



Pennsylvania
Gaming
Control
Board

PRINCIPAL ENTITY FORM

GOLDSTEIN GROUP, INC.
FEBRUARY, 2013

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INSTRUCTIONS

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

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

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

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

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

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

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

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

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

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

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

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

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

INDIVIDUAL - BOARD REGULATIONS DEFINE AN INDIVIDUAL AS "A NATURAL PERSON."

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

1. APPLICATION FEES

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

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

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

PRINCIPAL ENTITY \$2,500.00

2. APPLICATION FORM INSTRUCTIONS

A. GENERALLY

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

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

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

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

ALL PAGES OF THE FORM MUST BE INITIALED BY THE APPLICANT. IF ADDITIONAL PAGES ARE REQUIRED IN ORDER TO ANSWER ANY QUESTION, ADDITIONAL PAGES MAY BE UTILIZED AND MUST BE ATTACHED TO THE FORM. BE SURE TO INDICATE THE NUMBER(S) OF THE QUESTION(S) BEING ANSWERED AND INITIAL EACH ADDITIONAL PAGE. SOME SCHEDULES MAY REQUIRE DISCLOSURE OF INFORMATION FOR MORE THAN ONE NATURAL PERSON OR ENTITY OR TYPE OF INFORMATION. IF THERE ARE MULTIPLE DISCLOSURES, MAKE ENOUGH ADDITIONAL COPIES OF THE BLANK SCHEDULE AND COMPLETE IT FOR EACH NATURAL PERSON OR ENTITY OR TYPE OF INFORMATION.



ALL REQUIRED DOCUMENTATION, SUCH AS BUSINESS FORMATION PAPERS, TAX RETURNS AND APPENDICES, MUST BE SUBMITTED AT THE TIME OF FILING THIS FORM.

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

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

SHOULD YOU BE UNABLE TO UNDERSTAND THIS FORM FULLY IN ENGLISH, IT IS YOUR RESPONSIBILITY TO ACQUIRE ADEQUATE MEANS OF TRANSLATION. IF YOU SUBMIT A DOCUMENT TO THE BOARD THAT IS IN A LANGUAGE OTHER THAN ENGLISH, YOU MUST ALSO SUBMIT AN ENGLISH TRANSLATION COMPLIANT WITH BOARD REGULATIONS.

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

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

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

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

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

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

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

B. PRINCIPAL ENTITY FORM

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

APPLICANT IS SUBMITTING THIS PRINCIPAL ENTITY FORM BECAUSE IT IS A PRINCIPAL OF
Isla Philadelphia Manager, LLC (subsidiary of Isla of Capri Casinos, Inc.)

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

Goldstein Group, Inc. (Applicant) indirectly owns approximately 7.34% of Isle of Capri Casinos, Inc. Please see Appendix 12 "Goldstein Family Isle Ownership" and "Corporate Data Sheet" detailing the Members of Applicant and their respective ownership.

