

Gaming

There are few major gaming deals that transpire without the support of the internationally recognized gaming law group at Brownstein. We represent businesses and individuals who are seeking gaming licenses, liquor licenses and related approvals from federal, state and local agencies throughout the United States. With a team of attorneys whose backgrounds include everything from gaming regulatory agency service to former in-house counsel, we bring significant experience working with gaming regulators in most major U.S. jurisdictions.

Our gaming attorneys provide strategic guidance to our clients in structuring their major transactions to meet their operational and compliance goals and we assist in obtaining necessary approvals for public offerings, financings, business restructurings, and mergers and acquisitions. We regularly and efficiently manage all gaming issues related to the acquisition and development of hotels, resorts, racinos and casinos.

Leading the charge in the ever-expanding online gaming and sports betting markets, our attorneys completed many of the first online and sports betting transactions in New Jersey, helping to establish the framework of market access agreements that are now being implemented across the U.S. We are uniquely positioned to advise U.S. and foreign entities on the U.S. requirements to becoming licensed and operational. We counsel clients on transaction structures, technology platforms and regulatory environments associated with these emerging markets. We have strong working relationships with key gaming regulators allowing us to swiftly and efficiently solve regulatory issues for our clients in the biggest gaming markets in the country.

Brownstein's Gaming practice encompasses a broad range of services, including legal, legislative and administrative matters relating to:

- Gaming licensing
- Sports betting
- Online and mobile gaming
- Sweepstakes and promotions
- Indian (tribal) gaming
- Liquor licensing
- Corporate transactions
- Legislative counsel and lobbying
- Regulatory and compliance
- Gaming company/REIT conversions
- Emerging jurisdiction advice
- Payment processing
- Employment
- Intellectual property
- Real estate – local permitting and zoning

Subpractices

- Indian Law & Policy
- Sports Betting & Online Gaming

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Recognition

Chambers USA, 2018

National: Gaming & Licensing

What the team is known for: Reputable firm providing counsel and representation to a diverse range of gaming clients throughout the USA. Expert group of attorneys offering a wealth of industry-specific experience as well as noteworthy expertise in sophisticated licensing matters in large multijurisdictional transactions. Possesses a client list that includes major casinos, gaming companies, resorts and alternative capital providers.

Strengths: Market commentators say: "Brownstein is very strong. It's the strongest practice in terms of overall depth."

Sources say the team is "excellent, knowledgeable, reliable and easy to work with."

Nevada: Gaming & Licensing

What the team is known for: Leading firm with notable expertise in land-based gaming matters including complex M&A and financing transactions, which it regularly handles for several of Nevada's gaming giants. Fields a deep bench of attorneys with a wealth of experience in regulatory and licensing work throughout the USA, as well as related private equity issues. Also provides significant expertise in facilitating negotiations with parties involved in tribal gaming matters. Offers an additional element in its impressive international capabilities.

Representative Matters

- Our national gaming team represented Ocean Walk and its principals in the acquisition, financing and development of the Ocean Resort Casino in Atlantic City. The property, formerly known as Revel Casino Hotel, consists of a hotel & casino with circa 1,400 rooms situated on the Atlantic City Boardwalk. Our team also assisted in obtaining the required licensure arrangements for the facility in readiness for its opening in summer 2018. This matter confirms how our team has the ability to provide the full range of sector-specialist corporate/M&A; financing; development; licensing and regulatory services required on such major mandates.
- Counsel to Boyd Gaming Corporation in a strategic partnership with FanDuel Group to run online and mobile sports betting operations in the U.S.
- Represented Eastern Investments, LLC and its principals to secure their gaming licenses in connection with the Lucky Dragon Hotel & Casino.
- Assisted James Frey and Third Floor Fun, LLC to navigate the complex sweepstakes, contests, and promotional pieces throughout "Endgame: The Calling," which is a story and global contest. Representation consisted of drafting rules of play for the contest and coordinating with local counsel in key international publications to ensure that the promotion was consistent with applicable law.
- Counsel to MGM in the sale of Circus Circus Reno's assets and MGM's 50% equity interest in Silver Legacy Resort Casino Reno, as well as the sales of the Gold Strike Hotel & Casino and the Railroad Pass Hotel & Casino.
- On July 20, 2015, Pinnacle Entertainment, Inc. and Gaming and Leisure Properties, Inc. ("GLPI"), a Pennsylvania corporation which is a real estate investment trust (a "REIT") announced that the real estate assets associated with Pinnacle's casino hotel properties would be acquired by GLPI through a merger and stock acquisition. The real estate will be leased back to Pinnacle, which currently owns and operates 15 gaming properties in eight states. GLPI is a self-administered and self-managed Pennsylvania REIT. GLPI owns substantially all of the assets associated with the real property interests related to Penn National Gaming's operations. Our Gaming Group is representing Pinnacle Entertainment in obtaining the necessary

regulatory approvals in Nevada for this transaction to close.

