

Pennsylvania Gaming Control Board

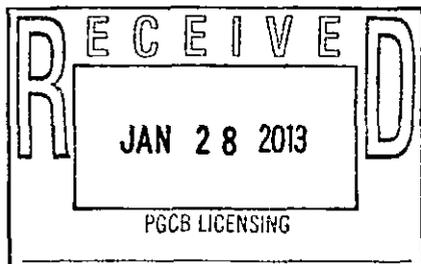
Slot Operator and Management Company Application
and Disclosure Information Form

November 15, 2012



Applicant:

Merit PHL, LLC
Management Company



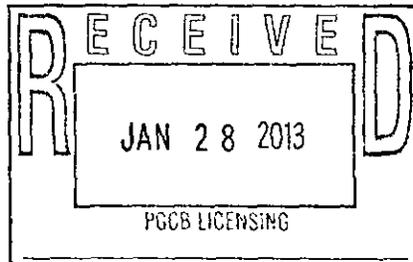
**REDACTED VERSION
FOR PUBLIC VIEW**



Pennsylvania Gaming Control Board

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

MERIT PHL, LLC



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	\$160,000/3 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.

Initials 

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="checkbox"/>	SLOT OPERATOR OR MANAGEMENT COMPANY DISCLOSURE INFORMATION FORM (FOR APPLICANT AND EACH OF APPLICANT'S AFFILIATED ENTITIES).
<input type="checkbox"/>	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="checkbox"/>	MULTI - JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (MULTI - JURISDICTIONAL PHD) (FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE).
<input type="checkbox"/>	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="checkbox"/>	PRINCIPAL ENTITY FORM (FOR EACH ENTITY THAT IS A PRINCIPAL).



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)			
Merit PHL, LLC			
TRADE NAME(S) AND DOING BUSINESS AS ("DBA") NAMES			
None			
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 [REDACTED]			
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		IL	60527
COUNTRY		EMAIL ADDRESS	
United States of America		jcanfora@meritgaming.com	
COUNTY	TOWNSHIP	WEB URL	
Cook	Burr Ridge	www.meritgaming.com	
PHONE NUMBER ()		FAX NUMBER ()	
(630) 455-4600		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 EMAIL 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 Nevada	DATE OF FORMATION 11.09.12
APPLICANT'S BUSINESS NAME AS IT APPEARS ON THE FORMATION DOCUMENTS MERIT PHL, LLC	
LIST ALL STATES IN WHICH THE APPLICANT IS CURRENTLY REGISTERED OR AUTHORIZED TO DO BUSINESS Nevada	
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 type="checkbox"/> No Pending	
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 To be determined
PA WORKERS COMPENSATION POLICY NUMBER [REDACTED]	PA DEPARTMENT OF STATE - ENTITY NUMBER To be determined
DOES THE APPLICANT HAVE ANY OUTSTANDING TAX LIABILITIES TO EITHER THE COMMONWEALTH OF PENNSYLVANIA OR ANY OTHER STATE, LOCALITY OR THE FEDERAL GOVERNMENT? [REDACTED]	
IF YOU ANSWER YES, PROVIDE DETAILS CONCERNING ALL OUTSTANDING TAX LIABILITIES.	
APPLICANT'S BILLING CONTACT INFORMATION	
FIRST NAME Barry	LAST NAME Edmonson
TITLE Controller	SUFFIX (JR., SR., ETC.)
INDIVIDUAL EMAIL ADDRESS [REDACTED]	
ADDRESS 760 Village Center Drive, Suite 200	
CITY Burr Ridge	STATE/PROVINCE IL
PHONE NUMBER (630) 455-4600	POSTAL CODE 60527
FAX NUMBER (630) 455-4646	
LICENSE TYPE OR LICENSE APPLICATIONS SEEKING	
<input type="checkbox"/> CONDITIONAL CATEGORY 1	<input type="checkbox"/> CONDITIONAL CATEGORY 1 AFFILIATE
<input type="checkbox"/> CATEGORY 1	<input type="checkbox"/> CATEGORY 1 AFFILIATE
<input checked="" type="checkbox"/> CATEGORY 2	<input type="checkbox"/> CATEGORY 2 AFFILIATE
<input type="checkbox"/> CATEGORY 3	<input type="checkbox"/> CATEGORY 3 AFFILIATE
<input checked="" type="checkbox"/> MANAGEMENT COMPANY	<input type="checkbox"/> 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

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."

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."

INSTRUCTIONS

1. **ANSWER "YES" AND PROVIDE ALL INFORMATION TO THE BEST OF YOUR ABILITY EVEN IF:**

- A. YOU DID NOT COMMIT THE OFFENSE CHARGED;
- B. THE ARREST OR CHARGES WERE DISMISSED OR THE CHARGES WERE SUBSEQUENTLY DOWNGRADED TO A LESSER CHARGE;
- C. YOU PLEADED NOT GUILTY OR NOLO CONTENDERE;
- 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 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? YES NO

1. A. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN CONVICTED OF A FELONY? YES NO

1. B. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN CONVICTED OF A MISDEMEANOR OR GAMBLING OFFENSE? YES NO

IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE **SCHEDULE 23** CONCERNING CRIMINAL HISTORY.

TESTIMONY, INVESTIGATIONS OR POLYGRAPHS

2. HAS APPLICANT OR ANY OF ITS PRINCIPALS OR KEY EMPLOYEES EVER BEEN CALLED TO [REDACTED]

<p>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?</p> <p>IF YOU ANSWER YES, YOU MUST COMPLETE <u>SCHEDULE 24</u> CONCERNING TESTIMONY, INVESTIGATIONS OR POLYGRAPHS.</p>	
ANTITRUST, TRADE REGULATION & SECURITIES JUDGMENTS, STATUTORY AND REGULATORY VIOLATIONS	
<p>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?</p>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
<p>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?</p> <p>IF YOU ANSWER YES TO EITHER QUESTION, YOU MUST COMPLETE <u>SCHEDULE 26</u> CONCERNING ANTITRUST, TRADE REGULATION & SECURITY JUDGMENTS, STATUTORY AND REGULATORY VIOLATIONS.</p>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
BANKRUPTCY OR INSOLVENCY PROCEEDINGS	
<p>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?</p>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
<p>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?</p>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
<p>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?</p>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
<p>IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE <u>SCHEDULE 27</u> CONCERNING BANKRUPTCY OR INSOLVENCY PROCEEDINGS.</p>	
APPLICANT'S LICENSES AND PERMITS	
<p>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.</p> <p>IF YOU ANSWER YES, YOU MUST COMPLETE <u>SCHEDULE 28</u> CONCERNING NON-GAMING LICENSES AND PERMITS.</p>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO

<p>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.</p> <p>IF YOU ANSWER YES, YOU MUST COMPLETE <u>SCHEDULE 29</u> CONCERNING GAMING LICENSES AND PERMITS.</p>	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
<p>POLITICAL CONTRIBUTIONS AND DISBURSEMENTS</p>	
<p>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?</p>	<p>[REDACTED]</p>
<p>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?</p>	<p>[REDACTED]</p>
<p>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?</p>	<p>[REDACTED]</p>
<p>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?</p>	<p>[REDACTED]</p>
<p>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?</p>	<p>[REDACTED]</p>
<p>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?</p>	<p>[REDACTED]</p>
<p>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?</p>	<p>[REDACTED]</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?	
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 checked="" type="checkbox"/>	SCHEDULE 7: EMPLOYEES EARNING OVER \$250,000 IN ANNUAL COMPENSATION FROM APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 8: BONUS, PROFIT SHARING, PENSION RETIREMENT, DEFERRED COMPENSATION & SIMILAR PLANS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 9: STOCK DESCRIPTION (FOR C CORPORATIONS, S-CORPORATIONS, LLCs)	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 10: VOTING SHAREHOLDERS (FOR C CORPORATIONS, S-CORPORATIONS, LLCs)	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 10A: INTEREST OF CURRENT PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 10B: INTEREST OF FORMER PARTNERS (FOR PARTNERSHIPS, LLPs, LIMITED PARTNERSHIPS, LLCs)	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 11: NON-VOTING SHAREHOLDERS (FOR C CORPORATIONS, S-CORPORATIONS, LLCs)	MANDATORY

