

Solicitation Letter to Accompany Proposed Modifications to  
“Prepackaged Joint Chapter 11 Plan of Reorganization for Subsidiary Debtors,  
Aliante Debtors and Green Valley Ranch Gaming, LLC (Dated March 22, 2011)”  
to Include Tropicana Station, Inc. as a Subsidiary Debtor

May 16, 2011

To: Each of the Prepetition Opco Secured Lenders as defined in Exhibit A  
annexed hereto

Re: Proposed Modifications to Joint Plan to include Tropicana  
Station, Inc. as a Subsidiary Debtor; Solicitation of Acceptances of  
Proposed Plan Modifications; and Notice of Solicitation Procedures

Milbank, Tweed, Hadley & McCloy LLP is counsel to: (a) Station Casinos, Inc. (“SCI”) and its affiliated debtors and debtors possession (collectively, the “SCI Debtors”)<sup>1</sup> in chapter 11 cases (the “SCI Cases”) pending in the United States Bankruptcy Court for the District of Nevada, Reno Division (the “Bankruptcy Court”); (b) numerous wholly-owned subsidiaries of SCI (collectively, the “Subsidiary Debtors”)<sup>2</sup> that are also the subject of pending chapter 11 cases (the “Subsidiary Debtors Cases”) in the Bankruptcy Court that are being jointly administered with the SCI Cases; and (c) Tropicana Station, Inc. (“TSI”), a wholly owned non-debtor subsidiary of SCI that operates the Wild Wild West Gambling Hall & Hotel located in Las Vegas, Nevada.

On August 27, 2010, the Bankruptcy Court confirmed the chapter 11 plan for the SCI Debtors (the “SCI Plan”). A Bankruptcy Court hearing to consider confirmation of the *Prepackaged Joint Chapter 11 Plan of Reorganization for the Subsidiary Debtors, Aliante Debtors and Green Valley Ranch Gaming, LLC (Dated March 22, 2011)* (the “Joint Plan”) is scheduled to be held on May 25, 2011. You are a Prepetition Opco Secured Lender, and the Prepetition Opco Secured Lenders previously voted to accept the Joint Plan. The Subsidiary Debtors and TSI are now writing to you in your capacity as a Prepetition Opco Secured Lender to solicit your acceptance of certain modifications to

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<sup>1</sup> The “SCI Debtors” in the SCI Cases are: Station Casinos, Inc.; Northern NV Acquisitions, LLC; Reno Land Holdings, LLC; River Central, LLC; Tropicana Station, LLC; FCP Holding, Inc.; FCP Voteco, LLC; Fertitta Partners LLC; FCP MezzCo Parent, LLC; FCP MezzCo Parent Sub, LLC; FCP MezzCo Borrower VII, LLC; FCP MezzCo Borrower VI, LLC; FCP MezzCo Borrower V, LLC; FCP MezzCo Borrower IV, LLC; FCP MezzCo Borrower III, LLC; FCP MezzCo Borrower II, LLC; FCP MezzCo Borrower I, LLC; FCP PropCo, LLC; and GV Ranch Station, Inc.

<sup>2</sup> For purposes of this Solicitation Letter, the term “Subsidiary Debtors” shall mean Auburn Development, LLC; Centerline Holdings, LLC; Charleston Station, LLC; CV HoldCo, LLC; Durango Station, Inc.; Fiesta Station, Inc.; Fresno Land Acquisitions, LLC; Gold Rush Station, LLC; Green Valley Station, Inc.; Inspirada Station, LLC; Lake Mead Station, Inc.; LML Station, LLC; Magic Star Station, LLC; Palace Station Hotel & Casino, Inc.; Past Enterprises, Inc.; Rancho Station, LLC; Santa Fe Station, Inc.; SC Durango Development LLC; Sonoma Land Holdings, LLC; Station Holdings, Inc.; STN Aviation, Inc.; Sunset Station, Inc.; Texas Station, LLC; Town Center Station, LLC; Tropicana Acquisitions, LLC; Vista Holdings, LLC.

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the Joint Plan that have the effect of (a) adding TSI as a Subsidiary Debtor under the Joint Plan, and (b) restructuring TSI in a manner consistent with the restructuring of the other Subsidiary Debtors under the Joint Plan (the “Plan Modifications”).<sup>3</sup> Once the solicitation of acceptances of the Plan Modifications has been completed, TSI will commence a chapter 11 case and seek to become one of the Subsidiary Debtors under the Joint Plan. The Plan Modifications are described in Exhibit B hereto.

You are receiving this letter (the “Plan Modifications Solicitation Letter”) and the Solicitation Package (defined below) because, as a Prepetition Opco Secured Lender, you are or represent a Holder of an Impaired Claim against TSI under the proposed Plan Modifications, and the Subsidiary Debtors and TSI seek your agreement to the Plan Modifications.