- Represents MacAndrews & Forbes Incorporated in preparing and filing gaming license applications and assisting MacAndrews & Forbes with all on-going regulatory issues in all jurisdictions in which Scientific Games Corporation holds privileged gaming licenses.
- Brownstein advised Penn National Gaming, Inc. in its acquisition of the Tropicana Las Vegas property on the Las Vegas Strip from Tropicana Las Vegas Hotel and Casino, Inc. Brownstein assisted Penn National in obtaining the required approvals from the Nevada Gaming Commission related to the acquisition and the financing of the transaction. The Nevada Gaming Commission approvals were the final step in the regulatory process related to the acquisition and followed earlier approvals in other jurisdictions where Penn National operates.
- Brownstein's Gaming Group is acting as gaming and regulatory counsel to William Hill PLC in its acquisition of 29.4% of NeoGames S.a.r.l. ("NeoGames"), a leading online lottery software and services provider. We advise William Hill PLC in applicable licensing criteria and are assisting in obtaining U.S. gaming regulatory approvals for its acquisition of a majority stake in NeoGames.
- Represented DeSimone Gaming Inc. and its principal Joseph DeSimone in connection with nonrestricted gaming applications for licensure to operate the Railroad Pass Hotel & Casino. Shepherded the applications through the investigations and appeared with the applicants before the Nevada Gaming Control Board and Nevada Gaming Commission.
- Represented a gaming company in connection with the purchase of a grandfathered casino in Southern Nevada.
- Nevada counsel to the agents and lenders of the revolving and term loan credit facilities, to the common security agent and to the representatives of the initial purchasers of the notes in connection with the financing of GTECH's acquisition of International Game Technology.
- Represented Riviera Holdings Corporation in its sale of the real estate assets associated with the Riviera Hotel and Casino in Las Vegas to the Las Vegas Convention and Visitors Authority.
- In August 2014, Scientific Games Corporation and Bally Technologies, Inc. entered into a merger agreement under which Scientific Games would acquire Bally Technologies. Scientific Games acquired Bally's equity for \$3.3 billion and assumed Bally's \$1.8 billion of debt. Brownstein assisted Scientific Games in coordinating the regulatory approvals (both state and tribal) required across the United States for this transaction to close less than four months after it was announced.
- Obtained the final regulatory approvals for Scientific Games Corporation to purchase Bally Technologies Inc.
- Obtained the final regulatory approvals for Aristocrat Leisure Limited to purchase Video Gaming Technologies, Inc.
- Represented Columbia Properties Laughlin and CP Laughlin Realty, LLC in connection with the sale of the real property and substantially all of the assets associated with the River Palms Resort Casino and a short-term leaseback of such real property and assets. Nevada Restaurant Services, Inc. and Laughlin Hotel, LLC purchased the River Palms Resort Casino for a purchase price of \$6,750,000.
- Secured state and local gaming and other business licenses and permits for LVGV, LLC dba The M Resort Spa and Casino, following a multi-jurisdictional REIT transaction involving its parent company, Penn National Gaming, Inc.
- Served as counsel to several gaming companies in connection with acquisitions of hotel casinos located in Southern Nevada.
- Advised William Hill plc, the UK's leading book maker, in its acquisition of 100 per cent of the equity of American Wagering (dba Leroy's) and Brandywine Bookmaking (dba Lucky's), and the race book and sports pool assets and inter-casino linked system of Sierra Development Company (dba Club Cal Neva). Our

gaming and corporate/M&A teams represented William Hill in these acquisitions and continue to represent the company in obtaining all necessary licenses and regulatory approvals. Brownstein represents both William Hill and William Hill Online in their US operations.