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

APPLICANT INFORMATION

APPLICANT'S BUSINESS NAME			
BUSINESS NAME AS IT APPEARS ON APPLICANT'S CERTIFICATE OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS (SPELL OUT COMPLETE NAME, DO NOT USE ABBREVIATIONS)			
GOLDSTEIN GROUP, INC.			
TRADE NAME(S) AND DOING BUSINESS AS ("DBA") NAMES			
Does not apply			
IS THE APPLICANT A MINORITY OR WOMEN'S BUSINESS ENTERPRISE THAT IS CERTIFIED BY THE BUREAU OF MINORITY AND WOMEN'S BUSINESS ENTERPRISE OF THE DEPARTMENT OF GENERAL SERVICES? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
IF YES, PROVIDE CERTIFICATION NUMBER _____			
APPLICANT'S PRINCIPAL ADDRESS			
ADDRESS LINE 1			
2117 State Street			
ADDRESS LINE 2			
ADDRESS LINE 3			
CITY		STATE/PROVINCE	POSTAL CODE
Bettendorf		Iowa	52722
COUNTRY		EMAIL ADDRESS	
United States		N/A	
COUNTY	TOWNSHIP	WEB URL	
Scott	N/A	None	
PHONE NUMBER (563) 344-5119		FAX NUMBER (563) 344-5102	
APPLICANT'S ADDRESS IN PENNSYLVANIA (IF APPLICABLE)			
ADDRESS LINE 1			
N/A			
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.)
Patricia	Mary	Mendoza	N/A
TITLE		INDIVIDUAL EMAIL ADDRESS	
Director of Finance/Treasurer		[REDACTED]	
PHONE NUMBER [REDACTED]		FAX NUMBER [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 type="checkbox"/> LIMITED LIABILITY COMPANY	<input checked="" 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 Iowa	DATE OF FORMATION 12/19/2002
APPLICANT'S BUSINESS NAME AS IT APPEARS ON THE FORMATION DOCUMENTS Goldstein Group, Inc.	
LIST ALL STATES IN WHICH THE APPLICANT IS CURRENTLY REGISTERED OR AUTHORIZED TO DO BUSINESS Iowa	
IS APPLICANT REGISTERED OR AUTHORIZED TO DO BUSINESS IN THE COMMONWEALTH OF PENNSYLVANIA? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
APPLICANT'S IDENTIFICATION NUMBERS	
FEDERAL EMPLOYER IDENTIFICATION NUMBER/TIN [REDACTED]	PA LINE EMPLOYMENT COMPENSATION ACCOUNT NUMBER [REDACTED]
PA DEPARTMENT OF REVENUE CORPORATE BOX NUMBER [REDACTED]	PA LIQUOR CONTROL BOARD LICENSE NUMBER None
PA WORKERS COMPENSATION POLICY NUMBER [REDACTED]	PA DEPARTMENT OF STATE - ENTITY NUMBER None
DOES THE APPLICANT HAVE ANY OUTSTANDING TAX LIABILITIES TO EITHER THE COMMONWEALTH OF PENNSYLVANIA OR ANY OTHER STATE OR THE FEDERAL GOVERNMENT? [REDACTED]	
IF YOU ANSWER YES, PROVIDE DETAILS CONCERNING ALL OUTSTANDING TAX LIABILITIES: [REDACTED]	
CRIMINAL HISTORY	
THE NEXT SECTION ASKS ABOUT ANY OFFENSES OR CHARGES APPLICANT OR ANY OF ITS OFFICERS, DIRECTORS/PARTNERS OR TRUSTEES MAY HAVE COMMITTED OR HAD FILED AGAINST THEM. PRIOR TO ANSWERING THIS QUESTION, CAREFULLY REVIEW THE DEFINITIONS AND INSTRUCTIONS THAT FOLLOW.	
DEFINITIONS	<p>FOR PURPOSES OF THIS SECTION:</p> <p>A. "CRIME OR OFFENSE" INCLUDES ALL FELONIES AND MISDEMEANORS, AS WELL AS SUMMARY OFFENSES THAT MAY HAVE REQUIRED YOU TO APPEAR BEFORE A LAW ENFORCEMENT AGENCY, STATE OR FEDERAL GRAND JURY, JUSTICE COURT, MUNICIPAL COURT, CITY COURT, TRAFFIC COURT, MILITARY COURT OR ANY OTHER COURT EXCEPT JUVENILE COURT. INCLUDE ALL DUI/DWI OFFENSES.</p> <p>B. "ARREST" INCLUDES ANY TIME THAT YOU WERE STOPPED BY A POLICE OFFICER OR OTHER LAW ENFORCEMENT OFFICER AND ADVISED THAT YOU WERE UNDER ARREST, DETAINED, HELD FOR QUESTIONING, REQUESTED BY A POLICE OFFICER OR LAW ENFORCEMENT OFFICER TO COME TO A POLICE STATION AND ANSWER QUESTIONS, TAKEN INTO CUSTODY BY ANY POLICE OFFICER OR OTHER LAW ENFORCEMENT OFFICER, FINGERPRINTED, HELD IN JAIL, OR INSTRUCTED TO APPEAR IN COURT OR SUBPOENAED TO ANSWER FOR CONDUCT WHICH IS A CRIME AS HAS BEEN DEFINED IN PARAGRAPH "A."</p> <p>C. "CHARGE" INCLUDES ANY INDICTMENT, COMPLAINT, INFORMATION, SUMMONS, CITATION OR OTHER NOTICE OF THE ALLEGED COMMISSION OF ANY CRIME OR OFFENSE AS DEFINED IN PARAGRAPH "A."</p>
INSTRUCTIONS	<p>1. ANSWER "YES" AND PROVIDE ALL INFORMATION TO THE BEST OF YOUR ABILITY EVEN IF:</p> <p>A. YOU DID NOT COMMIT THE OFFENSE CHARGED;</p> <p>B. THE ARREST OR CHARGES WERE DISMISSED OR THE CHARGES WERE SUBSEQUENTLY DOWNGRADED TO A LESSER CHARGE;</p> <p>C. YOU PLEADED NOT GUILTY OR NOLU CONTENDERE;</p>

WITH RESPECT TO OFFICERS AND DIRECTORS OF APPLICANT WHO ARE REQUIRED TO FILE AN APPLICATION, PLEASE REFER TO THEIR INDIVIDUAL APPLICATIONS.

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

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

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

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

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

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

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

2. ANSWER "NO" IF:

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

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

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

1. HAS APPLICANT, OR ANY OF ITS OFFICERS, DIRECTORS/PARTNERS OR TRUSTEES EVER BEEN INDICTED, CHARGED WITH OR CONVICTED OF A CRIMINAL OFFENSE OR BEEN A PARTY TO OR NAMED AS AN UNINDICTED CO-CONSPIRATOR IN ANY CRIMINAL PROCEEDING IN THE COMMONWEALTH OR ANY OTHER JURISDICTION? YES NO

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

TESTIMONY, INVESTIGATIONS OR POLYGRAPHS

2. HAS APPLICANT OR ANY OF ITS OFFICERS, DIRECTORS/PARTNERS OR TRUSTEES EVER BEEN CALLED TO TESTIFY BEFORE, BEEN THE SUBJECT OF AN INVESTIGATION CONDUCTED BY, OR REQUESTED TO TAKE A POLYGRAPH EXAM BY ANY GOVERNMENTAL AGENCY, COURT, COMMITTEE, GRAND JURY OR INVESTIGATORY BODY (MUNICIPAL, STATE, COUNTY, PROVINCIAL, FEDERAL, NATIONAL, ETC.) OTHER THAN IN RESPONSE TO MINOR TRAFFIC RELATED OFFENSES? YES NO

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

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

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

4. IN THE PAST TEN (10) YEARS, HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES HAD A JUDGMENT, ORDER, CONSENT DECREE OR CONSENT ORDER PERTAINING TO ANY STATE OR FEDERAL STATUTE, REGULATION OR CODE THAT RESULTED IN A FINE OR PENALTY OF \$50,000 OR MORE ENTERED AGAINST IT? YES NO

IF YOU ANSWER YES TO EITHER QUESTION, YOU MUST COMPLETE SCHEDULE 9 CONCERNING ANTITRUST, TRADE REGULATION & SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS.