**Solicitation of the Prepetition Opco Secured Lenders**

This Plan Modifications Solicitation Letter and the Solicitation Package are being sent to each of the Prepetition Opco Secured Lenders to (a) provide notice of the proposed chapter 11 restructuring of TSI under the Joint Plan, (b) inform them of the Plan Modifications and the Solicitation Procedures, and (c) to solicit their acceptance of the Plan Modifications.

**The Solicitation Package**

The Solicitation Package consists of the following documents:

- this Plan Modifications Solicitation Letter;
- a ballot to accept or reject the Plan Modifications (the “Ballot”) for each of the two Voting Classes that you have a Claim in;
- a return envelope pre-addressed to the Voting and Claims Agent;
- the *Disclosure Statement to Accompany Prepackaged Joint Chapter 11 Plan of Reorganization for Subsidiary Debtors, Aliante Debtors and Green Valley Ranch Gaming, LLC (Dated March 22, 2011)* (the “Joint”

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<sup>3</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Modifications, the Joint Plan or the Joint Plan Disclosure Statement, as the case may be.

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Plan Disclosure Statement”) (which includes the Joint Plan as an exhibit)  
[Docket No. 2797].<sup>4</sup>

- the *Disclosure Statement to Accompany First Amended Joint Chapter 11 Plan of Reorganization for Station Casinos, Inc. and Its Affiliated Debtors (Dated July 28, 2010)* [Docket No. 1864-1] together with exhibits thereto [Docket No. 1867] (the “SCI Disclosure Statement”); and the *Order Approving Supplement Disclosure Statement to Accompany First Amended Joint Chapter 11 Plan of Reorganization for Station Casinos, Inc. and Its Affiliated Debtors (Dated July 28, 2010)* together with exhibits thereto [Docket No. 1932] (the “SCI Disclosure Statement Supplement”);
- the *Order Confirming “First Amended Joint Chapter 11 Plan of Reorganization for Station Casinos, Inc. and its affiliates Debtors (Dated July 28, 2010)”* dated August 27, 2010; together with all exhibits thereto (the “SCI Confirmation Order”) [Docket No. 2039]; and

**Participation of the Opco Administrative Agent in the Preparation  
of this Plan Modifications Solicitation Letter and the Solicitation Package**

Deutsche Bank Trust Company Americas, as administrative agent under the Prepetition Opco Credit Agreement (the “Opco Administrative Agent”), has participated in the formulation of this Plan Modifications Solicitation Letter, the Plan Modifications and the Ballot.

**Additional Information Regarding Significant Events  
Leading Up to TSI’s Chapter 11 Filing and  
Concerning the Proposed TSI Chapter 11 Case**

TSI is a wholly-owned Subsidiary of SCI. TSI is a Nevada corporation that operates Wild Wild West Gambling Hall & Hotel (“Wild Wild West”). Wild Wild West is located on Tropicana Avenue and immediately adjacent to Interstate 15 in Las Vegas, Nevada. Wild Wild West’s non-gaming amenities include a full-service restaurant, a bar, a gift shop and a truck plaza. Wild Wild West is part of the Station Casinos Group gaming and entertainment enterprise that also owns and operates Palace Station Hotel & Casino (“Palace Station”), Boulder Station Hotel & Casino (“Boulder Station”), Texas Station Gambling Hall & Hotel (“Texas Station”), Sunset Station Hotel & Casino (“Sunset Station”), Santa Fe Station Hotel & Casino (“Santa Fe Station”), Red Rock Casino Resort & Spa (“Red Rock”), Fiesta Rancho Casino Hotel (“Fiesta Casino”), Fiesta Henderson Casino Hotel (“Fiesta Henderson”), Wildfire Casino—Rancho (“Wildfire

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<sup>4</sup> All references to “Docket No.” mean the docket in jointly administered case number 09-52477 in the Bankruptcy Court, which docket applies to the SCI Debtors and the Subsidiary Debtors.

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Rancho”), Wildfire Casino—Boulder (“Wildfire Boulder”), Gold Rush Casino and Lake Mead Casino, as discussed in more detail in the Joint Plan Disclosure Statement.