<input checked="" type="checkbox"/>	SCHEDULE 12: LONG TERM DEBT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 13: HOLDERS OF LONG TERM DEBT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 14: OTHER INDEBTEDNESS AND SECURITY DEVICES	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 15: HOLDER OF OTHER INDEBTEDNESS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 16: SECURITIES OPTIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 17: BENEFICIAL OWNER OF OPTIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 18: OTHER PRINCIPALS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 19: FINANCIAL INSTITUTIONS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 20: CONTRACTS	MANDATORY
<input checked="" 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 checked="" type="checkbox"/>	SCHEDULE 24: TESTIMONY, INVESTIGATIONS OR POLYGRAPHS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 25: EXISTING LITIGATION	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 26: ANTI-TRUST, 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 checked="" 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 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"/>	DIVERSITY PLAN STATEMENT	MANDATORY
<input type="checkbox"/>	CONDITIONAL/CATEGORY 1 APPLICANT'S AFFIRMATION DOES NOT APPLY	CATEGORY 1 APPLICANT ONLY

<input type="checkbox"/>	ADDENDUM 1 - REQUEST FOR USE OF ALTERNATIVE CATEGORY 1 SLOT MACHINE LICENSING STANDARDS FORM DOES NOT APPLY	CATEGORY 1 APPLICANT ONLY
<input type="checkbox"/>	ALTERNATIVE LICENSING AFFIDAVIT DOES NOT APPLY	OPTIONAL CATEGORY 1 APPLICANT ONLY
<input checked="" type="checkbox"/>	LICENSED ENTITY REPRESENTATIVE REGISTRATION	MANDATORY
<input checked="" type="checkbox"/>	ANNUAL CERTIFICATION TO PREVENT VIOLATIONS OF SECTION 1513 FORM	MANDATORY
<input checked="" type="checkbox"/>	PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM	MANDATORY
<input checked="" type="checkbox"/>	FINANCIAL STATEMENT CERTIFICATION	MANDATORY
<input checked="" type="checkbox"/>	MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM (ONE FOR EACH NATURAL PERSON WHO IS A PRINCIPAL OR KEY EMPLOYEE)	MANDATORY
<input checked="" 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 checked="" type="checkbox"/>	PRINCIPAL ENTITY FORM (ONE FOR EACH ENTITY THAT IS A PRINCIPAL)	MANDATORY

APPENDICES

<p>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.</p>		
<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
<input checked="" type="checkbox"/>	APPENDIX 2: DESCRIPTION OF ANY FORMER BUSINESS ENGAGED IN DURING THE LAST TEN (10) YEARS AND THE REASON FOR CESSATION OF THE BUSINESS.	MANDATORY
<input checked="" type="checkbox"/>	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
<input checked="" type="checkbox"/>	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
<input checked="" type="checkbox"/>	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
<input checked="" type="checkbox"/>	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
<input checked="" type="checkbox"/>	APPENDIX 7: DESCRIPTION OF EXISTING LITIGATION. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULE 25</u> .	MANDATORY
<input checked="" type="checkbox"/>	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
<input checked="" type="checkbox"/>	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
<input checked="" type="checkbox"/>	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
<input checked="" type="checkbox"/>	APPENDIX 12: A COPY OF THE LAST QUARTERLY UNAUDITED FINANCIAL STATEMENT.	MANDATORY
<input checked="" type="checkbox"/>	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 checked="" 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 ATTACHED
<input checked="" type="checkbox"/>	APPENDIX 18: CURRENT OWNERSHIP TABLE OF ORGANIZATION.	MANDATORY
<input checked="" 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 checked="" 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 checked="" 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 SCHEDULE 23. 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 checked="" 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 checked="" 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 checked="" 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 checked="" 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 checked="" 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 checked="" 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 checked="" 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 checked="" 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 checked="" 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"/>	<p>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.</p> <p>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.</p>	MANDATORY
<input checked="" type="checkbox"/>	<p>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.</p> <p>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.</p>	MANDATORY
<input checked="" 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, GUARANTEING 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

	<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>	<p>CATEGORY 1 APPLICANT ONLY</p> <p>DOES NOT APPLY</p>
<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>	<p>DOES NOT APPLY</p> <p>CATEGORY 1 APPLICANT ONLY</p>
<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>	<p>CATEGORY 1 APPLICANT ONLY</p> <p>DOES NOT APPLY</p>
<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>	<p>DOES NOT APPLY</p> <p>CATEGORY 1 APPLICANT ONLY</p>
<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>	<p>DOES NOT APPLY</p> <p>CATEGORY 1 APPLICANT ONLY</p>

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>DOES NOT APPLY</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>DOES NOT APPLY</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>DOES NOT APPLY</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>DOES NOT APPLY</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>DOES NOT APPLY</p> <p>CATEGORY 3 APPLICANT ONLY</p>

SCHEDULE 1: INCORPORATORS/FOUNDERS

FIRST NAME Joseph		MIDDLE NAME Justin		LAST NAME Canfora		SUFFIX (JR., SR., ETC.)	
OCCUPATION		TITLE		STATE/PROVINCE		POSTAL CODE	
ADDRESS LINE 1		ADDRESS LINE 2		CITY		PHONE NUMBER ()	
ADDRESS LINE 3		PHONE NUMBER ()		FAX NUMBER ()		POSTAL CODE	
COUNTRY		EMAIL ADDRESS		STATE/PROVINCE		POSTAL CODE	
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED? PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							
FIRST NAME		MIDDLE NAME		LAST NAME		SUFFIX (JR., SR., ETC.)	
OCCUPATION		TITLE		STATE/PROVINCE		POSTAL CODE	
ADDRESS LINE 1		ADDRESS LINE 2		CITY		PHONE NUMBER ()	
ADDRESS LINE 3		PHONE NUMBER ()		FAX NUMBER ()		POSTAL CODE	
COUNTRY		EMAIL ADDRESS		STATE/PROVINCE		POSTAL CODE	
MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED? PRINCIPAL/KEY EMPLOYEE FORM - PENNSYLVANIA SUPPLEMENT TO THE MULTI-JURISDICTIONAL PERSONAL HISTORY DISCLOSURE FORM ATTACHED?							
FIRST NAME		MIDDLE NAME		LAST NAME		SUFFIX (JR., SR., ETC.)	
OCCUPATION		TITLE		STATE/PROVINCE		POSTAL CODE	
ADDRESS LINE 1		ADDRESS LINE 2		CITY		PHONE NUMBER ()	
ADDRESS LINE 3		PHONE NUMBER ()		FAX NUMBER ()		POSTAL CODE	
COUNTRY		EMAIL ADDRESS		STATE/PROVINCE		POSTAL CODE	
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.

Initials 

SCHEDULE 3: ADDRESSES CURRENTLY USED BY APPLICANT

PROVIDE ALL ADDRESSES CURRENTLY USED BY APPLICANT:

MAILING AND PHYSICAL LOCATION:						
ADDRESS PURPOSE	ADDRESS LINE 1	ADDRESS LINE 2	CITY	STATE/PROVINCE	POSTAL CODE	FAX NUMBER
	760 Village Center Drive	Suite 200	Burr Ridge	IL	60527	
	United States of America					(630) 455-4646
EMAIL ADDRESS	jcanfora@meritgaming.com					
ADDRESS PURPOSE	ADDRESS LINE 1	ADDRESS LINE 2	CITY	STATE/PROVINCE	POSTAL CODE	FAX NUMBER
EMAIL ADDRESS						
ADDRESS PURPOSE	ADDRESS LINE 1	ADDRESS LINE 2	CITY	STATE/PROVINCE	POSTAL CODE	FAX NUMBER
EMAIL ADDRESS						
ADDRESS PURPOSE	ADDRESS LINE 1	ADDRESS LINE 2	CITY	STATE/PROVINCE	POSTAL CODE	FAX NUMBER
EMAIL ADDRESS						



SCHEDULE 4: ADDRESSES USED BY APPLICANT **NEWLY FORMED: DOES NOT APPLY**

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	ADDRESS USED FROM	ADDRESS USED TO
ADDRESS LINE 1	ADDRESS LINE 2	
ADDRESS LINE 3		
COUNTRY	CITY	STATE/PROVINCE
EMAIL ADDRESS	PHONE NUMBER ()	POSTAL CODE
		FAX NUMBER ()
ADDRESS PURPOSE	ADDRESS USED FROM	ADDRESS USED TO
ADDRESS LINE 1	ADDRESS LINE 2	
ADDRESS LINE 3		
COUNTRY	CITY	STATE/PROVINCE
EMAIL ADDRESS	PHONE NUMBER ()	POSTAL CODE
		FAX NUMBER ()
ADDRESS PURPOSE	ADDRESS USED FROM	ADDRESS USED TO
ADDRESS LINE 1	ADDRESS LINE 2	
ADDRESS LINE 3		
COUNTRY	CITY	STATE/PROVINCE
EMAIL ADDRESS	PHONE NUMBER ()	POSTAL CODE
		FAX NUMBER ()

