IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
TROPICANA ENTERTAINMENT, LLC, et al.,[1]	)	Case No. 08-10856 (KJC)
	)	
Debtors.	)	Jointly Administered
	)	
	)	**Re: Docket Nos. 1351, 1360, 1378, 1545, 1580, 1585, and 1587**

ORDER (I) APPROVING (A) THE LANDCO DEBTORS' DISCLOSURE STATEMENT, (B) THE SOLICITATION AND NOTICE PROCEDURES, (C) THE VOTING AND TABULATION PROCEDURES, (D) THE CONFIRMATION NOTICE AND OBJECTION PROCEDURES, AND (E) THE PROCEDURES ASSOCIATED WITH THE RIGHTS OFFERING, AND (II) SCHEDULING A CONFIRMATION HEARING

Upon the motion (the "Motion")[2] of certain of the above-captioned debtors (collectively, the "LandCo Debtors")[3] for the entry of an order (the "Order") (I) approving (a) the LandCo Debtors' Disclosure Statement for the Plan, (b) the solicitation and notice procedures, (c) the voting and tabulation procedures, and (d) the Confirmation notice and objection

1 The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Adamar Garage Corporation (1225); Adamar of Nevada Corporation (4178); Argosy of Louisiana, Inc. (5121); Atlantic-Deauville Inc. (2629); Aztar Corporation (6534); Aztar Development Corporation (0834); Aztar Indiana Gaming Company, LLC (5060); Aztar Indiana Gaming Corporation (1802); Aztar Missouri Gaming Corporation (8819); Aztar Riverboat Holding Company, LLC (5055); Catfish Queen Partnership in Commendam (4791); Centroplex Centre Convention Hotel, L.L.C. (2613); Columbia Properties Laughlin, LLC (9651); Columbia Properties Tahoe, LLC (1611); Columbia Properties Vicksburg, LLC (0199); CP Baton Rouge Casino, L.L.C. (9608); CP Laughlin Realty, LLC (9621); Hotel Ramada of Nevada Corporation (8259); Jazz Enterprises, Inc. (4771); JMBS Casino LLC (6282); Ramada New Jersey Holdings Corporation (4055); Ramada New Jersey, Inc. (5687); St. Louis Riverboat Entertainment, Inc. (3514); Tahoe Horizon, LLC (9418); Tropicana Development Company, LLC (0943); Tropicana Enterprises (7924); Tropicana Entertainment Holdings, LLC (9131); Tropicana Entertainment Intermediate Holdings, LLC (9214); Tropicana Entertainment, LLC (9263); Tropicana Express, Inc. (0806); Tropicana Finance Corp. (4040); Tropicana Las Vegas Holdings, LLC (9332); Tropicana Las Vegas Resort and Casino, LLC (9355); and Tropicana Real Estate Company, LLC (1107). The location of the Debtors' corporate headquarters and the service address for all Debtors is: 3930 Howard Hughes Parkway, 4th Floor, Las Vegas, Nevada 89169.

2 Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

3 The LandCo Debtors are: Adamar of Nevada Corporation; Hotel Ramada of Nevada Corporation; Tropicana Development Company, LLC; Tropicana Enterprises; Tropicana Las Vegas Holdings, LLC; Tropicana Las Vegas Resort and Casino, LLC; and Tropicana Real Estate Company, LLC.

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procedures, and (II) scheduling a hearing to confirm the Plan [Docket No. 1378]; and it appearing that the relief requested in the Motion is in the best interests of the LandCo Debtors' estates, their Creditors, and other parties in interest; and it appearing that the Bankruptcy Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157; and it appearing that venue of this proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion and opportunity for objection having been given; and it appearing that no other notice need be given; and the Disclosure Statement for the First Amended Joint Plan of Reorganization of Tropicana Las Vegas Holdings, LLC and Certain of Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code [Docket No. 1585] (the "Disclosure Statement"); and after due deliberation and sufficient cause appearing therefore, it is HEREBY ORDERED THAT:

1. The Motion is granted in its entirety.

2. The Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code and is hereby approved as containing adequate information, as defined by section 1125(a) of the Bankruptcy Code.

3. The LandCo Debtors have provided adequate notice of the time fixed for filing objections and the hearing to consider approval of the Disclosure Statement in accordance with Bankruptcy Rules 2002 and 3017.