The SCI Debtors are the subject of jointly administered chapter 11 cases pending before the Bankruptcy Court, *In re Station Casinos, Inc.*, Case No. BK 09-52477. On August 27, 2010, the Bankruptcy Court entered an order in the SCI Cases confirming the SCI Plan. One of the fundamental components of the SCI Plan is the sale of substantially all of the operating assets of SCI, including substantially all of the assets of the Subsidiary Debtors and of TSI (defined as the “New Opco Acquired Assets” in the SCI Plan), to New Opco Purchaser pursuant to an asset purchase agreement previously approved by the Bankruptcy Court (the “New Opco Purchase Agreement”). Substantially all of the Subsidiary Debtors—including TSI—are Opco Group Sellers under the New Opco Purchase Agreement. The SCI Plan and the New Opco Purchase Agreement contemplate that the Subsidiary Debtors, including TSI, would file chapter 11 cases to implement the terms of the New Opco Purchase Agreement and the SCI Plan, and to effectuate the transfer of the New Opco Acquired Assets owned by the Subsidiary Debtors and TSI to the New Opco Purchaser. The Joint Plan, as modified by the Plan Modifications, constitutes the Subsidiary Debtors’ and TSI’s respective efforts to comply with their obligations under the New Opco Purchase Agreement and SCI Plan.

Prior to April 12, 2011, in connection with the prepetition solicitation of acceptances of the Joint Plan, **the Prepetition Opco Secured Lenders voted unanimously to accept the Joint Plan.** On April 12, 2011, the Subsidiary Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court and filed the Joint Plan with the Bankruptcy Court.

By Bankruptcy Court orders entered on April 14, 2011, the Subsidiary Debtors were authorized to jointly administer the Subsidiary Debtors Cases with the SCI Cases, and a hearing to consider confirmation of the Joint Plan was scheduled for May 25, 2011, commencing at 10:00 a.m. Pacific Time.<sup>5</sup>

Although TSI is a Subsidiary Debtor Guarantor, a Subsidiary Debtor Secured Guarantor and an Opco Group Seller (as those terms are defined in the Joint Plan), and the participation of TSI in the Joint Plan is contemplated in the New Opco Purchase

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<sup>5</sup> See Order: (I) Directing Joint Administration of Cases With SCI Cases; (II) Approving Use of Consolidated Caption; (III) Directing Clerk of Court to Maintain a Single Docket; (IV) Adopting and Applying Certain Prior Orders From the SCI Cases to Certain Debtors; and (V) Directing U.S. Trustee to Not Convene 341(a) Meeting [Docket No. 2816]; and Order Setting the Disclosure Statement and Confirmation Hearing and Related Objection and Reply Deadlines and Approving Form and Manner of Notice Thereof [Docket No. 2862].

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Agreement,<sup>6</sup> TSI did not file a chapter 11 case contemporaneously with the other Subsidiary Debtors. The cause for the delay in filing a chapter 11 case for TSI was the unresolved dispute between TSI and TSI’s landlord J.A. Tiberti Construction Company (the “Landlord”) over the terms of TSI’s lease (the “Wild Wild West Lease”) of certain real property owned by Landlord in Clark County, Nevada (once commonly known as The King 8 Hotel, Gambling Hall and Truck Plaza and now commonly known as Days Inn at Wild Wild West, 3330 West Tropicana Boulevard, Las Vegas Nevada 89103, including all buildings and other real property improvements located thereon and easements and other rights and privileges appurtenant thereto, collectively, the “Wild Wild West Leased Premises”).

TSI has now resolved the disputes with the Landlord over the Wild Wild West Lease, and the parties have entered into a “Second Amendment of Lease” dated May 15, 2011 by and among J.A. Tiberti Construction Company, Inc., TSI, NP Tropicana LLC and CV PropCo, LLC. Pursuant thereto, the Landlord has consented to the assumption by TSI of the Wild Wild West Lease, as amended, and the assignment thereof to NP Tropicana LLC, the designee of the New Opco Purchaser. The assignment of the amended Wild Wild West Lease to NP Tropicana LLC will occur only on the occurrence of the Effective Date of the Joint Plan.

Each of the executory contracts and unexpired leases listed in the Plan Modifications will be included in an amendment to the Schedule of Executory Contracts to be Assumed and Assigned by the Subsidiary Debtors and filed with the Bankruptcy Court. Each executory contract identified in such amendment will be assumed by TSI and, in accordance with the New Opco Purchase Agreement, assigned to New Opco Purchaser or its designee(s) on the Subsidiary Debtors Effective Date. TSI has reviewed its books and records and determined that there are no Cure Amounts due to any counterparty to any such executory contract or unexpired lease and no non-monetary defaults exist.

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<sup>6</sup> See *Annex I to New Opco Purchase Agreement* (Annex I immediately follows the signature pages), listing TSI as a Seller party under the New Opco Purchase Agreement.

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**You Should Review the Plan Modifications,  
the Joint Plan Disclosure Statement, and the Joint Plan**

The Plan Modifications contain the classifications and treatment of the Claim(s) of the Prepetition Opco Secured Lenders against TSI, and certain other revisions to the Joint Plan accommodate adding TSI as a Subsidiary Debtor. YOU MAY WISH TO SEEK LEGAL ADVICE CONCERNING THE CLASSIFICATION AND TREATMENT OF YOUR CLAIM(S) AGAINST TSI.

