

BEFORE THE NEVADA GAMING COMMISSION  
AND THE NEVADA GAMING CONTROL BOARD

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In the Matter of

WYNN RESORTS, LIMITED

(Registration)  
\_\_\_\_\_

SEVENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on March 13, 2019, and before the Nevada Gaming Commission (“Commission”) on March 28, 2019, 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 Wynn Resorts, Limited for (i) approval to pledge the membership interest of Wynn Resorts Holdings, LLC to Deutsche Bank AG New York Branch, as Collateral Agent, in conjunction with a credit agreement and (ii) an amendment to its Order of Registration.
2. THAT the Sixth Revised Orders of Registration of Wynn Resorts, Limited dated January 25, 2018, is hereby amended and restated, in its entirety, by this Seventh Revised Order of Registration.

3. THAT Wynn Resorts, Limited is registered as a publicly traded corporation, is found suitable as the manager of Wynn Resorts Holdings, LLC, and the Commission acknowledges that Wynn Resorts, Limited is the sole member of Wynn Resorts Holdings, LLC.

4. THAT Wynn Resorts Holdings, LLC is registered as an intermediary company and is found suitable as the sole member and manager of Wynn America, LLC.

5. THAT Wynn America, LLC is registered as an intermediary company and is found suitable as the sole member and manager of Wynn Las Vegas Holdings, LLC.

6. THAT Wynn Las Vegas Holdings, LLC is registered as an intermediary company and is licensed as the sole member and manager of Wynn Las Vegas, LLC.

7. THAT Wynn Las Vegas, LLC, dba Wynn Las Vegas, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, and to operate Gaming Salons, at 3131 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Wynn Las Vegas, LLC is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

9. THAT Stephen Alan Wynn is found suitable, pursuant to NRS 463.643 and NGC Regulation 16.400, as a shareholder and controlling shareholder of Wynn Resorts, Limited.

10. THAT Wynn Resorts, Limited is granted approval, pursuant to NRS 463.5733(1) and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in Wynn Resorts Holdings, LLC to Deutsche Bank AG New York Branch, as Collateral Agent, in conjunction with a Credit Agreement dated October 30, 2018 ("2018 Credit Agreement"), provided that:

a. This approval is pursuant to a Pledge Agreement dated October 30, 2018 ("2018 Pledge Agreement");

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 Wynn Resorts, Limited) and before any other resort to the collateral or other enforcement of a 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 Wynn Resorts Holdings, LLC 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 of the Board immediately upon request during normal business hours.

11. THAT Wynn America, LLC, is granted approval, pursuant to NRS 463.5733(1) and NGC Regulations 15B.180 and 8.030, to pledge its membership interest in Wynn Las Vegas Holdings, LLC, to Deutsche Bank AG New York Branch, as Collateral Agent, in conjunction with a Credit Agreement dated November 20, 2014 (“2014 Credit Agreement”), provided that:

a. This approval is pursuant to the Security Agreement dated November 20, 2014, as amended, (“Security Agreement”);

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 Wynn America, LLC) and before any other resort to the collateral or other enforcement of a 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 Wynn Las Vegas Holdings, LLC 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 of the Board immediately upon request during normal business hours.

12. THAT Wynn Las Vegas Holdings, LLC, is granted approval, pursuant to NRS 463.5733(1) and NGC Regulation 8.030, to pledge its membership interest in Wynn Las Vegas, LLC, to Deutsche Bank AG New York Branch, as Collateral Agent, in conjunction with the 2014

Credit Agreement as supplemented by the Joinder Agreement dated August 9, 2017, provided that:

a. This approval is pursuant to the Security Agreement Pledge Amendment dated August 9, 2017 (“Security Agreement Pledge Amendment”);

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 Wynn Las Vegas Holdings, LLC) and before any other resort to the collateral or other enforcement of a 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 Wynn Las Vegas, LLC 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 of the Board immediately upon request during normal business hours.

13. THAT Wynn Las Vegas Holdings, LLC, is granted approval, pursuant to NRS 463.5733(1) and NGC Regulation 8.030, to pledge its membership interest in Wynn Las Vegas, LLC, to Deutsche Bank Trust Company Americas, as Collateral Agent, in conjunction with 4.25% Senior Notes due 2023, 5.50% Senior Notes due 2025 and 5.25% Senior Notes due 2027, provided that:

a. This approval is pursuant to the Pledge Agreement dated May 22, 2013, as amended, the Pledge Agreement dated February 18, 2015, as amended, and the Pledge Agreement dated May 11, 2017, as amended (together the “Pledge Agreements”);

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 Wynn Las Vegas Holdings, LLC) and before any other resort to the collateral or other enforcement of a 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 Wynn Las Vegas, LLC 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 of the Board immediately upon request during normal business hours.

14. THAT the 2018 Pledge Agreement, Security Agreement, Pledge Agreements and Security Agreement Pledge Amendment 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 2018 Pledge Agreement, Security Agreement, Pledge Agreements or Security Agreement Pledge Amendment that increase or change the membership interests that are the subject of the pledges, or that change the identity of the Collateral Agent.

15. THAT Wynn Resorts, Limited shall maintain its 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 Wynn Resorts, Limited, 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 Wynn Resorts, Limited, 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. Wynn Resorts, Limited 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 Wynn Resorts, Limited, its subsidiaries and any affiliated entities under the provisions of the Act and Regulations.

16. THAT Wynn Resorts, Limited 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. 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 Wynn Resorts, Limited, its subsidiaries and any affiliated entities.

17. THAT pursuant to NRS 463.625, Wynn Resorts, Limited, 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.

18. THAT Wynn Resorts, Limited, is exempted from NGC Regulation 15 and shall instead comply with the provisions of NGC Regulation 16.

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

ENTERED at Las Vegas, Nevada, this 28<sup>th</sup> day of March 2019.