

BEFORE THE NEVADA GAMING COMMISSION  
AND THE STATE GAMING CONTROL BOARD

\_\_\_\_\_  
In the Matter of

STATION CASINOS LLC

(Registration)\_\_\_\_\_

EIGHTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 7, 2014, and before the Nevada Gaming Commission ("Commission") on May 22, 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 Station Casinos LLC for an amendment to its Order of Registration,
  - b. The application of NP Opco LLC for a finding of suitability as the sole member and manager of NP LML LLC, and
  - c. The applications of NP LML LLC, dba Wildfire Casino Lake Mead for (i) a nonrestricted gaming license (slots only) and (ii) licensure as a manufacturer and distributor.
2. THAT the Seventh Revised Order of Registration of Station Casinos LLC, dated September 26, 2013, is hereby amended and restated, in its entirety, by this Eighth Revised Order of Registration.

3. THAT Station Casinos LLC is registered as a publicly traded corporation, is found suitable as the sole member and manager of NP Landco Holdco LLC, NP Opco Holdings LLC, NP Boulder LLC, NP Red Rock LLC, NP Palace LLC and NP Sunset LLC, and is licensed as a manufacturer and a distributor, subject to such conditions or limitations as may be imposed by the Commission.

4. THAT Station Voteco LLC is registered as a holding company and is found suitable as the sole voting member of Station Casinos LLC.

5. THAT Fertitta Station Voteco Member LLC is registered a holding company and is found suitable as a member and manager of Station Voteco LLC.

6. THAT Frank Joseph Fertitta III, Lorenzo Joseph Fertitta and Robert Alan Cashell, Jr. are each found suitable as a beneficial owner and controlling beneficial owner of Station Casinos LLC.

7. THAT NP Landco Holdco LLC is registered as an intermediary company and is licensed as the sole member of NP Tropicana LLC.

8. THAT NP Opco Holdings LLC is registered as an intermediary company and is licensed as the sole member and manager of NP Opco LLC.

9. THAT NP Opco LLC is registered as an intermediary company, is licensed as the sole member and manager of NP Fiesta LLC, NP Lake Mead LLC, NP Santa Fe LLC, NP Gold Rush LLC, NP Magic Star LLC, NP Rancho LLC, NP Texas LLC, NP River Central LLC, and Station GVR Acquisition, LLC, and is found suitable as the sole member and manager of NP Green Valley LLC, SC Interactive Investor LLC, SC SP Holdco LLC and NP LML LLC.

10. THAT SC Interactive Investor LLC is registered as an intermediary company and is licensed as a member of Fertitta Interactive LLC.

11. THAT Fertitta Interactive LLC is registered as an intermediary company, is licensed as a member and sole manager of Fertitta Acquisitionsco LLC, is found suitable as the sole manager of CA Employeeco LLC, is found suitable as the sole manager of CA Investco

LLC, and is licensed as an operator of interactive gaming and an interactive gaming service provider, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT CA Employeeco LLC is licensed as a member of Fertitta Acquisitionsco LLC.

13. THAT Fertitta Acquisitionsco LLC is licensed as an interactive gaming service provider, a manufacturer of an interactive gaming system and a distributor (interactive gaming system only), subject to such conditions or limitations as may be imposed by the Commission.

14. THAT NP Green Valley LLC is registered as an intermediary company and is licensed as a member and the sole manager of Greens Café, LLC, Town Center Amusements, Inc., A Limited Liability Company and Sunset GV, LLC.

15. THAT SC SP Holdco LLC is registered as an intermediary company and is licensed as the sole member and manager of SC SP 2 LLC and SC SP 4 LLC.