Under the Joint Plan, as modified by the Plan Modifications, TSI will be reorganized in the same manner and pursuant to the same terms and conditions as the other Subsidiary Debtors. All of the information contained in the Joint Plan Disclosure Statement applicable to the Subsidiary Debtors applies to TSI and to TSI’s proposed reorganization. Therefore, the Joint Plan Disclosure Statement is incorporated in and made a part of this Plan Modifications Solicitation Letter as though fully and completely set forth herein, including all Disclaimers. Moreover, except as expressly set forth herein, no statement contained herein modifies, revises, amends or alters the Joint Plan Disclosure Statement or the Joint Plan.

This Plan Modifications Solicitation Letter is not intended by the Subsidiary Debtors or TSI to, and should not be construed to, alter, vary or modify, in any respect, any of the terms or conditions set forth in the Joint Plan Disclosure Statement, the Joint Plan or the SCI Plan, except as set forth in the Plan Modifications. All statements contained in this letter are for informational purposes only and are qualified entirely by, and subject to, the specific terms of the Joint Plan as modified by the Plan Modifications. This Plan Modifications Solicitation Letter is not intended by the Subsidiary Debtors or TSI, and should not be construed as, a solicitation of acceptances of the Plan Modifications with regard to claims against any entity other than TSI.

**You Should Carefully Review The Ballot Before You Vote**

The Ballot provides detailed information regarding (i) the submission of your Ballot to the Voting and Claims Agent, (ii) the criteria upon which the Voting and Claims Agent will review the Ballot and determine whether the Ballot is valid and complies with the process, procedures and instructions set forth on the Ballot and (iii) the reasons why a Ballot will be rejected or otherwise not counted.

**Record Date and Deadline to Return Ballots**

The Subsidiary Debtors and TSI are pursuing this Solicitation of acceptances of the Plan Modifications in order to confirm the Joint Plan, as modified as modified by the Plan Modifications, as soon as possible under the applicable provisions of the Bankruptcy Code, Bankruptcy Rules and Local Rules of the Bankruptcy Court. The Subsidiary



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Debtors and TSI believe that the proposed deadline below to return Ballots provides you with sufficient time to review the documents contained in the Solicitation Package, consult with your advisors and submit a timely Ballot. The following dates and deadlines apply:

► **Voting Record Date: May 16, 2011 at 5:00 p.m. Pacific Time**<sup>7</sup>

► **Deadline to Return Ballots: May 20, 2011 at 4:00 p.m. Pacific Time**

**Anticipated Bankruptcy Court Proceedings**

Once the Solicitation of acceptances of the Plan Modifications is completed, (a) TSI will commence a chapter 11 case and will request that the Bankruptcy Court jointly administer its chapter 11 case with the Subsidiary Debtors Cases in all manner and respects, and (b) the Subsidiary Debtors will seek confirmation of the Joint Plan as modified by the Plan Modifications at the currently scheduled May 25, 2011 plan confirmation hearing.

**Alternatives if Requisite Consent is Not Obtained**

If the Plan Modifications do not receive the requisite support from the Voting Classes (at least two-thirds in dollar amount and more than one-half in number), the Subsidiary Debtors may seek to confirm the Joint Plan, as modified by the Plan Modifications, pursuant to Section 1129(b) of the Bankruptcy Code with respect to any Voting Class that did not accept the Plan Modifications. The Subsidiary Debtors reserve the right to amend the Joint Plan to the extent, if any, that confirmation pursuant to Section 1129(b) of the Bankruptcy Code requires further modification.

**Recommendations of SCI and TSI**

It is the view of the management of SCI, the Subsidiary Debtors and TSI, and of their legal and financial advisors, that if the Plan Modifications are not approved by the requisite Voting Classes, (a) the risks, costs, fees and expenses of pursuing confirmation of the Joint Plan will substantially increase, and (b) the risk that the Applicable Effective Date may not occur will increase. Therefore, it is the recommendation of the management of SCI, the Subsidiary Debtors and TSI that you vote to accept the Plan Modifications.

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<sup>7</sup> The “Voting Record Date” means the date for determining which Holders of Claims and Equity Interests are entitled to vote to accept or reject the Plan Modifications.

EXHIBIT "A"

DEFINITION OF PREPETITION OPCO SECURED LENDERS

**Prepetition Opco Secured Lenders**

“Prepetition Opco Secured Lenders” means the lenders party from time to time to that certain Credit Agreement, dated as of November 7, 2007, among SCI, as borrower, Deutsche Bank Trust Company Americas, as administrative agent, the other lenders party thereto, Deutsche Bank Securities Inc. and J.P. Morgan Securities Inc., as joint lead arrangers and joint book runners, JPMorgan Chase Bank, N.A., as syndication agent, and Bank of Scotland plc, Bank of America, N.A., and Wachovia Bank, N.A., as co-documentation agents, as amended, supplemented or otherwise modified.



