

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of
CAESARS ACQUISITION COMPANY
(Registration)

SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on July 9, 2014, and before the Nevada Gaming Commission (“Commission”) on July 24, 2014, 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 Caesars Acquisition Company for an amendment to its Order of Registration, and
 - b. The application of Caesars Interactive Entertainment, Inc. for approval to accept or facilitate wagers using an inter-operator poker network.
2. THAT the Revised Order of Registration of Caesars Acquisition Company dated March 20, 2014, is hereby amended and restated, in its entirety, by this Second Revised Order of Registration.

3. THAT Caesars Acquisition Company is registered as a publicly traded corporation and is found suitable as a member and sole manager of Caesars Growth Partners, LLC.

4. THAT Hamlet Holdings LLC is registered as a holding company.

5. THAT David Bonderman, James George Coulter, Joshua Jordan Harris, Marc Jeffrey Rowan and Leon David Black are each found suitable as beneficial owners and controlling beneficial owners of Caesars Acquisition Company.

6. THAT HIE Holdings, Inc., a subsidiary of Caesars Entertainment Corporation, is registered as an intermediary company and is found suitable as a member of Caesars Growth Partners, LLC.

7. THAT Harrah's BC, Inc., a wholly-owned subsidiary of Caesars Entertainment Corporation, is registered as an intermediary company and is found suitable as a member of Caesars Growth Partners, LLC.

8. THAT Caesars Growth Partners, LLC is registered as an intermediary company and is found suitable as sole member and manager of CIE Growth, LLC and Caesars Growth Properties Parent, LLC.

9. THAT Caesars Growth Properties Parent, LLC is registered as an intermediary company and is found suitable as sole member and manager of Caesars Growth Properties Holdings, LLC.

10. THAT Caesars Growth Properties Holdings, LLC is registered as an intermediary company and is found suitable as sole member and manager of Caesars Growth PH, LLC, Caesars Growth Quad, LLC, Caesars Growth Bally's LV, LLC, and Caesars Growth Cromwell, LLC.

11. THAT CIE Growth, LLC is registered as an intermediary company and is licensed as a shareholder of Caesars Interactive Entertainment, Inc.

12. THAT Caesars Growth PH, LLC is registered as an intermediary company and is licensed as sole member and manager of PHWLTV, LLC.

13. THAT Caesars Growth Quad, LLC is registered as an intermediary company and is licensed as sole member and manager of 3535 LV Newco, LLC.

14. THAT Caesars Growth Bally's LV, LLC is registered as an intermediary company and is licensed as sole member and manager of Parball Newco, LLC.

15. THAT Caesars Growth Cromwell, LLC is registered as an intermediary company and is licensed as sole member and manager of Corner Investment Company, LLC.

16. THAT Caesars Interactive Entertainment, Inc. is licensed as an operator of interactive gaming and is approved to accept or facilitate wagers using an inter-operator poker network, subject to such conditions or limitations as may be imposed by the Commission.

17. THAT PHWLTV, LLC, dba Planet Hollywood Resort & Casino is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 3667 Las Vegas Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

18. THAT PHWLTV, LLC is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

19. THAT 3535 LV Newco, LLC, dba The Quad Resort & Casino, and dba O'Sheas Casino, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 3535 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

20. THAT 3535 LV Newco, LLC, dba Hot Spot Oasis, is licensed to conduct restricted gaming operations at 265 East Harmon Avenue, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

21. THAT Parball Newco, LLC, dba Bally's Las Vegas, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and

sports pool, at 3645 Las Vegas Boulevard South, Las Vegas, and is licensed as a manufacturer and distributor, all such licenses subject to such conditions or limitations as may be imposed by the Commission.

22. THAT Corner Investment Company, LLC, dba The Cromwell, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 3595 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission, and is licensed as a manufacturer and distributor, all such licenses subject to such conditions or limitations as may be imposed by the Commission.

23. THAT PHW Manager, LLC, a wholly-owned subsidiary of Caesars Entertainment Operating Company, Inc, is licensed as a key executive of PHWLTV, LLC, subject to such conditions or limitations as may be imposed by the Commission.

24. THAT The Quad Manager, LLC, a wholly-owned subsidiary of Caesars Entertainment Operating Company, Inc, is licensed as a key executive of 3535 LV Newco, LLC, subject to such conditions or limitations as may be imposed by the Commission.

25. THAT Bally's Las Vegas Manager, LLC, a wholly-owned subsidiary of Caesars Entertainment Operating Company, Inc, is licensed as a key executive of Parball Newco, LLC, subject to such conditions or limitations as may be imposed by the Commission.

26. THAT Cromwell Manager, LLC, a wholly-owned subsidiary of Caesars Entertainment Operating Company, Inc, is licensed as a key executive of Corner Investment Company, LLC, subject to such conditions or limitations as may be imposed by the Commission.

27. THAT Caesars Acquisition Company, its subsidiaries and any affiliated entities shall be subject to the presently existing compliance system of Caesars Entertainment Corporation prescribed in the Order of Registration for Caesars Entertainment Corporation 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 Caesars Acquisition Company, 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 Caesars Acquisition Company, its subsidiaries and any affiliated entities operate.

28. THAT David Bonderman, James George Coulter, Joshua Jordan Harris, Marc Jeffrey Rowan and Leon David Black shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in Hamlet Holdings LLC held by them or any other security held by them that is convertible or exchangeable into an interest in Hamlet Holdings LLC.

29. THAT, except for transfers of interest among existing holders, and except for common stock that has been registered with the SEC, Co-Invest Hamlet Holdings Series LLC, Co-Invest Hamlet Holdings B, LLC, Apollo Hamlet Holdings B, LLC, Apollo Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC and TPG Hamlet Holdings, LLC shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct interest in Caesars Acquisition Company held by them or any other security held by them that is convertible or exchangeable into an interest in Caesars Acquisition Company.

30. THAT Apollo Investment Fund VI, 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 Apollo Hamlet Holdings B, LLC held by them or any other security held by them that is convertible or exchangeable into an interest in Apollo Hamlet Holdings B, LLC.

31. THAT Apollo Overseas Partners (Delaware 892) VI, L.P., AOP Delaware VI Hamlet Blocker I, L.P., AOP Delaware VI Hamlet Blocker II, L.P., AOP Delaware VI Hamlet Blocker III, L.P., AOP Delaware VI Hamlet Blocker IV, L.P., AOP VI Hamlet Blocker I, L.P., AOP VI Hamlet Blocker II, L.P., AOP VI Hamlet Blocker III, L.P., AOP VI Hamlet Blocker IV, L.P., AOP VI Hamlet Blocker V, L.P., AOP VI Hamlet Blocker VI, L.P., AOP VI Hamlet Blocker

VII, L.P., AOP Germany VI Hamlet Blocker, L.P., AAA Hamlet Blocker Corp., Apollo Advisors VI, L.P. and Apollo Management VI, 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 Apollo Hamlet Holdings, LLC held by them or any other security held by them that is convertible or exchangeable into an interest in Apollo Hamlet Holdings, LLC.

32. THAT Apollo Advisors VI, 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 Apollo Hamlet Holdings, LLC held by them or any other security held by them that is convertible or exchangeable into an interest in Apollo Hamlet Holdings, LLC.

33. THAT Leon David Black shall, within thirty days of the date of such transaction, report to the Board the sale, assignment, transfer, pledge or other disposition of any direct or indirect interest in Apollo Capital Management VI, LLC, Apollo Management Holdings GP, LLC or Apollo Management Holdings, L.P. held by him or any other security held by him that is convertible or exchangeable into an interest in Apollo Capital Management VI, LLC, Apollo Management Holdings GP, LLC or Apollo Management Holdings, L.P. Such report shall include the date of the transaction, the percentage of interest transferred, except where the transferred interest is publicly traded the name of the transferee, and any other such information as the Board may require. If the transaction would result in a change of control of Apollo Capital Management VI, LLC, Apollo Management Holdings GP, LLC or Apollo Management Holdings, L.P., prior administrative approval by the Chairman of the Board or his designee shall be required.

34. THAT Marc Jeffrey Rowan and Joshua Jordan Harris shall, within thirty days of the date of such transaction, report to the Board the sale, assignment, transfer, pledge or other disposition of any direct or indirect interest in Apollo Management Holdings, L.P., held by them or any other security held by them that is convertible or exchangeable into an interest in Apollo Management Holdings, L.P. Such report shall include the date of the transaction, the

percentage of interest transferred, except where the transferred interest is publicly traded the name of the transferee, and any other such information as the Board may require. If the transaction would result in a change of control of Apollo Management Holdings, L.P., prior administrative approval by the Chairman of the Board or his designee shall be required.

35. THAT TPG Hamlet (Cayman) AIV, L.P., TPG Hamlet (Cayman) AIV II, L.P., TPG Hamlet (Cayman) AIV III, L.P., TPG Hamlet (Cayman) AIV IV, L.P., TPG Hamlet (Cayman) AIV V, L.P., TPG Hamlet (Cayman) AIV VI, L.P., and TPG GenPar V, L.P. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct interest in TPG Hamlet Holdings B, LLC held by them or any other security held by them that is convertible or exchangeable into an interest in TPG Hamlet Holdings B, LLC.

