



# Pennsylvania Gaming Control Board

## PRINCIPAL ENTITY FORM

**REDACTED VERSION  
FOR PUBLIC VIEW**

J2RP CAPITAL LLC

COPY

## 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, GAMING CONTROL BOARD (REGULATIONS).

**AN APPLICATION THAT HAS BEEN ACCEPTED FOR FILING AND ALL RELATED MATERIALS SUBMITTED TO THE PENNSYLVANIA GAMING CONTROL BOARD ("BOARD") SHALL BECOME THE PROPERTY OF THE BOARD AND WILL NOT BE RETURNED TO THE APPLICANT.**

UNLESS OTHERWISE PROVIDED FOR IN THE GAMING ACT AND REGULATIONS, EACH PRINCIPAL; PERSON WITH CONTROLLING INTEREST; INSTITUTIONAL INVESTOR AND FINANCIAL BACKER WHO IS AN ENTITY MUST COMPLETE THE PRINCIPAL ENTITY FORM OR THE PRINCIPAL WAIVER FORM - ENTITY.

**PRINCIPAL** - 4 PA.C.S. §1103 DEFINES PRINCIPAL AS "AN OFFICER; DIRECTOR; PERSON WHO DIRECTLY HOLDS A BENEFICIAL INTEREST IN OR OWNERSHIP OF THE SECURITIES OF AN APPLICANT OR LICENSEE; PERSON WHO HAS A CONTROLLING INTEREST IN AN APPLICANT OR LICENSEE, OR HAS THE ABILITY TO ELECT A MAJORITY OF THE BOARD OF DIRECTORS OF A LICENSEE OR TO OTHERWISE CONTROL A LICENSEE; LENDER OR OTHER LICENSED FINANCIAL INSTITUTION OF AN APPLICANT OR LICENSEE, OTHER THAN A BANK OR LENDING INSTITUTION WHICH MAKES A LOAN OR HOLDS A MORTGAGE OR OTHER LIEN ACQUIRED IN THE ORDINARY COURSE OF BUSINESS; UNDERWRITER OF AN APPLICANT OR LICENSEE; OR OTHER PERSON OR EMPLOYEE OF AN APPLICANT, SLOT MACHINE LICENSEE, MANUFACTURER LICENSEE OR SUPPLIER LICENSEE DEEMED TO BE A PRINCIPAL BY THE PENNSYLVANIA GAMING CONTROL BOARD."

**DIRECTOR** - BOARD REGULATIONS DEFINE DIRECTOR AS "A DIRECTOR OF A CORPORATION OR ANY PERSON PERFORMING SIMILAR FUNCTIONS WITH RESPECT TO AN ENTITY, WHETHER INCORPORATED OR UNINCORPORATED."

**OFFICER** - BOARD REGULATIONS DEFINE OFFICER AS "A PRESIDENT, CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER, SECRETARY, TREASURER, PRINCIPAL LEGAL OFFICER, PRINCIPAL COMPLIANCE OFFICER, PRINCIPAL FINANCIAL OFFICER, COMPTROLLER, PRINCIPAL ACCOUNTING OFFICER, CHIEF ENGINEER OR TECHNICAL OFFICER OF A MANUFACTURER, OR PRINCIPAL SLOT OPERATIONS OFFICER OF A SLOT MACHINE LICENSEE AND ANY PERSON ROUTINELY PERFORMING CORRESPONDING FUNCTIONS WITH RESPECT TO AN ENTITY WHETHER INCORPORATED OR UNINCORPORATED."

**KEY EMPLOYEE** - 58 PA. CODE §401A.3 DEFINES KEY EMPLOYEE AS "ANY INDIVIDUAL WHO IS: (i) EMPLOYED IN A DIRECTOR OR DEPARTMENT HEAD CAPACITY AND WHO IS EMPOWERED TO MAKE DISCRETIONARY DECISIONS THAT REGULATE SLOT MACHINE OPERATIONS IN THIS COMMONWEALTH, INCLUDING THE GENERAL MANAGER AND ASSISTANT MANAGER OF THE LICENSED FACILITY, DIRECTOR OF SLOT OPERATIONS, DIRECTOR OF CAGE AND CREDIT OPERATIONS, DIRECTOR OF SURVEILLANCE, DIRECTOR OF MARKETING, DIRECTOR OF MANAGEMENT INFORMATION SYSTEMS, DIRECTOR OF SECURITY, COMPTROLLER AND ANY EMPLOYEE WHO SUPERVISES THE OPERATIONS OF THESE DEPARTMENTS OR TO WHOM THESE DEPARTMENT DIRECTORS OR DEPARTMENT HEADS REPORT; (ii) EMPLOYED BY A SLOT MACHINE LICENSEE OR APPLICANT, MANUFACTURER LICENSEE OR APPLICANT, SUPPLIER LICENSEE OR APPLICANT, CERTIFIED VENDOR OR APPLICANT OR LICENSED JUNKET ENTERPRISE WHOSE DUTIES AFFECT OR REQUIRE CONTACT WITH SLOT MACHINES, SLOT MONITORING SYSTEMS, CASINO MANAGEMENT SYSTEMS, PLAYER TRACKING SYSTEMS AND WIDE- AREA PROGRESSIVE SYSTEMS FOR USE OR PLAY IN THE COMMONWEALTH, WHETHER OR NOT THE INDIVIDUAL IS ASSIGNED TO GAMING OPERATIONS IN THE COMMONWEALTH AND (iii) OTHER POSITIONS WHICH THE BOARD WILL DETERMINE BASED ON DETAILED ANALYSES OF JOB DESCRIPTIONS AS PROVIDED IN THE INTERNAL CONTROLS OF THE APPLICANT OR LICENSEE AS APPROVED BY THE BOARD UNDER §1322(c) OF THE ACT (RELATING TO SLOT MACHINE ACCOUNTING CONTROLS AND AUDITS). ALL OTHER GAMING EMPLOYEES UNLESS OTHERWISE DESIGNATED BY THE BOARD, WILL BE CLASSIFIED AS NON-KEY EMPLOYEES."

**CONTROLLING INTEREST** - 4 PA.C.S. §1103 DEFINES CONTROLLING INTEREST AS "FOR A PUBLICLY TRADED DOMESTIC OR FOREIGN CORPORATION, A CONTROLLING INTEREST IS AN INTEREST IN A LEGAL ENTITY, APPLICANT OR LICENSEE IF A PERSON'S SOLE VOTING RIGHTS UNDER STATE LAW OR CORPORATE OR CORPORATE ARTICLES

OR BYLAWS ENTITLE THE PERSON TO ELECT OR APPOINT ONE OR MORE OF THE MEMBERS OF THE BOARD OF DIRECTORS OR OTHER GOVERNING BOARD OR THE OWNERSHIP OR BENEFICIAL HOLDING OF 5% OR MORE OF THE SECURITIES OF THE PUBLICLY TRADED CORPORATION, PARTNERSHIP, LIMITED LIABILITY COMPANY OR OTHER FORM OF PUBLICLY TRADED LEGAL ENTITY, UNLESS THIS PRESUMPTION OF CONTROL OR ABILITY TO ELECT IS REBUTTED BY CLEAR AND CONVINCING EVIDENCE. FOR A PRIVATELY HELD DOMESTIC OR FOREIGN CORPORATION, PARTNERSHIP, LIMITED LIABILITY COMPANY OR OTHER FORM OF PRIVATELY HELD LEGAL ENTITY, A CONTROLLING INTEREST IS THE HOLDING OF SECURITIES IN THE LEGAL ENTITY, UNLESS THIS PRESUMPTION OF CONTROL IS REBUTTED BY CLEAR AND CONVINCING EVIDENCE."

**INDIRECT OWNERSHIP INTEREST** – BOARD REGULATIONS DEFINE INDIRECT OWNERSHIP INTEREST AS "AN OWNERSHIP INTEREST IN AN ENTITY THAT HAS A DIRECT OWNERSHIP INTEREST IN AN APPLICANT OR LICENSEE, OR A DIRECT OWNERSHIP INTEREST IN AN ENTITY THAT HAS AN OWNERSHIP INTEREST IN AN APPLICANT OR LICENSEE THROUGH ONE OR MORE INTERVENING ENTITIES."