EXHIBIT “B”

Proposed Modifications to the *Prepackaged Joint Chapter 11 Plan of Reorganization for Subsidiary Debtors, Aliante Debtors and Green Valley Ranch Gaming, LLC (Dated March 22, 2011)*

**A. Modification of Definitions**

The following definitions contained in the Joint Plan shall have the following amended meanings:

Definition /Article	Prior Definition in Joint Plan	Amended Definition <i>(changes highlighted in bold and italics)</i>
Art.1.C.243  “ <i>Solicitation Package</i> ”	“means the package or packages of documents, including, among other things, this Joint Plan, the Disclosure Statement, and a Ballot, sent to holders of Claims in Voting Classes to solicit such holders’ votes in favor of this Joint Plan.”	“means the package or packages of documents, including, among other thing, this Joint Plan, the Disclosure Statement, <b><i>the Joint Plan Modifications Solicitation Package</i></b> , and a Ballot, sent to holders of Claims in Voting Classes to solicit such holders’ votes in favor of this Joint Plan.”
Art.1.C.247  “ <i>Subsidiary Debtor Guarantors</i> ”	“means, collectively, Boulder Station, Inc., Centerline Holdings, LLC, Charleston Station, LLC, Fiesta Station, Inc., Fresno Land Acquisitions, LLC, Gold Rush Station, LLC, Green Valley Station, Inc., GVRs, Lake Mead Station, Inc., LML Station, LLC, Magic Star Station, LLC, Palace Station Hotel & Casinos, Inc., Past Enterprises, Inc., Rancho Station, LLC, Santa Fe Station, Inc., Sonoma Land Holdings, LLC, Station Holdings, Inc., STN Aviation, Inc., Sunset Station, Inc., and Texas Station, LLC.”	“means, collectively, Boulder Station, Inc., Centerline Holdings, LLC, Charleston Station, LLC, Fiesta Station, Inc., Fresno Land Acquisitions, LLC, Gold Rush Station, LLC, Green Valley Station, Inc., GVRs, Lake Mead Station, Inc., LML Station, LLC, Magic Star Station, LLC, Palace Station Hotel & Casinos, Inc., Past Enterprises, Inc., Rancho Station, LLC, Santa Fe Station, Inc., Sonoma Land Holdings, LLC, Station Holdings, Inc., STN Aviation, Inc., Sunset Station, Inc., Texas Station, LLC <b><i>and Tropicana Station, Inc.</i></b> ”
Art.1.C.248  “ <i>Subsidiary Debtor Secured Guarantors</i> ”	“means, collectively, Boulder Station, Inc., Charleston Station, LLC, Fiesta Station, Inc., Fresno Land Acquisitions, LLC, Gold Rush Station, LLC, Green Valley Station, Inc., GVRs, Lake Mead Station, Inc., Magic Star Station, LLC, Palace Station Hotel & Casinos, Inc., Past Enterprises, Inc., Rancho Station, LLC, Santa Fe Station, Inc., Sonoma Land Holding, LLC, Station Holdings, Inc., Sunset Station, Inc., and Texas Station, LLC.”	“means, collectively, Boulder Station, Inc., Charleston Station, LLC, Fiesta Station, Inc., Fresno Land Acq LLC, Gold Rush Station, LLC, Green Valley Station, Inc., GVRs, Lake Mead Station, Inc., Magic Star Station, Inc., Palace Station Hotel & Casinos, Inc., Past Enterprises, Inc., Rancho Station, LLC, Santa Fe Station, Inc., Sonoma Land Holding, LLC, Station Holdings, Inc., Sunset Station, Inc., Texas Station, LLC, <b><i>and Tropicana Station, Inc.</i></b> ”

