

MISSOURI GAMING COMMISSION
COMMISSION RESOLUTION NO. 23-024
REGARDING WAIVER OF LICENSURE
FOR INSTITUTIONAL INVESTOR

March 29, 2023

WHEREAS, Massachusetts Financial Services Company and its subsidiaries (collectively, "Massachusetts"), has requested a waiver of licensure under 11 CSR 45-4.020 as an institutional investor; and

WHEREAS, Massachusetts has stated that it may acquire interests in multiple Missouri licensees of more than five percent (5%) but not more than twenty percent (20%); and

WHEREAS, Massachusetts has affirmed that it may acquire these interests for investment purposes only and not for the purposes of causing, directly or indirectly, changes in the management, policies, or operations of said licensees, and that Massachusetts has no involvement in the business activities of any licensee in which it holds or may acquire interest or any intention of influencing or affecting the affairs of any licensee with the stock that it now owns or may in the future acquire; and

WHEREAS, Massachusetts has affirmed that in the event Massachusetts subsequently develops an intention of controlling or participating in the management of any licensee, Massachusetts will notify the Missouri Gaming Commission (the "Commission") of said changes and refrain from participating in management or exercising such control until approved by the Commission; and

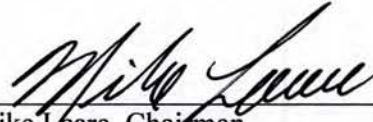
WHEREAS, Massachusetts has complied and affirmed its willingness to conform to all disclosures and notices required by 11 CSR 45-4.

NOW, THEREFORE, BE IT RESOLVED, that the Commission grants Massachusetts' request to waive licensure requirements required under 11 CSR 45-4.020 for up to and including twenty percent (20%) ownership in multiple licensees.

BE IT FURTHER RESOLVED, that the granting of this waiver in no way prevents the Commission at some future date, with or without cause, from requiring Massachusetts to apply for and obtain licensure pursuant to 11 CSR 45-4. In such an event, failure to obtain licensure could result in Massachusetts being required to divest all or part of their interest in a licensee or the loss of the licensee's ability to do business in Missouri.

BE IT FURTHER RESOLVED, that this waiver is for a period of two (2) years from the date of this Resolution, and it will be necessary for Massachusetts, and its direct and indirect investment management and broker-dealer subsidiaries to reapply for a waiver on or before sixty (60) days prior to the expiration of this waiver.

SO ADOPTED.

A handwritten signature in black ink, appearing to read "Mike Leara", written over a horizontal line.

Mike Leara, Chairman
Missouri Gaming Commission



Missouri Gaming Commission
REQUEST OF WAIVER FOR LICENSURE OF
INSTITUTIONAL INVESTOR
(Pursuant to 11 CSR 45-4.020)

Name of Individual / Entity Holding Interest: Massachusetts Financial Services Company

Business Address: 111 Huntington Avenue, Boston, MA 02199

(To enter another row in below table, press **tab** key.)

Entity (Licensee or Applicant) in which Interest is held	% of Interest held	Publicly Traded	Privately Held
International Game Technology PLC	5.13 as of 2/15/2023	X	

A holder of any direct or indirect legal or beneficial publicly traded interest of five percent (5%) or more, or privately held interest of one percent (1%) or more, in a Missouri gaming licensee or applicant, is required to obtain a key person or key person business entity license from the Missouri Gaming Commission.

A holder may, however, be exempted from the licensure requirements if such interest is held for passive investment purposes only. Individuals or entities holding up to twenty percent (20%) interest in a licensee or applicant may be exempted by the Commission for one or multiple licenses or applicants. Exemptions shall be for a period of two (2) years unless renewed. Ownership of 20% or more in a licensee or applicant requires licensure by the Commission.

Waiver applications shall be submitted to the Missouri Gaming Commission’s Jefferson City office, P.O. Box 1847, Jefferson City, Missouri 65102 or emailed to mgcmail@mgc.dps.mo.gov.

REQUEST OF WAIVER – The individual or entity named above, as holder of such interest hereby applies in writing certifying under oath as follows:

- a) The acquired interest is for passive investment purposes only;
- b) Holder does not and will not have any involvement in the management activities of the entity in which interest is acquired;
- c) Holder has no intention of controlling the entity in which interest is acquired, regardless of additional stock that may be acquired;
- d) The holder will within ten (10) days notify the Commission of any purchase of stock in the entity which causes the total holding of the entity’s outstanding stock to exceed 20%;
- e) That in the event an intention of controlling or participating in the management of the entity in which interest is acquired or held subsequently develops, holder shall notify the Commission of said change and refrain from participating in management or exercising such control until approved for licensure by the Commission.

