

**PROPOSED AMENDMENTS TO REGULATIONS 15B.010, 15B.060, and
15B.190; PROPOSED NEW REGULATION 15B.065; and
PROPOSED DELETION OF REGULATIONS 15B.050 and 15B.100**

PURPOSE: To delete provisions applicable to limited liability company licensees and controlled affiliates of such limited liability company licensees; to adopt regulations setting out registration and licensing requirements for members of limited-liability companies holding a 5 percent or less ownership interest in the limited-liability company; to make changes to the requirements concerning licensing and/or registration of limited liability holding companies and members of limited-liability company holding companies; to set out the investigative fees for such changes; to allow transfers of interest without commission pre-approval under certain circumstances; to waive certain requirements regarding transfers of interest and registration of holding companies with the commission; to delete the regulatory prohibition concerning foreign limited-liability companies holding a license issued by the commission in line with statutory changes; and to take such additional action as may be necessary and proper to effectuate these stated purposes.

**REGULATION 15B
LIMITED-LIABILITY COMPANY LICENSEES**

(Draft Date December 22, 2011)

As Adopted

New

~~[Deleted]~~

15B.010 Definitions. As used in Regulation 15B:

1. No Change.
2. No Change.
3. No Change.
4. No Change.
5. No Change.
6. No Change.
7. No Change.
8. No Change.

9. ~~“Foreign limited-liability company” means a limited-liability company formed under the laws of any state of the United States other than this state or any foreign country.~~

~~10.~~ “Holding company” means, in addition to the definition set forth in NRS 463.485, a limited-liability company that owns or has the power or right to control all or any part of the outstanding interests of a limited-liability company that holds or applies for a state gaming license.

~~11~~ 10. “Interest in a limited-liability company” means a member’s share of the profits and losses of a limited-liability company and the right to receive distributions of the company’s assets. The definition provided within this

subsection is not intended to be a definition of “Interest” for use in this or any regulation or statute.

~~[12]~~ 11. “Limited-liability company” means a limited-liability company organized and existing pursuant to the terms of chapter 86 of the Nevada Revised Statutes.

~~[13]~~ 12. “Manager” means a person elected by the members of a limited-liability company to manage the company pursuant to NRS 86.291.

~~[14]~~ 13. “Member” means a person who owns an interest in a limited-liability company.

~~[15]~~ 14. “Member’s interest” means a member’s share of the profits and losses of a limited-liability company and the right to receive distributions of the limited-liability company’s assets. The definition provided within this subsection is not intended to be a definition of “Interest” for use in this or any regulation or statute.

~~[16]~~ 15. “Operating agreement” means any valid written agreement of the members as to the affairs of a limited-liability company and the conduct of its business.

~~[17]~~ 16. “Own,” “hold” and “have” mean the possession of a record or beneficial interest in a limited-liability company.

~~[18]~~ 17. “Sale” or “sell” includes every contract of sale or, contract to sell, or disposition of, a security or interest in a security whether or not for value. “Sale” or “sell” includes any exchange of an interest or securities and any material change in the rights, preferences, privileges or restrictions of or on outstanding interest or securities.

~~[19]~~ 18. The term “security” means any stock; membership in an incorporated association; partnership interest in any limited or general partnership; interest in any limited-liability company; bond; debenture or other evidence of indebtedness; investment contract; voting trust certificate; certificate of deposit for a security; or, in general, any interest or instrument commonly known as a “security”; or any certificate of interest or participation in, temporary or interim certificate for, receipt for, or warrant or right to subscribe to or purchase, any of the foregoing. All of the foregoing are securities whether or not evidence of indebtedness reported under Regulation 8.130 is a security.

~~**[15B.050—Certain affiliates of limited-liability company licensees.—A limited-liability company licensee shall not engage in any act or transaction by virtue of which any limited-liability company, limited partnership, corporation, or other form of business organization becomes a controlled affiliate of such limited-liability company licensee without the prior approval of the commission.]**~~

15B.060 ~~[Prohibition with respect to o]~~ **Ownership of limited-liability company licensees.** Except as otherwise provided by law, [N]no person shall acquire any interest in or equity security issued by a limited-liability company licensee or a holding company, become a controlling affiliate of a limited-liability company licensee or a holding company, become a holding company of a limited-liability licensee or of a holding company without first obtaining the prior approval of ~~[a]~~ the commission in accordance with this Regulation and Regulations 4 and 8.

