

BEFORE THE NEVADA GAMING COMMISSION  
AND THE NEVADA GAMING CONTROL BOARD

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In the Matter of

TRAVELCENTERS OF AMERICA INC.

(Registration)

SECOND REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on May 5, 2021, and before the Nevada Gaming Commission (“Commission”) on May 20, 2021; 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 STATE GAMING CONTROL BOARD:

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

a. The applications of TravelCenters of America Inc. for (i) approval to pledge the membership interest of TA Operating Nevada LLC to Delaware Trust Company, as collateral agent, in conjunction with a credit agreement, (ii) approval to pledge the membership interest of TA Operating Nevada LLC to Wells Fargo Capital Finance, LLC, as agent, in conjunction with an amended and restated loan and security agreement and release, and (iii) an amendment to its Order of Registration.

2. THAT the Revised Order of Registration of TravelCenters of America, Inc. dated April 22, 2020, is hereby amended and restated, in its entirety, by this Second Revised Order of Registration.

3. THAT TravelCenters of America Inc. is registered as a publicly traded corporation, and is licensed as the sole member of TA Operating Nevada LLC.
4. THAT TA Operating Nevada is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.
5. THAT TA Operating Nevada LLC, dba Alamo Casino – Mill City, is licensed to conduct nonrestricted gaming operations at Interstate 80, Mill City, subject to such conditions or limitations as may be imposed by the Commission.
6. THAT TA Operating Nevada LLC, dba Alamo Casino – Las Vegas TA, is licensed to conduct nonrestricted gaming operations at 8050 S. Dean Martin Dr., Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.
7. THAT TA Operating Nevada LLC, dba Alamo Travel Center, is licensed to conduct nonrestricted gaming operations at 1950 E Greg St, Sparks, subject to such conditions or limitations as may be imposed by the Commission.
8. THAT TA Operating Nevada LLC, dba Alamo Casino at Wells Petro, is licensed to conduct nonrestricted gaming operations at 93 Highway, Wells, subject to such conditions or limitations as may be imposed by the Commission.
9. THAT TA Operating Nevada LLC, dba Petro Stopping Center No. 31, is licensed to conduct restricted gaming operations at 6595 N Hollywood Blvd, North Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.
10. THAT TravelCenters of America Inc. is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge the membership interest of TA Operating Nevada LLC to Delaware Trust Company, as Collateral Agent, in conjunction with a Credit Agreement dated December 14, 2020 (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 Security Agreement with Delaware Trust Company, as Collateral Agent, dated December 14, 2020;

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 TravelCenters of America Inc.) 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 interest certificates of TA Operating Nevada 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.

11. THAT the fully executed Security 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 Security Agreement that increase or change the membership interest that is the subject of the pledge, or that change the identity of the Collateral Agent.

12. THAT TravelCenters of America Inc. is granted approval, pursuant to NRS 463.5733 and NGC Regulations 15B.180 and 8.030, to pledge the membership interest of TA Operating Nevada LLC to Wells Fargo Capital Finance, LLC, as Agent, in conjunction with Amendment No. 4 to Amended and Restated Loan and Security Agreement and Release, dated December 14, 2020 (as amended, supplemented, increased, extended, renewed, amended and restated or otherwise modified from time to time), provided that:

a. This approval is pursuant to an Amendment No. 4 to Amended and Restated Pledge and Security Agreement, with Wells Fargo Capital Finance, LLC, as Agent, dated December 14, 2020;

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 TravelCenters of America Inc.) 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 interest certificates of TA Operating Nevada 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 Amendment No. 4 to Amended and Restated Pledge and Security 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 Amendment No. 4 to Amended and Restated Pledge and Security Agreement that increase or change the membership interest that is the subject of the pledge, or that change the identity of the Collateral Agent.

14. THAT TravelCenters of America Inc. 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 TravelCenters of America Inc. and 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 TravelCenters of America Inc., 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, at least 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. TravelCenters of America Inc. 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 TravelCenters of America Inc., its subsidiaries and any affiliated entities under the provisions of the Act and Regulations.

15. THAT TravelCenters of America Inc. shall fund and maintain with the Board a revolving fund in the amount of \$25,000 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 TravelCenters of America Inc., its subsidiaries and any affiliated entities.

16. THAT, pursuant to NRS 463.625, TravelCenters of America Inc. is exempted from compliance with NRS 463.585 through 463.615, inclusive, and shall instead comply with NRS 463.635 through 463.645, inclusive.

17. THAT TravelCenters of America Inc. 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 are consistent with the State policy set forth in NRS 463.0129 and 463.489.

ENTERED, this 20<sup>th</sup> day of May 2021.