16. THAT NP Tropicana LLC, dba Wild Wild West Gambling Hall & Hotel, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 3330 West Tropicana Avenue, Las Vegas, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

17. THAT NP Boulder LLC, dba Boulder Station Hotel & Casino, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 4111 South Boulder Highway, Las Vegas, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

18. THAT NP Palace LLC, dba Palace Station Hotel & Casino, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 2411 West Sahara Avenue, Las Vegas, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

19. THAT NP Sunset LLC, dba Sunset Station Hotel & Casino, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 1301 West Sunset Road, Henderson, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

20. THAT NP Red Rock LLC, dba Red Rock Casino Resort Spa, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 11011 West Charleston Boulevard, Las Vegas, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

21. THAT NP Red Rock LLC, dba El Cortez -- Sports Pool is licensed to conduct nonrestricted gaming operations (sports pool only) at 600 E Fremont St, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

22. THAT NP Fiesta LLC, dba Fiesta Casino Hotel, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 2400 North Rancho Drive, North Las Vegas, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

23. THAT NP Lake Mead LLC, dba Fiesta Henderson Casino Hotel, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 777 West Lake Mead Parkway, Henderson, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

24. THAT NP Santa Fe LLC, dba Santa Fe Station Hotel & Casino, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 4949 N. Rancho Drive, Las Vegas, and is licensed as a

manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

25. THAT NP Gold Rush, LLC, dba Wildfire Sunset, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 1195 West Sunset Road, Henderson, and is licensed as a manufacturer and distributor, subject to such conditions and limitations as may be imposed by the Commission.

26. THAT NP Magic Star LLC, dba Wildfire Casino - Boulder, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 2000 South Boulder Highway, Henderson, and is licensed as a manufacturer and distributor, subject to such conditions and limitations as may be imposed by the Commission.

27. THAT NP Rancho LLC, dba Wildfire Casino, is licensed to conduct nonrestricted gaming operations, including a sports pool, at 1901 North Rancho Drive, Las Vegas, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

28. THAT NP Texas LLC, dba Texas Station Gambling Hall & Hotel, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 2101 Texas Star Lane, North Las Vegas, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

29. THAT NP River Central, LLC, dba Reno Turf Club is licensed to conduct nonrestricted gaming operations, including a race book and sports pool at 280 N Center St., Reno, and is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

30. THAT Town Center Amusements, Inc., A Limited Liability Company, dba Barley's Casino and Brewing Company is licensed to conduct off-track pari-mutuel sports wagering and nonrestricted gaming operations, including a sports pool, at 4500 East Sunset Road, Suite 30, Henderson, subject to such conditions or limitations as may be imposed by the Commission.

31. THAT Greens Cafe, LLC, dba Greens Cafe, is licensed to conduct nonrestricted gaming operations (slots only) at 2241 N Green Valley Parkway, Henderson, subject to such conditions or limitations as may be imposed by the Commission.

32. THAT Sunset GV, LLC, dba Wildfire Casino and Lanes is licensed to conduct nonrestricted gaming operations, including a sports pool at 4451 E. Sunset Rd, Henderson, subject to such conditions or limitations as may be imposed by the Commission.

33. THAT Station GVR Acquisition LLC, dba Green Valley Ranch Station Casino, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 2300 Paseo Verde Parkway, Henderson, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

34. THAT SC SP 2 LLC, dba Wildfire, is licensed to conduct nonrestricted gaming operations (slots only) at 3045 S Valley View Boulevard, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

35. THAT SC SP 4 LLC, dba Wildfire, is licensed to conduct restricted gaming operations at 2551 Anthem Village Dr., Henderson, subject to such conditions or limitations as may be imposed by the Commission.

36. THAT NP LML LLC, dba Wildfire Casino Lake Mead, is licensed to conduct nonrestricted gaming operations (slots only) at 846 E Lake Mead Parkway, Henderson, and is licensed as a manufacturer and as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

37. THAT Station Casinos LLC, is granted approval, pursuant to NRS 463.5733(1) and NGC Regulations 8.030 and 15B.180 to pledge the membership interest of NP Landco Holdco LLC, NP Opco Holdings LLC, NP Boulder LLC, NP Red Rock LLC, NP Palace LLC and NP Sunset LLC to Deutsche Bank AG, Cayman Islands Branch, as Administrative Agent, in conjunction with a Credit Agreement dated March 1, 2013 ("Credit Agreement"), provided that:

a. This approval is pursuant to a Pledge Agreement among Station Casinos LLC, certain of its subsidiaries, and Deutsche Bank AG, Cayman Islands Branch dated March 1, 2013 ("Pledge Agreement");

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such membership interest (except back to Station Casinos LLC) and before any other resort to such membership interest 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 certificates of NP Landco Holdco LLC, NP Opco Holdings LLC, NP Boulder LLC, NP Red Rock LLC, NP Palace LLC and NP Sunset 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.