15B.065 Registration of certain members of limited-liability companies.

1. All members with a 5 percent or less ownership interest in a limited-liability company licensee must register in that capacity with the board and affirmatively state in writing that they submit to the board's jurisdiction. Such registration must be made on forms prescribed by the chairman. A member who is required to be registered by this section shall apply for registration within 30 days after the member obtains an ownership interest of 5 percent or less in a limited-liability company licensee.

2. If the commission finds a member unsuitable, denies an application of the member, or revokes an approval of the member, the member and the limited-liability company shall comply with NRS 463.5733 (2) and (3).

3. Registration with the board shall:

(a) Include a completed application for registration form as prescribed by the chairman;

(b) Include fully executed waivers and authorizations as determined necessary by the chairman to investigate the registrant;

(c) Include an affirmative statement that the registrant submits to the jurisdiction of the board;

(d) Include an affirmative statement that the registrant has no intent to exercise control over the licensee other than to vote the registrant's shares in the ordinary course;

(e) Include the fingerprints of the registrant for purposes of investigating the registrant's criminal history. Such fingerprints shall be provided in a form and manner acceptable to the board;

(f) Be accompanied by a fee to cover registration investigation costs as follows:

(1) For registrations related to 2 or fewer restricted licenses, an investigative fee in the amount of \$550.00 and

(2) For all other registrations, an investigative fee in the amount of \$2,500.00.

→ This fee does not include the application fee or investigation costs should the chairman require the registrant to apply for licensure; and

(g) Include such other information as the chairman may require.

4. The chairman may require a member who is required to be registered by this section to apply for licensure at any time in the chairman's discretion by sending notice through the United States Postal Service to the registrant at the address on the registrant's registration on file with the board and to the limited-liability company at the address on file with the commission. If a member required to be registered by this section has not registered and the chairman desires to call the member forward for licensing, the notice shall be sent to the limited-liability company at the address on file with the commission. A member shall apply for licensure as required by the chairman within 40 days of the member's receipt of notice. The notice shall be deemed to have been received by the member 5 days after such notice is deposited with the United States Postal Service with the postage thereon prepaid.

5. If a member is required to be registered pursuant to this section and the member fails to register, the chairman shall require the member to apply for licensure pursuant to this section. If a member does not apply for licensure as

required by this section, the board and commission shall place the matter on their next available agendas for consideration of whether the member should be licensed.

6. If a member of a limited-liability company licensee is a holding company and is required to register with the board under this section, the member is not required to register with the commission pursuant to NRS 463.585 unless the chairman requires the member to apply for licensure.

7. Notwithstanding NRS 463.5733 and the regulations governing issuance and transfers of interest, an issuance or transfer of interest to a member required to register with the board under this section does not require pre-approval from the commission, as specified by this subsection, for the issuance or transfer of interest.

(a) For transfers of interest from a member who owns more than a five percent interest prior to the proposed transfer to a member required to register with the board under this section and for issuance or transfer of interest by a limited-liability corporation to a member required to register with the board under this section:

(1) Prior to such issuance or transfer, the issuer or transferor shall report the terms of the proposed transfer to the board on forms designated by the board chairman. Such report shall include copies of all documents relevant to the proposed transfer.

(2) Upon receipt of such report, the proposed issuance or transfer shall be placed on the next available board and commission agendas for the purposes of notifying the public of such proposed issuances and transfers and to give each board and commission member the opportunity to object to the proposed issuance or transfer taking place without pre-approval from the commission.

(3) If any board member objects to the proposed issuance or transfer during the board meeting for which the issuance or transfer was placed on the agenda or any commission member objects to the proposed issuance or transfer during the commission meeting for which the issuance or transfer was placed on the agenda for any cause deemed reasonable by the board or commission member, the proposed issuance or transfer shall not take place unless the commission approves such proposed issuance or transfer prior to the proposed issuance or transfer occurring and upon application to and recommendation by the board pursuant to NRS 463.5733 and the regulations governing issuances and transfers of interest.

(4) Until the objection opportunities set forth in this subsection have passed without any objections, all parties to the proposed issuance or transfer shall follow Regulation 8.050.