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 Harlan		MIDDLE NAME Gordon		LAST NAME Oppenheim		SUFFIX (JR., SR., ETC.)		DATE OF BIRTH	
ADDRESS LINE 1				ADDRESS LINE 2				CITY	
ADDRESS LINE 3				STATE/PROVINCE				POSTAL CODE	
COUNTRY				PHONE NUMBER				FAX NUMBER	
APPLICANT/ADDRESS									
CURRENT TITLE OR POSITION									
Merit PHL, LLC Chief Operating Officer									
ADDRESS LINE 1									
760 Village Center Dr Suite 200									
ADDRESS LINE 3									
CITY									
STATE/PROVINCE									
IL									
POSTAL CODE									
60527									
FAX NUMBER									
(630)455-4646									
COUNTRY									
USA									
EMAIL ADDRESS									
harlano@meritgaming.com									
COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)									
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION \$ VALUE						
11/12	Current	Chief Operating Officer							
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 Peter		MIDDLE NAME Anthony		LAST NAME Ferro		SUFFIX (JR., SR., ETC.) JR.		DATE OF BIRTH	
ADDRESS LINE 1		ADDRESS LINE 2		CITY		STATE/PROVINCE		POSTAL CODE	
COUNTRY		EMAIL ADDRESS		PHONE NUMBER		FAX NUMBER			
APPLICANT NAME: Merit PHL LLC									
ADDRESS LINE 1		ADDRESS LINE 2		CURRENT TITLE OR POSITION		STATE/PROVINCE		POSTAL CODE	
760 Village Center Dr		Suite 200		President		IL		60527	
ADDRESS LINE 3		CITY		BURR RIDGE		PHONE NUMBER		FAX NUMBER	
USA		pferro@meritgaming.com		(630)455-4600		(630)455-4646			
FROM DATE		TO DATE		DATES TITLES AND/OR POSITIONS HELD (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)		COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)			
11/12		Current		President					
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.

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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	
Joseph		Justin		Canfora					
ADDRESS LINE 1									
ADDRESS LINE 2									
ADDRESS LINE 3									
CITY									
STATE/PROVINCE									
POSTAL CODE									
COUNTRY									
EMAIL ADDRESS									
PHONE NUMBER									
FAX NUMBER									
APPLICANT/ADDRESS									
CURRENT TITLE OR POSITION									
PHL Local Gaming, LLC									
President									
ADDRESS LINE 1									
3333 S. Front St									
ADDRESS LINE 2									
ADDRESS LINE 3									
CITY									
Philadelphia									
STATE/PROVINCE									
PA									
POSTAL CODE									
COUNTRY									
USA									
EMAIL ADDRESS									
jcanfora@meritgaming.com									
PHONE NUMBER									
(630)865-2467									
FAX NUMBER									
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION'S VALUE	CURRENT POSITION AND WORKING BACKWARDS	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)				
11/12	Current	President							
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.

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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	
Barry		James		Edmonson					
ADDRESS LINE 1									
ADDRESS LINE 2									
ADDRESS LINE 3									
CITY									
STATE/PROVINCE									
POSTAL CODE									
COUNTRY									
EMAIL ADDRESS									
PHONE NUMBER									
FAX NUMBER									
APPLICANT NAME:									
CURRENT TITLE OR POSITION									
Chief Financial Officer									
ADDRESS LINE 1									
Suite 200									
ADDRESS LINE 2									
City									
Burr Ridge									
ADDRESS LINE 3									
STATE/PROVINCE									
IL									
POSTAL CODE									
60527									
FAX NUMBER									
(630)455-4646									
COUNTRY									
USA									
EMAIL ADDRESS									
bedmonson@meritgaming.com									
PHONE NUMBER									
(630)455-4600									
FAX NUMBER									
(630)455-4646									
DATES, TITLES/AND/OR POSITIONS HELD (STARTING WITH CURRENT, POSITION AND WORKING BACKWARDS)									
FROM DATE	TO DATE	ANNUAL COMPENSATION \$ VALUE							
		COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)							
11/12	Current	Chief Financial Officer							
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.

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SCHEDULE 22: INSIDER TRANSACTIONS

DOES NOT APPLY

PROVIDE THE FOLLOWING INFORMATION FOR EACH CHANGE IN THE BENEFICIAL OWNERSHIP OF THE EQUITY SECURITIES OF APPLICANT ON THE PART OF ANY PERSON WHO IS INDIRECTLY OR DIRECTLY A BENEFICIAL OWNER OF MORE THAN TEN PERCENT (10%) OF ANY CLASS OF AN EQUITY SECURITY OF APPLICANT OR WHO IS OR WAS WITHIN THAT PERIOD A DIRECTOR OR OFFICER OF APPLICANT THAT OCCURRED WITHIN THE FIVE (5) YEARS PRECEDING THIS APPLICATION. (INCLUDE CHANGES RESULTING FROM (A) GIFT, (B) PURCHASE, (C) SALE, (D) EXERCISE OF AN OPTION TO PURCHASE, (E) EXERCISE OF AN OPTION TO SELL, (F) GRANT OR RECEIPT OF A PUT OR (G) GRANT OR RECEIPT OF A CALL.)

FIRST NAME		MIDDLE NAME		LAST NAME		SUFFIX (JR., SR., ETC.)		DATE OF BIRTH	
ADDRESS LINE 1		ADDRESS LINE 2		CITY		STATE/PROVINCE		POSTAL CODE	
COUNTRY		EMAIL ADDRESS		PHONE NUMBER		FAX NUMBER			
POSITION									
DATE OF TRANSACTION	NATURE OF TRANSACTION	NUMBER OF SHARES INVOLVED	IDENTIFY AND A BRIEF DESCRIPTION OF THE TRANSACTION	DOLLAR VALUE OF TRANSACTION	OTHER PARTIES (NUMBER & POSITIONS)				

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

Initials: A

DOES NOT APPLY.

SCHEDULE 23: CRIMINAL HISTORY

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

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

Initial *EA*

DOES NOT APPLY

SCHEDULE 26: 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
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 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:

DOES NOT APPLY

NAME OF CASE & DOCKET NUMBER	DATE OF JUDGMENT, ORDER OR DECREE	NATURE OF VIOLATION	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED
NATURE OF OFFENSE			
DISPOSITION			
NATURE OF JUDGMENT, DECREE OR ORDER			
NAME OF CASE & DOCKET NUMBER	DATE OF JUDGMENT, ORDER OR DECREE	NATURE OF VIOLATION	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED
NATURE OF OFFENSE			
DISPOSITION			
NATURE OF JUDGMENT, DECREE OR ORDER			

Initials 

SCHEDULE 27: BANKRUPTCY OR INSOLVENCY PROCEEDINGS

DOES NOT APPLY

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	DATE JUDGMENT OR RELIEF ENTERED	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED	NAME OF COURT APPOINTED RECEIVER, AGENT OR TRUSTEE	DATE RECEIVER, AGENT OR TRUSTEE APPOINTED
<p>NATURE OF JUDGMENT OR RELIEF</p>					

Initials:

DOES NOT APPLY

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:

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		
			<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 

DOES NOT APPLY

SCHEDULE 28: 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:

TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION	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		
			<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: PA

DIVERSITY PLAN STATEMENT

SLOT MACHINE LICENSE APPLICANT NAME MERIT PHL, LLC

SLOT MACHINE LICENSE APPLICANT MAILING ADDRESS 760 Village Center Drive
Suite 200, Burr Ridge, IL 60527

SLOT MACHINE LICENSE APPLICANT PHONE NUMBER 630-455-4600

EQUAL OPPORTUNITY OFFICER Joseph J. Canfora

DATE SUBMITTED 11 / 14 / 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

Joseph J. Canfora
PRINTED NAME

11 / 14 / 2012
DATE

PHL Local Gaming, LLC Diversity Plan

Diversity Policy

PHL Local Gaming, LLC's (PHL) Diversity Plan has been developed to ensure that its proposed casino reflects, in its governance structure, management, employee ranks and suppliers, the composition of its surrounding community.

PHL understands the significant potential for positive economic and social impact inherent in a successfully operated gaming entity. Secondly, the Company wants to ensure, to the greatest extent reasonably possible, that its human resources, and procurement activities, are inclusive as relates to race, ethnicity, gender, disability, veteran status, sexual orientation, lifestyle, age, or religion.

The Company's Diversity Interaction and goals are outlined as follows:

Equity/Ownership – PHL Local Gaming, from its inception, has been committed to meaningful, substantive levels of diversity within its ownership structure.

In that regard, the Company announced in January 2013 that Walter Lomax, M.D., an African-American physician and businessman, has committed to acquire equity in PHL, which, at the time, constituted 9% of total outstanding equity.

Governance/Board Composition – PHL Local Gaming, from its inception, has committed to meaningful and substantive levels of diversity within its Board of Managers.

