

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

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In the Matter of  
  
PLAINFIELD ENTERPRISES LLC  
  
(Registration)\_\_\_\_\_

ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on November 5, 2008, and before the Nevada Gaming Commission (“Commission”) on November 20, 2008, 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 STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, are accepted as filed:
  - a. The applications of Plainfield Enterprises LLC for (i) registration as a publicly traded corporation and (ii) a finding of suitability as the sole shareholder of Plainfield Enterprises Inc.,
  - b. The applications of HBJ Plainfield LLC for (i) registration as a holding company and (ii) a finding of suitability as the sole voting member of Plainfield Enterprises LLC,
  - c. The applications of Plainfield Enterprises Inc. for (i) registration as an intermediary company and (ii) a finding of suitability as the sole member of Plainfield AcquisitionCo LLC,

d. The applications of Plainfield AcquisitionCo LLC for (i) registration as an intermediary company and (ii) a finding of suitability as a member and manager of Casino MonteLago Holding, LLC,

e. The application of Alan Robert Ginsberg for a finding of suitability as a manager, beneficial owner and controlling beneficial owner of Plainfield Enterprises LLC.

2. THAT Plainfield Enterprises LLC is registered as a publicly traded corporation and is found suitable as the sole shareholder of Plainfield Enterprises Inc.

3. THAT HBJ Plainfield LLC is registered as a holding company and is found suitable as the sole voting member of Plainfield Enterprises LLC.

4. THAT Plainfield Enterprises Inc. is registered as an intermediary company and is found suitable as the sole member and manager of Plainfield AcquisitionCo LLC.

5. THAT Plainfield AcquisitionCo LLC is registered as an intermediary company and is found suitable as a member of Casino MonteLago Holding, LLC.

6. THAT Alan Robert Ginsberg is found suitable as a manager, beneficial owner and controlling beneficial owner of Plainfield Enterprises LLC.

7. THAT Plainfield Enterprises LLC shall establish and maintain a Gaming Compliance Plan ("Plan") for the purposes of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and reviewing and ensuring compliance by Plainfield Enterprises 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 Plainfield Enterprises LLC, its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the gaming compliance committee (which shall include one member who is independent and knowledgeable of the Act and Regulations), shall be administratively reviewed and approved by the Chairman of the Board or his designee. Plainfield Enterprises 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 Plainfield Enterprises LLC, under the provisions of the Act and Regulations.

8. THAT Plainfield Enterprises 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 hereto. 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 Plainfield Enterprises LLC and its affiliated companies.

9. THAT HBJ Plainfield 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 Plainfield Enterprises LLC held by it or any other security held by it that is convertible or exchangeable into a membership interest in Plainfield Enterprises LLC.

10. THAT Alan Robert Ginsberg shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in HBJ Plainfield LLC held by him or any other security held by him that is convertible or exchangeable into a membership interest in HBJ Plainfield LLC.

11. THAT Plainfield Enterprises Holdings 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 Plainfield Enterprises LLC held by it or any other security held by it that is convertible or exchangeable into a membership interest in Plainfield Enterprises LLC.

12. THAT the members of Plainfield Enterprises Holdings 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 Plainfield Enterprises Holdings LLC. Requests for administrative approval by the members of Plainfield Enterprises Holdings LLC to

sell, assign, transfer, pledge or otherwise dispose of any membership interest in Plainfield Enterprises Holdings 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 new member. The Commission may require, upon the recommendation of the Board, any member of Plainfield Enterprises Holdings LLC to file an application for licensure or a finding of suitability. The failure of such member to file an application may be grounds for a finding of unsuitability and subject the member to mandatory divestiture of the relevant interest.

13. THAT Plainfield Direct Inc. shall, within 30 days of such change, report to the Board the addition of any new investor, shareholder, partner or member. Further, any affiliate of Plainfield Direct Inc., as that term is defined in NRS 463.0133, shall, within 30 days of such change, report to the Board the addition of any new investor, shareholder, partner or member, provided that such affiliate holds a direct or indirect interest in Casino MonteLago Holding, LLC. 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 investor, shareholder, partner or member. If the new investor, shareholder, partner or member 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 investor, shareholder, partner or member, and, if applicable, any person holding, directly or indirectly, more than five percent (5%) voting or economic interest in the prospective investor, shareholder, partner or member. If such information regarding any entity or natural person described above is not obtainable, then such report shall include the information found in the subscription materials provided by any new investor, shareholder, partner or member and any

other such information the Board may require. The Commission may require, upon the recommendation of the Board, any investor, shareholder, partner or member of Plainfield Direct Inc., or any of its affiliates, as that term is defined in NRS 463.0133, to file an application for licensure or a finding of suitability. The failure of such investor, shareholder, partner or member to file an application may be grounds for a finding of unsuitability and subject the investor, shareholder, partner or member to mandatory divestiture of the relevant interest.

14. THAT HBJ Plainfield LLC, Plainfield Enterprises Holdings LLC, Plainfield Direct, Inc., Plainfield Enterprises LLC, Plainfield Enterprises Inc. and Plainfield AcquisitionCo LLC each 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.

15. THAT the proposed sale of all or substantially all of the assets of Casino MonteLago Holding, LLC shall be reported to the Board at least 60 days prior to such sale.

16. THAT none of HBJ Plainfield LLC, Plainfield Enterprises Holdings LLC, Plainfield Enterprises LLC, Plainfield Enterprises Inc., Plainfield AcquisitionCo LLC, or Casino MonteLago Holding, 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.

17. THAT, subject to the provisions of Paragraphs nine (9) through sixteen (16) of this Order of Registration, pursuant to NRS 463.625, Plainfield Enterprises 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.

18. THAT, subject to the provisions of Paragraphs nine (9) through sixteen (16) of this Order of Registration, Plainfield Enterprises 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.

19. THAT this Order of Registration shall not become effective until the Form 10-12G of Plainfield Enterprises LLC filed with the United States Securities and Exchange Commission ("SEC") (File No. 000-53407) has become effective with the SEC. If said Form 10-12G has not become effective with the SEC within sixty (60) days from the date of this Order of Registration, unless such time period is administratively extended by the Chairman of the Board, this Order of Registration shall be deemed null and void and shall not become effective.

20. 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 Las Vegas, Nevada, this 20<sup>th</sup> day of November 2008.