**PUBLICLY TRADED CORPORATION** – 4 PA. CODE §1103 DEFINES PUBLICLY TRADED CORPORATION AS "A PERSON, OTHER THAN AN INDIVIDUAL, WHICH:

- (1) HAS A CLASS OR SERIES OF SECURITIES REGISTERED UNDER THE SECURITIES EXCHANGE ACT OF 1934 (48 STAT. 881, 15 U.S.C. 78A ET SEQ.);
- (2) IS A REGISTERED MANAGEMENT COMPANY UNDER THE INVESTMENT COMPANY ACT OF 1940 (54 STAT. 789, 15 U.S.C. 80A-1 ET SEQ.); OR
- (3) IS SUBJECT TO THE REPORTING OBLIGATIONS IMPOSED BY SECTION 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 BY REASON OF HAVING FILED A REGISTRATION STATEMENT WHICH HAS BECOME EFFECTIVE UNDER THE SECURITIES ACT OF 1933 (48 STAT. 74, 15 U.S.C. 77A ET SEQ.)."

**ENTITY** – BOARD REGULATIONS DEFINE ENTITY AS "A PERSON, OTHER THAN AN INDIVIDUAL."

**INDIVIDUAL** – BOARD REGULATIONS DEFINE AN INDIVIDUAL AS "A NATURAL PERSON."

**UNDERWRITER** – 4 PA. CODE § 1103 DEFINES UNDERWRITER "AS DEFINED IN THE ACT OF DECEMBER 5, 1972 (P.L. 1280, NO. 284), KNOWN AS THE PENNSYLVANIA SECURITIES ACT OF 1972."

**INSTITUTIONAL INVESTOR** - 58 PA. CODE §401A.3 DEFINES AN INSTITUTIONAL INVESTOR AS "A RETIREMENT FUND ADMINISTERED BY A PUBLIC AGENCY FOR THE EXCLUSIVE BENEFIT OF FEDERAL, STATE OR LOCAL PUBLIC EMPLOYEES, INVESTMENT COMPANY REGISTERED UNDER THE INVESTMENT COMPANY ACT OF 1940 (15 U.S.C.A. §§ 80A-1 – 80A-64), COLLECTIVE INVESTMENT TRUST ORGANIZED BY BANKS UNDER PART NINE OF THE RULES OF THE COMPTROLLER OF THE CURRENCY, CLOSED END INVESTMENT TRUST, CHARTERED OR LICENSED LIFE INSURANCE COMPANY OR PROPERTY AND CASUALTY INSURANCE COMPANY, BANKING AND OTHER CHARTERED OR LICENSED LENDING INSTITUTION, INVESTMENT ADVISOR REGISTERED UNDER THE INVESTMENT ADVISORS ACT OF 1940 (15 U.S.C.A. §§ 80B-1 – 80B-21), AND SUCH OTHER PERSONS AS THE BOARD MAY DETERMINE CONSISTENT WITH THIS PART."

**PRIVATE INVESTMENT FUND** – BOARD REGULATIONS DEFINE PRIVATE INVESTMENT FUND AS "AN ENTITY THAT MEETS THE DEFINITION OF "INVESTMENT COMPANY" UNDER SECTION 3(A)(1) OF THE INVESTMENT COMPANY ACT OF 1940 (15 U.S.C. 80A-3(A)(1)), BUT IS OTHERWISE EXEMPT FROM THE DEFINITION OF "INVESTMENT COMPANY" UNDER SECTION 3(C)(7) OF THE INVESTMENT COMPANY ACT OF 1940 (15 U.S.C. 80A-3 (C)(7))."

**REGISTERED INVESTMENT COMPANY** – BOARD REGULATIONS DEFINE A REGISTERED INVESTMENT COMPANY AS "AN INVESTMENT COMPANY THAT HAS REGISTERED WITH THE SEC PURSUANT TO THE INVESTMENT COMPANY ACT OF 1940."

**REGISTERED INVESTMENT ADVISER** – BOARD REGULATIONS DEFINE REGISTERED INVESTMENT ADVISER AS “AN INVESTMENT ADVISER THAT HAS REGISTERED WITH THE SEC PURSUANT TO THE INVESTMENT ADVISERS ACT OF 1940.”

**LENDING INSTITUTION** – BOARD REGULATIONS DEFINE A LENDING INSTITUTION AS “A PERSON WHO HAS BEEN ISSUED A LICENSE TO LEND MONEY BY A STATE OR FEDERAL AGENCY OR A PERSON WHO SATISFIES THE DEFINITION OF “QUALIFIED INSTITUTIONAL BUYER” PURSUANT TO 17 C.F.R. § 230.144A.”

**AFFILIATE, AFFILIATE OF OR PERSON AFFILIATED WITH** - 4 PA.C.S. § 1103 DEFINES AFFILIATE, AFFILIATE OF OR PERSON AFFILIATED WITH AS “A PERSON THAT DIRECTLY OR INDIRECTLY, THROUGH ONE OR MORE INTERMEDIARIES, CONTROLS, IS CONTROLLED BY OR IS UNDER COMMON CONTROL WITH A SPECIFIED PERSON.”

**PRINCIPAL AFFILIATE** – BOARD REGULATIONS DEFINE PRINCIPAL AFFILIATE AS “AN INTERMEDIARY OR HOLDING COMPANY OF AN APPLICANT OR LICENSEE.”

**PRINCIPAL ENTITY** – BOARD REGULATIONS DEFINE PRINCIPAL ENTITY AS “AN ENTITY THAT MEETS THE DEFINITION OF PRINCIPAL IN SECTION 1103 OF THE ACT (RELATING TO DEFINITIONS) OR IS OTHERWISE REQUIRED TO BE LICENSED AS A PRINCIPAL AND IS NOT AN INTERMEDIARY OR HOLDING COMPANY OF AN APPLICANT OR LICENSEE.”

**SUBSIDIARY** – 4 PA.C.S. § 1103 DEFINES SUBSIDIARY AS “A PERSON OTHER THAN AN INDIVIDUAL. THE TERM INCLUDES:

- (1) A CORPORATION, ANY SIGNIFICANT PART OF WHOSE OUTSTANDING EQUITY SECURITIES ARE OWNED, SUBJECT TO A POWER OR RIGHT OF CONTROL, OR HELD WITH POWER TO VOTE, BY A HOLDING COMPANY OR AN INTERMEDIARY COMPANY;
- (2) A SIGNIFICANT INTEREST IN A PERSON, OTHER THAN AN INDIVIDUAL, WHICH IS OWNED, SUBJECT TO A POWER OR RIGHT OF CONTROL, OR HELD WITH POWER TO VOTE, BY A HOLDING COMPANY OR AN INTERMEDIARY COMPANY; OR
- (3) A PERSON DEEMED TO BE A SUBSIDIARY BY THE PENNSYLVANIA GAMING CONTROL BOARD.”

**INTERMEDIARY** – 4 PA.C.S. § 1103 DEFINES INTERMEDIARY AS “A PERSON, OTHER THAN AN INDIVIDUAL, WHICH:

- (1) IS A HOLDING COMPANY WITH RESPECT TO A CORPORATION OR OTHER FORM OF BUSINESS ORGANIZATION, WHICH HOLDS OR APPLIES FOR A LICENSE UNDER THIS PART; AND
- (2) IS A SUBSIDIARY WITH RESPECT TO ANY HOLDING COMPANY.”

**HOLDING COMPANY** – BOARD REGULATIONS DEFINE HOLDING COMPANY AS “A PERSON, OTHER THAN AN INDIVIDUAL, WHICH, DIRECTLY OR INDIRECTLY, OWNS, HAS THE POWER OR RIGHT TO CONTROL OR HAS THE POWER OR RIGHT TO VOTE 20% OR MORE OF THE OUTSTANDING VOTING SECURITIES OF A CORPORATION OR OTHER ENTITY. A HOLDING COMPANY INDIRECTLY HAS, HOLDS OR OWNS ANY SUCH POWER, RIGHT OR SECURITY IF IT DOES SO THROUGH AN INTEREST IN A SUBSIDIARY OR SUCCESSIVE SUBSIDIARIES.”