38. THAT NP Landco Holdco LLC, is granted approval, pursuant to NRS 463.5733(1) and NGC Regulation 15B.180, to pledge its membership interest in NP Tropicana LLC to Deutsche Bank AG, Cayman Islands Branch, as Administrative Agent, in conjunction with the CV Propco Credit Agreement ("CV Propco Credit Agreement"), provided that:

a. This approval is pursuant to the pledge and security agreement between NP Landco Holdco LLC and Deutsche Bank AG, Cayman Islands Branch, ("CV Propco Pledge Agreement");

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such common stock or membership interest (except back to NP Landco Holdco LLC) and before any other resort to such membership interest 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 certificates of NP Tropicana 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.

39. THAT NP Opco Holdings LLC, is granted approval, pursuant to NRS 463.5733(1) and NGC Regulation 15B.180, to pledge its membership interest in NP Opco LLC to Deutsche Bank AG, Cayman Islands Branch, as Administrative Agent, in conjunction with the Credit Agreement, provided that:

a. This approval is pursuant to the Pledge Agreement;

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

40. THAT NP Opco LLC, is granted approval, pursuant to NRS 463.5733(1) and NGC Regulation 15B.180, to pledge its membership interest in NP Fiesta LLC, NP Lake Mead LLC, NP Santa Fe LLC, NP Gold Rush LLC, NP Magic Star LLC, NP Rancho LLC, NP Texas LLC, NP River Central LLC, Station GVR Acquisition, LLC, SC SP Holdco LLC, SC Interactive Investor LLC and NP Green Valley LLC to Deutsche Bank AG, Cayman Islands Branch, as Administrative Agent, in conjunction with the Credit Agreement, provided that:

a. This approval is pursuant to the Pledge Agreement;

b. The prior approval of the Commission must be obtained before any



foreclosure or transfer of the possessory security interest in such membership interest (except back to NP Opco LLC) and before any other resort to such membership interest 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 certificates of NP Fiesta LLC, NP Lake Mead LLC, NP Santa Fe LLC, NP Gold Rush LLC, NP Magic Star LLC, NP Rancho LLC, NP Texas LLC, NP River Central LLC, Station GVR Acquisition, LLC, SC SP Holdco LLC, SC Interactive Investor LLC and NP Green Valley 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.

41. THAT Station Voteco LLC, is granted approval, pursuant to NRS 463.5733(1) and NGC Regulation 15B.180, to pledge its 100% voting membership interest in Station Casinos LLC to Deutsche Bank AG, Cayman Islands Branch, as Administrative Agent, in conjunction with the Credit Agreement, provided that:

a. This approval is pursuant to the Pledge Agreement;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such voting membership interest (except back to Station Voteco LLC) and before any other resort to such membership interest 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 certificates of Station Casinos LLC, evidencing said pledge of the voting 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.

42. THAT Station Holdco LLC, is granted approval, pursuant to Paragraph 50 of this Order of Registration, to pledge its 100% non-voting economic membership interest in Station Casinos LLC to Deutsche Bank AG, Cayman Islands Branch, as Administrative Agent, in conjunction with the Credit Agreement, provided that:

- a. This approval is pursuant to the Pledge Agreement;
- b. The prior approval of the Commission must be obtained before any foreclosure or transfer of the possessory security interest in such non-voting economic membership interest (except back to Station Holdco LLC) and before any other resort to such membership interest collateral or other enforcement of the security interest in such membership interest, may occur; and
- c. The membership certificates of Station Casinos LLC, evidencing said pledge of the non-voting economic 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.

