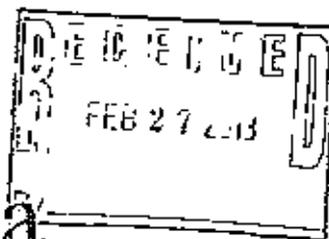




Pennsylvania
Gaming
Control
Board



**SLOT OPERATOR AND MANAGEMENT COMPANY-
APPLICATION AND DISCLOSURE INFORMATION
FORM**

Market East Associates, LP

INSTRUCTIONS

PENNSYLVANIA GAMING IS GOVERNED BY THE LAWS SET FORTH IN 4 PA.C.S. PART II, ENACTED BY THE ACT OF JULY 5, 2004 (P.L. 572, No. 71), THE PENNSYLVANIA RACE HORSE DEVELOPMENT AND GAMING ACT (ACT), AS AMENDED, AND 58 PA. CODE PART VII, PENNSYLVANIA GAMING CONTROL BOARD (REGULATIONS).

THESE INSTRUCTIONS ARE APPLICABLE TO ANY "PERSON" SEEKING TO BE LICENSED AS A CONDITIONAL CATEGORY 1, CATEGORY 1, CATEGORY 2, CATEGORY 3 SLOT MACHINE OPERATOR (COLLECTIVELY REFERRED TO HEREAFTER AS SLOT OPERATOR) OR MANAGEMENT COMPANY. PLEASE BE ADVISED THAT NO PERSON, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY THAT HAS APPLIED FOR OR IS A HOLDER OF A SLOT MACHINE LICENSE, SHALL BE ELIGIBLE TO APPLY FOR OR HOLD A SUPPLIER OR MANUFACTURER LICENSE.

AS USED IN THESE INSTRUCTIONS, THE PHRASE "AFFILIATED ENTITIES" SHALL MEAN A SLOT OPERATOR'S OR MANAGEMENT COMPANY'S AFFILIATES, INTERMEDIARIES, SUBSIDIARIES AND HOLDING COMPANIES. SLOT MACHINE OPERATORS ARE SUBJECT TO THE REQUIREMENTS OF §§1302 AND 1303 (EXCLUSIVELY FOR CATEGORY 1), 1304 (EXCLUSIVELY FOR CATEGORY 2), 1305 (EXCLUSIVELY FOR CATEGORY 3) AND 1309 (ALL CATEGORIES) OF THE ACT. CONDITIONAL CATEGORY 1 SLOT MACHINE LICENSES ARE SUBJECT TO THE REQUIREMENTS OF §1315 OF THE ACT.

THE ORIGINAL FORM, ONE PAPER COPY, AND ONE (1) COMPACT DISC (CD) CONTAINING ALL FORMS MUST BE SENT TO THE PENNSYLVANIA GAMING CONTROL BOARD, BUREAU OF LICENSING, 303 WALNUT STREET, FIFTH FLOOR, VERIZON TOWER, HARRISBURG, PENNSYLVANIA 17101 WITH THE APPROPRIATE FEE. PLEASE REFER TO THE LICENSING SECTION OF THE BOARD'S WEBSITE FOR CD FORMATTING REQUIREMENTS.

1. SLOT OPERATOR AND MANAGEMENT COMPANY

THE FORMS THAT MAKE UP AN APPLICATION PACKAGE FOR A SLOT OPERATOR OR MANAGEMENT COMPANY LICENSE ARE AS FOLLOWS:

- A. **SLOT OPERATOR AND MANAGEMENT COMPANY APPLICATION AND DISCLOSURE INFORMATION FORM (TO BE COMPLETED BY APPLICANT AND EACH OF APPLICANT'S AFFILIATED ENTITIES).**
- B. **REQUEST FOR USE OF ALTERNATIVE CONDITIONAL/CATEGORY 1 LICENSING STANDARDS FORM - ADDENDUM 1 (FOR CATEGORY 1 APPLICANTS SEEKING USE OF ALTERNATIVE LICENSING STANDARDS)**

(COMPLETE THIS FORM IF YOU ARE A CONDITIONAL/CATEGORY 1 APPLICANT AND ARE REQUESTING THAT THE BOARD UTILIZE THE LICENSE APPLICATION PACKAGE FILED IN AND LICENSE ISSUED BY ANOTHER JURISDICTION PURSUANT TO §1314 OF THE ACT. IF THE BOARD DETERMINES THAT THE LICENSING STANDARDS OF THE OTHER JURISDICTION ARE COMPREHENSIVE AND THOROUGH AND PROVIDE SIMILAR ADEQUATE SAFEGUARDS TO THOSE IN THE ACT, ONLY UPDATED INFORMATION FROM THE DATE OF FILING THE APPLICATION IN THE OTHER JURISDICTION MAY BE NECESSARY. THE CONDITIONAL/CATEGORY 1 APPLICANT MAY BE ASKED TO SUBMIT PROOF THAT THE LICENSING STANDARDS OF THE OTHER JURISDICTION ARE COMPREHENSIVE AND THOROUGH AND PROVIDE SIMILAR ADEQUATE SAFEGUARDS).

- C. **MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (MULTI-JURISDICTIONAL PHD)**

(TO BE COMPLETED BY EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE AS DEFINED IN 58 PA. CODE §401A.3) AND IDENTIFIED IN SCHEDULES 1, 5, 10, 10A, 11, 13, 15 AND 18).

- D. **PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (PA SUPPLEMENT)**

(TO BE COMPLETED BY EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE IDENTIFIED IN SCHEDULES 1, 5, 10, 10A, 11, 13, 15 AND 18).

E. PRINCIPAL ENTITY FORM

(TO BE COMPLETED BY EACH ENTITY THAT IS A PRINCIPAL IDENTIFIED IN SCHEDULES 10, 10A, 11, 13, 15 AND 18).

2. APPLICATION AND LICENSING FEES

A. APPLICATION FEES AND INVESTIGATION DEPOSITS

APPLICATION FEES MUST BE SUBMITTED WITH THE APPLICATION PACKAGE. THESE FEES ARE NON-REFUNDABLE DEPOSITS THAT WILL BE USED BY THE BOARD TO PROCESS AND INVESTIGATE THE SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT AND THE APPLICANT'S AFFILIATED ENTITIES AND PERSONS FILING FORMS AS PART OF THE APPLICATION PACKAGE. APPLICATION FEES MUST BE SUBMITTED FOR EACH APPLICANT, AFFILIATED ENTITY AND PERSON, UNLESS OTHERWISE NOTED.

THERE MAY BE ADDITIONAL COSTS AND EXPENSES INCURRED BY THE BOARD IN ITS PROCESSING AND INVESTIGATION OF THE SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT AND THE APPLICANT'S AFFILIATED ENTITIES AND PERSONS. THE SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT MUST REIMBURSE THE BOARD FOR ALL ADDITIONAL COSTS AND EXPENSES RELATED TO THE PROCESSING AND INVESTIGATION OF THEIR APPLICATION PACKAGE.

SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT	\$5,000.00
APPLICANT'S AFFILIATED ENTITIES	\$2,500.00
PRINCIPAL/KEY EMPLOYEES	\$2,500.00
PRINCIPAL ENTITY	\$2,500.00

B. LICENSING FEES

LICENSING FEES MUST BE PAID PRIOR TO ISSUANCE OF THE LICENSE.

CATEGORY 1 SLOT MACHINE LICENSE	\$50,000,000.00
CATEGORY 2 SLOT MACHINE LICENSE	\$50,000,000.00
CATEGORY 3 SLOT MACHINE LICENSE	\$5,000,000.00
CATEGORY 1 OR 2 MANAGEMENT COMPANY LICENSE.....	\$1,500,000/3 YEAR LICENSE
CATEGORY 3 MANAGEMENT COMPANY LICENSE.....	\$150,000/3 YEAR LICENSE

3. APPLICATION FORM INSTRUCTIONS

GENERALLY

AS USED IN THE SLOT OPERATOR OR MANAGEMENT COMPANY FORM, THE WORDS "APPLICANT" AND "YOU" SHALL MEAN THE SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT. WHEN APPLICANT'S AFFILIATED ENTITIES ARE COMPLETING THE FORM, "APPLICANT" AND "YOU" SHALL REFER TO THE AFFILIATED ENTITY COMPLETING THE FORM.

ALL ENTRIES ON THE FORM MUST BE TYPED OR PRINTED IN BLOCK LETTERING. INITIALS AND SIGNATURES MUST BE HANDWRITTEN BY THE PERSON PROVIDING THE INFORMATION. IF THE ANSWERS ARE NOT LEGIBLE, THE APPLICATION MAY NOT BE ACCEPTED.



READ EACH QUESTION CAREFULLY PRIOR TO ANSWERING. ANSWER EVERY QUESTION COMPLETELY. DO NOT LEAVE BLANK SPACES. IF A QUESTION DOES NOT APPLY TO THE APPLICANT, WRITE "DOES NOT APPLY" IN RESPONSE TO THAT QUESTION. IF A SCHEDULE OR ADDENDUM DOES NOT APPLY TO THE APPLICANT, WRITE "DOES NOT APPLY" ON THE SCHEDULE OR ADDENDUM.

APPENDICES ARE TO BE PROVIDED BY THE APPLICANT. THE REQUIRED APPENDICES ARE LISTED ON THE APPLICATION CHECKLIST. APPENDICES MUST BE PRESENTED IN A TABBED MANNER. EACH TAB MUST INDICATE THE APPENDIX NUMBER. IMMEDIATELY FOLLOWING THE TAB, APPLICANT MUST INSERT A PAGE WITH THE APPENDIX NUMBER AND ALL INFORMATION APPLICABLE TO THE APPENDIX. IF AN APPENDIX DOES NOT APPLY TO THE APPLICANT, WRITE "DOES NOT APPLY" ON THE APPENDIX PAGE.

ALL PAGES OF THE FORM MUST BE INITIALED BY THE APPLICANT, OR IF THE APPLICANT IS NOT A NATURAL PERSON, THE PERSON AUTHORIZED TO COMPLETE THE FORM ON BEHALF OF THE APPLICANT MUST INITIAL EACH PAGE. IF ADDITIONAL PAGES ARE REQUIRED IN ORDER TO ANSWER ANY QUESTION, ADDITIONAL PAGES MAY BE UTILIZED AND MUST BE ATTACHED TO THE FORM. BE SURE TO INDICATE THE NUMBER(S) OF THE QUESTION(S) BEING ANSWERED AND INITIAL EACH ADDITIONAL PAGE. SOME SCHEDULES MAY REQUIRE DISCLOSURE OF INFORMATION FOR MORE THAN ONE NATURAL PERSON OR ENTITY OR TYPE OF INFORMATION. IF THERE ARE MULTIPLE DISCLOSURES, MAKE ENOUGH ADDITIONAL COPIES OF THE BLANK SCHEDULE AND COMPLETE IT FOR EACH NATURAL PERSON OR ENTITY OR TYPE OF INFORMATION.

ALL REQUIRED DOCUMENTATION, SUCH AS BUSINESS FORMATION PAPERS, TAX RETURNS AND APPENDICES, AS WELL AS THE APPLICATION FORMS THAT COMPRISE AN APPLICATION PACKAGE FOR A SLOT OPERATOR OR MANAGEMENT COMPANY LICENSE, AS LISTED ABOVE, MUST BE SUBMITTED AT THE TIME OF FILING THIS FORM. FURTHER, PURSUANT TO 58 PA. CODE §§421A.1(G) AND 423A.1(E), THE APPLICANT IS UNDER A CONTINUING DUTY TO PROMPTLY NOTIFY THE BOARD IF THERE IS A CHANGE IN THE INFORMATION PROVIDED TO THE BOARD.

ADDITIONAL FINANCIAL INFORMATION WILL BE REQUESTED AS NEEDED.

SHOULD YOU BE UNABLE TO UNDERSTAND THIS FORM FULLY IN ENGLISH, IT IS YOUR RESPONSIBILITY TO ACQUIRE ADEQUATE MEANS OF TRANSLATION. IF YOU SUBMIT A DOCUMENT TO THE BOARD THAT IS IN A LANGUAGE OTHER THAN ENGLISH, YOU MUST ALSO SUBMIT AN ENGLISH TRANSLATION COMPLIANT WITH 58 PA. CODE §423A.1(H).

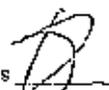
ALL NOTICES REGARDING YOUR APPLICATION WILL BE SENT TO THE ADDRESS YOU PROVIDE ON THIS FORM. YOU MUST IMMEDIATELY NOTIFY THE BOARD IF YOU CHANGE YOUR ADDRESS.

FAILURE TO ANSWER ANY QUESTION COMPLETELY AND TRUTHFULLY WILL RESULT IN DENIAL OF YOUR APPLICATION AND/OR REVOCATION OF YOUR LICENSE, REGISTRATION, CERTIFICATE OR PERMIT AND MAY SUBJECT YOU TO CRIMINAL PENALTIES UNDER 18 PA.C. S. A. §4903.

ANY PERSON WHO APPLIES FOR AND OBTAINS A LICENSE, REGISTRATION, CERTIFICATE OR PERMIT FROM THE BOARD MAY BE REQUIRED TO SUBMIT TO WARRANTLESS SEARCHES WHEN PRESENT IN A LICENSED GAMING FACILITY PURSUANT TO THE ACT.

CONFIDENTIAL INFORMATION (AS DEFINED IN 58 PA. CODE §401A.3) SUPPLIED TO THE BOARD OR OTHERWISE OBTAINED SHALL NOT BE REVEALED EXCEPT IN THE COURSE OF THE NECESSARY ADMINISTRATION OF THE ACT, OR UPON THE LAWFUL ORDER OF A COURT OF COMPETENT JURISDICTION OR, WITH THE APPROVAL OF THE ATTORNEY GENERAL, TO A DULY AUTHORIZED LAW ENFORCEMENT AGENCY. AN APPLICANT OR LICENSE, REGISTRATION, CERTIFICATE OR PERMIT HOLDER WAIVES ANY LIABILITY OF THE COMMONWEALTH OF PENNSYLVANIA AND ITS INSTRUMENTALITIES AND AGENTS FOR ANY DAMAGES RESULTING FROM ANY DISCLOSURE OR PUBLICATION IN ANY MANNER, OTHER THAN A WILLFULLY UNLAWFUL DISCLOSURE OR PUBLICATION.

PURSUANT TO 58 PA. CODE §423A.5, ONCE THE APPLICATION HAS BEEN FILED, THE APPLICANT MAY ONLY WITHDRAW ITS APPLICATION BY FILING A PETITION WITH THE BOARD SEEKING PERMISSION TO WITHDRAW.



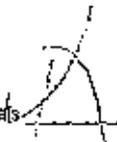
A LICENSE, PERMIT, CERTIFICATION OR REGISTRATION ISSUANCE, RENEWAL OR OTHER AUTHORIZATION ISSUED BY THE BOARD IS A REVOCABLE PRIVILEGE. NO PERSON HOLDING A LICENSE, PERMIT, CERTIFICATION OR REGISTRATION, RENEWAL, OR OTHER AUTHORIZATION IS DEEMED TO HAVE ANY PROPERTY RIGHTS RELATED TO THE LICENSE, PERMIT, CERTIFICATION OR REGISTRATION.

AN APPLICATION THAT HAS BEEN ACCEPTED FOR FILING AND ALL RELATED MATERIALS SUBMITTED TO THE BOARD BECOME THE PROPERTY OF THE BOARD AND WILL NOT BE RETURNED TO THE APPLICANT.

THIS IS AN APPLICATION FOR A SLOT MACHINE OR MANAGEMENT COMPANY LICENSE. AN ENTITY INTERESTED IN OFFERING TABLE GAMES MUST FIRST OBTAIN A SLOT MACHINE LICENSE IN ORDER TO BE ELIGIBLE TO FILE A PETITION SEEKING AUTHORIZATION TO CONDUCT TABLE GAMES. ANY REFERENCES TO TABLE GAMES IN THIS APPLICATION ARE FOR INFORMATIONAL PURPOSES ONLY.

IF YOU HAVE ANY QUESTIONS REGARDING THE APPLICATION PACKAGE FORMS OR THE INFORMATION REQUIRED TO COMPLETE ANY APPLICATION, PLEASE CONTACT THE PENNSYLVANIA GAMING CONTROL BOARD - BUREAU OF LICENSING AT (717) 346-8300.

SLOT OPERATOR OR MANAGEMENT COMPANY APPLICANT	
INSERT THE NUMBER OF EACH OF THE FOLLOWING FORMS INCLUDED IN THIS APPLICATION PACKAGE.	
<input type="text" value="10"/>	SLOT OPERATOR OR MANAGEMENT COMPANY DISCLOSURE INFORMATION FORM (FOR APPLICANT AND EACH OF APPLICANT'S AFFILIATED ENTITIES).
<input type="text" value="0"/>	REQUEST FOR USE OF ALTERNATIVE CONDITIONAL/CATEGORY 1 LICENSING STANDARDS - ADDENDUM I (FOR CONDITIONAL/CATEGORY 1 APPLICANT REQUESTING THAT THE BOARD UTILIZE THE APPLICATION FILED IN AND LICENSE ISSUED BY ANOTHER JURISDICTION).
<input type="text" value="22"/>	MULTI - JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (MULTI - JURISDICTIONAL PHD) (FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE).
<input type="text" value="22"/>	PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI - JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (PA SUPPLEMENT) (FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE).
<input type="text" value="0"/>	PRINCIPAL ENTITY FORM (FOR EACH ENTITY THAT IS A PRINCIPAL).

Initials 

APPLICANT INFORMATION

APPLICANT'S BUSINESS NAME			
BUSINESS NAME AS IT APPEARS ON APPLICANT'S CERTIFICATE OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS (SPELL OUT COMPLETE NAME, DO NOT USE ABBREVIATIONS)			
Market East Associates, LP			
TRADE NAME(S) AND DOING BUSINESS AS ("DBA") NAMES			
Does Not Apply			
IS THE APPLICANT A MINORITY OR WOMEN'S BUSINESS ENTERPRISE THAT IS CERTIFIED BY THE BUREAU OF MINORITY AND WOMEN'S BUSINESS OPPORTUNITIES OF THE DEPARTMENT OF GENERAL SERVICES?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
IF YES, PROVIDE ENTERPRISE CERTIFICATION NUMBER: _____			
APPLICANT'S PRINCIPAL ADDRESS			
ADDRESS LINE 1			
350 Sentry Parkway			
ADDRESS LINE 2			
Building 630			
ADDRESS LINE 3			
Suite 300			
CITY		STATE/PROVINCE	POSTAL CODE
Blue Bell		PA	19422
COUNTRY		EMAIL ADDRESS	
U.S.A.			
COUNTY	TOWNSHIP	WEB URL	
Montgomery			
PHONE NUMBER ()		FAX NUMBER ()	
(610) 260-1451		(610) 260-1477	
APPLICANT'S ADDRESS IN PENNSYLVANIA (IF APPLICABLE)			
ADDRESS LINE 1			
Same as above.			
ADDRESS LINE 2			
ADDRESS LINE 3			
CITY		STATE/PROVINCE	POSTAL CODE
COUNTRY		EMAIL ADDRESS	
COUNTY	TOWNSHIP	WEB URL	
PHONE NUMBER ()		FAX NUMBER ()	
CONTACT NAME FOR THIS APPLICATION			
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)
Robert	W.	Freedman	
TITLE		INDIVIDUAL EMAIL ADDRESS	
Counsel		[REDACTED]	
PHONE NUMBER ()		FAX NUMBER ()	
[REDACTED]		[REDACTED]	
APPLICANT'S FORM OF ORGANIZATION			
CHECK ONE			
<input type="checkbox"/> SOLE PROPRIETORSHIP	<input type="checkbox"/> PARTNERSHIP	<input checked="" type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> C-CORPORATION
<input type="checkbox"/> LIMITED LIABILITY COMPANY	<input type="checkbox"/> S-CORPORATION	<input type="checkbox"/> TRUST	
<input type="checkbox"/> OTHER (DESCRIBE) _____			

Initials

APPLICANT'S ORGANIZATION DOCUMENTS

STATE OF INCORPORATION, REGISTRATION OR OTHER TYPE OF FORMATION Pennsylvania	DATE OF FORMATION October 18, 2012
APPLICANT'S BUSINESS NAME AS IT APPEARS ON THE FORMATION DOCUMENTS Market East Associates, LP	
LIST ALL STATES IN WHICH THE APPLICANT IS CURRENTLY REGISTERED OR AUTHORIZED TO DO BUSINESS Pennsylvania	
COMPLETE SCHEDULE 1 CONCERNING APPLICANT'S INCORPORATORS/FOUNDERS	
IS APPLICANT REGISTERED OR AUTHORIZED TO DO BUSINESS IN THE COMMONWEALTH OF PENNSYLVANIA? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

APPLICANT'S IDENTIFICATION NUMBERS

FEDERAL EMPLOYER IDENTIFICATION NUMBER/TIN [REDACTED]	PA UNEMPLOYMENT COMPENSATION ACCOUNT NUMBER [REDACTED]
PA DEPARTMENT OF REVENUE CORPORATE BOX NUMBER [REDACTED]	PA LIQUOR CONTROL BOARD LICENSE NUMBER Does Not Apply.
PA WORKERS COMPENSATION POLICY NUMBER [REDACTED]	PA DEPARTMENT OF STATE - ENTITY NUMBER 4141251
DOES THE APPLICANT HAVE ANY OUTSTANDING TAX LIABILITIES TO EITHER THE COMMONWEALTH OF PENNSYLVANIA OR ANY [REDACTED]	

APPLICANT'S BILLING CONTACT INFORMATION

FIRST NAME Kevin	LAST NAME Hayes	SUFFIX (JR., SR., ETC.)
TITLE Outside Counsel		INDIVIDUAL EMAIL ADDRESS [REDACTED]
ADDRESS 1000 Bank Towers, 321 Spruce Street		
CITY Scranton	STATE/PROVINCE PA	POSTAL CODE 18509
PHONE NUMBER () (570) 348-7851	FAX NUMBER () (570) 344-0359	

TYPE OF LICENSE APPLICANT IS SEEKING

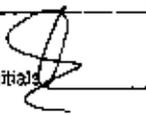
CONDITIONAL CATEGORY 1 CONDITIONAL CATEGORY 1 AFFILIATE
 CATEGORY 1 CATEGORY 1 AFFILIATE
 CATEGORY 2 CATEGORY 2 AFFILIATE
 CATEGORY 3 CATEGORY 3 AFFILIATE
 MANAGEMENT COMPANY MANAGEMENT COMPANY AFFILIATE

CRIMINAL HISTORY

THE NEXT SECTION ASKS ABOUT ANY OFFENSES OR CHARGES APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES MAY HAVE COMMITTED OR HAD FILED AGAINST THEM. PRIOR TO ANSWERING THIS QUESTION, CAREFULLY REVIEW THE DEFINITIONS AND INSTRUCTIONS THAT FOLLOW.

DEFINITIONS	FOR PURPOSES OF THIS SECTION: A. "CRIME OR OFFENSE" INCLUDES ALL FELONIES AND MISDEMEANORS, AS WELL AS SUMMARY OFFENSES THAT MAY HAVE REQUIRED YOU TO APPEAR BEFORE A LAW ENFORCEMENT AGENCY, STATE OR FEDERAL GRAND JURY, JUSTICE COURT, MUNICIPAL COURT, CITY COURT, MILITARY COURT OR ANY OTHER COURT EXCEPT JUVENILE COURT. INCLUDE ALL DUI/DWI OFFENSES. B. "ARREST" INCLUDES ANY TIME THAT YOU WERE STOPPED BY A POLICE OFFICER OR OTHER LAW ENFORCEMENT OFFICER AND ADVISED THAT YOU WERE UNDER
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	<p>ARREST, DETAINED, HELD FOR QUESTIONING, REQUESTED BY A POLICE OFFICER OR LAW ENFORCEMENT OFFICER TO COME TO A POLICE STATION AND ANSWER QUESTIONS, TAKEN INTO CUSTODY BY ANY POLICE OFFICER OR OTHER LAW ENFORCEMENT OFFICER, FINGERPRINTED, HELD IN JAIL, OR INSTRUCTED TO APPEAR IN COURT OR SUBPOENAED TO ANSWER FOR CONDUCT WHICH IS A CRIME AS HAS BEEN DEFINED IN PARAGRAPH "A."</p> <p>C. "CHARGE" INCLUDES ANY INDICTMENT, COMPLAINT, INFORMATION, SUMMONS, CITATION OR OTHER NOTICE OF THE ALLEGED COMMISSION OF ANY CRIME OR OFFENSE AS DEFINED IN PARAGRAPH "A."</p>
<p>INSTRUCTIONS</p>	<p>1. ANSWER "YES" AND PROVIDE ALL INFORMATION TO THE BEST OF YOUR ABILITY EVEN IF:</p> <p>A. YOU DID NOT COMMIT THE OFFENSE CHARGED;</p> <p>B. THE ARREST OR CHARGES WERE DISMISSED OR THE CHARGES WERE SUBSEQUENTLY DOWNGRADED TO A LESSER CHARGE;</p> <p>C. YOU PLEADED NOT GUILTY OR NOLO CONTENDERE;</p> <p>D. YOU COMPLETED AN ACCELERATED REHABILITATIVE DISPOSITION ("ARD") OR EQUIVALENT DIVERSIONARY PROGRAM;</p> <p>E. THE CHARGES OR CONVICTION WERE EXPUNGED FROM YOUR RECORD, EVEN IF YOU HAVE EXPUNGEMENT PAPERS;</p> <p>F. YOU WERE NOT CONVICTED OR WERE FOUND "NOT GUILTY"</p> <p>G. YOU DID NOT SERVE ANY TIME IN PRISON OR JAIL;</p> <p>H. THE ARRESTS, CHARGES OR OFFENSES HAPPENED A LONG TIME AGO;</p> <p>I. YOU WERE ARRESTED OR CHARGED IN ANOTHER STATE (A STATE OTHER THAN PENNSYLVANIA);</p> <p>J. YOU WERE NEVER PHYSICALLY TAKEN INTO CUSTODY AND/OR TRANSPORTED TO A POLICE STATION OR JAIL.</p> <p>2. ANSWER "NO" IF:</p> <p>A. YOU HAVE NEVER BEEN ARRESTED OR CHARGED WITH ANY CRIME OR OFFENSE;</p> <p>B. YOUR ARREST HAPPENED WHEN YOU WERE UNDER 18 YEARS OF AGE AND YOUR COURT APPEARANCE WAS IN JUVENILE COURT.</p> <p>FAILURE TO FULLY ANSWER THIS QUESTION MAY RESULT IN THE DENIAL OF YOUR APPLICATION.</p>
<p>1. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN INDICTED, CHARGED WITH OR CONVICTED OF A CRIMINAL OFFENSE OR BEEN A PARTY TO OR NAMED AS AN UNINDICTED CO-CONSPIRATOR IN ANY CRIMINAL PROCEEDING IN THE COMMONWEALTH OR ANY OTHER JURISDICTION?</p>	<p><input checked="" type="checkbox"/> YES <input type="checkbox"/> NO</p>
<p>1. A. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN CONVICTED OF A FELONY?</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>1. B. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN CONVICTED OF A MISDEMEANOR OR GAMBLING OFFENSE?</p> <p>IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE <u>SCHEDULE 23</u> CONCERNING CRIMINAL HISTORY.</p>	<p><input type="checkbox"/> YES <input checked="" type="checkbox"/> NO</p>
<p>TESTIMONY, INVESTIGATIONS OR POLYGRAPHS</p>	
<p>2. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN CALLED TO</p>	

Initials 

TESTIFY BEFORE, BEEN THE SUBJECT OF AN INVESTIGATION CONDUCTED BY, OR REQUESTED TO TAKE A POLYGRAPH EXAM BY ANY GOVERNMENTAL AGENCY, COURT, COMMITTEE, GRAND JURY OR INVESTIGATORY BODY (MUNICIPAL, STATE, COUNTY, PROVINCIAL, FEDERAL, NATIONAL, ETC.) OTHER THAN IN RESPONSE TO MINOR TRAFFIC RELATED OFFENSES?
 IF YOU ANSWER YES, YOU MUST COMPLETE SCHEDULE 24 CONCERNING TESTIMONY, INVESTIGATIONS OR POLYGRAPHS.

ANTITRUST, TRADE REGULATION & SECURITIES JUDGMENTS, STATUTORY AND REGULATORY VIOLATIONS

3. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES EVER HAD A JUDGMENT, ORDER, CONSENT DECREE OR CONSENT ORDER PERTAINING TO A VIOLATION OR ALLEGED VIOLATION OF THE FEDERAL ANTITRUST, TRADE REGULATION OR SECURITIES LAWS, OR SIMILAR LAWS OF ANY STATE, PROVINCE OR COUNTRY ENTERED AGAINST IT? YES NO

4. IN THE PAST TEN (10) YEARS, HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES HAD A JUDGMENT, ORDER, CONSENT DECREE OR CONSENT ORDER PERTAINING TO ANY STATE OR FEDERAL STATUTE, REGULATION OR CODE THAT RESULTED IN A FINE OR PENALTY OF \$50,000 OR MORE ENTERED AGAINST IT? YES NO
 IF YOU ANSWER YES TO EITHER QUESTION, YOU MUST COMPLETE SCHEDULE 26 CONCERNING ANTITRUST, TRADE REGULATION & SECURITY JUDGMENTS, STATUTORY AND REGULATORY VIOLATIONS.

BANKRUPTCY OR INSOLVENCY PROCEEDINGS

5. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES HAD ANY PETITION UNDER ANY PROVISION OF THE FEDERAL BANKRUPTCY CODE OR UNDER ANY STATE INSOLVENCY LAW FILED BY OR AGAINST IT IN THE LAST TEN (10) YEAR PERIOD? YES NO

6. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES SOUGHT RELIEF UNDER ANY PROVISION OF THE FEDERAL BANKRUPTCY CODE OR UNDER ANY STATE INSOLVENCY LAW IN THE LAST TEN (10) YEAR PERIOD? YES NO

7. HAS A COURT APPOINTED ANY RECEIVER, FISCAL AGENT, TRUSTEE, REORGANIZATION TRUSTEE, OR SIMILAR OFFICER FOR APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES IN THE LAST TEN (10) YEARS? YES NO

IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE SCHEDULE 27 CONCERNING BANKRUPTCY OR INSOLVENCY PROCEEDINGS.

APPLICANT'S LICENSES AND PERMITS

8. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES APPLIED FOR ANY LICENSE OR PERMIT BY A GOVERNMENT AGENCY FOR THE COLLECTION OF SALES AND USE TAX, SELLING AND SERVING LIQUOR AND MALT BEVERAGES, PROVIDING OVERNIGHT LODGING SERVICES OR ANY OTHER ACTIVITY REQUIRING A LICENSE OR PERMIT? A GOVERNMENT AGENCY AS USED HERE INCLUDES ANY SUBORDINATE CREATURE OF FEDERAL, STATE, NATIVE AMERICAN OR LOCAL GOVERNMENT CREATED TO CARRY OUT A GOVERNMENTAL FUNCTION OR TO IMPLEMENT A STATUTE OR STATUTES. YES NO
 IF YOU ANSWER YES, YOU MUST COMPLETE SCHEDULE 28 CONCERNING NON-GAMING LICENSES AND PERMITS.

Initials

9. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES APPLIED FOR ANY LICENSE OR PERMIT BY A GOVERNMENT AGENCY CHARGED WITH REGULATING GAMES OF CHANCE, INCLUDING BUT NOT LIMITED TO SLOT MACHINES, VIDEO LOTTERY TERMINALS, TABLE GAMES, HORSE RACING, JAI ALAI, ETC.? A GOVERNMENT AGENCY AS USED HERE INCLUDES ANY FEDERAL, STATE, NATIVE AMERICAN OR LOCAL GOVERNMENT CREATED TO CARRY OUT A GOVERNMENTAL FUNCTION OR TO IMPLEMENT A STATUTE OR STATUTES.

YES NO

IF YOU ANSWER YES, YOU MUST COMPLETE SCHEDULE 29 CONCERNING GAMING LICENSES AND PERMITS.

APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS

10. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF APPLICANT MADE ANY BRIBES OR KICKBACKS OR MADE ANY PAYMENTS ALLEGED TO HAVE BEEN BRIBES OR KICKBACKS TO ANY EMPLOYEE, PERSON, COMPANY OR ORGANIZATION TO OBTAIN FAVORABLE TREATMENT?

NO

11. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF THE APPLICANT MADE ANY BRIBES OR KICKBACKS OR MADE ANY PAYMENTS ALLEGED TO HAVE BEEN BRIBES OR KICKBACKS TO ANY GOVERNMENT OFFICIAL, DOMESTIC OR FOREIGN TO OBTAIN FAVORABLE TREATMENT?

NO

12. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES FOR OR ON BEHALF OF APPLICANT LOANED FUNDS FOR THE PURPOSE OF OPPOSING OR SUPPORTING ANY GOVERNMENT, POLITICAL PARTY, CANDIDATE OR COMMITTEE, EITHER DOMESTIC OR FOREIGN?

NO

13. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF APPLICANT DONATED OR LOANED PROPERTY OR ANY OTHER THING OF VALUE, OR ORGANIZED, SPONSORED OR PARTICIPATED IN FUNDRAISING ACTIVITIES FOR THE PURPOSE OF OPPOSING OR SUPPORTING ANY GOVERNMENT, POLITICAL PARTY, CANDIDATE OR COMMITTEE, EITHER DOMESTIC OR FOREIGN?

NO

14A. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MADE ANY LOANS, DONATIONS OR OTHER DISBURSEMENTS TO PRINCIPALS, EMPLOYEES OR ANY THIRD PARTIES FOR THE PURPOSE OF REIMBURSING SUCH INDIVIDUALS FOR POLITICAL CONTRIBUTIONS EITHER FOREIGN OR DOMESTIC?

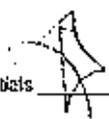
NO

14B. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES FORMED OR CAUSED TO BE FORMED, A POLITICAL ACTION COMMITTEE EITHER UNDER FEDERAL OR STATE ELECTION LAWS?

NO

14C. AS A RESULT OF THE CITIZEN'S UNITED V. FEC DECISION, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MADE "INDEPENDENT EXPENDITURES", AS DEFINED IN SEC. 1621(e) OF THE PENNSYLVANIA ELECTION CODE, FOR THE PURPOSE OF INFLUENCING AN ELECTION COVERED BY THE PENNSYLVANIA ELECTION CODE?

NO

Initials 

15. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MAINTAINED ANY BANK ACCOUNT, DOMESTIC OR FOREIGN, NOT REFLECTED ON THE APPLICANT'S BOOKS OR RECORDS?	
16. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MAINTAINED ANY NUMBERED ACCOUNT OR ANY ACCOUNT IN THE NAME OF A NOMINEE FOR APPLICANT?	
IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE <u>SCHEDULE 30</u> , CONCERNING CONTRIBUTIONS AND DISBURSEMENTS.	

