

BEFORE THE NEVADA GAMING COMMISSION  
AND THE NEVADA GAMING CONTROL BOARD

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In the Matter of

APPLICATIONS OF FIDELITY MANAGEMENT & RESEARCH COMPANY LLC, FIDELITY INSTITUTIONAL ASSET MANAGEMENT TRUST COMPANY, FIAM LLC, STRATEGIC ADVISERS, LLC, FIDELITY MANAGEMENT TRUST COMPANY, NATIONAL FINANCIAL SERVICES LLC, FIDELITY BROKERAGE SERVICES LLC, FIDELITY DIVERSIFYING SOLUTIONS, LLC, FIDELITY CLEARING CANADA ULC, FIDELITY INVESTMENTS CANADA ULC AND FIL LIMITED, FOR A WAIVER OF NRS 463.643(4) PURSUANT TO NGC REGULATIONS 16.010(14) AND 16.430

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ORDER

THIS MATTER came on regularly for hearing before the Nevada Gaming Control Board (“Board”) on July 12, 2023, and before the Nevada Gaming Commission (“Commission”) on July 27, 2023, at Carson City, 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 Fidelity Management & Research Company LLC, Fidelity Institutional Asset Management Trust Company, FIAM LLC, Strategic Advisers, LLC, Fidelity Management Trust Company, National Financial Services LLC, Fidelity Brokerage Services LLC, Fidelity Diversifying Solutions, LLC, Fidelity Clearing Canada ULC, Fidelity Investments Canada ULC and FIL Limited (collectively "Fidelity") for (i) a waiver of NRS

463.643(4) as an institutional investor pursuant to NGC Regulations 16.010(14) and 16.430, and (ii) a waiver of NGC Regulation 4.080(1), pursuant to NGC Regulation 4.080(3).

2. THAT the applications of Fidelity described herein have been filed on the basis that they are neither a commitment nor an admission of any present intent to purchase the securities of the companies for which a waiver has been requested.

3. THAT Fidelity is hereby granted, for a period of three (3) years from the effective date of this Order, a waiver of the provisions of NRS 463.643(4), pursuant to NGC Regulations 16.010(14) and 16.430, to beneficially own more than ten percent (10%), but not more than twenty-five percent (25%), unless in accordance with NGC Regulation 16.430(2), of the total number of outstanding shares of voting securities of publicly traded corporations registered with the Commission of which the equity securities are publicly available for resale (singularly, "Corporation," collectively, "Corporations"). It is provided, however, that the foregoing waiver is expressly conditioned as follows:

a. The waivers may only be utilized for, and are limited to, Fidelity's investment in the voting securities of the Corporations;

b. Fidelity must submit to the Board by the tenth (10) business day of each month for the preceding calendar month for each such Corporation a listing of the percentage of all voting securities held by Fidelity, based on the most current information available, of each Corporation in a form approved by the Board's Chair or the Chair's designee, the confidentiality of which shall be maintained by the Board and Commission pursuant to NRS 463.120; and

c. Fidelity must submit the following information to the Board within thirty (30) calendar days after the end of each calendar quarter, for each Corporation in which Fidelity owns ten percent (10%) or more of the voting securities, the confidentiality of which shall be maintained by the Board and Commission pursuant to NRS 463.120:

(1) A certification, made under oath and under the penalty of perjury, containing the following:

(a) A statement attesting that Fidelity holds and/or has held the voting securities of the Corporations for (a) investment purposes only and (b) in the ordinary course of business as an institutional investor and not for the purpose of (i) causing, directly or indirectly, the election of the members of the board of directors, or (ii) affecting any change in the corporate charter, bylaws, management, policies or operations of the Corporation or any of its affiliates,

(b) A statement that Fidelity has not exceeded the provisions of NGC Regulation 16.430(3)(a) - (e), which enumerates certain activities that are deemed to be consistent with Fidelity's holding voting securities for investment purposes only,

(c) The name, title and telephone number of the person(s) having direct control over Fidelity's holdings of voting securities in the Corporations,

(d) The name, title and telephone number of the persons serving on the Board of Trustees,

(e) A statement of all complaints, arrests, indictments or convictions of any officer or director of Fidelity regarding the rules and regulations of the Securities and Exchange Commission ("SEC") and any regulatory agency of any State where it conducts business, or any offense which would constitute a gross misdemeanor or felony if committed in the State of Nevada. The name, position, charge, arresting agency, and a brief description of the event must also be included in the statement,

(f) A statement indicating any change to the structure and/or operations of Fidelity which could affect its classification as an Institutional Investor as defined by NGC Regulation 16.010(14),

(g) A statement by the signatory of the certification that he/she has the authority to sign the certification and to bind Fidelity to the contents therein, and

(h) A disclosure of all criminal or regulatory sanctions, fines levied in the amount of \$100,000 or greater, court proceedings or investigations being

conducted by any regulatory agency or court regarding Fidelity or any of its direct or indirect subsidiaries during the relevant quarter that are known to Fidelity or its employees.

4. THAT Fidelity shall maintain a compliance program to implement and ensure Fidelity's compliance with the Nevada Gaming Control Act (the "Act"), the regulations promulgated thereunder (the "Regulations"), and this Order. The compliance program, as it relates to the applicable requirements of the Act and the Regulations, shall be amended at the request of the Board's Chair or the Chair's designee. All amendments to the compliance program shall be administratively approved by the Board's Chair or the Chair's designee.

5. THAT Fidelity shall fund and maintain with the Board a revolving fund in the total amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms and provisions of this Order or any other Orders relating to waivers of NRS 463.643(4), pursuant to NGC Regulation 16.430. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of the 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 Fidelity and its affiliated entities.

6. THAT, pursuant to NGC Regulation 4.080(3), Fidelity is granted, for a period of three (3) years from the effective date of this Order, a waiver of the provisions of NGC Regulation 4.080(1), specifically and only as it relates to the waiver of NRS 463.643(4) granted to Fidelity, pursuant to NGC Regulation 16.430, as beneficial owners of voting securities of the Corporations.

7. THAT the Commission hereby expressly finds that the waivers and exemptions granted herein are consistent with the State policies set forth in NRS 463.0129, 463.489, and 463.622 and the standards set forth in NGC Regulation 16.060.

ENTERED at Carson City, Nevada, this 27<sup>th</sup> day of July 2023.