

ORDER 2008-163

AN ORDER CONCERNING THE APPLICATION OF RESORTS INDIANA, LLC, A WHOLLY OWNED SUBSIDIARY OF ELDORADO RESORTS, LLC, TO ACQUIRE AZTAR INDIANA GAMING COMPANY, LLC.

Resorts Indiana, LLC, ("Resorts Indiana"), a wholly owned subsidiary of Eldorado Resorts, LLC, ("Eldorado Resorts") (collectively, "Eldorado"), seeks approval from the Indiana Gaming Commission ("Commission") to purchase 100% of the outstanding membership interests of Aztar Indiana Gaming Company, LLC ("Aztar"), a subsidiary of Tropicana Casinos and Resorts, Inc. ("Tropicana"), and the current holder of licenses to own and operate a riverboat gambling operation in Evansville, Indiana.

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

1. Eldorado submitted to the Commission the appropriate transfer of ownership application for Resorts Indiana, as well as personal disclosure forms for all Substantial Owners and Key Persons as deemed necessary by Commission staff.
2. The Commission's Background and Financial Investigations Section has completed a comprehensive investigation of Eldorado, as well as its Substantial Owners, and Key Persons, and the final investigative reports have been presented to the Commission for review.
3. Eldorado has addressed the Commission's questions concerning this acquisition.
4. Eldorado has presented evidence that it substantially meets or possesses the standards, qualifications, or criteria necessary to be issued a riverboat owner's license pursuant to 68 IAC 2-1-5(c) and IC 4-33-6.

COMMISSION ACTION

Based on the foregoing, the Commission hereby **APPROVES** the application of Resorts Indiana to purchase 100% of the outstanding membership interests of Aztar.

The Commission's approval of the proposed acquisition is contingent upon: (1) separate Commission approval and subsequent closing of a financing package sufficient to fund the purchase; (2) closing of that certain Securities Purchase Agreement dated March 31, 2008 between Eldorado and affiliates of Tropicana, including, if applicable on a going forward basis, any subsequent amendments thereto; and (3) Eldorado, and all relevant affiliates, persons, and/or entities holding any economic, beneficial or other interest in Resorts Indiana and/or the riverboat owner's license, remain in compliance with all laws, regulations and/or other directives which are applicable to the ownership and operation of a riverboat gambling operation in the State of Indiana.

IT IS SO ORDERED THIS THE 13TH DAY OF NOVEMBER, 2008.

THE INDIANA GAMING COMMISSION:



William Barrett, Chair

ATTEST:



Thomas Swihart, Secretary