

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

SPH MANAGER, LLC

(Beneficial Owner of Herbst Gaming, LLC)

ORDER

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 SPH Manager, LLC, Edward A. Mule’ and Robert J. O’Shea for a finding of suitability as beneficial owners of common stock of Herbst Gaming, LLC (PTC).

2. THAT SPH Manager, LLC, Edward A. Mule’ and Robert J. O’Shea are each found suitable, pursuant to NRS 463.643, as a beneficial owner of common stock of Herbst Gaming, LLC, subject to the following conditions:

a. The approvals granted herein shall not be construed as a waiver of or exemption from the prior approval requirements of Regulation 16.200, and prior Commission

approval must be obtained if the acquisition of additional common stock of Herbst Gaming, LLC would give SPH Manager, LLC, Edward A. Mule', Robert J. O'Shea and/or SPH Investment, LLC, directly or indirectly, the power to control Herbst Gaming, LLC,

b. Commission approval shall be obtained prior to any person or entity becoming a member or manager, or replacing Edward A. Mule' or Robert J. O'Shea as a member or manager of SPH Manager, LLC,

c. Edward A. Mule' and Robert J. O'Shea shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in SPH Manager, LLC held by them, or any other security held by them that is convertible or exchangeable into a membership interest in SPH Manager, LLC,

d. SPH Manager, LLC shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect interest in SPH Investment, LLC held by it, or any other security held by it that is convertible or exchangeable into such interest of SPH Investment, LLC,

e. SPH Investment Holding, LLC shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect interest in SPH Investment, LLC held by it, or any other security held by it that is convertible or exchangeable into such interest of SPH Investment, LLC, provided however, that the sale, assignment, transfer, pledge or other disposition of such interests to any entity that is a direct or indirect subsidiary or affiliate of Silver Point Capital Management, LLC may be made with the prior administrative approval of the Chairman of the Board. Administrative approval is contingent upon providing documentation to the Board at least thirty (30) days prior to any proposed transaction. Documentation shall include a report of the interest to be sold, assigned, transferred, pledged or disposed of, the name of the transferee, the relationship of the transferee to Silver Point Capital Management, LLC, and any such other information as the Board may require,

f. Silver Point Capital Fund, L.P. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect interest in SPH Investment Holding, LLC held by it, or any other security held by it that is convertible or exchangeable into such interest of SPH Investment Holding, LLC, provided however, that the sale, assignment, transfer, pledge or other disposition of such interests to any entity that is a direct or indirect subsidiary or affiliate of Silver Point Capital Management, LLC may be made with the prior administrative approval of the Chairman of the Board. Administrative approval is contingent upon providing documentation to the Board at least thirty (30) days prior to any proposed transaction. Documentation shall include a report of the interest to be sold, assigned, transferred, pledged or disposed of, the name of the transferee, the relationship of the transferee to Silver Point Capital Management, LLC, and any such other information as the Board may require,

g. SPH Investment Holding, Inc. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect interest in SPH Investment, LLC held by it, or any other security held by it that is convertible or exchangeable into such interest of SPH Investment, LLC, provided however, that the sale, assignment, transfer, pledge or other disposition of such interests to any entity that is a direct or indirect subsidiary or affiliate of Silver Point Capital Management, LLC may be made with the prior administrative approval of the Chairman of the Board. Administrative approval is contingent upon providing documentation to the Board at least thirty (30) days prior to any proposed transaction. Documentation shall include a report of the interest to be sold, assigned, transferred, pledged or disposed of, the name of the transferee, the relationship of the transferee to Silver Point Capital Management, LLC, and any such other information as the Board may require,

h. SPH Investment Holding, Ltd. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect interest

in SPH Investment Holding, Inc. held by it, or any other security held by it that is convertible or exchangeable into such interest of SPH Investment Holding, Inc., provided however, that the sale, assignment, transfer, pledge or other disposition of such interests to any entity that is a direct or indirect subsidiary or affiliate of Silver Point Capital Management, LLC may be made with the prior administrative approval of the Chairman of the Board. Administrative approval is contingent upon providing documentation to the Board at least thirty (30) days prior to any proposed transaction. Documentation shall include a report of the interest to be sold, assigned, transferred, pledged or disposed of, the name of the transferee, the relationship of the transferee to Silver Point Capital Management, LLC, and any such other information as the Board may require,

i. Silver Point Capital Offshore Master Fund, L.P. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect interest in SPH Investment Holding, Ltd. held by it, or any other security held by it that is convertible or exchangeable into such interest of SPH Investment Holding, Ltd., provided however, that the sale, assignment, transfer, pledge or other disposition of such interests to any entity that is a direct or indirect subsidiary or affiliate of Silver Point Capital Management, LLC may be made with the prior administrative approval of the Chairman of the Board. Administrative approval is contingent upon providing documentation to the Board at least thirty (30) days prior to any proposed transaction. Documentation shall include a report of the interest to be sold, assigned, transferred, pledged or disposed of, the name of the transferee, the relationship of the transferee to Silver Point Capital Management, LLC, and any such other information as the Board may require,

j. Silver Point Capital Offshore Fund, Ltd. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect interest in Silver Point Capital Offshore Master Fund, L.P. held by it, or any other security held by it that is convertible or exchangeable into such interest of Silver Point Capital