4. The Solicitation Procedures, substantially in the form attached to the Notice of Filing of Amended and Supplemental Exhibits to the Motion [Docket No. 1580] (the "Notice of Amended and Supplemental Exhibits") as **Exhibit D**, and incorporated by reference herein, are

hereby approved; provided, the LandCo Debtors reserve the right to supplement or amend the Solicitation Procedures to further facilitate the Plan-solicitation process.

5. The LandCo Debtors shall distribute to Holders of Class 3 LandCo Credit Facility Secured Claims, Class 4 LandCo General Unsecured Claims, Class 5 LandCo Credit Facility Deficiency Claims, and Class 6 Insider Claims (collectively, the "Solicitation Package"):

a. the Plan;

b. the Disclosure Statement;

c. the Disclosure Statement Order (without exhibits, except the Solicitation Procedures);

d. the Confirmation Hearing Notice;

e. the appropriate Ballot[4] and voting instructions;

f. a pre-addressed, postage pre-paid return envelope; and

g. an appropriate cover letter (i) describing the contents of the Solicitation Package, (ii) explaining that the Plan Supplement will be filed with the Bankruptcy Court at least five business days before the Voting Deadline or such later date as may be approved by the Bankruptcy Court on notice to parties in interest, and (iii) urging the Holders in each of the Voting Classes to vote to accept the Plan;

h. for Solicitation Packages mailed to Holders of Class 3 LandCo Facility Secured Claims, a Subscription Form in connection with the Rights Offering; and

i. for Solicitation Packages mailed to Holders of Claims in Classes 4 and 5, a letter from the Creditors Committee regarding the Plan.

6. The LandCo Debtors shall distribute to Holders of Administrative Claims, Priority Tax Claims, Class 1 Other Priority Claims, Class 2 Other Secured Claims, Class 7 Intercompany Claims, Class 8 Yung Interests, and Class 9 Intercompany Interests:

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[4] The defined term "Ballot" shall include all ancillary and related information and any amendments or supplements thereto necessary for completing the Ballot.

a. the appropriate Notice of Non-Voting Status; and

b. the Solicitation Package (excluding Ballots and the solicitation letter).

7. The Solicitation Packages shall be mailed within approximately seven business days after the entry of this Order.

8. The procedures for distribution of the Solicitation Package set forth in the Motion, herein, and in the Solicitation Procedures satisfy the requirements of the Bankruptcy Code and the Bankruptcy Rules.

9. The LandCo Debtors are authorized to make non-substantive changes to documents constituting the Solicitation Package prior to their mailing and publication without further order of the Bankruptcy Court, including, without limitation, the insertion of dates and times approved by the Bankruptcy Court, changes to correct typographical and grammatical errors, pagination changes, and other conforming changes among such documents.

10. The Notice of the Disclosure Statement Hearing, substantially in the form attached to the Motion as **Exhibit C**, is hereby approved.

11. The form of the LandCo Debtors' cover letter, substantially in the form attached to the Motion as **Exhibit D**, (a) describing the contents of the Solicitation Package, (b) explaining that the Plan Supplement will be filed with the Bankruptcy Court at least five days before the Voting Deadline or such later date as may be approved by the Bankruptcy Court on notice to parties in interest, and (c) urging the Holders of Claims in each of the Voting Classes to vote to accept the Plan, is hereby approved.

12. The forms of Ballots and the voting instructions to be distributed to Holders of Class 3 LandCo Credit Facility Secured Claims, substantially in the form attached to the Notice of Amended and Supplemental Exhibits as **Exhibit A**, are hereby approved.

13. The forms of Ballots and the voting instructions to be distributed to Holders of Class 5 LandCo Credit Facility Deficiency Claims, substantially in the form attached to the Notice of Amended and Supplemental Exhibits as **Exhibit B**, are hereby approved.

14. The forms of Ballots and the voting instructions to be distributed to Holders of Class 4 LandCo General Unsecured Claims, and Class 6 Insider Claims, substantially in the form attached to the Motion as **Exhibit E**, are hereby approved.

15. The procedures for Entities entitled to vote on the Plan that abstain from voting to opt out of the third-party release provisions in the Plan satisfy the requirements of applicable law.

