

<b>United States Bankruptcy Court</b> District of Delaware	<b>Voluntary Petition</b>
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Name of Debtor (if individual, enter Last, First, Middle): <b>Tropicana Entertainment Holdings, LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>SEE RIDER 1</b>	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>20-5319131</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): <b>740 Centre View Boulevard</b> <b>Crestview Hills, KY</b> <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE <b>41017</b></div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: <b>Kenton</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>

<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <hr/> <b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000  Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion  Estimated Liabilities <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Tropicana Entertainment Holdings, LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>-None-</b>	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>SEE RIDER 2</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		<p style="text-align: center;"><b>Exhibit B</b></p> (To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.*			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

\*The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm.

**Voluntary Petition**

*(This page must be completed and filed in every case.)*

Name of Debtor(s):

**Tropicana Entertainment Holdings, LLC**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X \_\_\_\_\_  
(Signature of Foreign Representative)

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Date

**Signature of Attorney**

X \_\_\_\_\_

Signature of Attorney for Debtor(s)

**Mark D. Collins**

Printed Name of Attorney for Debtor(s)

**Richards, Layton & Finger, P.A.**

Firm Name

**One Rodney Square, 920 North King St., Wilmington, DE 19801**

Address

**(302) 651-7700**

Telephone Number

**5/5/2008**

Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.*

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_

Signature of Authorized Individual

**William J. Yung, III**

Printed Name of Authorized Individual

**President**

Title of Authorized Individual

**5/5/2008**

Date

## **RIDER 1 - PRIOR TRADE NAMES**

All Other Names used by the Debtor in the last 8 years:

- Wimar OpCo Holdings, LLC

## **RIDER 2 - LIST OF FILING ENTITIES**

Along with the Debtor, Tropicana Entertainment Holdings, LLC, the following affiliated debtors contemporaneously have filed chapter 11 petitions in the United States Bankruptcy Court for the District of Delaware:

1. Adamar Garage Corporation
2. Adamar of Nevada
3. Argosy of Louisiana, Inc.
4. Atlantic-Deauville, Inc.
5. Aztar Corporation
6. Aztar Development Corporation
7. Aztar Indiana Gaming Company, LLC
8. Aztar Indiana Gaming Corporation
9. Aztar Missouri Gaming Corporation
10. Aztar Riverboat Holding Company, LLC
11. Catfish Queen Partnership in Commendam
12. Centroplex Centre Convention Hotel, L.L.C.
13. Columbia Properties Laughlin, LLC
14. Columbia Properties Tahoe, LLC
15. Columbia Properties Vicksburg, LLC
16. CP Baton Rouge Casino, L.L.C.
17. CP Laughlin Realty LLC
18. Hotel Ramada of Nevada
19. Jazz Enterprises, Inc.
20. JMBS Casino LLC
21. Ramada New Jersey Holdings Corporation
22. Ramada New Jersey, Inc.
23. St. Louis Riverboat Entertainment, Inc.
24. Tahoe Horizon, LLC
25. Tropicana Development Company, LLC
26. Tropicana Enterprises
27. Tropicana Entertainment Intermediate Holdings, LLC
28. Tropicana Entertainment, LLC
29. Tropicana Express, Inc.
30. Tropicana Finance Corp.
31. Tropicana Las Vegas Holdings, LLC
32. Tropicana Las Vegas Resort and Casino, LLC
33. Tropicana Real Estate Company, LLC

**TROPICANA ENTERTAINMENT HOLDINGS, LLC**

**CONSENT IN LIEU OF A  
SPECIAL MEETING OF THE SOLE MANAGER**

**May 5, 2008**

The undersigned, being the sole Manager of Tropicana Entertainment Holdings, LLC, a Delaware limited liability company (the “Company”), in lieu of holding a special meeting of the sole Manager, does hereby take the following actions and adopt the following resolutions by written consent pursuant to the Limited Liability Company Agreement of the Company (the “Operating Agreement”) and Section 18-404 of the Delaware Limited Liability Company Act:

**VOLUNTARY PETITION UNDER THE PROVISIONS OF CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE**

WHEREAS, the sole Manager has reviewed the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s businesses;

WHEREAS, the sole Manager has had the opportunity to consult with the management and the advisors of the Company and fully consider each of the strategic alternatives available to the Company;