36. THAT TPG V Hamlet AIV, L.P., TPG FOF V-A, L.P. and TPG FOF V-B, L.P. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct interest in TPG Hamlet Holdings, LLC held by them or any other security held by them that is convertible or exchangeable into an interest in TPG Hamlet Holdings, LLC.

37. THAT David Bonderman and James George Coulter shall, within thirty days of the date of such transaction, report to the Board the sale, assignment, transfer, pledge or other disposition of any direct or indirect interest in TPG Group Holdings (SBS) Advisors, Inc. held by them or any other security held by them that is convertible or exchangeable into an interest in TPG Group Holdings (SBS) Advisors, Inc. Such report shall include the date of the transaction, the percentage of interest transferred, except where the transferred interest is publicly traded the name of the transferee, and any other such information as the Board may require. If the transaction would result in a change of control of TPG Group Holdings (SBS) Advisors, Inc., prior administrative approval by the Chairman of the Board or his designee shall be required.

38. THAT Co-Invest Hamlet Holdings Series LLC, Co-Invest Hamlet Holdings B, LLC, Apollo Hamlet Holdings B, LLC, Apollo Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC, TPG Hamlet Holdings, LLC, Apollo Investment Fund VI L.P., Apollo Overseas Partners

(Delaware 892) VI, L.P., AOP Delaware VI Hamlet Blocker I, L.P., AOP Delaware VI Hamlet Blocker II, L.P., AOP Delaware VI Hamlet Blocker III, L.P., AOP Delaware VI Hamlet Blocker IV, L.P., AOP VI Hamlet Blocker I, L.P., AOP VI Hamlet Blocker II, L.P., AOP VI Hamlet Blocker III, L.P., AOP VI Hamlet Blocker IV, L.P., AOP VI Hamlet Blocker V, L.P., AOP VI Hamlet Blocker VI, L.P., or AOP VI Hamlet Blocker VII, L.P., AOP Germany VI Hamlet Blocker, L.P., AAA Hamlet Blocker Corp., Apollo Advisors VI, L.P., Apollo Management VI, L.P., Apollo Co-Investors VI (A), LLC, Apollo Co-Investors VI (B), LLC, Apollo Advisors VI, L.P., Apollo Capital Management VI, LLC, Apollo Hamlet GenPar, AAA Investments, L.P., AAA Guarantor – Athene, L.P., Apollo Life Re. Ltd., Athene Holding Ltd., Athene Annuity & Life Assurance Company, Athene Life Re Ltd., AAA Investment (Co-Invest VI), L.P., AAA Guarantor Co-Invest VI, L.P., AIF VI Management, LLC, Apollo Management, L.P., Apollo Management Holdings, LP, Apollo Management GP, LLC, Apollo Management Holdings, L.P., Apollo Management Holdings GP, LLC, TPG Hamlet (Cayman) AIV, L.P., TPG Hamlet (Cayman) AIV II, L.P., TPG Hamlet (Cayman) AIV III, L.P., TPG Hamlet (Cayman) AIV IV, L.P., TPG Hamlet (Cayman) AIV V, L.P., TPG Hamlet (Cayman) AIV VI, L.P., TPG GenPar V, L.P., TPG V Hamlet AIV, L.P., TPG FOF V-A, L.P., TPG FOF V-B, L.P., TPG Hamlet AIV GenPar, Inc., TPG GenPar V Advisors, LLC, TPG Holdings I, L.P., TPG Group Holdings (SBS), L.P., TPG Group Holdings (Parallel), L.P., TPG Holdings I-A, LLC and TPG Group Holdings (SBS) Advisors, Inc. shall, within 30 days of such change, report to the Board the addition of any new members, partners or shareholders, except for new investors who are holders of publicly traded securities. 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 member, partner or shareholder. If the new member, partner or shareholder is an entity rather than a natural person, such report shall include either: (a) 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 member, partner or shareholder, and, if applicable, any person holding, directly or indirectly, more than five percent (5%) voting or

economic interest in the prospective member, partner or shareholder, or (b) the identification information found in the subscription materials provided by such new member, partner or shareholder and any other such information as the Board may require. The Commission may require, upon the recommendation of the Board, any member, partner or shareholder to file an application for licensure or a finding of suitability. The failure of such member, partner or shareholder to file an application may be grounds for a finding of unsuitability and subject the member, partner or shareholder to mandatory divestiture of the relevant interest.

39. THAT Co-Invest Hamlet Holdings Series, LLC, Co-Invest Hamlet Holdings B LLC, Apollo Hamlet Holdings B, LLC, Apollo Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC, TPG Hamlet Holdings, LLC, Hamlet Holdings LLC and Caesars Acquisition Company shall not, without the prior approval of the Commission, issue any additional securities, including, but not limited to, equity securities, membership interests, or partnership interests.