**VOTING SECURITY** – BOARD REGULATIONS DEFINE VOTING SECURITY AS “A SECURITY OR OTHER INTEREST WHICH ENTITLES THE OWNER TO VOTE FOR THE ELECTION OF:

- (i) A DIRECTOR OF A CORPORATION.
- (ii) A PERSON PERFORMING FUNCTIONS SIMILAR TO A DIRECTOR WITH RESPECT TO AN ORGANIZATION WHETHER INCORPORATED OR UNINCORPORATED.”

**FINANCIAL BACKER** – 4 PA.C.S. § 1103 DEFINES FINANCIAL BACKER AS “AN INVESTOR, MORTGAGEE, BONDHOLDER, NOTE HOLDER OR OTHER SOURCES OF EQUITY OR CAPITAL PROVIDED TO AN APPLICANT OR LICENSED ENTITY.”

UNLESS OTHERWISE PROVIDED FOR IN THE GAMING ACT AND REGULATIONS, EACH PRINCIPAL; KEY EMPLOYEE; PERSON WITH CONTROLLING INTEREST; INSTITUTIONAL INVESTOR; UNDERWRITER AND FINANCIAL BACKER WHO IS A NATURAL PERSON MUST COMPLETE A MULTI-JURISDICTIONAL PHD AND PA SUPPLEMENT OR A PRINCIPAL/KEY EMPLOYEE WAIVER FORM. EACH PRINCIPAL; PERSON WITH CONTROLLING INTEREST; INSTITUTIONAL INVESTOR; UNDERWRITER AND FINANCIAL BACKER THAT IS AN ENTITY MUST COMPLETE A PRINCIPAL ENTITY FORM OR A PRINCIPAL WAIVER FORM - ENTITY.

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. APPLICATION FEES**

APPLICATION FEES MUST BE SUBMITTED WITH THE APPLICATION. THESE FEES ARE NON-REFUNDABLE DEPOSITS THAT WILL BE USED BY THE BOARD TO PROCESS AND INVESTIGATE THE ENTITY FILING THE FORM.

THERE MAY BE ADDITIONAL COSTS AND EXPENSES INCURRED BY THE BOARD IN ITS PROCESSING AND INVESTIGATION OF THE ENTITY FILING THE FORM, WHICH MUST BE REIMBURSED TO THE BOARD.

FEES SHALL BE PAID BY MONEY ORDER OR CHECK MADE PAYABLE TO THE "PENNSYLVANIA GAMING CONTROL BOARD." CASH WILL NOT BE ACCEPTED BY THE BOARD.

PRINCIPAL ENTITY ..... \$2,500.00

**2. APPLICATION FORM INSTRUCTIONS**

**A. GENERALLY**

AS USED IN THE PRINCIPAL ENTITY FORM, THE WORDS "APPLICANT" AND "YOU" SHALL MEAN THE PRINCIPAL COMPLETING THIS PRINCIPAL ENTITY FORM.

AS USED IN THE PRINCIPAL ENTITY FORM, THE WORDS "BUSINESS ENTITY" SHALL MEAN THE MANUFACTURER, MANUFACTURER'S DESIGNEE, SUPPLIER, MANAGEMENT COMPANY, JUNKET ENTERPRISE OR SLOT MACHINE APPLICANT OR LICENSEE OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES FOR WHICH YOU ARE A PRINCIPAL.

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, SCHEDULE OR APPENDIX DOES NOT APPLY TO THE APPLICANT, WRITE "DOES NOT APPLY" IN RESPONSE TO THAT QUESTION, SCHEDULE OR APPENDIX.

ALL PAGES OF THE FORM MUST BE INITIALED BY THE APPLICANT. 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, MUST BE SUBMITTED AT THE TIME OF FILING THIS FORM.

THE APPLICATION FOR PENNSYLVANIA TAX CLEARANCE REVIEW MUST BE SIGNED BY APPLICANT.

ALL AFFIDAVITS, RELEASE AUTHORIZATIONS, AFFIRMATIONS, CERTIFICATIONS AND WAIVERS OF LIABILITY MUST BE SIGNED BY APPLICANT AND NOTARIZED. THE LICENSEE'S AFFIRMATION MUST BE SIGNED BY THE CEO OF THE BUSINESS ENTITY FOR WHICH APPLICANT IS A PRINCIPAL.

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 BOARD REGULATIONS.

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 BOARD REGULATIONS, ONCE THE APPLICATION HAS BEEN FILED, APPLICANT MAY NOT WITHDRAW ITS APPLICATION WITHOUT THE PERMISSION OF THE BOARD.

ALL REQUIRED DOCUMENTATION MUST BE SUBMITTED AT THE TIME OF FILING THIS FORM. FURTHER, PURSUANT TO BOARD REGULATIONS, THE APPLICANT IS UNDER A CONTINUING DUTY TO PROMPTLY NOTIFY THE BOARD IF THERE IS A CHANGE IN THE INFORMATION PROVIDED TO THE BOARD.

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

**B. PRINCIPAL ENTITY FORM**

UNLESS OTHERWISE PROVIDED FOR IN THE GAMING ACT AND REGULATIONS, EACH PRINCIPAL; PERSON WITH CONTROLLING INTEREST, INSTITUTIONAL INVESTOR AND FINANCIAL BACKER THAT IS AN ENTITY MUST COMPLETE THE PRINCIPAL ENTITY FORM.

APPLICANT IS SUBMITTING THIS PRINCIPAL ENTITY FORM BECAUSE IT IS A PRINCIPAL OF  
J2PF CAPITAL LLC

DESCRIBE THE RELATIONSHIP BETWEEN APPLICANT AND BUSINESS ENTITY NAMED ABOVE, INCLUDING AMOUNTS AND TERMS OF OWNERSHIP AND CONTROL.

J2RP Capital LLC was formed for the sole purpose of holding a membership interest in the PHL Local Gaming LLC.

J2RP Capital LLC currently holds a 7.31% ownership interest; voting interest is the same.

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 - THE BUREAU OF LICENSING AT (717) 346-8300.



## 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)			
<b>J2RP CAPITAL LLC</b>			
TRADE NAME(S) AND DOING BUSINESS AS ("DBA") NAMES			
<b>DOES NOT APPLY</b>			
IS THE APPLICANT A MINORITY OR WOMEN'S BUSINESS ENTERPRISE THAT IS CERTIFIED BY THE BUREAU OF MINORITY AND WOMEN'S BUSINESS ENTERPRISE OF THE DEPARTMENT OF GENERAL SERVICES? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
IF YES, PROVIDE CERTIFICATION NUMBER _____			
APPLICANT'S PRINCIPAL ADDRESS			
ADDRESS LINE 1			
760 Village Center Drive			
ADDRESS LINE 2			
Suite 200			
ADDRESS LINE 3			
CITY		STATE/PROVINCE	POSTAL CODE
Burr Ridge		Illinois	60527
COUNTRY		EMAIL ADDRESS	
United States of America		jcanfora@meritgaming.com	
COUNTY	TOWNSHIP	WEB URL	
Cook	Burr Ridge	DOES NOT APPLY	
PHONE NUMBER ( 630 ) 455-4600		FAX NUMBER ( 630 ) 455-4646	
APPLICANT'S ADDRESS IN PENNSYLVANIA (IF APPLICABLE)			
ADDRESS LINE 1			
DOES NOT APPLY			
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.)
Joseph	Justin	Canfora	
TITLE		INDIVIDUAL E-MAIL ADDRESS	
Manager		[REDACTED]	
PHONE NUMBER		FAX NUMBER	
[REDACTED]		[REDACTED]	
APPLICANT'S FORM OF ORGANIZATION			
CHECK ONE			
<input type="checkbox"/> SOLE PROPRIETORSHIP	<input type="checkbox"/> PARTNERSHIP	<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> C-CORPORATION
<input checked="" type="checkbox"/> LIMITED LIABILITY COMPANY	<input type="checkbox"/> S-CORPORATION	<input type="checkbox"/> TRUST	
<input type="checkbox"/> OTHER (DESCRIBE) _____			