BANKRUPTCY OR INSOLVENCY PROCEEDINGS	
5. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES HAD ANY PETITION UNDER ANY PROVISION OF THE FEDERAL BANKRUPTCY CODE OR UNDER ANY STATE INSOLVENCY LAW FILED BY OR AGAINST IT IN THE LAST TEN (10) YEAR PERIOD?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
6. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES SOUGHT RELIEF UNDER ANY PROVISION OF THE FEDERAL BANKRUPTCY CODE OR UNDER ANY STATE INSOLVENCY LAW IN THE LAST TEN (10) YEAR PERIOD?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
7. HAS A COURT APPOINTED ANY RECEIVER, FISCAL AGENT, TRUSTEE, REORGANIZATION TRUSTEE, OR SIMILAR OFFICER FOR APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES IN THE LAST TEN (10) YEARS? IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE SCHEDULE 10 CONCERNING BANKRUPTCY OR INSOLVENCY PROCEEDINGS.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
APPLICANT'S LICENSES AND PERMITS	
8. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES APPLIED FOR ANY LICENSE OR PERMIT BY A GOVERNMENT AGENCY FOR THE COLLECTION OF SALES AND USE TAX, SELLING AND SERVING LIQUOR AND MALT BEVERAGES, PROVIDING OVERNIGHT LODGING SERVICES OR ANY OTHER ACTIVITY REQUIRING A LICENSE OR PERMIT? A GOVERNMENT AGENCY AS USED HERE INCLUDES ANY SUBORDINATE CREATURE OF FEDERAL, STATE, NATIVE AMERICAN OR LOCAL GOVERNMENT CREATED TO CARRY OUT A GOVERNMENTAL FUNCTION OR TO IMPLEMENT A STATUTE OR STATUTES. IF YOU ANSWER YES, YOU MUST COMPLETE SCHEDULE 11 CONCERNING NON-GAMING LICENSES AND PERMITS.	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
9. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES APPLIED FOR ANY LICENSE OR PERMIT BY A GOVERNMENT AGENCY CHARGED WITH REGULATING GAMES OF CHANCE, INCLUDING BUT NOT LIMITED TO SLOT MACHINES, VIDEO LOTTERY TERMINALS, TABLE GAMES, HORSE RACING, JAI ALAI, ETC.? A GOVERNMENT AGENCY AS USED HERE INCLUDES ANY SUBORDINATE CREATURE OF FEDERAL, STATE, NATIVE AMERICAN OR LOCAL GOVERNMENT CREATED TO CARRY OUT A GOVERNMENTAL FUNCTION OR TO IMPLEMENT A STATUTE OR STATUTES. IF YOU ANSWER YES, YOU MUST COMPLETE SCHEDULE 12 CONCERNING GAMING LICENSES AND PERMITS.	<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO
APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS	
10. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, DIRECTORS, OFFICERS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF APPLICANT MADE ANY BRIBES OR KICKBACKS OR MADE ANY PAYMENTS ALLEGED TO HAVE BEEN BRIBES OR KICKBACKS TO ANY EMPLOYEE, PERSON, COMPANY OR ORGANIZATION TO OBTAIN FAVORABLE TREATMENT?	
11. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, DIRECTORS, OFFICERS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF THE APPLICANT MADE ANY BRIBES OR KICKBACKS OR MADE ANY PAYMENTS ALLEGED TO HAVE BEEN BRIBES OR KICKBACKS TO ANY GOVERNMENT OFFICIAL, DOMESTIC OR FOREIGN TO OBTAIN FAVORABLE TREATMENT?	
12. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, DIRECTORS, OFFICERS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF APPLICANT LOANED FUNDS FOR THE PURPOSE OF OPPOSING OR SUPPORTING ANY GOVERNMENT, POLITICAL PARTY, CANDIDATE OR COMMITTEE, EITHER DOMESTIC OR FOREIGN?	

<p>13. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES, HOLDING COMPANIES, DIRECTORS, OFFICERS, EMPLOYEES OR ANY THIRD PARTIES ACTING FOR OR ON BEHALF OF APPLICANT DONATED OR LOANED PROPERTY OR ANY OTHER THING OF VALUE FOR THE PURPOSE OF OPPOSING OR SUPPORTING ANY GOVERNMENT, POLITICAL PARTY, CANDIDATE OR COMMITTEE, EITHER DOMESTIC OR FOREIGN?</p>	
<p>14. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MADE ANY LOANS, DONATIONS OR OTHER DISBURSEMENTS TO DIRECTORS, OFFICERS, EMPLOYEES OR ANY THIRD PARTIES FOR THE PURPOSE OF REIMBURSING SUCH INDIVIDUALS FOR POLITICAL CONTRIBUTIONS EITHER FOREIGN OR DOMESTIC?</p>	
<p>15. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MAINTAINED ANY BANK ACCOUNT, DOMESTIC OR FOREIGN, NOT REFLECTED ON THE APPLICANT'S BOOKS OR RECORDS?</p>	
<p>16. DURING THE LAST TEN (10) YEAR PERIOD, HAS APPLICANT, ITS PARENT COMPANY, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES MAINTAINED ANY NUMBERED ACCOUNT OR ANY ACCOUNT IN THE NAME OF A NOMINEE FOR APPLICANT?</p> <p>IF YOU ANSWER YES TO ANY OF THESE QUESTIONS, YOU MUST COMPLETE SCHEDULE 13 CONCERNING CONTRIBUTIONS AND DISBURSEMENTS.</p>	