16. All votes to accept or to reject the Plan must be cast by using the appropriate Ballot.

17. Except as otherwise determined by the LandCo Debtors in their sole discretion, all Ballots must be properly executed, completed, and delivered by (a) first-class mail, in the return envelope provided with each Ballot, (b) overnight courier, or (c) personal delivery, so that such Ballots are actually received by the Claims and Solicitation Agent no later than the Voting Deadline.

18. The procedures set forth in the Solicitation Procedures regarding the temporary allowance of Disputed Claims for voting purposes only if a Resolution Event occurs prior to the Voting Deadline are hereby approved.

19. The form of the Disputed Claim Notice, substantially in the form attached to the Motion as **Exhibit F**, is hereby approved.

20. Holders of Class 1 Other Priority Claims and Class 2 Other Secured Claims are not entitled to vote to accept or to reject the Plan on account of such Claims pursuant to section 1126(f) of the Bankruptcy Code or otherwise.

21. Holders of Class 7 Intercompany Claims, Class 8 Yung Interests, and Class 9 Intercompany Interests are not entitled to vote to accept or to reject the Plan on account of such Claims and Interests pursuant to section 1126(g) of the Bankruptcy Code or otherwise.

22. The forms of the Notices of Non-Voting Status, substantially in the forms attached to the Motion as **Exhibit G** and **Exhibit H**, respectively, are hereby approved.

23. The form of the Notice of Retained Causes of Action, substantially in the form attached to the Motion as **Exhibit I**, is hereby approved.

24. The forms of the Notices to Counterparties to Executory Contracts and Unexpired Leases, substantially in the forms attached to the Motion as **Exhibit J** and **Exhibit K**, are hereby approved.

25. The LandCo Debtors shall be excused: (a) from giving notice or providing service of any kind upon any Entity to whom the LandCo Debtors mailed a Notice of the Disclosure Statement Hearing or any other notices or materials approved for distribution pursuant to the Disclosure Statement Order and received any of such notices returned by the United States Postal Service or other carrier marked "undeliverable as addressed," "moved, left no forwarding address," or "forwarding order expired," or similar reason, unless the LandCo Debtors have been informed in writing by such Entity, or are otherwise aware, of that Entity's new address; and (b) from re-mailing the Solicitation Package, or other notices, as the case may be, to those Entities whose addresses differ from the addresses in the Claims Register or the LandCo Debtors' records as of the Voting Record Date (as defined herein). If an Entity has

changed its mailing address after the Petition Date, the burden shall be on such Entity, not the LandCo Debtors, to advise the Claims and Solicitation Agent of the new address.

26. The LandCo Debtors shall be excused from serving the Plan Supplement and shall satisfy the Bankruptcy Code and the Bankruptcy Rules by informing Entities in the Confirmation Hearing Notices that such Entities may obtain copies of the Plan Supplement: (a) from the Claims and Solicitation Agent (i) (except Ballots) at the LandCo Debtors' website: http://www.kccllc.net/tropicana, (ii) by writing to Kurtzman Carson Consultants LLC, Attn.: Tropicana LandCo Balloting, 2335 Alaska Avenue, El Segundo, California 90245, (iii) by calling (888) 733-1425, or (iv) by sending an e-mail to tropicanainfo@kccllc.com; or (b) (except Ballots) for a fee via PACER at http://www.deb.uscourts.gov/.

27. March 10, 2009, shall be the Voting Record Date, including, but not limited to, for the purpose of determining: (a) the Holders of Claims that are entitled to receive the Solicitation Package or such other notices and materials pursuant to the Solicitation Procedures; (b) the Holders of Claims in each of the Voting Classes; (c) whether Claims have been transferred properly to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the Holder of the Claim; and (d) the Holders of LandCo Credit Facility Claims allowed to participate in the Rights Offering.

28. Notwithstanding anything to the contrary in the Order or the Solicitation Procedures, Wells Fargo Bank, N.A., in its capacity as administrative agent under the LandCo Credit Facility (the "LandCo Agent"), shall provide a register to the Claims and Solicitation Agent no later than four business days after the Voting Record Date listing at a minimum the name, address and Claim amount of each Holder of a Class 3 LandCo Credit Facility Secured Claim as of the Voting Record Date (the "Class 3 Voting Information"); provided, however, that

the Claims and Solicitation Agent shall be authorized to and shall maintain the confidentiality of the Class 3 Voting Information (including by removing the Class 3 Voting Information from any certificates or affidavits of service and aggregating the votes of such Holders in any report of the voting of such Holders without listing the Class 3 Voting Information) and shall not be required to disclose the Class 3 Voting Information unless ordered by a court of competent jurisdiction.