APPLICANT'S ORGANIZATION DOCUMENTS	
STATE OF INCORPORATION, REGISTRATION OR OTHER TYPE OF FORMATION Delaware	DATE OF FORMATION 2/14/2013
APPLICANT'S BUSINESS NAME AS IT APPEARS ON THE FORMATION DOCUMENTS J2RP CAPITAL LLC	
LIST ALL STATES IN WHICH THE APPLICANT IS CURRENTLY REGISTERED OR AUTHORIZED TO DO BUSINESS	
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	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 DOES NOT APPLY
DOES THE APPLICANT HAVE ANY OUTSTANDING TAX LIABILITIES TO EITHER THE COMMONWEALTH OF PENNSYLVANIA OR ANY OTHER STATE OR THE FEDERAL GOVERNMENT? [REDACTED]	
IF YOU ANSWER YES, PROVIDE DETAILS CONCERNING ALL OUTSTANDING TAX LIABILITIES.	
CRIMINAL HISTORY	
THE NEXT SECTION ASKS ABOUT ANY OFFENSES OR CHARGES APPLICANT OR ANY OF ITS OFFICERS, DIRECTORS/PARTNERS OR TRUSTEES MAY HAVE COMMITTED OR HAD FILED AGAINST THEM. PRIOR TO ANSWERING THIS QUESTION, CAREFULLY REVIEW THE DEFINITIONS AND INSTRUCTIONS THAT FOLLOW.	
DEFINITIONS	<p>FOR PURPOSES OF THIS SECTION:</p> <p>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, TRAFFIC COURT, MILITARY COURT OR ANY OTHER COURT EXCEPT JUVENILE COURT. INCLUDE ALL DUI/DWI OFFENSES.</p> <p>B. "ARREST" INCLUDES ANY TIME THAT YOU WERE STOPPED BY A POLICE OFFICER OR OTHER LAW ENFORCEMENT OFFICER AND ADVISED THAT YOU WERE UNDER 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>
INSTRUCTIONS	<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>

D. YOU COMPLETED AN ACCELERATED REHABILITATIVE DISPOSITION ("ARD") OR EQUIVALENT DIVERSIONARY PROGRAM;

E. THE CHARGES OR CONVICTION WERE EXPUNGED FROM YOUR RECORD, EVEN IF YOU HAVE EXPUNGEMENT PAPERS;

F. YOU WERE NOT CONVICTED OR WERE FOUND "NOT GUILTY";

G. YOU DID NOT SERVE ANY TIME IN PRISON OR JAIL;

H. THE ARRESTS, CHARGES OR OFFENSES HAPPENED A LONG TIME AGO;

I. YOU WERE ARRESTED OR CHARGED IN ANOTHER STATE (A STATE OTHER THAN PENNSYLVANIA);

J. YOU WERE NEVER PHYSICALLY TAKEN INTO CUSTODY AND/OR TRANSPORTED TO A POLICE STATION OR JAIL.

2. ANSWER "NO" IF:

A. YOU HAVE NEVER BEEN ARRESTED OR CHARGED WITH ANY CRIME OR OFFENSE;

B. YOUR ARREST HAPPENED WHEN YOU WERE UNDER 18 YEARS OF AGE AND YOUR COURT APPEARANCE WAS IN JUVENILE COURT.

**FAILURE TO FULLY ANSWER THIS QUESTION MAY RESULT IN THE DENIAL OF YOUR APPLICATION.**

1. HAS APPLICANT OR ANY OF ITS OFFICERS, DIRECTORS/PARTNERS OR TRUSTEES 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?  YES  NO

IF YOU ANSWER YES, YOU MUST COMPLETE SCHEDULE 6 CONCERNING CRIMINAL HISTORY.

**TESTIMONY, INVESTIGATIONS OR POLYGRAPHS**

2. HAS APPLICANT OR ANY OF ITS OFFICERS, DIRECTORS/PARTNERS OR TRUSTEES EVER BEEN CALLED TO 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? 

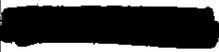
IF YOU ANSWER YES, YOU MUST COMPLETE SCHEDULE 7 CONCERNING TESTIMONY, INVESTIGATIONS OR POLYGRAPHS.

**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 9 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?	<input checked="" type="checkbox"/> YES <input type="checkbox"/> 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?	<input checked="" type="checkbox"/> YES <input type="checkbox"/> 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?  IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE <b>SCHEDULE 10</b> CONCERNING BANKRUPTCY OR INSOLVENCY PROCEEDINGS.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
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.  IF YOU ANSWER YES, YOU MUST COMPLETE <b>SCHEDULE 11</b> CONCERNING NON-GAMING LICENSES AND PERMITS.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
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 SUBORDINATE CREATURE OF FEDERAL, STATE, NATIVE AMERICAN OR LOCAL GOVERNMENT CREATED TO CARRY OUT A GOVERNMENTAL FUNCTION OR TO IMPLEMENT A STATUTE OR STATUTES.  IF YOU ANSWER YES, YOU MUST COMPLETE <b>SCHEDULE 12</b> CONCERNING GAMING LICENSES AND PERMITS.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
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, DIRECTORS, OFFICERS, 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?	
11. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, DIRECTORS, OFFICERS, 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?	
12. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, DIRECTORS, OFFICERS, EMPLOYEES OR ANY THIRD PARTIES ACTING 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?	

<p>13. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, DIRECTORS, OFFICERS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF APPLICANT DONATED OR LOANED PROPERTY OR ANY OTHER THING OF VALUE FOR THE PURPOSE OF OPPOSING OR SUPPORTING ANY GOVERNMENT, POLITICAL PARTY, CANDIDATE OR COMMITTEE, EITHER DOMESTIC OR FOREIGN?</p>	
<p>14. 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 DIRECTORS, OFFICERS, EMPLOYEES OR ANY THIRD PARTIES FOR THE PURPOSE OF REIMBURSING SUCH INDIVIDUALS FOR POLITICAL CONTRIBUTIONS EITHER FOREIGN OR DOMESTIC?</p>	
<p>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?</p>	
<p>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?</p>	
<p>IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE <b>SCHEDULE 13</b> CONCERNING CONTRIBUTIONS AND DISBURSEMENTS.</p>	

### APPLICATION CHECKLIST

PLACE A CHECKMARK IN EACH BOX NEXT TO EACH ITEM APPLICANT HAS ATTACHED TO THIS PRINCIPAL ENTITY 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.

<input type="checkbox"/>	SCHEDULE 1: OTHER NAMES USED BY APPLICANT	DOES NOT APPLY	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 2: ADDRESSES USED BY APPLICANT		MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 3: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS		MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 4: APPLICANT'S OWNERS		MANDATORY
<input type="checkbox"/>	SCHEDULE 5: HISTORY OF INSURANCE CLAIMS		MANDATORY
<input type="checkbox"/>	SCHEDULE 6: CRIMINAL HISTORY	DOES NOT APPLY	MANDATORY
<input type="checkbox"/>	SCHEDULE 7: TESTIMONY, INVESTIGATIONS OR POLYGRAPHS		MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 8: EXISTING LITIGATION		MANDATORY
<input type="checkbox"/>	SCHEDULE 9: ANTITRUST, TRADE REGULATION AND SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS	DOES NOT APPLY	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 10: BANKRUPTCY OR INSOLVENCY PROCEEDINGS		MANDATORY
<input type="checkbox"/>	SCHEDULE 11: NON-GAMING LICENSES AND PERMITS	DOES NOT APPLY	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 12: GAMING LICENSES AND PERMITS		MANDATORY
<input type="checkbox"/>	SCHEDULE 13: APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS		MANDATORY
<input type="checkbox"/>	SCHEDULE 14: APPLICANT BACKGROUND PART 1	DOES NOT APPLY	MANDATORY
<input type="checkbox"/>	SCHEDULE 15: APPLICANT BACKGROUND PART 2	DOES NOT APPLY	MANDATORY
<input checked="" 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"/>	LICENSEE'S AFFIRMATION		MANDATORY
<input type="checkbox"/>	PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM	DOES NOT APPLY	MANDATORY
<input type="checkbox"/>	FINANCIAL STATEMENT CERTIFICATION	DOES NOT APPLY	MANDATORY