APPLICATION CHECKLIST

PLACE A CHECKMARK IN EACH BOX NEXT TO EACH ITEM APPLICANT HAS ATTACHED TO THIS PRINCIPAL ENTITY FORM.		
EACH ITEM MARKED AS MANDATORY MUST BE COMPLETED AND SUBMITTED AS PART OF THIS APPLICATION FORM. IF ANY ITEM IS MISSING, THE APPLICATION WILL BE CONSIDERED INCOMPLETE AND WILL NOT BE PROCESSED.		
<input type="checkbox"/>	SCHEDULE 1: OTHER NAMES USED BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 2: ADDRESSES USED BY APPLICANT	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 3: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 4: APPLICANT'S OWNERS	MANDATORY
<input type="checkbox"/>	SCHEDULE 5: HISTORY OF INSURANCE CLAIMS	MANDATORY
<input type="checkbox"/>	SCHEDULE 6: CRIMINAL HISTORY	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 7: TESTIMONY, INVESTIGATIONS OR POLYGRAPHS	MANDATORY
<input type="checkbox"/>	SCHEDULE 8: EXISTING LITIGATION	MANDATORY
<input type="checkbox"/>	SCHEDULE 9: ANTITRUST, TRADE REGULATION AND SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS	MANDATORY
<input type="checkbox"/>	SCHEDULE 10: BANKRUPTCY OR INSOLVENCY PROCEEDINGS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 11: NON-GAMING LICENSES AND PERMITS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 12: GAMING LICENSES AND PERMITS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 13: APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 14: APPLICANT BACKGROUND PART 1	MANDATORY
<input checked="" type="checkbox"/>	SCHEDULE 15: 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"/>	LICENSEE'S AFFIRMATION	MANDATORY
<input type="checkbox"/>	PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM	MANDATORY
<input checked="" type="checkbox"/>	FINANCIAL STATEMENT CERTIFICATION	MANDATORY

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

<input type="checkbox"/>	APPENDIX 1: EXISTING LITIGATION	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 2: AUDITED FINANCIAL STATEMENT FOR THE LAST FISCAL YEAR. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 3: AUDITED FINANCIAL STATEMENTS FOR THE LAST FIVE (5) YEARS. IF THE APPLICANT DOES NOT NORMALLY HAVE ITS FINANCIAL STATEMENTS AUDITED, ATTACH UNAUDITED FINANCIAL STATEMENTS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 4: ANNUAL REPORTS FOR THE LAST FIVE (5) YEARS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 5: ANNUAL REPORTS PREPARED ON THE SEC'S 10K FOR THE LAST FIVE (5) YEARS.	MANDATORY
<input type="checkbox"/>	APPENDIX 6: A COPY OF THE LAST QUARTERLY UNAUDITED FINANCIAL STATEMENT.	MANDATORY
<input type="checkbox"/>	APPENDIX 7: A COPY OR COPIES OF ANY INTERIM REPORTS.	MANDATORY
<input type="checkbox"/>	APPENDIX 8: A COPY OF THE LAST DEFINITIVE PROXY OR INFORMATION STATEMENT (SEC).	MANDATORY
<input type="checkbox"/>	APPENDIX 9: A COPY OF ALL REGISTRATION STATEMENTS FOR THE LAST FIVE (5) YEARS FILED IN ACCORDANCE WITH THE SECURITIES ACT OF 1933.	MANDATORY
<input type="checkbox"/>	APPENDIX 10: COPIES OF ALL OTHER REPORTS PREPARED IN THE LAST FIVE (5) YEARS BY INDEPENDENT AUDITORS OF THE APPLICANT.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 11: CERTIFIED COPIES OF THE ARTICLES OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS AND ALL AMENDMENTS AND PROPOSED AMENDMENTS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 12: CURRENT OWNERSHIP TABLE OF ORGANIZATION.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 13: COPIES OF 1120 FORMS, 941 FORMS AND ALL OTHER BUSINESS RELATED TAX FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 14: COPIES OF 5500 FORMS FILED WITH THE IRS IN THE LAST FIVE (5) YEARS.	MANDATORY
<input type="checkbox"/>	APPENDIX 15: DESCRIBE CRIMINAL HISTORY OF APPLICANT. THIS INFORMATION MUST BE PROVIDED IN ADDITION TO THE INFORMATION PROVIDED IN <u>SCHEDULE 6</u> . NARRATIVE INFORMATION ABOUT THE NATURE OF CHARGE OR COMPLAINT AND THE DISPOSITION MUST BE PROVIDED.	MANDATORY

SCHEDULE 2: ADDRESSES USED BY APPLICANT

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

ADDRESS PURPOSE				ADDRESS USED FROM		ADDRESS USED TO	
Principal Office				12/2002		Present	
ADDRESS LINE 1				ADDRESS LINE 2			
2117 State Street							
ADDRESS LINE 3				CITY		STATE/PROVINCE	
				Bettendorf		IA	
						POSTAL CODE	
						52722	
COUNTRY		EMAIL ADDRESS		PHONE NUMBER		FAX NUMBER	
United States				(563) 344-5000		(563) 344-5102	
ADDRESS PURPOSE				ADDRESS USED FROM		ADDRESS USED TO	
Registered Agent				6/2012		Present	
ADDRESS LINE 1				ADDRESS LINE 2			
CT Corporation				500 East Court Avenue			
ADDRESS LINE 3				CITY		STATE/PROVINCE	
				Des Moines		IA	
						POSTAL CODE	
						50309	
COUNTRY		EMAIL ADDRESS		PHONE NUMBER		FAX NUMBER	
United States				()		()	
ADDRESS PURPOSE				ADDRESS USED FROM		ADDRESS USED TO	
ADDRESS LINE 1				ADDRESS LINE 2			
ADDRESS LINE 3				CITY		STATE/PROVINCE	
COUNTRY				EMAIL ADDRESS		PHONE NUMBER	
						()	
ADDRESS PURPOSE				ADDRESS USED FROM		ADDRESS USED TO	
ADDRESS LINE 1				ADDRESS LINE 2			
ADDRESS LINE 3				CITY		STATE/PROVINCE	
COUNTRY				EMAIL ADDRESS		PHONE NUMBER	
						()	