Definition /Article	Prior Definition in Joint Plan	Amended Definition <i>(changes highlighted in bold and italics)</i>
Art.1.C.251 <i>“Subsidiary Debtors”</i>	“means the direct and indirect subsidiaries of SCI that are debtors in these Chapter 11 Cases and that are listed on the page immediately following the caption page of this Joint Plan under the heading “Subsidiary Debtors” and identified in footnote 1 hereof.”	“means the direct and indirect subsidiaries of SCI that are debtors in <b><i>the Subsidiary Debtors’ Chapter 11 Cases</i></b> and that are listed on the <i>second</i> page following the caption page of <b><i>the</i></b> Joint Plan under the heading “Subsidiary Debtors” and identified in footnote 1 <b><i>thereof together with TSI.</i></b> ”
Art.1.C.262 <i>“Voting Classes”</i>	“means, collectively, AGL.1, ASL.1, ASL.3(a), BS.1, BS.3(a), CH.2(a), CS.1, CS.3(a), CVH.1, FS.1, FS.3(a), FLA.1, FLA.3(a), GR.1, GR.3(a), GVRG.2, GVRS.1, GVRS.3(a), GVS.1, GVS.3(a), LM.1, LM.3(a), LML.2(a), MS.1, MS.3(a), PSHC.1, PSHC.3(a), PE.1, PE.3(a), RS.1, RS.3(a), SF.1, SF.3(a), SL.1, SL.3(a), SH.1, SH.3(a), SS.1, SS.3(a), STN.2(a), TS.1, and TS.3(a).”	“means, collectively, AGL.1, ASL.1, ASL.3(a), BS.1, BS.3(a), CH.2(a), CS.1, CS.3(a), CVH.1, FS.1, FS.3(a), FLA.1, FLA.3(a), GR.1, GR.3(a), GVRG.2, GVRS.1, GVRS.3(a), GVS.1, GVS.3(a), LM.1, LM.3(a), LML.2(a), MS.1, MS.3(a), PSHC.1, PSHC.3(a), PE.1, PE.3(a), RS.1, RS.3(a), SF.1, SF.3(a), SL.1, SL.3(a), SH.1, SH.3(a), SS.1, SS.3(a), STN.2(a), <b><i>TSI.1 and TSI.3(a).</i></b> ”

**B. New Definitions.**

The following new definitions shall apply to the Joint Plan:

New Definition	
Art.1.C____ <i>“TSF”</i>	“means Tropicana Station, Inc.”

Art.1.C.____ “Joint Plan Modifications Solicitation Letter”	“means the Solicitation Letter to Accompany Proposed Modifications to ‘Joint Chapter 11 Plan of Reorganization for Subsidiary Debtors, Aliante Debtors and Green Valley Ranch Gaming, LLC (Dated March 22, 2011)’ to Include Tropicana Station, Inc. as a Subsidiary Debtor,” which was included in the Joint Plan Modifications Solicitation Package, dated May 16, 2011, sent by the Subsidiary Debtors and TSI to Holders of Claims in Classes TSI.1 and TSI.3(a).”
Art.1.C.____ “Joint Plan Modifications Solicitation Package”	“means the package or packages of documents, including, among other things, the Joint Plan Modifications Solicitation Letter, the Joint Plan, the Disclosure Statement, and a Ballot, sent to holders of Claims in Classes TSI.1 and TSI.3(a) to solicit such holders’ votes.”
Art.1.C.____ “TSI Voting Deadline”	“means <b>May 20</b> , 2011 at 4:00 p.m. prevailing Pacific Time, which is the date and time by which all Ballots, as applicable, must be received by the Voting and Claims Agent, or such other date and time as may be established by the Bankruptcy Court with respect to any Voting Class.”
Art.1.C.____ “TSI Voting Record Date”	“means the date for determining which Holders of Claims against and Equity Interests in TSI are entitled to vote to accept or reject the Joint Plan Modifications, which date is May 16, 2011 at 5:00 p.m., prevailing Pacific Time.”

**C. Classification And Treatment Of Claims Against and Equity Interests in Tropicana Station, Inc.**

The Joint Plan will be modified to include the following classification of Claims against TSI and the treatment of such Claims.

1. Classification of Claims Against and Equity Interests in TSI

<b>Class</b>	<b>Claim</b>	<b>Status</b>	<b>Voting Rights</b>
TSI.1	Prepetition Opco Secured Lenders’ Allowed Secured Claims	Impaired	Entitled to Vote
TSI.2	Other Secured Claims	Unimpaired	Deemed to Accept
TSI.3(a)	Prepetition Opco Secured Lenders’ Allowed Deficiency Claims	Impaired	Entitled to Vote
TSI.3(b)	General Unsecured Claims	Unimpaired	Deemed to Accept
TSI.4	Intercompany Claims	Impaired	Deemed to Reject
TSI.5	Equity Interests	Impaired	Deemed to Reject

2. Treatment of Claims Against Tropicana Station, Inc.

The assets of Tropicana Station, Inc. that are New Opco Acquired Assets shall be transferred as required under the New Opco Purchase Agreement. To the extent applicable, the assets of Tropicana Station, Inc. that are New Propco Acquired Assets shall be transferred as required under the SCI Plan.

(i) Class TSI.1 – Prepetition Opco Secured Lenders’ Allowed Secured Claims against Tropicana Station, Inc.

*Classification/Allowance:* Class TSI.1 consists of the Prepetition Opco Secured Lenders’ Allowed Secured Claim against Tropicana Station, Inc.