**APPENDICES: THE APPENDICES ARE DOCUMENTS THE APPLICANT MUST PROVIDE OR CREATE. THE APPENDICES ARE NOT REPRESENTED IN THE APPLICATION QUESTIONS OR ITS SCHEDULES. 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: EXISTING LITIGATION	MANDATORY
<input type="checkbox"/>	APPENDIX 2: AUDITED FINANCIAL STATEMENT FOR THE LAST FISCAL YEAR. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS. DOES NOT APPLY	MANDATORY
<input type="checkbox"/>	APPENDIX 3: AUDITED FINANCIAL STATEMENTS FOR THE LAST FIVE (5) YEARS. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS. DOES NOT APPLY	MANDATORY
<input type="checkbox"/>	APPENDIX 4: ANNUAL REPORTS FOR THE LAST FIVE (5) YEARS. DOES NOT APPLY	MANDATORY
<input type="checkbox"/>	APPENDIX 5: ANNUAL REPORTS PREPARED ON THE SEC'S 10K FOR THE LAST FIVE (5) YEARS. DOES NOT APPLY	MANDATORY
<input type="checkbox"/>	APPENDIX 6: A COPY OF THE LAST QUARTERLY UNAUDITED FINANCIAL STATEMENT. DOES NOT APPLY	MANDATORY
<input type="checkbox"/>	APPENDIX 7: A COPY OR COPIES OF ANY INTERIM REPORTS. DOES NOT APPLY	MANDATORY
<input type="checkbox"/>	APPENDIX 8: A COPY OF THE LAST DEFINITIVE PROXY OR INFORMATION STATEMENT (SEC). DOES NOT APPLY	MANDATORY
<input type="checkbox"/>	APPENDIX 9: A COPY OF ALL REGISTRATION STATEMENTS FOR THE LAST FIVE (5) YEARS FILED IN ACCORDANCE WITH THE SECURITIES ACT OF 1933. DOES NOT APPLY	MANDATORY
<input type="checkbox"/>	APPENDIX 10: COPIES OF ALL OTHER REPORTS PREPARED IN THE LAST FIVE (5) YEARS BY INDEPENDENT AUDITORS OF THE APPLICANT. DOES NOT APPLY	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 11: CERTIFIED COPIES OF THE ARTICLES OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS AND ALL AMENDMENTS AND PROPOSED AMENDMENTS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 12: CURRENT OWNERSHIP TABLE OF ORGANIZATION.	MANDATORY
<input type="checkbox"/>	APPENDIX 13: COPIES OF 1120 FORMS, 941 FORMS AND ALL OTHER BUSINESS RELATED TAX FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS. DOES NOT APPLY	MANDATORY
<input type="checkbox"/>	APPENDIX 14: COPIES OF 5500 FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS. DOES NOT APPLY	MANDATORY
<input type="checkbox"/>	APPENDIX 15: DESCRIBE CRIMINAL HISTORY OF APPLICANT. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULE 6</u> . NARRATIVE INFORMATION ABOUT THE NATURE OF CHARGE OR COMPLAINT AND THE DISPOSITION MUST BE PROVIDED. DOES NOT APPLY	MANDATORY



**SCHEDULE 2: ADDRESSES USED BY APPLICANT**

PROVIDE ALL ADDRESSES, 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 <b>OFFICE AND MAILING</b>		ADDRESS USED FROM <b>2/4/2013</b>		ADDRESS USED TO <b>PRESENT</b>	
ADDRESS LINE 1 <b>760 Village Center Drive</b>		ADDRESS LINE 2 <b>Suite 200</b>			
ADDRESS LINE 3		CITY <b>Burr Ridge</b>		STATE/PROVINCE <b>IL</b>	POSTAL CODE <b>60527</b>
COUNTRY <b>United States of America</b>		EMAIL ADDRESS <b>jcanfora@meritgaming.com</b>		PHONE NUMBER <b>( 630 ) 455-4600</b>	FAX NUMBER <b>( 630 ) 455-4646</b>
ADDRESS PURPOSE		ADDRESS USED FROM		ADDRESS USED TO	
ADDRESS LINE 1		ADDRESS LINE 2			
ADDRESS LINE 3		CITY		STATE/PROVINCE	POSTAL CODE
COUNTRY		EMAIL ADDRESS		PHONE NUMBER ( )	FAX NUMBER ( )
ADDRESS PURPOSE		ADDRESS USED FROM		ADDRESS USED TO	
ADDRESS LINE 1		ADDRESS LINE 2			
ADDRESS LINE 3		CITY		STATE/PROVINCE	POSTAL CODE
COUNTRY		EMAIL ADDRESS		PHONE NUMBER ( )	FAX NUMBER ( )
ADDRESS PURPOSE		ADDRESS USED FROM		ADDRESS USED TO	
ADDRESS LINE 1		ADDRESS LINE 2			
ADDRESS LINE 3		CITY		STATE/PROVINCE	POSTAL CODE
COUNTRY		EMAIL ADDRESS		PHONE NUMBER ( )	FAX NUMBER ( )

**SCHEDULE 3: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS**

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS, 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 <b>Joseph</b>	MIDDLE NAME <b>Justin</b>	LAST NAME <b>Canfora</b>	SUFFIX (JR., SR., ETC.)	DATE OF BIRTH [REDACTED]
ADDRESS LINE 1 [REDACTED]		ADDRESS LINE 2 [REDACTED]		
ADDRESS LINE 3		CITY [REDACTED]	STATE/PROVINCE [REDACTED]	POSTAL CODE [REDACTED]
COUNTRY [REDACTED]	EMAIL ADDRESS [REDACTED]	PHONE NUMBER [REDACTED]	FAX NUMBER ( )	
APPLICANT ADDRESS				
APPLICANT NAME: <b>Joseph J. Canfora</b>		CURRENT TITLE OR POSITION <b>Member</b>		
ADDRESS LINE 1 <b>760 Village Center Dr.</b>		ADDRESS LINE 2 <b>Suite 200</b>		
ADDRESS LINE 3		CITY <b>Burr Ridge</b>	STATE/PROVINCE <b>IL</b>	POSTAL CODE <b>60527</b>
COUNTRY <b>United States of America</b>	EMAIL ADDRESS <b>jcanfora@meritgaming.com</b>	PHONE NUMBER <b>(630) 455-4600</b>	FAX NUMBER <b>(630) 455-4646</b>	
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)
<b>2/4/2013</b>	<b>Present</b>	<b>Member</b>	[REDACTED]	[REDACTED]

\* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

**SCHEDULE 3: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS**

PROVIDE THE FOLLOWING INFORMATION FOR ALL OFFICERS, DIRECTORS/PARTNERS, 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 <b>Teresa</b>	MIDDLE NAME <b>Ann</b>	LAST NAME <b>Canfora</b>	SUFFIX (JR., SR., ETC.)	DATE OF BIRTH [REDACTED]
ADDRESS LINE 1 [REDACTED]		ADDRESS LINE 2 [REDACTED]		
ADDRESS LINE 3 [REDACTED]		CITY [REDACTED]	STATE/PROVINCE [REDACTED]	POSTAL CODE [REDACTED]
COUNTRY [REDACTED]	EMAIL ADDRESS [REDACTED]	PHONE NUMBER [REDACTED]	FAX NUMBER ( )	
APPLICANT ADDRESS				
APPLICANT NAME: <b>Teresa Canfora</b>		CURRENT TITLE OR POSITION <b>Member</b>		
ADDRESS LINE 1 <b>760 Village Center Dr.</b>		ADDRESS LINE 2 <b>Suite 200</b>		
ADDRESS LINE 3 [REDACTED]		CITY <b>Burr Ridge</b>	STATE/PROVINCE <b>IL</b>	POSTAL CODE <b>60527</b>
COUNTRY <b>United States of America</b>	EMAIL ADDRESS <b>tcanfora@meritgaming.com</b>	PHONE NUMBER <b>(630) 455-4600</b>	FAX NUMBER <b>(630) 455-4646</b>	
DATES, TITLES AND/OR POSITIONS HELD (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)				
FROM DATE <b>2/4/2013</b>	TO DATE <b>Present</b>	TITLE OR POSITION <b>Member</b>	ANNUAL COMPENSATION & VALUE [REDACTED]	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER) [REDACTED]

\* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.





