

STATE OF NEW JERSEY
Office of the Attorney General
Department of Law and Public Safety
Division of Gaming Enforcement

In the Matter of the Designation of the Entities,)
Individuals and Financial Sources Required to)
Qualify in Connection with the Casino License)
Application of AC Ocean Walk LLC)
_____)

ORDER
1746

WHEREAS, AC Ocean Walk LLC (AC Ocean) filed an application for a casino license to operate the Ocean Resort Casino (Ocean Resort); and

WHEREAS, AC Ocean is wholly owned, directly and indirectly, by AC Beachfront LLC (AC Beachfront); and

WHEREAS, AC Beachfront specifically holds a 99.5% interest in AC Ocean and wholly owns ACOWMGR, LLC (ACOWMGR), which owns the remaining 0.5% of AC Ocean; and

WHEREAS, ACOWMGR is the managing member of AC Ocean; and

WHEREAS, AC Beachfront wholly owns ACOWRE LLC (ACOWRE) which owns the real property related to the casino hotel facility that is leased to AC Ocean for its operation, and ACOWRE has been designated as a casino service industry enterprise license applicant; and

WHEREAS, AC Beachfront is wholly owned by TEN RE ACNJ, LLC (TEN RE); and

WHEREAS, TEN RE is owned 88.5646% by Mile High Dice, LLC (Mile High) and 3.1707% by Winding Trail, LLC (Winding Trail), with the remaining ownership in TEN RE held by other entities each holding less than 5% interests; and

WHEREAS, Mile High Dice MGR, LLC (Mile High MGR) is the sole manager of TEN RE and is owned by Bruce Deifik, Nancy Deifik, and Jordan Deifik; and

WHEREAS, Winding Trail currently has a management agreement with AC Ocean to provide pre-opening support and oversight services in connection with Ocean Resort, which will continue until the opening to the public of Ocean Resort and a consultancy agreement to be entered by AC Ocean with either Frank M. Ruocco, Jr. directly or through Winding Trail effective upon the opening of the casino hotel facility; and

WHEREAS, Mile High MGR and AC Ocean intend to execute an Amended and Restated Consulting Services Agreement (Consulting Agreement) to provide, through TEN RE, certain limited consulting services to AC Ocean, including with respect to financing but which shall in no event include any management of the day-to-day operations of AC Ocean or Ocean Resort; and

WHEREAS, Mile High is wholly owned by the Nancy and Bruce Deifik Family Partnership LLLP (Family Partnership); and

WHEREAS, Luxor Capital Group, LP (Luxor) is the lender under a Credit Agreement with the Family Partnership (Luxor Credit Agreement), in consideration for which Luxor was granted warrants which, if exercised, would allow it to hold membership interests equal to 34.6196% of the outstanding ownership interests in TEN RE; and

WHEREAS, the Family Partnership contributed the funds it received under the Luxor Credit Agreement to Mile High which Mile High, in turn, contributed to TEN RE; and

WHEREAS, ACOWRE and AC Ocean obtained a term loan from JPMorgan Chase Bank, N.A. (JPMorgan) and AC Beachfront obtained a mezzanine loan from JPMorgan;

it is hereby

ORDERED, that the following entities are hereby designated as holding companies of AC Ocean pursuant to *N.J.S.A. 5:12-85.1b(5)* and must qualify in connection with its application for casino licensure:

AC Beachfront
ACOWMGR
TEN RE
Mile High and the
Family Partnership; and it is further

ORDERED, that Mile High MGR is hereby designated as an entity qualifier of AC Ocean pursuant to *N.J.S.A. 5:12-85.1* based on its relationship to AC Ocean and TEN RE in the corporate structure as well as the Consulting Agreement; and it is further

ORDERED, that the Director hereby exercises his discretion to require the qualification of Winding Trail under *N.J.S.A. 5:12-85.1c(5)* based on the interest it holds in TEN RE and an agreement with AC Ocean; and it is further

ORDERED, that Luxor, the Family Partnership, and JPMorgan are hereby designated as financial sources of AC Ocean pursuant to *N.J.S.A. 5:12-85.1e*; and it is further

ORDERED, that the following individuals are hereby designated as natural person qualifiers of AC Ocean pursuant to *N.J.S.A. 5:12-85.1c* and the requisite personal history disclosure (PHD) forms have been filed:

Amanda Deifik

Limited Partner, Family Partnership

Bruce Deifik

General and Limited Partner, Family Partnership
Manager/Member, Mile High MGR
Manager, Mile High Dice

Jordan Deifik	Limited Partner, Family Partnership Member, Mile High MGR
Nancy Deifik	General and Limited Partner, Family Partnership Member, Mile High MGR
Frederick DeVesa	Audit and Compliance Committee Member, AC Beachfront
Cory Morowitz	Audit Committee Member, AC Beachfront
Stephen Morro	Audit and Compliance Committee Member, AC Beachfront; and it is further

ORDERED, that the following individuals are hereby designated as natural person
qualifiers and casino key employees of AC Ocean pursuant to *N.J.S.A. 5:12-85.1b* and -89
and the requisite PHD forms have been filed:

Edward Carlson	Vice President Casino Marketing
Peter Ciccone	Senior Vice President Hotel Sales
Stephen Conigliaro	Vice President Player Development
Anthony Mason	Senior Vice President Marketing and Chief Marketing Officer
Loretta Pickus	Senior Vice President Legal and General Counsel
Ashley Polo	Vice President Brand Marketing and Communication
Vincent Turrano	Vice President Food and Beverage; and it is further

ORDERED, that the following individuals are hereby designated as natural person
qualifiers and casino key employees of AC Ocean pursuant to *N.J.S.A. 5:12-85.1b* and -89
and each currently holds a valid casino key employee license:

Michael Baldino	Vice President Player Development
Frank Bonini	Senior Vice President Information Technology and Chief Information Officer
Alan Greenstein	Senior Vice President, Chief Financial Officer, AC Ocean Compliance Committee Member, AC Beachfront
Michael Kerley	Vice President Security
Frank Leone	Chief Executive Officer
Cindy LePine	Vice President Hotel Operations
Lori Yeager	Senior Vice President Human Resources and Equal Employment Opportunity Officer; and it is further

ORDERED, that the following individual is hereby designated as a natural person qualifier of AC Beachfront pursuant to *N.J.S.A. 5:12-85.1c* and currently holds a valid casino key employee license:

Walter Simon Compliance Officer.

Dated: June 16, 2018
Casino Licensing

David Rebeck
DAVID REBUCK
Director