APPLICATION CHECKLIST

PLACE A CHECKMARK IN THE BOX NEXT TO EACH ITEM APPLICANT HAS ATTACHED TO THIS APPLICATION AND DISCLOSURE INFORMATION FORM.		
EACH ITEM MARKED AS MANDATORY MUST BE COMPLETED AND SUBMITTED AS PART OF THIS APPLICATION FORM. IF ANY ITEM IS MISSING, THE APPLICATION WILL BE CONSIDERED INCOMPLETE AND WILL NOT BE PROCESSED. IF A QUESTION, SCHEDULE OR ADDENDUM DOES NOT APPLY TO THE APPLICANT, YOU MUST WRITE "DOES NOT APPLY" IN EACH FIELD OF THE QUESTION, SCHEDULE OR ADDENDUM.		
<input checked="" type="checkbox"/>	SCHEDULE 1: INCORPORATORS/FOUNDERS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 2: OTHER NAMES USED BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 3: ADDRESSES CURRENTLY USED BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 4: ADDRESSES USED BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 6: FORMER (NO LONGER ACTIVE) OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES	MANDATORY
<input type="checkbox"/>	SCHEDULE 7: EMPLOYEES EARNING OVER \$250,000 IN ANNUAL COMPENSATION FROM APPLICANT	MANDATORY
<input type="checkbox"/>	SCHEDULE 8: BONUS, PROFIT SHARING, PENSION RETIREMENT, DEFERRED COMPENSATION & SIMILAR PLANS	MANDATORY
<input type="checkbox"/>	SCHEDULE 9: STOCK DESCRIPTION (FOR C CORPORATIONS, S-CORPORATIONS, LLCs)	MANDATORY
<input type="checkbox"/>	SCHEDULE 10: VOTING SHAREHOLDERS (FOR C CORPORATIONS, S-CORPORATIONS, LLCs)	MANDATORY
<input type="checkbox"/>	SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)	MANDATORY
<input type="checkbox"/>	SCHEDULE 10B: INTEREST OF FORMER PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)	MANDATORY
<input type="checkbox"/>	SCHEDULE 11: NON-VOTING SHAREHOLDERS (FOR C CORPORATIONS, S-CORPORATIONS, LLCs)	MANDATORY

Initials 

<input type="checkbox"/>	SCHEDULE 12: LONG TERM DEBT	MANDATORY
<input type="checkbox"/>	SCHEDULE 13: HOLDERS OF LONG TERM DEBT	MANDATORY
<input type="checkbox"/>	SCHEDULE 14: OTHER INDEBTEDNESS AND SECURITY DEVICES	MANDATORY
<input type="checkbox"/>	SCHEDULE 15: HOLDER OF OTHER INDEBTEDNESS	MANDATORY
<input type="checkbox"/>	SCHEDULE 16: SECURITIES OPTIONS	MANDATORY
<input type="checkbox"/>	SCHEDULE 17: BENEFICIAL OWNER OF OPTIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 18: OTHER PRINCIPALS	MANDATORY
<input type="checkbox"/>	SCHEDULE 19: FINANCIAL INSTITUTIONS	MANDATORY
<input type="checkbox"/>	SCHEDULE 20: CONTRACTS	MANDATORY
<input type="checkbox"/>	SCHEDULE 21: STOCK HELD BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 22: INSIDER TRANSACTIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 23: CRIMINAL HISTORY	MANDATORY
<input type="checkbox"/>	SCHEDULE 24: TESTIMONY, INVESTIGATIONS OR POLYGRAPHS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 25: EXISTING LITIGATION	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 26: ANTITRUST, TRADE REGULATION AND SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 27: BANKRUPTCY OR INSOLVENCY PROCEEDINGS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 28: NON-GAMING LICENSES AND PERMITS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 29: GAMING LICENSES AND PERMITS	MANDATORY
<input type="checkbox"/>	SCHEDULE 30: APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 31: APPLICANT BACKGROUND PART 1	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 32: APPLICANT BACKGROUND PART 2	MANDATORY
<input type="checkbox"/>	APPLICATION FOR PENNSYLVANIA TAX CLEARANCE REVIEW	MANDATORY
<input checked="" type="checkbox"/>	AFFIDAVIT	MANDATORY
<input checked="" type="checkbox"/>	RELEASE AUTHORIZATION	MANDATORY
<input checked="" type="checkbox"/>	WAIVER OF LIABILITY	MANDATORY
<input checked="" type="checkbox"/>	DIVERSITY PLAN STATEMENT	MANDATORY
<input checked="" type="checkbox"/>	CONDITIONAL/CATEGORY 1 APPLICANT'S AFFIRMATION	CATEGORY 1 APPLICANT ONLY

<input type="checkbox"/>	ADDENDUM 1 - REQUEST FOR USE OF ALTERNATIVE CATEGORY 1 SLOT MACHINE LICENSING STANDARDS FORM	CATEGORY 1 APPLICANT ONLY
<input type="checkbox"/>	ALTERNATIVE LICENSING AFFIDAVIT	OPTIONAL CATEGORY 1 APPLICANT ONLY
<input checked="" type="checkbox"/>	LICENSED ENTITY REPRESENTATIVE REGISTRATION	MANDATORY
<input type="checkbox"/>	ANNUAL CERTIFICATION TO PREVENT VIOLATIONS OF SECTION 1513 FORM	MANDATORY
<input checked="" type="checkbox"/>	PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM	MANDATORY
<input type="checkbox"/>	FINANCIAL STATEMENT CERTIFICATION	MANDATORY
<input type="checkbox"/>	MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (ONE FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE)	MANDATORY
<input type="checkbox"/>	PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (ONE FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE)	MANDATORY
<input type="checkbox"/>	PRINCIPAL ENTITY FORM (ONE FOR EACH ENTITY THAT IS A PRINCIPAL)	MANDATORY

APPENDICES

APPENDICES: THE APPENDICES ARE DOCUMENTS THE APPLICANT MUST PROVIDE OR CREATE. THE APPENDICES ARE NOT REPRESENTED IN THE APPLICATION QUESTIONS OR ITS SCHEDULES OR ADDENDA. EACH APPENDIX SHALL BE PRESENTED IN A TABBED MANNER AND EACH TAB MUST INDICATE THE APPENDIX NUMBER AS LISTED BELOW. IF AN APPENDIX DOES NOT APPLY TO AN APPLICANT, WRITE "DOES NOT APPLY" ON THE APPENDIX PAGE.

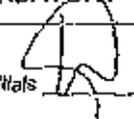
<input checked="" type="checkbox"/>	APPENDIX 1: DESCRIPTION OF THE BUSINESS CURRENTLY PERFORMED AND THE BUSINESS INTENDED TO BE PERFORMED IN THE COMMONWEALTH. THIS INFORMATION MUST BE SPECIFIC AND MUST BE ORGANIZED AROUND THE TOPICS SHOWN IN <u>SCHEDULES 31 AND 32</u> . ADDITIONALLY, APPLICANT MUST INDICATE THE RELATIONSHIP BETWEEN IT AND ITS AFFILIATED ENTITIES AS IT RELATES TO THE BUSINESS INTENDED TO BE PERFORMED IN THE COMMONWEALTH IN THE FORM OF AN ORGANIZATION CHART WITH A NARRATIVE DESCRIPTION.	MANDATORY
	APPENDIX 2: DESCRIPTION OF ANY FORMER BUSINESS ENGAGED IN DURING THE LAST TEN (10) YEARS AND THE REASON FOR CESSATION OF THE BUSINESS.	MANDATORY
	APPENDIX 3: DESCRIPTION OF ALL BONUS, PROFIT SHARING, PENSION, RETIREMENT, DEFERRED COMPENSATION AND SIMILAR PLANS. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULE 8</u> .	MANDATORY
	APPENDIX 4: DESCRIPTION OF LONG TERM DEBT. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULES 12 AND 13</u> .	MANDATORY
	APPENDIX 5: DESCRIPTION OF OTHER INDEBTEDNESS AND SECURITY DEVICES. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULES 14 AND 15</u> .	MANDATORY
	APPENDIX 6: DESCRIPTION OF SECURITIES OPTIONS. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULES 16 AND 17</u> .	MANDATORY
	APPENDIX 7: DESCRIPTION OF EXISTING LITIGATION. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULE 25</u> .	MANDATORY
	APPENDIX 8: AUDITED FINANCIAL STATEMENT FOR THE LAST FISCAL YEAR. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.	MANDATORY
	APPENDIX 9: AUDITED FINANCIAL STATEMENTS FOR THE LAST FIVE (5) YEARS. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.	MANDATORY
	APPENDIX 10: ANNUAL REPORTS FOR THE LAST FIVE (5) YEARS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 11A: ANNUAL REPORTS PREPARED ON THE SEC'S 10K FOR THE LAST FIVE (5) YEARS. APPENDIX 11B: COPIES OF ANNUAL OR QUARTERLY FILINGS FOR THE LAST FIVE (5) YEARS REQUIRED UNDER THE LAWS OF A REGULATORY AGENCY OF ANOTHER COUNTRY.	MANDATORY
	APPENDIX 12: A COPY OF THE LAST QUARTERLY UNAUDITED FINANCIAL STATEMENT.	MANDATORY
	APPENDIX 13: A COPY OR COPIES OF ANY INTERIM REPORTS.	MANDATORY

<input checked="" type="checkbox"/>	APPENDIX 14: A COPY OF THE LAST DEFINITIVE PROXY OR INFORMATION STATEMENT (SEC).	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 15: A COPY OF ALL REGISTRATION STATEMENTS FOR THE LAST FIVE (5) YEARS FILED IN ACCORDANCE WITH THE SECURITIES ACT OF 1933.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 16: COPIES OF ALL OTHER REPORTS PREPARED IN THE LAST FIVE (5) YEARS BY INDEPENDENT AUDITORS OF THE APPLICANT.	MANDATORY
<input type="checkbox"/>	APPENDIX 17: CERTIFIED COPIES OF THE ARTICLES OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS AND ALL AMENDMENTS AND PROPOSED AMENDMENTS.	MANDATORY
<input type="checkbox"/>	APPENDIX 18: CURRENT OWNERSHIP TABLE OF ORGANIZATION.	MANDATORY
<input type="checkbox"/>	APPENDIX 19: FUNCTIONAL TABLE OF ORGANIZATION FOR APPLICANT WITH JOB DESCRIPTIONS, AND NAMES OF EMPLOYEES EARNING IN EXCESS OF \$250,000 IN ANNUAL COMPENSATION.	MANDATORY
<input type="checkbox"/>	APPENDIX 20: COPIES OF FEDERAL ENTITY TAX FILINGS, INCLUDING FORMS 1120, 1120-S, 1120-F, 1065, 941 AND ALL OTHER BUSINESS RELATED TAX FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS.	MANDATORY
<input type="checkbox"/>	APPENDIX 21: COPIES OF 5500 FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 22: DESCRIBE CRIMINAL HISTORY OF APPLICANT. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULE 23</u> . NARRATIVE INFORMATION ABOUT THE NATURE OF CHARGE OR COMPLAINT AND THE DISPOSITION MUST BE PROVIDED.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 23: PURSUANT TO §1312 OF THE GAMING ACT, THE BOARD MAY NOT APPROVE AN APPLICATION FOR LICENSURE IF ANY OF ITS PRINCIPALS DO NOT MEET THE CHARACTER REQUIREMENTS OF §1310, ELIGIBILITY REQUIREMENTS, OR PURCHASES A CONTROLLING INTEREST IN A LICENSED GAMING ENTITY IN VIOLATION OF §1328. HAS THE APPLICANT DIVESTED ALL INTERESTS THAT WOULD PROHIBIT LICENSURE AND ELIMINATED ANY PRINCIPAL WHO DOES NOT MEET THE CHARACTER OR ELIGIBILITY REQUIREMENTS? IF NOT, PROVIDE AN EXPLANATION. IF IT DOES NOT APPLY, WRITE DOES NOT APPLY IN RESPONSE TO THIS APPENDIX.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 24: PURSUANT TO §1330 OF THE GAMING ACT, NO LICENSEE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY MAY POSSESS AN OWNERSHIP OR FINANCIAL INTEREST THAT IS GREATER THAN 33.3% OF ANOTHER SLOT MACHINE LICENSEE OR PERSON ELIGIBLE TO APPLY FOR A CATEGORY 1 LICENSE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY. DOES THE APPLICANT POSSESS AN OWNERSHIP OR FINANCIAL INTEREST THAT IS GREATER THAN 33.3% OF ANOTHER SLOT MACHINE LICENSEE OR PERSON ELIGIBLE TO APPLY FOR A CATEGORY 1 LICENSE, ITS AFFILIATE, INTERMEDIARY, SUBSIDIARY OR HOLDING COMPANY? PROVIDE AN EXPLANATION OR WRITE "DOES NOT APPLY".	MANDATORY
<input type="checkbox"/>	APPENDIX 25: PURSUANT TO §1512 OF THE GAMING ACT, NO EXECUTIVE-LEVEL STATE EMPLOYEE, PUBLIC OFFICIAL, PARTY OFFICER OR IMMEDIATE FAMILY MEMBER THEREOF SHALL HAVE A FINANCIAL INTEREST IN OR BE EMPLOYED, DIRECTLY OR INDIRECTLY, BY ANY LICENSED RACING ENTITY OR LICENSED GAMING ENTITY, OR ANY HOLDING, AFFILIATE, INTERMEDIARY OR SUBSIDIARY COMPANY, THEREOF, OR ANY SUCH APPLICANT.	MANDATORY

	HAS ANY PUBLIC OFFICIAL OR OTHER PROHIBITED PERSON POSSESSED A FINANCIAL INTEREST IN OR BEEN EMPLOYED DIRECTLY OR INDIRECTLY BY THE APPLICANT OR RELATED ENTITY AT OR FOLLOWING THE EFFECTIVE DATE OF THE PA GAMING ACT?	
<input type="checkbox"/>	APPENDIX 26: PURSUANT TO §1313 OF THE GAMING ACT, PROVIDE INFORMATION, DOCUMENTATION AND ASSURANCES DEMONSTRATING THAT THE APPLICANT HAS SUFFICIENT BUSINESS ABILITY AND EXPERIENCE TO CREATE AND MAINTAIN A SUCCESSFUL, EFFICIENT OPERATION. ALSO PROVIDE BIOGRAPHIES OF THE KNOWN INDIVIDUALS WHO WILL PERFORM EXECUTIVE MANAGEMENT DUTIES AND PROVIDE NAMES OF ALL PROPOSED KEY EMPLOYEES AND A DESCRIPTION OF THEIR RESPECTIVE OR PROPOSED RESPONSIBILITIES AS THEY BECOME KNOWN.	MANDATORY
<input type="checkbox"/>	APPENDIX 27: PURSUANT TO §1207(16) OF THE GAMING ACT, THE LICENSEE MUST SELL PENNSYLVANIA STATE LOTTERY TICKETS AT ITS FACILITY AS NEAR AS PRACTICABLE TO THE PAY WINDOWS. PROVIDE A PROPOSED FLOOR PLAN SPECIFYING THE LOCATIONS WHERE STATE LOTTERY TICKETS WILL BE SOLD AND THE PROXIMITY OF THOSE LOCATIONS TO PAY WINDOWS. (NOTE: THIS SUBMISSION MUST BE FINALIZED AND APPROVED BY THE BOARD PRIOR TO OPERATION).	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 28: PROVIDE A LIST OF ANY HOSPITAL, PLACE OF WORSHIP, SCHOOL, CHARITABLE INSTITUTION, PARK, ZOO OR ANY SIMILAR PLACE FREQUENTED BY THE PUBLIC WITHIN 1500 FEET OF THE PROPOSED FACILITY.	MANDATORY
<input type="checkbox"/>	APPENDIX 29: SUBMIT AN INITIAL NARRATIVE DESCRIPTION OF PROPOSED ADMINISTRATIVE AND ACCOUNTING PROCEDURES, INCLUDING A WRITTEN SYSTEM OF INTERNAL CONTROL, PURSUANT TO §1322 OF THE GAMING ACT (NOTE: THIS SUBMISSION MUST BE FINALIZED AND APPROVED BY THE BOARD PRIOR TO OPERATION).	MANDATORY
<input type="checkbox"/>	APPENDIX 30: PROVIDE MARKETING PLANS AND PROPOSALS AND DETAILS OF THE PROXIMITY OF THE FACILITY TO ITS MARKETING SERVICE AREA.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 31: PROVIDE COPIES OF LOCAL ZONING AND LAND USE APPROVALS OR A DETAILED EXPLANATION OF THE STATUS OF THE REQUEST WITH COPIES OF ALL FILINGS.	MANDATORY
<input type="checkbox"/>	APPENDIX 32: PURSUANT TO §1322 OF THE GAMING ACT AND/OR BOARD REGULATIONS, SUBMIT A COMPLETE PROPOSED SITE PLAN OF THE PROPOSED LICENSED FACILITY, INCLUSIVE OF TRAFFIC STUDIES AND THE PARKING PLAN, INCLUDING THE NUMBER OF PARKING SPACES, ACCOMPANIED BY ARCHITECTURAL DRAWINGS AND A PROPOSED GAMING FLOOR LAYOUT. THE GAMING FLOOR LAYOUT SHOULD CLEARLY DELINEATE THE SQUARE FOOTAGE OF THE AREA TO BE USED FOR THE PLACEMENT OF SLOT MACHINES AND TABLE GAMES AS WELL AS THE SQUARE FOOTAGE OF THE AREA THAT WILL NOT BE USED FOR THE PLACEMENT OF SLOT MACHINES AND TABLE GAMES. FURTHER, THE GAMING FLOOR LAYOUT SHOULD DELINEATE THE SQUARE FOOTAGE RESERVED FOR ADDITIONAL SLOT MACHINES AND TABLE GAMES PERMITTED PURSUANT TO §1210 AND §13A11 OF THE GAMING ACT. PURSUANT TO §1210, PROVIDE DETAILS OF THE PROPOSED LOCATION OF SLOT MACHINES AND TABLE GAMES AT THE FACILITY AND THE NUMBER OF SLOT MACHINES AND TABLE GAMES REQUESTED. PURSUANT TO §1207 OF THE GAMING ACT, PROPOSED SURVEILLANCE CAMERA LOCATIONS BOTH WITHIN AND OUTSIDE THE PROPOSED LICENSED FACILITY SHOULD ALSO BE CLEARLY DELINEATED ON THE GAMING FLOOR LAYOUT AS WELL AS PROPOSED SECURITY ZONES ON THE GAMING FLOOR AND WITHIN AND OUTSIDE THE LICENSED FACILITY. (NOTE: THE SITE PLAN, GAMING FLOOR LAYOUT AND RELATED SURVEILLANCE AND SECURITY PROPOSALS MUST BE FINALIZED AND APPROVED BY THE BOARD PRIOR TO OPERATION).	MANDATORY

<input type="checkbox"/>	APPENDIX 33: PROVIDE DETAILS OF PLANNED RETAIL AND FOOD VENUES FOR THE FACILITY AND THE IDENTIFICATION OF THE OPERATORS OF EACH RETAIL FOOD VENUE.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 34: PROVIDE A LOCAL IMPACT REPORT, ENGINEERING REPORTS AND TRAFFIC STUDIES, INCLUDING DETAILS OF ANY ADVERSE IMPACT ON TRANSPORTATION, TRANSIT ACCESS, HOUSING, WATER AND SEWER SYSTEMS, LOCAL POLICE AND EMERGENCY SERVICE CAPABILITIES, EXISTING TOURISM, INCLUDING HISTORICAL AND CULTURAL RESOURCES OR OTHER MUNICIPAL SERVICE OR RESOURCE. A COPY OF THE LOCAL IMPACT REPORT SHALL BE PROVIDED TO EACH POLITICAL SUBDIVISION IN WHICH THE LICENSED FACILITY WILL BE LOCATED AT LEAST SEVEN (7) DAYS PRIOR TO THE FILING OF THE APPLICATION FOR A SLOT MACHINE LICENSE. THE APPLICANT SHALL FILE A PROOF OF SERVICE WITH THE BOARD.	MANDATORY
<input type="checkbox"/>	APPENDIX 35: PROVIDE DETAILS OF LAND ACQUISITION COSTS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 36: PROVIDE DETAILS OF A COMPULSIVE OR PROBLEM GAMBLING PLAN.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 37: IF A TEMPORARY FACILITY IS TO BE LICENSED, PROVIDE DETAILS OF THE TEMPORARY FACILITY AS WELL AS A PLAN FOR HOW THE LICENSEE WILL TRANSITION TO A PERMANENT FACILITY, INCLUDING A DATE FOR THE COMPLETION OF THE PERMANENT FACILITY.	MANDATORY
<input checked="" type="checkbox"/>	<p>APPENDIX 38: AS REQUIRED BY §1325 OF THE GAMING ACT, APPLICANT MUST ADDRESS EACH ITEM LISTED IN THIS SECTION. IF AN ITEM DOES NOT APPLY, THE APPLICANT MUST STATE THAT IN RESPONSE TO EACH ITEM LISTED. PROVIDE A PLAN, WITH DETAILS, FOR THE FOLLOWING:</p> <p>(1) THE LOCATION AND QUALITY OF THE PROPOSED FACILITY, INCLUDING, BUT NOT LIMITED TO, ROAD AND TRANSIT ACCESS, PARKING AND CENTRALITY TO MARKET SERVICE AREA;</p> <p>(2) THE POTENTIAL FOR NEW JOB CREATION AND ECONOMIC DEVELOPMENT WHICH WILL RESULT FROM GRANTING A LICENSE TO THE APPLICANT;</p> <p>(3) THE APPLICANT'S -GOOD FAITH PLAN TO RECRUIT, TRAIN AND UPGRADE DIVERSITY IN ALL EMPLOYMENT CLASSIFICATIONS IN THE FACILITY;</p> <p>(4) THE APPLICANT'S GOOD FAITH PLAN FOR ENHANCING THE REPRESENTATION OF DIVERSE GROUPS IN THE OPERATION OF ITS FACILITY THROUGH THE OWNERSHIP AND OPERATION OF BUSINESS ENTERPRISES ASSOCIATED WITH OR UTILIZED BY ITS FACILITY OR THROUGH THE PROVISION OF GOODS OR SERVICES UTILIZED BY ITS FACILITY AND THROUGH THE PARTICIPATION IN THE OWNERSHIP OF THE APPLICANT. PROVIDE SPECIFIC INFORMATION REGARDING THE DIVERSITY IN OWNERSHIP OF THE APPLICANT, I.E. MINORITIES, WOMEN;</p> <p>(5) THE APPLICANT'S GOOD FAITH EFFORT TO ASSURE THAT ALL PERSONS ARE ACCORDED EQUALITY OF OPPORTUNITY IN EMPLOYMENT AND CONTRACTING BY IT AND ANY CONTRACTORS, SUBCONTRACTORS, ASSIGNEES, LESSEES, AGENTS, GAMING SERVICE PROVIDERS AND SUPPLIERS IT MAY EMPLOY DIRECTLY OR INDIRECTLY;</p> <p>(6) THE HISTORY AND SUCCESS OF THE APPLICANT IN DEVELOPING TOURISM FACILITIES ANCILLARY TO GAMING DEVELOPMENT, IF APPLICABLE TO THE APPLICANT;</p> <p>(7) THE DEGREE TO WHICH THE APPLICANT PRESENTS A PLAN FOR THE PROJECT WHICH WILL LIKELY LEAD TO THE CREATION OF QUALITY, LIVING-WAGE JOBS AND FULL-TIME PERMANENT JOBS FOR RESIDENTS OF THIS COMMONWEALTH GENERALLY AND FOR RESIDENTS OF THE HOST POLITICAL SUBDIVISION IN PARTICULAR;</p>	MANDATORY

	<p>(8) THE RECORD OF THE APPLICANT AND ITS DEVELOPER IN MEETING COMMITMENTS TO LOCAL AGENCIES, COMMUNITY-BASED ORGANIZATIONS AND EMPLOYEES IN OTHER LOCATIONS;</p> <p>(9) THE DEGREE TO WHICH POTENTIAL ADVERSE EFFECTS WHICH MIGHT RESULT FROM THE PROJECT, INCLUDING COSTS OF MEETING THE INCREASED DEMAND FOR PUBLIC HEALTH CARE, CHILD CARE, PUBLIC TRANSPORTATION, AFFORDABLE HOUSING AND SOCIAL SERVICES, WILL BE MITIGATED;</p> <p>(10) THE RECORD OF THE APPLICANT AND ITS DEVELOPER REGARDING COMPLIANCE WITH</p> <p>(i) FEDERAL, STATE AND LOCAL DISCRIMINATION, WAGE AND HOUR, DISABILITY AND OCCUPATIONAL AND ENVIRONMENTAL HEALTH AND SAFETY LAWS AS WELL AS</p> <p>(ii) STATE AND LOCAL LABOR RELATIONS AND EMPLOYMENT LAWS;</p> <p>(iii) THE APPLICANT'S RECORD IN DEALING WITH ITS EMPLOYEES AND THEIR REPRESENTATIVES AT OTHER LOCATIONS.</p>	
<input checked="" type="checkbox"/>	APPENDIX 39: PROVIDE INFORMATION DEMONSTRATING ADEQUATE FINANCING FOR THE PROPOSED FACILITY AND TERMS OF FINANCING INCLUDING PAYBACK PERIOD.	MANDATORY
<input type="checkbox"/>	APPENDIX 40: PROVIDE BUSINESS AND ECONOMIC DEVELOPMENT PLANS AND TIMETABLES, PROJECTED DEBT SERVICE EXPENSES, PROJECTED EBITDA AND INTERNAL RATE OF RETURN, PROJECTED ANNUAL GROSS TERMINAL REVENUE, PROJECTED OPERATING AND CAPITAL EXPENSES AND DEFINED GAMING MARKET AND PROJECTED VISITATION.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 41: PROVIDE LETTERS OF REFERENCE FROM LAW ENFORCEMENT AGENCIES HAVING JURISDICTION IN THE APPLICANT'S AND PRINCIPAL'S MAIN PLACE OF RESIDENCE AND PLACE OF BUSINESS INDICATING THAT THE AGENCY DOES NOT HAVE ANY PERTINENT INFORMATION RELATING TO THE APPLICANT OR ITS PRINCIPALS. IF THE LAW ENFORCEMENT AGENCY HAS INFORMATION PERTAINING TO THE APPLICANT OR ITS PRINCIPALS, THE LETTER SHALL SPECIFY THE DETAILS OF THE INFORMATION.	MANDATORY
	IF NO LETTERS ARE RECEIVED WITHIN 30 DAYS OF THE REQUEST, THE APPLICANT OR PRINCIPAL MAY SUBMIT A SWORN OR AFFIRMED STATEMENT THAT THE APPLICANT OR PRINCIPAL IS A CITIZEN IN GOOD STANDING IN HIS JURISDICTION OF RESIDENCE AND PRIMARY PLACE OF BUSINESS.	
<input type="checkbox"/>	APPENDIX 42: IF THE APPLICANT HAS HELD A GAMING LICENSE IN ANY JURISDICTION, PROVIDE A LETTER OF REFERENCE FROM THE GAMING OR CASINO ENFORCEMENT OR REGULATORY AGENCY IN THE OTHER JURISDICTION, SPECIFYING THE EXPERIENCES OF THE AGENCY WITH THE APPLICANT, THE APPLICANT'S ASSOCIATES AND THE APPLICANT'S GAMING OPERATION.	MANDATORY
	IF NO LETTER IS RECEIVED WITHIN 30 DAYS OF REQUEST BY THE APPLICANT, THE APPLICANT MAY SUBMIT A SWORN OR AFFIRMED STATEMENT THAT THE APPLICANT'S OPERATION IS IN GOOD STANDING WITH THE REGULATORY AGENCY.	
<input type="checkbox"/>	APPENDIX 43: PROVIDE AN ORIGINAL PAYMENT BOND OR AN ORIGINAL IRREVOCABLE LETTER OF CREDIT THAT INCLUDES A DRAW CERTIFICATE, AT THE APPLICANT'S OPTION, GUARANTEEING THE APPLICANT'S PAYMENT OF THE SLOT MACHINE LICENSE FEE REQUIRED BY §1209 (FOR CATEGORY 1 AND 2) AND §1305 (CATEGORY 3) OF THE GAMING ACT.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 44: PROVIDE A CHART OF EXISTING GAMING SERVICE PROVIDERS* INCLUDING THE NAME, ADDRESS, PHONE AND TAX IDENTIFICATION NUMBER OF THE	MANDATORY

initials 

	<p>GAMING SERVICE PROVIDERS, TYPES OF GOODS AND/OR SERVICES PROVIDED BY THE GAMING SERVICE PROVIDERS, TOTAL DOLLAR AMOUNT OF BUSINESS WITH GAMING SERVICE PROVIDERS IN THE PAST TWELVE (12) MONTHS AND TOTAL DOLLAR AMOUNT OF BUSINESS EXPECTED TO BE CONDUCTED WITH GAMING SERVICE PROVIDERS IN THE NEXT TWELVE (12) MONTHS.</p> <p>* GAMING SERVICE PROVIDERS IS DEFINED IN 58 PA. CODE §401A.3.</p>	
<input checked="" type="checkbox"/>	<p>APPENDIX 45: PROVIDE A SUMMARY OF ALL PERSONS WHO HOLD AN OWNERSHIP OR OTHER BENEFICIAL INTEREST IN THE APPLICANT AND ANY SUCH INTEREST IN ANY OF ITS PRINCIPAL AFFILIATES OR PRINCIPAL ENTITIES REQUIRED TO BE LICENSED OR PERMITTED IN PENNSYLVANIA; PROVIDED HOWEVER, IF ANY OF THE ENTITIES ARE PUBLICLY TRADED, ONLY INTERESTS EQUAL TO OR EXCEEDING FIVE PERCENT MUST BE DISCLOSED. OWNERSHIP INTEREST SHOULD BE PROVIDED IN A MANNER CONSISTENT WITH THE OWNERSHIP INTEREST REPORT FOUND ON THE BOARD'S WEBSITE UNDER LICENSURE/REPORTS AND GENERAL INFORMATION.</p>	MANDATORY

CATEGORY 1 APPLICANTS ONLY

<input type="checkbox"/>	<p>APPENDIX 46: PURSUANT TO §1308(C) OF THE GAMING ACT, THE BOARD AND THE COMMISSIONS SHALL NOT CONSIDER ANY APPLICATION FOR A LICENSE IF THE APPLICANT OR ANY PERSON AFFILIATED WITH OR DIRECTLY RELATED TO THE APPLICANT IS A PARTY IN ANY ONGOING CIVIL PROCEEDING IN WHICH THE PARTY IS SEEKING TO OVERTURN OR OTHERWISE CHALLENGE A DECISION OR ORDER OF THE BOARD OR COMMISSIONS PERTAINING TO THE APPROVAL, DENIAL OR CONDITIONING OF A LICENSE TO CONDUCT THOROUGHBRED OR HARNESS HORSE RACE MEETINGS RESPECTIVELY WITH PARI-MUTUEL WAGERING OR TO OPERATE SLOT MACHINES.</p> <p>IS THE APPLICANT OR AFFILIATED PERSON A PARTY TO ANY ONGOING CIVIL PROCEEDINGS SEEKING TO OVERTURN A DECISION OR ORDER OF THE BOARD OR COMMISSIONS? IF YES, THE BOARD MAY NOT CONSIDER THE APPLICATION. IF NO, PROVIDE A STATEMENT ASSERTING THAT THE APPLICANT IS NOT CHALLENGING THE BOARD OR COMMISSION'S DECISION OR ORDERS.</p>	CATEGORY 1 APPLICANT ONLY
<input type="checkbox"/>	<p>APPENDIX 47: PROVIDE A VERIFICATION FROM THE HORSE RACING COMMISSION OR THE HARNESS RACING COMMISSION STATING THAT THE APPLICANT HAS SATISFIED THE LICENSE ELIGIBILITY REQUIREMENTS UNDER §1302 OF THE GAMING ACT (RELATING TO CONDITIONAL/CATEGORY 1 SLOT MACHINE LICENSE) AND THAT THE APPLICANT SATISFIES THE LIVE RACING REQUIREMENTS UNDER §1303 OF THE GAMING ACT.</p>	CATEGORY 1 APPLICANT ONLY
<input type="checkbox"/>	<p>APPENDIX 48: PROVIDE A STATEMENT DETAILING THE APPLICANT'S REGULATORY HISTORY AS A LICENSED RACING ENTITY UNDER THE JURISDICTION OF THE PENNSYLVANIA HORSE RACING COMMISSION OR STATE HARNESS RACING COMMISSION, INCLUDING THE APPLICANT'S HISTORY OF SUITABILITY AND COMPLIANCE WITH THE RACE HORSE INDUSTRY REFORM ACT IN THE OPERATION OF THE RACE TRACK AND NONPRIMARY LOCATIONS AND THE CONDUCT OF PARI-MUTUEL WAGERING.</p>	CATEGORY 1 APPLICANT ONLY
<input type="checkbox"/>	<p>APPENDIX 49: PROVIDE A DETAILED PLAN FOR THE MANAGEMENT OF ACCOUNTS CREATED FROM FUNDS ALLOCATED UNDER §1406 OF THE GAMING ACT (RELATING TO DISTRIBUTIONS FROM PENNSYLVANIA RACE HORSE DEVELOPMENT FUND).</p>	CATEGORY 1 APPLICANT ONLY
<input type="checkbox"/>	<p>APPENDIX 50: PROVIDE A DETAILED PLAN FOR THE MANAGEMENT AND USE OF BACKSIDE AREA IMPROVEMENT AND MAINTENANCE ACCOUNTS UNDER §1404 OF THE GAMING ACT (RELATING TO DISTRIBUTION FROM LICENSEE'S REVENUE RECEIPTS).</p>	CATEGORY 1 APPLICANT ONLY

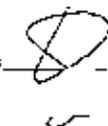
CATEGORY 3 APPLICANTS ONLY

<input type="checkbox"/>	<p>APPENDIX 51: PROVIDE A STATEMENT DETAILING THE PROPOSED PLANS AND LOCATION OF THE LICENSED FACILITY AND EXPLAIN HOW THE FACILITY WILL BE LOCATED AT A WELL-ESTABLISHED RESORT HOTEL (AS DEFINED IN BOARD REGULATIONS). INCLUDE A STATEMENT OF THE NUMBER OF ROOMS UNDER COMMON OWNERSHIP, AND HOW EACH ROOM IS HELD, I.E. NON-DEEDED TIME SHARE, DEEDED TIME SHARE AND STANDARD HOTEL ROOM. ALSO INCLUDE IN THE STATEMENT A LIST OF THE SUBSTANTIAL YEAR-ROUND RECREATIONAL GUEST AMENITIES OFFERED. THE STATEMENT MUST ALSO DEMONSTRATE COMPLIANCE WITH THE GEOGRAPHICAL REQUIREMENTS OF §1305(B) OF THE GAMING ACT (RELATING TO CATEGORY 3 SLOT MACHINE LICENSE), WHICH PROVIDES THAT NO CATEGORY 3 LICENSEE SHALL BE LOCATED WITHIN 15 LINEAR MILES OF ANOTHER LICENSED FACILITY.</p>	<p>CATEGORY 3 APPLICANT ONLY</p>
<input type="checkbox"/>	<p>APPENDIX 52: PROVIDE DOCUMENTATION TO THE BOARD PROVING THAT THE APPLICANT IS THE OWNER OF THE WELL-ESTABLISHED RESORT HOTEL OR IS A WHOLLY OWNED SUBSIDIARY OF THE OWNER OF THE WELL-ESTABLISHED RESORT HOTEL.</p>	<p>CATEGORY 3 APPLICANT ONLY</p>
<input type="checkbox"/>	<p>APPENDIX 53: PROVIDE A STATEMENT DETAILING THE APPLICANT'S PROPOSED AMENITIES PLAN. EXPLAIN THE AMENITIES THAT THE APPLICANT INTENDS TO MAKE AVAILABLE AT THE RESORT HOTEL AND THE COSTS OF THE AMENITIES TO PATRONS OF THE RESORT HOTEL.</p>	<p>CATEGORY 3 APPLICANT ONLY</p>
<input type="checkbox"/>	<p>APPENDIX 54: PROVIDE A PROPOSED FEE SCHEDULE FOR EACH AMENITY OFFERED AT THE WELL-ESTABLISHED RESORT AND A JUSTIFICATION FOR HOW THE FEES MEET THE DEFINITION OF NON-DE MINIMIS CONSIDERATION (AS DEFINED IN BOARD REGULATIONS). THE FEE SCHEDULE SHOULD INCLUDE PROPOSED FEES FOR SEASONAL OR YEAR-ROUND MEMBERSHIPS.</p>	<p>CATEGORY 3 APPLICANT ONLY</p>
<input type="checkbox"/>	<p>APPENDIX 55: PROVIDE A PLAN DETAILING HOW THE APPLICANT, AS PART OF ITS OPERATIONAL PLAN, WILL MONITOR THE GAMING AREA TO ENSURE COMPLIANCE WITH REGULATIONS RELATING TO SELF-EXCLUSION; PERSONS REQUIRED TO BE EXCLUDED AND UNDERAGE GAMING AND THAT ONLY THE FOLLOWING PERSONS ARE PERMITTED TO ENTER THE GAMING AREA: (1) REGISTERED OVERNIGHT GUESTS; (2) PATRONS OF ONE OR MORE AMENITIES (AS PATRON OF THE AMENITIES IS DEFINED IN BOARD REGULATIONS); (3) AUTHORIZED EMPLOYEES; (4) ANY OTHER PERSONS AUTHORIZED BY THE BOARD. THE PLAN SHOULD INCLUDE METHODS FOR CONTROLLING ACCESS TO THE GAMING FLOOR BY THOSE INDIVIDUALS HOLDING VALID SEASONAL OR YEAR-ROUND MEMBERSHIPS AND PATRONS OF THE AMENITIES SEEKING TO ACCESS THE GAMING FLOOR WITHIN 72 HOURS OF THE USE OF THE AMENITY.</p>	<p>CATEGORY 3 APPLICANT ONLY</p>

SCHEDULE 1: INCORPORATORS/FOUNDERS

NAME AND ADDRESS			
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)
Kenneth	Neil	Goldenberg	
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?			
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?			
NAME AND ADDRESS			
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)
Ira	Mark	Lubert	
NAME AND ADDRESS			
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)
Michael	Jay	Heller	

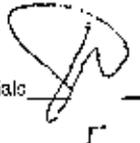
* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.