Request of Waiver for Licensure of Institutional Investor (Pursuant to 11 CSR 45-4.020)

If the applicant for waiver is an individual, then the home and business address, occupation, employer, and title shall be provided.

- Home Address: _____
- Business Address: _____
- Occupation: _____
- Employer: _____
- Title: _____

If the applicant for a waiver is a business entity, then it shall provide the following:

- Type of entity (corporation, partnership, limited partnership, LLC, LLP, etc.):
Corporation
- State of charter Delaware
- The names and addresses (both home and business) must be included for the following officers;
 - (I) chief executive officer; (II) chief financial officer; (III) chief operating officer;
 - (IV) managing partner; (V) general partners; (VI) members of the board of directors; and
 - (VII) the registered agent.

****Check all that apply**** (Use page 3 for information on additional officers)

Name and title: Daniel W. Finegold, Senior Vice President and Senior Managing Counsel

PERSON TO BE CONTACTED IN REFERENCE TO THIS WAIVER REQUEST

<u>Daniel W. Finegold</u>	<u>Sr. Vice President and Sr. Managing Counsel</u>	
Name	Title	
<u>dfinegold@mfs.com</u>	<u>617-954-5184</u>	<u>617-350-2481</u>
E-Mail Address	Telephone Number	Fax Number

Request of Waiver for Licensure of Institutional Investor (Pursuant to 11 CSR 45-4.020)

This page is used to include additional information.

Name and title: Michael W. Roberge, Chief Executive Officer and Chair

Home address: Wayland, MA 01778

Business address: 111 Huntington Avenue
Boston, MA 02199

Name and title: Amrit Kanwal, Chief Financial Officer and Executive Vice President

Home address: Boston, MA 02116

Business address: 111 Huntington Avenue
Boston, MA 02199

Name and title: Heidi Hardin, Executive Vice President, General Counsel and Secretary

Home address: Weston, MA 02493

Business address: 111 Huntington Avenue
Boston, MA 02199

Name and title: _____

Home address: _____

Business address: _____

Request of Waiver for Licensure of Institutional Investor (Pursuant to 11 CSR 45-4.020)

I, the undersigned, in my capacity as Senior Vice President and Senior Managing Counsel with Massachusetts Financial Services Company attest that the foregoing information is accurate, and that nothing in the granting of this waiver shall prohibit the Commission, at a future date, in its sole discretion, with or without cause, from requiring any owner of any interest in a license from becoming licensed by the Commission or to divest itself of stock ownership.

Daniel W. Finegold
Signed:

February 16, 2023
Date:

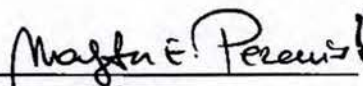
see next page
Notary:

Date:

Affix seal:

Commonwealth of Massachusetts)
)
County of Suffolk)

On this the 16th day of February, 2023, before me, the undersigned Notary Public, personally appeared Daniel W. Finegold, proved to me through satisfactory evidence of identity, which was personal knowledge, to be the person whose name is signed on the preceding document in my presence.



Malgorzata E. Pezaris
Notary Public
My Commission Expires: February 16, 2029



MALGORZATA E. PEZARIS
Notary Public
Commonwealth of Massachusetts
My Commission Expires
February 16, 2029

Item 12 Small Businesses

The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC **and** you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of *clients*. In determining your or another *person's* total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a *person*, whether through ownership of securities, by contract, or otherwise. Any *person* that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another *person* is presumed to *control* the other *person*.