**RESOLVED**, that in the judgment of the sole Manager of the Company, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”); and

**RESOLVED**, that any of the Chief Executive Officer, the President, the Chief Financial Officer, any Vice President, the Secretary, any Assistant Secretary, the Treasurer, and Assistant Treasurer, and such other officers as may be designated by the Chief Executive Officer (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the case and obtain chapter 11 relief, including but not limited to motions to obtain the use of cash collateral and provide adequate protection therefore and to obtain debtor in possession financing

(as provided for below), and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Richards, Layton & Finger, P.A. as local bankruptcy and conflicts counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Richards, Layton & Finger, P.A.; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Ernst & Young LLP as independent auditors, accountants and tax advisors to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Ernst & Young LLP; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Lazard Frères & Co. LLC as financial advisor and investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Lazard Frères & Co. LLC; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Kurtzman Carson Consultants LLC as noticing, claims and balloting agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kurtzman Carson Consultants LLC; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of AlixPartners, LLP as Restructuring Advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of AlixPartners, LLP; and

**RESOLVED**, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and



SENIOR SECURED SUPERPRIORITY DEBTOR IN POSSESSION CREDIT AGREEMENT

WHEREAS, TROPICANA ENTERTAINMENT, LLC, formerly known as Wimar OpCo, LLC, a Delaware limited liability company, as a debtor and a debtor in possession under Chapter 11 of the Bankruptcy Code (as defined below), (the "Borrower"), TROPICANA ENTERTAINMENT INTERMEDIATE HOLDINGS, LLC, formerly known as Wimar OpCo Intermediate Holdings, LLC, a Delaware limited liability company, as a debtor and a debtor in possession under Chapter 11 of the Bankruptcy Code, ("Holdings"), CP LAUGHLIN REALTY, LLC, a Delaware limited liability company, as a debtor and a debtor in possession under Chapter 11 of the Bankruptcy Code, ("CP Laughlin"), JMBS CASINO LLC, a Mississippi limited liability company, as a debtor and a debtor in possession under Chapter 11 of the Bankruptcy Code, ("Jubilee"), the Lenders (as defined in Article I), and SILVER POINT FINANCE, LLC, as administrative agent (in such capacity, the "Administrative Agent") and as collateral agent (in such capacity, the "Collateral Agent" and together with the Administrative Agent, the "Agents") for the Lenders propose to enter into that certain SENIOR SECURED SUPERPRIORITY DEBTOR IN POSSESSION CREDIT AGREEMENT dated as of the date hereof (as it may be amended, supplemented or otherwise modified from time to time, the "Credit Agreement");

**RESOLVED**, that any of the Chief Executive Officer, the President, the Chief Financial Officer, any Vice President, the Secretary, any Assistant Secretary, the Treasurer, and Assistant Treasurer, and such other officers as may be designated by the Chief Executive Officer (collectively, the "Authorized Officers") be, and each hereby is, authorized and empowered to execute and deliver the Credit Agreement in the name and on behalf of the Company, substantially in the forms approved, with such changes therein and modifications and amendments thereto as such Authorized Officer may in his/her sole discretion approve, which approval shall be conclusively evidenced by his/her execution thereof; and

**RESOLVED**, that the form, terms, and provisions of the Credit Agreement and the Company's performance of its obligations under the Credit Agreement, including any borrowing or guarantee or any grant of a security interest thereunder, be, and hereby are, in all respects, approved; and further resolved, that the form, terms and provisions of each of the instruments and documents required to be delivered in connection with the Credit Agreement (together with the Credit Agreement, collectively, the "Loan Documents"), are hereby in all respects approved, and the Company's performance of its obligations under the Loan Documents be, and hereby are, in all respects approved, and that each of the Authorized Officers, acting alone or with one or more other Authorized Officers be, and hereby is, authorized and empowered to execute and deliver the Credit Agreement, and each of the Loan Documents, in the name and on behalf of the Company under its corporate seal or otherwise, substantially in the forms reviewed by the undersigned, with such changes therein and

modifications and amendments including, without limitation, any amendment thereto which increases the amount of debt permitted thereunder, as any Authorized Officer or Officers may in his or their sole discretion approve, which approval shall be conclusively evidenced by his or their execution thereof; and