**SCHEDULE 6: CRIMINAL HISTORY**

**DOES NOT APPLY**

IF APPLICANT ANSWERED YES TO QUESTION 1 ON PAGE 3, 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 OR TRUSTEE
			NONE			

**SCHEDULE 8: EXISTING LITIGATION      REFER TO SCHEDULE OF EXISTING LITIGATION**

PROVIDE THE FOLLOWING INFORMATION AND ATTACH AS APPENDIX 1 A DESCRIPTION OF ALL EXISTING CIVIL LITIGATION TO WHICH APPLICANT 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
NAMES OF ALL PARTIES TO LITIGATION	
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 8

### EXISTING LITIGATION: JOSEPH CANFORA

1. **SSR Financial v. Altium Development Group, Joseph J. Canfora, et al.**; Case No. Case No. 09 CH 51506; Circuit Court of Cook County, Illinois.

SSR Financial was a consultant hired by Altium Development Group ("ADG") in 2008. Prior to April 29, 2009, Merit Management Group, a company of which Mr. Canfora is president, owned a percentage of ADG. SSR Financial, claiming that it is owed approximately \$30,000 in consulting fees by ADG, sued ADG for breach of contract. ADG is currently defunct. SSR filed additional claims against various entities, including Mr. Canfora, claiming that they are alter egos of ADG and that the work done by SSR Financial was done for the benefit of them. The defendants, including Mr. Canfora, deny all of SSR's allegations. The Court granted the defendants' motion for summary judgment against SSR, finding that there is no evidence that they comingled their operations with ADG. The only claim remaining against Mr. Canfora is SSR's count for unjust enrichment, claiming that the various entities and Mr. Canfora benefitted from the work that SSR did for ADG pursuant to the contract. The matter is set for trial on March 6, 2013, and Mr. Canfora believes that he will prevail on the unjust enrichment claim.

2. **Merit Management Group, LP, Merit New Castle, LLC and Joseph Canfora v. Riverside Premiere Development, et al.** Case No 12-L-8672; Circuit Court of Cook County, Illinois

Defendants executed various notes and guarantees in favor of Mr. Canfora, and his related entities in return for the loan of funds from the entities and Mr. Canfora. Defendants have defaulted on each of the notes and guarantees. Mr. Canfora filed suit against Defendants on August 29, 2012. Defendants have been ordered by the Court to answer or otherwise plead in response to the complaint on or before March 12, 2013. In the meantime, the parties are attempting to settle the matter.

3. **Joseph Canfora, et al. v. John A. Schaffer, Case No. 2012 CV 3332, District Court of Jefferson County, Colorado**

This is an action filed by Mr. Canfora and the Merit entities against Mr. Schaffer for defamation arising out of derogatory comments about the plaintiffs that Mr. Schaffer made in a public forum in Colorado. The court dismissed plaintiffs' claims; that dismissal is currently on appeal.



**SCHEDULE 9: ANTITRUST, TRADE REGULATION & SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS DOES NOT APPLY**

IF APPLICANT ANSWERED YES TO QUESTIONS 3 OR 4 ON PAGE 3, PROVIDE THE FOLLOWING INFORMATION: **NONE**

VIOLATION		
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		
VIOLATION		
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		

**SCHEDULE 10: BANKRUPTCY OR INSOLVENCY PROCEEDINGS REFER TO SCHEDULE OF BANKRUPTCY**

IF APPLICANT ANSWERED YES TO QUESTIONS 5, 6 AND/OR 7 ON PAGE 4, PROVIDE THE FOLLOWING:

BANKRUPTCY OR INSOLVENCY PROCEEDING			
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
NATURE OF JUDGMENT OR RELIEF			

**SCHEDULE 10**

**Joseph J. Canfora: 189-42-6727**

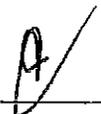
**BANKRUPTCY OR INSOLVENCY PROCEEDINGS**

**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?**

Joseph Canfora has an indirect membership interest in Altium Entertainment LLC. Altium Entertainment LLC owns 45% of Rascals Casinos LLC. Rascals Casinos LLC and its subsidiaries filed for Chapter 11 bankruptcy protection in the Northern District of Illinois on September 7, 2010. Below are the entity names and US Bankruptcy Court Case Numbers:

Rascals Casinos LLC	10-40083
Washington Card Rooms LLC	10-40087
Rascals Tacoma LLC	10-40093
Rascals Lake Union LLC	10-40095
Hughes Enterprises Inc.	10-40096
Des Moines Card Rooms LLC	10-40099

Rascals Casinos LLC filed its Joint Plan of Reorganization with the U.S. Bankruptcy Court on 12/17/10. After being unable to secure timely financing as contemplated in the Joint Plan of Reorganization, the U.S. Bankruptcy Court dismissed Rascals Casinos LLC and its subsidiaries from bankruptcy protection on February 16, 2011.



SCHEDULE 11: NON-GAMING LICENSES AND PERMITS

DOES NOT APPLY

IF APPLICANT ANSWERED YES TO QUESTION 8 ON PAGE 4, PROVIDE THE FOLLOWING INFORMATION FOR THE LAST TEN (10) YEAR PERIOD: **NONE**

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, REVOKED OR WITHDRAWN, 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		
			<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 12: GAMING LICENSES AND PERMITS REFER TO SCHEDULE OF GAMING LICENSES**

IF APPLICANT ANSWERED YES TO QUESTION 9 ON PAGE 4, 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, REVOKED OR WITHDRAWN, 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		
			<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 12:**

