

BEFORE THE NEVADA GAMING COMMISSION  
AND THE NEVADA GAMING CONTROL BOARD

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In the Matter of

GAMECO HOLDCO, INC.

(Registration as a Holding Company)\_\_\_\_\_

ORDER

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board ("Board") on February 13, 2019, at Carson City, Nevada and before the Nevada Gaming Commission ("Commission") on February 28, 2019, 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 application for registration of GAMECO HOLDCO, INC. as a holding company;
  - b. The application for registration of MASH3 SEPARATE PROPERTY TRUST as a holding company;
  - c. The application for finding of suitability of BLAINE JOSHUA GOLDMAN as a trustee and beneficiary;
  - d. The application for finding of suitability of ROBERT BRUCE MONTGOMERY, SETH MATTHEW SCHORR, and BLAINE JOSHUA GOLDMAN as officers, directors, and/or shareholders;

e. The application by GAMECO HOLDCO, INC., on behalf of its non-voting, five percent or less, stockholders (as currently listed in the exhibit attached to the Board's February 13, 2019 agenda), for a waiver of Commission Regulation 15.585.7-4(2), that pertains to the requirements for the registration of individual stockholders who own five percent or less of nonpublic corporations, pursuant to Commission Regulation 15.489.2-1;

f. Application for licensure of GAMECO, LLC as a manufacturer and distributor;

g. Application for licensure of GAMECO HOLDCO, INC. as the sole member of GAMECO, LLC; and

h. Application for licensure of ROBERT BRUCE MONTGOMERY, SETH MATTHEW SCHORR, and BLAINE JOSHUA GOLDMAN as managers and/or key executives.

2. THAT, except as provided herein, the above-referenced applications are approved.

3. THAT a waiver pursuant to Commission Regulation 15.489.2-1 of the licensing and/or registration requirements of Commission Regulation 15.585.7-4(2) is granted on the condition that it is solely for those non-voting, five percent or less, stockholders as listed in the exhibit attached to the Board's February 13, 2019 agenda, except that a waiver is not granted for stockholders EBAB101, LLC and MASSIMILANO NARDULLI.

4. THAT prior to the issuance of the state gaming licenses to GAMECO LLC, any direct or indirect interest in GAMECO LLC held by EBAB101, LLC and MASSIMILANO NARDULLI must be either redeemed or disposed of, and evidence of such shall be provided to the Board Chair. Further, unless the interest is redeemed, transferred to, or otherwise acquired by GAMECO HOLDCO, INC., or transferred to an existing stockholder of GAMECO HOLDCO, INC. who is registered, licensed or has obtained a waiver of licensure or registration, such State gaming licenses shall not be issued until any transferee of the direct or indirect interest in GAMECO LLC held by EBAB101, LLC and MASSIMILANO NARDULLI is registered, licensed, or has obtained a waiver of licensure or registration. Further, that prior to the issuance of the

state gaming licenses to GAMECO LLC, MGM YONKERS, INC. must be registered, licensed, or must have obtained a waiver of licensure or registration, or the interest held by MGM YONKERS, INC. must be redeemed, transferred to, or otherwise acquired by GAMECO HOLDCO, INC., or transferred to an existing stockholder of GAMECO HOLDCO, INC. who is registered, licensed or has obtained a waiver of licensure or registration.

5. THAT GAMECO HOLDCO, INC. shall provide a complete list identifying the waiver shareholders to the Board every quarter by the 5<sup>th</sup> business day following the end of the quarter. Such disclosure shall include any additional personal identifying information as required by the Board Chair or the Chair's designee. The Board Chair may require such waiver shareholders to register pursuant to Commission Regulation 15.585.7-4 or to be found suitable.

6. THAT GAMECO HOLDCO, INC. shall make no issuance of shares or distributions to the waiver shareholders without prior approval of the Board Chair or the Chair's designee.

7. GAMECO HOLDCO, INC. shall provide a complete list identifying all holders of options and/or warrants to the Board every quarter by the 5<sup>th</sup> business day following the end of the quarter. Such disclosure shall include any additional personal identifying information as required by the Board Chair or the Chair's designee.

8. THAT the Commission hereby expressly finds that the waiver hereinabove granted is appropriate and consistent with the State policy set forth in NRS 463.0129 and NRS 463.489(1)

9. THAT the approvals granted to BLAINE JOSHUA GOLDMAN are limited to expire at midnight of the February 2021 Commission meeting on the day the item is heard.

ENTERED at Las Vegas, Nevada, this 28<sup>th</sup> day of February 2019.