(5) If no objection is made by a board or commission member as set out in this subsection after a proposed issuance or transfer is placed on the board and commission agendas, the proposed issuance or transfer of interest to a member required to register with the board under this section may occur within six months of the commission meeting for which the proposed issuance or transfer was placed on the agenda. If the proposed issuance or transfer does not occur within six months of the commission meeting for which the proposed issuance or

transfer was placed on the agenda, the issuance or transfer shall not occur without again following the provisions of this subsection after the expiration of the six months. The issuance or transfer must be made as agendaed. All board and commission members must have the chance to object, as set out above, to any changes to the proposed issuance or transfer before the issuance or transfer may take place.

(b) For transfers of interest from a member who owns five percent or less interest prior to the proposed transfer to a member required to register with the board under this section:

(1) Prior to such transfer, the transferor shall report the terms of the proposed transfer to the board on forms designated by the board chairman. Such report shall include copies of all documents relevant to the proposed transfer and valid electronic mail addresses for both the transferor and transferee.

(2) Upon receipt of such report, the board chairman may object, for any reason the chairman deems reasonable, to such transfer occurring without pre-approval from the commission.

(I) If the chairman does not object to the transfer within 60 days of the chairman's receipt of such report, the transfer may occur without pre-approval from the commission.

(II) The chairman may extend the objection period if the chairman, in his sole discretion, finds such extension is necessary. Notice of such extension shall be sent to the electronic mail addresses provided in the report concerning the proposed transfer prior to the expiration of the original 60 day objection period.

(III) The chairman may shorten the objection period by indicating he has no objection to the transfer in writing prior to the expiration of the 60 day objection period.

(IV) The transfer must be made as described in the report. If any changes are made to the proposed transfer or the proposed transfer does not occur within six months of the expiration of the objection period, the board chairman must have a new opportunity to object, as set out above, prior to the proposed transfer occurring.

(3) If the board chairman objects within 60 days, or longer period as extended by the chairman, of the chairman's receipt of such report, the proposed transfer shall not take place unless the commission approves such proposed transfer prior to the proposed transfer occurring and upon application to and recommendation by the board pursuant to NRS 463.5733 and the regulations governing transfers of interest. Notice of such objection shall be sent to the electronic mail addresses provided in the report concerning the proposed transfer.

(4) Until the objection opportunity set forth in this subsection has passed without any objection, all parties to the proposed transfer shall follow Regulation 8.050.

(5) The public shall be notified of proposed transfers subject to objection by the board chairman through an informational item placed on the next regular board and commission agendas subsequent to the expiration of the chairman's

objection period. Such notice shall include the details of the transfer and whether or not the chairman objected to the proposed transfer.

(c) Notwithstanding any other provisions of this subsection, if the board chairman requires the member to apply for licensure pursuant to sub-section 4 of this section, the member shall also apply for approval of any transfers of interest to the member which were previously exempted from pre-approval by this subsection.

8. In enacting this regulation section, the commission finds that waiver of NRS 463.585 and NRS 463.5733 pursuant to NRS 463.489 and NRS 463.573 is appropriate to the extent required by this section. In making these waivers, the commission finds such waivers are consistent with the state policy set forth in NRS 463.0129, NRS 463.489, and NRS 463.573 because such waivers are for purposes including but not limited to fostering the growth of the gaming industry which is vitally important to the economy of the State and the general welfare of its inhabitants and broadening the opportunity for investment in gaming. The commission further finds such waivers do not diminish the board's and commission's roles in strictly regulating gaming and effectively controlling the conduct of gaming by business organizations because the board and commission still require, at a minimum, registration with the board of all persons involved with gaming and may call such persons subject to registration with the board forward for licensure, registration with the commission, or findings of suitability.

9. Upon the chairman requiring a member who is required to be registered by this section to apply for licensure, the member does not have any right to the granting of the application. Any license hereunder is a revocable privilege, and no holder acquires any vested right therein or thereunder. Judicial review is not available for decisions of the board and commission made or entered under the provisions of this section.

~~**[15B.100 Foreign limited-liability company ineligible to hold certain licenses. A foreign limited-liability company is not eligible to hold any license issued by the commission pursuant to chapters 463 and 464 of the Nevada Revised Statutes except a manufacturer's license.]**~~

15B.190 Licensing of managers and members of limited-liability company holding companies.