**RESOLVED**, that the Company will obtain benefits from the incurrence of the Loans by the Borrowers under the Credit Agreement and the other Loan Documents which are necessary and convenient to the conduct, promotion and attainment of the business of the Company; and

**RESOLVED**, that the sole Manager hereby authorizes the Agents to file any financing statements, assignments for security or other documents in the name of the Company as may be necessary or desirable to perfect the security interests granted to the Lenders in the Loan Documents; and

**RESOLVED**, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the Loan Documents, to arrange for and enter into supplemental agreements, amendments, restatements, instruments, certificates or documents relating to the transactions contemplated by the Credit Agreement or any of the other Loan Documents and to execute and deliver all such supplemental agreements, amendments (including, without limitation, any amendment increasing the debt permitted under the Credit Agreement), instruments, certificates or documents in the name and on behalf of the Company under its corporate seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform the Company's obligations under or in connection with the Credit Agreement or any of the other Loan Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions; and

**RESOLVED**, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Credit Agreement and any of the other Loan Documents which shall in their sole judgment be necessary, proper or advisable; and

**RESOLVED**, that all capitalized terms used in the resolutions under the caption "SENIOR SECURED SUPERPRIORITY DEBTOR IN POSSESSION CREDIT AGREEMENT" and not otherwise defined herein shall have the meanings ascribed to such terms in the Credit Agreement.

#### RATIFICATION OF ALL PRIOR AND FUTURE ACTIONS

**RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take

or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the Resolutions adopted herein; and

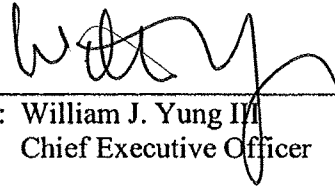
**RESOLVED**, that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

The actions taken by this consent shall have the same force and effect as if taken at a special meeting of the sole Manager duly called and constituted pursuant to the Operating Agreement of the Company and the laws of the State of Delaware.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned has executed this consent as of the date first written above.

TROPICANA CASINOS AND RESORTS,  
INC.



A handwritten signature in black ink, appearing to read 'W. Yung III', is written over a horizontal line. The signature is stylized and cursive.

By: William J. Yung III  
Its: Chief Executive Officer

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
TROPICANA ENTERTAINMENT HOLDINGS, LLC,	)	Case No. ____ (___)
	)	
Debtors.	)	Joint Administration Pending
	)	

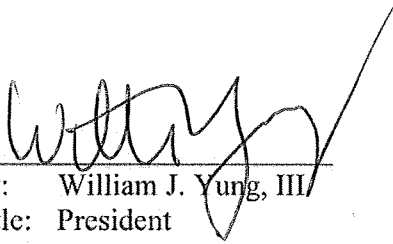
**LIST OF EQUITY SECURITY HOLDERS**

Debtor	Equity Holders	Address of Equity Holder	Number of Shares or Units Held/ Percentage of Equity Held
Tropicana Entertainment Holdings, LLC	Tropicana Casinos and Resorts, Inc.	740 Centre View Blvd, Crestview Hills, KY 41017	100/100%

**DECLARATION UNDER PENALTY OF PERJURY**

I, William J. Yung, III, the undersigned authorized officer of Tropicana Entertainment Holdings, LLC, named as the debtor in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: May 5, 2008

  
By: William J. Yung, III  
Title: President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:	)	Chapter 11
	)	
TROPICANA ENTERTAINMENT, LLC, <u>et al.</u> , <sup>1</sup>	)	Case No. ____ (____)
	)	
Debtors.	)	Joint Administration Pending
	)	

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**CONSOLIDATED LIST OF CREDITORS  
HOLDING THE 30 LARGEST UNSECURED CLAIMS**

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The above-captioned debtors and debtors in possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is the consolidated list of the Debtors’ creditors holding the 30 largest unsecured claims (the “Consolidated List”) based on the Debtors’ books and records as of approximately May 1, 2008. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims on a consolidated basis. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the

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<sup>1</sup> 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 (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 (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: 740 Centre View Boulevard, Crestview Hills, Kentucky 41017.

failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors' right to contest the validity, priority or amount of any claim.