SCHEDULE 3: ADDRESSES CURRENTLY USED BY APPLICANT

PROVIDE ALL ADDRESSES CURRENTLY USED BY APPLICANT.

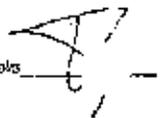
ADDRESSES			
ADDRESS PURPOSE Registered Office/Principal Place of Business			
ADDRESS LINE 1 350 Sentry Parkway		ADDRESS LINE 2 Building 630	
ADDRESS LINE 3 Suite 300		CITY Blue Bell	STATE/PROVINCE PA
COUNTRY USA	EMAIL ADDRESS	PHONE NUMBER (610) 260-1451	POSTAL CODE 19422
FAX NUMBER (610) 260-0268			
ADDRESS PURPOSE			
ADDRESS LINE 1		ADDRESS LINE 2	
ADDRESS LINE 3		CITY	STATE/PROVINCE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER ()	POSTAL CODE ()
FAX NUMBER ()			
ADDRESS PURPOSE			
ADDRESS LINE 1		ADDRESS LINE 2	
ADDRESS LINE 3		CITY	STATE/PROVINCE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER ()	POSTAL CODE ()
FAX NUMBER ()			
ADDRESS PURPOSE			
ADDRESS LINE 1		ADDRESS LINE 2	
ADDRESS LINE 3		CITY	STATE/PROVINCE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER ()	POSTAL CODE ()
FAX NUMBER ()			

Initials 

SCHEDULE 4: ADDRESSES USED BY APPLICANT

PROVIDE ALL ADDRESSES, OTHER THAN THOSE LISTED ON SCHEDULE 3, WHICH APPLICANT HAS USED OR FROM WHICH IT WAS CONDUCTING BUSINESS DURING THE LAST TEN (10) YEAR PERIOD, AND PROVIDE THE APPROXIMATE DATES DURING WHICH SUCH ADDRESSES WERE USED.

ADDRESS PURPOSE Registered Office		ADDRESS USED FROM Oct. 18, 2012	ADDRESS USED TO Nov. 9, 2012
ADDRESS LINE 1 c/o Michael J. Heller		ADDRESS LINE 2 1900 Market Street	
ADDRESS LINE 3		CITY Philadelphia	STATE/PROVINCE PA
COUNTRY U.S.A.		PHONE NUMBER ()	POSTAL CODE 19103
EMAIL ADDRESS		FAX NUMBER ()	
ADDRESS PURPOSE		ADDRESS USED FROM	ADDRESS USED TO
ADDRESS LINE 1		ADDRESS LINE 2	
ADDRESS LINE 3		CITY	STATE/PROVINCE
COUNTRY		PHONE NUMBER ()	POSTAL CODE
EMAIL ADDRESS		FAX NUMBER ()	
ADDRESS PURPOSE		ADDRESS USED FROM	ADDRESS USED TO
ADDRESS LINE 1		ADDRESS LINE 2	
ADDRESS LINE 3		CITY	STATE/PROVINCE
COUNTRY		PHONE NUMBER ()	POSTAL CODE
EMAIL ADDRESS		FAX NUMBER ()	
ADDRESS PURPOSE		ADDRESS USED FROM	ADDRESS USED TO
ADDRESS LINE 1		ADDRESS LINE 2	
ADDRESS LINE 3		CITY	STATE/PROVINCE
COUNTRY		PHONE NUMBER ()	POSTAL CODE
EMAIL ADDRESS		FAX NUMBER ()	

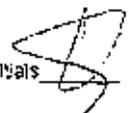
Initials 

SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

NAME AND HOME ADDRESS				
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
Market East GG Investors, LP				
ADDRESS LINE 1		ADDRESS LINE 2		
[REDACTED]				
APPLICANT NAME		CURRENT TITLE OR POSITION		
Market East Associates, LP		General Partner		
ADDRESS LINE 1		ADDRESS LINE 2		
350 Sentry Parkway		Building 630		
ADDRESS LINE 3		CITY	STATE/PROVINCE	POSTAL CODE
Suite 300		Blue Bell	PA	19422
COUNTRY	EVAL. ADDRESS	PHONE NUMBER	FAX NUMBER	
USA	[REDACTED]	(610) 260-1451	(610) 260-0268	
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)
11/2012	Present	[REDACTED] Partner	[REDACTED]	[REDACTED]
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?				[REDACTED]
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?				[REDACTED]

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

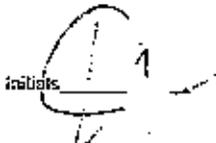
initials 

SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

FIRST NAME		MIDDLE NAME		LAST NAME		SUFFIX (JR., SR., ETC.)		DATE OF BIRTH	
Ira		Mark		Lubert				[REDACTED]	
ADDRESS LINE 1					ADDRESS LINE 2				
[REDACTED]									
APPLICANT ADDRESS									
APPLICANT NAME					CURRENT TITLE OR POSITION				
Market East Associates, LP					Limited Partner				
ADDRESS LINE 1					ADDRESS LINE 2				
350 Sentry Parkway					Building 630				
ADDRESS LINE 3					CITY		STATE/PROVINCE		POSTAL CODE
Suite 300					Philadelphia		PA		19422
COUNTRY			EMAIL ADDRESS			PHONE NUMBER		FAX NUMBER	
U.S.A			[REDACTED]			(610) 260-1451		(610) 260-0268	
DATES, TITLES AND/OR POSITIONS HELD (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)									
FROM DATE		TO DATE		TITLE OR POSITION		ANNUAL COMPENSATION'S VALUE		COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)	
11/2012		Present		Limited Partner		[REDACTED]		[REDACTED]	
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?									
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?									
[REDACTED]									

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

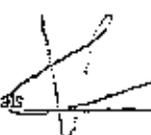
initials 

SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

NAME AND HOME ADDRESS				
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
Michael	Jay	Heller		[REDACTED]
[REDACTED]		ADDRESS LINE 2	[REDACTED]	
[REDACTED]		[REDACTED]	[REDACTED]	
APPLICANT NAME		CURRENT TITLE OR POSITION		
Market East Associates, LP		Limited Partner		
ADDRESS LINE 1		ADDRESS LINE 2		
350 Sentry Parkway		Building 630		
ADDRESS LINE 3		CITY	STATE/PROVINCE	POSTAL CODE
Suite 300		Philadelphia	PA	19422
COUNTRY		PHONE NUMBER		FAX NUMBER
U.S.A.		[REDACTED] (610) 260-1451		(610) 260-0268
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEE, BONUS OR OTHER)
11/2012	Present	Limited Partner	[REDACTED]	[REDACTED]
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?				[REDACTED]
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?				[REDACTED]

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

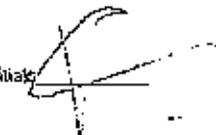
Initials 

SCHEDULE S: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

NAME AND HOME ADDRESS				
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
Inner-City Gaming, LLC				
ADDRESS LINE 1				
[REDACTED]				
ADDRESS LINE 2				
[REDACTED]				
EMAIL ADDRESS				
[REDACTED]				
APPLICANT ADDRESS				
APPLICANT NAME		CURRENT TITLE OR POSITION		
Market East Associates, LP		Limited Partner		
ADDRESS LINE 1		ADDRESS LINE 2		
350 Sentry Parkway		Building 630		
ADDRESS LINE 3		CITY	STATE/PROVINCE	POSTAL CODE
Suite 300		Philadelphia	PA	19422
COUNTRY	EMAIL ADDRESS		PHONE NUMBER	FAX NUMBER
U.S.A	[REDACTED]		(610) 260-1451	(610) 260-0268
EMPLOYMENT DATES, STATES AND/OR POSITIONS HELD (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)				
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)
11/2012	Present	Limited Partner	[REDACTED]	[REDACTED]
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?				<input type="checkbox"/> Yes <input type="checkbox"/> No
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?				<input type="checkbox"/> Yes <input type="checkbox"/> No

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

Initials 

SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

NAME AND HOME ADDRESS				
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
Market East GP, LLC				
[REDACTED]		[REDACTED]	[REDACTED]	
EMAIL ADDRESS				
[REDACTED]				
APPLICANT NAME		CURRENT TITLE OR POSITION		
Market East Associates, LP		General Partner		
ADDRESS LINE 1		ADDRESS LINE 2		
350 Sentry Parkway		Building 630		
ADDRESS LINE 3		CITY	STATE/PROVINCE	POSTAL CODE
Suite 300		Philadelphia	PA	19422
COUNTRY	EMAIL ADDRESS	PHONE NUMBER	FAX NUMBER	
U.S.A.	rfreedman@goldenberggroup.com	(610) 260-1451	(610) 260-0268	
DATES, TITLES AND/OR POSITIONS HELD (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)				
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)
11/2012	Present	General Partner	[REDACTED]	[REDACTED]
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?				
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?				

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

FIRST NAME David		MIDDLE NAME	LAST NAME Adelman		SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
ADDRESS LINE 1			ADDRESS LINE 2			
ADDRESS LINE 3			CITY	STATE/PROVINCE	POSTAL CODE	
COUNTRY	EMAIL ADDRESS		PHONE NUMBER		FAX NUMBER	
APPLICANT NAME Market East Associates, LP			CURRENT TITLE OR POSITION Limited Partner			
ADDRESS LINE 1 350 Sentry Parkway			ADDRESS LINE 2 Building 630			
ADDRESS LINE 3 Suite 300			CITY Philadelphia	STATE/PROVINCE PA	POSTAL CODE 19422	
COUNTRY U.S.A.	EMAIL ADDRESS		PHONE NUMBER (610) 260-1451		FAX NUMBER (610) 260-0288	
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)		
01/31/2013	Present	Limited Partner				
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED? <input type="checkbox"/>						
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED? <input type="checkbox"/>						

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

[Handwritten Signature]

SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

NAME AND HOME ADDRESS														
FIRST NAME	MIDDLE NAME	LAST NAME		SUFFIX (JR., SR., ETC.)	DATE OF BIRTH									
Kenneth	Neil	Goldenberg			[REDACTED]									
ADDRESS LINE 1			ADDRESS LINE 2											
ADDRESS LINE 3			CITY	STATE/PROVINCE	POSTAL CODE									
COUNTRY			EMAIL ADDRESS	PHONE NUMBER	FAX NUMBER									
U.S.A.			[REDACTED]	[REDACTED]	[REDACTED]									
APPLICANT ADDRESS			CURRENT TITLE OR POSITION											
APPLICANT NAME			CURRENT TITLE OR POSITION											
Market East Associates, LP			Limited Partner											
ADDRESS LINE 1			ADDRESS LINE 2											
350 Sentry Parkway			Building 630											
ADDRESS LINE 3			CITY	STATE/PROVINCE	POSTAL CODE									
Suite 300			Philadelphia	PA	19422									
COUNTRY			PHONE NUMBER	FAX NUMBER										
U.S.A.			(510) 260-1451	(610) 260-0268										
FROM DATE			TO DATE			TITLE OR POSITION			ANNUAL COMPENSATION VALUE			COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)		
2/2013			Present			Limited Partner			[REDACTED]			[REDACTED]		
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?												[REDACTED]		
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?												[REDACTED]		

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

PERSON'S NAME AND HOME ADDRESS				
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (Jr., Sr., ETC.)	DATE OF BIRTH
Main Line MEA Partners, LP				
ADDRESS LINE 1		ADDRESS LINE 2		
[REDACTED]		[REDACTED]		
[REDACTED]		[REDACTED]		
[REDACTED]		[REDACTED]		
APPLICANT NAME		CURRENT TITLE OR POSITION		
Market East Associates, LP		Limited Partner		
ADDRESS LINE 1		ADDRESS LINE 2		
350 Sentry Parkway		Building 630		
ADDRESS LINE 3		CITY	STATE-PROVINCE	POSTAL CODE
Suite 300		Philadelphia	PA	19422
COUNTRY	PHONE NUMBER	FAX NUMBER		
U.S.A.	(610) 260-1451	(610) 260-0268		
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)
2/2013	Present	Limited Partner	[REDACTED]	[REDACTED]
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED? [REDACTED]				
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED? [REDACTED]				

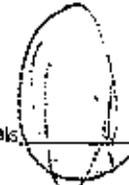
* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

SCHEDULE 5: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES, GRANTORS OR BENEFICIARIES OF A TRUST THAT IS REQUIRED TO BE LICENSED AS A PRINCIPAL UNDER THIS CHAPTER.

PERSONAL NAME AND HOME ADDRESS				
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
MGA Holding PA, LLC				
ADDRESS LINE 1		ADDRESS LINE 2		
[REDACTED]		[REDACTED]		
APPLICANT NAME		CURRENT TITLE OR POSITION		
Market East Associates, LP		Limited Partner		
ADDRESS LINE 1		ADDRESS LINE 2		
350 Sentry Parkway		Building 630		
ADDRESS LINE 3		CITY	STATE/PROVINCE	POSTAL CODE
Suite 300		Philadelphia	PA	19422
COUNTRY		PHONE NUMBER	FAX NUMBER	
U.S.A		(610) 260-1451	(610) 260-0268	
EMPLOYMENT DATES, TITLES AND/OR POSITIONS HELD (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)				
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)
2/2013	Present	Limited Partner	[REDACTED]	[REDACTED]
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?				[REDACTED]
PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?				[REDACTED]

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

Initials 

SCHEDULE 6: FORMER (NO LONGER ACTIVE) OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES

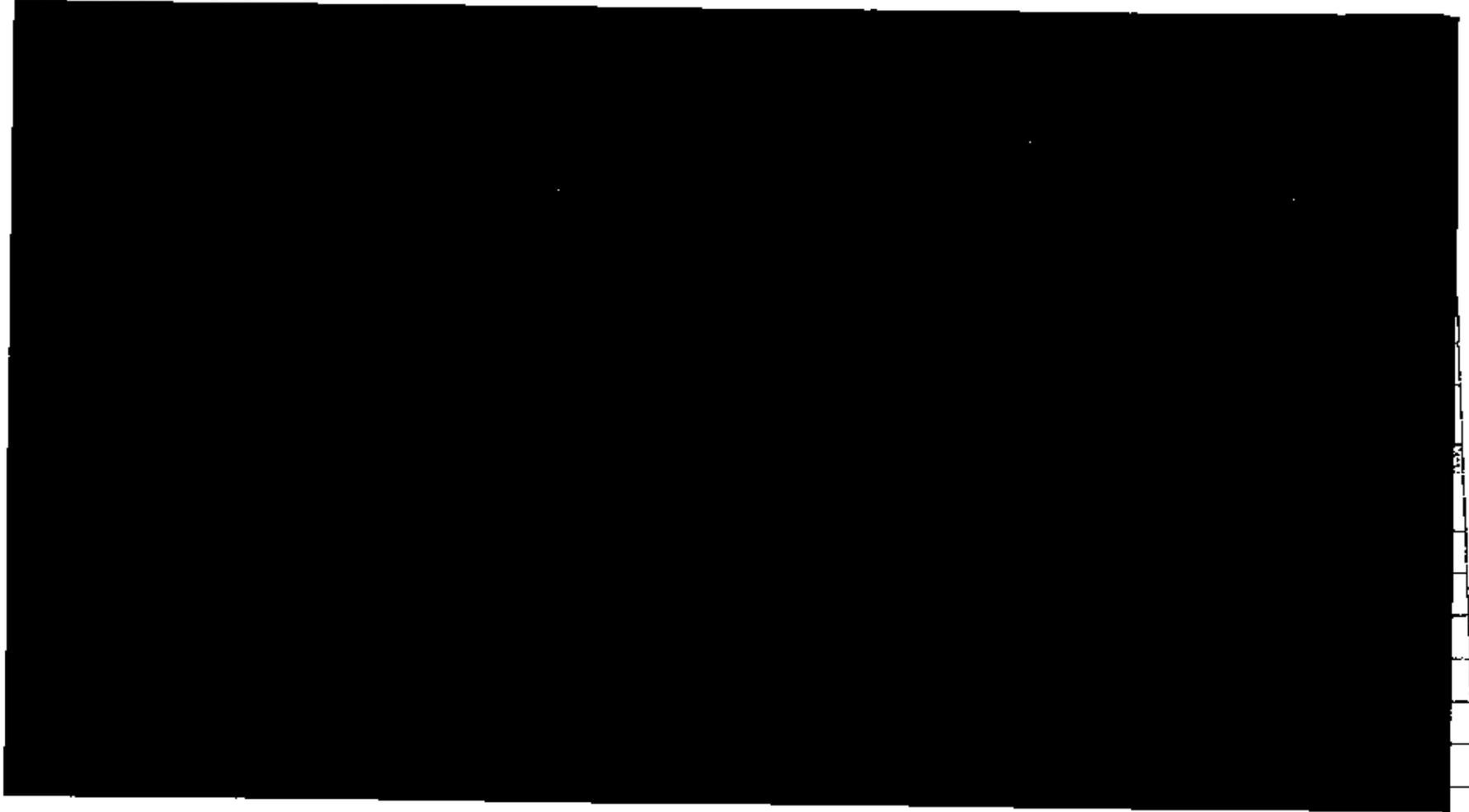
PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS AND TRUSTEES WHO ARE NO LONGER ACTIVELY INVOLVED WITH APPLICANT BUT WHO HELD A POSITION DURING THE LAST TEN (10) YEAR PERIOD.

NAME AND HOME ADDRESS				
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
Does Not Apply				
ADDRESS LINE 1		ADDRESS LINE 2		
ADDRESS LINE 3		CITY	STATE/PROVINCE	POSTAL CODE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER ()	FAX NUMBER ()	
APPLICANT NAME AND ADDRESS				
APPLICANT NAME		MOST RECENT TITLES OR POSITIONS		
ADDRESS LINE 1		ADDRESS LINE 2		
ADDRESS LINE 3		CITY	STATE/PROVINCE	POSTAL CODE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER ()	FAX NUMBER ()	
EMPLOYMENT DATES, TITLES AND/OR POSITIONS HELD (STARTING WITH MOST RECENT AND WORKING BACKWARDS)				
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION & VALUE	REASON FOR LEAVING

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

SCHEDULE 7: EMPLOYEES EARNING OVER \$250,000 IN ANNUAL COMPENSATION FROM APPLICANT

PROVIDE THE FOLLOWING INFORMATION FOR ALL EMPLOYEES EARNING OVER \$250,000 IN ANNUAL COMPENSATION FROM APPLICANT. DO NOT INCLUDE PERSONS ALREADY LISTED ON SCHEDULE 5.



* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY

.CB-CA-0912

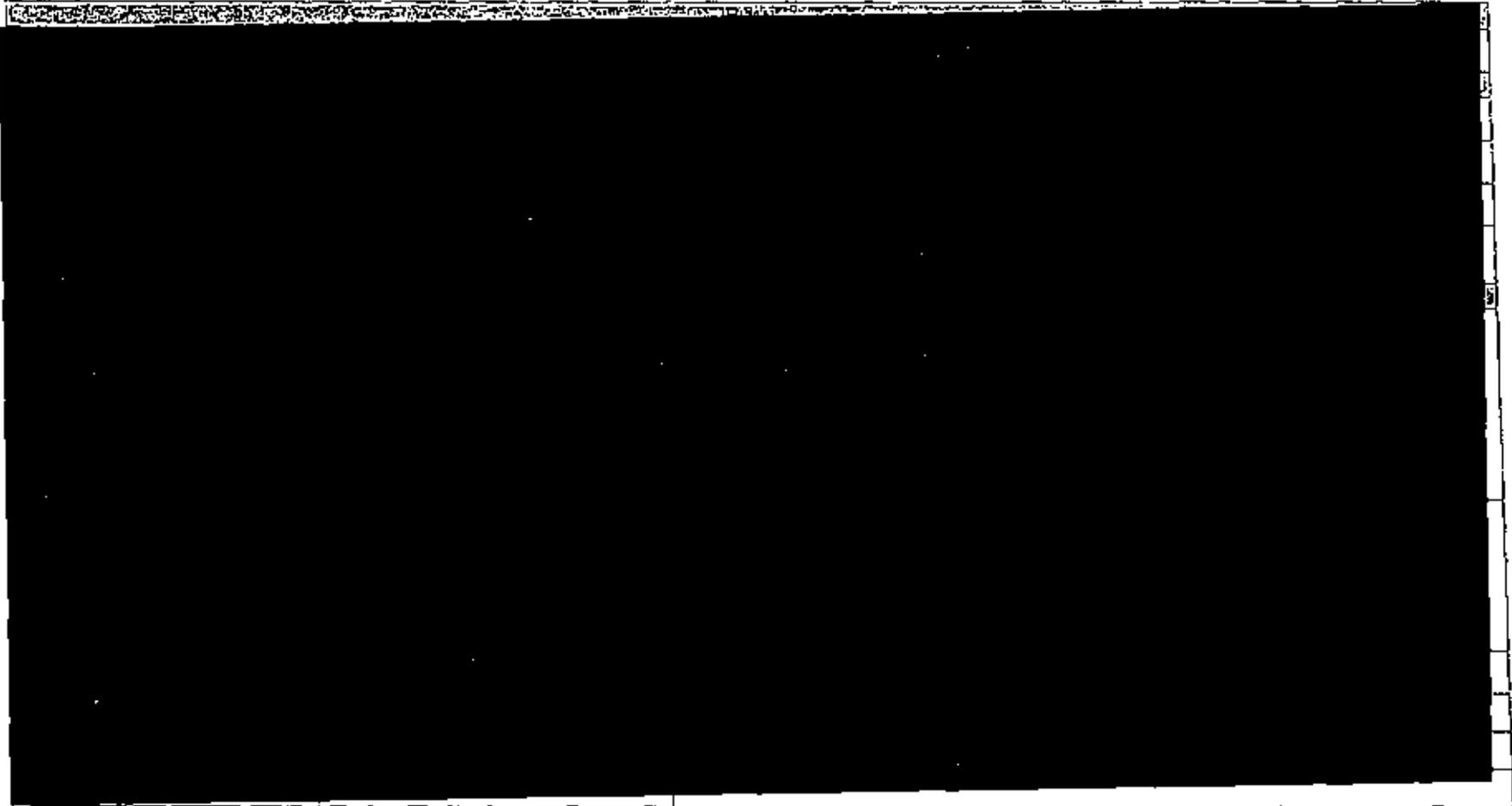
26

Initials

Handwritten initials 'D' written over a horizontal line.

SCHEDULE 8: BONUS, PROFIT SHARING, PENSION RETIREMENT, DEFERRED COMPENSATION & SIMILAR PLANS

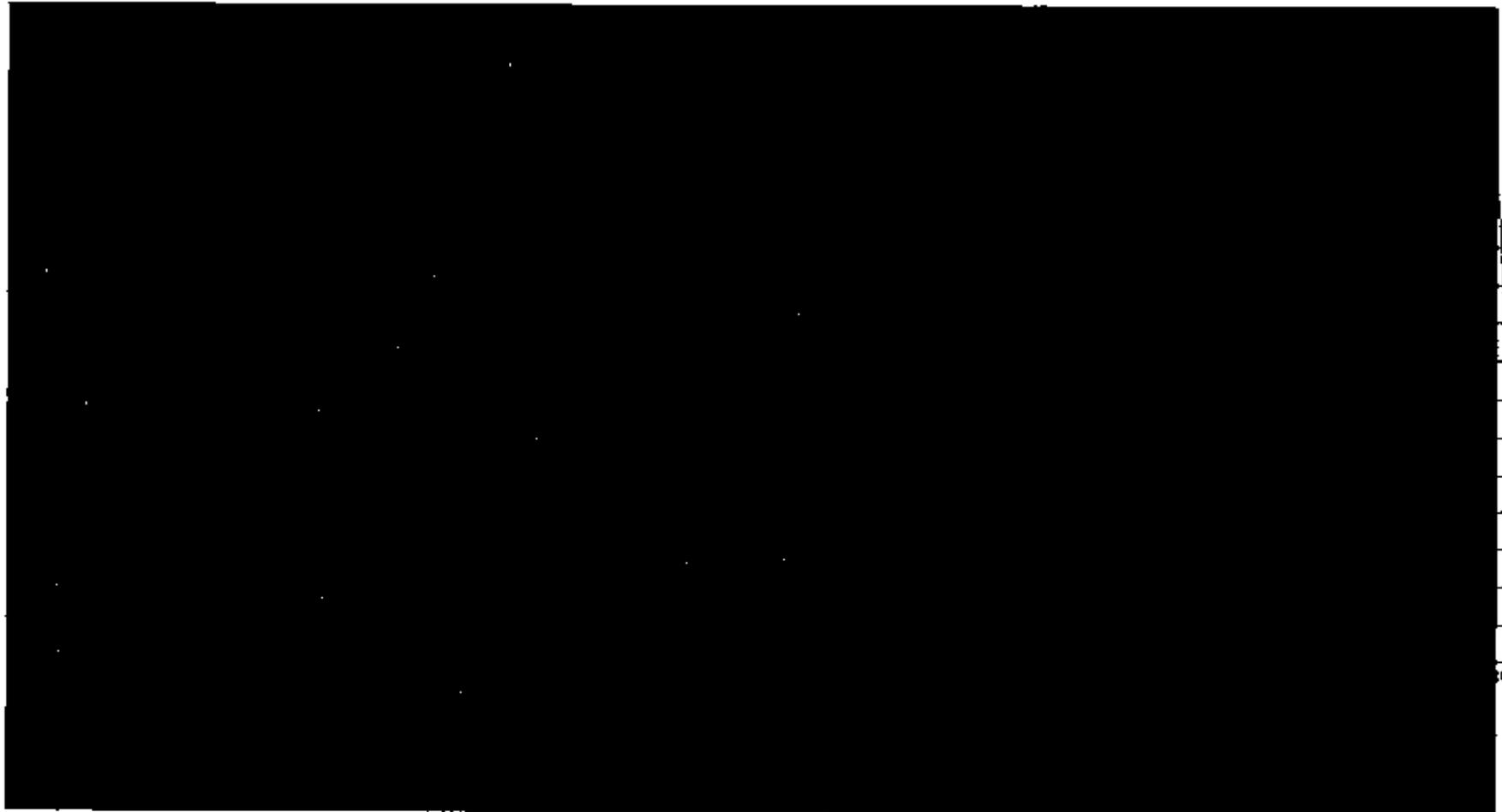
PROVIDE THE FOLLOWING INFORMATION AND ATTACH A DESCRIPTION OF PLANS AS APPENDIX 3. ADDITIONALLY ATTACH AS APPENDIX 21 COPIES OF APPLICANT'S 5500 FORMS FILED WITH THE IRS FOR THE PAST FIVE (5) YEARS.



* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

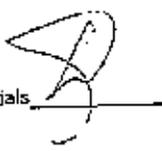
Handwritten initials 'AS' are written in a circle above a horizontal line. The initials are written in a cursive, handwritten style.

SCHEDULE 9: STOCK DESCRIPTION (FOR C CORPORATIONS, S-CORPORATIONS, LLCs)



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28

Initials 

SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)

PROVIDE THE FOLLOWING INFORMATION FOR EACH PARTNER.



* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

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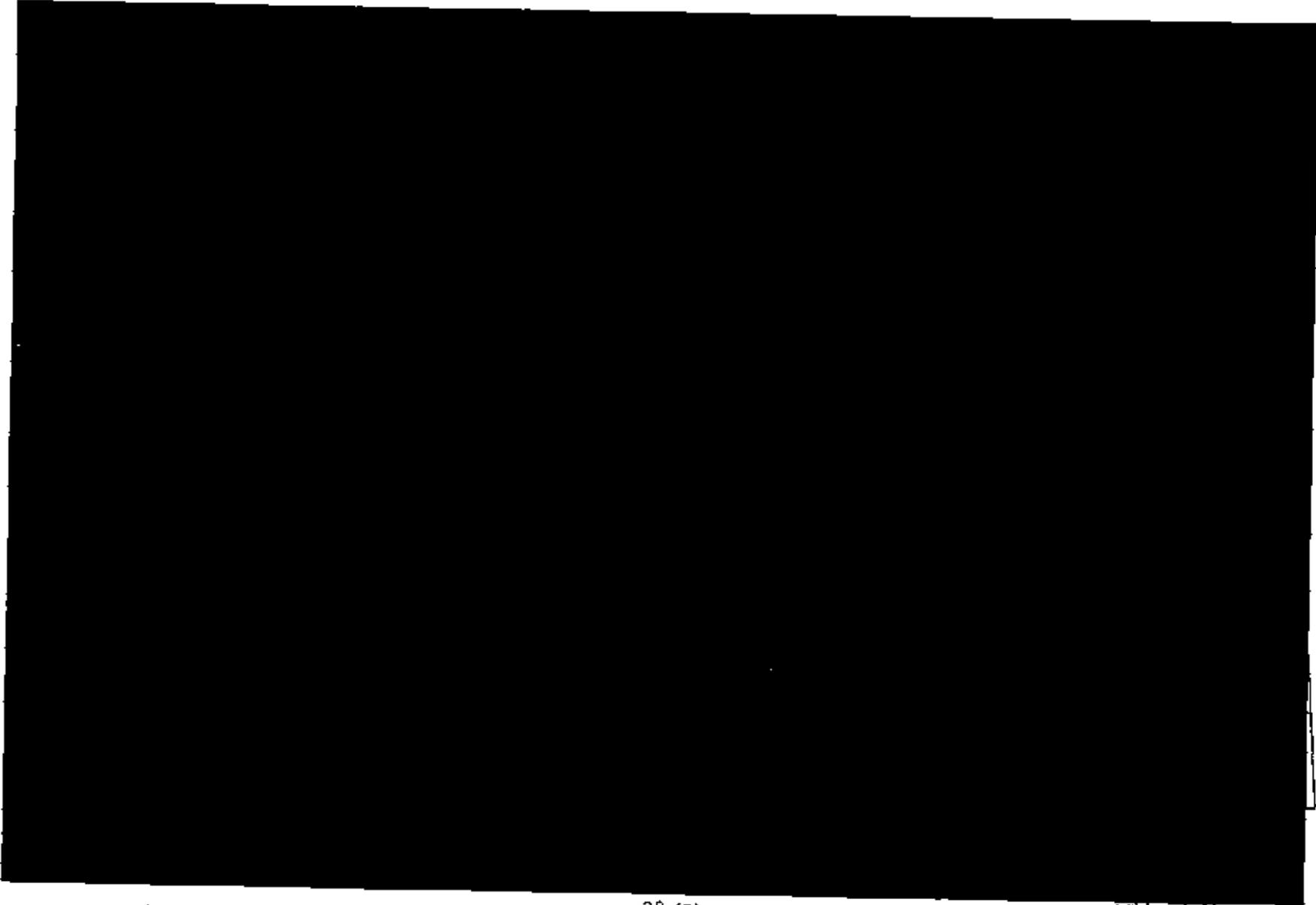
30 (1)

Initials

Handwritten initials 'DR' in a circle, positioned above the 'Initials' label.