To that extent, the Company, in its announcement of its initial group of directors, included Bennett Lomax, prominent African-American lawyer, and CEO of a private investment firm, as a board member. The Company is also committed to the addition of at least one female board member, in future announcements related to board composition.

Workforce

PHL Local Gaming, LLC's commitment to workforce diversity is broadly quantified as follows:

- The casino workforce will be comprised 35 percent of minorities, 50 percent of females
- The construction workforce will be comprised 35 percent of minorities, 7 percent of females
- PHL is also committed to the engagement of apprentices as part of its construction workforce. The diversity in its apprentice workforce will be 50 percent minority, 7 percent female

Supplier Diversity

- In the area of construction, PHL has committed to a target which includes 32 percent of contract revenues being allocated, through a competitive bid process, to minority vendors and suppliers, and 15 percent being allocated to female vendors and suppliers.
- In the area of procurement of goods and services at its permanent casino operation, PHL has committed to a target which includes 35 percent of its contract revenue being allocated, through a competitive bid process, to minority vendors and suppliers, and 15 percent being allocated to female vendors and suppliers.

Youth Training

To ensure the achievement of its apprentice diversity goals, PHL has provided a youth training mandate to its construction manager.

Local Inclusion

Fundamental to PHL's mission is its commitment to emphasize local employees in its construction plan and operations, and to give preferences to local vendors who bid on PHL contracts.

Workforce

PHL is committed to utilizing the employment model that its principal owner, Joseph G. Procacci, has utilized at his company, Procacci Brothers Sales Corp., over the past 65 years.

That policy has resulted in the company having a current workforce that is 75% comprised of Philadelphia residents and 35% comprised of residents of its neighboring South Philadelphia communities.

PHL Local Gaming's human resources management plans will be designed to produce the same favorable employment outcomes for its proposed casino.

Construction/ Procurement

To facilitate the achievement of meaningful local inclusion in contracts let by PHL, during construction and into permanent operations, the company has committed to providing additional points in its bid evaluation processes to all firms located in Philadelphia, and to those in the four surrounding, southeast Pennsylvania counties, as follows:

- Philadelphia-based firms bid preference – 7%
- Southeast Pennsylvania- based firms bid preference – 5%

Digital RFQ process

Even prior to the conclusion of the Commonwealth's final selection process, PHL is committed to implementing a digitally enhanced RFQ process to develop a comprehensive list of local, minority, female and other diverse firms that may be interested in, or qualified to bid on its contracts.

Banking Relationship/ Minority Bank

PHL has committed to a meaningful, supportive and cooperative relationship with United Bank of Philadelphia, an African-American-controlled bank. Many of the activities with that bank will be initiated with PHL Local Gaming, even prior to the conclusion of the Commonwealth's bid process.

W/B /DBE Inclusion on Bid Processes

PHL departments that have delegated purchasing authority will be strongly encouraged (required, when possible) to solicit bids from at least one W/M/DBE in every bid process.

Unbundling

PHL will indentify and carve out pieces of larger contracts that smaller W/M/DBE suppliers can handle, as direct bidders.

Procurement Partnerships

PHL will partner large national suppliers with smaller, local and regional suppliers

I. Diversity Plan Procedures

PHL Local Gaming LLC's ("PHL") Diversity Plan is intended to facilitate equal employment opportunities throughout its workforce and insure equal opportunities in its purchasing and contracting efforts.

- PHL is committed to recruiting, employing, training and advancing people without regard to race, color, national origin, ancestry, sex, sexual orientation, sexual identity and expression, marital status, family status, lifestyle, age, culture, religion, military and veteran status, citizenship, or disability.
- PHL is committed to offering opportunities to vendors, suppliers, contractors and other service providers from throughout the City of Philadelphia and into the surrounding four Southeastern Pennsylvania counties to enhance the participation of all groups in the success of our facility and to insure opportunities for the inclusion of minority- and women-owned businesses.
- PHL will require that its contractors and vendors practice equal opportunity policies when they deal with others who provide goods or services to us.

II. EQUAL EMPLOYMENT OPPORTUNITY

Policy

PHL recognizes that equal treatment of employees on the basis of merit will consistently maintain PHL's effectiveness in operating its gaming business while further enhancing the economic progress and professional growth of its employees.

PHL's senior management and employees will comply with both the intent and spirit of federal and state legislation, as well as Pennsylvania Gaming Control Board ("Gaming Board") regulations, in providing affirmative action and equal employment opportunity without regard to race, color, sex, national origin, creed, age, ancestry, marital status, nationality, liability for service in the U.S. Armed Forces, disability, perceived disability or status as rehabilitated offenders, except when age or sex are bona fide occupational qualifications or when reasonable accommodation for mental or physical disabilities cannot be made due to an undue hardship on the operation of its business or if the disability presents a real and imminent danger to the safety of the individual or others in the workplace.

PHL's management will take reasonable, positive steps to comply with this policy while fulfilling its mission statement which is to provide fun, excitement and entertainment for its customers, to reach its goal to maximize profitability, and to accomplish this by relying on a staff of dedicated, satisfied customer-oriented employees to both attract new customers and serve a broad base of repeat customers.

Procedures

To make certain that employees, prospective employees and others are aware that PHL is an Equal Opportunity Employer, the following steps will be taken:

Internal Dissemination

1. PHL's EEO policy will be indicated in its Employee Handbook. The Handbook will be distributed to all employees, each of whom will be required to sign a statement that he or she has read and understands the policies set forth therein.
2. Information concerning the EEO program will be included in new employee orientation training which will be mandatory for all newly hired employees.
3. Affirmative action efforts will be discussed on a periodic basis at executive staff meetings.
4. Supervisory personnel will acquaint their non-supervisory employees with the EEO policy and their individual responsibilities for implementing it.
5. Employment applications will state that PHL is an Equal Opportunity Employer and has an affirmative action program.
6. Job postings will state that PHL is an Equal Opportunity Employer.
7. EEO signage will be posted in the Human Resources office and in other back of the house areas.

External Dissemination

1. PHL will notify employment agencies and other recruitment sources of PHL's policies for equal employment opportunity and affirmative action and advise them that referrals should include both minority and female candidates.
2. All employment advertisements placed in newspapers or advertising mediums will make reference to PHL as an Equal Opportunity Employer.
3. PHL will notify contractors, subcontractors, vendors and suppliers of PHL's policies for equal employment opportunity and affirmative action and will incorporate an equal opportunity clause in all contracts, leases and purchase orders.

4. PHL will notify local minority and women's organizations, community-based organizations, secondary schools and colleges of PHL's policies through various means, including but not limited to attending functions and meetings, drafting and sending letters, and making telephone contacts.

III. DIVERSITY PLAN IMPLEMENTATION

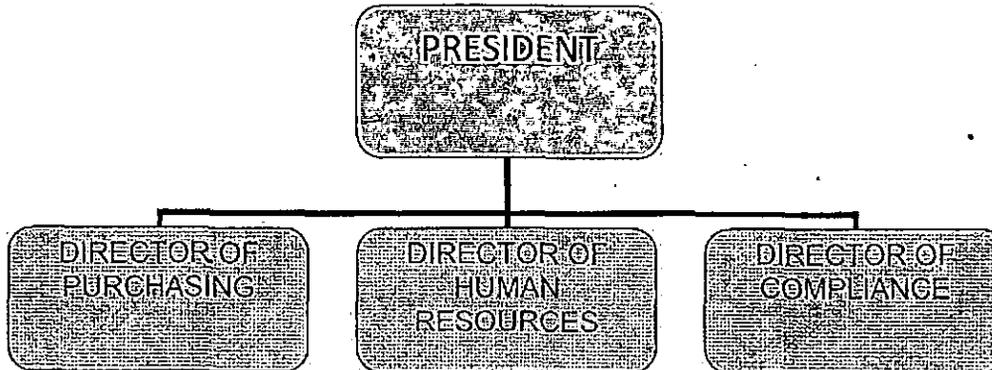
In order to foster successful inclusion programs for employees and vendors, it is critical to have support from the top down. Accordingly, PHL will establish a Diversity Committee to insure compliance and effectiveness in advancing the Company's diversity initiatives. The Committee will act as a facilitator of change to set agendas, and to internally and externally market the Company's goals and objectives.

Diversity Committee

The Diversity Committee sets the diversity vision and objectives for PHL. The Committee will meet quarterly, at a minimum, to monitor current initiatives as well as set the direction of future programs. The Committee's duties will include:

- Developing policy statements and diversity programs to effectuate the Diversity Plan.
- Crafting and executing internal and external communication.
- Designing a reporting program that will:
 - Measure the effectiveness of the Diversity Plan against established metrics;
 - Identify areas with opportunities for improvement;
 - Determine the degree to which objectives have been attained;
 - Provide all required statistical reports and documentation to the Gaming Board as required.
 - Assist the purchasing department in fulfilling the goal of creating participation opportunities for diverse groups in the supply of goods and services to the facility.
 - Aid the purchasing department in the development of a diverse vendor and supplier data base in order to better ensure participation by minority, women, and disadvantaged business entities.