- Acting as gaming and regulatory counsel to SHFL Entertainment in its proposed acquisition by and merger with Bally Technologies, Inc. Our gaming group has advised SHFL Entertainment in applicable licensing criteria and assisted in obtaining regulatory approvals for its merger with Bally Technologies in 61 countries and over 70 state and tribal regulatory jurisdictions in the US.
- Representing the third largest gaming company in the US, Penn National, on gaming licensure and regulatory matters for Penn National to develop and manage a casino for the Jamul Indian Tribe near San Diego, California. We also obtained all necessary Nevada regulatory approvals for Penn National to separate a portion of its 28 casinos and race track operations into a real estate investment trust.
- Representing WMS Industries, in its proposed sale to and merger with Scientific Games Corporation. We have advised WMS in applicable licensing criteria and assisted in obtaining regulatory approvals for its merger with Scientific Games Corporation in 58 countries and over 100 state and tribal regulatory jurisdictions in the US.
- Counsel to a Native American tribe before the Bureau of Indian Affairs on an issue related to off-reservation policy and gaming. Also worked with Congressional appropriators to secure support for loan guarantees of economic development projects.
- Represented Resorts Entertainment in the negotiations of an operation and management agreement with Mohegan Gaming Advisors for the Resorts Hotel and Casino in Atlantic City, New Jersey.
- Served as Nevada corporate and gaming counsel to Aristocrat Leisure Limited and its Nevada subsidiaries, including Aristocrat Technologies, Inc., as borrowers and/or as guarantors, under a new multicurrency credit facility and group guarantee.
- Counsel to bwin party digital entertainment in the California online poker services agreement with United Auburn Indian Community.
- Assisted Ameristar Casinos, Inc. and its Nevada subsidiaries as special Nevada counsel and gaming counsel in connection with the private placement of \$240,000,000 aggregate principal amount of 7.50% Senior Notes due 2021.
- Assisted Landry's, Inc. and certain of its subsidiaries as Nevada corporate and gaming counsel, and issued opinions to the agents and lenders, in connection with a new \$1,200,000,000 term and revolving loan facility. Brownstein also assisted with the issue and sale of \$425,000,000 of Landry's 9.375% Senior Notes due 2020.
- Served as special counsel and issued local Nevada counsel opinion letter and Exhibit 5 opinion in connection with offer and sale of \$325,000,000 principal amount of 7.75% Senior Subordinated Notes due 2022.
- Served as special Nevada counsel to Tropicana Entertainment, Inc. and its subsidiaries and issued a legal opinion in connection with the refinancing of the company's existing term and revolving credit facilities.
- Served as Nevada corporate, real estate and gaming counsel to Wynn Las Vegas, LLC and its subsidiaries, in connection with the issuance and sale of \$900,000,000 aggregate principal amount of the 5.375% first mortgage notes due 2022 by Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. and the concurrent amendment of the Wynn Las Vegas credit facility to permit such issuance and sale.
- Represented bwin.party digital entertainment plc, a publicly-traded online gaming company, in its joint ventures with Boyd Gaming Corporation and MGM Resorts International to offer online poker to U.S.-based players upon the passage of enabling legislation.
- Represented Tropicana in B2B and market access agreement with Gamesys Group for offering of online casino products in New Jersey.