	Yes No
A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?	<input checked="" type="radio"/> <input type="radio"/>
<i>If "yes," you do not need to answer Items 12.B. and 12.C.</i>	
B. Do you:	
(1) <i>control</i> another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	<input type="radio"/> <input type="radio"/>
(2) <i>control</i> another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	<input type="radio"/> <input type="radio"/>
C. Are you:	
(1) <i>controlled</i> by or under common <i>control</i> with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year?	<input type="radio"/> <input type="radio"/>
(2) <i>controlled</i> by or under common <i>control</i> with another <i>person</i> (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year?	<input type="radio"/> <input type="radio"/>

Schedule A

Direct Owners and Executive Officers

- Complete Schedule A only if you are submitting an initial application or report. Schedule A asks for information about your direct owners and executive officers. Use Schedule C to amend this information.
- Direct Owners and Executive Officers. List below the names of:
 - each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, Chief Compliance Officer (Chief Compliance Officer is required if you are registered or applying for registration and cannot be more than one individual), director, and any other individuals with similar status or functions;
 - if you are organized as a corporation, each shareholder that is a direct owner of 5% or more of a class of your voting securities, unless you are a public reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
Direct owners include any *person* that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of a class of your voting securities. For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - if you are organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 5% or more of your capital;
 - in the case of a trust that directly owns 5% or more of a class of your voting securities, or that has the right to receive upon dissolution, or has contributed, 5% or more of your capital, the trust and each trustee; and
 - if you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 5% or more of your capital, and (ii) if managed by elected managers, all elected managers.
- Do you have any indirect owners to be reported on Schedule B? Yes No
- In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
- Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- Ownership codes are: NA - less than 5% B - 10% but less than 25% D - 50% but less than 75%
A - 5% but less than 10% C - 25% but less than 50% E - 75% or more
- (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
(c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
SUN LIFE OF CANADA (U.S.) FINANCIAL SERVICES HOLDINGS,	DE	SHAREHOLDER	12/1997	E	Y	N	

INC.								
KANWAL, AMRIT, BIR-SINGH	I	DIRECTOR, EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER	01/2022	NA	Y	N	4364304	
ROBERGE, MICHAEL, WILLIAM	I	DIRECTOR, CHAIRMAN OF THE BOARD, CHAIRMAN AND CHIEF EXECUTIVE OFFICER	01/2022	NA	Y	N	2587617	
HARDIN, HEIDI, WALTER	I	EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL, AND SECRETARY	03/2017	NA	Y	N	2619251	
Strain, Kevin, D.	I	DIRECTOR	06/2017	NA	Y	N	6821867	
GEREMIA, CAROL, WILLIAM	I	DIRECTOR AND PRESIDENT	01/2018	NA	Y	N	1456883	
Kennedy, Melissa, Jane	I	DIRECTOR	01/2020	NA	Y	N	7202237	
SINGH, MANJIT	I	DIRECTOR	06/2021	NA	Y	N	7409481	
LICEA-MAILLOUX, ROSA, ESMERALDA	I	CHIEF COMPLIANCE OFFICER	03/2022	NA	Y	N	4817251	

Schedule B

Indirect Owners

- Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
 - in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.
 - in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - in the case of an owner that is a trust, the trust and each trustee; and
 - in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
- Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
- Ownership codes are: C - 25% but less than 50% E - 75% or more
D - 50% but less than 75% F - Other (general partner, trustee, or elected manager)
- (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
(b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
(c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Entity in Which Interest is Owned	Status	Date Status Acquired MM/YYYY	Ownership Code	Control Person	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
SUN LIFE FINANCIAL (U.S.) INVESTMENTS LLC	DE	SUN LIFE OF CANADA (U.S.) FINANCIAL SERVICES HOLDINGS, INC.	SHAREHOLDER	10/2001	E	Y	N	
SUN LIFE FINANCIAL (U.S.) HOLDINGS, INC.	DE	SUN LIFE FINANCIAL (U.S.) INVESTMENTS LLC	SHAREHOLDER	10/2001	E	Y	N	
SUN LIFE ASSURANCE COMPANY OF CANADA - U.S. OPERATIONS HOLDINGS, INC.	DE	SUN LIFE FINANCIAL (U.S.) HOLDINGS, INC.	SHAREHOLDER	10/2001	E	Y	N	
SUN LIFE GLOBAL INVESTMENTS INC.	FE	SUN LIFE 2007-1 FINANCING CORP.	SHAREHOLDER	11/2016	E	Y	N	
SUN LIFE FINANCIAL INC.	FE	SUN LIFE GLOBAL INVESTMENTS INC.	SHAREHOLDER	11/2004	E	Y	Y	
SUN LIFE 2007-1 FINANCING CORP.	FE	SUN LIFE ASSURANCE COMPANY OF CANADA - U.S. OPERATIONS HOLDINGS, INC.	SHAREHOLDER	11/2016	E	Y	N	

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.