43. THAT the CV Propco Pledge Agreement and the 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 CV Propco Pledge Agreement and the Pledge Agreement that increase the number of shares of stock that are the subject of the pledge, or that change the identity of the Administrative Agent.

44. THAT NP Tropicana LLC is granted approval to issue warrants to German American Capital Corporation and JPMorgan Chase Bank, N.A. conditioned that such warrants shall not be exercised without the prior approval of the Commission, and shall not be sold, assigned, transferred, pledged or otherwise disposed of without the prior administrative approval of the Chairman of the Board or his designee.

45. THAT Station Casinos LLC, shall establish and maintain a Gaming Compliance Plan ("Plan"), 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 the compliance of Station Casinos LLC, its subsidiaries, any affiliated entities and Fertitta Entertainment LLC and Fertitta Interactive LLC with the Nevada Gaming Control Act (the "Act"), as amended, and the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdiction in which Station Casinos LLC, its subsidiaries, any affiliated entities and Fertitta Entertainment LLC and Fertitta Interactive LLC operate. The Plan, any amendments thereto, and the members of the compliance committee, one which shall be independent and knowledgeable in the Act and Regulations, shall be administratively reviewed and approved by the Chairman of the Board, or his designee. Furthermore, upon request of the Chairman of the Board or his designee, Station Casinos LLC, shall amend the Plan, 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 of Station Casinos LLC under the provisions of the Act and Regulations. Station Casinos LLC shall also establish and maintain a Special Compliance Plan to ensure compliance with the terms of the agreement dated March 29, 2011, between German American Capital Corporation and Robert Alan Cashell, Jr.

46. THAT Station Casinos LLC shall fund and maintain with the Board a revolving fund in the 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 and its staff in the surveillance, monitoring and investigative review of all activities of Station Casinos LLC, and its subsidiaries, and their affiliated entities.

47. THAT neither Station Voteco LLC nor Station Holdco LLC, shall, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect equity interest in Station Casinos LLC held by them or any other security held by them that is convertible or exchangeable into an interest in Station Casinos LLC, provided, however,

that this requirement shall not apply to the initial pledge by Station Voteco LLC and Station Holdco LLC of their interests in Station Casinos LLC in connection with the Shareholder Pledge Agreement among Station Holdco LLC, Station Voteco LLC, and Deutsche Bank AG, Cayman Islands Branch, as Administrative Agent in connection with the Propco Credit Agreement.

48. THAT Fertitta Station Voteco Member LLC and Robert A. Cashell, Jr. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in Station Voteco LLC held by them or any other security held by them that is convertible or exchangeable into a membership interest in Station Voteco LLC.

49. THAT Frank Joseph Fertitta III and Lorenzo Joseph Fertitta shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in Fertitta Station Voteco Member LLC held by them or any other security held by them that is convertible or exchangeable into a membership interest in Fertitta Station Voteco Member LLC.

50. THAT Station Holdco LLC shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect equity interest in Station Casinos LLC held by it or any other security held by it that is convertible or exchangeable into an interest in Station Casinos LLC.

51. THAT FI Station Investor LLC, German American Capital Corporation, PB Investor I LLC, PB Investor II LLC, Pain SC Holdings, LLC, Advstra SC Holdings, LLC, Prtn SC Holdings, LLC, Strain SC Holdings, LLC, Capinc SC Holdings, LLC, Oaktree SC Investments CTB, LLC and Serengeti SC Blockerco LLC shall not, without the prior administrative approval of the Board Chairman, sell, assign, transfer, pledge or otherwise dispose of any interest in Station Holdco LLC held by it or any other security held by it that is convertible or exchangeable into an interest in Station Holdco LLC. Requests for administrative approval by the direct or indirect members of Station Holdco LLC to sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest shall include the name, date of birth, social security

number and any other such information as the Board may require on the prospective direct or indirect member or equity holder. If the request for administrative approval is made by an entity rather than a natural person, such request shall include 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 prospective member or equity holder, and, if applicable, any person holding, directly or indirectly, more than five percent (5%) voting or economic interest in the new member or equity holder. The Commission may require, upon the recommendation of the Board, any direct or indirect member or equity holder of Station Holdco LLC to file an application for licensure or a finding of suitability. The failure of such member or equity holder to file an application may be grounds for a finding of unsuitability and subject the member or equity holder to mandatory divestiture of the relevant interest.