1-

SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)



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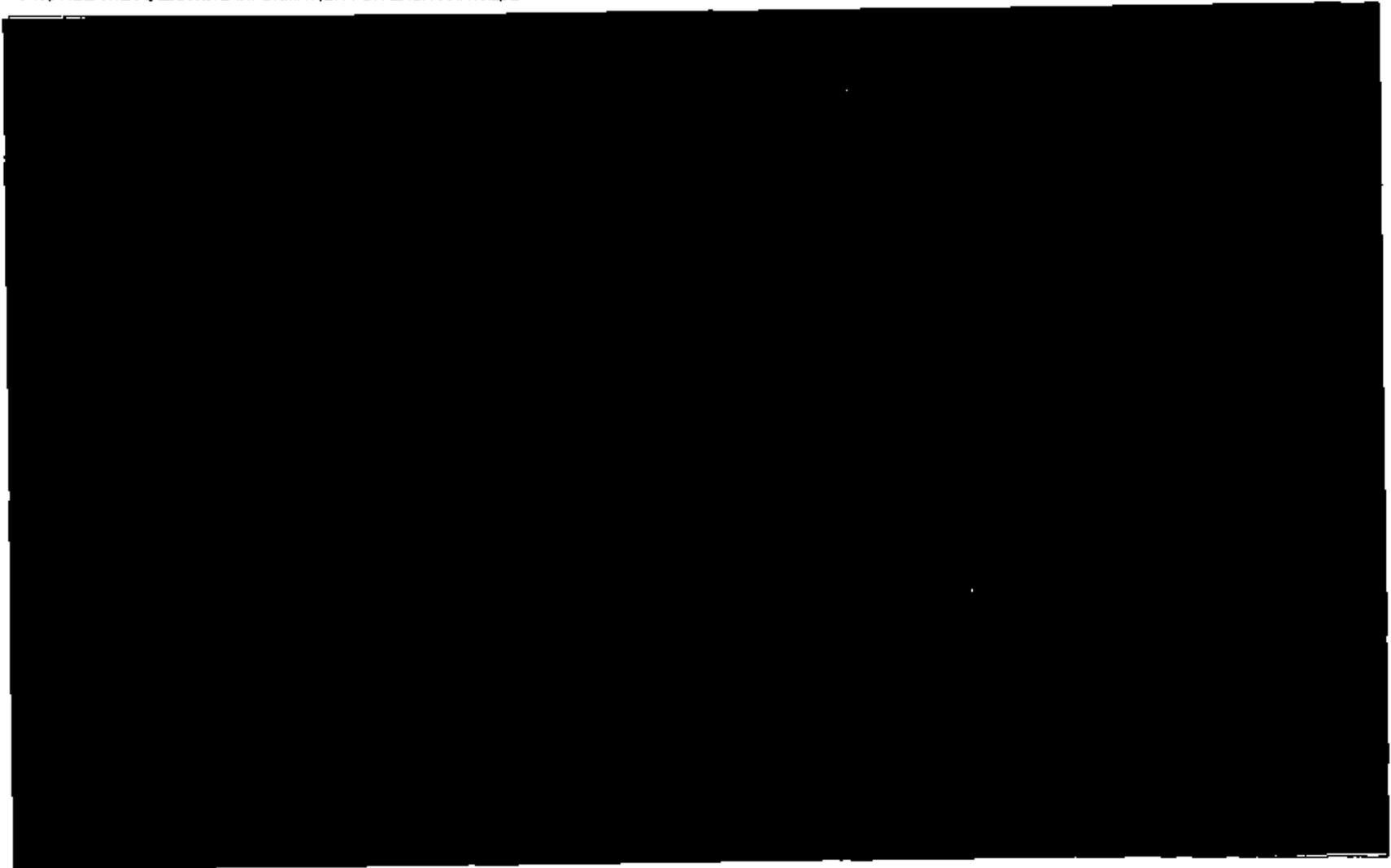
30 (2)

Initials



SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)

PROVIDE THE FOLLOWING INFORMATION FOR EACH PARTNER.



* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

PGCB-CA-0912

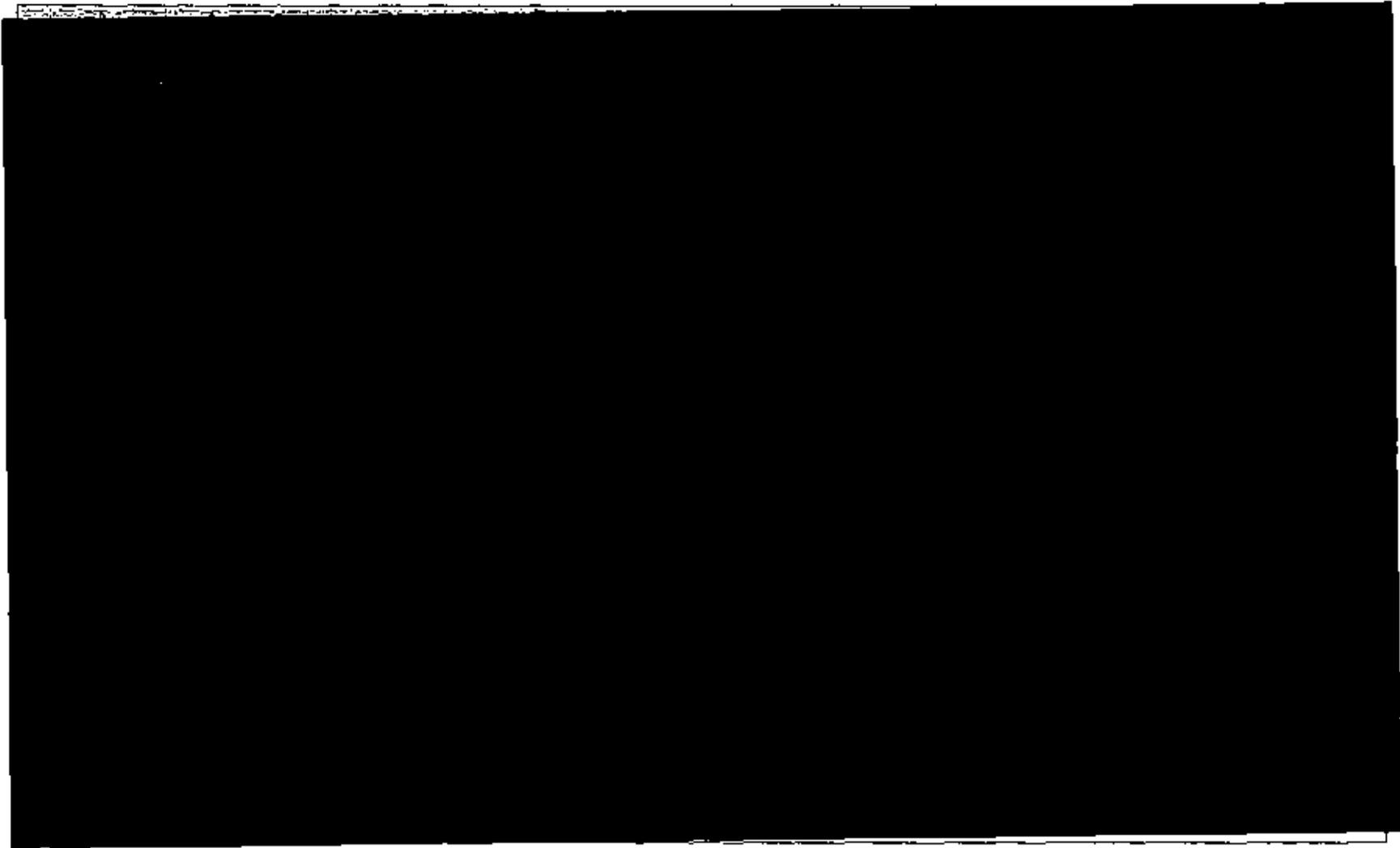
30 (3)

Initials G

17

SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPS, LIMITED PARTNERSHIPS, LLCs)

PROVIDE THE FOLLOWING INFORMATION FOR EACH PARTNER.

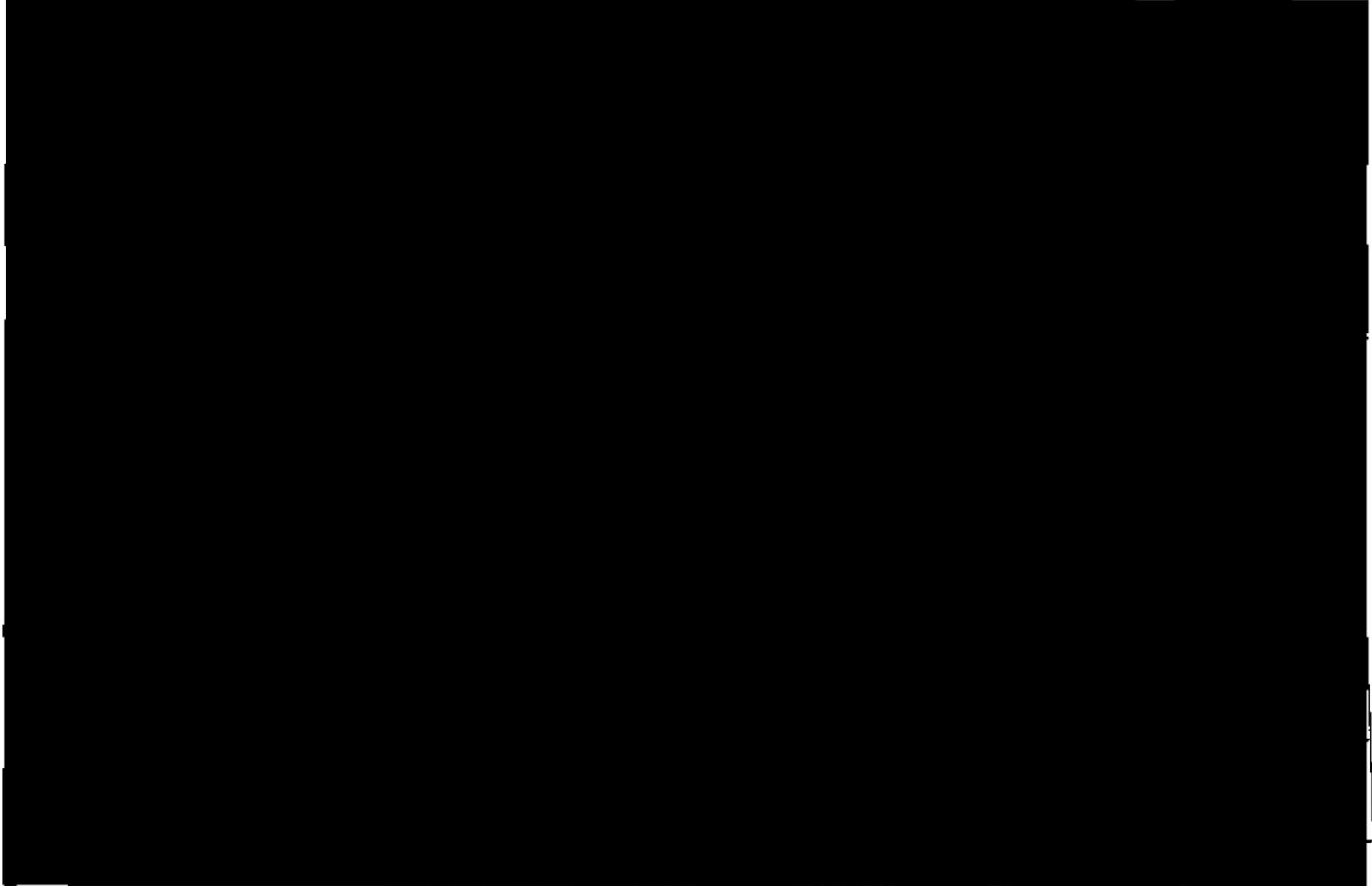


* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

Handwritten initials 'JF' are written in black ink over a horizontal line. The 'J' is a cursive-style letter with a long tail, and the 'F' is also cursive. The initials are positioned to the right of the 'Initials' label.

SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)

PROVIDE THE FOLLOWING INFORMATION FOR EACH PARTNER.

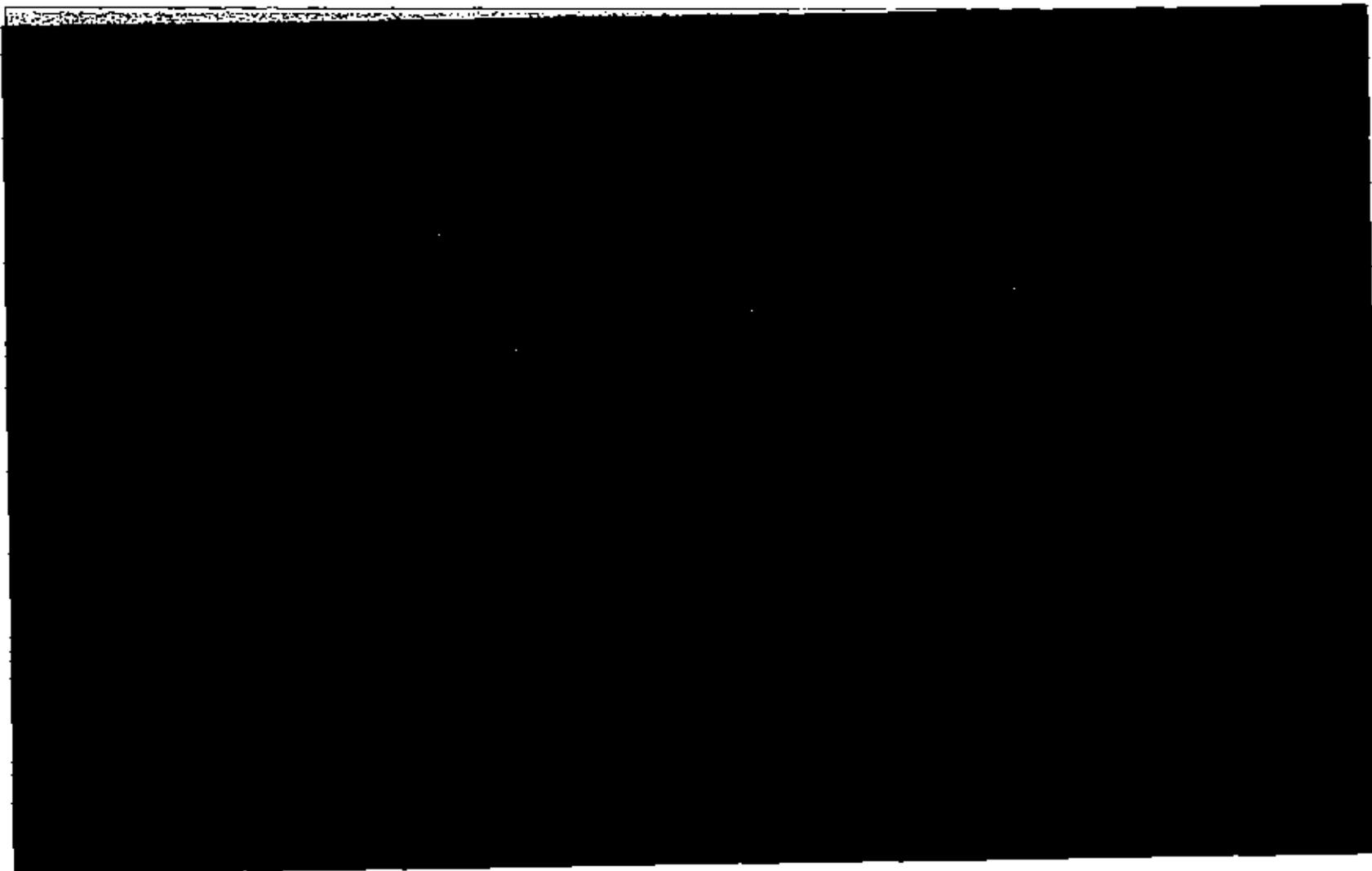


MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

[Handwritten signature]

SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)

PROVIDE THE FOLLOWING INFORMATION FOR EACH PARTNER.

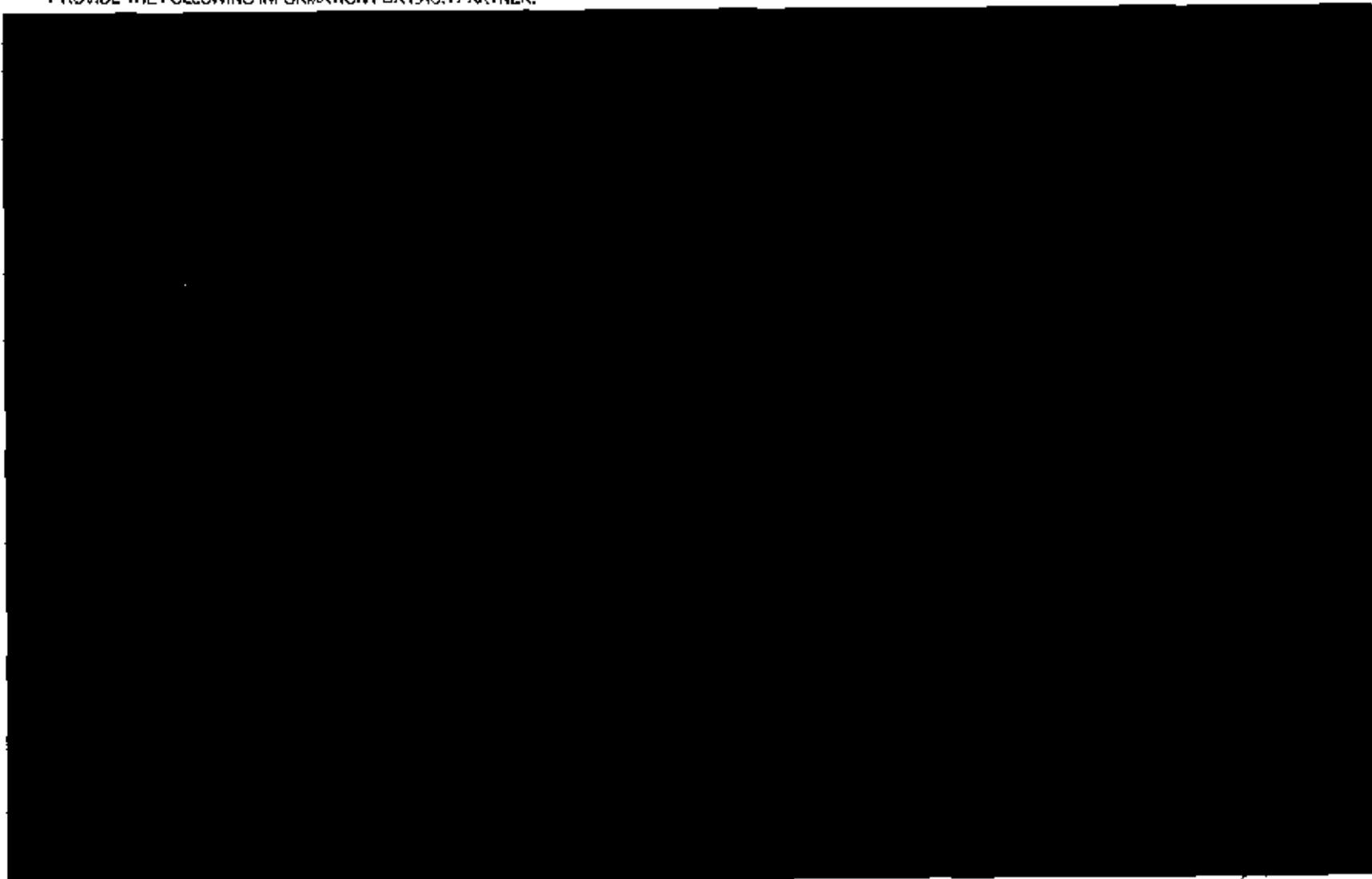


* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

Initials
[Handwritten initials]

SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)

PROVIDE THE FOLLOWING INFORMATION FOR EACH PARTNER.

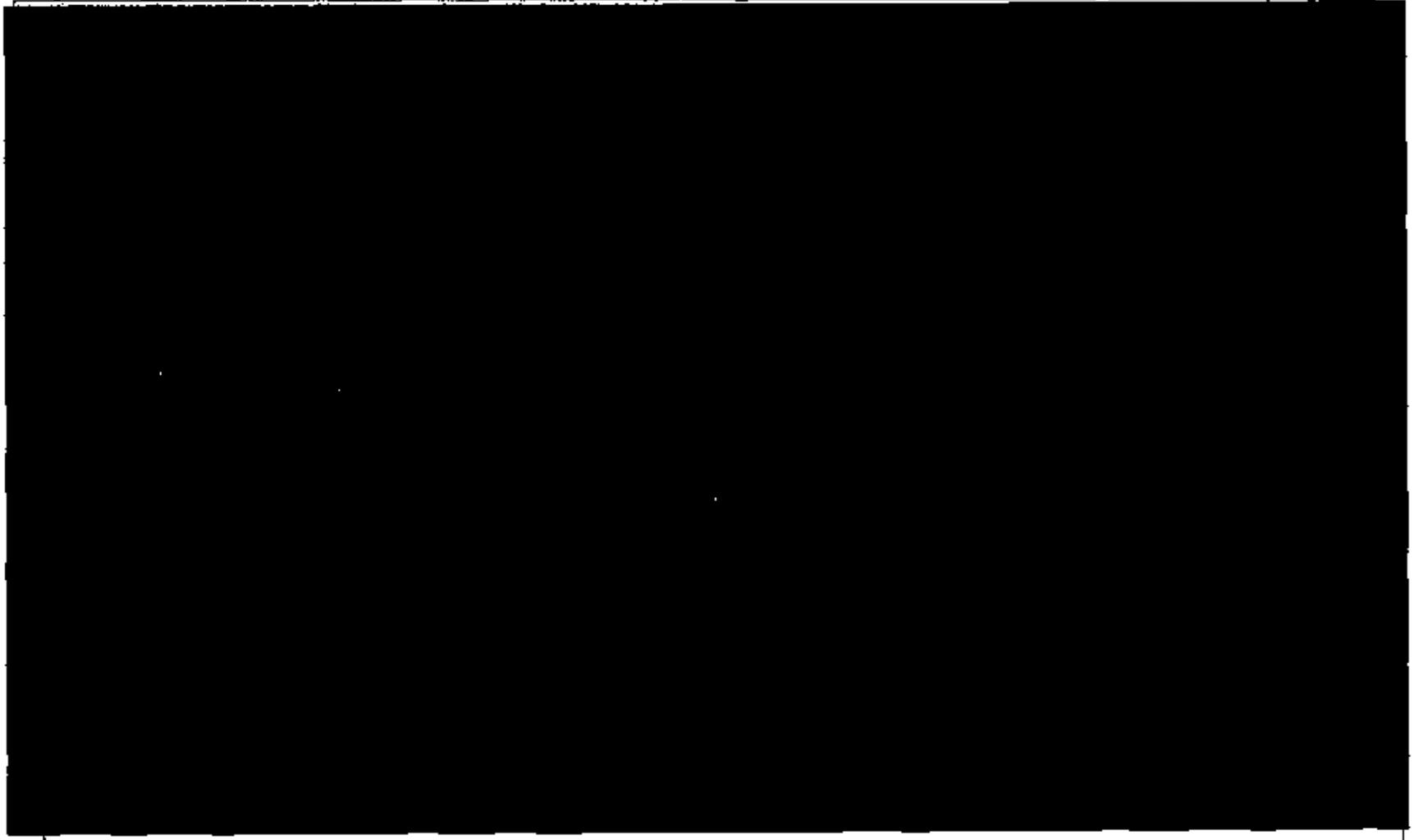


MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

Handwritten initials, possibly "D" or "L", written over a horizontal line.

SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)

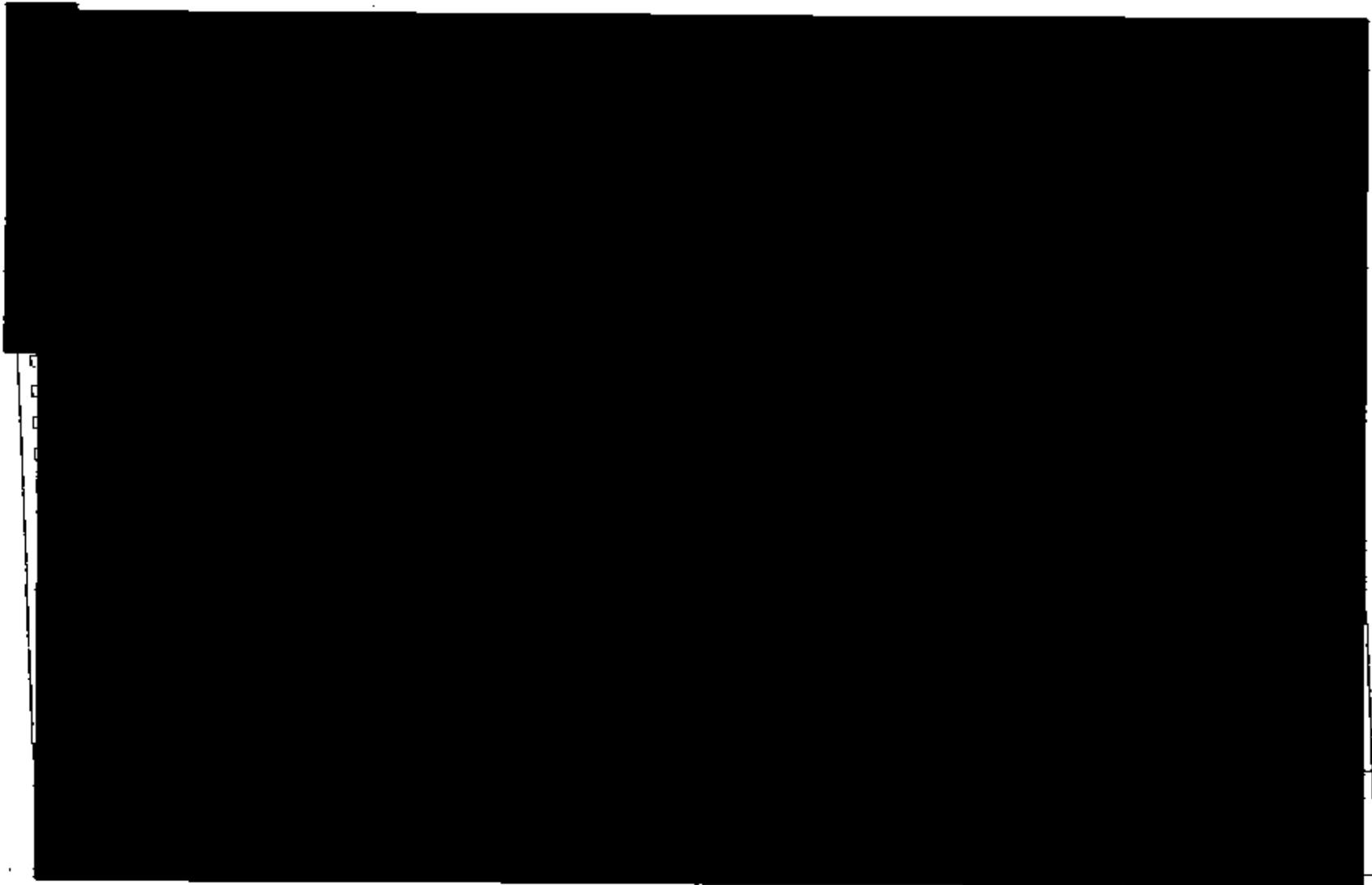
PROVIDE THE FOLLOWING INFORMATION FOR EACH PARTNER.



* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

Handwritten initials, appearing to be the letter 'S', are written in black ink over a horizontal line. The line is positioned to the right of the 'Initials' label.

SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)



* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

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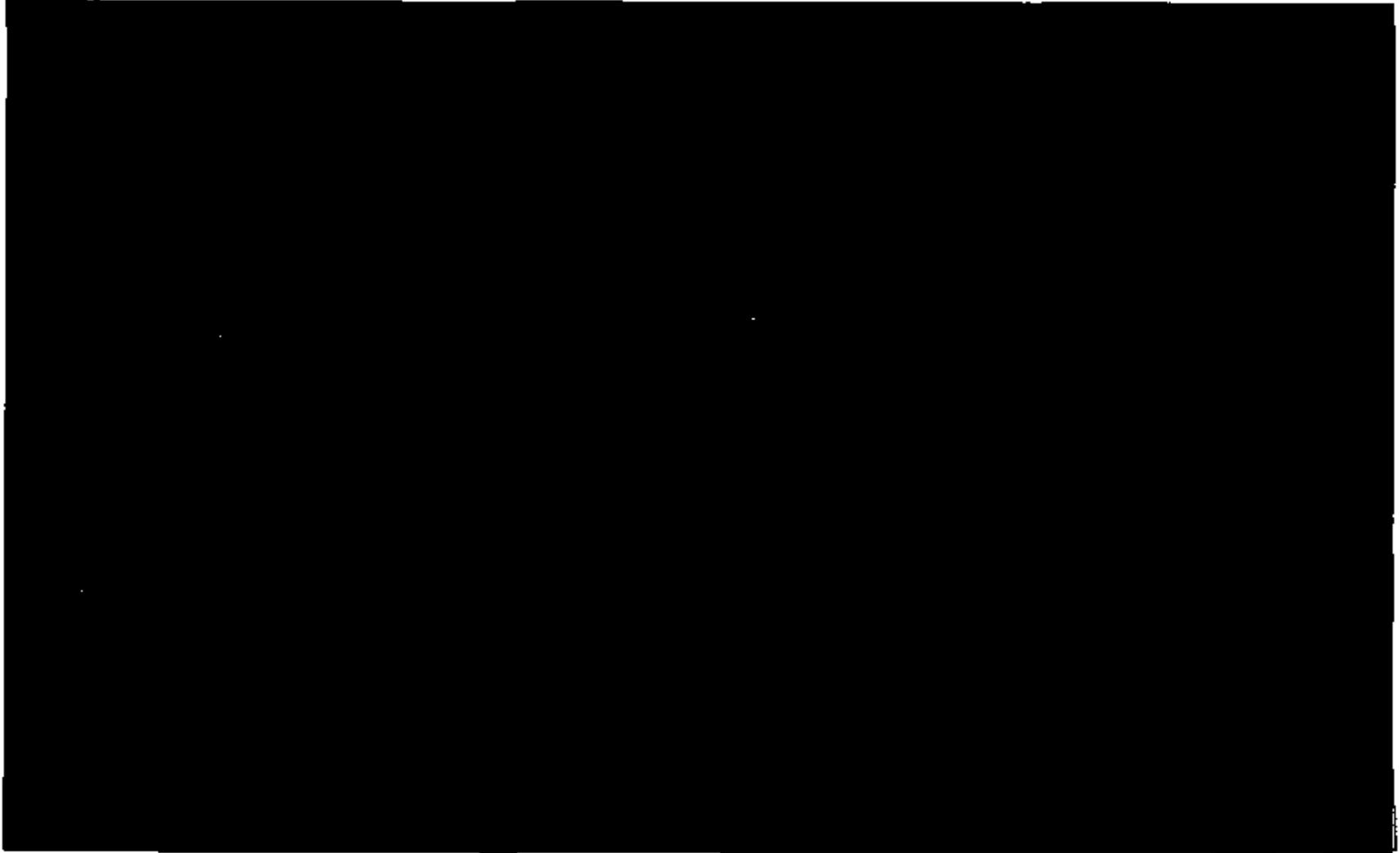
30 (9)

Initials

T

SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)

PROVIDE THE FOLLOWING INFORMATION FOR EACH PARTNER.



* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

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3rd (10)

Initials
G
V T

SCHEDULE 10B: INTEREST OF FORMER PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)

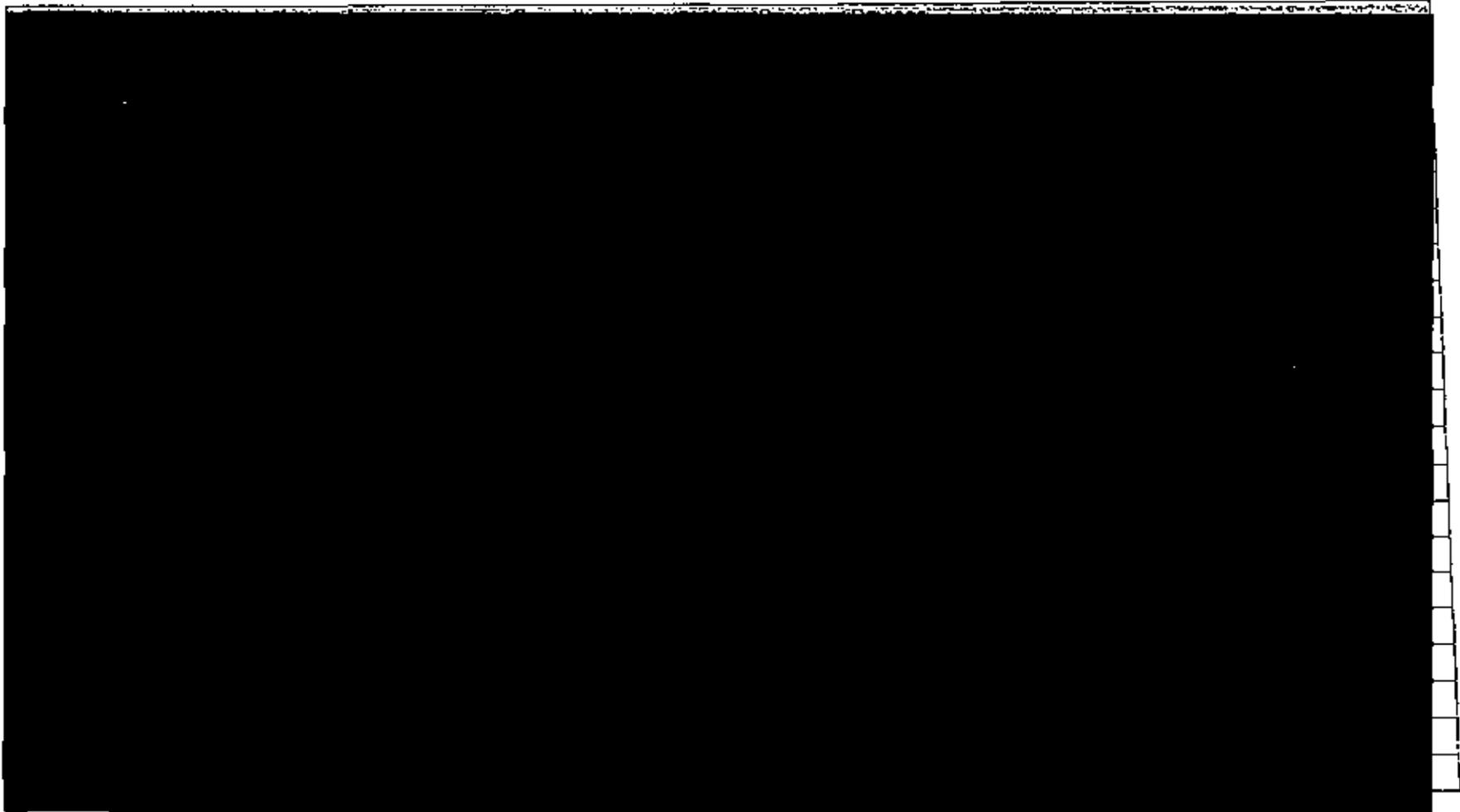
PROVIDE THE FOLLOWING INFORMATION FOR EACH FORMER PARTNER FOR THE LAST TEN (10) YEARS.