1. Each manager of a limited-liability company holding company must be licensed. Each member of a limited-liability company holding company must be licensed *if the member owns more than 5 percent of any licensee owned by the limited-liability company holding company*, except to the extent delayed licensing is approved by the commission. *For the purposes of this section, "own" means the possession of a record or beneficial interest in any business organization.*

2. All members which own 5 percent or less of any licensee owned by the limited-liability company holding company must register in that capacity with the board and affirmatively state in writing that they submit to the board's jurisdiction. Such registration must be made on forms prescribed by the chairman. A

member who is required to be registered by this section shall apply for registration within 30 days after the member obtains an ownership interest in the limited-liability company holding company.

3. If the commission finds a member unsuitable, denies an application of the member, or revokes an approval of the member, the member and the limited-liability company holding company shall comply with NRS 463.585 (3) and (4).

4. Registration with the board shall:

(a) Include a completed application for registration form as prescribed by the chairman;

(b) Include fully executed waivers and authorizations as determined necessary by the chairman to investigate the registrant;

(c) Include an affirmative statement that the registrant submits to the jurisdiction of the board;

(d) Include an affirmative statement that the registrant has no intent to exercise control over the licensee other than to vote the registrant's shares in the ordinary course;

(e) Include the fingerprints of the registrant for purposes of investigating the registrant's criminal history. Such fingerprints shall be provided in a form and manner acceptable to the board;

(f) Be accompanied by a fee to cover registration investigation costs as follows:

(1) For registrations related to 2 or fewer restricted licenses, an investigative fee in the amount of \$550.00 and

(2) For all other registrations, an investigative fee in the amount of \$2,500.00. → This fee does not include the application fee or investigation costs should the chairman require the registrant to apply for licensure; and

(g) Include such other information as the chairman may require.

5. The chairman may require a member who is required to be registered by this section to apply for licensure at any time in the chairman's discretion by sending notice through the United States Postal Service to the registrant at the address on the registrant's registration on file with the board and to the limited-liability company holding company at the address on file with the commission. If a member required to be registered by this section has not registered and the chairman desires to call the member forward for licensing, the notice shall be sent to the limited-liability company holding company at the address on file with the commission. A member shall apply for licensure as required by the chairman within 40 days of the member's receipt of notice. The notice shall be deemed to have been received by the member 5 days after such notice is deposited with the United States Postal Service with the postage thereon prepaid.

6. If a member is required to be registered pursuant to this section and the member fails to register, the chairman shall require the member to apply for licensure pursuant to this section. If a member does not apply for licensure as required by this section, the board and commission shall place the matter on their next available agendas for consideration of whether the member should be licensed.

7. If a member of a limited-liability company holding company is also a holding company and is required to register with the board under this section, the

member is not required to register with the commission pursuant to NRS 463.585 unless the chairman requires the member to apply for licensure.

8. Notwithstanding NRS 463.5733 and the regulations governing issuance and transfers of interest, an issuance or transfer of interest to a member required to register with the board under this section does not require pre-approval from the commission, as specified by this subsection, for the issuance or transfer of interest.

(a) For transfers of interest from a member who owns more than a five percent interest prior to the proposed transfer to a member required to register with the board under this section and for issuance or transfer of interest by a limited-liability corporation holding company to a member required to register with the board under this section:

(1) Prior to such issuance or transfer, the issuer or transferor shall report the terms of the proposed transfer to the board on forms designated by the board chairman. Such report shall include copies of all documents relevant to the proposed transfer.

(2) Upon receipt of such report, the proposed issuance or transfer shall be placed on the next available board and commission agendas for the purposes of notifying the public of such proposed issuances and transfers and to give each board and commission member the opportunity to object to the proposed issuance or transfer taking place without pre-approval from the commission.

(3) If any board member objects to the proposed issuance or transfer during the board meeting for which the issuance or transfer was placed on the agenda or any commission member objects to the proposed issuance or transfer during the commission meeting for which the issuance or transfer was placed on the agenda for any cause deemed reasonable by the board or commission member, the proposed issuance or transfer shall not take place unless the commission approves such proposed issuance or transfer prior to the proposed issuance or transfer occurring and upon application to and recommendation by the board pursuant to NRS 463.5733 and the regulations governing issuances and transfers of interest.

