAT the Sixth Revised Order of Registration of Penn National Gaming, Inc. dated August 20, 2015, is hereby amended and restated in its entirety by this Seventh Revised Order of Registration.

3. THAT Penn National Gaming, Inc. is registered as a publicly traded corporation, is approved, pursuant to NGC Regulation 16.200, to acquire control of Pinnacle Entertainment, Inc., is found suitable as the sole member and manager of Penn Tenant, LLC and is found suitable as the sole shareholder of Tropicana Las Vegas Hotel and Casino, Inc. and Pinnacle Entertainment, Inc.

4. THAT Penn Tenant, LLC is registered as an intermediary company and is licensed as the sole member and manager of LVGV, LLC.

5. THAT Tropicana Las Vegas Hotel and Casino, Inc. is registered as an intermediary company and is found suitable as the sole shareholder of Tropicana Las Vegas Intermediate Holdings, Inc.

6. THAT Tropicana Las Vegas Intermediate Holdings, Inc. is registered as an intermediary company and is found suitable as the sole shareholder of Tropicana Las Vegas, Inc.

7. THAT Pinnacle Entertainment, Inc. is registered as an intermediary company and is found suitable as the sole member and manager of Pinnacle MLS, LLC.

8. THAT Pinnacle MLS, LLC is registered as an intermediary company and is licensed as the sole member and manager of Cactus Pete's LLC.

9. THAT LVGV, LLC, dba The M Resort Spa and Casino, is licensed as a manufacturer and distributor, is licensed to conduct nonrestricted gaming operations at 12300 Las Vegas Boulevard South, Henderson, and is approved to receive a percentage of gaming revenue from the race book and sports pool operated by Cantor G&W (Nevada), L.P. at The M Resort Spa and Casino, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT Tropicana Las Vegas, Inc., dba Tropicana Las Vegas, is licensed to conduct nonrestricted gaming operations at 3801 Las Vegas Blvd. S., Las Vegas, Nevada, and is approved to share in the revenue from the race book and sports pool operated by Cantor G & W (Nevada), L.P. at Tropicana Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Tropicana Las Vegas, Inc., is licensed as a manufacturer and a distributor, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT Cactus Pete's, LLC, dba Cactus Pete's Resort Casino, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 1385 U.S. Highway 93, Jackpot, Nevada, subject to such conditions or limitations as may be imposed by the Commission.

13. THAT Cactus Pete's, LLC, dba The Horseshu Hotel & Casino, is licensed to conduct nonrestricted gaming operations at 1220 U.S. Highway 93, Jackpot, Nevada, subject to such conditions or limitations as may be imposed by the Commission.

14. THAT Penn National Gaming, Inc., is granted approval, pursuant to NRS 463.5733(1) and 463.510(1) and NGC Regulations 8.030, 15.585.7-2 and 15B.180, as applicable, to pledge the membership interest of Penn Tenant, LLC and the equity securities of Tropicana Las Vegas Hotel and Casino, Inc. and Pinnacle Entertainment, Inc. to Bank of America, N.A., as Collateral Agent, in conjunction with an Amended and Restated Credit

Agreement dated January 19, 2017, as amended as of February 23, 2018, (“Credit Agreement”), provided that:

- a. This approval is pursuant to an Amended and Restated Security Agreement with Bank of America, N.A., dated January 19, 2017 (“Pledge Agreement”);
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such membership interest or equity securities (except back to Penn National Gaming, Inc.) and before any other resort to such collateral or other enforcement of the security interest in such membership interest or equity securities, may occur; and
- c. Pursuant to NGC Regulations 15B.140, 15.510.1-3 and 8.030(4)(a), as applicable, the membership certificates of Penn Tenant, LLC and the stock certificates of Tropicana Las Vegas Hotel and Casino, Inc. and Pinnacle Entertainment, Inc. evidencing said pledge of the membership interest 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.

15. THAT Penn Tenant, LLC, is granted approval, pursuant to NRS 463.5733(1) and NGC Regulation 8.030, to pledge the membership interest of LVGV, LLC to Bank of America, N.A., as Collateral Agent, in conjunction with the Credit Agreement, provided that:

- a. This approval is pursuant to the Pledge Agreement;
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such membership interest (except back to Penn Tenant, LLC) and before any other resort to such 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 LVGV, 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.

16. THAT Tropicana Las Vegas Hotel and Casino, Inc., is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 8.030 and 15.585.7-2, to pledge the equity securities of Tropicana Las Vegas Intermediate Holdings, Inc. to Bank of America, N.A., as Collateral Agent, in conjunction with the Credit Agreement, provided that:

a. This approval is pursuant to the Pledge 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 Las Vegas Hotel and Casino, Inc.) and before any other resort to such 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 Tropicana Las Vegas Intermediate 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.

17. THAT Tropicana Las Vegas Intermediate Holdings, Inc., is granted approval, pursuant to NRS 463.510(1) and NGC Regulation 8.030, to pledge the equity securities of Tropicana Las Vegas, Inc. to Bank of America, N.A., as Collateral Agent, in conjunction with the Credit Agreement, provided that:

a. This approval is pursuant to the Pledge 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 Las Vegas Intermediate Holdings, Inc.) and before any other resort to such 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 Tropicana Las Vegas, 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.

18. THAT Pinnacle Entertainment, Inc. is granted approval, pursuant to NRS 463.5733(1) and NGC Regulations 15B.180 and 8.030, to pledge the membership interest of Pinnacle MLS, LLC to Bank of America, N.A., as Collateral Agent, in conjunction with the Credit Agreement, provided that:

a. This approval is pursuant to the Pledge Agreement;

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

19. THAT Pinnacle MLS, LLC is granted approval, pursuant to NRS 463.5733(1) and NGC Regulation 8.030, to pledge the membership interest of Cactus Pete's, LLC to Bank of America, N.A., as Collateral Agent, in conjunction with the Credit Agreement, provided that:

a. This approval is pursuant to the Pledge Agreement;

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

back to Pinnacle MLS, LLC) and before any other resort to such 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 Cactus Pete's, 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.

20. THAT the Pledge 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 Pledge Agreement that increase or change the membership interest or equity securities that are the subject of the pledge, or that change the identity of the Collateral Agent.

21. THAT Penn National Gaming, Inc., shall establish a Gaming Compliance Plan ("Plan") for the purpose of, at a minimum, reviewing Penn National Gaming, Inc.'s gaming operations and to review and ensure compliance by Penn National 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 Penn National Gaming, Inc., its subsidiaries and any affiliated entities are involved in gaming operations. Further, the Plan shall require the reporting of any incidents, occurrences, or events that, while they may be related to the non-gaming activities of other subsidiaries and/or affiliates of Penn National Gaming, Inc., could reflect or tend to reflect discredit or disrepute upon the State of Nevada or gaming in the State of Nevada. The Plan, 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. Penn National Gaming, Inc., shall amend the Plan, or any element thereof, and perform such duties as may be requested or assigned by the Chairperson of the Board or his/her designee relating to a review of activities relevant to the continuing qualifications of Penn National Gaming, Inc., under the provisions of the Act and Regulations.

22. THAT Penn National Gaming, Inc. shall fund and maintain with the Board a revolving fund in the amount of \$50,000 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 Penn National Gaming, Inc. and its affiliated companies.

23. THAT, pursuant to NRS 463.625, Penn National 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.

24. THAT Penn National Gaming, Inc. is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

.....
.....
.....
.....
.....
.....
.....
.....
.....
.....
.....

25. 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 Carson City, Nevada, this 3rd day of October 2018.