**JOSEPH J. CANFORA**

**Schedule of Gaming Licenses**

Licensing Agency	Type of License & Description (no copies available)	Date
Illinois	Joseph Canfora and Da Route, LLC submitted Personal Disclosure History and Video Gaming Terminal Operator License applications to the Illinois Gaming Board for Video Gaming Terminal Operator Licensure in January 2011; license awarded April, 2012.	2012
Washington	National Indian Gaming Commission – In December, 2010 the NIGC awarded renewed licensure to Joseph Canfora and Merit Washington LLC, a Nevada limited liability company in conjunction with the Lummi Tribe’s expansion of its Class II and Class III gaming facility, owned by the Nation, operated and managed by Merit; the parties entered into a Sixth Amendment to the Second Amended and Restated Management Agreement dated December 15, 2008, and various related documents.	2010
Oklahoma	Submitted Personal Disclosure History to The Oklahoma Horse Racing Commission for a Key Executive License in conjunction with Merit New Castle LLC and GCG OKC application. All Tracks Licensure awarded and renewals re-awarded annually.	2009
Oklahoma	Wichita and Affiliated Tribes Gaming Commission – Principal Personal Information License Application to provide development and consulting services to the Sugar Creek Casino in Hinton, OK Licensure awarded and renewals re-awarded annually.	2008
South Dakota	In April 2008, submitted Personal History application forms to South Dakota’s Commission on Gaming in conjunction with Merit’s wholly owned subsidiary, Merit Tin Lizzie, LLC which has been licensed to own and operate a casino in Deadwood, South Dakota. License renewed in 2009.	2008
Quebec, Canada	In February, 2008, the Quebec - Regledes Alcohols, des courses et des jeux (French Canadian Alcohol and Gaming Commission) – Personal Disclosure Forms for licensure in conjunction with Merit Management Group’s ownership of Planet Bingo, LLC	2008
Kentucky	In January, 2008 the Kentucky Charitable Bingo Gaming Office requested fingerprints in conjunction with Merit Management Group’s ownership of Planet Bingo, LLC.	2008
Oklahoma	Ft. Sill Apache Gaming Commission – Personal History for Casino Vendors Application in conjunction with Merit Management’s ownership interest in Gaming Capital Group/Riverwind LLC.	2008
Missouri	The Eastern Shawnee Tribe, Office of the Gaming Commissioner, Principal Vendor License Application submitted in December 2007 in conjunction with Merit Management Group’s ownership interest in Gaming Capital Group/Riverwind LLC. Licensure awarded and renewals granted.	2007
Florida	Miccousukee Tribe of Indians of Florida Tribal Gaming Agency, Vendor Application submitted in September 2007 in conjunction with Merit Management Group’s ownership of Planet Bingo, LLC	2007
Idaho	Shoshone-Bannock Tribal Gaming Commission – Personal Disclosure Forms submitted June 2007 in connection with Merit Management Group’s ownership of Planet Bingo, LLC.	2007
Minnesota	Shakopee Mdewakanton Sioux Community Gaming Commission – Individual Application Forms submitted May 2007 in connection with Merit Management Group’s ownership of Planet Bingo, LLC.	2007
Arizona	Tohono O’Odham Nation Gaming Commission – Personal Background Disclosure Forms submitted May 2007 in connection with Merit Management Group’s ownership of the Planet Bingo, LLC.	2007
Toronto, Ontario, Canada	Alcohol and Gaming Commission of Ontario, Gaming Registration and Lotteries ~ Personal Disclosure Forms for Registration as a Charitable Gaming Supplier license in connection with Merit Management Group’s ownership of the Planet Bingo LLC ; license awarded.	2007
Washington	In 2007, Merit Management Group LP purchased Cascade Lanes and Casino located in Renton, WA, and the Rascals Casino in Seattle, WA; these transactions and licensure were approved by the Washington State Gambling Commission.	2007
Washington	The Skokomish Tribal Gaming Commission – Vendor of Gaming Services Application submitted by Merit Management Group, through its wholly owned subsidiary Merit Washington LLC, to provide services to the Tribe’s Lucky Dog Casino operations through its approved consulting agreement.	2006
Colorado	Colorado Gaming Commission – Key Associated Person License Application submitted in June 2006 to develop and manage a casino in Cripple Creek, Colorado. License #32980 awarded 4/17/2008.	2006
Washington	National Indian Gaming Commission – Licensing was awarded to Joseph J. Canfora and Merit Washington LLC, a Nevada limited liability company (“Merit”) in conjunction with the Lummi Tribe’s expansion of its Class II and Class III gaming facility, owned by the Nation, operated and managed by Merit. The parties entered into a Fourth Agreement to Amend the Second Amended and Restated Management Agreement dated May 16, 2006 and various related documents.	2006
Oklahoma	The Chickasaw Nation - Principal Vendor License Application submitted in January 2006 for disclosure in connection with Merit Management Group’s ownership interest in Gaming Capital Group LLC/Riverwind LLC; license awarded; suitability renewals remain current.	2006
Texas	Charitable Bingo Operations Division – Personal Background Disclosure Forms for Manufacturer/Distributor/ System Service Provider license in connection with ownership of the Planet Bingo, LLC submitted May, 2005; license renewal in May 2006 required Individual Statement of Certification.	2006 2005

**SCHEDULE 12:**

**JOSEPH J. CANFORA**

**Schedule of Gaming Licenses**

Licensing Agency	Type of License & Description (no copies available)	Date
Pennsylvania	Merit Management Group entered a partnership with Bedford Downs Management Corporation to develop and manage racinos in the State of Pennsylvania; New License Application submitted.	2005
Oregon	Grand Ronde Gaming Commission – Personal Background Disclosure for licensure in connection with ownership of the Planet Bingo, LLC Class II vendor application submitted in July, 2005.	2005
Puerto Rico	Merit Management Group Holdings partnered with Codere Puerto Rico for the purpose of pursuing gaming and racing opportunities in Puerto Rico.	2005
Illinois	Personal Disclosure History Form to the Illinois Gaming Board for 10 <sup>th</sup> License Suitability	2004
Indiana	Indiana Operating Agent and Personal Disclosure Suitability applications submitted for Tranchant Merit LLC and as Key Employee to the Indiana Gaming Commission for Orange County Project.	2004
Panama	Republic of Panama Gambling Control Board – Suitability Investigation Process in progress; application submitted May, 2004.	2004
Louisiana	Tunica-Biloxi Gaming Commission; Indian Casino Gaming Officer with First Nation Gaming, LLC d/b/a Keystone Gaming Group	2002
Washington	As a member of Merit Washington, LLC, a Nevada limited liability company (“Merit”), I was investigated by the State of Washington. Merit Washington, LLC has a business relationship with the Lummi Tribe of the Lummi Reservation in Washington. The parties entered into a Second Amended and Restated Management Agreement dated as of May 1, 2002, and various related documents. Pursuant to the Management Contracts described above, and based on my equity interest in Merit Washington, LLC, I have a financial interest in the Silver Reef Casino owned by the Lummi Tribe.	2002
Washington	As a member of Hemisphere Development Group, LLC (“Hemisphere”), a Minnesota limited liability Company, I had a business relationship with the Port Gamble Band of S’Klallam Indians of the Port Gamble S’Kallam Reservation, including a Consulting Agreement (9/8/2001), and various related financing documents. Pursuant to the Consulting Agreement and equity interest in Hemisphere, I had a financial interest in the Point-no-Point Casino owned by the Port Gamble Band of S’Klallam Indians.	2001
Louisiana	As an Officer of Horseshoe Gaming Holding Corp.: July, 2000 Application for Finding of Suitability in conjunction of Horseshoe Gaming Holding Corp. for the 15 <sup>th</sup> License. Louisiana Gaming Control Board Application was withdrawn when association with Horseshoe Gaming ended in 2000.	2000
Mississippi	As an Officer of Horseshoe Gaming Holding Corp.: March, 2000 Application for Finding of Suitability in association with the Gaming License of Robinson Property Group, L.P., d/b/a Horseshoe Casino & Hotel. Mississippi Gaming Commission Application withdrawn when association with Horseshoe Gaming Holding Corporation ended in July, 2000.	2000
Kansas	Licensed with the State of Kansas and Kansas Gaming Commission as a member of EFG Kansas LLC and Treasurer of Kansas Racing LLC to own and operate the Woodlands Race Track. Sold in 2003.	1999
Illinois	Key Person as Officer of Empress Casino Joliet Corporation; Illinois Gaming Board – Level 1	1999 1998
Indiana	Key Person – Officer with Empress Casino Hammond Corporation – Riverboat Gaming Indiana Gaming Commission – Level 1	1998
Missouri	Missouri Gaming Commission – Riverboat Gaming Key Person – Officer with St. Charles Riverfront Station, Inc. and Station Casinos, Inc.	1996
Nevada	Nevada Gaming Commission/Nevada Gaming Control Board – Suitability as an Officer: Town Center Amusements, Inc; Green Valley Station, Inc.; Green Valley Ventures. Key Person License voluntarily withdrawn in lieu of officer positions/new responsibilities undertaken for Stations Casinos. Missouri-based. Request for withdrawal was granted without prejudice by the State Gaming Control	1995
Nevada	Nevada Licensing Agencies: U.S. Department of the Treasury; Bureau of Alcohol, Tobacco and Firearms; State of Nevada; Henderson Business License. Various liquor licenses pertaining to the operation of a casino, including being qualified as a Brewery	1995
Nevada	City of North Las Vegas – Business License Department: Various liquor licenses pertaining to the operation of Texas Station, Inc. Hotel and Casino operation.	1995
Nevada	Las Vegas; Clark County - Business License Department: Various liquor licenses pertaining to operation of Boulder Station, Inc. Hotel and Casino operation	1994
Missouri	Missouri Gaming Commission – Liquor License; Riverboat St. Charles, Missouri	1994
Nevada	Nevada Gaming Commission; Nevada Gaming Control Board – Liquor License to operate Palace Station Hotel and Casino, Las Vegas	1993
Nevada	City of Las Vegas – Business License Department - Consecutive licenses held	1986