52. THAT Station Holdco LLC, FI Station Investor LLC, German American Capital Corporation, PB Investor I LLC, PB Investor II LLC, Pain SC Holdings, LLC, Advstra SC Holdings, LLC, Prtn SC Holdings, LLC, Strain SC Holdings, LLC, Capinc SC Holdings, LLC, Oaktree SC Investments CTB, LLC and Serengeti SC Blockerco LLC shall, within 30 days of such change, report to the Board the addition of any new investor, members or partners. 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, member or partner. If the new investor, member or partner 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 investor, member or partner, and, if applicable, any person holding, directly or indirectly, more than five percent (5%) voting or economic interest in the prospective investor, member or partner, or (b) the identification information found in the subscription materials provided by such new investor, 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, members or partners of FI Station Investor LLC, German American Capital Corporation, PB Investor I LLC, PB Investor II LLC,

Pain SC Holdings, LLC, Advstra SC Holdings, LLC, Prtn SC Holdings, LLC, Strain SC Holdings, LLC, Capinc SC Holdings, LLC, Oaktree SC Investments CTB, LLC and Serengeti SC Blockerco LLC to file an application for licensure or a finding of suitability. The failure of such investor, member or partner to file an application may be grounds for a finding of unsuitability and subject the investor, member or partner to mandatory divestiture of the relevant interest.

53. THAT Station Casinos LLC, Station Voteco LLC, Station Holdco LLC, FI Station Investor LLC and Fertitta Station Voteco Member LLC shall not, without the prior approval of the Commission, issue any additional securities, provided however, that Station Casinos LLC, Station Holdco LLC and FI Station Investor LLC may issue securities, including options and warrants to acquire securities, to employees or officers of Station Casinos LLC or its subsidiaries, or to a business entity of which such officers are security holders, provided that the foregoing issuers shall quarterly provide to the Board a list of all such recipients who have received securities, options or warrants to acquire securities for the previous quarter, including the name and current or previous job title of the recipient, date of issuance, and number of securities issued.

54. THAT Station Casinos LLC, Station Voteco LLC, Station Holdco LLC, FI Station Investor LLC and Fertitta Station Voteco Member LLC, each shall quarterly provide to the Board a list of all direct or indirect holders of all classes of securities, including, but not limited to, common stock, membership interests, partnership interests, or other such securities.

55. THAT none of Station Voteco LLC and Fertitta Station Voteco Member LLC, shall, without the prior approval of the Commission, declare and pay any dividends or make distributions on any class of securities 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.

56. THAT none of Station Casinos LLC, Station Holdco LLC, and FI Station Investor LLC shall, without the prior administrative approval of the Board Chairman or his designee, declare and pay any dividends or make distributions on any class of securities to any person who has not been licensed or found suitable by the Commission.

57. THAT any member or manager of Station Voteco LLC, or member of the board of directors of Station Casinos LLC appointed by the Fertitta Equityholders or the DB Equityholders (otherwise known as the Fertitta Designees and the DB Designees), as defined in the Equityholders Agreement among Station Holdco LLC, Station Casinos LLC and certain subsidiaries, shall, within sixty (60) days of election or appointment, apply for licensure or a finding of suitability, provided however, that this condition shall not apply to independent directors of Station Casinos LLC, as defined in the Equityholders Agreement.