SCHEDULE 3: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

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

NAME AND HOME ADDRESS				
FIRST NAME Jeffrey	MIDDLE NAME David	LAST NAME Goldstein	SUFFIX (JR., SR., ETC.) N/A	DATE OF BIRTH
ADDRESS LINE 1		ADDRESS LINE 2		
ADDRESS LINE 3		CITY	STATE/PROVINCE	POSTAL CODE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER	FAX NUMBER	
APPLICANT ADDRESS				
APPLICANT NAME: Goldstein Group, Inc.		CURRENT TITLE OR POSITION Vice Chairman and President		
ADDRESS LINE 1 2117 State Street		ADDRESS LINE 2		
ADDRESS LINE 3		CITY Bettendorf	STATE/PROVINCE Iowa	POSTAL CODE 52722
COUNTRY United States	EMAIL ADDRESS	PHONE NUMBER (563) 344-5000	FAX NUMBER (563) 344-5102	
DATES, TITLES AND/OR POSITIONS HELD (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)				
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION & VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)
12/2002	Present	Director/President		
10/2009	Present	Vice Chairman		

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

SCHEDULE 3: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

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

NAME AND HOME ADDRESS				
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)	DATE OF BIRTH
Robert	Scott	Goldstein	N/A	
ADDRESS LINE 1		ADDRESS LINE 2		
ADDRESS LINE 3		CITY	STATE/PROVINCE	POSTAL CODE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER	FAX NUMBER	
APPLICANT ADDRESS				
APPLICANT NAME:		CURRENT TITLE OR POSITION		
Goldstein Group, Inc.		Chairman/CEO		
ADDRESS LINE 1		ADDRESS LINE 2		
2117 State Street				
ADDRESS LINE 3		CITY	STATE/PROVINCE	POSTAL CODE
		Bettendorf	Iowa	52722
COUNTRY	EMAIL ADDRESS	PHONE NUMBER	FAX NUMBER	
United States		(563)344-5000	(563)344-5102	
DATES, TITLES AND/OR POSITIONS HELD (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)				
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION & VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)
12/2002	10/2009	Director/Exec. Vice President		
10/2009	Present	Chairman/CEO		

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

SCHEDULE 3: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

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

NAME AND HOME ADDRESS				
FIRST NAME Richard	MIDDLE NAME Alter	LAST NAME Goldstein	SUFFIX (JR., SR., ETC.) N/A	DATE OF BIRTH
ADDRESS LINE 1		ADDRESS LINE 2		
ADDRESS LINE 3		CITY	STATE/PROVINCE	POSTAL CODE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER	FAX NUMBER	
APPLICANT ADDRESS				
APPLICANT NAME: Goldstein Group, Inc.		CURRENT TITLE OR POSITION Director/Executive Vice President		
ADDRESS LINE 1 2117 State Street		ADDRESS LINE 2		
ADDRESS LINE 3		CITY Bettendorf	STATE/PROVINCE Iowa	POSTAL CODE 52722
COUNTRY United States	EMAIL ADDRESS	PHONE NUMBER (563) 344-5000	FAX NUMBER (563) 344-5102	
DATES, TITLES AND/OR POSITIONS HELD (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)				
FROM DATE	TO DATE	TITLE OR POSITION	ANNUAL COMPENSATION & VALUE	COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)
12/2002	Present	Executive Vice President		
12/2005	Present	Assistant Treasurer		
10/2009	Present	Assistant Secretary		

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

Initials 

SCHEDULE 6: CRIMINAL HISTORY

IF APPLICANT ANSWERED YES TO QUESTION 1 ON PAGE 3, PROVIDE THE FOLLOWING INFORMATION:

CRIMINAL HISTORY: INCIDENT						
NAME OF CASE & DOCKET NUMBER	NATURE OF CHARGE OR COMPLAINT	DATE OF CHARGE OR COMPLAINT	DISPOSITION (ACQUITTED, CONVICTED, DISMISSED, ETC.)	NAME AND ADDRESS OF LAW ENFORCEMENT AGENCY OR COURT INVOLVED	SENTENCE	NAME OF OFFICER, DIRECTOR/PARTNER OR TRUSTEE
	Does not apply					

SCHEDULE 8: EXISTING LITIGATION

PROVIDE THE FOLLOWING INFORMATION AND ATTACH AS APPENDIX 1 A DESCRIPTION OF ALL EXISTING CIVIL LITIGATION TO WHICH APPLICANT IS PRESENTLY A PARTY, WHETHER IN THIS COMMONWEALTH OR IN ANOTHER JURISDICTION. DO NOT INCLUDE ANY LITIGATION IN WHICH THE DAMAGES MAY NOT REASONABLY BE EXPECTED TO EXCEED \$100,000, OR LITIGATION IN WHICH DAMAGES MAY BE EXPECTED TO EXCEED \$100,000, BUT WHICH INVOLVES CLAIMS AGAINST APPLICANT WHICH ARE FULLY AND COMPLETELY COVERED UNDER AN INSURANCE POLICY HELD BY THE APPLICANT WITH A LICENSED INSURANCE CARRIER. THIS DESCRIPTION MUST INCLUDE THE TITLE AND DOCKET NUMBER OF THE LITIGATION, THE NAME AND LOCATION OF THE COURT BEFORE WHICH IT IS PENDING, THE IDENTITY OF ALL PARTIES TO THE LITIGATION AND THE GENERAL NATURE OF ALL CLAIMS BEING MADE.