29. Notwithstanding anything to the contrary in the Order or the Solicitation Procedures, after the Effective Date, the Claims and Solicitation Agent shall maintain the confidentiality of the Class 3 Voting Information and original Ballots submitted by the Holders of Class 3 LandCo Credit Facility Secured Claims, by (i) printing and/or preserving one paper copy of the same, and storing such information in a locked safe for six years, and (ii) deleting all electronic copies of the same from its electronic systems. Such stored information shall be maintained as highly confidential and shall not be disclosed absent the prior consent of the LandCo Agent or prior court order.

30. Only the following Holders of Impaired Claims in Voting Classes shall be entitled to vote on the Plan with regard to such Claims:

a. Holders of Claims for which Proofs of Claims have been timely Filed, as reflected on the Claims Register, as of the Voting Record Date; provided, however, that Holders of Disputed Claims shall not be entitled to vote with respect to such Claims unless they become eligible to vote through a Resolution Event;

b. Holders of Claims that are listed in the LandCo Debtors' Schedules, with the exception of those Claims that are listed in the Schedules as contingent, unliquidated, and/ or disputed (excluding such scheduled Claims listed in the LandCo Debtors' Schedules that have been superseded by a timely-Filed Proof of Claim); and

c. Holders whose Claims arise pursuant to an agreement or settlement with the LandCo Debtors executed prior to the Voting Record Date, as reflected in a document Filed with the Bankruptcy Court, in an order of the Bankruptcy Court, or in a document executed by the LandCo Debtors

pursuant to authority granted by the Bankruptcy Court, regardless of whether a Proof of Claim has been Filed.

31. The LandCo Debtors shall file the Plan Supplement no later than five business days before the Voting Deadline, or such later date as may be approved by the Bankruptcy Court on notice to parties in interest.

32. The Voting Deadline shall be April 17, 2009 at 5:00 p.m., prevailing Pacific time.

33. The hierarchy described in Paragraph D.2 of the Solicitation Procedures to be used to determine the Claim amount associated with each Creditor's vote is controlling for voting purposes and is hereby approved.

34. The voting procedures and standard assumptions in tabulating Ballots set forth in Section D.3 of the Solicitation Procedures are hereby approved.

35. The additional procedures set forth in Section D.4 of the Solicitation Procedures, as well as the voting procedures and standard assumptions in tabulating Ballots set forth in D.3 of the Solicitation Procedures, apply to Class 3 LandCo Credit Facility Secured Claims and are hereby approved.

36. Notwithstanding Section D.3.j. of the Solicitation Procedures, if the LandCo Debtors seek to aggregate the votes of multiple Claims of Onex Corporation and/or its affiliates ("Onex") to accept or to reject the Plan, the LandCo Debtors shall indicate such proposed aggregation in the report of voting results that the LandCo Debtors file with the Bankruptcy Court and the reasons therefor (the "LandCo Voting Report"), and the LandCo Voting Report shall be deemed to be a request for the Bankruptcy Court to aggregate the Claims of Onex, and Onex shall have no later than five calendar days after the filing of the LandCo Voting Report to object to such aggregation and the LandCo Debtors shall have until the earlier of (a) five

calendar days after the filing of Onex's objection and (b) two calendar days before the Confirmation Hearing to reply to any such objection. The Bankruptcy Court shall decide the appropriate treatment of Onex's ballots.

37. Any objections to the Plan must be filed by the Plan Objection Deadline, April 10, 2009 (except that objections to the Plan must be filed by April 20, 2009, on account of discovery received after the Plan Objection Deadline), and must:

a. be in writing;

b. conform to the Bankruptcy Rules and the Local Rules;

c. state the name and address of the objecting party and the amount and nature of the Claim or Interest of such Entity;

d. state with particularity the basis and nature of any objection to the Plan and, if practicable, proposed modification to the Plan that would resolve such objection; and

e. be filed, contemporaneously with proof of service, with the Bankruptcy Court and served so that it is actually received by the notice parties identified in the Confirmation Hearing Notice, no later than April 10, 2009.