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
Wilmington Trust Company (as successor indenture trustee for the 9-5/8% Senior Subordinated Notes due 2014 )	Wilmington Trust Company Patrick J Healy Rodney Square North 1100 North Market St Wilmington, DE 19890 Phone: 212-750-6474 Fax: 212-750-1361	Notes		\$995,676,666.67
Park Cattle Co.	Park Cattle Co. 1300 Buckeye Rd Ste A Minden, NV 89423 Phone: 775-782-2144 Fax: 775-588-0408	Settlement	Contingent	\$125,000,000.00 <sup>2</sup>
Mapp Construction	Mapp Construction 344 Third St Baton Rouge, LA 70801 Phone: 225-757-0111 Fax: 225-757-0480	Trade		\$3,041,954.68
US Foodservice, Inc.	US Foodservice, Inc. 3682 Collections Center Dr Chicago, IL 60693 Phone: 312-733-6050 Fax: 312-733-0738	Trade		\$881,586.83
IGT	IGT 9295 Prototype Dr Reno, NV 89521 Phone: 775-448-7777 Fax: 775-448-0719	Trade		\$358,267.44
Bally Gaming, Inc.	Bally Gaming, Inc. 6601 S Bermuda Rd Las Vegas, NV 89119 Phone: 702-896-7860 Fax: 702-896-7860	Trade		\$308,018.38
Sierra Pacific Power Company	Sierra Pacific Power Company 875 East Long St Carson City, NV 89701 Phone: 800-782-2506 Fax: 775-834-4202	Utility		\$306,608.41

<sup>2</sup> In principal amount, subject to reduction pursuant to the terms of the Stipulation for Entry of Judgment, entered April 2, 2008, by the Ninth Judicial District Court of the State of Nevada, Douglas County.



(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
Mission Industries	Mission Industries 1070 Gauge Dr Lake Havasu City, AZ 86403 Phone: 702-639-2500 Fax: 702-639-2527	Trade		\$229,341.81
NV MegaJackpots	NV MegaJackpots 9295 Prototype Dr Reno, NV 89521 Phone: 866-378-1418 Fax: 775-448-0901	Trade		\$223,007.41
Marcor Remediation, Inc.	Marcor Remediation, Inc. 3900 Vero Rd Baltimore, MD 21227-1510 Phone: 800-666-0741 Fax: 410-247-6714	Trade		\$219,427.27
CSG Direct, Inc.	CSG Direct, Inc. 640 Maestro Dr Unit 107 Reno, NV 89511 Phone: 775-852-9777 Fax: 775-852-7779	Trade		\$157,979.20
Wes Design & Supply Co., Ltd.	Wes Design & Supply Co., Ltd. 238 Rt 109 Farmingdale, NY 11735 Phone: 631-249-0298 Fax: 631-249-1917	Trade		\$146,707.17
Jamestown Metal Marine Sales	Jamestown Metal Marine Sales 4710 NW Boca Raton Blvd Boca Raton, FL 33431 Phone: 561-994-3900 Fax: 561-994-3969	Trade		\$132,876.22
WMS Gaming, Inc.	WMS Gaming, Inc. 800 Northpoint Blvd Waukegan, IL 60085 Phone: 847-785-3000 Fax: 847-785-3782	Trade		\$118,228.77
Diane Allen and Associates	Diane Allen and Associates 7612 Goodwood Blvd Baton Rouge, LA 70806 Phone: 225-925-9788 Fax: 225-925-9808	Trade		\$117,387.70
Outwest Meat Company	Outwest Meat Company 300 W Bonanza Rd Las Vegas, NV 89106 Phone: 702-876-9000 Fax: 702-876-2443	Trade		\$102,127.35