*Treatment:* On account of their Allowed Class TSI.1 Claims, and without limiting or otherwise modifying the SCI Plan, including the “Reserved Claims” provisions thereof, the Prepetition Opco Secured Lenders shall receive *Pro Rata* on the Subsidiary Debtors Effective Date the consideration provided to them under the New Opco Purchase Agreement and the SCI Plan (which treatment is incorporated herein *mutatis mutandis*).

*Voting:* This Class is Impaired, and the Holders of Claims in this Class are entitled to vote to accept or reject this Joint Plan.

(ii) Class TSI.2 – Other Secured Claims against Tropicana Station, Inc.

*Classification:* Each Class TSI.2 Claim is a separate Secured Claim against Tropicana Station, Inc. Accordingly, this Class will be divided into subclasses designated by letters of the alphabet (Class TSI.2A, Class TSI.2B and so on), so that each Holder of any Other Secured Claim against this Debtor is in a Class by itself, except to the extent that there are Other Secured Claims that are substantially similar to each other and may be included within a single Class.

*Treatment:* The legal, equitable and contractual rights of the Holders of Class TSI.2 Claims are unaltered by this Joint Plan. Subject to Article VIII of the Joint Plan, made applicable here, on, or as soon as reasonably practicable after, the later of the Subsidiary Debtors Effective Date or the date on which such Class TSI.2 Claim becomes an Allowed Claim, each Holder of an Allowed Claim shall either (at the election of the Subsidiary Debtor): (a) receive in full satisfaction, settlement, discharge and release of, and in exchange for, such Allowed Class TSI.2 Claim, payment in full in Cash; or (b) otherwise be left Unimpaired through assumption of such Claim and retention of all existing liens to secure such Claim, in either case upon the latest of: (i) the Subsidiary Debtors Effective Date or as soon thereafter as practicable; (ii) such date as may be fixed by the Bankruptcy Court; (iii) the eleventh (11<sup>th</sup>) Business Day after such Claim is Allowed; and (iv) such date as agreed upon by the Holder of such Claim and the applicable Debtor.

*Voting:* Class TSI.2 is an Unimpaired Class, and the Holders of Class TSI.2 Claims are conclusively deemed to have accepted this Joint Plan pursuant to Section 1126(f) of the Bankruptcy Code. Therefore, the Holders of Class TSI.2 Claims are not entitled to vote to accept or reject this Joint Plan.

(iii) Class TSI.3(a) – Prepetition Opco Secured Lenders’ Allowed Deficiency Claims and Class TSI.3(b) – General Unsecured Claims against Tropicana Station, Inc.

*Classification:* Class TSI.3(a) consists of the Prepetition Opco Secured Lenders’ Allowed Deficiency Claims against Tropicana Station, Inc., and Class TSI.3(b) consists of the General Unsecured Claims against Tropicana Station, Inc.

*Treatment and Voting:* Holders of Prepetition Opco Secured Lenders’ Allowed Deficiency Claims in Class TSI.3(a) shall receive the treatment set forth in the SCI Plan and the New Opco Purchase Agreement. Class TSI.3(a) is Impaired and Holders of Claims in Class TSI.3(a) are entitled to vote to accept or reject this Joint Plan. Holders of Allowed Claims in Class TSI.3(b) shall be paid in full or otherwise left Unimpaired under this Joint Plan. Class TSI.3(b) is Unimpaired and is conclusively deemed to have accepted this Joint Plan pursuant to Section 1126(f) of the Bankruptcy Code. Consequently, the Holders of Claims in Class TSI.3(b) are not entitled to vote to accept or reject this Joint Plan.

(iv) Class TSI.4 – Intercompany Claims against Tropicana Station, Inc.

*Treatment and Voting:* Holders of Class TSI.4 Intercompany Claims against Tropicana Station, Inc. shall not receive or retain any property or other distributions on account of their Claims under this Joint Plan. Class TSI.4 is Impaired and is conclusively deemed to have rejected this Joint Plan pursuant to Section 1126(g) of the Bankruptcy Code. Consequently, the Holders of Class TSI.4 Claims are not entitled to vote to accept or reject this Joint Plan.

(v) Class TSI.5 –Equity Interests in Tropicana Station, Inc.

*Treatment and Voting:* On the Subsidiary Debtors Effective Date, all Class TSI.5 Equity Interests shall be deemed cancelled and shall be of no further force and effect, whether surrendered for cancellation or otherwise. Class TSI.5 is Impaired and is conclusively deemed to have rejected this Joint Plan pursuant to Section 1126(g) of the Bankruptcy Code. Consequently, the Holders of Class TSI.5 Equity Interests are not entitled to vote to accept or reject this Joint Plan.