38. The timing for filing and service of objections and proposed modifications, if any, and procedures with respect thereto affords the Bankruptcy Court, the LandCo Debtors, and other parties in interest sufficient time to consider the objections and proposed modifications prior to the LandCo Debtors' Confirmation Hearing.

39. The LandCo Debtors may file their reply in support of Confirmation and in response to objections to the Plan by no later than 4:00 p.m., prevailing Eastern time, two business days before the Confirmation Hearing.

40. The Confirmation Hearing Notice provides Holders of Claims and Interests and parties in interest with sufficient notice regarding the injunction, exculpation, and third party release provisions contained in the Plan in compliance with Bankruptcy Rule 3016(c).

41. The form of the Confirmation Hearing Notice, substantially in the form attached to the Motion as **Exhibit L**, complies with the requirements of Bankruptcy Rule 2002(b), 2002(c)(3), and 2002(d) and is hereby approved.

42. The Confirmation Hearing shall commence on April 27, 2009 at 10:00 a.m., prevailing Eastern time, which may be continued from time to time by the Bankruptcy Court or the LandCo Debtors without further notice except for an announcement of the adjourned date made at the Confirmation Hearing or by any adjournment of the Confirmation Hearing posted on the LandCo Debtors' website at http://www.kccllc.net/tropicana.

43. The LandCo Debtors are authorized to conduct the Rights Offering solicitation contemporaneously with the solicitation of votes to accept or to reject the Plan.

44. The Subscription Form, substantially in the form attached to the Notice of Amended and Supplemental Exhibits as **Exhibit C**, is hereby approved.

45. As more fully set forth in the Plan, to exercise the Subscription Rights, each Holder of LandCo Credit Facility Claims must: (a) return a duly completed Subscription Form to the Subscription Agent so that such form is actually received by the Subscription Agent on or before the Subscription Expiration Date; and (b) pay or arrange for payment to the Subscription Agent on or before the Subscription Expiration Date, such Holder's Subscription Purchase Price.[5]

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[5] The LandCo Debtors reserve all of their rights under the the Plan and otherwise with respect to a Holder of LandCo Credit Facility Claims that submits a duly completed Subscription Form on or prior to the Subscription Expiration Date but does not pay in immediately available funds an amount equal to such Holder's Subscription Purchase Price on or prior to the Subscription Purchase Price Payment Date.

46. Each Holder of LandCo Credit Facility Claims intending to participate in the Rights Offering must affirmatively elect to exercise its Subscription Rights on or prior to the Subscription Expiration Date.

47. The LandCo Debtors are authorized, but not directed, to give notice to any Holder of LandCo Credit Facility Claims regarding any defect or irregularity in connection with any purported exercise of Subscription Rights by such Holder and may permit such defect or irregularity to be cured within such time as they may determine in good faith to be appropriate; provided, however, that neither the LandCo Debtors nor the Subscription Agent shall have any obligation to provide such notice, nor will they incur any liability for failure to give such notice.

48. The following deadlines shall apply to litigation by any Entity relating to the LandCo Debtors' Plan, subject to further order of the Bankruptcy Court:

a. all written discovery must be served on or before March 10, 2009;

b. written responses and objections to written discovery must be served on or before March 16, 2009;

c. document production shall begin on a rolling basis on March 16, 2009;

d. all Entities must designate expert witnesses no later than March 27, 2009;

e. all subpoenas must be served on or before March 30, 2009;

f. depositions may not occur prior to March 30, 2009;

g. all deposition notices must be served on or before March 30, 2009;

h. all Entities must exchange preliminary witness lists no later than April 2, 2009;

i. all Entities must exchange expert reports on or before April 2, 2009;

j. all discovery (except for feasibility issues related to Exit Financing) must be completed on or before April 17, 2009;

k. all deposition designations, exhibit lists, and final witness lists must be exchanged on or before April 20, 2009;

l. to the extent applicable, the relevant parties must submit a joint pretrial memorandum on or before April 20, 2009;

m. all objections to deposition designations and counter-designations must be exchanged on or before April 24, 2009; and

n. all objections to counter-designations must be exchanged on or before April 26, 2009 at 10:00 a.m., prevailing Eastern time.

49. The LandCo Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

50. Notwithstanding the possible applicability of Bankruptcy Rules 6004, 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

51. This Bankruptcy Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: March 6, 2009
Wilmington, Delaware

United States Bankruptcy Judge