58. THAT written notice shall be provided to the Chairman of the Board within 10 days upon the resignation or removal of any member or manager of Station Voteco LLC, or any member of the Board of Directors of Station Casinos LLC. Such report shall include the name of the individual resigning or being removed, the name of the nominee to replace such individual (if applicable), the reason for the resignation or removal, including a written statement that such resignation or removal was not due to any failure or refusal of the individual to act in accordance with any direction or suggestion of any kind from the entity with authority to remove such individual, and any other such information as may be required by the Board.

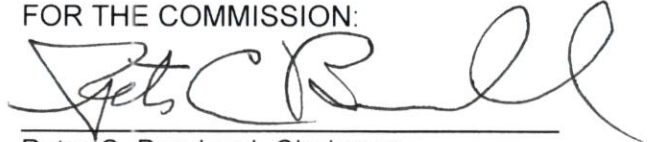
59. THAT subject to the provisions of paragraphs forty-seven (47) through fifty-eight (58) of this Order of Registration, pursuant to NRS 463.625, Station Casinos LLC, is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

60. THAT subject to the provisions of paragraphs forty-seven (47) through fifty-eight (58) of this Order of Registration, Station Casinos LLC, is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

61. 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 at Las Vegas, Nevada, this 22<sup>nd</sup> day of May 2014.

FOR THE COMMISSION:



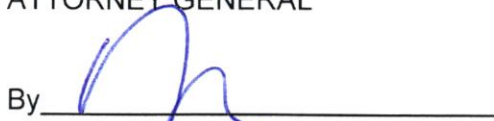
Peter C. Bernhard, Chairman

Submitted by:

  
\_\_\_\_\_  
Marc Warren, Deputy Chief  
Investigations Division  
Corporate Securities Section

APPROVED AS TO FORM:

CATHERINE CORTEZ MASTO  
ATTORNEY GENERAL

By   
\_\_\_\_\_  
Deputy Attorney General



**CERTIFICATE OF MAILING**

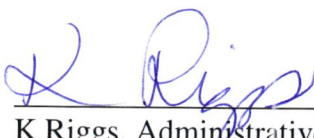
I hereby certify that I am employed by the State Gaming Control Board as an Administrative Assistant to Adriana G. Fralick, Esq., Executive Secretary of the Nevada Gaming Commission and the State Gaming Control Board, and that on the date shown below I deposited for mailing at Carson City, Nevada, a true copy of the attached **ORDER** addressed to:

STATION CASINOS LLC (PTC)  
ATTN: JOHN PASQUALOTTO COMP DIR  
1505 S PAVILION CENTER DR  
LAS VEGAS NV 89135

And forwarded copies to:

INVESTIGATIONS DIVISION  
CORPORATE SECURITIES SECTION  
RECORDS & RESEARCH SERVICES  
STATE GAMING CONTROL BOARD  
1919 COLLEGE PARKWAY  
CARSON CITY, NV 89706

Dated this 23<sup>rd</sup> day of May, 2014



K Riggs, Administrative Assistant

Nevada Gaming Commission  
1919 College Parkway  
Carson City, NV 89702  
(775) 684-7750

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

CERTIFICATE OF MAILING


I hereby certify that I am employed by the State Gaming Control Board as an Administrative Assistant to Adriana G. Fralick, Esq., Executive Secretary of the Nevada Gaming Commission and the State Gaming Control Board, and that on the date shown below I deposited for mailing at Carson City, Nevada, a true copy of the attached **ORDER** addressed to:

STATION CASINOS LLC (PTC)  
ATTN: JOHN PASQUALOTTO COMP DIR  
1505 S PAVILION CENTER DR  
LAS VEGAS NV 89135

And forwarded copies to:

INVESTIGATIONS DIVISION  
CORPORATE SECURITIES SECTION  
RECORDS & RESEARCH SERVICES  
STATE GAMING CONTROL BOARD  
1919 COLLEGE PARKWAY  
CARSON CITY, NV 89706

Dated this 27<sup>th</sup> day of May, 2014

  
\_\_\_\_\_  
K Riggs, Administrative Assistant

Nevada Gaming Commission  
1919 College Parkway  
Carson City, NV 89702  
(775) 684-7750

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28