

ORDER 2011-71
AN ORDER CONCERNING THE APPLICATION OF GAMING
ENTERTAINMENT (INDIANA), LLC TO ACQUIRE THE OPERATING
ASSETS OF GRAND VICTORIA CASINO & RESORT, LP

Gaming Entertainment (Indiana), LLC (“GEI”), a wholly owned subsidiary of Full House Resorts, Inc. (“Full House”), seeks approval from the Indiana Gaming Commission (“Commission”) to purchase 100% of the operating assets of Grand Victoria Casino & Resort, LP (“Grand Victoria”), which is the current holder of an Owner’s License for the riverboat gambling operation in Rising Sun, Indiana.

Prior to taking action on this Order, the Commission has considered the following factors:

1. After closing of GEI’s purchase of Grand Victoria’s operating assets, GEI will hold the Owner’s License.
2. GEI has applied for transfer of ownership in accordance with 68 IAC 5.
3. GEI has submitted a complete transfer of ownership application and caused the submission of complete personal disclosure forms and other appropriate applications for Full House and GEI’s key persons, as deemed necessary by Commission staff.
4. GEI has indicated and established to the Commission’s satisfaction that its financing package will provide adequate initial capital to support the continuing operations of Grand Victoria.
5. The Commission has received a confidential independent financial analysis of the transaction from Dr. Charlene Sullivan in which she recommends approval of the acquisition and financing plan.
6. The Commission’s Background and Financial Investigations section has completed a comprehensive investigation of GEI, its substantial owner, and its key persons. The final investigative reports have been presented to the Commission for review.
7. Representatives of GEI have addressed the Commission at a public meeting to present information and respond to questions regarding the proposed transfer of ownership.
8. GEI has presented evidence that it meets or possesses the standards, criteria, and qualifications necessary to be issued an Owner’s License under IC 4-33-6 and 68 IAC 2-1-5(c).

COMMISSION ACTION

I. Transfer:

Based on the foregoing, the Commission hereby **APPROVES** the application of GEI to acquire ownership of the operating assets of Grand Victoria, with Full House Resorts, Inc. holding 100% of GEI’s outstanding shares and being GEI’s sole substantial owner.

This approval is contingent upon: (1) GEI and/or Full House successfully closing the financing package approved below; (2) submission to Commission staff of all final documents material to the financing package; and (3) GEI, Full House, and all other relevant affiliates, persons, and/or entities holding any economic, beneficial, or other interest in Grand Victoria, remaining in compliance with all laws, regulations and/or other directives that are applicable to the ownership and operation of a casino gambling operation.

II. Financing:

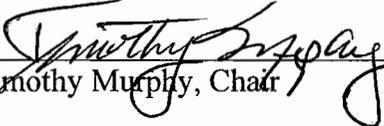
Based on the foregoing, the Commission hereby **APPROVES** the credit facility that GEI has proposed establishing to assist with financing the acquisition of Grand Victoria. In granting this approval, the Commission also **WAIVES** the “two meeting requirement” of 68 IAC 5-3-2(b)(3).

The Commission’s approval of GEI’s debt financing package is contingent upon: (1) the terms articulated in the final financing documentation not differing materially from the terms which GEI has presented for approval to date; (2) the terms of the final financing documentation not violating Ind. Code 4-33-4-21; and (3) GEI providing the Commission with a legal opinion demonstrating compliance with Ind. Code 4-33-4-21.

Should GEI, Full House, or any affiliate thereof willfully fail to abide by the terms of this Resolution, the Commission reserves the right to withdraw its approval, require additional analysis and approval, and/or take other appropriate action.

IT IS SO ORDERED THIS THE 17TH DAY OF MARCH, 2011.

THE INDIANA GAMING COMMISSION:



Timothy Murphy, Chair

ATTEST:



Marc Fine, Secretary