EXISTING LITIGATION	
NAME OF CASE AND DOCKET NUMBER	LOCATION AND NAME OF COURT BEFORE WHICH LITIGATION IS PENDING
Does not apply	
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 9: ANTITRUST, TRADE REGULATION & SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS

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

VIOLATION		
NAME OF CASE & DOCKET NUMBER	DATE OF JUDGMENT, ORDER OR DECREE	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED
Does not apply		
NATURE OF OFFENSE:		
DISPOSITION <input type="checkbox"/> ACQUITTED <input type="checkbox"/> CONVICTED <input type="checkbox"/> DISMISSED <input type="checkbox"/> OTHER _____		
NATURE OF JUDGMENT, DECREE OR ORDER:		
VIOLATION		
NAME OF CASE & DOCKET NUMBER	DATE OF JUDGMENT, ORDER OR DECREE	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED
NATURE OF OFFENSE:		
DISPOSITION <input type="checkbox"/> ACQUITTED <input type="checkbox"/> CONVICTED <input type="checkbox"/> DISMISSED <input type="checkbox"/> OTHER _____		
NATURE OF JUDGMENT, DECREE OR ORDER:		

SCHEDULE 10: BANKRUPTCY OR INSOLVENCY PROCEEDINGS

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

BANKRUPTCY OR INSOLVENCY PROCEEDINGS			
NAME OF CASE & DOCKET NUMBER	DATE PETITION FILED OR RELIEF SOUGHT	NAME AND ADDRESS OF AGENCY OR COURT INVOLVED	
Does not apply	DATE JUDGMENT OR RELIEF ENTERED	NAME OF COURT APPOINTED RECEIVER, AGENT OR TRUSTEE	DATE RECEIVER, AGENT OR TRUSTEE APPOINTED
	NATURE OF JUDGMENT OR RELIEF		

SCHEDULE 11: NON-GAMING LICENSES AND PERMITS

IF APPLICANT ANSWERED YES TO QUESTION 8 ON PAGE 4, PROVIDE THE FOLLOWING INFORMATION FOR THE LAST TEN (10) YEAR PERIOD:

APPLICANT LICENSING (GOVERNMENT ISSUED - NON-GAMING)					
TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION	IF GRANTED, PROVIDE THE LICENSE/PERMIT NUMBER AND EXPIRATION DATE. IF DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, REVOKED OR WITHDRAWN, PROVIDE DETAILS.
Please see Schedule 11 attached.			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		

**SCHEDULE 11
NON-GAMING LICENSES AND PERMITS**

Goldstein Group, Inc. (Applicant) was formed in 12/2002 upon the merger of previously standalone/family-owned businesses, Alter Company and Alter Trading Corporation, which have existed in some form since 1898. These entities are engaged in the merchandising and processing/recycling of scrap metals, real estate development, and river freight brokerage. Applicant and its subsidiaries have sometimes been required to obtain certain permits for the collection of sales and use tax as well as industry-related state and federal permits in the ordinary course of business.

Applicant and its subsidiaries are not generally involved in businesses which require licenses or permits for selling and serving liquor or providing lodging services. However, in February, 2008, Applicant made a community investment in a restaurant operation (Woodfire Grill) in order to spur economic development in downtown Davenport, Iowa. Accordingly, the Goldstein family had a de minimis, minority interest in the establishment which has a liquor license issued by the State of Iowa and the City of Davenport, which was in good standing at the time the interest was held. Investment was returned in 2010.

Initials 

SCHEDULE 12: GAMING LICENSES AND PERMITS

IF APPLICANT ANSWERED YES TO QUESTION 9 ON PAGE 4, PROVIDE THE FOLLOWING INFORMATION FOR THE LAST TEN (10) YEAR PERIOD:

APPLICANT: LICENSING (GOVERNMENT) ISSUED: GAMING					
TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION	IF GRANTED, PROVIDE THE LICENSE/PERMIT NUMBER AND EXPIRATION DATE. IF DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, REVOKED OR WITHDRAWN, PROVIDE DETAILS.
Please see Schedules 12 and 12-A attached,			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		

**SCHEDULE 12: APPLICATION/LICENSE HISTORY
GOLDSTEIN GROUP, INC.
FEBRUARY, 2013**

If applicant answered YES to Question 9 on Page 4, 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, REVOKED OR WITHDRAWN, PROVIDE DETAILS.
GOLDSTEIN GROUP, INC. (Greater than 5% shareholder of Isle of Capri Casinos, Inc.) submitted applications in the following jurisdictions:					
Associated "Person"	Colorado Division of Gaming Lakewood, CO 80214	None known	Application withdrawn. Not required to file as a result of the transfer of shares to GFIL Holdings, LLC	10/2012	No physical license issued.
Suitability	Mississippi Gaming Commission Jackson, MS USA 39225	None known	Granted	3/2003-Present	No physical license issued.
Part A Level 1 Suitability	Louisiana Gaming Control Board Baton Rouge, LA USA 70809	None known	Granted	1/2004-Present	No physical license issued.
Key Business Entity	Missouri Gaming Commission Jefferson City, MO 65109	None known	Granted Licensing requirement waived after contribution of Isle of Capri shares to GFIL Holdings.	7/2006-2011 2011-Present	MGC161328
Business Entity	Illinois Gaming Board Chicago, IL 60601	None known	License awarded to another applicant.	Applied 10/2004	N/A
Key Employer Entity Qualifier	Pennsylvania Gaming Control Board Harrisburg, PA 17106-9060	Docket 1688 filed in connection with IOC Pittsburgh, Inc.	License awarded to another applicant.	Applied 12/2005	N/A
Principal Entity	Pennsylvania Gaming Control Board Harrisburg, PA 17106-9060	None known - filed in connection with IOC-PA, LLC.	Pending	Applied 3/2010	N/A

Please also see Schedule 12-A attached with application history for affiliates of Applicant.

