

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

WILLIAM HILL PLC

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on June 7, 2012, at Carson City, Nevada, and before the Nevada Gaming Commission (“Commission”) on June 21, 2012, 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, have been filed:

a. The application of William Hill plc for a three year approval of a continuous or delayed public offering by it or any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation (“Affiliate”), and

b. The applications of Leroy's Horse and Sports Place, AWI Manufacturing, Inc., CN Acquisition Sub, Inc., Sturgeons, LLC and Brandywine Bookmaking LLC for approval to guarantee securities issued by William Hill plc or its Affiliate(s) in conjunction with a continuous or delayed public offering, and to hypothecate their assets to secure the payment or

performance of obligations evidenced by securities issued by William Hill plc or its Affiliate(s) in conjunction with a continuous or delayed public offering.

2. THAT for a period of three years, William Hill plc, and its Affiliate(s), are granted approval, pursuant to NGC Regulation 16.115 and Paragraph seventeen (17) of William Hill plc's Order of Registration, dated June 21, 2012, to make public offerings, subject to the following conditions:

a. That at all times during the three-year period, William Hill plc, and its Affiliate(s), shall timely file all material documents with the London Stock Exchange ("LSX"), the Financial Services Authority of the United Kingdom ("FSA") and any other governmental agency which regulates the sale of its securities, as set forth in Paragraph sixteen (16(a)) of its Order of Registration, dated June 21, 2012;

b. That upon filing documents with LSX or FSA regarding the sale of any securities for which approval would otherwise be required, William Hill plc and its Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Investigations Division - Corporate Securities Section ("Division"), and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on William Hill plc or its subsidiaries which would be subject to reporting to LSX or FSA; and

c. That the approval herein granted 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.

3. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for any cause deemed reasonable by the Chairman, which shall remain in effect until lifted by the Commission as provided in Paragraph 2(c) above.

4. THAT for a period of three years, Leroy's Horse and Sports Place, AWI Manufacturing, Inc., CN Acquisition Sub, Inc., Sturgeons, LLC and Brandywine Bookmaking LLC, are each granted approval, pursuant to NGC Regulation 16.100, to guarantee securities issued by William Hill plc or its Affiliate(s) in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by William Hill plc or its Affiliate(s) in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

ENTERED at Las Vegas, Nevada, this 21st day of June 2012.