40. THAT Co-Invest Hamlet Holdings, Series LLC, Co-Invest Hamlet Holdings B LLC, Apollo Hamlet Holdings B, LLC, Apollo Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC, TPG Hamlet Holdings, LLC, Apollo Investment Fund VI L.P., Apollo Overseas Partners (Delaware 892) VI, L.P., AOP Delaware VI Hamlet Blocker I, L.P., AOP Delaware VI Hamlet Blocker II, L.P., AOP Delaware VI Hamlet Blocker III, L.P., AOP Delaware VI Hamlet Blocker IV, L.P., AOP VI Hamlet Blocker I, L.P., AOP VI Hamlet Blocker II, L.P., AOP VI Hamlet Blocker III, L.P., AOP VI Hamlet Blocker IV, L.P., AOP VI Hamlet Blocker V, L.P., AOP VI Hamlet Blocker VI, L.P., or AOP VI Hamlet Blocker VII, L.P., AOP Germany VI Hamlet Blocker, L.P., AAA Hamlet Blocker Corp., Apollo Advisors VI, L.P., Apollo Management VI, L.P., Apollo Co-Investors VI (A), LLC, Apollo Co-Investors VI (B), LLC, Apollo Advisors VI, L.P., Apollo Capital Management VI, LLC, Apollo Hamlet GenPar, AAA Investments, L.P., AAA Guarantor – Athene, L.P., Apollo Life Re. Ltd., Athene Holding Ltd., Athene Annuity & Life Assurance Company, Athene Life Re Ltd., AAA Investment (Co-Invest VI), L.P., AAA Guarantor Co-Invest VI, L.P., AIF VI Management, LLC, Apollo Management, L.P., Apollo Management Holdings, LP, Apollo

Management GP, LLC, Apollo Management Holdings, L.P., Apollo Management Holdings GP, LLC, TPG Hamlet (Cayman) AIV, L.P., TPG Hamlet (Cayman) AIV II, L.P., TPG Hamlet (Cayman) AIV III, L.P., TPG Hamlet (Cayman) AIV IV, L.P., TPG Hamlet (Cayman) AIV V, L.P., TPG Hamlet (Cayman) AIV VI, L.P., TPG V Hamlet AIV, L.P., TPG FOF V-A, L.P., TPG FOF V-B, L.P., TPG Hamlet AIV GenPar, Inc., TPG GenPar V, L.P., TPG GenPar V Advisors, LLC, TPG Holdings I, L.P., TPG Group Holdings (SBS), L.P., TPG Group Holdings (Parallel), L.P., TPG Holdings I-A, LLC and TPG Group Holdings (SBS) Advisors, Inc. each shall quarterly provide to the Board a list of all direct holders of all classes of securities, including, but not limited to, common stock, membership interests, partnership interests, or other such securities, except for the holders of publicly traded securities.

41. THAT the proposed sale of all or substantially all of the assets of Caesars Acquisition Company shall be reported to the Board at least 60 days prior to such sale.

42. THAT none of Co-Invest Hamlet Holdings Series LLC, Co-Invest Hamlet Holdings B, LLC, Apollo Hamlet Holdings B, LLC, Apollo Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC, TPG Hamlet Holdings, LLC, Hamlet Holdings LLC or Caesars Acquisition Company shall, without the prior approval of the Commission, declare any dividends or distributions on any class of securities, except for securities that have been registered with the SEC, 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.

43. THAT, subject to the provisions of Paragraphs twenty-eight (28) through forty-two (42) of this Order of Registration, pursuant to NRS 463.625, Caesars Acquisition Company 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, provided however, that Hamlet Holdings LLC shall not sell, assign, transfer, pledge or otherwise dispose of any equity securities of Caesars Acquisition Company, without the prior approval of the Commission.

44. THAT, subject to the provisions of Paragraphs twenty-seven (28) through forty-two (42) of this Order of Registration, Caesars Acquisition Company is exempted from compliance with NGC Regulation 15 and shall instead comply with NGC Regulation 16.

45. THAT Caesars Acquisition Company 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 Caesars Acquisition Company, its direct and indirect subsidiaries, and their affiliated entities.

46. THAT the Irrevocable Proxy made and granted by Apollo Hamlet Holdings, LLC, Apollo Hamlet Holdings B, LLC, TPG Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC, Co-Invest Hamlet Holdings B, LLC and Co-Invest Hamlet Holdings, Series LLC in favor of Hamlet Holdings LLC shall not be amended without the prior administrative approval of the Chairman of the Board or his designee.

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

47. 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 24th day of July 2014.