**SCHEDULE 12**

**TERESA A. CANFORA**

**GAMING LICENSES**

Licensing Agency	Type of License & Description (no copies available)	Date
Washington	National Indian Gaming Commission – In December, 2010 the NIGC awarded renewed licensure to Joseph Canfora and Merit Washington LLC, a Nevada limited liability company in conjunction with the Lummi Tribe’s expansion of its Class II and Class III gaming facility, owned by the Nation, operated and managed by Merit; the parties entered into a Sixth Amendment to the Second Amended and Restated Management Agreement dated December 15, 2008, and various related documents. Teresa Canfora submitted Public Trust Disclosure Application, and the NIGC conducted a background investigation in conjunction with Merit’s renewal.	2010
South Dakota	Personal History application forms submitted in April 2008 to South Dakota’s Commission on Gaming in conjunction with Merit’s wholly owned subsidiary, Merit Tin Lizzie, LLC which has been licensed to own and operate a casino in Deadwood, South Dakota. Renewed in 2009.	2008
Washington	In 2007, Merit Management Group LP purchased Cascade Lanes and Casino located in Renton, WA, and the Rascals Casino in Seattle, WA. These transactions and licensure were approved by the Washington State Gambling Commission.	2007
Colorado	Colorado Limited Gaming Commission – Application for Key & Associated Person License Application submitted in May, 2007 in conjunction with Merit Management Group’s application to develop and manage a casino in Cripple Creek, Colorado. Licensure awarded 4/17/2008; renewed and current.	2007
Louisiana	Tunica-Biloxi Tribe of Louisiana Gaming Commission; Indian Casino Gaming As a shareholder of Marketsmart, Inc.	2002

SCHEDULE 14: BUSINESS BACKGROUND PART 1

DESCRIPTION OF PRESENT BUSINESS
J2RP Capital LLC was formed for the sole purpose of holding a membership interest in the PHL Local Gaming LLC.
J2RP Capital holds a 7.31% ownership interest; voting interest is the same.
DESCRIPTION OF COMPETITIVE CONDITIONS
DOES NOT APPLY
PRINCIPAL PRODUCTS PRODUCED AND/OR SERVICES RENDERED
DOES NOT APPLY
AVAILABILITY OF RAW MATERIALS, CRITICAL TECHNOLOGY & EMPLOYEES
DOES NOT APPLY
INTELLECTUAL PROPERTY OWNED BY APPLICANT & IMPORTANCE TO BUSINESS
DOES NOT APPLY



**PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM DOES NOT APPLY**

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

2/15/2013  
 \_\_\_\_\_  
 DATE SIGNED

**Joseph J. Canfora**  
 \_\_\_\_\_  
 PRINTED NAME OF CEO/AUTHORIZED SIGNATORY – TITLE

\* 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.

**APPENDIX 5**

**APPENDIX 5: Annual reports prepared on the SEC's 10K for the last five (5) years.**

DOES NOT APPLY: J2RP Capital LLC is a newly formed entity, as of 2/4/2013



**APPENDIX 8**

**APPENDIX 8: A copy of the last definitive proxy or information statement.**

DOES NOT APPLY: J2RP Capital LLC is a newly formed entity, as of 2/4/2013

Handwritten initials and a checkmark.

**APPENDIX 9**

**APPENDIX 9: A copy of all registration statements for the last five (5) years filed in accordance with the Securities Act of 1933.**

DOES NOT APPLY: J2RP Capital LLC is a newly formed entity, as of 2/4/2013

APPENDIX 11

**APPENDIX 11: Certified copies of the Articles of Incorporation, Charter, ByLaws, Partnership Agreement or other official documents and all amendments and proposed amendments.**

PLEASE REFER TO THE FOLLOWING DOCUMENTS:

- Certificate of Formation of J2RP Capital LLC
- Operating Agreement of J2RP Capital LLC

From: Delaware Intercorp

3022669940

02/04/2013 15:43

#704 P.002/002

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:38 PM 02/04/2013  
FILED 02:34 PM 02/04/2013  
SRV 130126150 - 5283868 FILE

## CERTIFICATE OF FORMATION

OF

## J2RP CAPITAL LLC

The undersigned, for the purpose of forming a limited liability company pursuant to the requirements of the Delaware Limited Liability Company Act (6 Del.C. Section 18-101, et seq.) hereby certifies that:

FIRST. The name of the limited liability company formed hereby is J2RP CAPITAL LLC (the "Company").

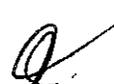
SECOND. The address of the Company's registered office in the State of Delaware is 113 Barksdale Professional Center, Newark, Delaware 19711, and the name of the Company's registered agent at that address is Delaware Intercorp, Inc.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of this February 3, 2013.



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Robert J. Borghese  
Authorized Person



DELAWARE INTERCORP, INC.  
A DELAWARE COMPANY

Tuesday, February 05, 2013

BORGHESE LAW FIRM  
C/O ROBERT J. BORGHESE  
1601 MARKET STREET, SUITE 2600  
PHILADELPHIA, PENNSYLVANIA 19103

Dear Robert Borghese,

Please find accompanying this letter all of the information we agreed to provide to you in order to form J2RP CAPITAL LLC as a Delaware limited liability company (the "Company"). Please note that the Company's original Certificate of Formation as filed with the State of Delaware looks like a fax (it is).

**The annual franchise tax on limited liability companies formed in the State of Delaware is due on June 1<sup>st</sup> of each year for each company that existed as of December 31<sup>st</sup> of the previous year. It is your responsibility to ensure the tax is paid by the deadline.** Once the Division of Corporations has invoiced the tax for your entity, and we have received your tax coupon, we will forward it to the entity's mailing address of record. Payment is due in the hands of the Division of Corporations, State of Delaware, *not just postmarked*, on or before June 1<sup>st</sup>. If you do not receive the tax notice for the Company in time to file, please contact us so that we can assist you. Delaware Intercorp, Inc. can help you to pay your Franchise Tax bill electronically online using our EZ File system for \$35.00 plus State of Delaware fees. To pay the annual franchise taxes please visit our website at: <https://www.delawareintercorp.com/ezfile.aspx> (login required).

Communications from the State of Delaware, Division of Corporations, not containing franchise tax coupons, may be forwarded electronically to the email address of record for each company.

Delaware Intercorp, Inc. presently sends invoices via first class mail, to the mailing address of record. We will bill you in advance of each year of our service as Registered Agent. Registered Agent Fees are due in the anniversary month of the formation date of the Company. The first year's fee due to Delaware Intercorp, Inc. as Registered Agent was paid at the time of formation of the Company.

Service of process, received by us, will be forwarded to you electronically. We may also provide a hard copy of the service of process to the mailing address of record.

Delaware Intercorp, Inc. is working towards converting to an electronic mail delivery format for all notifications and invoices. As we approach the conversion to electronic delivery, we will provide further information, to the authorized email contact of record. For this reason, communicating with us is important to ensure your contact information is accurate. If you need to change your mailing address or email address of record, please inform us at [contact@delawareintercorp.com](mailto:contact@delawareintercorp.com). You will be notified by email if a follow-up written confirmation is required.

We thank you for utilizing Delaware Intercorp, Inc. for your Delaware entity formation needs. Please do not hesitate to contact me should you have any questions with regard to the aforementioned or our enclosures, or if I can be of any other assistance.

Sincerely,



Kelly K. Magaw  
Delaware Intercorp, Inc.



DELAWARE INTERCORP, INC.  
A DELAWARE COMPANY

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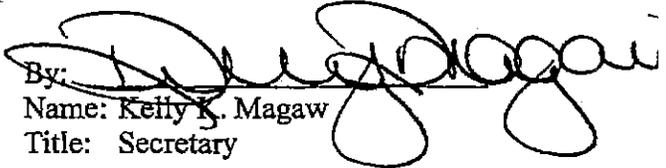
**CONSENT TO APPOINTMENT  
BY REGISTERED AGENT**

Delaware Intercorp, Inc., having been named as Registered Agent for J2RP CAPITAL LLC, a Delaware limited liability company (the "Company"), does hereby voluntarily consent to serve as Registered Agent for the Company.

Delaware Intercorp, Inc. knows and understands the duties and responsibilities of a Registered Agent as set forth in Title 6 Del.C. §18-104 and does hereby accept those duties and responsibilities.

Dated: 2/5/2013

DELAWARE INTERCORP, INC.,  
as Registered Agent

By:   
Name: Kelly K. Magaw  
Title: Secretary

APPENDIX 15

**APPENDIX 15: Describe criminal history of applicant. This information must be provided in addition to the information provided in Schedule 6. Narrative information about the nature of charge or complaint and the disposition must be provided.**

DOES NOT APPLY: J2RP Capital LLC is a newly formed entity, as of 2/4/2013

Handwritten initials in black ink, appearing to be 'JK' or similar, written over a horizontal line.