

BEFORE THE NEVADA GAMING COMMISSION  
AND THE NEVADA GAMING CONTROL BOARD

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In the Matter of

SCIENTIFIC GAMES CORPORATION

(Registration)

FIFTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board ("Board") on January 8, 2020, at Carson City, Nevada, and before the Nevada Gaming Commission ("Commission") on January 23, 2020, 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 applications of Scientific Games Corporation for (i) approval to merge Bally Technologies, Inc. into SG Gaming, Inc. (fka Bally Gaming, Inc.), with SG Gaming, Inc. (fka Bally Gaming, Inc.) as the surviving entity, (ii) a finding of suitability as sole shareholder of SG Gaming, Inc. (fka Bally Gaming, Inc.), (iii) approval to pledge the equity securities of SG Gaming, Inc. (fka Bally Gaming, Inc.) to Bank of America, N.A., as Collateral Agent, in conjunction with a credit agreement, (iv) approval to pledge the equity securities of SG Gaming, Inc. (fka Bally Gaming, Inc.) to Deutsche Bank Trust Company Americas, as Collateral Agent, in conjunction with 5.0% Senior Secured Notes due 2025 and 3.375% Senior Secured Notes due 2026, and (v) an amendment to its Order of Registration.

2. THAT the Fourth Revised Order of Registration of Scientific Games Corporation dated January 24, 2019, is hereby amended and restated, in its entirety, by this Fifth Revised Order of Registration.

3. THAT Scientific Games Corporation is registered as a publicly traded corporation and is found suitable as the sole shareholder of SG Gaming, Inc. (fka Bally Gaming, Inc.).

4. THAT Ronald Owen Perelman is found suitable, pursuant to NRS 463.643 and NGC Regulation 16.400, as a beneficial owner and controlling beneficial owner of Scientific Games Corporation.

5. THAT SG Gaming Inc. dba Scientific Games (fka Bally Gaming, Inc., dba Bally Technologies), is licensed as a manufacturer, a distributor, an operator of a slot machine route, an operator of an inter-casino linked system, a manufacturer of an interactive gaming system, an interactive gaming service provider and a service provider (information technology service provider only), subject to such conditions or limitations as may be imposed by the Commission.

6. THAT Scientific Games Corporation is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 8.030, to pledge the equity securities of SG Gaming, Inc. (fka Bally Gaming, Inc.) to Bank of America, N.A., as Collateral Agent, in conjunction with a Credit Agreement dated October 18, 2013, as amended pursuant to Amendment No. 1 dated October 1, 2014 and as amended or modified from time to time ("Credit Agreement"), provided that:

a. This approval is pursuant to the Guarantee and Collateral Agreement with Bank of America, N.A., dated October 18, 2013, as supplemented by the Assumption Agreement, dated November 21, 2014, and the Credit Agreement Supplement dated <> ("Bank of America Pledge Agreement"), a fully executed copy of the Credit Agreement Supplement which shall be provided to the Board for administrative approval within forty-five (45) days of the date of this Fifth Revised Order of Registration. If the fully executed Credit Agreement Supplement is not provided to the Board within such time period, unless administratively

extended by the Chairperson of the Board, the approval granted in this Paragraph of this Fifth Revised Order of Registration shall be rendered null and void;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to Scientific Games Corporation) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of SG Gaming, Inc. (fka Bally Gaming, Inc.), evidencing said pledge of the equity securities, must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon request during normal business hours.

7. THAT Scientific Games Corporation is granted approval, pursuant to NRS 463.510(1) and NGC Regulations 8.030, to pledge the equity securities of SG Gaming, Inc. (fka Bally Gaming, Inc.) to Deutsche Bank Trust Company Americas, as Collateral Agent, in conjunction with 5.0% Senior Secured Notes due 2025 ("5.0% Senior Secured Notes"), and 3.375% Senior Secured Notes due 2026 ("3.375% Senior Secured Notes"), provided that:

a. This approval is pursuant to the Collateral Agreement with Deutsche Bank Trust Company Americas dated October 17, 2017, and the 5.0% Senior Notes Supplement dated <> ("5.0% Senior Secured Notes Pledge Agreement"), and the Collateral Agreement with Deutsche Bank Trust Company Americas dated February 14, 2018, and the 3.375% Senior Notes Supplement dated <> ("3.375% Senior Secured Notes Pledge Agreement") a fully executed copy of the 5.0% Senior Notes Supplement and the 3.375% Senior Notes Supplement shall be provided to the Board for administrative approval within forty-five (45) days of the date of this Fifth Revised Order of Registration. If the fully executed 5.0% Senior Notes Supplement and the 3.375% Senior Notes Supplement are not provided to the Board within such time period, unless administratively extended by the Chairperson of the

Board, the approval granted in this Paragraph of this Fifth Revised Order of Registration shall be rendered null and void;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such securities (except back to Scientific Games Corporation) and before any other resort to the collateral or other enforcement of the security interest in such securities may occur; and

c. Pursuant to NGC Regulations 15.510.1-3 and 8.030(4)(a), the stock certificates of SC Gaming, Inc. (fka Bally Gaming, Inc.) evidencing said pledges of the equity securities, must at all times remain physically within the State of Nevada at a location designated to the Board and must be made available for inspection by agents or employees of the Board immediately upon

8. THAT the Bank of America Pledge Agreement, the 5.0% Senior Secured Notes Pledge Agreement and the 3.375% Senior Secured Notes Pledge Agreement shall not be amended without the prior administrative approval of the Chairperson of the Board or his/her designee. Such administrative approval may not be granted regarding amendments to the Bank of America Pledge Agreement, the 5.0% Senior Secured Notes Pledge Agreement or the 3.375% Senior Secured Notes Pledge Agreement that increase or change the stock that is the subject of the pledge, or that change the identity of the Collateral Agent.

9. THAT Scientific Games Corporation shall maintain a gaming compliance program for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Scientific Games Corporation, its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdictions in which Scientific Games Corporation, its subsidiaries and any affiliated entities operate. The gaming compliance program, and any amendments thereto, shall be administratively reviewed and approved by the

Chairperson of the Board or his/her designee, and the members of the compliance committee, one such member who shall be independent and knowledgeable of the Act and Regulations, shall be administratively acknowledged by the Chairperson of the Board or his/her designee. Scientific Games Corporation, shall amend the gaming compliance program, or any element thereof, and perform such duties as may be assigned by the Chairperson of the Board or his/her designee, related to a review of activities relevant to the continuing qualification of Scientific Games Corporation, under the provisions of the Act and Regulations.

10. THAT Scientific Games Corporation shall fund and maintain with the Board a revolving fund in the amount of \$75,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration and any amendments thereto. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring, and investigative review of all activities of Scientific Games Corporation its direct and indirect subsidiaries and any affiliated entities.

11. THAT, pursuant to NRS 463.625, Scientific Games Corporation is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through 463.645, inclusive.

12. THAT Scientific Games Corporation is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

13. THAT the Commission hereby expressly finds that the exemptions and conditions herein are consistent with the State policy set forth in NRS 463.0129 and 463.489.

ENTERED in Las Vegas, Nevada, this 23<sup>rd</sup> day of January 2020.