(4) Until the objection opportunities set forth in this subsection have passed without any objections, all parties to the proposed issuance or transfer shall follow Regulation 8.050.

(5) If no objection is made by a board or commission member as set out in this subsection after a proposed issuance or transfer is placed on the board and commission agendas, the proposed issuance or transfer of interest to a member required to register with the board under this section may occur within six months of the commission meeting for which the proposed issuance or transfer was placed on the agenda. If the proposed issuance or transfer does not occur within six months of the commission meeting for which the proposed issuance or transfer was placed on the agenda, the issuance or transfer shall not occur without again following the provisions of this subsection after the expiration of the six months. The issuance or transfer must be made as agendaed. All board and commission members must have the chance to object, as set out above, to any

changes to the proposed issuance or transfer before the issuance or transfer may take place.

(b) For transfers of interest from a member who owns five percent or less interest prior to the proposed transfer to a member required to register with the board under this section:

(1) Prior to such transfer, the transferor shall report the terms of the proposed transfer to the board on forms designated by the board chairman. Such report shall include copies of all documents relevant to the proposed transfer and valid electronic mail addresses for both the transferor and transferee.

(2) Upon receipt of such report, the board chairman may object, for any reason the chairman deems reasonable, to such transfer occurring without pre-approval from the commission.

(I) If the chairman does not object to the transfer within 60 days of the chairman's receipt of such report, the transfer may occur without pre-approval from the commission.

(II) The chairman may extend the objection period if the chairman, in his sole discretion, finds such extension is necessary. Notice of such extension shall be sent to the electronic mail addresses provided in the report concerning the proposed transfer prior to the expiration of the original 60 day objection period.

(III) The chairman may shorten the objection period by indicating he has no objection to the transfer in writing prior to the expiration of the 60 day objection period.

(IV) The transfer must be made as described in the report. If any changes are made to the proposed transfer or the proposed transfer does not occur within six months of the expiration of the objection period, the board chairman must have a new opportunity to object, as set out above, prior to the proposed transfer occurring.

(3) If the board chairman objects within 60 days, or longer period as extended by the chairman, of the chairman's receipt of such report, the proposed transfer shall not take place unless the commission approves such proposed transfer prior to the proposed transfer occurring and upon application to and recommendation by the board pursuant to NRS 463.5733 and the regulations governing transfers of interest. Notice of such objection shall be sent to the electronic mail addresses provided in the report concerning the proposed transfer.

(4) Until the objection opportunity set forth in this subsection has passed without any objection, all parties to the proposed transfer shall follow Regulation 8.050.

(5) The public shall be notified of proposed transfers subject to objection by the board chairman through an informational item placed on the next regular board and commission agendas subsequent to the expiration of the chairman's objection period. Such notice shall include the details of the transfer and whether or not the chairman objected to the proposed transfer.

(c) Notwithstanding any other provisions of this subsection, if the board chairman requires the member to apply for licensure pursuant to sub-section 5 of this section, the member shall also apply for approval of any transfers of interest

to the member which were previously exempted from pre-approval by this subsection.

9. In enacting this regulation section, the commission finds that waiver of NRS 463.585 and NRS 463.5733 pursuant to NRS 463.489 and NRS 463.573 is appropriate to the extent required by this section. In making these waivers, the commission finds such waivers are consistent with the state policy set forth in NRS 463.0129, NRS 463.489, and NRS 463.573 because such waivers are for purposes including but not limited to fostering the growth of the gaming industry which is vitally important to the economy of the State and the general welfare of its inhabitants and broadening the opportunity for investment in gaming. The commission further finds such waivers do not diminish the board's and commission's roles in strictly regulating gaming and effectively controlling the conduct of gaming by business organizations because the board and commission still require, at a minimum, registration with the board of all persons involved with gaming and may call such persons subject to registration with the board forward for licensure, registration with the commission, or findings of suitability.

10. Upon the chairman requiring a member who is required to be registered by this section to apply for licensure, the member does not have any right to the granting of the application. Any license hereunder is a revocable privilege, and no holder acquires any vested right therein or thereunder. Judicial review is not available for decisions of the board and commission made or entered under the provisions of this section.