

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-0123

| Part I | Reporting Issuer |
|--------|------------------|
|--------|------------------|

| | | | |
|---|----------------------------|--|----------------------|
| 1 Issuer's name | | 2 Issuer's employer identification number (EIN) | |
| Mohegan Tribal Gaming Authority | | 06-1436334 | |
| 3 Name of contact for additional information | 4 Telephone No. of contact | 5 Email address of contact | |
| Andrew R. Rudzinski | 860-862-8524 | arudzinski@mohegangaming.com | |
| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact | | 7 City, town, or post office, state, and ZIP code of contact | |
| One Mohegan Sun Boulevard | | Uncasville, CT 06382 | |
| 8 Date of action | | 9 Classification and description | |
| December 9, 2022 | | Taxable Notes Exchange | |
| 10 CUSIP number | 11 Serial number(s) | 12 Ticker symbol | 13 Account number(s) |
| See attachment. | | | |

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See attachment.](#)

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [See attachment.](#)

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [See attachment.](#)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► **See attachment.**

18 Can any resulting loss be recognized? ► See attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► **See attachment.**

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►

Ch. 1

Date ►

1/17/2023

Print your name ► **Carol Anderson**

Title ▶

Chief Financial Officer

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

| |
|-----------|
| Phone no. |
|-----------|

Mohegan Tribal Gaming Authority
Attachment to Form 8937

Form 8937, Part I, Box 10:

CUSIP number

7.875% senior notes due 2024 (CUSIP Nos. 608328 BF6 (144A); U60734 AG2 (Reg S))
13.25% senior unsecured notes due 2027 (CUSIP No. 608328 BJ8)

Form 8937, Part II, Box 14:

Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action

On November 29, 2022, Mohegan Tribal Gaming Authority (the "Company") entered into an agreement with affiliates of Chatham Asset Management, LLC to exchange Company's outstanding 7.875% senior notes due 2024 (the "Existing Notes") for newly issued 13.25% senior unsecured notes due 2027 of the Company (the "New Notes" and together with the Existing Notes, the "Notes"), on the terms and conditions described in the Exchange Agreement, dated as of November 29, 2022 (the "Exchange Agreement"). The exchange of Existing Notes for New Notes pursuant to the Exchange Agreement (the "Exchange") was settled on December 9, 2022, December 14, 2022, and December 19, 2022. The issue date of the New Notes for U.S. federal income tax purposes is December 9, 2022.

Form 8937, Part II, Box 15:

Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis

The Exchange will be treated as a taxable disposition of Existing Notes for New Notes for U.S. federal income tax purposes. In a taxable disposition, a holder generally will have an initial tax basis in a New Note received pursuant to the Exchange equal to its issue price, which the Company has determined pursuant to Treasury Regulations Section 1.1273-2(f)(9) is \$962.50 per \$1,000.00 of principal amount.

The Company's determination of issue price is binding on a holder of New Notes unless such holder explicitly discloses on such holder's timely filed U.S. federal income tax return for the taxable year that includes the acquisition date of the New Notes that its determination is different from the Company's determination, the reason for its determination and, if applicable, how it determined the fair market value.

Form 8937, Part II, Box 16:

Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates

See Box 15.

Form 8937, Part II, Box 17:

List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based

Sections 1001, 1012 and 1273.

Form 8937, Part II, Box 18:

Can any resulting loss be recognized?

In a taxable disposition of Existing Notes for New Notes, a holder may recognize loss to the extent such holder's adjusted basis in an Existing Note exceeds the issue price of a New Note received pursuant to the Exchange.

Form 8937, Part II, Box 19:

Provide any other information necessary to implement the adjustment, such as the reportable tax year

The reportable tax year is the tax year that includes December 9, 2022. In the case of calendar- year taxpayers who participated in an Exchange, the reportable tax year is 2022.

This information is being provided pursuant to the requirements of Section 6045B of the Code, and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Exchange. It does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. Holders of the Notes are encouraged to consult their tax advisors regarding the particular consequences of the Exchange to them (including the applicability and effect of all federal, state, local and non-U.S. laws).

None of the statements on this Form 8937 is intended to be tax advice, which should be obtained from your tax advisor.