NAME	HOME ADDRESS	DATE OF BIRTH	DATE OF DEPARTURE	REASON FOR DEPARTURE

Initials 

SCHEDULE 14: OTHER INDEBTEDNESS AND SECURITY DEVICES

DESCRIBE THE NATURE, TYPE, TERMS, CONDITIONS AND COVENANTS OF ALL OUTSTANDING LOANS, MORTGAGES, TRUST DEEDS, PLEDGES, LINES OF CREDIT, OR OTHER EVIDENCE OF INDEBTEDNESS OR SECURITY DEVICES UTILIZED BY APPLICANT OTHER THAN THOSE DESCRIBED IN SCHEDULE 12. ATTACH DESCRIPTION AND DOCUMENTATION AS APPENDIX 5.



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Initialed

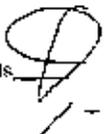
Handwritten initials or signature, possibly "A", written in a cursive style. The initials are written above a horizontal line, which is part of the "Initialed" label.

SCHEDULE 15: HOLDER OF OTHER INDEBTEDNESS

PROVIDE THE FOLLOWING INFORMATION FOR EACH HOLDER OF ANY OUTSTANDING LOAN, MORTGAGE, TRUST DEED, PLEDGE OR OTHER EVIDENCE OF INDEBTEDNESS OR SECURITY DEVICES UTILIZED BY APPLICANT AND DESCRIBED IN RESPONSE TO SCHEDULE 14.

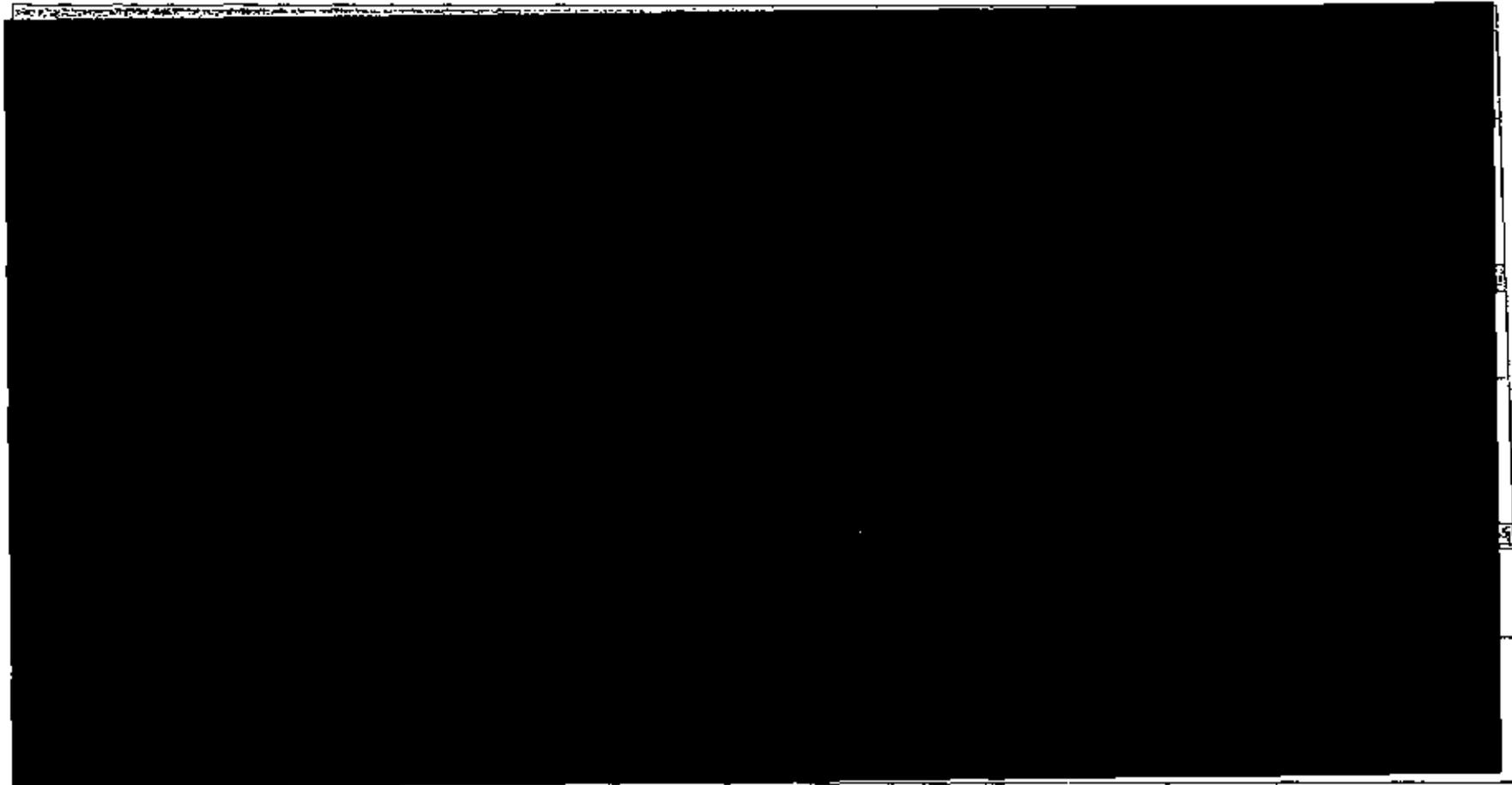
	NAME AND ADDRESS
[REDACTED]	

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

Initials 

SCHEDULE 16: SECURITIES OPTIONS

PROVIDE THE FOLLOWING INFORMATION AND ATTACH AS APPENDIX B A DETAILED DESCRIPTION OF ANY OPTIONS EXISTING OR TO BE CREATED WITH RESPECT TO SECURITIES ISSUED BY APPLICANT WHICH DESCRIPTION SHALL INCLUDE, BUT NOT BE LIMITED TO, THE TITLE AND AMOUNT OF SECURITIES SUBJECT TO OPTION, THE YEAR OR YEARS DURING WHICH THE OPTIONS WERE OR WILL BE GRANTED, THE CONDITIONS UNDER WHICH THE OPTIONS WERE OR WILL BE GRANTED, THE CONSIDERATION FOR GRANTING THE OPTION AND THE YEAR OR YEARS DURING WHICH, AND THE TERMS UNDER WHICH, OPTIONEES BECAME OR WILL BECOME, ENTITLED TO EXERCISE THE OPTIONS, AND WHEN SUCH OPTIONS EXPIRE. (OR INCLUDE COPIES OF ANY OUTSTANDING OPTION PLANS OR PROXY STATEMENTS THAT PROVIDE THE REQUESTED INFORMATION.) NOTE: FOR THE PURPOSE OF THIS SCHEDULE, OPTION SHALL MEAN RIGHT, WARRANT OR OPTION TO SUBSCRIBE TO OR PURCHASE ANY SECURITIES ISSUED BY APPLICANT.



* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

JB-CA-0912

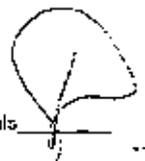
Initials

Handwritten initials, possibly 'JF', written in black ink over a horizontal line.

SCHEDULE 17: BENEFICIAL OWNER OF OPTIONS

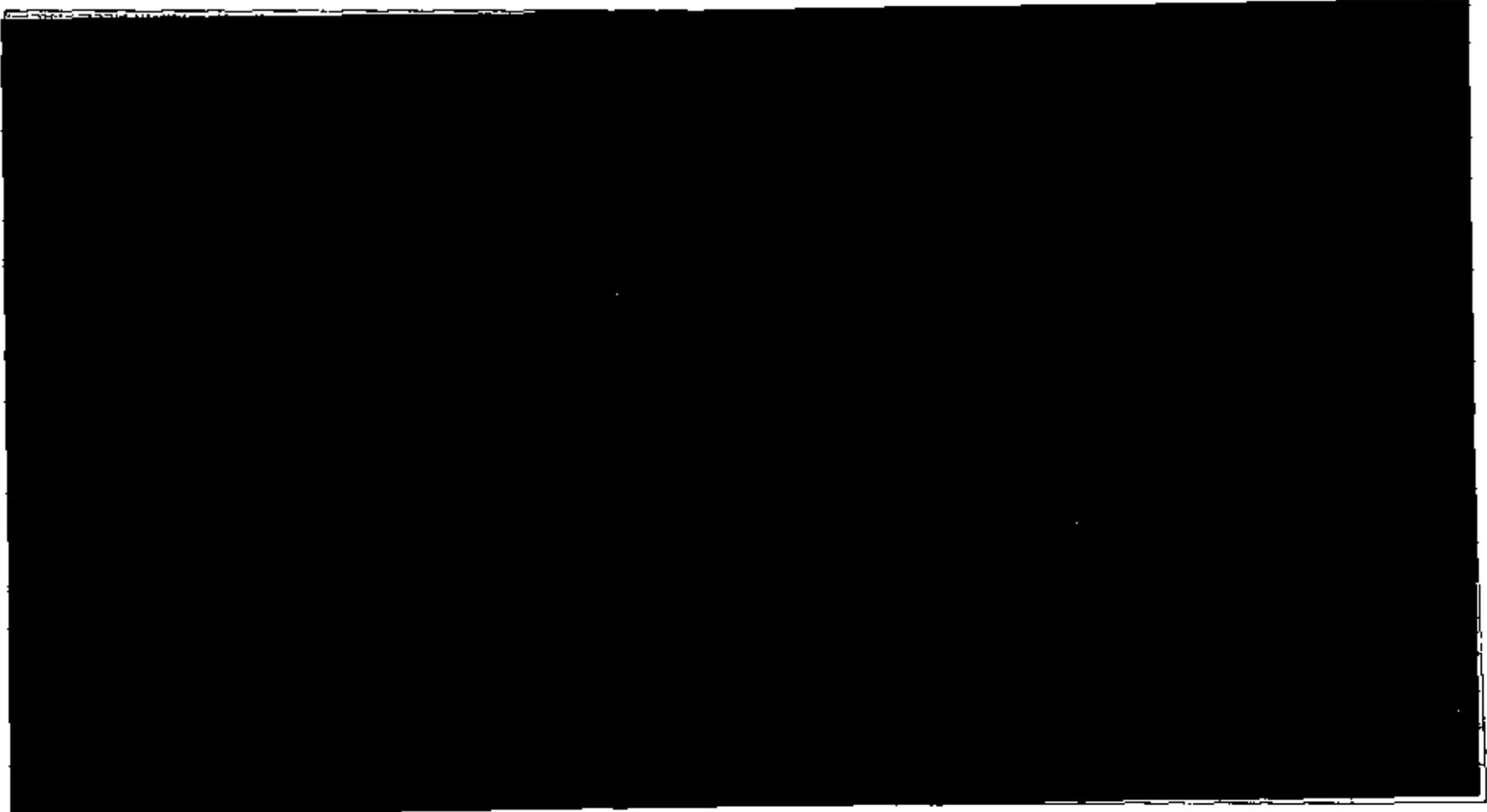
PROVIDE THE FOLLOWING INFORMATION FOR PERSONS HOLDING THE OPTIONS DESCRIBED IN SCHEDULE 16.

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

Initials 

SCHEDULE 19: FINANCIAL INSTITUTIONS

PROVIDE THE FOLLOWING INFORMATION WITH RESPECT TO EACH BANK, SAVINGS AND LOAN ASSOCIATION OR OTHER FINANCIAL INSTITUTION, WHETHER DOMESTIC OR FOREIGN, IN WHICH APPLICANT HAS OR HAS HAD AN ACCOUNT OVER THE LAST TEN (10) YEAR PERIOD REGARDLESS OF WHETHER SUCH ACCOUNT WAS HELD IN THE NAME OF APPLICANT, A NOMINEE OF APPLICANT OR WAS OTHERWISE UNDER THE DIRECT OR INDIRECT CONTROL OF APPLICANT.

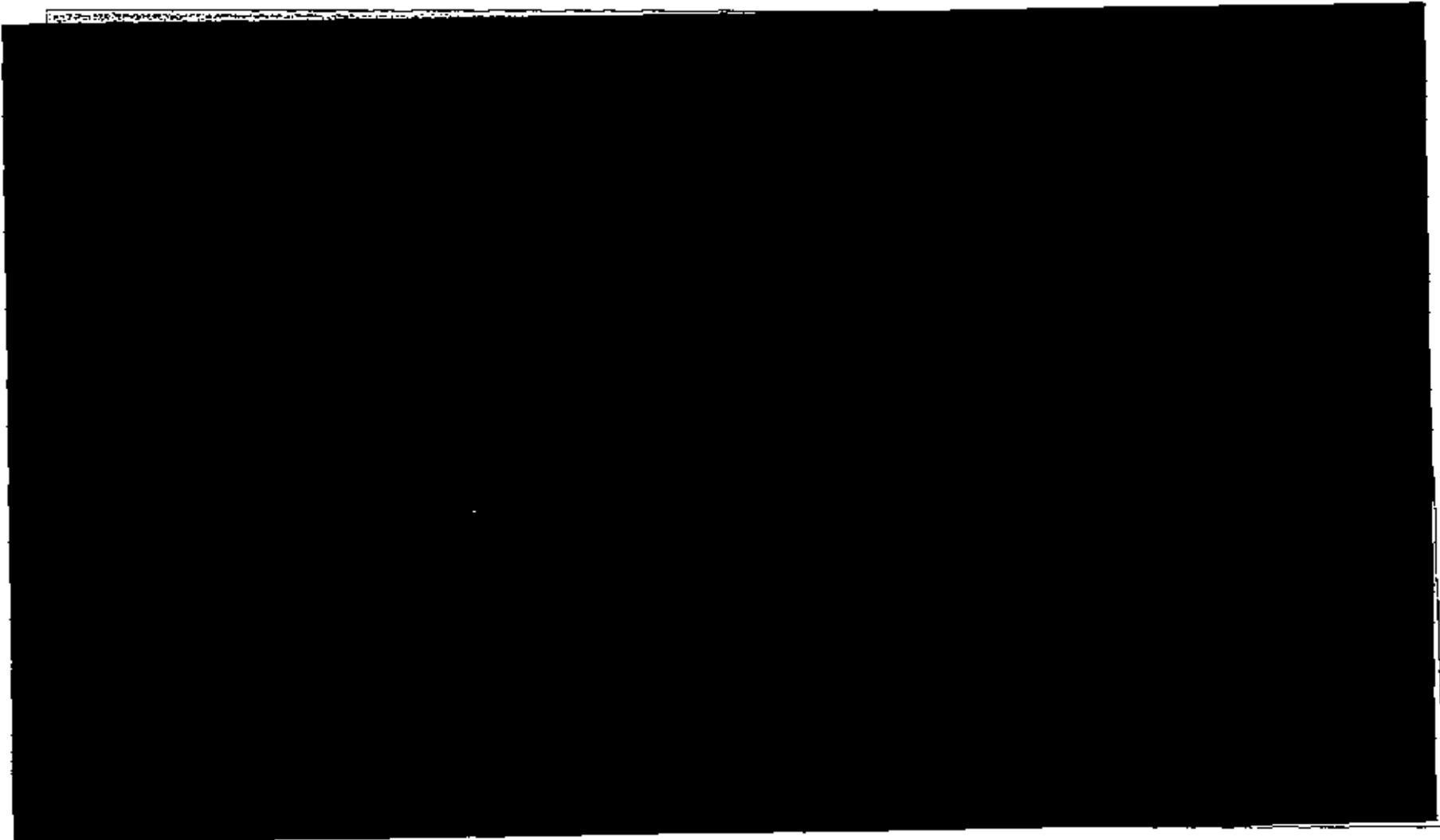


* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

Initials Handwritten initials 'AS' are enclosed within a hand-drawn circle. The word 'Initials' is printed to the left of the circle.

SCHEDULE 20: CONTRACTS

PROVIDE THE FOLLOWING INFORMATION WITH RESPECT TO ALL CONTRACTS OR AGREEMENTS (WHETHER WRITTEN OR ORAL) THAT APPLICANT HAS ENTERED INTO WITHIN THE PAST SIX (6) MONTHS, FOR GOODS AND/OR SERVICES IN EXCESS OF \$100,000. CONTRACTS AND AGREEMENTS DISCLOSED ELSEWHERE IN THIS APPLICATION NEED NOT BE PROVIDED ON THIS SCHEDULE.



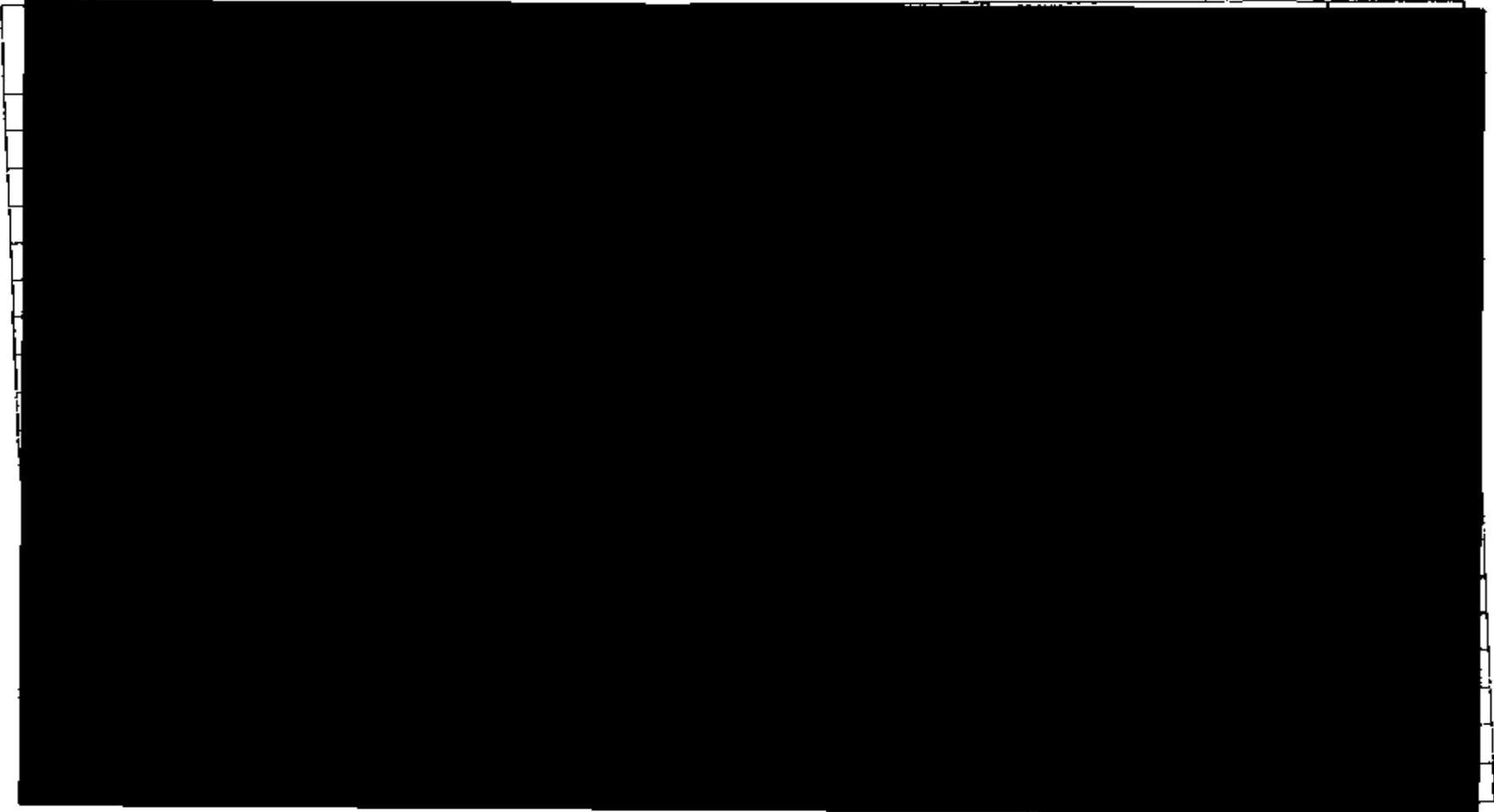
CB-CA-0912

Initials

Handwritten initials, possibly 'JH', written in black ink over a horizontal line.

SCHEDULE 21: STOCK HELD BY APPLICANT

PROVIDE THE FOLLOWING INFORMATION WITH RESPECT TO EACH COMPANY IN WHICH APPLICANT HOLDS STOCK.



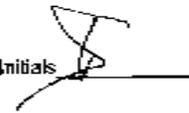
JB-CA-0912

Initials 

SCHEDULE 23: CRIMINAL HISTORY

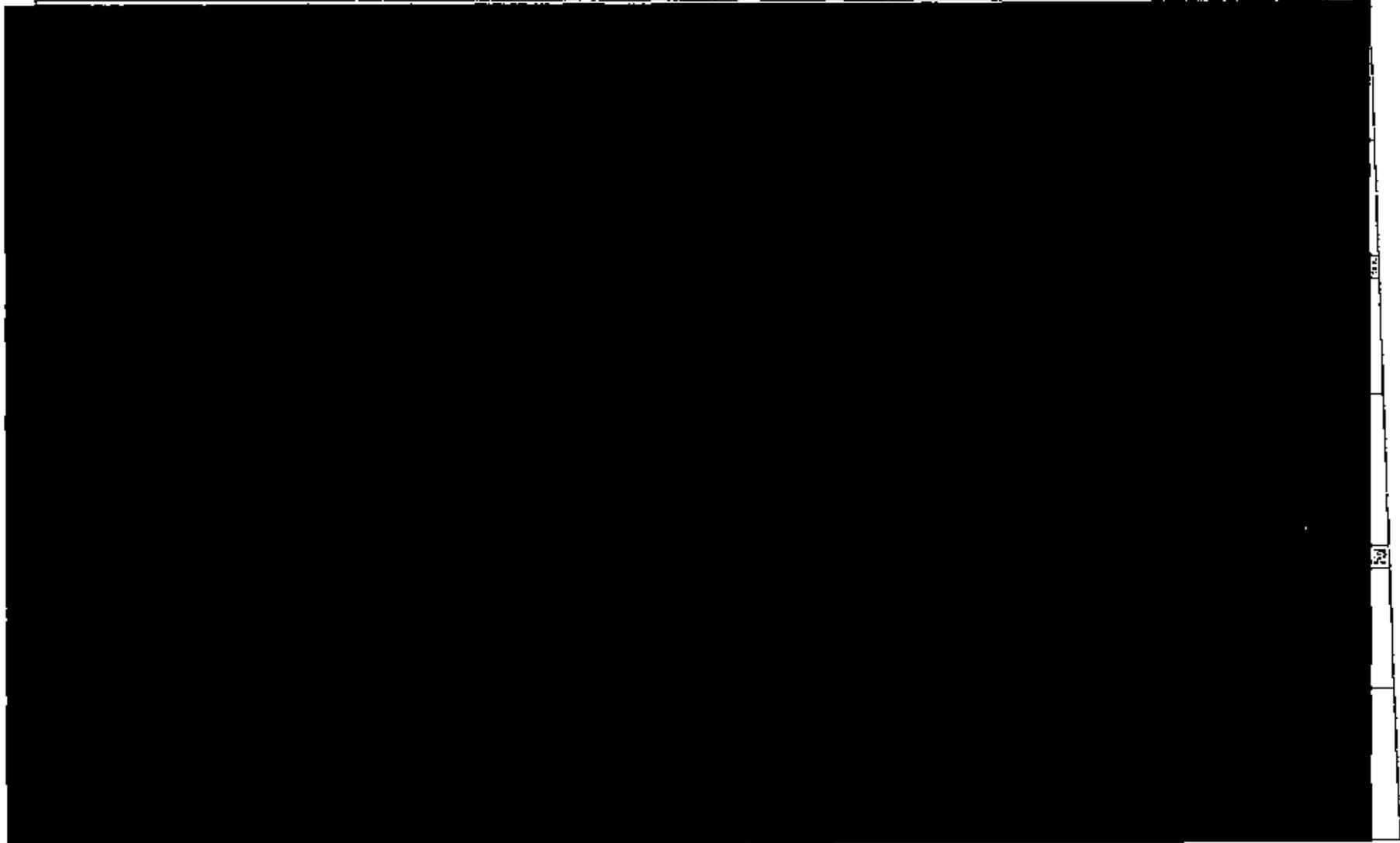
IF APPLICANT ANSWERED YES TO QUESTIONS 1 OR 1A ON PAGE 7, PROVIDE THE FOLLOWING INFORMATION:

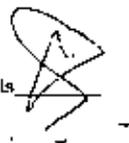
CRIMINAL HISTORY INCIDENT						
NAME OF CASE & DOCKET NUMBER	NATURE OF CHARGE OR COMPLAINT	DATE OF CHARGE OR COMPLAINT	DISPOSITION (ACQUITTED, CONVICTED, DISMISSED, ETC.)	NAME AND ADDRESS OF LAW ENFORCEMENT AGENCY OR COURT INVOLVED	SENTENCE	NAME OF OFFICER, DIRECTOR/PARTNER, TRUSTEE OR KEY EMPLOYEE
Unknown	Arrests During Civil Rights Marches	1957-1961	Unknown	Columbia, SC	None	Willie Johnson
Unknown	Fraud	1976-1977	Dismissed	PA. Dept. of Welfare	None	Willie Johnson

Initials 

SCHEDULE 24: TESTIMONY, INVESTIGATIONS OR POLYGRAPHS

IF APPLICANT ANSWERED YES TO QUESTION 2 ON PAGES 7 AND 8, PROVIDE THE FOLLOWING INFORMATION:



Initials 

SCHEDULE 25: EXISTING LITIGATION

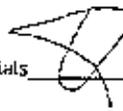
PROVIDE THE FOLLOWING INFORMATION AND ATTACH AS APPENDIX 7 A DESCRIPTION OF ALL EXISTING CIVIL LITIGATION TO WHICH APPLICANT, ITS PARENT, AFFILIATE, OR SUBSIDIARY IS PRESENTLY A PARTY, WHETHER IN THIS COMMONWEALTH OR IN ANOTHER JURISDICTION. DO NOT INCLUDE ANY LITIGATION IN WHICH THE DAMAGES MAY NOT REASONABLY BE EXPECTED TO EXCEED \$100,000 OR LITIGATION IN WHICH DAMAGES MAY BE EXPECTED TO EXCEED \$100,000, BUT WHICH INVOLVES CLAIMS AGAINST APPLICANT WHICH ARE FULLY AND COMPLETELY COVERED UNDER AN INSURANCE POLICY HELD BY THE APPLICANT WITH A LICENSED INSURANCE CARRIER. THIS DESCRIPTION MUST INCLUDE THE TITLE AND DOCKET NUMBER OF THE LITIGATION, THE NAME AND LOCATION OF THE COURT BEFORE WHICH IT IS PENDING, THE IDENTITY OF ALL PARTIES TO THE LITIGATION AND THE GENERAL NATURE OF ALL CLAIMS BEING MADE.

EXISTING LITIGATION	
NAME OF CASE AND DOCKET NUMBER	LOCATION AND NAME OF COURT BEFORE WHICH LITIGATION IS PENDING
<p>MARKET EAST ASSOCIATES, LP IS A NEWLY FORMED ENTITY AND, AS SUCH, HAS NO EXISTING LITIGATION. ANY RELEVANT EXISTING LITIGATION OF AFFILIATES OF MARKET EAST ASSOCIATES, LP WOULD BE ADDRESSED IN THE INDIVIDUAL PRINCIPAL APPLICATIONS SUBMITTED TO THE PGCB AS PART OF THE CATEGORY 2 SLOT MACHINE APPLICATION OF MARKET EAST ASSOCIATES, LP.</p>	
NATURE OF THE CLAIMS	
EXISTING LITIGATION	
NAME OF CASE AND DOCKET NUMBER	LOCATION AND NAME OF COURT BEFORE WHICH LITIGATION IS PENDING
NAMES OF ALL PARTIES TO LITIGATION	
NATURE OF THE CLAIMS	

SCHEDULE 26: ANTITRUST, TRADE REGULATION & SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS

IF APPLICANT ANSWERED YES TO QUESTIONS 3 OR 4 ON PAGE 8, PROVIDE THE FOLLOWING INFORMATION:

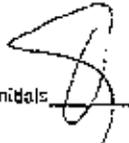
STATUTORY AND REGULATORY VIOLATIONS		
NAME OF CASE & DOCKET NUMBER	DATE OF JUDGMENT, ORDER OR DECREE	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED
Does Not Apply.		
NATURE OF OFFENSE		
DISPOSITION <input type="checkbox"/> ACQUITTED <input type="checkbox"/> CONVICTED <input type="checkbox"/> DISMISSED <input type="checkbox"/> OTHER _____		
NATURE OF JUDGMENT, DECREE OR ORDER		
STATUTORY AND REGULATORY VIOLATIONS		
NAME OF CASE & DOCKET NUMBER	DATE OF JUDGMENT, ORDER OR DECREE	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED
NATURE OF OFFENSE		
DISPOSITION <input type="checkbox"/> ACQUITTED <input type="checkbox"/> CONVICTED <input type="checkbox"/> DISMISSED <input type="checkbox"/> OTHER _____		
NATURE OF JUDGMENT, DECREE OR ORDER		

Initials 

SCHEDULE 27: BANKRUPTCY OR INSOLVENCY PROCEEDINGS

IF APPLICANT ANSWERED YES TO QUESTIONS 5, 6 AND/OR 7 ON PAGE 8, PROVIDE THE FOLLOWING:

NAME OF CASE & DOCKET NUMBER				DATE PETITION FILED OR RELIEF SOUGHT		NAME AND ADDRESS OF AGENCY OR COURT INVOLVED	
DATE JUDGMENT OR RELIEF ENTERED				NAME OF COURT APPOINTED RECEIVER, AGENT OR TRUSTEE		DATE RECEIVER, AGENT OR TRUSTEE APPOINTED	
<p>NATURE OF JUDGMENT OR RELIEF</p> <p>Market East Associates, LP is a newly formed entity and, as such, has no history of bankruptcy or insolvency proceedings. Any relevant bankruptcy or insolvency proceedings of affiliates of Market East Associates, LP would be addressed in the individual principal applications submitted to the PGCB as part of the Category 2 Slot Machine Application of Market East Associates, LP</p>							

Initials 

SCHEDULE 28: NON-GAMING LICENSES AND PERMITS

IF APPLICANT ANSWERED YES TO QUESTION 8 ON PAGE 8, PROVIDE THE FOLLOWING INFORMATION FOR THE LAST TEN (10) YEAR PERIOD:

APPLICANT LICENSING (GOVERNMENT ISSUED) NON-GAMING					
TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION	IF GRANTED, PROVIDE THE LICENSE/PERMIT NUMBER AND EXPIRATION DATE. IF DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, WITHDRAWN OR REVOKED, PROVIDE DETAILS.
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		Market East Associates, LP is a newly formed entity and, as such, has no history of Non-Gaming Licenses and Permits. Any relevant information relating to Non-Gaming Licenses and Permits of affiliates of Market East Associates, LP would be addressed in the individual principal applications submitted to the PGCB as part of the Category 2 Slot Machine Application of Market East Associates, LP.
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		

Initials 

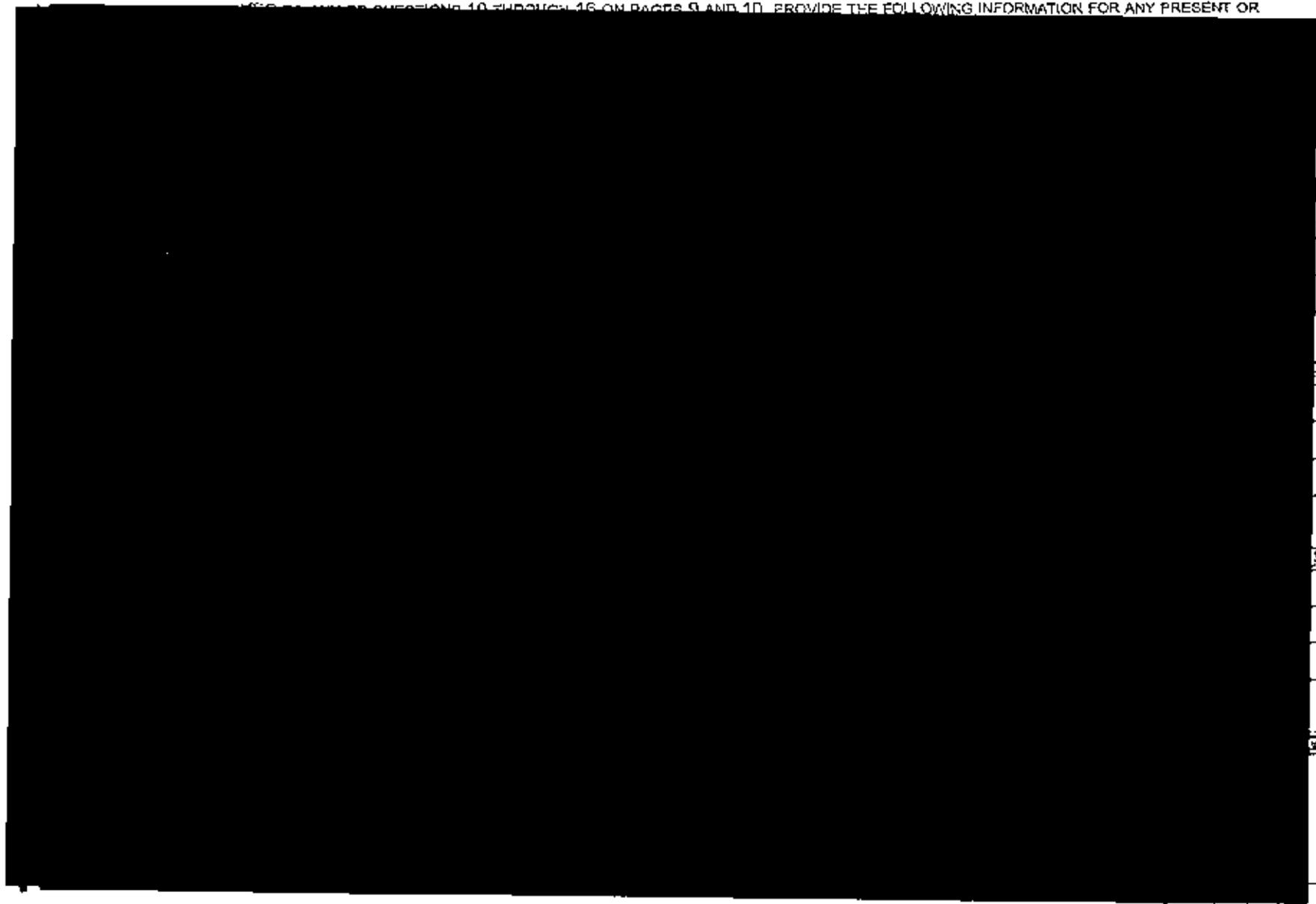
SCHEDULE 29: GAMING LICENSES AND PERMITS

IF APPLICANT ANSWERED YES TO QUESTION 9 ON PAGE 9 PROVIDE THE FOLLOWING INFORMATION FOR THE LAST TEN (10) YEAR PERIOD:

APPLICANT LICENSING (GOVERNMENT ISSUED GAMING)					
TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION	IF GRANTED, PROVIDE THE LICENSE/PERMIT NUMBER AND EXPIRATION DATE. IF DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, WITHDRAWN OR REVOKED, PROVIDE DETAILS.
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		Market East Associates, LP is a newly formed entity and, as such, has no history of Gaming Licenses and Permits. Any relevant information relating to Gaming Licenses and Permits of affiliates of Market East Associates, LP would be addressed in the individual principal applications submitted to the PGCB as part of the Category 2 Slot Machine Application of Market East Associates, LP.
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		

SCHEDULE 30: APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS

ANSWER QUESTIONS 10 THROUGH 16 ON PAGES 9 AND 10. PROVIDE THE FOLLOWING INFORMATION FOR ANY PRESENT OR



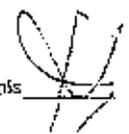
PL CA-0912

Initials

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SCHEDULE 31: BUSINESS BACKGROUND PART 1

DESCRIPTION OF PRESENT BUSINESS
See Appendix 1
DESCRIPTION OF COMPETITIVE CONDITIONS
See Appendix 1.
PRINCIPAL PRODUCTS PRODUCED AND/OR SERVICES RENDERED
See Appendix 1.
AVAILABILITY OF RAW MATERIALS, CRITICAL TECHNOLOGY & EMPLOYEES
Does Not Apply.
INTELLECTUAL PROPERTY OWNED BY APPLICANT & IMPORTANCE TO BUSINESS
Does Not Apply.



