

BEFORE THE NEVADA GAMING COMMISSION
AND THE NEVADA GAMING CONTROL BOARD

In the Matter of

MOHEGAN TRIBAL GAMING AUTHORITY, dba
MOHEGAN GAMING & ENTERTAINMENT

(Registration)_____

THIRD REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on April 6, 2022, at Carson City, Nevada, and the Nevada Gaming Commission (“Commission”) on April 21, 2022, 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 the Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment for an amendment to its Order of Registration,

b. The applications MGNV Holding, LLC for (i) approval to pledge the membership interest of MGNV, LLC, to Citizens Bank, N.A., as collateral trustee, in conjunction with a credit agreement, and (ii) approval to pledge the membership interest of MGNV, LLC, to Citizens Bank, N.A., as collateral trustee, in conjunction with second priority senior secured notes.

2. THAT the Second Revised Order of Registration of the Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment dated November 10, 2021, is hereby amended and restated, in its entirety, by this Third Revised Order of Registration.

3. THAT the Mohegan Tribe of Indians of Connecticut, federally recognized as a sovereign nation in March 1994, established the Mohegan Tribal Gaming Authority in July 1995, that Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment is substantially the same as, and shall for the purposes of this Order of Registration be considered a “holding company,” as defined by NRS 463.485, that knowingly and voluntarily consents to, and shall be subject to, the jurisdiction of the Board and Commission in the same manner and fashion as any foreign corporate entity registered before the Commission would.

4. THAT Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment is registered as a publicly traded corporation and is found suitable as the sole member and manager of MGNV Holding, LLC.

5. THAT Ralph James Gessner Jr., Sarah Elizabeth Harris, Thayne Douglas Hutchins Jr., Joseph Michael Soper, John Gerry Harris, Patricia Ann LaPierre, William Quidgeon Jr., and Kenneth Raymond Davison are each found suitable as controlling persons of Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment.

6. THAT MGNV Holding, LLC registered as an intermediary company and is licensed as sole member of MGNV, LLC.

7. THAT MGNV, LLC, dba Mohegan Sun Casino Las Vegas, is licensed to conduct nonrestricted gaming operations at 4455 Paradise Road, Las Vegas, is licensed to operate a gaming salon, and is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in MGNV Holding, LLC, to Citizens Bank, N.A., as Collateral

Trustee, in conjunction with a Credit Agreement dated January 26, 2021 (as amended, supplemented, increased, extended, renewed, amended and restated or otherwise modified from time to time), provided that:

a. This approval is pursuant to a First Lien Pledge Agreement with Citizens Bank, N.A., as Collateral Trustee, dated January 26, 2021;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of MGNV Holding, LLC, if any, evidencing said pledge of the membership interest 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.

9. THAT MGNV Holding, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge its membership interest in MGNV, LLC, to Citizens Bank, N.A., as Collateral Trustee, in conjunction with a Credit Agreement dated January 26, 2021 (as amended, supplemented, increased, extended, renewed, amended and restated or otherwise modified from time to time), provided that:

a. This approval is pursuant to a First Lien Pledge Agreement with Citizens Bank, N.A., as Collateral Trustee, dated January 26, 2021;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to MGNV Holdings, LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of MGNV, LLC, if any, evidencing said pledge of the membership interest 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.

10. THAT the fully executed First Lien 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 First Lien Pledge Agreement that increase or change the membership interest that is the subject of the pledge, or that change the identity of the Collateral Trustee.

11. THAT Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in MGNV Holding, LLC, to Citizens Bank, N.A., as Collateral Trustee, in conjunction with the 8.000% Second Priority Senior Secured Notes dated January 26, 2021; provided that:

a. This approval is pursuant to a Second Lien Pledge Agreement with Citizens Bank, N.A., as Collateral Trustee, dated January 26, 2021;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of MGNV Holding, LLC, if any, evidencing said pledge of the membership interest 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.

12. THAT MGNV Holdings, LLC is granted approval, pursuant to NRS 463.5733 and NGC Regulation 8.030, to pledge its membership interest in MGNV, LLC, to Citizens Bank, N.A., as Collateral Trustee, in conjunction with the 8.000% Second Priority Senior Secured Notes dated January 26, 2021; provided that:

a. This approval is pursuant to a Second Lien Pledge Agreement with Citizens Bank, N.A., as Collateral Trustee, dated January 26, 2021;

b. The prior approval of the Commission must be obtained before any foreclosure or transfer of any possessory security interest in such membership interest (except back to MGNV Holdings, LLC) and before any other resort to the collateral or other enforcement of the security interest in such membership interest may occur; and

c. Pursuant to NGC Regulations 15B.140 and 8.030(4)(a), the membership certificates of MGNV, LLC, if any, evidencing said pledge of the membership interest 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.

13. THAT the fully executed Second Lien 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 Second Lien Pledge Agreement that increase or change the membership interest that is the subject of the pledge, or that change the identity of the Collateral Trustee.

14. THAT Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment shall establish and 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 Mohegan Tribal Gaming Authority, dba

Mohegan Gaming & Entertainment, Inc., 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 Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment, its subsidiaries and any affiliated entities may conduct gaming operations. The gaming compliance program, 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 reviewed and approved by the Chairperson of the Board or his/her designee. Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment, 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 Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment, under the provisions of the Act and Regulations.

15. THAT Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment, shall fund and maintain with the Board a revolving fund in the amount of \$50,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. 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 Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment, its subsidiaries and any affiliated entities.

16. THAT pursuant to NRS 463.625, Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment, is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

17. THAT Mohegan Tribal Gaming Authority, dba Mohegan Gaming & Entertainment, is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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

ENTERED at Las Vegas, Nevada, this 21st day of April 2022.