The following table shows a sample organization chart* comprising the Diversity Committee.



PHL's diversity initiatives will fall into three distinct areas, briefly summarized here and more fully described below.

- **Human Resources:** provides opportunity to all minority employees and applicants. Provides training and education programs to promote and develop current and prospective employees. The goal is to have a representative workforce which mirrors the demographics in and around the communities in which PHL is located.
- **Procurement:** provides opportunities to Women, Minority and Disadvantaged Business Enterprises ("W/M/DBE") firms.
- **Construction:** provides opportunity to minority and women owned contractors and facilitates collaboration between large contractors and subcontractors.

PHL will insure a system is in place that provides for accountability.

* This is a proposed organization chart. If licensed, PHL will work with the Gaming Board staff to insure compliance with all regulations.

A. Human Resources

Overview

PHL is committed to insuring a diverse workforce through recruiting and training efforts. PHL also understands that diversity is about far more than just race and gender. Diversity includes factors such as personality, family and parental status, educational background, religious beliefs, and work experience. Thus, having a truly diverse work environment benefits all employees by nurturing more effective teams, reducing conflict on the job and creating a greater understanding of its customers.

Recruitment

- A list of job openings will be distributed on a regular basis to recruitment sources with the ability to reach disadvantaged persons, community action agencies and minority sources.
- A list of job openings will be distributed on a regular basis to local educational facilities, including colleges, universities, community colleges, trade schools and other organizations that are involved in higher education.
- PHL will also have an informational employment section on its website and list available job openings, and, when possible, links to community action agencies with which PHL has partnered.
- Available positions at PHL will be posted on its website with a brief description and minimum requirements, giving all qualified internal employees and qualified external applicants an opportunity to apply.
- When advertising for employment opportunities, PHL will advertise using typical advertising mediums, including advertising in minority publications in local and surrounding communities, and other publications designed to reach a diverse pool of applicants.
- Human Resources will take appropriate measures to identify and coordinate recruitment efforts with employment sources serving disadvantaged and minority persons.

PHL's employment advertising will target the local areas of diversity to include but not be limited to the following

- State, county and local employment agencies
- Local minority Chambers of Commerce
- Local Universities, Colleges, Community Colleges and Trade Schools
- Local community centers

Employment Center and Job Fairs

PHL will have an employment center located near the facility. In addition, our employment staff will conduct job fairs in the local community:

Training & Development

PHL's commitment to its employees does not stop at the recruitment phase. Once hiring begins, which is expected to occur between 3-4 weeks prior to opening, each employee will be trained to include the following:

- Orientation to the Company and Property
- Specific on-the-job training
- Diversity Awareness Training,
- Compulsive and Problem Gaming Awareness

The Diversity Committee will work with the Director of Human Resources and will provide general guidance to the property regarding the specific focus for the property and the related Diversity Plan which will include:

- A periodic review of the employment process to examine where employment opportunities are being advertised and whether Human Resources is reaching out to all diverse backgrounds.
- A look at the diversity in the management ranks and benchmark where it is today and look ahead to tomorrow. Ideally, our management diversity would mirror the surrounding markets served by our business. The Diversity Committee will look at new recruiting resources when positions become open.
- Increased level of participation in diversity memberships at the local level. A representative will be assigned to take part in the luncheons and networking events (i.e., Chamber of Commerce) and document their attendance at these events.
- Establishing a Diversity Bulletin Board to be displayed in back-of-house corridors to be changed periodically with the above information, including the Diversity Plan, and contain communications on diversity programs. Other items to include on the Bulletin Board are:
 - Corporate memos that address all employees
 - Property Diversity Initiatives

PHL is committed to providing a workplace in which its employees feel comfortable and believe that they are given the opportunity for advancement. This translates to a fun and comfortable atmosphere for its customers. PHL can accomplish this by having a well trained and attentive employee base that is representative of the local communities and markets services by its business. It prides itself on the training and development of each individual team member. By emphasizing the career development of each team member, PHL ensures the retention of its most important asset ... its employees!

Complaint Resolution

PHL will encourage fair treatment of all employees and discourage the harassment, intimidation or coercion of any employee. The process to resolve discrimination and harassment complaints will be as follows:

- If an individual feels that he or she has been a victim of harassment or discrimination in any form by a manager, supervisor, co-worker, customer, client or any other person in connection with his or her employment, the employee should notify his or her supervisor, and an assigned member of the Human Resources Department, of the alleged incident or problem immediately. If the complaint involves the team member's direct supervisor or someone in the team member's direct line of supervision, he or she should contact the assigned member of the Human Resources Department. If an employee is uncomfortable with discussing this matter with the designated manager and/or supervisor or is not satisfied with the action taken by the designated manager and/or supervisor, he or she may select to bypass these individuals and notify the Human Resource Department immediately.
- Supervisors and managers should take each complaint of harassment/discrimination seriously and should not make judgments or render opinions as to the validity of the complaint. Each complaint brought to the attention of a supervisor/manager must be reported to the Human Resources Department by that supervisor/manager immediately.
- All allegations will be investigated by the Human Resources Department in a timely and confidential manner. They will take appropriate corrective action when warranted. Any team member who is found, as a result of an investigation, to have engaged in harassment or discrimination is in violation of this policy and will be subject to appropriate disciplinary action, up to and including termination of employment. Retaliation in any form against any team member who exercises his or her rights to make a complaint is strictly prohibited and will itself be cause for appropriate disciplinary action up to and including termination of employment.

B. Procurement

Procurement Diversity Fundamentals

- Departments that have delegated purchasing authority (i.e., Marketing, Facilities) will be strongly encouraged (required when possible) to solicit bids from at least one W/M/DBE in every bid process.
- PHL will identify and carve out pieces of large business that smaller W/M/DBE suppliers can handle. The Diversity Committee will coordinate with PHL Procurement and work with suppliers to determine opportunities. PHL will also document and market these successes.
- Many smaller suppliers typically provide services/products that are not specific to the general purchasing functions. All departments will be accountable to the General Manager to make their best efforts to include W/M/DBEs in their bid process.
- PHL will participate in local diversity organizations.
- We will identify staffing resources which will have responsibility for identification and development of W/M/DBE supplier base.
- Establish mentoring and facilitation programs.
- Increase public awareness by communicating procurement opportunities.
- Partner large national suppliers with local and regional suppliers.

Procurement Initiatives

- Community Outreach – Establish participation and representation in national and local supplier diversity councils.
 - Identify qualified local and regional suppliers by collaborating with state and local organizations and councils.
- Procurement Resources
 - Leverage corporate and current operations staffing resources to implement the Diversity Plan.
 - Internal training and development for diversity programs.

- Quarterly measurement and reporting programs.

Community Outreach

PHL Local Gaming embraces diversity management as a critically important process for ensuring that there is opportunity for broad participation in its casino's economic benefits throughout the entirety of the Philadelphia-area community.

Our commitment to the community has its roots in the desire to reach out and partner with the appropriate local, state, national business/community groups and the regulatory agencies to support our mutual diversity initiatives.

PHL will collaborate and utilize the resources of existing state agencies of the Commonwealth such as the Pennsylvania Bureau of Minority and Women Business Opportunities ("BMWBO") and the Department of General Services for the purpose of supplier certification verification, small business development and new opportunities.

C. Construction

Overview

PHL will promote diversity by actively soliciting diverse participation in the bidding and negotiating process, both for contractors and subcontractors, and by fairly and objectively seeking to engage the most qualified contractors, subcontractors, vendors, suppliers and consultants when engaging in construction projects, including new construction, expansion projects and renovation efforts.

Community Outreach

To ensure the broadest base of community, minority and women involvement in the construction process in Pennsylvania, PHL will work closely with a number of local economic development organizations to assist in identifying qualified contractors, to include local, ethnic chambers, the Minority Supplier Diversity Council, the Office of Economic Opportunity, and the Women's Business Development Center, among others.

If a qualified W/M/DBE does not meet required bonding requirements, yet is otherwise capable, PHL will encourage partnership with larger qualified businesses to enhance visibility and facilitate growth of the smaller business.

To assure the widest variety of qualified Pennsylvania participants, PHL will create public awareness of the construction opportunities afforded by this project by publicity notices and advertisements. Advertising will be directed to and placed in a variety of outlets, including ethnic-specific media outlets focused in print, television and radio. PHL will also reach out to trade associations.

PHL has discussed several aspects of the Diversity Plan through community outreach and the use of technology. A critical component of this Diversity Plan is supplier

qualification. One of the biggest challenges the smaller suppliers face is that they do not fully understand PHL's business and its associated needs. PHL is very proactive in this area and reaches out to suppliers to explain our business, culture and plans.

Contractor Performance Standards

PHL encourages the following high performance standards for its contractors and subcontractors:

- Contractors must be licensed in Pennsylvania in order to encourage growth and positive economic impact on state and local economies.
- Designated contractors will be required to employ licensed Pennsylvania subcontractors and both will be required to obtain bids from minority and women based businesses where feasible.
- Require participation by the general contractor in a building and construction trades apprentice programs
 - The stated goal of PHL's construction department is to develop a pool of qualified local residents who are able to meet the admission requirements and demands of trade union apprenticeship programs
- Must be a viable business with the appropriate business and contractor licenses
- Possess reliable and timely distribution

- Must have Internet capabilities
- Be financially stable
- Offer competitive pricing
- Have product or service expertise
- If they are a W/M/DBE, they must be certified as such.

During the bidding and procurement phase, PHL will competitively bid or negotiate every project and seek to include qualified local W/M/DBEs in the process where it is feasible. Contractor and construction management contracts will be sought with companies that have the appropriate experience commensurate with the size, scope and complexity of the project.

Reporting is a key tool that enables us to accurately measure the success of PHL's diversity efforts. Contractors will be required to include minority and women owned businesses in the subcontractor bidding and negotiation process whenever available and maintain accurate records detailing the reasons that any W/M/DBE could not be utilized.

D. Reporting

Measurement programs are critical to the success of any diversity program. PHL has outlined many different aspects of its Diversity Plan, but they would be meaningless if it did not have effective, real time tools to measure its effectiveness.

PHL will have quarterly reporting requirements to gauge its effectiveness. PHL will track the following:

1. Employment data (i.e., job classifications, salary information, recruitment and training);
2. The total number and value of all contracts or transactions awarded for goods and services;
3. The total number and value of all contracts awarded to minority and women's business enterprises;
4. A list of each contract or transaction awarded to minority and women's business enterprises and the actual value of each contract or transaction;
5. The total number and value of all contracts awarded that contain a participation plan;

6. The total number and value of all subcontracts awarded to minority and women's business enterprises under contracts containing a participation plan;
7. A list of each subcontract awarded to minority or women's business enterprises under contracts containing a participation plan and the actual value of each subcontract;
8. A comprehensive description of all efforts made by the regulated entity to monitor and enforce the participation plan;
9. Information on minority and women investment, equity ownership and other ownership or management opportunities initiated or promoted by the regulated entity; and
10. Other information requested in writing by the Gaming Board to ensure compliance with the Act.

E. Conclusion

In order for this Diversity Plan to be fully effective, PHL needs to work closely with the Gaming Board, other governmental agencies, as well as other advocacy groups. Collaboration and partnership (getting all respective parties to take personal ownership and pride) is truly the key to success. PHL encourages an open dialog with all respective parties as it moves forward on this exciting opportunity.

PHL is continually exploring new ideas and concepts as a responsible business in the gaming industry. The Diversity Plan is not a static document and as it evolves, as relates to our programs and practices, PHL is committed to incorporating appropriate enhancements in its proposed operations in the Commonwealth.



**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: Gary Grasso
FIRM: Grasso Bass, PC
ADDRESS: 760 Village Center Dr., Suite 200
CITY: Burr Ridge
STATE AND ZIP CODE: IL 60527
TELEPHONE: 630-654-4500
ENTITY REPRESENTED: MERIT PHIL 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: *Gary Grasso* **DATE:** 11/14/12

DOES NOT APPLY

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

Joseph J. Canfora
SIGNATURE OF CEO/AUTHORIZED SIGNATORY

11/14/2012
DATE SIGNED

JOSEPH J CANFORA CEO
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.

MERIT PHL, LLC

Slot Operator and Management Company - Application and Disclosure Information Form

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 SCHEDULES 31 AND 32. 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.

.....

The applicants, MERIT PHL LOCAL GAMING, LLC and MERIT PHL, LLC have formed new entities for the purpose of obtaining licensure to develop, own and operate a casino facility in Philadelphia, PA. Key Person, Joseph Canfora, has extensive experience in the gaming industry in Illinois and across the country.

As newly formed entities, neither MERIT PHL Local Gaming, LLC nor MERIT PHL, LLC is currently involved in any business activities. Upon successful licensure, MERIT PHL and Merit intend to develop and operate a hotel and casino under the name CASINO REVOLUTION. As the newest casino in Pennsylvania, Casino Revolution will be true to its name. Management will focus on providing the latest and freshest concepts in games, players' rewards and guest service. Casino Revolution will be located in South Philadelphia near the historic Warehouse District / Old City. The proposed facility is easily accessible by the majority of metropolitan Philadelphia. Just minutes from the South Philadelphia Sports Complex, Casino Revolution will be conveniently located within the junction of I-76 and I-95 with high visibility from both interstates. Casino Revolution will attract Philadelphia locals as well as tourists who visit the city for a sporting event or other entertainment. The casino will serve as a major hub for the ongoing revitalization of the Old City and should help attract many of the area's 1.5 million residents to the area.

PLANS CALL FOR THE 356,850 SQ. FT. FACILITY TO HOUSE:

CASINO (157,600 SQ FT):

2000 slot machines, 60 house banked tables, 25 player banked poker tables.

Restaurants (included in Casino square footage):

90 seat sports bar, 156 seat café, 300 seat buffet, 100 seat steakhouse, 100 seat Italian restaurant, Coffee Espresso bar, 200 seat banquet / event room, 100 seat team dining room.

HOTEL (194,250 SQ FT):

240 deluxe rooms, 10 suites, state of the art fitness center.

Porte Cochere (5,000 SQ FT)

MERIT PHL, LLC

Slot Operator and Management Company - Application and Disclosure Information Form

**APPENDIX 11A: ANNUAL REPORTS PREPARED ON THE SEC'S 10K FOR THE
LAST FIVE (5) YEARS:**

.....

**DOES NOT APPLY
AS PHL WAS FORMED ON NOVEMBER 9, 2012.**

MERIT PHL, LLC

Slot Operator and Management Company - Application and Disclosure Information Form

**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.**

.....

**DOES NOT APPLY
AS PHL WAS FORMED ON NOVEMBER 9, 2012**

MERIT PHL, LLC

Slot Operator and Management Company – Application and Disclosure Information Form

APPENDIX 14: A COPY OF THE LAST DEFINITIVE PROXY OR INFORMATION STATEMENT (SEC).

.....

**DOES NOT APPLY
AS PHL WAS FORMED ON NOVEMBER 9, 2012**

MERIT PHL, LLC

Slot Operator and Management Company - Application and Disclosure Information Form

APPENDIX 15: A COPY OF ALL REGISTRATION STATEMENTS FOR THE LAST FIVE (5) YEARS FILED IN ACCORDANCE WITH THE SECURITIES ACT OF 1933.

.....

**DOES NOT APPLY
AS PHL WAS FORMED ON NOVEMBER 9, 2012**

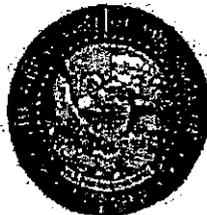
MERIT PHL, LLC

Slot Operator and Management Company - Application and Disclosure Information Form

APPENDIX 17: CERTIFIED COPIES OF THE ARTICLES OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS AND ALL AMENDMENTS AND PROPOSED AMENDMENTS:

.....
A. Certified Copy of the Articles of Incorporation for PHL LOCAL GAMING, LLC, is attached.

STATE OF NEVADA



ROSS MILLER
Secretary of State

SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

November 9, 2012

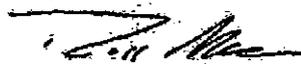
Job Number: C20121109-1950
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20120763686-11	Articles of Organization	3 Pages/1 Copies



Respectfully,


ROSS MILLER
Secretary of State

Certified By: Electronic Filing
Certificate Number: C20121109-1950
You may verify this certificate
online at: <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 4
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsoa.gov



050103

**Articles of Organization
 Limited-Liability Company
 (PURSUANT TO NRS CHAPTER 86)**

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20120763686-11
	Filing Date and Time 11/09/2012 2:36 PM
	Entity Number E0583822012-0

(This document was filed electronically.)