- Represented Barden Nevada Gaming, LLC in the \$18,000,000 sale, representing 100% of the equity, of the Fitzgerald's Casino and Hotel in Las Vegas.
- Served as Nevada gaming, corporate, real estate and intellectual property counsel in connection with Station Casinos, Inc. and its operating subsidiaries' emergence from bankruptcy. Brownstein also handled the restructuring, including both asset and equity transfers and new organizational documents with the new owners, and new or amended credit facilities.
- Served as lead counsel to Treasure Island, LLC in connection with the refinancing of its existing credit facility.
- Served as Nevada corporate, real estate and gaming counsel to Caesars Entertainment Operating Company, Inc. and its subsidiaries in connection with the amendment to its senior secured credit agreements and extension of the maturity date of approximately \$800 million in loans from 2015 to 2018.
- Served as local counsel to Ameristar Casinos and its subsidiaries and issued opinions in connection with tender offer for notes, notes offering and senior secured credit facility.
- Served as Nevada corporate, gaming and real estate counsel to the owner of debt at Riviera in connection with restructuring out of bankruptcy, credit facility and related reorganization matters.
- Represented AMG Entertainment, LLC in their merger with and financing related to a significant night club, restaurant and entertainment company with primary operations in Las Vegas, Nevada.
- Served as counsel to the Flamingo Las Vegas Hotel and Casino in negotiation of the intellectual property and other rights necessary to develop a Margaritaville-themed gaming area at the Flamingo. This area is approximately 15,000 square feet and includes 22 table games and 220 slot machines.
- Represent Tropicana Entertainment Inc. in all Nevada gaming licensure and regulatory matters. Brownstein handles amendments to Tropicana's order of registration and the preparing and filing of gaming license applications, as well as assists gaming compliance personnel with ongoing regulatory issues.
- Counsel to an international asset management firm in obtaining regulatory approval in 38 states for the company to beneficially hold shares in 10 publicly-traded gaming companies. These approvals, which included applications for certification as an institutional investor in casinos, gaming manufacturers, gaming distributors and gaming suppliers, enabled the company and its affiliates and subsidiaries to passively invest in publicly-traded gaming companies.
- Represents Tropicana Entertainment and Icahn Enterprises in their acquisition of Lumière Place in St. Louis, Missouri. The representation involves assisting Tropicana Entertainment to obtain the regulatory approvals required for Tropicana Entertainment and Icahn Enterprises to own and operate a resort casino property in St. Louis, Missouri. Icahn Enterprises is the majority shareholder of Tropicana Entertainment which currently owns or operates 8 casinos in Nevada, Louisiana, Mississippi, New Jersey, Indiana, and Aruba.
- Counsel to Global Cash Access in its acquisition of Western Money Systems, a manufacturer and distributor of redemption kiosk devices to more than 200 casinos nationwide. We handled the corporate due diligence materials, drafted and negotiated the stock purchase agreement and also handled the gaming and licensing process in more than 20 states and 60 Native American tribal nations.
- Served as local counsel to Landry's Restaurants, Inc. in connection with Golden Nugget, Inc.'s amendments to its 1st and 2nd lien credit agreements, including certain covenants and restrictions. The Firm issued corporate and gaming opinions to the administrative agent for the lender, as to Golden Nugget, Inc. and its Nevada subsidiaries.
- Represented Tropicana Atlantic City Corp. in its online services agreement with Gamesys Limited.
- Counsel to Hard Rock Hotel Holdings in the licensing of the Hard Rock Hotel and Casino Tulsa, an Indian casino owned by the Cherokee Nation, and the Hard Rock Hotel and Hard Rock Casino Albuquerque, an Indian casino owned by the Pueblo of Isleta.

- Served as Nevada counsel to Ruffin Acquisition, LLC in connection with its \$775 million acquisition of Treasure Island, LLC, owner of the Treasure Island Resort on the Las Vegas strip.
- Served as local Nevada counsel in Apollo and Texas Pacific Group's acquisition of Harrah's Entertainment, Inc. including the \$32 billion multiple levels of financing - CMBS, revolver, bridge, gaming equipment and mezzanine loans - and issued opinions.
- Served as Nevada counsel with respect to Station Casinos, Inc.'s \$8 billion going private transaction, including the various related layers of financing: CMBS financing, revolver financing and mezzanine financings.
- Represented Pinnacle Entertainment, Inc. in the negotiation of a casino lease at Four Seasons, Great Exuma in the Bahamas.

Publications

- The Wire Act Applies Only to Sports Gambling, For Now
- Qualified Improvement Property Needs Improvement
- Cyber Challenges in the Gaming Industry: For the House to Win, It Can't Gamble on Cybersecurity
- Nevada
- Gaming Law in the United States (New Jersey): Overview
- The Evolution of Large Private Investments in Nevada Casinos
- Nevada
- Lottery Selection Process, Solution or Problem
- Gambling or Not: Defining the Legal Status of Products at the Intersection of Gambling and Entertainment
- Skill-Based Games Are Coming to Nevada – Could Indian Casinos Be Next?
- Nevada Gaming Control Board Concludes Daily Fantasy Sports Is Gambling
- New Regulations Will Allow Nevada Casinos to Offer Skill-Based Games

News & Events

- Gaming Law Global Guides 2017
- Ellen Whitemore—Acclaimed Gaming & Compliance Attorney—Joins Brownstein Hyatt Farber Schreck
- 6th Forum on Us Online Gaming
- 2013 Gaming Law Conference
- C5 US Online Gaming Law Forum

Meet The Team

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