

OHIO CASINO CONTROL COMMISSION

RESOLUTION 2012-2

**WHEREAS**, the Ohio Casino Control Commission (the “Commission”) reviewed briefs submitted by Fortress Investment Group LLC and affiliated entities (collectively “Fortress”) with respect to the filing status of these entities under Chapter 3772 of the Ohio Revised Code, and further allowed supplemental oral presentations on the filing status of these entities at the Commission’s public meetings on January 4 and January 18, 2012;

**WHEREAS**, the Commission considered the matter at its public meeting on January 18, 2012;

**NOW, THEREFORE, BE IT RESOLVED** by the Commission, subject to the conditions below, that:

- 1) Resolution 2012-2 supersedes and replaces paragraphs six (6) and seven (7) of Commission Resolution 2011-21.
- 2) FORTRESS INVESTMENT GROUP, LLC is required to make the requested filings under Chapter 3772 of the Ohio Revised Code and made a filing on November 4, 2011;
- 3) FORTRESS PNG VOTECO, LLC is required to make the requested filings under Chapter 3772 of the Ohio Revised Code on or before January 31, 2012;
- 4) WESLEY R. EDENS is required to make the requested filings under Chapter 3772 of the Ohio Revised Code and made a filing on September 16, 2011;
- 5) RANDAL A. NARDONE is required to make the requested filings under Chapter 3772 of the Ohio Revised Code on or before January 31, 2012;
- 6) PETER L. BRIGER, JR. is required to make the requested filings under Chapter 3772 of the Ohio Revised Code on or before January 31, 2012;
- 7) ROBERT I. KAUFFMAN is required to make the requested filings under Chapter 3772 of the Ohio Revised Code on or before January 31, 2012;
- 8) MICHAEL E. NOVOGRATZ is required to make the requested filings under Chapter 3772 of the Ohio Revised Code on or before January 31, 2012; and
- 9) With respect to DANIEL H. MUDD, Mr. Mudd will remain on the Exhibit A list of qualifiers until the Commission further reviews Fortress’s request.

**CONDITIONS**

- 1) Execution of the required transactional documents by the appropriate Fortress entities;
- 2) Fortress shall file with the Commission the executed copies of the required transactional documents within three days of execution;
- 3) Fortress shall file with the Commission any required SEC filings pertaining to the transaction at issue within three days of filing;

- 4) FIF V PFD, LLC and FIG PNG Holdings, LLC shall file with the Commission a formal legal opinion of counsel in customary form opining as to the enforceability and validity of the irrevocable proxy under its governing law on or before January 31, 2012; and
- 5) Wesley R. Edens and Randal A. Nardone shall file with the Commission a certification that they will not be influenced by, or have any agreements with, any other person that would impact in any way their carrying out their duties and responsibilities in their capacity as members of FORTRESS PNG VOTECO, LLC on or before January 31, 2012.

**BE IT FURTHER RESOLVED**, that Resolution 2012-2 does not restrict or limit the Commission's future exercise of authority and discretion with respect to imposing additional conditions or taking further action with respect to the entities and persons referenced herein under Chapter 3772 of the Ohio Revised Code and the rules promulgated thereunder.

Adopted: