

BEFORE THE NEVADA GAMING COMMISSION
AND THE NEVADA GAMING CONTROL BOARD

In the Matter of

PLAYAGS, INC.
(fka AP GAMING HOLDCO, INC.)

(Registration) _____

FOURTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on January 10, 2018, at Las Vegas, Nevada, and specially for hearing before the Nevada Gaming Commission (“Commission”) on January 11, 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 applications of AP Gaming Holdco, Inc. (to be known as PlayAGS, Inc.) for (i) a public offering and (ii) an amendment to its Order of Registration.

2. THAT the Third Revised Order of Registration of AP Gaming Holdco, Inc. dated December 21, 2017, is hereby amended and restated, in its entirety, by this Fourth Revised Order of Registration of PlayAGS, Inc.

3. THAT PlayAGS, Inc. is registered as a publicly traded corporation and is found suitable as the sole shareholder of AP Gaming, Inc.

4. THAT David Benjamin Sambur and Marc Jeffrey Rowan are each found suitable as beneficial owners and controlling beneficial owners of PlayAGS, Inc.

5. THAT AP Gaming, Inc. is registered as an intermediary company and found suitable as sole member and manager of AP Gaming Holdings, LLC.

6. THAT AP Gaming Holdings, LLC is registered as an intermediary company and is found suitable as sole member and manager of AP Gaming I, LLC.

7. THAT AP Gaming I, LLC is registered as an intermediary company and is found suitable as the sole shareholder of AP Gaming II, Inc.

8. THAT AP Gaming II, Inc. is registered as an intermediary company and is found suitable as sole member and manager of AP Gaming Acquisition, LLC.

9. THAT AP Gaming Acquisition, LLC is registered as an intermediary company and is found suitable as sole member and manager of AGS Capital, LLC.

10. THAT AGS Capital, LLC is registered as an intermediary company and is licensed as sole member and manager of AGS LLC

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

12. THAT PlayAGS, Inc. is granted approval, pursuant to NGC Regulation 16.110, to make a public offering of up to \$350.0 million of common stock, as described in the SEC Form S-1 Registration Statement, as amended (SEC Registration No. 333-222150) filed with the United States Securities and Exchange Commission ("SEC") on December 19, 2017 ("Registration Statement").

13. THAT the approval set forth in Paragraph 12 is specifically conditioned as follows:

a. That PlayAGS, Inc. shall keep the Board's Investigations Division - Corporate Securities Section 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 PlayAGS, Inc., or its subsidiaries which would be subject to reporting on SEC Form 8-K;

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; and

c. That if the final version of the Registration Statement is not filed with the Board on or before April 21, 2018, then the approval granted in Paragraph 12 will not be effective until the Registration Statement has been filed with the Board and administratively approved by the Chairman of the Board.

14. 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 13(b) above.

15. THAT the Commission hereby delegates to the Chairman of the Board the authority to administratively approve an increase in the amount of the public offering approved in Paragraph 12; provided that the Chairman of the Board finds that such increase does not constitute a material change from the public offering approved hereby. For purposes hereof only, an increase of 20% or less in the amount of the public offering shall not be deemed a material change.

16. THAT PlayAGS, Inc. is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030 to pledge the equity securities of AP Gaming, Inc. to Deutsche Bank Trust Company Americas, as Collateral Agent, in conjunction with 11.25% Senior Secured PIK Notes due 2021, provided that:

a. This approval is pursuant to the Pledge Agreement with Deutsche Bank Trust Company Americas dated May 29, 2015 ("Pledge 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 (except back to PlayAGS, Inc.) and before any other resort to the 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 certificate of AP Gaming, 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 AP Gaming Holdings, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in AP Gaming I, LLC to Jefferies Finance LLC, as Collateral Agent, in conjunction with a First Lien Credit Agreement dated June 6, 2017 (“First Lien Credit Agreement”), provided that:

a. This approval is pursuant to the Holdings Guarantee and Pledge Agreement with Jefferies Finance LLC dated June 6, 2017 (“Holdings Pledge Agreement”);

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to AP Gaming Holdings, LLC) and before any other resort to the 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 certificate of AP Gaming I, 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.

18. THAT AP Gaming I, LLC is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 15.585.7-2 and 8.030 to pledge the common stock of AP Gaming II, Inc. to Jefferies Finance LLC, as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the Collateral Agreement with Jefferies Finance LLC dated June 6, 2017 (“Collateral Agreement”);

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such common stock (except back to AP Gaming I, LLC) and before any other resort to the collateral or other enforcement of the security interest in such common stock may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificate of AP Gaming II, Inc. evidencing said pledge of the common stock 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 AP Gaming II, Inc. is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in AP Gaming Acquisition, LLC to Jefferies Finance LLC, as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to AP Gaming II, Inc.) and before any other resort to the 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 certificate, if the membership interest is certificated, of AP Gaming Acquisition, 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 AP Gaming Acquisition, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in AGS Capital, LLC to Jefferies Finance LLC, as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the Collateral Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to AP Gaming Acquisition, LLC) and before any other resort to the 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 certificate, if the membership interest is certificated, of AGS Capital, 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.

21. THAT AGS Capital, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge its membership interest in AGS LLC to Jefferies Finance LLC, as Collateral Agent, in conjunction with the First Lien Credit Agreement, provided that:

a. This approval is pursuant to the Collateral Agreement;

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

back to AGS Capital, LLC) and before any other resort to the 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 certificate of AGS 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.

22. THAT the Holdings Pledge Agreement, Collateral Agreement and Pledge Agreement 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 Holdings Pledge Agreement, Collateral Agreement or Pledge Agreement that increase the number of shares of stock or membership interest that are the subject of the pledge, or that change the identity of the Collateral Agent.

23. THAT PlayAGS, 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 PlayAGS, 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 PlayAGS, Inc., its subsidiaries and any affiliated entities operate. The gaming compliance program, and any amendments thereto, shall be administratively reviewed and approved by the Chairman of the Board or his 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 Chairman of the Board or his designee. PlayAGS, Inc. shall amend the gaming compliance program, or any element thereof, and perform such duties as may be assigned by the Chairman

of the Board or his designee, related to a review of activities relevant to the continuing qualification PlayAGS, Inc., its subsidiaries and any affiliated entities under the provisions of the Act and Regulations.

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

25. THAT, PlayAGS, Inc. is exempted from compliance with NGC Regulation 15 and shall instead comply with NGC Regulation 16.

26. THAT PlayAGS, Inc. shall fund and maintain with the Board a revolving fund in the total amount of \$50,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. 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 or its staff in the surveillance, monitoring and investigative reviews of all activities of PlayAGS, Inc., its direct and indirect subsidiaries, and their affiliated entities.

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27. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED in Las Vegas, Nevada, this 11th day of January 2018.