ABOVE SPACE IS FOR OFFICE USE ONLY

USE BLACK INK ONLY - DO NOT HIGHLIGHT

1. Name of Limited-Liability Company: (must contain approved limited-liability company wording; see instructions)	MERIT PHL, LLC	Check box if a Series Limited-Liability Company <input type="checkbox"/>	Check box if a Restricted Limited-Liability Company <input type="checkbox"/>
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: THE CORPORATION TRUST COMPANY OF NEVADA Name <input type="checkbox"/> Noncommercial Registered Agent: (name and address below) OR <input type="checkbox"/> Office or Position with Entity: (name and address below) Name of Noncommercial Registered Agent, OR, Name of Title of Office or Other Position with Entity Street Address: _____ City: _____ Nevada: _____ Zip Code: _____ Mailing Address (if different from street address): _____ City: _____ Nevada: _____ Zip Code: _____		
3. Dissolution Date: (optional)	Latest date upon which the company is to dissolve (if existence is not perpetual): _____		
4. Management: (required)	Company shall be managed by: <input checked="" type="checkbox"/> Manager(s) OR <input type="checkbox"/> Member(s) (check only one box)		
5. Name and Address of each Manager or Managing Member: (attach additional page if more than 3)	1) JOSEPH J. CAMFORA Name 760 VILLAGE CENTER DR - STE 200 BURR RIDGE NV 60527 Street Address City State Zip Code 2) _____ Name Street Address: _____ City: _____ State: _____ Zip Code: _____ 3) _____ Name Street Address: _____ City: _____ State: _____ Zip Code: _____		
6. Effective Date and Time: (optional)	Effective Date: _____	Effective Time: _____	
7. Name, Address and Signature of Organizer: (attach additional page if more than 1 organizer)	BARRY EDMONSON <input checked="" type="checkbox"/> BARRY EDMONSON Name Organizer Signature 760 VILLAGE CENTER DR - STE 200 BURR RIDGE NV 60527 Address City State Zip Code		
8. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. <input checked="" type="checkbox"/> THE CORPORATION TRUST COMPANY OF NEVADA Authorized Signature of Registered Agent or On-Behalf of Registered Agent Entity 11/9/2012 Date		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 86 D.L.G. Articles Revised: 8-31-11

SECRETARY OF STATE

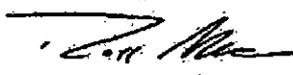


LIMITED LIABILITY COMPANY CHARTER

I, ROSS MILLER, the Nevada Secretary of State, do hereby certify that MERIT PHL LLC did on November 9, 2012, file in this office the Articles of Organization for a Limited Liability Company, that said Articles of Organization are now on file and of record in the office of the Nevada Secretary of State, and further, that said Articles contain all the provisions required by the laws governing Limited Liability Companies in the State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on November 9, 2012.


ROSS MILLER
Secretary of State

Certified By: Electronic Filing
Certificate Number: C20121109-1950
You may verify this certificate
online at <http://www.nvsos.gov/>

MERIT PHL, LLC

Slot Operator and Management Company - Application and Disclosure Information Form

APPENDIX 22: DESCRIBE CRIMINAL HISTORY OF APPLICANT. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN SCHEDULE 23. NARRATIVE INFORMATION ABOUT THE NATURE OF CHARGE OR COMPLAINT AND THE DISPOSITION MUST BE PROVIDED.

.....
DOES NOT APPLY

MERIT-PHL, LLC

Slot Operator and Management Company - Application and Disclosure Information Form

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.

.....

DOES NOT APPLY

MERIT PHIL LLC

Slot Operator and Management Company - Application and Disclosure Information Form

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".

.....
DOES NOT APPLY

MERIT PHL, LLC

Slot Operator and Management Company - Application and Disclosure Information Form

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.

.....

DOES NOT APPLY

MERIT PHL, LLC

Slot Operator and Management Company – Application and Disclosure Information Form

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.

.....

Please refer to the local zoning and land use approvals and explanations set forth in the Slot Operator and Management company Application submitted by PHL Local Gaming, LLC, the owner of the project.

MERIT PHL, LLC

Slot Operator and Management Company - Application and Disclosure Information Form

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.

.....

Copies of the site Impact Study and Traffic Statement of the Planned Casino Revolution are attached. Please refer to the PHL Local Gaming LLC Slot Operator Application for Police and Emergency Service Capabilities, and all other provisional services. Also please refer to PHL Slot Operator Application for proof of service related to Local Impact Report provided to each political subdivision in which licensed facility is located.

SITE IMPACT STUDY

FOR A

PROPOSED CASINO

AT

Proccacci Brothers

**3499-3501 S 3rd Street
3333 S Front Street
3250 S Front Street
3051 S Front Street**

Date: November 14, 2012

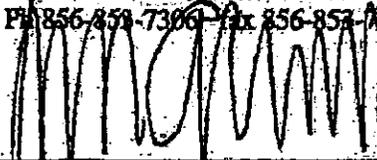
Prepared by:

James A Clancy, PE

601 Asbury Ave

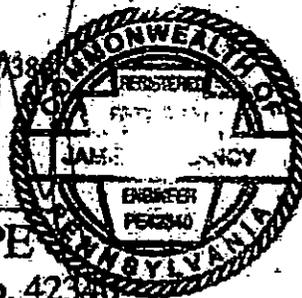
National Park NJ 08063

Ph 856-857-7306 Fax 856-857-7388



James A Clancy, PE

PA Professional Engineer No. 42346



The existing flows were taken from actual meter readings using the combined peak flows from 3501 S 3rd Street and 3333 S Front Street copies enclosed.

3501 S 3rd Street for March 2012 produced a peak flow of about 600gpd (gallons per day)

3333 S Front Street for March 2012 produced a peak flow of about 70,000gpd

This gives an existing peak flow of 70600gpd

The proposed Casino (based on information provided by Barry Edmondson) is

- 832 employees times 10gpd = 8320gpd
- 8030 gamblers per day times 5gpd = 40150gpd
- 250 rooms at 80% occupancy times 100gal/unit = 20000gal/day

Total Casino flow: $8320 + 40150 + 20000 = 68470$ gpd.

Therefore there is no impact to the Philadelphia water and sewer system. Actually there will be a minor reduction.

City of Philadelphia Water/Sewer/Stormwater Bill

Questions? Call: 215-686-6880 (Water/Sewer) 215-685-6300 (Stormwater)



Water Revenue Bureau
Philadelphia Revenue Department
1401 JFK Boulevard Phila., PA 19104-1600

Account Information

Customer Name: PROCACCI BROTHERS
Service Address: 3333 S. FRONT ST
Account Number: 028-35220-03333-001

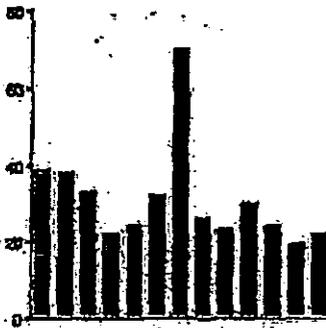
07

Billing Date: 08/13/12
Includes Payments through: 08/13/12

Previous Balance	Payments/Adjustments	Charges	Account Balance	Payment Due
\$550.25	-\$1,172.73	\$1,187.97	\$565.49	\$565.49

Service Information

Previous Account Balance	\$550.25
Payments/Adjustments	-\$1,172.73
Payment Received for 08/05/12 Thank You	-\$550.25
Adjustments	-\$622.48
Current Charges	\$1,187.97
Usage Charge	\$119.73
Service Charge	\$10.78
Stormwater Charge (See Back for Details)	* \$1,057.46



Total Account Balance

RECEIVED

SEP 20 2012

\$565.49

Please Pay this Amount **PROCACCI BROTHERS** \$565.49

Meter Number 0184705	ERT Number 0008119571	Service 41R	From Reading 08/08/12	To Reading 1285	Usage (ccf) 22
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Message

PAY BY PHONE (877) 388-3709; CREDIT CARD OR E-CHECK AT WWW.PHLA.GOV FROM Make a Payment MENU
SELECT Pay Water Bill



Scan this QR code with your mobile device QR reader to access the City of Philadelphia's online payment center.