DIVERSITY PLAN STATEMENT

SLOT MACHINE LICENSE APPLICANT NAME Market East Associates, LP

SLOT MACHINE LICENSE APPLICANT MAILING ADDRESS 350 Sentry Parkway, Bldg. 630, Suite 300
Blue Bell, PA 19422

SLOT MACHINE LICENSE APPLICANT PHONE NUMBER 610-260-1451

EQUAL OPPORTUNITY OFFICER TBD

DATE SUBMITTED 11 / 15 / 2012

PURSUANT TO SECTION 1325(B)(1) OF THE PENNSYLVANIA RACE HORSE DEVELOPMENT AND GAMING ACT:

APPLICANT HAS DEVELOPED AND IMPLEMENTED A DIVERSITY PLAN.

A COPY OF THIS PLAN IS ATTACHED.


SIGNATURE OF CEO

Kenneth N. Goldenberg
PRINTED NAME

12 / 12 / 2013
DATE



**Pennsylvania Gaming Control Board
Licensed Entity Representation Registration**

A Licensed Entity Representative includes any person acting on behalf of or representing the interest of any applicant, licensee, permittee or registrant, including but not limited to an attorney (outside counsel representing the applicant/licensee), agent or lobbyist regarding any matter which may reasonably be expected to come before the Pennsylvania Gaming Control Board ("PGCB"). Please include representatives from law firms, public relations firms, representatives from government relations firms and traffic experts. If any law firms were sub-contracted, individuals from these firms who directly represented the applicant/licensee must also complete this form.

NAME: Kevin C. Hayes
 FIRM: Doherty Hayes, LLC
 ADDRESS: 1000 Bank Towers, 321 Spruce Street
 CITY: Scranton
 STATE AND ZIP CODE: ~~Scranton~~ PA 18503
 TELEPHONE: ~~PA-18503~~ (570) 346-7651
 ENTITY REPRESENTED: Market East Associates, LLC

Pursuant to 4 Pa.C.S., §1202.1(b), I am required to register as a licensed entity representative with the PGCB. I have an ongoing duty to regularly update this information and failure to do so could subject my firm and me to a penalty. I also acknowledge that by signing this document, all information contained herein will be made available for review by the public and that such information will be posted on the PGCB website pursuant to 4 Pa.C.S., §1202.1(3).

SIGNATURE: *Kevin C. Hayes* DATE: 02/10/2013

PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM

IN THE CHART BELOW, PROVIDE THE REQUIRED INFORMATION FOR ALL POLITICAL CONTRIBUTIONS, MONETARY OR IN-KIND, TO A CANDIDATE FOR NOMINATION OR ELECTION TO ANY PUBLIC OFFICE IN THIS COMMONWEALTH, OR TO ANY POLITICAL COMMITTEE OR STATE PARTY IN THIS COMMONWEALTH OR TO ANY GROUP, COMMITTEE OR ASSOCIATION ORGANIZED IN SUPPORT OF ANY SUCH CANDIDATE, POLITICAL COMMITTEE OR STATE PARTY ON OR AFTER THE DATE YOUR ENTITY'S APPLICATION WAS SUBMITTED TO THE PENNSYLVANIA GAMING CONTROL BOARD (BOARD). THE APPLICANT OR LICENSEE MUST LIST POLITICAL CONTRIBUTIONS BY ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, PRINCIPALS AND KEY EMPLOYEES WHO HOLD SIMILAR GAMING LICENSES IN OTHER JURISDICTIONS. DO NOT INCLUDE CONTRIBUTIONS TO CANDIDATES FOR FEDERAL OFFICES OR TO COMMITTEES OR GROUPS ORGANIZED SOLELY IN SUPPORT OF FEDERAL CANDIDATES.

IF THERE IS MORE THAN ONE CONTRIBUTION TO THE SAME CANDIDATE, POLITICAL COMMITTEE, STATE PARTY, ETC., SEPARATE ENTRIES MUST BE LISTED FOR EACH CONTRIBUTION.

NOTE: IF YOU NEED SPACE FOR ADDITIONAL ENTRIES, PLEASE MAKE ADDITIONAL COPIES OF THIS FORM.

DATE OF CONTRIBUTION	NAME AND ADDRESS OF THE CANDIDATE, POLITICAL COMMITTEE OR STATE PARTY, OR GROUP, COMMITTEE OR ASSOCIATION ORGANIZED IN SUPPORT OF SUCH CANDIDATE, POLITICAL COMMITTEE OR STATE PARTY	AMOUNT OR VALUE OF CONTRIBUTION
	None	



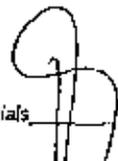
 SIGNATURE OF CEO/AUTHORIZED SIGNATORY
Kenneth N. Goldenberg

 PRINTED NAME OF CEO/AUTHORIZED SIGNATORY – TITLE

Feb. 12, 2013

 DATE SIGNED

*IF A PERSON OTHER THAN THE CEO OF THIS ENTITY IS DESIGNATED TO EXECUTE THIS DOCUMENT, THE BOARD MUST BE PROVIDED WITH A RESOLUTION OR AN AFFIDAVIT, CERTIFIED AS TRUE AND CORRECT, IDENTIFYING THE INDIVIDUAL SO DESIGNATED, AUTHORIZING THAT INDIVIDUAL TO EXECUTE THE DOCUMENT ON BEHALF OF BOTH THE ENTITY AND THE CEO.

Initials 

APPENDIX I

DESCRIPTION OF THE BUSINESS CURRENTLY PERFORMED AND THE
BUSINESS INTENDED TO BE PERFORMED IN THE COMMONWEALTH

- I. Introduction
- II. The Site
- III. Accessibility
- IV. The Project
- V. Economic Impact
- VI. Diversity
- VII. Community Commitment
- VIII. The Team

I. Introduction

Market East Associates, L.P. ("MEA"), is applying for a Category 2 Slot Machine License for a licensed facility to be located in the City of Philadelphia. MARKET8 will be a world-class, multi-dimensional, urban entertainment center with a casino at its core and a four-plus star hotel above it. The site for this proposed casino with ancillary facilities and amenities, is bounded by 8th, 9th Market and Ranslead Streets in the Market Street East section of Center City Philadelphia. Today, it is a three-hundred car, at-grade, operating parking lot.

The site is two blocks from the Independence Visitors Center, the Liberty Bell, and the National Constitution Center; two and a half blocks from the newly expanded Pennsylvania Convention Center; directly across the street or within easy walking distance of numerous existing hotels, restaurants, and retail shops; and has unparalleled access to public transportation from throughout the tri-state region. It is at the center of the highest concentration of retail stores, hotels, restaurants, cultural venues, historic sites, and transportation options in Philadelphia and possibly the country.

II. The Site

The corner of 8th and Market Streets, once a thriving intersection of entertainment and social connections, is now a parking lot ripe for transformation that sits right in the middle of what is probably the highest concentration of retail, restaurant, hospitality, convention, and historic properties in the country.

Once anchored by preeminent department stores such as Lit Brothers, Gimbels, and Strawbridge & Clothier, the Market Street retail corridor was THE destination for residents and visitors coming to Center City. In fact, at one point, it was the busiest retail intersection in America. Although these retail offerings have changed over the years, the Gallery that is immediately across the street and extends up to 11th Street, combined with the stores of Old City, Chestnut Street, Market Street, and Chinatown, still represent the greatest concentration of retail in Philadelphia.

In addition, two blocks to the east is Independence Hall National Park, which includes Independence Hall itself, the Liberty Bell Pavilion, the National Constitution Center, the National Museum of American Jewish History, the Philadelphia Visitors' Center, the Hotel Monaco, and a host of other historic sites such as Betsy Ross' house, Benjamin Franklin's grave, and Christ's Church. Two to three blocks to the west, is the Pennsylvania Convention Center, the Marriott Convention Center Hotel, the Loews Hotel, the Reading Terminal Market, the Hard Rock Café, and other convention-related amenities.

Together, these retail, restaurant, and hospitality offerings, combined with so many of Philadelphia's historical and cultural sites, make the East Market Street corridor one of the top tourist and convention destinations in the country, drawing millions of visitors each year.

Finally, situated at one of the most significant transit hubs in the City of Philadelphia, the only place where the New Jersey PATCO line and SEPTA's Market-Frankfort and Broad-Ridge subway lines connect, 8th & Market is ideally positioned to significantly increase the spending of tourists and conventioners already visiting the area, attract more tourists and conventioners, and cause a dramatic ripple effect throughout this commercial, entertainment, convention, and historic corridor.

III. Accessibility

MARKET8 is at the center of Market Street East and Philadelphia's Center City District. It is within easy walking distance of the entire Philadelphia urban core; and Philadelphia's center city is the third most-populated downtown, residential community in the country. Accordingly, 17,500 pedestrians already pass by this site daily.

Vehicular access to MARKET8 is phenomenal. Market Street itself is the main east-west roadway in Philadelphia's Center City District. In addition, 8th Street is the main ramp off the

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Vine Street Expressway (I-676) in the eastern half of Philadelphia, providing direct access to our front door. The Vine Street Expressway provides easy access to Interstates 76 and 95, which are the major thoroughfares that link the city to the Tri-State area, and the Washington, D.C., and New York Metro areas. Finally, the Benjamin Franklin Bridge, which is the major bridge connecting Philadelphia to New Jersey, is also only blocks away.

As Philadelphia's busiest public transportation hub, MARKET8 offers the following public transportation options:

- SEPTA's elevated Market-Frankford and underground Broad-Ridge Spur lines have stops at 8th and Market; this station also provides access to the underground concourses beneath Market and Broad Streets;
- 14 SEPTA regional bus lines have stops within one block of 8th and Market;
- Greyhound and Megabus stations are located within two blocks of 8th and Market;
- All eight SEPTA Regional Rail lines run through the Market East Station, located at 11th and Market, two blocks away;
- New Jersey's high-speed PATCO line has its main Philadelphia stop at 8th and Market;
- Amtrak is accessible at Philadelphia's 30th Street Station via the SEPTA regional rail line available at the Market East Station, two blocks away from the site; and
- Amtrak has announced plans for a new high-speed rail line connecting New York City and Washington, D.C.; the Philadelphia station for this line will be located underground at 8th and Market and will make place New York City just 37 minutes away from this site.

MARKET8 will provide valet services and self-parking options for the convenience of its patrons.

IV. The Project

MARKET8 will be a world-class urban entertainment center containing approximately 315,000 square feet of casino, restaurant and entertainment space. MARKET8 will offer gaming floors containing 2,400 slot machines, 82 banked table games and 30 poker tables. Throughout the entire facility, there will be food & beverage offerings featuring a variety of cuisines and themes.

Atop MARKET8 will be a 168-room, four-plus star hotel developed, financed, and operated by Hersha Hospitality Management.

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The design team of TEN Arquitectos, JCI Architecture, and Floss Barber, Inc. are collaborating to create a dynamic and inspiring exterior and interior structure and aesthetic.

Floor by floor, the project will have the following components (see Appendix 32):

Underground: parking garage with capacity for 1,000 vehicles.

At Grade: loading/service; drop-off, pick-up, and valet entrances on both Market Street and a newly-developed interior "boulevard" that will run from 8th Street to 9th Street through the project parallel to Market Street; five full-service restaurants, a café, and a boutique; and main lobby accessible from both Market Street and our interior "boulevard."

Second Floor: full assortment of slot machines and table games; a casino bar with live entertainment; a food court; mezzanine for back of house.

Third Floor: full assortment of slot machines and table games; a VIP lounge; a full-service restaurant with entertainment; a casino bar; mezzanine for back of house.

Fourth Floor: large poker room; a large concert and banquet venue with pre-function area; an indoor/outdoor ultra lounge; large facilities kitchen; back of house.

Fifth Floor: lobby of 12-story, 4+-star hotel; restaurant with large terrace overlooking Market Street

V. Economic Impact

The positive economic impact of a gaming and entertainment venue on its surrounding area is enhanced when a casino is an integral part of the urban fabric – or downtown – of a city, rather than when it is located on the periphery of that metropolitan region. MARKET8's location – in the heart of Philadelphia's Center City District – will yield the greatest economic impact for the city and the Commonwealth.

MEA engaged PKF Consulting, a nationally recognized gaming consultant, to prepare a Financial Analysis addressing the financial performance and competitive conditions of a gaming and entertainment venue at its 8th & Market site. A copy of PKF Consulting's report is attached to Appendix 40. In addition, MEA engaged Tourism Economics, a subsidiary of Oxford Economics Company, to measure the potential economic and fiscal impacts to the city, region, and state. A copy of Tourism Economics' report is attached to Appendix 34.

According to these consultants' reports, MARKET8 will have more than 4.7 million patrons in its first year of operation: 2.7 million patrons from the city, 1.35 million from the region, and

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480,000 and 190,000 from the visitor and commuter workforce markets, respectively. This will result in \$666 million of on-going direct economic impact in the Commonwealth, which includes \$404 million within the City of Philadelphia. The development of MARKET8 will generate nearly 5,300 one-time jobs in the Commonwealth and nearly 6,200 annual ongoing jobs.

1. Annual State Economic and Fiscal Impacts

Overall, the Commonwealth's economic benefit derived from the MARKET8 project will be a combined \$909 million. This includes total annual economic generation of \$666 million combined with gaming, income and sales tax revenues of \$243 million.

2. Development Expenditures and Associated Impact

Total development expenditures for this project will amount to approximately \$500 million and will generate \$583 million in direct, indirect and induced expenditures for the Commonwealth.

The 5,293 jobs created to develop this site will result in total salaries and wages totaling \$147 million in the Commonwealth. While these are one-time development/construction outlays, they represent significant positive impacts in terms of economic output, total jobs, salaries, and wages.

3. Annual Economic Impact

Annual impacts represent ongoing benefits in the local, regional, and statewide economies. The estimated impact of annual operating expenditures at MARKET8 will generate \$407 million in total economic activity in the Commonwealth of Pennsylvania. Ninety percent of all ongoing operational expenditures will occur in the Commonwealth of Pennsylvania, producing a direct impact of \$204 million. This total economic impact will include \$155 million in annual payroll (including benefits), supporting nearly 2,600 total jobs statewide.

4. Employment and Associated Impact of Patron Spending

Patron spending activity generated by MARKET8 will create 3,576 total jobs and produce an annual payroll (including benefits) of nearly \$73 million. Ninety percent of these jobs will originate from the Commonwealth of Pennsylvania.

5. Annual Economic Impact of Ancillary Patron Spending

Because of MARKET8's location – in the urban core of the city – casino patrons will have a wide variety of dining, tourism, shopping, and entertainment options within short walking distances from the gaming and entertainment center. Total ancillary spending by MARKET8 patrons will be \$118 million. This ancillary spending will generate a total

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economic impact of \$259 million in the Commonwealth, including \$74 million in annual payroll (including benefits), supporting nearly 3,600 jobs.

6. Tax Impacts Attributable to MARKET8

MARKET8 will generate \$225 million in gaming Tax Revenue. The Commonwealth will derive \$207 million in annual gaming tax revenue with an additional \$18 million being generated for the City of Philadelphia.

Pennsylvania and the City of Philadelphia will earn approximately \$13 million in one-time tax revenue and \$28 million in annual on-going tax revenues from income, sales and use taxes.

7. Additional Economic and Fiscal Impacts Attributable to the Hotel Development and Operations

- Project costs of \$69.3 million
- One time economic impacts of \$120.8 million
- One time jobs impact of 1,098
- One time total non-gaming tax impact attributable to the hotel development of \$2.5 million
- Annual economic impacts of \$34.5 million
- Annual jobs impact of 98
- Annual non-gaming tax impact attributable to the hotel are \$2.5 million
- Annual incremental gaming tax impact of \$5.5 million

VI. Diversity

Diversity is at the core of MARKET8's profile. Minorities represent over half of MARKET8's ownership team. MARKET8's developer, The Goldenberg Group, is headed by an ex-civil attorney with an abiding commitment to fostering diversity in all of his business and philanthropic endeavors. MARKET8's casino operator, Mohegan Gaming Advisors, is a minority-owned business. And, finally, MARKET8's hotel owner and operator, Hersha Hospitality Management, is a minority-owned enterprise.

Accordingly, the MEA partners, as well as their Operators, Mohegan Gaming Advisors ("MGA") and Hersha Hospitality Management, share a demonstrated track record and history of promoting diversity and equality in its workforce; and they are committed to the highest and best practices of ensuring diversity in both employment and procurement of goods and services for this project.

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Working with community groups, city and state officials, and other stakeholders, MEA will conduct outreach programs that will help area residents identify and train for positions at MARKET8, including foodservice, gaming, management and more. Job and Opportunity Fairs, training sessions and online resources will help connect Pennsylvania workers with new jobs created by this project.

VII. Community Commitment

MEA and MGA have consistently demonstrated a commitment to community development through myriad jointly-developed projects and initiatives. Through volunteerism, numerous board appointments, civic engagements, personal philanthropic endeavors, and other community outreach initiatives, the team behind MARKET8 has a significant track record of serving Philadelphia and the Commonwealth.

In particular, community outreach and partnership is the cornerstone of the project developer's culture and mission. The Goldenberg Group not only works very closely with community groups to accomplish "win-win-win" scenarios wherever it develops, but it also regularly partners with local community, civic, or church groups to ensure that a variety of development benefits flow directly back into the community. Moreover, The Goldenberg Group was founded, not only with the vision of developing positively transformative projects that would benefit everyone, but for the purpose of creating a financial platform for its owners to engage in wide-ranging public interest/charitable activities in the Philadelphia region and internationally. Whether it's building little league fields in the inner city, or cooking meals for homebound residents, caroling, or having Christmas parties for the elderly, or building vegetable gardens, or a city homeless shelter, community outreach and giving back is synonymous with The Goldenberg Group's ethos. Thousands of adults and children in Philadelphia have already benefited from its work – and The Goldenberg Group is excited to expand those efforts and outreach with a significant portion of the proceeds of MARKET8.

In addition, a material portion of The Goldenberg Group's profits fund its on-the-ground charitable activities in Kenya and the Ivory Coast, including providing hot water and other improvements for a local handicapped home, working with HIV+ women and children, building a much-needed mortuary for a local hospital, sending many needy children to area schools, providing food assistance for the elderly and infirm, facilitating local entrepreneurial efforts through its microfinancing program, and funding and co-managing a local private school.

MARKET8 is committed to funding and creating a community partnership fund, the MARKET8 Foundation, with a significant portion of its proceeds from this project. Its board will consist of representatives from nearby neighborhoods and institutions, as well as members of The Goldenberg Group and MEA. Funds will flow to those same neighborhoods and institutions, as well as to neighborhoods throughout the city at large, for projects related to education, assisting groups and individuals in need, environmental improvements, and community development. The Goldenberg Group's charitable arm, People Helping People, will be an integral part of and work

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closely with the MARKET8 Foundation and these neighborhoods and institutions to ensure that all of these funds are put to the best use possible through the best means possible in the interest of maximizing their charitable impact. This program is as important a part of The Goldenberg Group's and MEA's efforts here as the development itself.

VII. The Team

MEA is a Pennsylvania limited partnership formed on October 18, 2012 when a Certificate of Limited Partnership was filed with the Secretary of State. An Organization Chart has been attached to Appendix 18 of this application.

A significant portion of this ownership team includes prominent, local minority businesspeople who are entrepreneurs or leaders of/partners in minority-owned business, fulfilling the legislative intent of the Pennsylvania Racehorse Development and Gaming Act of having diversity in all aspects of gaming in Pennsylvania, including minority ownership of licenses.

This highly-capable team of local and national leaders in business and the development of complex projects is bound together by the common characteristics of high standards, successful outcomes, project quality, and credibility.

The partnership group includes:

- Ken Goldenberg, Founder & President, The Goldenberg Group (TGG)
- Ira Lubert, Chairman & Co-Founder of Lubert-Adler, and Chairman and Co-Owner of Valley Forge Casino Resort
- David Adelman, President & Chief Executive Officer, Campus Apartments
- William A. Landman, Chief Executive, CMS Companies
- Michael Heller, Chief Executive Officer of Cozen O'Connor, and Co-Owner of Valley Forge Casino Resort
- Willie Johnson, Founder and Chairman of PRWT Services, Inc.
- Bernard Smalley, Senior Counsel, The Tucker Law Group
- Dennis Cook, Chief Executive Officer, WES Health Centers
- Thomas A. Leonard, Partner, Obermayer, Rebmann, Maxwell and Hippel
- William R. Miller, IV, Chief Executive Officer, Ross Associates
- Mary V. Lawton, Chief Executive Officer, M. Lawton Associates
- Cheryl McKissack, President & Chief Executive Officer, McKissack & McKissack
- Mohegan Gaming Advisors (a subsidiary of the Mohegan Tribal Gaming Authority)
- Main Line MEA Partners, L.P. (a CMS limited partnership)

A. The Developer

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MARKET8's developer, The Goldenberg Group (TGG), is an integrated and diversified real estate development company. Skilled at beginning-to-end development of large-scale, complex real estate projects, TGG brings innovative solutions to the complex issues of modern development through collective vision, experience, and perseverance. As a private company, TGG selects projects based on individual characteristics and community appeal, not simply return on investment.

TGG has developed, owns and manages over 6 million square feet of retail space and has developed approximately 1 million square feet of residential property to date. Since 1998, TGG's total retail space has increased by 200% and its portfolio has nearly tripled. TGG manages over 150 tenant leases and enjoys an occupancy rate that typically exceeds 98%.

TGG's hallmark development projects include:

- Rose Hall (in construction) – Student housing at Temple University. Once completed, the community will include a 14-story building with 832 beds and 238 apartments, 80 parking spaces and 11,000 square feet of retail space. Floor plans for the apartments include studio and one- and two-bedroom units. Amenities for the community will include a fitness center, computer lab with study lounge, laundry facility on each floor, a club lounge, an outdoor plaza and storage for 150 bikes. In 2008, The Goldenberg Group, in partnership with Bridge of Hope Community Development Corp., the development arm of Bright Hope Baptist Church, purchased the property from the School District of Philadelphia and broke ground in the autumn of 2012.
- Haverford Reserve (in construction) – Currently 51 impeccably designed residences (100 at completion), a superb setting and convenient access are the hallmarks of The Carriage Homes at Haverford Reserve. Here, families will discover maintenance-free living and proximity to friends, entertainment and cultural opportunities among preserved woodlands and walking trails. The Carriage Homes are a distinctively different community created by The Goldenberg Group and Guidi Homes and have won a plethora of design awards.
- The Ayer (2007) – Built in 1928 for N.W. Ayer & Sons, the country's first advertising agency, the Ayer stands as a monument to the power of mass communication and the age of Art Deco. Located at the vibrant nexus of Society Hill, Old City and Center City, The Ayer overlooks 6.4 acre Washington Square – one of five laid out by William Penn in 1682. As in 1929, The Ayer still exists in resolute harmony with its environment – a tribute to the enduring power of urban resistance. In 2007, The Goldenberg Group redeveloped the Ayer, now one of the most successful and award-winning conversions of a historic property into high-end condominiums.

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- ParkWest Town Center (2007) – ParkWest Town Center, a joint venture between The Goldenberg Group and West Philadelphia Financial Services Institution (WPFSI), is an award-winning retail project located in the heart of a federal Empowerment Zone in West Philadelphia. The project comprises 341,163 square feet of retail space on approximately 29 acres. PWTC brought the first full-scale supermarket to a nationally recognized food desert and, as part of our commitment to community, continues to host an annual "Renaissance Festival" every summer. Situated in the heart of this densely populated community, ParkWest is anchored by the city's largest ShopRite and West Philadelphia's first Lowe's.
- Columbus Commons (2005) – Columbus Commons is strategically located at Columbus Boulevard and Snyder Avenue in Philadelphia and has direct access and visibility from I-95 and the area's major bridges (Walt Whitman and Ben Franklin). This vibrant retail hub brings together a premier mix of diversified and complementary retail and restaurant tenants in a prime location to serve Central and South Philadelphia markets. Columbus Commons is anchored by Philadelphia's first and only IKEA as well as Lowe's, Best Buy, Pier One and Raymour & Flanigan.
- The Metroplex (2001) – Heralded as the standard-bearer of converting over 100 acres of brownfield property into one of the region's most successful retail complexes, the Metroplex has earned awards for environmental remediation, storm water management and continues to host noteworthy charitable events for the community including WMMR's annual Camp Out for Hunger to support Philabundance. The center boasts tenants such as Target, Lowe's, Giant, Bed, Bath & Beyond, Best Buy, ULTA, Barnes & Noble and Old Navy.

TGG's Awards include:

- In 2013, Ken Goldenberg received the inaugural Vision of Hope Award from the Bright Hope Baptist Church for his partnership efforts in developing Rose Hall, as well as his charitable efforts throughout Philadelphia and Africa.
- In 2012, The Carriage Homes won an additional nine Synergy Awards for design and homebuilding.
- In April 2011, The Carriage Homes received an additional five Pyramid Awards, including "Community of the Year."
- In April 2010, The Carriage Homes at Haverford Reserve received six Pyramid Awards from the Chester Delaware County Homebuilders Association for excellence in design and homebuilding among them "Home of the Year."

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- In 2008, The Ayer received a Grand Jury Preservation Achievement Award by the Preservation Alliance of Philadelphia.
- Best Residential Deal of 2008 – The Ayer Condominium (mentioned above), a fresh and modern \$75 million conversion of an Art Deco masterpiece into 56 luxury condominium residences on Philadelphia's prestigious Washington Square, is a joint venture of The Goldenberg Group & Brown|Hill.
- Best Retail Deal of 2008 – ParkWest Town Center, a \$52 million, 341,000 square foot retail project including Lowes and ShopRite, at 52nd & Jefferson Streets in West Philadelphia, is a joint venture of The Goldenberg Group and West Philadelphia Financial Services Institution.
- Two of our development projects were recognized by the Philadelphia Business Journal as retail and residential winners of the "Best Real Estate Deals of 2008."

B. The Designers

TGG has created a design "super-team" to develop and design a state of the art venue that will quickly become a new icon for Philadelphia:

- TEN Arquitectos [Taller de Enrique Norton Arquitectos] is the lead design architect, and as such, will focus on the exterior design elements, but will also work closely with the team in the interest of molding the interiors. Founded in Mexico City in 1986, TEN Arquitectos has become an internationally known firm dedicated to the creation and investigation of Architecture and Design. Since moving their headquarters to New York City in 2003, TEN Arquitectos has grown to over 70 members, working on a diverse array of award winning and acclaimed architectural projects. TEN Arquitectos seamlessly engages a multitude of scales and typologies, including furniture design; single-family houses; residential, cultural and institutional buildings; as well as landscape and master planning.
- JCI Architecture will be primarily focused on interior elements of the project; most notably the casino. JCI is a firm nationally recognized for the successful blending of art and business in its design. With a reputation for creating designs that are inspiring, thoughtful and balanced, JCI has a diverse portfolio of public and private projects in the hospitality, education, corporate, civic and science & technology sectors. JCI's hallmark entertainment and/or casino projects include: Mohegan Sun at Pocono Downs; Foxwoods Casino and Resort in Connecticut; the US Grant Hotel in San Diego; The Saratoga Casino and Raceway; AIG Corporate Headquarters; and the DH Koch Theater at Lincoln Center in New York City.

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- Floss Barber Inc. will develop the interior design work for MARKET8. Founded and headquartered in Philadelphia, Floss Barber is a nationally known interior design firm specializing in the areas of hospitality, restaurants and corporate offices. In addition to several signature projects for Chef Emeril Lagasse nationwide, Floss Barber clients include: Revel Casino in Atlantic City, the Sofitel Hotel, Sagamore Hotel & Spa and the Rittenhouse Sheraton Hotel in Philadelphia. Since 1998 Floss Barber has been a regular name on Interior Design Magazine's 'Giants' list.
- EE&K Architects will provide planning services for MARKET8 and its environs. They are internationally recognized for integrating the design of buildings and open space, and transforming "projects" into genuine places. Equally importantly, five years ago they closely analyzed and provided valuable planning and design services to the City of Philadelphia for the sake of facilitating the transformation of East Market Street. EE&K brings creative thinking and big picture perspective to design problems of all scales. Some of EE&K's premier projects include: The Wheel in New York City; Battery Park City in New York City; Buffalo Inner Harbor in upstate New York; Southwest Waterfront in Washington, D.C.; and Hollywood & Highland in Los Angeles, CA.

C. The Operator

The casino will be operated by MGA, a subsidiary of the Mohegan Tribal Gaming Authority (MTGA). MTGA operates two of the most successful gaming and entertainment destinations in the United States, Mohegan Sun in Connecticut and Mohegan Sun at Pocono Downs in Pennsylvania. MTGA formed MGA in 2011 to pursue management contracts and consulting agreements for casino and entertainment properties in the United States. On October 1, 2012, MGA assumed management of Resorts Casino Hotel in Atlantic City. MGA is staffed with an experienced team of casino executives, who have a proven track record of accomplishments as highly successful operators and marketers, and a well-known dedication to fully servicing their clients.

MTGA is an affiliate of the Mohegan Tribe of Indians of Connecticut ("the Tribe"), a federally recognized Indian tribe with a 507-acre reservation situated in Southeastern Connecticut, adjacent to Uncasville, CT. MTGA has been granted the exclusive power to conduct and regulate gaming activities on the existing reservation of the Tribe, including the operation of Mohegan Sun, a gaming and entertainment complex that is situated on a 185-acre site on the Tribe's reservation. Through its subsidiary, Downs Racing, L.P., the Authority also owns and operates Mohegan Sun at Pocono Downs, a gaming and entertainment facility offering slot machines, table game and harness racing situated on a 400-acre site in Plains Township, PA, and several off-track wagering facilities located elsewhere in Pennsylvania.

APPENDIX 11

ANNUAL 10K REPORTS FOR PAST FIVE (5) YEARS

Does Not Apply

APPENDIX 14

COPY OF LAST PROXY OR INFORMATION STATEMENT

Does Not Apply

APPENDIX 15

A COPY OF REGISTRATION STATEMENTS FOR PAST FIVE YEARS

Does Not Apply

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APPENDIX 17

**CERTIFIED COPIES OF THE ARTICLES OF INCORPORATION, CHART, BYLAWS
AND PARTNERSHIP AGREEMENT**

Attached please find the following documents:

- Exhibit A: Copy of Certificate of Limited Partnership for Market East Associates, LP filed with the Pennsylvania Department of State;
- Exhibit B: Statement of Change of Registered Office for Market East Associates, LP filed with the Pennsylvania Department of State; and

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Entity Number

Certificate of Limited Partnership
(15 Pa.C.S. § 8511)

Name
Linda M. Lee, Paralegal, c/o Cozen O'Connor

Address
200 Four Falls Corporate Center, Suite 400

City State Zip Code
West Conshohocken, PA 19428

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name and address you enter to
the left.

←

Fee: \$125

Filed in the Department of State on _____

Secretary of the Commonwealth

In compliance with the requirements of 15 Pa.C.S. § 8511 (relating to certificate of limited partnership), the undersigned, desiring to form a limited partnership, hereby certifies that:

1. The name of the limited partnership (may contain the word "company", or "limited" or "limited partnership" or any abbreviation):

Market East Associates, L.P.

2. The (a) address of the limited partnership's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street City State Zip County
c/o Michael J. Heller, Cozen O'Connor, 1900 Market Street, Philadelphia, PA 19103 Philadelphia

(b) Name of Commercial Registered Office Provider County
c/o:

3. The name and business address of each general partner of the partnership is:

Name Address
Market East GP, LLC c/o Michael J. Heller, Cozen O'Connor
1900 Market Street
Philadelphia, PA 19103

4. Check, and if appropriate complete, one of the following:

The formation of the limited partnership shall be effective upon filing this Certificate of Limited Partnership in the Department of State.