Offshore Master Fund, L.P., provided however, that the sale, assignment, transfer, pledge or other disposition of such interests to any entity that is a direct or indirect subsidiary or affiliate of Silver Point Capital Management, LLC may be made with the prior administrative approval of the Chairman of the Board. Administrative approval is contingent upon providing documentation to the Board at least thirty (30) days prior to any proposed transaction. Documentation shall include a report of the interest to be sold, assigned, transferred, pledged or disposed of, the name of the transferee, the relationship of the transferee to Silver Point Capital Management, LLC, and any such other information as the Board may require,

k. Silver Point Capital Fund, L.P., SPH Investment Holding, LLC, Silver Point Capital Offshore Fund, Ltd., Silver Point Capital Offshore Master Fund, L.P., SPH Investment Holding, Ltd., SPH Investment Holding, Inc., SPH Investment, LLC and SPH Manager, LLC shall quarterly report to the Board the addition of any new investor, shareholder, member or partner. 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, member or partner. If the new investor, shareholder, member or partner is an entity rather than a natural person, such report shall include either 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, member or partner, and, if applicable, any person holding, directly or indirectly, more than five percent (5%) voting or economic interest in the new investor, shareholder member or partner, or the identification information found in the subscription materials provided by such new investor, shareholder, member or partner and any other such information as the Board may require. The Commission may require, upon the recommendation of the Board, any investor, shareholder, member or partner of Silver Point Capital Fund, L.P., SPH Investment Holding, LLC, Silver Point Capital Offshore Fund, Ltd., Silver Point Capital Offshore Master Fund, L.P., SPH Investment Holding, Ltd., SPH Investment Holding, Inc., SPH Investment, LLC or SPH Manager, LLC to file an application for licensure or

a finding of suitability. The failure of such investor, shareholder, member or partner to file an application may be grounds for a finding of unsuitability and subject the investor, shareholder, member or partner to mandatory divestiture of the relevant interest, and

I. Silver Point Capital Fund, L.P., SPH Investment Holding, LLC, Silver Point Capital Offshore Fund, Ltd., Silver Point Capital Offshore Master Fund, L.P., SPH Investment Holding, Ltd., SPH Investment Holding, Inc., SPH Investment, LLC and SPH Manager, LLC shall, within thirty (30) days of the end of the calendar quarter, provide to the Board the following information to the extent known by such entities:

(i) 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,

(ii) A disclosure of all criminal or regulatory sanctions, fines levied in the amount of \$100,000 or greater, court proceedings or investigations being conducted by any regulatory agency regarding Edward A. Mule', Robert J. O'Shea, Silver Point Capital Fund, L.P., SPH Investment Holding, LLC, Silver Point Capital Offshore Fund, Ltd., Silver Point Capital Offshore Master Fund, L.P., SPH Investment Holding, Ltd., SPH Investment Holding, Inc., SPH Investment, LLC and SPH Manager, LLC or any of its direct or indirect subsidiaries or affiliates during the relevant quarter, that are known to Silver Point Capital Fund, L.P., SPH Investment Holding, LLC, Silver Point Capital Offshore Fund, Ltd., Silver Point Capital Offshore Master Fund, L.P., SPH Investment Holding, Ltd., SPH Investment Holding, Inc., SPH Investment, LLC, SPH Manager, LLC or its employees,

(iii) A statement of all criminal complaints, arrests, indictments or convictions of any member, manager, officer or director of Silver Point Capital L.P., Silver Point Capital Fund, L.P., SPH Investment Holding, LLC, Silver Point Capital Offshore Fund, Ltd., Silver Point Capital Offshore Master Fund, L.P., SPH Investment Holding, Ltd., SPH Investment Holding, Inc., SPH Investment, LLC, SPH Manager, LLC or any of its direct or indirect subsidiaries or affiliates regarding the rules and regulations of the Securities and Exchange

Commission and any regulatory agency of any State where it conducts business, or any offense which would constitute a gross misdemeanor or felony if committed in the State of Nevada. The name, position, charge, arresting agency, and a brief description of the event must also be included in the statement,

(iv) A listing of the percentage of all voting securities of Herbst Gaming, LLC beneficially owned by SPH Investment, LLC, SPH Manager, LLC, Edward A. Mule', Robert J. O'Shea or any of their subsidiaries or affiliates as of the last business day of such quarter and based on the most current information then available,

(v) A detailed description of any change to the structure and/or operations of Silver Point Capital L.P., Silver Point Capital Fund, L.P., SPH Investment Holding, LLC, Silver Point Capital Offshore Fund, Ltd., Silver Point Capital Offshore Master Fund, L.P., SPH Investment Holding, Ltd., SPH Investment Holding, Inc., SPH Investment, LLC, SPH Manager, LLC or any of its direct or indirect subsidiaries or affiliates, in each case which would affect Edward A. Mule' or Robert J. O'Shea's ability to control of Silver Point Capital L.P., Silver Point Capital Fund, L.P., SPH Investment Holding, LLC, Silver Point Capital Offshore Fund, Ltd., Silver Point Capital Offshore Master Fund, L.P., SPH Investment Holding, Ltd., SPH Investment Holding, Inc., SPH Investment, LLC, SPH Manager, LLC or any of its direct or indirect subsidiaries or affiliates through their position as member or manager.

3. THAT SPH Manager, 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 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 SPH Manager, LLC and its affiliated companies.

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

ENTERED at Carson City, Nevada, this 16th day of December 2010.