Initials: 

**SCHEDULE 12-A: APPLICATION HISTORY
AFFILIATES OF GOLDSTEIN GROUP, INC.
FEBRUARY, 2013**

NAME AND ADDRESS OF BUSINESS ENTITY	RELATIONSHIP	DATE OF APPLICATION	NAME & ADDRESS OF LICENSING AGENCY TO WHICH APPLICATION WAS MADE	TYPE OF LICENSE APPLIED FOR	DISPOSITION OF APPLICATION
B.I. Isle Partnership, L.P. 2117 State Street Bettendorf, IA 52722	Member of GFIL Holdings, LLC	Various	Mississippi Gaming Commission	*	Granted
			Louisiana Gaming Control Board		Granted
			Colorado Gaming Commission		6/2002 – Approved as an Associated Business
			Missouri Gaming Commission		Granted 2/2011 Licensing requirement waived after contribution of Isle of Capri stock to GFIL Holdings, LLC
			Illinois Gaming Board		Awarded to another applicant
			Nevada Gaming Control Board		9/2010-Withdrawal granted w/o prejudice after contribution of Isle of Capri stock to GFIL Holdings, LLC
			Pennsylvania Gaming Control Board (IOC-Pittsburgh, Inc.)		2005 - Awarded to another applicant
			Pennsylvania Gaming Control Board (IOC-PA, LLC)		2010 –Pending
GFIL Holdings, LLC 2117 State Street Bettendorf, IA 52722	Affiliate	8/2010	Mississippi Gaming Commission	Suitability	Granted 11/2011 Expires 11/16/2020
		N/A	Louisiana Gaming Control Board	Part A Level 1 Suitability - Request for approval of shares transferred	8/2010 – Approval Granted Expires 8/19/2015
		4/2011	Colorado Gaming Commission	Associated Business	9/2012 – Granted
		8/2010	Missouri Gaming Commission	Key Business Entity	Granted 12/2010 Expires 6/30/2013
		10/2010	Pennsylvania Gaming Control Board (IOC-PA, LLC)	Principal Entity	Pending

Certain Goldstein family members are beneficial owners of Isle of Capri Casinos, Inc., whose subsidiaries hold various gaming and alcoholic beverage licenses in jurisdictions where said subsidiaries do business.

*Where necessary, the various entities noted have applied for the necessary license, permit, registration, finding of suitability or qualification in the jurisdictions which required the entities to do so. Note: Applications may have been made by the above entities which were subsequently withdrawn and/or surrendered.

Initials: 

SCHEDULE 14: BUSINESS BACKGROUND PART 1

DESCRIPTION OF PRESENT BUSINESS
Goldstein Group, Inc. was incorporated on December 19, 2002 and was formed as a holding company for existing companies Alter Company and Alter Trading Corporation, by a common group of shareholders who are members of the same family. Goldstein Group, Inc. is the parent company of these two entities as well as Green Bridge Company, Goldstein Group Management Company, LLC, and NUDJ, LLC.
DESCRIPTION OF COMPETITIVE CONDITIONS
Goldstein Group, Inc. is a holding company. Applicant's subsidiaries are subject to competitive conditions in the scrap and river terminal industries.
PRINCIPAL PRODUCTS PRODUCED AND/OR SERVICES RENDERED
Alter Company and its subsidiaries have been engaged in the barge transportation, trucking, grain terminal, river terminals and river services business since 1960. Applicant's subsidiaries sold their boats and barges (2011), and grain business (2012) to third parties.
Founded in 1898, Alter Trading Corporation is a privately owned, fourth-generation company with headquarters in St. Louis, Missouri. Alter, an ISO 9001 and 14001 certified corporation, is one of the largest privately held, domestically-based scrap metal recyclers in the country. Alter operates 43 processing facilities and six trading offices in the United States and Hong Kong, China. *Continued below.
AVAILABILITY OF RAW MATERIALS, CRITICAL TECHNOLOGY & EMPLOYEES
Applicant is a holding company and is not dependent on raw materials in its business. Critical technology and employees are present within subsidiaries of Goldstein Group, Inc.
INTELLECTUAL PROPERTY OWNED BY APPLICANT & IMPORTANCE TO BUSINESS
None.

*Green Bridge Company owns various rental properties including a corporate office building in Bettendorf, Iowa, and approximately 65 acres of developmental real estate located on the riverfront in Bettendorf, Iowa. Goldstein Group Management Company, LLC provides management services to subsidiaries of Goldstein Group, Inc. NUDJ, LLC is a new start-up entity who contracts with merchants to provide to individuals, via an electronic application, various promotions and coupons available from those merchants.

Appendix 5

Does Not Apply

(Handwritten mark)

Appendix 8

Does Not Apply

A small, handwritten mark or signature located in the bottom right corner of the page. It appears to be a stylized letter or symbol.

Appendix 9

Does Not Apply



Appendix 11

GOLDSTEIN GROUP, INC.

- Alter Company Shareholders' Agreement (11/26/2001) [REDACTED]
- Goldstein Group, Inc. Articles of Incorporation (12/19/2002)
- Goldstein Group, Inc. Initial Bylaws [REDACTED]
- Amendment to Shareholders' Agreement (12/31/2002) [REDACTED]
- Consent of Directors/Shareholders (11/26/2007) [REDACTED]
Adoption of Amended and Restated Articles of Incorporation (12/13/2007),
Amended and Restated Bylaws, Plan of Recapitalization
- Amended and Restated Shareholders' Agreement (12/14/2007) [REDACTED]
- Second Amended and Restated Shareholders' Agreement (2/21/2008) [REDACTED]
- Consent of Directors adopting Second Amended and Restated Bylaws (10/8/2009) [REDACTED]
- Third Amended and Restated Shareholders' Agreement (3/15/2012) [REDACTED]

Initials



273433

ARTICLES OF INCORPORATION

To the Secretary of State of the State of Iowa:

I, the undersigned, acting as incorporator of a corporation under the Iowa Business Corporation Act adopt the following Articles of Incorporation for such corporation:

I

The name of the corporation is:

GOLDSTEIN GROUP, INC.

RECEIVED
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02 DEC 19 AM 11:12
519768 ART110 \$50.00 DJC 2

II

The period of its duration is perpetual.

III

The purpose or purposes for which the corporation is organized are:

To transact any or all lawful business for which corporations may be incorporated under the Iowa Business Corporation Act.