VOUCHER #

REC'D 1177412 307507

VENDOR ID

ENTERED DATE

PD DATE 9/21/12

300448

City of Philadelphia Water/Sewer/Stormwater Bill

Questions? Call: 215-685-6880 (Water/Sewer) 215-685-5300 (Stormwater)

Water Revenue Bureau
Philadelphia Revenue Department
1401 JFC Boulevard Philadelphia, PA 19104-6602

Account Information

Customer Name
Service Address
Account Number

OSCAR MAYER FOODS CORP
008 3333 S FRONT ST
028-35220-03333-006

07

Billing Date
Includes Payments through

09/13/12
09/13/12

Previous Balance	Payments/Adjustments	Charges	Account Balance	Payment Due
\$3,463.98	-\$3,848.74	\$4,205.74	\$3,820.96	\$3,820.96

Service Information

Previous Account Balance

Payments/Adjustments

Payment Received (on 09/03/12 Thank You)

Adjustments

Current Charges

Usage Charge

Service Charge

Stormwater Charge (See Back for Details)

-\$3,463.98

-\$384.78

\$3,463.98

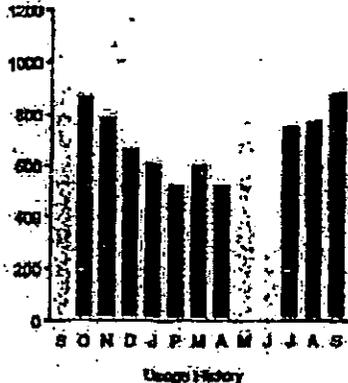
-\$3,848.74

\$4,205.74

\$2,963.82

\$80.74

\$1,151.18



RECEIVED

SEP 19 2012

Total Account Balance

\$3,820.96

Please Pay this Amount

PROGACCHIBROTHERS

\$3,820.96

Meter Number 0852561	ERT Number 0033021414	Service H1X	From Reading 08/08/12 6832	To Reading 09/07/12 6702	Usage (ccf) 370
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Message

PAY BY PHONE (877) 308-3709; CREDIT CARD OR E-CHECK AT WWW.PHILA.GOV/EEDM Make a Payment MENU
SELECT Pay Water Bill.



Scan this QR code with your mobile device QR reader to access the City of Philadelphia's online payment center.

APR 9/21 DATE

1077411

REF# ADCT# 707507

VENDOR 9/21/12 ENTERED DATE 3008T

14 November 2012

Joseph G. Procacci
Chief Executive Officer
PHL Local Gaming LLC
3333 South Front Street
Philadelphia, PA 19148

**Re: Traffic Statement for
Casino Revolution
Proposed Casino and Hotel
3333 South Front Street
Philadelphia, PA**

Dear Mr. Procacci:

Langan Engineering & Environmental Services has prepared this traffic statement for Casino Revolution which consists of a proposed casino and hotel at 3333 South Front Street in Philadelphia. Specifically, we performed the following tasks:

- Reviewed the development proposal,
- Calculated site trip generation, and
- Qualitatively assessed traffic impact.

We have concluded that the site is ideal for the proposed casino and hotel from a traffic perspective. The majority of site traffic impact will be relegated to a small section of South Front Street between the Route 95 and Route 76 ramp intersections and the site. Moreover, the availability of the nearby Broad Street subway and the synergy that will occur with the adjacent stadium area will reduce the amount of traffic generated by the proposed casino and hotel and the associated impact.

DEVELOPMENT PROPOSAL

The casino will provide gaming consisting of 2,000 slot machines, 60 gaming tables and 25 poker tables. In addition, non-gaming space that is typical to casinos will be provided. The non-gaming space will consist of eating areas for patrons and back of house space for the casino operator, among other things. The hotel will provide 250 rooms that will largely be used by casino patrons.

The casino and hotel are envisioned to be located between South Front Street and South 3rd Street. Site access for patrons will be provided along South Front Street. All delivery and service access will be provided via South 3rd Street.

TRIP GENERATION

Typically, trip generation is estimated by using trip rates contained in Trip Generation, 8th edition, published by the Institute of Transportation Engineers (ITE). The ITE does not have any trip rates for a casino like the one proposed, so we reviewed trip rates established by another firm for a regional Pennsylvania casino as a comparable. The peak traffic hours for that regional Pennsylvania casino were identified to be Friday evening from 5:00PM to 6:00PM and Saturday evening from 6:00PM to 7:00PM. Table 1 shows the trip rates used for estimating the trip generation of the proposed casino.

Table 1 - Casino Trip Rates (Trips/Slot Machine)

Friday Evening Peak Hour		Saturday Evening Peak Hour	
Enter	0.25	Enter	0.13
Exit	0.13	Exit	0.16
Total	0.38	Total	0.29

The proposed casino will have 2,000 slot machines, 60 gaming tables and 25 poker tables. The gaming tables can accommodate up to nine players and the poker tables can accommodate up to seven players. Accordingly, the total of 2,715 players that can be accommodated on the casino floor was used to estimate the trip generation shown in Table 2.

Table 2 - Estimated Casino Trip Generation

Friday Evening Peak Hour		Saturday Evening Peak Hour	
Enter	679	Enter	353
Exit	353	Exit	435
Total	1,032	Total	788

We used ITE hotel trip rates to estimate trip generation for the proposed 250-room hotel as shown in Table 3.

Table 3 - Estimated Hotel Trip Generation

Friday Evening Peak Hour		Saturday Evening Peak Hour	
Enter	78	Enter	100
Exit	70	Exit	80
Total	148	Total	180

Table 4 shows the total estimated trip generation for the proposed casino and hotel.

Table 4 - Estimated Casino and Hotel Trip Generation

Friday Evening Peak Hour		Saturday Evening Peak Hour	
Enter	757	Enter	453
Exit	423	Exit	515
Total	1,180	Total	968

The trip generation estimates in Table 4 are higher than what will actually occur for several reasons. First, the Broad Street subway line is within walking distance of the site. We expect a portion of casino patrons will use the subway to come to the site similar to other entertainment areas in the city like the stadium area and South Street. Second, the hotel will largely be used by casino patrons and will not necessarily generate its own traffic. Finally, the adjacent stadium area will provide a synergy with the casino. People coming to the stadium area for an event can easily walk over to the casino, further reducing the traffic that would be generated by the casino.

QUALITATIVE TRAFFIC IMPACT ASSESSMENT

From a traffic impact perspective, the site is well situated for the proposed casino and hotel. South Front Street will provide a direct connection between the site and Route 95 and Route 76. As such, the majority of site traffic impact will be relegated to a small section of South Front Street between the Route 95 and Route 76 ramp intersections and the site. These same intersections also serve the stadium area. Event traffic from the stadium area is several times more than what the proposed casino and hotel will generate. In addition, there are several north-south roads proximate to the site that city residents can use to travel to proposed hotel and casino. The availability of multiple routes to the site will reduce the traffic impact along any particular route.

As stated previously, we also expect that a significant number of casino patrons will use the Broad Street subway line to come to the site, similar to when an event is held in the stadium area. The availability of the subway will further reduce the traffic that will be generated by the proposed casino and hotel and the associated impact on the surrounding road network. Similarly, during an event in the stadium area, we expect people will walk over to the casino from the stadium area, further reducing the traffic impact of the proposed casino and hotel.

For the cited reasons, we reasonably expect that the surrounding road network will adequately accommodate the traffic that will be generated by the proposed casino and hotel.

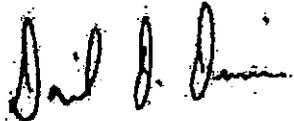
CONCLUSION

We have concluded that the site is ideal for the proposed casino and hotel from a traffic perspective and that the surrounding road network will adequately accommodate site traffic.

Should you have any questions or comments concerning this traffic statement, please do not hesitate to contact our office.

Very truly yours,

Langan Engineering and Environmental Services, Inc.



Daniel D. Disario, P.E., PTOE
Senior Associate



William G. Lothian, P.E.
Project Manager

DDD:ddd

MERIT PHL, LLC

Slot Operator and Management Company – Application and Disclosure Information Form

APPENDIX 36: PROVIDE DETAILS OF A COMPULSIVE OR PROBLEM GAMBLING PLAN.

.....
Responsible Gaming Policy

PHL Local Gaming LLC's ("PHL") and Merit PHL, are committed to making responsible gaming an integral part of our daily operations. This commitment will encompass all aspects of our business, from employee assistance and training to alcohol service, advertising and marketing. PHL and Merit will support efforts for research and public awareness surrounding responsible gaming and underage gaming.

Employees

All new team members will be educated about responsible gaming. We will also provide materials describing responsible gaming and where to find assistance. The materials will always be readily visible and available.

PHL and Merit will train gaming floor team members on responsible gaming and provide periodic refresher training.

PHL and Merit will implement communications programs for team members to improve their understanding of responsible gaming and related policies and procedures.

Responsible gaming awareness signage will be posted in several areas in the back of the house for ongoing awareness.

Patrons

PHL and Merit will make available brochures describing responsible gaming and where to find assistance. These will be available and visible in gaming areas and at ATMs.

The websites for PHL and Merit will contain information describing responsible gaming and where to find assistance.

PHL and Merit will provide opportunities for patrons to request in writing that they not be sent promotional mailings, revocation of their privileges for players cards and on-site check cashing.

PHL and Merit will post signage that can be easily read with a toll free help line number.

Advertising and Marketing

Marketing for Casino Revolution will:

Contain a responsible gaming message and, when practical, a toll free help line number.

Reflect generally accepted contemporary standards of good taste.

Comply with all state and federal standards to make no false claims or misleading standards.

Strive to place advertising in demographically appropriate venues.