The formation of the limited partnership shall be effective on: _____ at _____
Date Hour

5. The specified effective date, if any is:

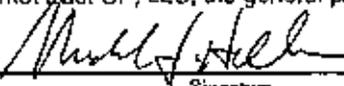
Upon filing

month date year hour, if any

IN TESTIMONY WHEREOF, the undersigned general partner(s) of the limited partnership has (have) executed this Certificate of Limited Partnership this

18th day of October 2012

Market East GP, LLC, the general partner

By: 
Signature

Name: Michael J. Heller

Title: Secretary
Signature

Signature

*** FAX TX REPORT ***

TRANSMISSION OK

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A PROFESSIONAL CORPORATION

SUITE 400 200 FOUR FALLS CORPORATE CENTER P.O. BOX 800 WEST CONSHOHOCKEN, PA 19428-0800
610.941.5400 800.379.0695 610.941.0711 FAX www.cozen.com

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FROM: Linda M. Lee TIMEKEEPER NO.: 0260
SENDER'S PHONE: 610.941.2378 SENDER'S FAX: 866.235.4421
OF PAGES (INCLUDING COVER): 7 FILE NAME: MARKET EAST GP, LLC;
MARKET EAST ASSOCIATES, L.P.
DATE: October 18, 2012 FILE #: 328420

RECIPIENT(S)	PHONE	FAX
PA CORPORATION BUREAU ATTENTION: PARKE	717-772-1524	717-705-0927

MESSAGE: SEE ATTACHED FILING REQUESTS.

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Carol Alchale
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Statement of Change of Registered Office (15 Pa.C.S.)

Entity Number
4141251

- Domestic Business Corporation (§ 1507)
 Foreign Business Corporation (§ 4144)
 Domestic Nonprofit Corporation (§ 5507)
 Foreign Nonprofit Corporation (§ 6144)
 Domestic Limited Partnership (§ 8506)

Name

Corporation Service Company
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Commonwealth of Pennsylvania
DOMESTIC - CHANGE OF REGISTERED OFFICE 2 Page(s)



T1231467070

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned corporation or limited partnership, desiring to effect a change of registered office, hereby states that:

1. The name is:
Market East Associates, L.P.

2. The (a) address of its initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and street City State Zip County
c/o Michael J. Heller, Cozen O'Connor, 1900 Market Street, Philadelphia, PA 19103 Philadelphia

(b) Name of Commercial Registered Office Provider County
c/o:

3. Complete part (a) or (b):

(a) The address to which the registered office of the corporation or limited partnership in this Commonwealth is to be changed is:
350 Sentry Parkway, Bldg 630, Suite 300, Blue Bell PA 19422 Montgomery
c/o Market East GG Investors, L.P.
Number and street City State Zip County

(b) The registered office of the corporation or limited partnership shall be provided by:
c/o:
Name of Commercial Registered Office Provider County

2012 NOV -9 PM 12:30
PA DEPT OF STATE

DSCB:15-1507/4144/5507/6144/8506-2

4. ~~Strike out if a limited partnership:~~

~~Such change was authorized by the Board of Directors of the corporation.~~

IN TESTIMONY WHEREOF, the undersigned has caused
this Application for Registration to be signed by a duly
authorized officer thereof this

9th day of November, 2012

Market East Associates, L.P.

Name of Corporation/Limited Partnership

Market East GP, L.P., the general partner

By Michael J. Heller

Signature

Michael J. Heller, Secretary

Title

MARKET EAST ASSOCIATES, LP
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APPENDIX 22

CRIMINAL HISTORY OF APPLICANT

Market East Associates, LP is a newly formed entity and, as such, has no criminal history. Any relevant criminal history of Market East Associates, LP's officers, owners or principals is disclosed in their applications submitted to the PGCB in connection with this Category 2 Slot Machine Application.

APPENDIX 23

REQUIREMENTS OF §1312 OF THE GAMING ACT

Does Not Apply

APPENDIX 24

**AN OWNERSHIP OR FINANCIAL INTEREST THAT IS GREATER THAN 33.3% OF
ANOTHER SLOT MACHINE LICENSEE**

Does Not Apply

APPENDIX 28

**LIST OF HOSPITALS, PLACES OF WORSHIP, SCHOOL, CHARITABLE
INSTITUTION, PARK, ZOO, ETC. FREQUENTED BY PUBLIC WITHIN 1,500 FEET
OF THE PROPOSED FACILITY**

Attached hereto please find the following:

- Exhibit "A" A listing of all hospitals, schools, theatres, museums, parks, places of worship, libraries, government offices, hotels and other attractions within 1,500 feet of the proposed licensed facility.
- Exhibit "B" A map identifying the location of all hospitals, schools, theatres, museums, parks, places of worship, libraries, government offices, hotels and other attractions within 1,500 feet of the proposed licensed facility.

8th & Market - PUBLIC USES WITHIN 1500'

Hospital - Clinic		
#	Organization/Name	Address
1	Jefferson Neurology	1015 Chestnut Street
2	Jefferson Myrna Blind Center	925 Chestnut Street
3	Rothman Institute at Jefferson-Kimmel Cancer Center	925 Chestnut Street
4	Jefferson Rehabilitation	25 South 9th Street
5	Jefferson Urology Associates-Nemours Children Clinic	833 Chestnut Street
6	Jefferson Medical Office	909 Walnut Street
7	Wills Eye Hospital	840 Walnut Street
8	Jefferson Hospital for Neuroscience	900 Walnut Street
9	Jefferson Bluemle Life Sciences Building	233 South 10th Street
10	Jefferson Alumni Hall	1020 Locust Street
11	Jefferson Main Building-Emergency	132 South 10th Street
12	Jefferson Bodine Cancer Center	111 South 11th Street
13	Jefferson Gibbon Building	111 South 11th Street
14	Jefferson Outpatient laboratory	111 South 11th Street
15	Jefferson Medical Office	1100 Walnut Street
16	Philadelphia Women's Center	777 Appletree Street
School		
#	Organization/Name	Address
1	Jefferson Medical College	1025 Walnut Street
2	Jefferson Edison Building	1020 Walnut Street
3	Jefferson Curtis Building	1015 Walnut Street
4	Wills Eye Institute	840 Walnut Steet
5	Temple University School of Podiatric Medicine	148 North 8th Street
6	American College of Physicians	630 Race Street
7	Constitution High School	18 South 7th Street
8	Charter High School for Architecture & Design	105 South 7th Street
9	Philadelphia regional High School	1118 Market Street
10	Arise Academy Charter School	1118 Market Street
11	Gwynedd Mercy College	600 Chestnut Street
12	Pennsylvania Institute of Technology	601 Walnut Street #700
Theatre		
#	Organization/Name	Address
1	Walnut Street Theatre	825 Walnut Steet
2	Lantern Theatre Company-Saint Stephens Theatre	923 Ludlow Street
3	Center City Opera Theatre-Lights of Liberty	600 Chestnut Street #772
4	Trocadero Theatre	1003 Arch Street
5	Forrest Theatre	1114 Walnut Street
Museum - Gallery		
#	Organization/Name	Address
1	James Oliver Gallery	723 Chestnut Street
2	Bridgette Mayor Gallery	709 Walnut Steet
3	American Philosophical Society Museum	104 South 4th Street

4	Philadelphia History Museum at the Atwater Kent	15 South 7th Street
5	National Museum of American Jewish History	101 S Independence Mall E
6	African American Museum	701 Arch Street
7	National Constitution Center	525 Arch Street
8	Space 1026	1026 Arch Street
10	Athenaeum of Philadelphia	219 South 6th Street

Park		
#	Organization/Name	Address
1	Liberty Bell	598 Chestnut Street
2	Washington Square	Washington Square
3	Independence National Historic Park	143 South 3rd Street

Place of Worship		
#	Organization/Name	Address
1	Saint George Greek Orthodox Cathedral	256 South 8th Street
2	Saint Joseph's Episcopal Church	10th Street
3	Saint Stephen's Church	19 South 10th Street

Library		
#	Organization/Name	Address
1	Free Library of Philadelphia	18 South 7th Street
2	Charles E Krausz Library	148 North 8th Street
3	Library for the Blind	919 Walnut Street
4	Jenkins Law Library	833 Chestnut Street
5	Scott Memorial Library	1020 Walnut Street #310

City - Government		
#	Organization/Name	Address
1	Consumer Protection Bureau	21 South 12th Street #205
2	Philadelphia Human Resources	Broad & Market
3	Philadelphia Water Department	1101 Market Street #5
4	Superior Court	530 Walnut Street #315
5	Consulate of Italy-Consulate of Chile	150 S Independence Mall W
6	Federal Emergency Management Agency	105 South 7th Street
7	National Archives & Records	900 Market Street
8	FBI	600 Arch Street #8
9	US Department of Labor	170 S Independence Mall W
10	General Services Administration	20 North 8th Street #8
11	PennDot Driver's License Center	9th & Arch Street
12	US Department of Justice	701 Market Street
13	Federal Reserve Bank of Philadelphia	10 N Independence Mall W
14	William J Green Jr Federal Building	30 South 17th Street
15	Robert NC Nix Federal Building & Post Office	900 Market Street
16	James A Byrne Courthouse	601 Market Street
17	Philadelphia Police Headquarters	8th & Race Street
18	Pennsylvania Convention Center	1101 Arch Street
19	Philadelphhia Gas Works	12th & Chestnut Street

Charitable Institutions		
#	Organization/Name	Address
1	Achieving Independence Center	1118 Market Street
2	Women for Greater Philadelphia	520 Walnut Street
3	Curtis Center	699 Walnut Street
4	Action Aids Friends for Life	1216 Arch Street
Hotels		
#	Organization/Name	Address
1	Loews Philadelphia Hotel	1200 Market Street
2	Marriott Downtown	1201 Market Street
3	Hilton Garden Inn	1100 Arch Street
4	Morris House Hotel	225 South 8th Street
5	Hotel Monaco	433 Chestnut Street
Misc		
#	Organization/Name	Address
1	Philadelphia Bike Tours	15 South 7th Street
2	Skydive Philadelphia	1127 Market Street
3	Ghost Tours of Philadelphia	5th & Chestnut
4	Greyhound	10th & Filbert
5	Reading Terminal	51 North 12th Street
6	Gallery Shopping Center	9th Market Street

APPENDIX 31

**LOCAL ZONING AND LAND USE APPROVALS OR A DETAILED EXPLANATION
OF THE STATUS OF THE REQUEST WITH COPIES OF ALL FILINGS**

The Property where Market East Associates, LP ("MEA") will place MARKET8 is located in the zoning district CMX-5, the highest density central business district zoning classification in Philadelphia. CMX-5 under the August 2012 Philadelphia Ordinance is the successor to C-5 under the prior Ordinance. This district permits as of right the commercial, retail and residential uses commonly found in the central business district of a major city. The proposed Development, as described below, conforms in all respects with the dimensional, bulk, parking and loading requirements of the CMX-5 District. It also complies as to the various proposed uses, except at this time, the CMX-5 District does not include a licensed gaming facility as a permitted use.

MEA plans to construct an urban entertainment center with a casino at its core including a hotel along the south side of Market Street (SR 2004) between 8th Street and 9th Street in the Market East section of Center City, Philadelphia (the "Property"). The urban entertainment center is anticipated to include:

- 2400 slot machines,
- 82 table games,
- 30 poker tables,
- 13 story 168 key hotel,
- Food/beverage and entertainment venues, and
- 31,000 GSF quality restaurants.

An underground parking garage with 752 parking spaces when operated as self-park and 1000 spaces when operated as a valet facility¹ completes the proposed urban entertainment center footprint. A direct pedestrian connection to the transit concourse, to The Gallery underground mall and Market East Transit Station is also proposed. This direct connection would also connect urban entertainment center patrons to the Philadelphia Convention Center and the Marriott Hotel complex (collectively, as proposed, the "Development").

¹ In addition, MEA will control the existing six-story parking garage located at 733 Chestnut St., which contains 250 self-park spaces and can hold 500 cars when operated as a valet facility.

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The Development conforms in all respects with the dimensional, bulk, parking and loading requirements of the CMX-5 District, as shown on the table attached as Exhibit "A". The Development also conforms to the use requirements of the CMX-5 District to the extent the uses include restaurants, retail space and accessory office space. As noted above, the gaming use is the only use proposed for the Development which is not a permitted use.

The SP-ENT zoning district under the current Philadelphia Zoning Ordinance is the successor to the Commercial Entertainment District under the prior ordinance, which was the district written for the two proposed casinos on the Delaware Riverfront and is the district under which the Sugarhouse casino was developed. The SP-ENT District allows a range of uses in addition to the licensed gaming facility, including hotels, restaurants, retail and residential.²

The most direct route to appropriate zoning for the use of the Property to include a gaming facility, would be for the City to amend the existing CMX-5 District to allow a licensed gaming facility if the Gaming Commission approves such a facility. This would preserve the existing density, bulk, parking and loading requirements currently applicable to the Property, which represents those which the Zoning Code Commission and City Council have so recently determined to be appropriate at this location.

As an alternative, the City could rezone the Property to the SP-ENT category and then follow the precedent set in the Foxwoods/Strawbridge's case, by amending the SP-ENT category to follow the density, bulk, parking and loading provisions of the zoning applicable to the CMX-5 District when the SP-ENT District lies within certain defined geographic boundaries.³ When the Foxwoods parties were considering locating at the former Strawbridge's building at 801 Market Street, the Commercial Entertainment District was amended to provide that in a certain area (which included the Strawbridge's building and which includes the Property), the parking requirements of what was then the C-5 commercial district (now CMX-5) would apply in the Commercial Entertainment District.⁴ This amendment was not carried over into the new Philadelphia Zoning Ordinance, presumably because Foxwoods did not formally submit its proposal.

However, the approach of amending CMX-5 to permit the licensed gaming facility is the simplest and most direct approach to preserving the density, bulk, parking and loading requirements of the central business district while allowing the casino use. Having said that, the result can be equally obtained, however, by following the Foxwoods/Strawbridge's precedent

² Philadelphia Zoning Ordinance Table 14-602-4. The SP-ENT District has requirements for substantial parking and lower density than the CMX-5 District, with which the proposed facility could comply but which may not be the ideal form of development in the heart of the central business district.

³ Bill No. 080742 amended the parking requirements but did not need to address density or bulk because the Foxwoods' proposal at Strawbridge's was to occur entirely within an existing building.

⁴ Bill No. 080742 approved November 16, 2008.

Exhibit A Continued
Project Compliance with the CMX-5 Zoning Criteria

Requirements	CMX-5 Zoning Criteria		Project	Comments
Off Street Parking	Motor Vehicle Parking Ratios:		The greater of (a) .1 * (3050-400) seats= 265 or (b) .001* (323,000-10,000 sq. ft.) =313. The Minimum Required Parking Spaces is 313* and the Project will include 752 parking spaces. *Note: 313 parking spaces likely exceeds the actual requirement, as the sq. ft. used to calculate the requirement includes some uses (i.e. eating and drinking), which are excluded from the parking requirement under the zoning code.	In Compliance
	Category	Minimum Required Parking Spaces		
	Assembly and Entertainment	The greater of (a) none for the first 400 seats then 1/10 seats or (b) none for the first 10,000 sq. ft. then 1/1,000 sq. ft.		
	Eating and Drinking Establishments	0		
	Retail Sales Office	0		
Visitor Accommodation (Hotel)	0			
Off Street Loading	Gross Floor Area (sq. ft.)	Required Loading Spaces	Casino: 323,000 sq. ft. Hotel: 156,000 sq. ft. 4+2= 6 Loading Spaces	In Compliance
	For All Other Permitted Use (except			
	240,001-320,000 Over 320,000	4 1 additional space per each additional 90,000 sq. ft.		
	For Visitor Accommodation (Hotel) Use:			
150,001- 400,000	2			

In addition, Market East Associates will control the existing six-story parking garage located at 733 Chestnut St., which contains 250 self-park spaces and can hold 500 cars when operated as a valet facility.

APPENDIX 34

**LOCAL IMPACT REPORT, ENGINEERING REPORTS AND TRAFFIC STUDIES,
INCLUDING DETAILS OF ANY ADVERSE IMPACT ON TRANSPORTATION,
TRANSIT ACCESS, HOUSING, WATER AND SEWER SYSTEMS,
LOCAL POLICE AND EMERGENCY SERVICE CAPABILITIES,
EXISTING TOURISM, INCLUDING HISTORICAL AND CULTURAL
RESOURCES OR OTHER MUNICIPAL SERVICE OR RESOURCE**

Attached hereto please find the following:

- Exhibit "A" "The Economic & Fiscal Impacts of Market8 at 8th & Market Streets (Revised)"
prepared by Mr. Michael Mariano, Senior Economist with Tourism Economics
and Oxford Economics.
- Exhibit "B" Proof of Service and Receipt
- Exhibit "C" Local Infrastructure Impact Study Market8 prepared by Pennoni
Associates, Inc.
- Exhibit "D" Traffic Impact Study Market8 prepared by Pennoni Associates, Inc.

TOURISM ECONOMICS

The Economic & Fiscal Impacts of Market8 (Revised)

Report Submitted to:
Market East Associates, L.P.



TOURISM
ECONOMICS

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1 Executive Summary

Market East Associates, L.P., is applying for the remaining Category 2 gaming license for the City of Philadelphia authorized by the enabling legislation signed by the Governor of Pennsylvania in 2004. The site for the proposed casino and ancillary facilities and amenities, currently being referred to as Market8 ("the Casino" or "Casino"), is a vacant parcel occupying the block bounded by 8th, 9th, Market and Ranstead Streets in the Market Street East section of Center-City Philadelphia. The site is just two blocks from Independence Mall, three blocks from the newly expanded Pennsylvania Convention Center, within easy walking distance to a number of hotels, restaurants, and retailers, and easily accessible by various public transportation options.

This report is an updated report from the original report submitted in November 2012. The updated analysis reflects interim refinements to the project facilities' program. A subsidiary of the Mohegan Tribal Gaming Authority ("Mohegan") has been retained to operate and manage the proposed facility. With extensive gaming operations in both Pennsylvania (Wilkes-Barre) and Connecticut, Mohegan is one of the premier gaming operators in the United States. Their input as operators, both in terms of marketing strategy and operational efficiencies, was strongly considered in the refinements to the project facilities' program.

Figure 1.1 Aerial View of Proposed Market8 Site



1.1 Location Matters

Research indicates that the positive economic impact of casinos is more leveraged when a casino is part of a city's urban core than when it is situated in other parts of a metropolitan region. Market8's specific location within Philadelphia's urban core will create unmatched synergies between the Casino, local merchants and retailers, and the City's residential, commuter, and tourist markets. Overall, no other site in the City will be able to match the locational advantages of Market8's proposed site at 8th and Market Streets. In addition to the benefits realized by the Casino itself, the City of Philadelphia, as well as its relatively newly formed gaming market, will both benefit from a Casino located in the heart of Philadelphia's urban core. Main benefits include:

- High concentrations of retailers and food and beverage places immediately surrounding the Casino will give casino patrons a variety of dining, shopping, and entertainment options, generating ancillary patron spending at local businesses. Market8's location in the heart of Philadelphia's urban core would maximize this ancillary spending impact, which would be unsurpassed by any other site in the City.
- The positive "ripple" effects of an urban entertainment casino in the heart of Philadelphia would help transform the City and be unmatched by any other site. While these positive benefits would first be seen by retailers and businesses immediately surrounding Market8, due to the Casino's central location, positive effects would ripple throughout the City, ultimately benefitting businesses and tourist destinations citywide.
- Philadelphia's most-visited cultural and historic attractions are within a few minutes' walk. The Pennsylvania Convention Center, which hosted more than one million visitors last year, is also within walking distance. Close proximity to and easy access from these cultural tourism and business visitor markets would allow Market8 to produce new gaming revenues from groups that would not be gaming otherwise. These new gaming revenues would effectively increase the overall size of the gaming market in Philadelphia.
- Market8 will be well-positioned to capitalize on the City's public transportation system (SEPTA), which would play a key role in providing patrons (both residential, commuter, and visitor) easy access to the Casino. SEPTA's Market-Frankford subway line and Regional Rail trains have a major station at 8th & Market Streets, SEPTA has several bus lines servicing the entire Market East neighborhood, and PATCO (running from Center City Philadelphia to areas in New Jersey) has a station at 8th & Market Streets.
- As the synergies develop between Market8 and the rest of the City, the Casino will help to attract new business visitors, cultural tourists, suburban residents, and portions of the commuter workforce who would not have visited a casino if it had not been for Market8's location in the urban core. Since these gamblers represent net new revenue for Philadelphia's gaming market, Market8's urban core location will ultimately not only increase Philadelphia's aggregate gaming market, but also minimize cannibalization from current Philadelphia casino revenues.

1.2 Economic Impacts

Market8 will generate significant economic impacts as one-time development expenditures, annual operational expenditures, and annual ancillary spending by casino patrons at outside businesses ripple through the local, regional, and state economies. The City of Philadelphia, the five-county Philadelphia Metropolitan Division, and the State of Pennsylvania will all benefit from new economic activity, jobs, and employee salaries and wages.

Market8's development period will generate one-time impacts of \$89 million in total economic activity in the City, \$389 million in the 5-County Region, and \$583 million in the State, as shown in Figure 1.2.

Figure 1.2: Summary One-Time Economic Impacts Attributable to Market8 (\$ Millions in 2016 Dollars & Total Jobs)

Description	Philadelphia County	5-County Region	PA State
Total Economic Impact	\$89	\$389	\$583
Total Jobs Impact	662	3,293	5,293
Total Salaries & Wages Impact	\$32	\$123	\$147

Source: Tourism Economics (2013)

Annual operational expenditures at Market8, along with annual ancillary spending by Casino patrons, will generate considerable *ongoing* economic impacts. In Market8's first year of operations, the City will benefit from \$404 million in total economic activity, more than 3,400 total jobs, and \$114 million in employee salaries and wages. The 5-County Region will benefit from \$597 million in total economic activity, including \$208 million in employee salaries and wages, supporting 5,600 total jobs. Statewide impacts will include \$666 million in total economic activity, including \$228 million in employee salaries and wages, supporting nearly 6,200 total jobs, as shown in Figure 1.3.

Figure 1.3: Summary Ongoing Economic Impacts Attributable to Market8 Operations & Ancillary Casino Patron Spending (\$ Millions in 2016 Dollars & Total Jobs)

Description	Philadelphia County	5-County Region	PA State
Total Economic Impact	\$404	\$597	\$666
Total Jobs Impact	3,436	5,631	6,167
Total Salaries & Wages Impact	\$114	\$208	\$228

Source: Tourism Economics (2013)

1.3 Fiscal (Tax) Impacts

The economic impacts outlined above will also generate significant fiscal (tax) impacts as they cycle through the local, regional, and statewide economies. In its first year of operations, Market8 will generate nearly \$225 million in state and local gaming taxes. Market8's development period will generate

**The Economic & Fiscal Impacts of Market8
February 2013 (Revised)**

a one-time impact of \$12.7 million in state and local tax revenues, while annual operations and casino patron ancillary spending will generate ongoing tax benefits of \$27.9 million in annual state and local tax revenues.

Figure E.3: Summary One-Time and Ongoing Tax Impacts Attributable to Market8
(\$ Millions in 2016 Dollars)

Tax Description	One-Time Impacts	Annual, Ongoing Impacts
Gaming Taxes (\$ Millions)		
State Gaming Taxes	NA	\$206.9
Local Gaming Taxes	NA	\$17.6
Total Gaming Tax Revenue		\$224.5
Non-Gaming Taxes (\$ Millions)		
PA State Personal Income Tax	\$3.8	\$5.8
PA State Sales and Use Tax	\$5.0	\$12.6
City of Philadelphia Sales Tax	\$0.4	\$3.9
City of Philadelphia Wage Tax	\$3.5	\$5.7
Total Non-Gaming Tax Revenue	\$12.7	\$27.9

Source: Tourism Economics (2013)

1.4 Summary Ongoing State Economic & Fiscal Impacts

The State of Pennsylvania will benefit from the following combined economic and fiscal impacts in the Casino's first year of operations:

Figure E.4: Summary Ongoing State Economic & Fiscal (Tax) Impacts Attributable to Market8 Operations & Ancillary Patron Spending, First Year of Operations (\$ Millions in 2016 Dollars)

Ongoing Economic Impacts	Amount (\$ Millions)
Direct Impacts	\$322.33
Indirect & Induced Impacts	\$343.51
Total Economic Impacts	\$665.85
Ongoing Fiscal (Tax) Impacts	
	Amount (\$ Millions)
Gaming Tax Revenues	\$224.50
Personal Income Tax Revenues	\$5.79
Sales & Use Tax Revenues	\$12.59
Total Tax Revenues	\$242.88
Combined State Economic Impacts & Tax Revenues	\$908.73

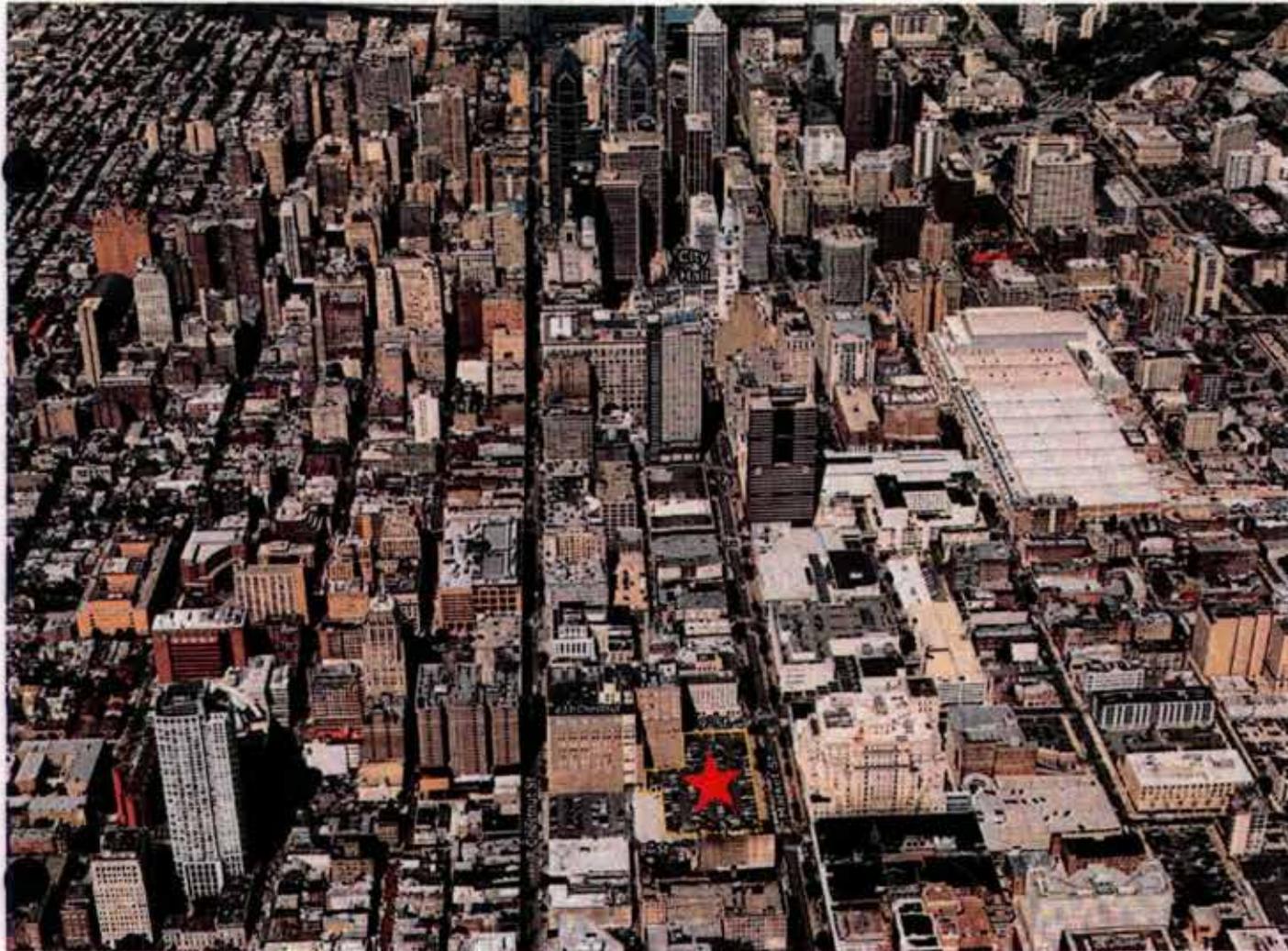
Source: Tourism Economics (2013)

2 Introduction & Project Background

Market East Associates, L.P., ("Market East Associates" or "the Developer") is applying for the remaining Category 2 gaming license for the City of Philadelphia authorized by the enabling legislation signed by the Governor of Pennsylvania in 2004.

The site for the proposed Casino and ancillary facilities and amenities, currently being referred to as Market8 ("the Casino" or "Casino"), is a vacant parcel occupying the block bounded by 8th, 9th, Market and Ranstead Streets in the Market Street East section of Center-City Philadelphia. The site is just two blocks from Independence Mall and three blocks from the newly expanded Pennsylvania Convention Center.

Figure 2.1 Aerial View of Proposed Market8 Site



**The Economic & Fiscal Impacts of Market8
February 2013 (Revised)**

The revised plans for Market8 provide for 2,400 slot machines, 82 banked table games, and 30 poker tables.

The facility will contain approximately 60,000 square feet of Food and Beverage space as well as 12,500 square feet of a Banquet/Event Room which are distributed throughout the total floor area.

Below grade there will be parking on 4 levels of valet parking totaling approximately 1,000 spaces. Parking will be further supplemented by a 340 space self-parking garage at 733 Chestnut Street.

On the ground level there will be up to 6 retail and restaurant venues.

Floors 2 and 3 are primarily dedicated to the gaming operations supplemented by restaurants, lounges and bars.

The 4th floor consists of a Poker Room, Club/Lounge, Rooftop Terraces and a Banquet/Event Room with the ability to host live performance events.

Above the urban entertainment center, the current plans include a boutique hotel with 168 rooms as part of the structure. The hotel will be financed, owned and operated by a third party (details of which are contained in section 12. Addendum)

Market East Associates, L.P., has retained Tourism Economics, an Oxford Economics company, to evaluate the various potential economic and fiscal (tax) impacts attributable to the proposed Casino. Economic and fiscal impact estimates are based on development budgets and plans provided by Market East Associates, L.P., as well as gaming revenue, expenses, and staffing estimates provided by PKF Consulting.

3 Market8's Locational Advantage

3.1 Gaming Background & History

The benefits from a casino accrue to its host community through a number of avenues. These avenues include market structures, ownership regimes, the region's economic base and the physical location of the casino in relation to the region. The optimization of these factors can maximize the benefit of including casinos into the fabric of a region. Until 2002 only four states¹ permitted land-based casinos independent from tribal casinos. Since that year, more than 13 states have legalized corporate owned land based casinos. Philadelphia is the largest city to permit full-service casinos. Legally no longer bound by geographic constraints, it behooves all concerned to optimize the location of any new casino.

The gaming industry is a political creation and some jurisdictions have intentionally created private monopolies while others have fostered greater competition. The most competitive casino market is Nevada², which has had legalized gaming since 1931 and was solely run by small and mid-sized operators until the state's passage of the Corporate Gaming Act in 1969 which allowed the entry of publicly-traded companies. Nevada continued to hold a monopoly on gaming in the US until 1976 when New Jersey legalized gaming in Atlantic City but placed restrictions on size, design and product mix that essentially limited casino ownership to large operators.³

A decade later, South Dakota, Colorado and Iowa voters allowed limited stakes gambling in their states followed quickly by the legalization of riverboat gaming in five additional states. Of these states, Mississippi has been the most market driven and least restricted in ownership developing a gambling industry which offers much more in non-gaming amenities than most other riverboat states⁴.

Indian casinos opened in 20 states in the 1990s and New Orleans and Detroit added corporate owned, land-based casinos.⁵ While many cite the 1990s as the decade of explosive growth in gaming institutions, this coming decade, with the bringing on line of land based casinos in more than a dozen states,⁶ will greatly alter the gambling landscape in the United States.

¹ In 2002 these states were Nevada, New Jersey, Louisiana and Michigan.

² Eadinton 1999

³ Ibid

⁴ Ibid

⁵ McGowen 2009

⁶ Source: <http://www.americangaming.org/industry-resources/research/fact-sheets/states-gaming> Colorado, Illinois, Indiana, Iowa, Kansas, Maryland, Maine, Mississippi, Missouri, Ohio, Pennsylvania, and West Virginia.

3.2 Literature Review: Positive Impacts of Casinos & the Urban Core

Regardless of location, market structure or ownership regimes, casinos have a positive economic impact on their communities. Local employment at casinos contributes to overall employment⁷ ⁸ and stimulates economic growth measured by earnings, employment and per capita income⁹ although, income generated by casinos located in rural areas often benefits more those businesses which are located outside the locality than within.¹⁰ Residential property values are also positively affected by casinos. A national study found that casinos have a positive impact on housing prices of about 2 percent in the immediate area and a positive spillover effect of 6 percent.¹¹

A meta-analysis of previous economic impact studies on casinos concluded that casinos have significant positive economic impacts. It was also shown that land-based casinos have a greater economic impact than riverboat casinos. The meta-analysis also found that casinos located in healthier economic areas have larger impacts than depressed ones.¹²

The research on casinos shows that the positive economic impact of casinos is more leveraged when the casino is part of the urban fabric than when it is situated in other parts of a metropolitan region.

Academics are not the only ones to understand the impact that urban casinos have on the region. In 2009, a majority of Ohio voters approved the locating of four casinos in the state's major cities: Cleveland, Toledo, Columbus and Cincinnati. Massachusetts is also planning urban casinos in Boston and Springfield. There is continuing discussion of urban casinos in Miami, Chicago and New York.

A literature review of the linkage between the urban core and its region follows. As previously mentioned, casinos located in healthier economic areas have larger impacts than those located in depressed ones. Research on the relationship between the urban core and the rest of its metropolitan regions provide insight into this observation. Enhancements to the urban core positively affect local government spending, regional labor productivity and spill over into the surrounding suburbs¹³. For local governments providing infrastructure and ongoing services to a more dense area is less costly on the margin than providing the same services to a more dispersed population.¹⁴ Empirical research conducted in the past fifteen years quantifies productivity increases when areas become denser in jobs, businesses or residents. In the United States doubling employment density increases worker productivity by 6 %¹⁵; in Europe productivity increases 5%¹⁶ and industry density can explain more than half of the variation in average labor productivity¹⁷. Innovation also follows employment density as demonstrated by the positive relationship between patents issued per capita and local employment density¹⁸.

⁷ Morse & Gross 2007

⁸ Garrett (2004)

⁹ Rephann et al 1997

¹⁰ Ibid.

¹¹ Wenz 2007

¹² Rose 1998.

