

BEFORE THE NEVADA GAMING COMMISSION
AND THE NEVADA GAMING CONTROL BOARD

In the Matter of

PENN ENTERTAINMENT, INC.
(fka Penn National Gaming, Inc.)

(Delayed Public Offering)

ORDER

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on July 10, 2024, at Carson City, Nevada, and before the Nevada Gaming Commission (“Commission”) on July 25, 2024, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE NEVADA GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The application of Penn Entertainment, Inc. for a three-year approval of a continuous or delayed public offering by it or any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation (“Affiliate”), and

2. THAT for a period of three years, Penn Entertainment, Inc., and its Affiliate(s), are granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the three-year period, Penn Entertainment, Inc., and its Affiliate(s), shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended;

b. That upon filing documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, Penn Entertainment, Inc., and its Affiliate(s), shall contemporaneously provide written notice and copies of such documents to the Board's Investigation Division - Corporate Securities Section ("Division"), and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on Penn Entertainment, Inc., or its subsidiaries, which would be subject to reporting on SEC Form 8-K; and

c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chair of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission.

3. THAT the Commission hereby delegates to the Chair of the Board the authority to issue interlocutory stop orders for any cause deemed reasonable by the Chair, which shall remain in effect until lifted by the Commission as provided in Paragraph 2(c) above.


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ENTERED at Las Vegas, Nevada, this 25th day of July 2024.

FOR THE COMMISSION:



Hon. Jennifer P. Togliatti (Ret), Chair

Submitted by:


Russell Tegio, Deputy Chief
Investigations Division
Corporate Securities Section

APPROVED AS TO FORM:

AARON FORD
ATTORNEY GENERAL

By 
Deputy Attorney General

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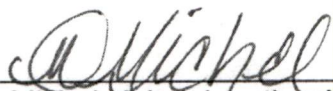
CERTIFICATE OF MAILING

I hereby certify that I am employed by the Nevada Gaming Control Board as an Administrative Assistant to the Executive Secretary of the Nevada Gaming Commission and the Nevada Gaming Control Board, and that on the date shown below I deposited for mailing at Carson City, Nevada, a true copy of the attached **SHELF ORDER** addressed to:

PENN ENTERTAINMENT, INC. (PTC)
C/O GREGORY GIORDANO ESQ
2300 W SAHARA AVE STE 1200
LAS VEGAS NV 89102

I further certify that I forwarded a copy to the Investigations Division and the Records & Research Services department.

DATED: August 18th, 2024.



Dawn Michel, Administrative Assistant