**Amendment of Schedule of Executory Contracts and Unexpired Leases to be Assumed and Assigned by Subsidiary Debtors, to Include TSI Contracts**

Each of the executory contracts and unexpired leases listed below shall be included in the Schedule of Executory Contracts and Unexpired Leases to be Assumed and Assigned by the Subsidiary Debtors on the Subsidiary Debtors Effective Date.

DEBTOR/ ASSIGNOR	COUNTER PARTY	CONTRACT DATE	CONTRACT DESCRIPTION	CONTRACT TYPE	DEBTOR'S INTEREST
TSI	Air Filter Sales & Service Co, Inc.	05/01/10	Purchase Agreement	Agreement	Customer
TSI	Allens, Inc.	08/01/10	Purchase Agreement	Agreement	Customer
TSI	American Express Company	10/09/09	Corporate Services Commercial Account Agreement	Credit	Cardholder
TSI	American Hotel Register Co.	12/31/09	Uniform Sales & Use Tax Certificate – Multijurisdictional	Registration	Certificate Holder
TSI	Barilla America, Inc. c/o Detail Food Service	07/01/10	Purchase Agreement	Purchase	Purchaser
TSI	Cashman Equipment Co.	09/01/09	Extension of Service Agreement	Agreement	Purchaser
TSI	Casino Supplies & Services Inc.	09/17/09	Roulette Wheel Maintenance Agreement	Service	Customer
TSI	Central Credit, LLC	10/12/09	Credit Rating Subscription	Agreement	Subscriber
TSI	Clear Channel Outdoor, Inc.	06/01/10	Clear Channel Outdoor Lease Agreement	Lease	Lessor
TSI	Comdata Network, Inc. DBA Comdata Corporation	05/21/09	Trendar System Agreement	License	Licensee
TSI	Cox Business Services	12/11/09	Amendment to Commercial Service Agreement	Service	Customer
TSI	Days Inn Worldwide, Inc.	12/02/09	Opera Integrated System Agreement	License	Licensee
TSI	Days Inn Worldwide, Inc.	12/02/09	Amendment to commercial Service Agreement	License	Licensee
TSI	Directv	08/08/06	Public Viewing Agreement	Subscription	Subscriber
TSI	Directv	08/18/10	Public Viewing Order Form	Subscription	Subscriber
TSI	Directv	10/15/10	Public Viewing Order Form	Subscription	Subscriber

DEBTOR/ ASSIGNOR	COUNTER PARTY	CONTRACT DATE	CONTRACT DESCRIPTION	CONTRACT TYPE	DEBTOR'S INTEREST
TSI	Directv	03/14/11	Public Viewing Order Form	Subscription	Subscriber
TSI	Galaxy Gaming of Nevada, LLC	10/10/07	Intellectual Property License Agreement	License	Licensee
TSI	HSBC Retail Credit	12/10/09	Best Buy Business Agreement	Credit	Cardholder
TSI	J.A. Tiberti Construction Company, Inc.	05/07/98	Lease Agreement, as amended	Lease	Lessee
TSI	Linc Services, LLC	05/10/10	Service Agreement	Service	Customer
TSI	MDC Restaurants, LLC DBA Denny's	01/23/09	Lease Agreement	Lease	Lessor
TSI	MDC Restaurants, LLC DBA Denny's	08/01/10	Third Amendment to Lease Agreement	Lease	Lessor
TSI	Namco Cybertainment, Inc.	10/01/10	Arcade Agreement	Agreement	Party
TSI	Regional Transportation Commission of Southern Nevada	12/08/09	Transit Pass Program Agreement	Service	Customer
TSI	Republic Service, Inc.	10/17/08	Service Agreement	Agreement	Customer
TSI	Rescentral Wyndham Hotel, Group LLC	12/14/09	ResCentral Agreement	Service	Customer
TSI	River City Petroleum, Inc.	01/01/09	Addendum to Cardlock Site Agreement	Agreement	Owner
TSI	SimplexGrinnell LP	11/01/10	Service Agreement	Service	Purchaser
TSI	Software & Systems for Tomorrow, Inc.	12/20/10	Update & Support Agreement: Site #101032	License	Licensee
TSI	Station Casinos, Inc.	06/25/98	Assignment and Assumption of Lease Agreement	Agreement	Assignee
TSI	Systems Design & Development, Inc.	12/14/09	SDD Managed Services Agreement	License	Licensee
TSI	Veolia ES Technical Solutions, LLC	05/01/10	Removal and Recycling of Material Waste	Agreement	Customer
TSI	Web Service Company, LLC	01/29/09	Lease Agreement	Lease	Lessor
TSI	Web Service Company, LLC	11/07/08	Lease Agreement	Lease	Lessor
TSI	Western Money Systems	02/05/10	Service Agreement	Service	Customer
TSI	Young Electric Sign Company Inc DBA Yesco	12/01/10	Maintenance Agreement	Maintenance	Customer