¹³ Muro and Puentes (2004)

¹⁴ Ibid

¹⁵ Ciccone and Hall (1996)

¹⁶ Ciccone (2002)

¹⁷ Ciccone and Hall (1996)

¹⁸ Carilino (2001)

The correlation between house values and incomes of the city and suburbs has steadily increased¹⁹ despite the greater geographic dispersion of the work force in past decades. Metropolitan areas with strong city cores and higher income levels improve the entire region's income reductions in central city poverty levels leads to overall regional income growth.²⁰ Center City declines resulting in wide income disparity between the suburbs and the Center City lead to slowed economic growth in both the city and the suburbs.²¹

Detroit has been a city in decline, losing employment and population. The 2010 census shows a decline of nearly 25% from the previous census and for the first time even the regional population declined 2%.²² Still, positive effects of urban casinos can be seen in Detroit during this time. In 1996 Michigan voters authorized three casinos, to be owned by separate entities, to be built in Detroit. By 2001, MotorCity Casino, MGM Grand Hotel and Greektown Casino Hotel were operating in the urban center less than 2 miles from each other and had combined revenues of more than \$1 billion in 2011.²³ A study of the commercial property valued in the area brings insight to the positive affect that the casinos have on the surrounding businesses. Commercial property valuation is based on market rent and retail revenue is reflected in rents. If the casinos had a negative or neutral effect on retail, then the price of commercial property in the area should remain unchanged or even decline. However, a study of the relationship between casino revenue and commercial property values from 2001 to 2008 found that a 1% increase in casino revenues lead to an average increase of 1.236% in retail property values, and appreciation is even stronger for commercial properties within a 5 mile radius of the casinos²⁴ with much of the benefit accruing to restaurants, service stations and free standing retail properties.

The literature shows that a locally -owned casino competing with other nearby casinos located in the urban core can provide increased employment and income to its immediate neighbors and retain more of the direct, indirect and induced economic impacts through fewer leakages to other regions. More importantly, by being physically located in the center of the city, the urban core casino can best contribute to the region's economy.

¹⁹ Houghton and Inman (2002) analyzed the correlation between growth rates of City and Suburban home values, populations and incomes between 1970 and 1990. For 1970-1980 home value correlation was .712 and for the period 1980-1990 the correlation had increased 15% to .849.

²⁰ Pastor 2000

²¹ Muro and Puentes 2004

²² US Bureau of the Census

²³ Garrett 2003

²⁴ Wiley and Walker 2009

3.3 Market8's Unique Location

The Schuylkill River to the Delaware River and the Vine Street Expressway to South Street is generally accepted as the urban center of the 5-county metro region defined as the Philadelphia Metropolitan Division (consisting of Bucks County, Chester County, Delaware County, Montgomery County, and Philadelphia County). Within this area, with its dense forms of development and infrastructure, and pedestrian friendly environment, one would find locations best suited to avail themselves of the extraordinary "urban core" effects described above. However, not all locations within this urban core have the necessary existing infrastructure to maximize the benefits.

Market8's location at 8th and Market was once the busiest intersection in the United States. It is the heart of the Philadelphia urban core as evidenced by the patterns of development and infrastructure deployment that have occurred over time in the City of Philadelphia. Historically, this area, commonly referred to as Market East, was defined by the Reading Railroad and other transit systems, the department stores of Strawbridges, Lit Brothers, Gimbels and Wanamakers, and a disproportionate number of government offices and historical sites. Over time, whenever a new use needed to be accommodated in the urban core in a manner that maximized its benefits and minimized impacts (like the Philadelphia Convention Center, the Constitution Center, the Jewish History Museum, or the proposed Northeast High Speed Rail Station), it sought to locate at Market East. Urban centers are constantly evolving in their effort to remain vibrant and healthy, but Market East has never ceded its identity as Philadelphia's center of commerce. Whether yesterday, today, or tomorrow, the location of 8th and Market has played the critical role of being at the gravitational center of the Philadelphia universe, and should always be considered as a potential optimal position when locating a new and unique use.

Figure 3.1 provides a summary of retail and service businesses in the immediate vicinity of Market8. Within a 0.2-mile (approximately 2.5 city blocks) radius from the proposed Market8 site, there are nearly 1,000 total establishments. There are a total of 305 retail businesses, including 89 eating and drinking places, 28 food stores, 35 apparel and accessory stores, and 125 miscellaneous retail stores. In addition, there are nearly 380 service establishments, including 3 hotels.

Overall, these 978 establishments employ nearly 17,000 workers within this 2.5 block radius from Market8. Extending this boundary to 0.3 mile (approximately 3.5 city blocks) radius captures a total of nearly 1,700 establishments, including 55 food stores, 162 eating and drinking places, 55 apparel and accessory stores, and seven hotels. The 1,698 establishments within a short, 3.5 block radius from Market8 employ a total of nearly 30,000 total workers.

There are over 5,100 hotel rooms within 0.5 miles and nearly 9,700 hotel rooms within one mile from Market8's proposed site.

Figure 3.1: Summary of Businesses Within 0.2-Mile and 0.3-Mile Distances from Market8

	.2 Miles		.3 Miles	
	Businesses	Employees	Businesses	Employees
Retail Trade Summary	305	3,992	496	6,522
General Merchandise Stores	6	267	10	430
Food Stores	28	294	55	535
Apparel & Accessory Stores	35	309	55	471
Furniture & Home Furnishings	20	140	31	234
Eating & Drinking Places	89	1,379	162	2,344
Miscellaneous Retail	127	1,603	183	2,508
Services Summary	377	7,392	662	12,734
Hotels & Lodging	3	948	7	1,582
Automotive Services	11	75	20	150
Motion Pictures & Amusements	16	148	31	258
Health Services	54	1,497	113	2,936
Legal Services	65	857	103	1,427
Education Institutions & Libraries	12	334	24	640
Other Services	216	3,533	364	5,741
All Other Establishments	296	5,607	540	10,116
Total, All Establishments	978	16,991	1,698	29,372

Source: ESRI, Infogroup (2012)

Figures 3.2 and 3.3 map Philadelphia census tracts and the total number of businesses per census tract in 2012. As shown in the maps, the tract that contains the proposed Market8 site, along with the immediately surrounding census tracts, have the highest number of businesses in the City of Philadelphia, reflecting the importance and uniqueness of this corridor.

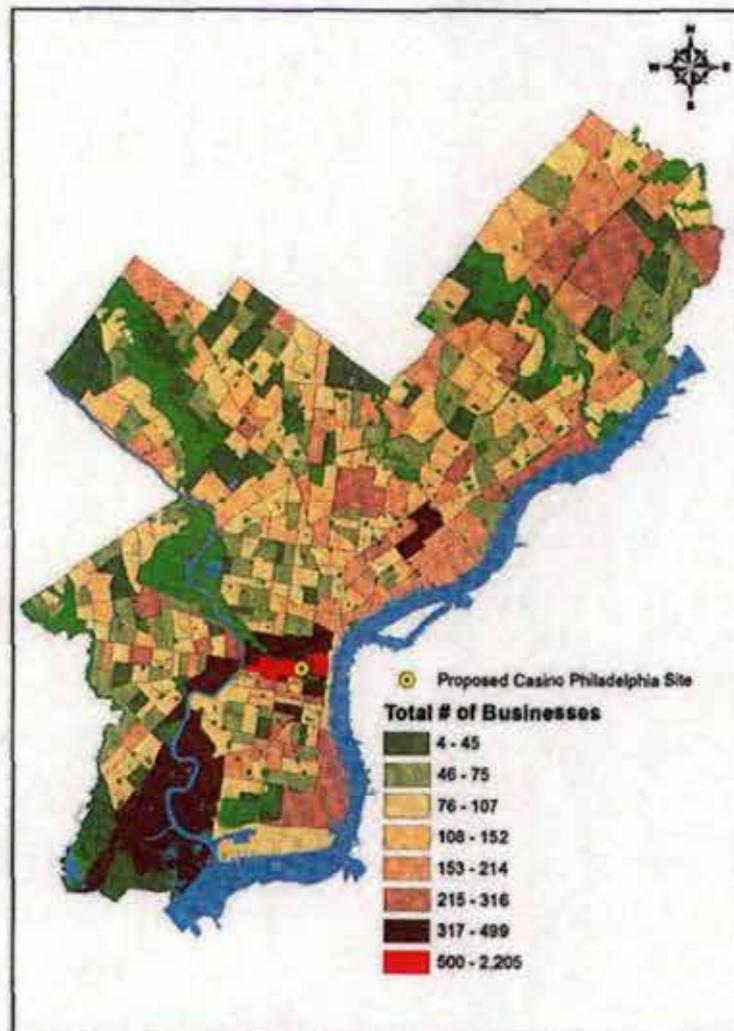
In addition to being surrounded by a high concentration of retail and lodging establishments, the proposed Casino site is a short walk from Independence National Historical Park, which incorporates a number of historical attractions, including Independence Hall, Liberty Bell Center, the National Constitution Center, and Independence Visitors Center. The Independence Visitor Center and the Liberty Bell Center had 2.4 million and 2.3 million visitors, respectively, in 2011. Independence Hall had nearly 695,000 visitors, while the National Constitution Center had nearly 805,000 visitors in 2011. In addition, the Pennsylvania Convention Center, which hosted over one million visitors in the 12 months ended August 31, 2012, is just three blocks away.

Market8 will be well-positioned to capitalize on the City's public transportation system (SEPTA), which would play a key role in providing patrons (residential, commuter, and visitor) easy access to the Casino. SEPTA's Market-Frankford subway line and Regional Rail trains have a major station at 8th & Market Streets, SEPTA has several bus lines servicing the entire Market East neighborhood, and PATCO (running from Center City Philadelphia to areas in New Jersey) has a station at 8th & Market Streets.

Over 38,000 riders pass through the SEPTA and PATCO station at 8th & Market Streets on a daily basis, and nearly 36 million passengers used SEPTA's Regional Rail system in 2011.

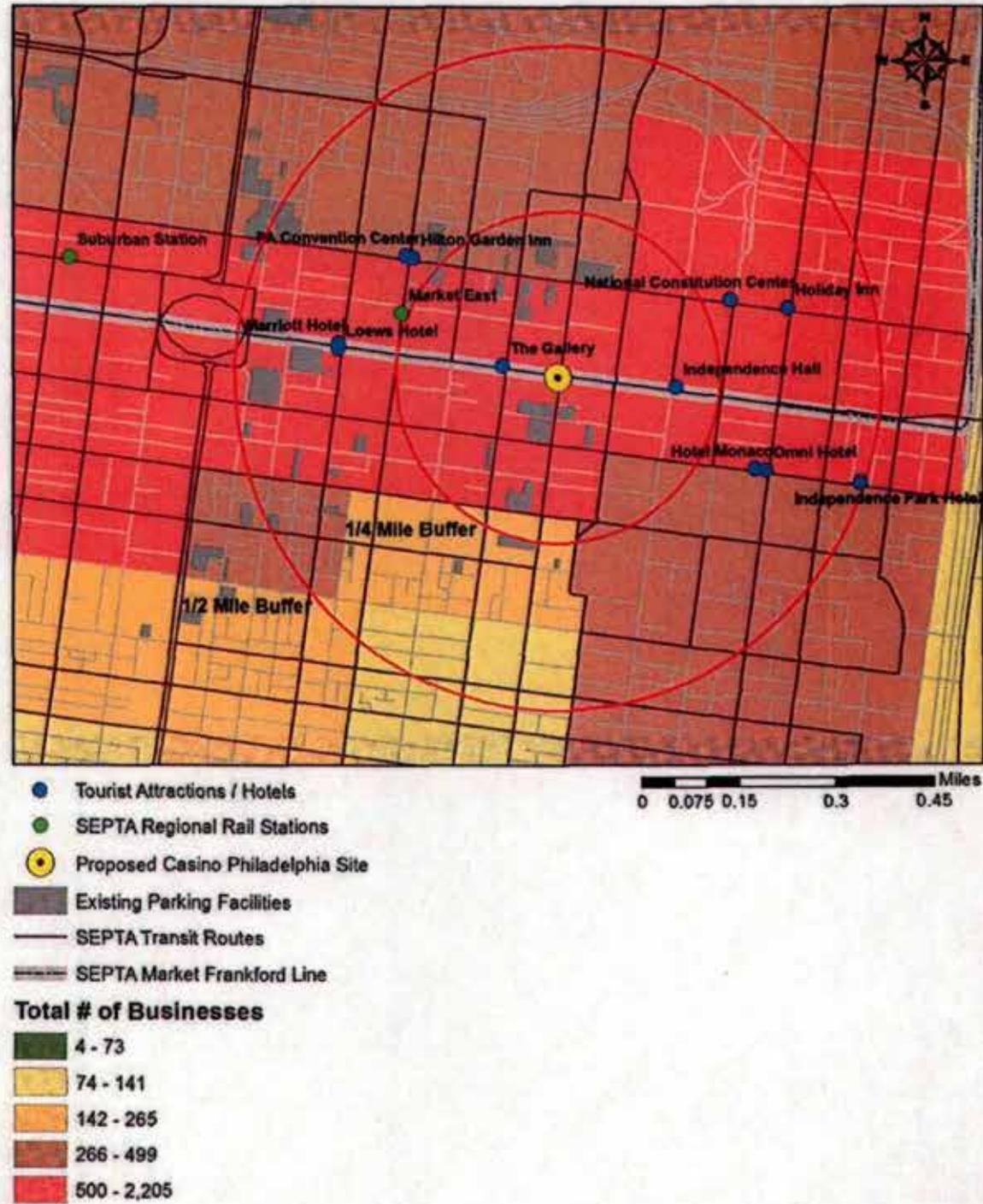
Overall, no other site in the City will be able to benefit from existing infrastructure, easy access to multiple public transportation options (including subway, bus, and rail), close proximity to the Pennsylvania Convention Center and a number of historical tourist attractions, and the densest concentration of retailers in the City. While there are many prosperous areas within the urban core, the Market8 site, with its location in the heart of Philadelphia's urban core, offers a unique opportunity and is most qualified to maximize the "urban effect" described previously.

Figure 3.2: Map of Philadelphia Census Tracts and Total Number of Businesses (2012)



Source: Tourism Economics, ESRI, Infogroup (2012)

Figure 3.3: Map of Total Number of Businesses (by Census Tract) Surrounding Proposed Market8 Site (2012)



4 Economic Impacts Defined

The first step in calculating the economic and fiscal impacts attributable to Market8 is to identify the direct expenditures that will generate economic activity in the local, regional, and statewide economies:

- One-time development/construction expenditures
- Ongoing annual operational expenditures
- Ancillary patron spending at nearby businesses surrounding Market8

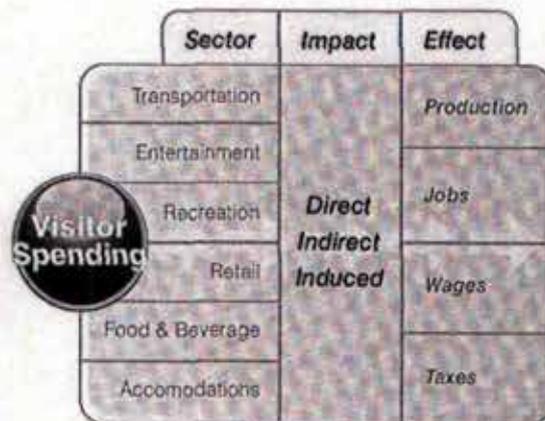
The first main component in the economic impact analysis is the Casino's development and construction expenditures. These expenditures will generate one-time downstream economic activity for a variety of supplier industries in the form of increased sales, jobs, and spending by businesses and employees.

The second main component is Market8's annual operational expenditures. These annual expenditures will generate ongoing impacts in the local, regional, and statewide economies as businesses supply goods and services to maintain operational activities at the Casino. For example, Market8 may hire a local PR/advertising company to assist with marketing efforts, a local law firm to assist with legal matters, or a local food and beverage purveyor to supply goods for the on-site restaurants.

The final impact component is ancillary spending by casino patrons. A portion of patrons at Market8 will also spend time outside the Casino and will spend money at local retail, food and beverage, and recreation/attraction sites. Similar to the casino's development and operational expenditures, ancillary spending will also generate significant economic benefits.

The economic impacts of each component outlined above were estimated using a regional and statewide Input-Output (I-O) model based on IMPLAN (www.implan.com) models. IMPLAN is recognized as one of two industry standards in local-level I-O models. An I-O model represents a profile of an economy by measuring the relationships among industries and consumers. For example, an I-O model tracks the flow of the Casino's operational expenditures to wages, profits, capital, taxes and suppliers. The supplier chain is also traced to wholesalers, to suppliers, to professional services firms, and so on. In this way, the I-O model allows for the measurement of the direct and indirect sales generated by Casino operations. The model also calculates the induced impacts of Casino operations. These induced impacts represent benefits to the economy as employees of the Casino and supplier industries spend their wages in the local economy, generating additional output, jobs, taxes, and wages.

Figure 4.1: Illustration of Economic Impact Model



IMPLAN is particularly effective because it calculates these three levels of impact – direct, indirect, and induced – for a broad set of indicators. These include the following:

- Spending
- Wages
- Employment
- Federal Taxes
- State Taxes
- Local Taxes

The modeling process begins with aligning the expenditure measurements with the related sectors in the model (e.g. restaurants, retail, and entertainment). The model is then run to simulate the flow of these expenditures through the economy. In this process, the inter-relationships between consumers and industries generate each level of impact for each economic indicator (sales, wages, employment, etc.).

4.1 Geographic Impact Areas

The economic impact analysis focused on impacts for the following geographic regions:

- City of Philadelphia
- 5-County Pennsylvania Metropolitan Division
 - Bucks, Chester, Delaware, Montgomery, and Philadelphia Counties
- State of Pennsylvania

5 Development/Construction Expenditures

Based on preliminary development budgets provided by Market East Associates, the total development budget for Market8 will amount to \$500 million, including \$230 million in construction costs, \$25 million in contingency costs, and \$55 million in soft costs. Hard costs include construction and materials costs, while soft costs include architectural & engineering costs, legal expenses, and other professional services fees.

Figure 5.1: Preliminary Market8 Development Budget (\$ Millions)

Description	Budgeted Amount (\$ Millions)
Land Acquisition Costs	\$65.0
Construction Costs	\$230.0
Gaming Licenses	\$75.0
Soft Costs	\$55.0
Interest and Financing Costs	\$50.0
Contingency	\$25.0
Total Development Budget	\$500.0

Source: Market East Associates, L.P. (2013)

Based on data provided by Market East Associates, preliminary plans for Market8 include 60,000 square feet of restaurant space throughout the casino. The restaurant space will be built out and operated by third party entities. We conservatively estimate that it will cost \$13 million to build out the restaurant space throughout Market8.

6 Annual Operational Expenditures

6.1 Market8 Casino Operational Expenditures

Based on data provided by PKF Consulting, total annual operational expenditures at Market8 will amount to approximately \$174 million (expressed in 2016 dollars) in its first year of operation. The total operating budget includes approximately \$102 million in departmental expenses (excluding any taxes on gaming revenues), \$46 million in undistributed expenses, \$5 million in base management fees, and \$21 million in fixed expenses. By its fifth year of operation, Market8's operating budget will amount to nearly \$191 million. Figure 6.1 summarizes Market8's operational budget during its first five years of operations.

Figure 6.1: Preliminary Market8 Operational Budget (\$ Millions)

Departmental Expenses					
	Year 1	Year 2	Year 3	Year 4	Year 5
Casino	\$61.4	\$62.8	\$64.1	\$65.4	\$66.7
Other Operated Departments	\$3.4	\$3.5	\$3.7	\$3.8	\$3.8
Complimentaries & Promotions	\$36.8	\$37.9	\$39.0	\$39.8	\$40.6
Total Departmental Expenses	\$101.6	\$104.2	\$106.8	\$109.0	\$111.2
Undistributed Expenses					
	Year 1	Year 2	Year 3	Year 4	Year 5
Administrative & General	\$20.0	\$20.5	\$21.1	\$21.5	\$21.9
Marketing	\$14.9	\$15.3	\$15.7	\$16.0	\$16.4
Property Operation & Maintenance	\$6.1	\$6.6	\$7.1	\$7.3	\$7.4
Utility Costs	\$5.4	\$5.5	\$5.7	\$5.8	\$5.9
Total Undistributed Expenses	\$46.4	\$48.0	\$49.6	\$50.6	\$51.6
Base Management Fee					
	Year 1	Year 2	Year 3	Year 4	Year 5
Base Management Fee	\$4.9	\$5.0	\$5.2	\$5.3	\$5.4
Fixed Expenses					
	Year 1	Year 2	Year 3	Year 4	Year 5
Property Taxes	\$2.2	\$2.2	\$2.3	\$2.3	\$2.3
Business Privilege Tax	\$0.8	\$0.8	\$0.8	\$0.9	\$0.9
Insurance	\$3.7	\$3.8	\$3.9	\$4.0	\$4.1
Incentive Management Fee	\$5.7	\$5.8	\$6.2	\$6.3	\$6.4
Slot Machine Leases	\$9.0	\$9.0	\$9.0	\$9.0	\$9.0
Total Fixed Expenses	\$21.3	\$21.6	\$22.2	\$22.4	\$22.7
Total Expenses	\$174.2	\$178.9	\$183.8	\$187.3	\$190.9

Source: PKF Consulting (2013)

6.2 On-Site Restaurant & Event/Banquet Operational Expenditures

Restaurants

Based on data provided by Market East Associates, preliminary plans for Market8 include 60,000 square feet of restaurant space throughout the casino. Based on comparable industry data, Market East Associates estimates the restaurants at Market8 will generate \$1,100 in sales per sf, with operating expenditures of \$800 per sf. This results in \$66 million in sales and \$48 million in operational expenditures on an annual basis. In addition, Market East Associates estimates that the 60,000 sf of restaurant space will support 200 jobs with an annual payroll of \$8.2 million.

Event/Banquet Space

In addition to the 60,000 sf of restaurant space, Market8 will also include 12,500 sf of event/banquet space. Based on industry averages, Market East Associates estimates this banquet space will generate 50 jobs with an annual payroll of \$2 million and annual operational expenditures of \$5 million.

7 Direct Employment at Market8

Based on data provided by PKF, Market8 will generate more than 1,300 FTE jobs, including nearly 1,000 casino jobs, 260 administrative and general jobs, and 112 retail and valet parking jobs. In addition, restaurants and event/banquet space will support an additional 250 jobs, resulting in a total of nearly 1,600 jobs. Market East Associates estimates there will be \$25 million in tip income at Market8, resulting in \$87 million in total payroll (including benefits) and tip income.

Figure 7.1: Direct On-Site Jobs, Payroll (Including Benefits), and Tip Income (FTE Jobs & 2016 Dollars)

Description	FTE Jobs	Payroll & Benefits
Casino		
Table Games & Slots	794	\$28,336,000
Security & Surveillance	170	\$6,482,000
Subtotal	964	\$34,818,000
Administrative & General		
Executives	6	\$1,204,000
Accounting	29	\$2,247,000
Warehouse	6	\$392,000
Mail Room	0	\$0
Purchasing	4	\$336,000
Human Resources	13	\$1,015,000
MIS	7	\$560,000
Uniforms	7	\$378,000
PBX	4	\$217,000
Marketing	75	\$4,060,000
Repairs & Maintenance	109	\$3,857,000
Subtotal	260	\$14,266,000
Retail & Other		
Valet Parking	101	\$2,317,000
Retail Shops	11	\$426,552
Subtotal	112	\$2,743,552
Restaurants & Event/Banquet Space		
Restaurants	200	\$8,200,000
Event/Banquet Room	50	\$2,000,000
Subtotal	250	\$10,200,000
Estimated Tip Income		\$25,000,000
Total	1,586	\$87,027,552

Source: PKF Consulting & Market East Associates (2013)

8 Economic Impacts

8.1 One-Time Economic Impacts Attributable to Development/Construction Expenditures

8.1.1 Direct Impacts of Development/Construction Expenditures

Based on data provided by Market East Associates, the total development budget for Market8 will amount to \$513 million, including an estimated \$13 million to build out restaurant space throughout the Casino. Certain line item costs are excluded from the economic impact analysis since they do not represent the transfer of tangible goods and do not generate economic impacts. Expenditures included in the economic modeling include \$25 million in soft costs, \$230 million in construction costs, \$25 million in contingency costs, \$20 million in startup costs, and \$13 million in restaurant build out costs. We conservatively estimate that 20% of inputs necessary for construction will originate from within the City of Philadelphia, 60% will originate from within the 5-County Region, and 80% will originate from within the State of Pennsylvania. As shown in Figure 8.1, total direct development expenditures in Philadelphia will amount to \$63 million. Total direct development expenditures in the 5-County Region and State will amount to \$188 million and \$250 million, respectively.

Figure 8.1: One-Time Economic Impacts Attributable to Market8
Development/Construction Expenditures (\$ Millions and Total Jobs)

Description	Philadelphia County	5-County Region	PA State
Output Impacts			
Direct Expenditures	\$62.6	\$187.8	\$250.4
Indirect & Induced Expenditures	\$26.1	\$201.0	\$332.3
Total Economic Output	\$88.7	\$388.8	\$582.7
Output Multiplier	1.42	2.07	2.33
Job Impacts			
Direct Jobs	427	1,576	2,307
Indirect Jobs	235	1,717	2,986
Total Jobs	662	3,293	5,293
Salary & Wage Impacts			
Direct Salaries & Wages	\$21.6	\$52.8	\$56.6
Indirect Salaries & Wages	\$10.3	\$70.6	\$90.6
Total Salaries & Wages	\$31.9	\$123.4	\$147.2

Source: Tourism Economics (2013)

8.1.2 Total Impacts of Development/Construction Expenditures

City of Philadelphia

In the City of Philadelphia, \$62.6 million in direct construction expenditures will generate an additional \$26.1 million in indirect and induced expenditures, resulting in a total economic impact of \$88.7 million. This total economic impact includes \$31.9 million in total salaries and wages, supporting 662 total jobs. The output multiplier for the City of Philadelphia is 1.42, which indicates that each \$1 in direct development expenditures will generate an additional \$0.42 in indirect and induced expenditures in the City of Philadelphia.

5-County Region

In the 5-County Region, \$187.8 million in direct construction expenditures will generate an additional \$201.0 million in indirect and induced expenditures, resulting in a total economic impact of \$388.8 million. This total economic impact includes \$123.4 million in total salaries and wages, supporting nearly 3,300 total jobs. The output multiplier for the 5-County Region is 2.07, which indicates that each \$1 in direct development expenditures will generate an additional \$1.07 in indirect and induced expenditures in the 5-County Region.

State of Pennsylvania

In the State of Pennsylvania, \$250.4 million in direct construction expenditures will generate an additional \$332.3 million in indirect and induced expenditures, resulting in a total economic impact of \$582.7 million. This total economic impact includes \$147.2 million in total salaries and wages, supporting nearly 5,300 total jobs. The output multiplier for the State of Pennsylvania is 2.33, which indicates that each \$1 in direct development expenditures will generate an additional \$1.33 in indirect and induced expenditures in the State of Pennsylvania.

While the impacts attributable to development/construction expenditures are one-time impacts in the City, region, and State, they represent significant, positive impacts in terms of economic output, total jobs, and salaries and wages.

8.2 Ongoing Economic Impacts Attributable to Annual Operational Expenditures

8.2.1 Direct Impacts of Annual Casino & Restaurant Operational Expenditures

Similar to development expenditures, annual operations at Market8 will also generate significant economic benefits. However, the impacts generated by annual operations represent *ongoing* benefits in the local, regional, and statewide economies. As previously shown, annual operating expenditures at Market8 will amount to approximately \$174 million (in 2016 dollars) in the first year of operation, excluding any tax payments on gaming revenues. In addition, operational expenditures of the restaurants throughout the Casino will amount to \$48 million, while operational expenditures of the event/banquet space will amount to \$5 million. We conservatively assume that 65% of ongoing Casino and restaurant operational expenditures will occur in the City of Philadelphia, 80% will occur in the 5-County Region, and 90% will occur in the State of Pennsylvania. As shown in Figure 8.2, total direct impacts in the City, region, and State amount to \$147.7 million, \$181.8 million, and \$204.5 million, respectively.

The Economic & Fiscal Impacts of Market8 February 2013 (Revised)

Based on staffing and payroll estimates provided by PKF Consulting and Market East Associates, Market8 (including on-site restaurants and event/banquet space) will support a total of 1,586 FTE jobs with a payroll (including benefits) and tip income of \$87 million (in 2016 dollars). Based on the U.S. Census Bureau's Journey to Work database (which tracks county-to-county flows of workers based on residence and workplace counties), we estimate that 65% of Market8's employees will originate from the City of Philadelphia, 85% will originate from the 5-County Region, and 90% will originate from the State of Pennsylvania. We assume a similar breakdown for payroll.

Figure 8.2: Ongoing Economic Impacts Attributable to Market8 Annual Operational Expenditures, First Year of Operations (\$ Millions in 2016 Dollars and Total Jobs)

Description	Philadelphia County	5-County Region	PA State
Output Impacts			
Direct Impacts	\$147.7	\$181.8	\$204.5
Indirect & Induced Expenditures	\$69.4	\$169.4	\$202.6
Total Economic Output	\$217.1	\$351.2	\$407.1
Output Multiplier	1.47	1.93	1.99
Job Impacts			
Direct Jobs	1,161	1,518	1,607
Indirect Jobs	295	849	984
Total Jobs	1,456	2,367	2,591
Salary & Wage Impacts			
Direct Salaries & Wages	\$61.3	\$80.2	\$84.9
Indirect Salaries & Wages	\$19.2	\$62.1	\$70.2
Total Salaries & Wages	\$80.5	\$142.3	\$155.1

Source: Tourism Economics (2013)

8.2.2 Total Impacts of Annual Operational Expenditures

City of Philadelphia

In the City of Philadelphia, \$147.7 million in direct casino and restaurant operational expenditures will generate an additional \$69.4 million in indirect and induced expenditures, resulting in a total economic impact of \$217.1 million. This total economic impact includes \$80.5 million in total salaries and wages, supporting nearly 1,500 total jobs throughout the City. The output multiplier for the City of Philadelphia is 1.47, which indicates that each \$1 in direct operational expenditures will generate an additional \$0.47 in indirect and induced expenditures in the City of Philadelphia.

5-County Region

In the 5-County Region, \$181.8 million in direct casino and restaurant operational expenditures will generate an additional \$169.4 million in indirect and induced expenditures, resulting in a total economic impact of \$351.2 million. This total economic impact includes \$142.3 million in total salaries and wages, supporting nearly 2,400 total jobs throughout the region. The output multiplier for the 5-County Region is 1.93, which indicates that each \$1 in direct operational expenditures will generate an additional \$0.93 in indirect and induced expenditures in the 5-County Region.

State of Pennsylvania

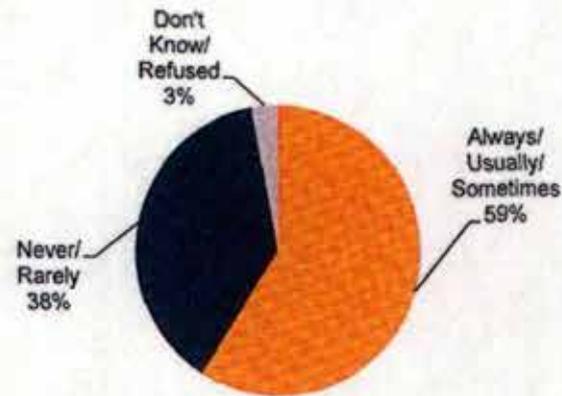
In the State of Pennsylvania, \$204.5 million in direct casino and restaurant operational expenditures will generate an additional \$202.6 million in indirect and induced expenditures, resulting in a total economic impact of \$407.1 million. This total economic impact includes \$155.1 million in total salaries and wages, supporting nearly 2,600 total jobs statewide. The output multiplier for the State of Pennsylvania is 1.99, which indicates that each \$1 in direct operational expenditures will generate an additional \$0.99 in indirect and induced expenditures in the State of Pennsylvania.

8.3 Ongoing Economic Impacts Attributable to Ancillary Patron Spending

Because of Market8's downtown location in Center City Philadelphia, casino patrons will have a wide variety of dining, shopping, and entertainment options within short walking distances from the Casino. Suburban casinos (and other sites throughout the City) are either isolated from the heart of Philadelphia's urban core and/or cannot match the variety (and quality) of options and high concentration of businesses and retail establishments steps away from Market8's doors. Because of Market8's locational advantage in the center of Philadelphia's urban core, no other site would match the ancillary spinoff benefits of patron spending in the surrounding community.

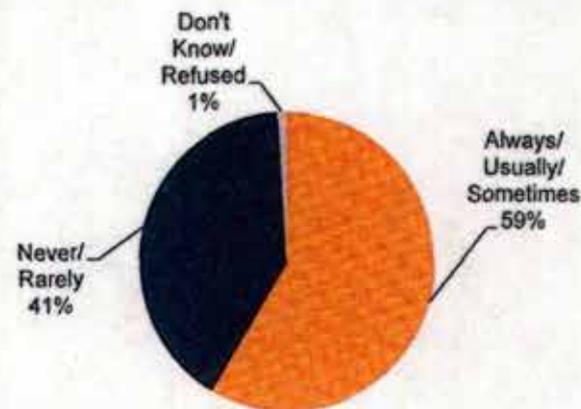
According to the American Gaming Association's ("AGA") 2011 State of the States (The AGA Survey of Casino Entertainment), nearly 60% of responding casino patrons indicated that they visit attractions in the area outside casino properties, as shown in Figure 8.3. In addition, the survey also found that nearly 60% of casino patrons shopped at local retailers and ate at local dining establishments outside casino properties.

Figure 8.3: Percentage of Survey Respondents who Visit Attractions in the Area Outside Casinos



Source: VP Communications, Inc. & Peter D. Hart

Figure 8.4: Percentage of Survey Respondents who Shop or Eat at Establishments Outside Casinos



Source: VP Communications, Inc. & Peter D. Hart

As shown in the AGA's 2011 study, the majority of casino patrons visit entertainment, shopping, and/or dining establishments outside a casino during their gaming visit. Market8's unique location in the heart of Center City will be especially attractive to its gaming (and non-gaming) patrons and will offer a wide variety of dining, retail, and entertainment options within a short walking distance from the Casino. Market8 will be located just west of the popular Independence Mall/Old City/Society Hill area of Center City, which is a popular tourist area but also a center for governmental operations. The Casino site is also within a short walking distance to Philadelphia's famed Avenue of the Arts and Thomas Jefferson University Hospital. The Market Street entrance to the one million square-foot Pennsylvania Convention Center is located just three blocks west of the Casino site. Most of the major office buildings in Center City are located on or just off Market Street to the west of the Casino site. The multi-level Gallery urban