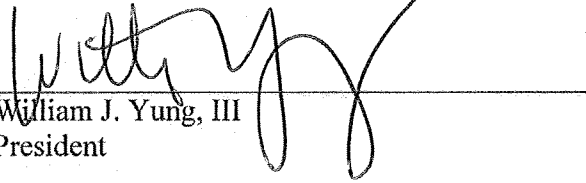
(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
Wilkes Group	Wilkes Group Steve Koch 3401 Chauteau Ave St Louis, MO 63103 Phone: 314-776-5555 Fax: 314-776-0913	Trade		\$101,090.57
Lamar Companies	Lamar Companies 5551 Corporate Boulevard, Suite 2-A Baton Rouge, LA 70808 Phone: 800-235-2627 Fax: 225-928-3400	Trade		\$88,119.50
Fixture Dimensions, Inc.	Fixture Dimensions, Inc. 4355 Salzman Rd Middletown, OH 45044 Phone: 513-539-3300 Fax: 513-539-3306	Trade		\$88,084.05
Gaming Support	Gaming Support 289 Pilot Road Suite A Clark, NV 89119 Phone: 702-944-9224 Fax: 702-944-9225	Trade		\$83,643.00
Agilysys NV LLC	Agilysys NV LLC Ken Hall 11545 Wills Rd Ste 100 Alpharetta, GA 30004 Phone: 770-962-6425 Fax: 770-339-3383	Trade		\$79,267.00
Briggs Electric, Inc.	Briggs Electric, Inc. 14381 Franklin Ave Tustin, CA 92780 Phone: 714-544-2500 Fax: 714-544-4071	Trade		\$78,236.18
Mayer Brown LLP	Mayer Brown LLP 2027 Collection Center Drive Chicago, IL 60693-0020 Phone: 312-782-0600 Fax: 312-701-7711	Trade		\$72,061.94
Micros Systems, Inc.	Micros Systems, Inc. 7031 Columbia Gateway Dr Columbia, MD 21046-2289 Phone: 443-285-6000 Fax: 301-310-0780	Trade		\$71,094.39
HMR Enterprises, Inc.	HMR Enterprises, Inc. 1315 Read St Evansville, IN 47710 Phone: 812-423-3869 Fax: 812-423-4011	Trade		\$65,823.31

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim (secured also state value of security)
Oswald Promotions	Oswald Promotions 4101 N St Joseph Avenue Evansville, IN 47720 Phone: 812-426-0335 Fax: 812-421-4644	Trade		\$64,989.25
Vail Resorts, Inc.	Vail Resorts, Inc. Heavenly Mountain Resort Corner of Wildwood & Saddle South Lake Tahoe, CA 96150 Phone: 970-845-2953 Fax: 775-586-4495	Trade		\$61,800.00
Shuffle Master, Inc.	Shuffle Master, Inc. 1106 Palms Airport Dr Las Vegas, NV 89119 Phone: 702-897-7150 Fax: 702-270-5161	Trade		\$60,396.35
Protiviti, Inc.	Protiviti, Inc. Daniel Fagin 201 E 5th St # 1430 Cincinnati, OH 45202 Phone: 513-362-1700 Fax: 937-241-4965	Trade		\$59,287.48
News West Publishing Co.	News West Publishing Co. 2435 Miracle Mile Bullhead City, AZ 86442 Phone: 928-763-2505 Fax: 928-763-6752	Trade		\$56,876.95

**DECLARATION UNDER PENALTY  
OF PERJURY ON BEHALF OF CORPORATION**

Pursuant to 28 U.S.C. § 1746, I, William J. Yung, III, the duly qualified and elected President, of Tropicana Entertainment Holdings, LLC, declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: May 5, 2008

  
\_\_\_\_\_  
William J. Yung, III  
President

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
TROPICANA ENTERTAINMENT HOLDINGS, LLC,	)	Case No. ____ (____)
	)	
Debtors.	)	Joint Administration Pending
	)	

**LIST OF CREDITORS**

The Debtor and its debtor affiliates set forth on Rider 2 attached hereto (collectively, the “Debtors”) each filed a petition in this Court on May 5, 2008 for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of the petitions, the Debtors filed a single consolidated list of creditors (the “Consolidated Creditor List”), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically.

[information provided in electronic format]

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

TROPICANA ENTERTAINMENT HOLDINGS,  
LLC,

Debtors.

)  
) Chapter 11  
)

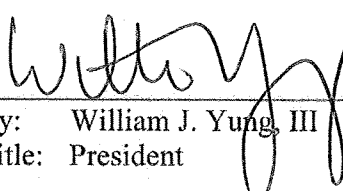
) Case No. \_\_\_\_ ( )  
)

) Joint Administration Pending  
)

**DECLARATION UNDER PENALTY OF PERJURY**

I, William J. Yung, III, President of Tropicana Entertainment Holdings, LLC, declare under penalty of perjury that I have reviewed the Consolidated Creditor List submitted herewith and that it is true and correct to the best of my information and belief.

Dated: May 5, 2008

  
By: William J. Yung, III  
Title: President