IV

The aggregate number of shares which the corporation is authorized to issue is 100,000 consisting of one class of common shares, of no par value.

V

The address of the initial registered office of the corporation is 2117 State Street, Bettendorf, Iowa 52722, and the name of its initial registered agent at such address is Robert G. Ellis.

VI

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert G. Ellis	2117 State Street Bettendorf, Iowa 52722

VII.

The corporate existence shall commence on the date on which the Secretary of State of the State of Iowa shall issue a Certificate of Incorporation for the corporation.

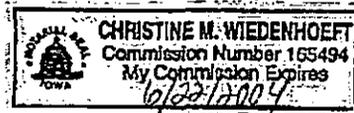
DATED this 16th day of December, 2002.

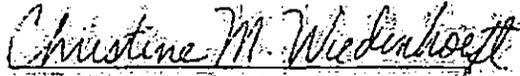

Robert G. Ellis

STATE OF IOWA)
) SS:
COUNTY OF SCOTT)

On this 16th day of December, 2002, before me, the undersigned a Notary Public in and for said County and said State, personally appeared Robert G. Ellis, to me known to be the identical person named in who executed the foregoing instrument, and acknowledged that she executed as his voluntary act and deed.

[SEAL]




Notary Public in and for said County
and State

FILED
IOWA
SECRETARY OF STATE
12-19-02
11:12AM
W335661



IOWA

No. W00551867
Date: 12/19/2007

SECRETARY OF STATE

490 DP-000273433
GOLDSTEIN GROUP, INC.

ACKNOWLEDGEMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:
Restated Articles of Incorporation

The document was filed on December 19, 2007, at 02:22 PM, to be effective as of December 19, 2007, at 02:22 PM.

The amount of \$50.00 was received in full payment of the filing fee.



Michael A. Mauro

MICHAEL A. MAURO SECRETARY OF STATE



273433

ARTICLES OF AMENDMENT AND RESTATEMENT
TO
ARTICLES OF INCORPORATION
OF
GOLDSTEIN GROUP, INC.

PURSUANT to Sections 49C.1006 and 49C.1007 of the Iowa Business Corporation Act, these Articles of Amendment and Restatement to the Articles of Incorporation of Goldstein Group, Inc. are delivered to the Iowa Secretary of State for filing.

1. The corporation's name is Goldstein Group, Inc.
2. The text of the amendment is included in the Amended and Restated Articles of Incorporation, which are attached hereto as Exhibit A.
3. The amendment provides for a recapitalization of issued shares. The provisions for implementing the amendment are contained in the amendment itself.
4. The date of that the amendment above is adopted is December 13, 2007.
5. The amendment was duly approved by the shareholders in the manner required by the Iowa Business Corporation Act and by the articles of incorporation.
6. The restated articles consolidate all amendments to the articles of incorporation into a single document, the Amended and Restated Articles of Incorporation, which are attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned has executed this instrument on this 13th day of December 2007.

Goldstein Group, Inc.

By: Jeffrey Goldstein
Jeffrey Goldstein, President

07 DEC 19 PM 2:22

SECRETARY OF STATE
IOWA

STATE SECRETARY OF STATE
IOWA

3

Exhibit A

AMENDED AND RESTATED ARTICLES OF INCORPORATION

To the Secretary of State of the State of Iowa:

I, the undersigned, acting as incorporator of a corporation under the Iowa Business Corporation Act adopt the following Articles of Incorporation for such corporation:

The name of the corporation is:

GOJDSTEIN GROUP, INC.

II

The period of its duration is perpetual

III

The purpose or purposes for which the corporation is organized are:

To transact any or all lawful business for which corporations may be incorporated under the Iowa Business Corporation Act

IV

The aggregate number, class and par value, if any of the shares which the corporation shall have authority to issue is one hundred thousand (100,000) shares of Common Stock, all of which shall have no par value per share, of which 10,000 shares shall be designated "Voting Common Stock" and 90,000 shares shall be designated "Non-Voting Common Stock"

The preferences, qualifications, limitations, restrictions, and the special or relative rights, including convertible rights, if any, in respect of the shares of each class are as follows:

(a) The holders of the Common Stock entitled to vote on any matter shall be entitled to notice of any shareholders' meetings addressing such matter or proposed actions by written consent with respect to any such matter in accordance with the corporation's bylaws. The holders of the Voting Common Stock shall be entitled to vote on or consent to all matters submitted to the shareholders for a vote or consent and each share of Voting Common Stock shall be entitled to one vote. Except as otherwise specifically provided in Section 1(b) of this Article Three, the holders of Non-Voting Common Stock shall not be entitled to vote on or consent to any matters submitted to the shareholders for a vote or consent.

(b) The holders of the Non-Voting Common Stock shall not be entitled to vote on or consent to any matters submitted to the shareholders for a vote or consent, unless such matter involves an amendment hereto that would (i) increase or decrease the aggregate number of authorized shares of any class of Common Stock; (ii) increase or decrease the par value of the shares of Non-Voting Common Stock; (iii) create a new class of shares having rights and preferences prior or superior to the shares of Non-Voting Common Stock, or increase the rights and preferences or the number of authorized shares of any class having rights and preferences prior or superior to the shares of Non-Voting Common Stock; or (iv) alter or change the powers, preferences, or special rights of the shares of Non-Voting Common Stock so as to affect them adversely as a class; in any of which cases the holders of the Non-Voting Common Stock shall be entitled to vote on or consent to such matter, voting as a single class with the holders of Voting Common Stock, with each share of Non-Voting Common Stock entitled to one vote.

2 All preemptive rights of shareholders are hereby denied, so that no stock or other security of the corporation shall carry with it and no holder or owner of any share or shares of stock or other security or securities of the corporation shall have any preferential or preemptive right to acquire additional shares of stock or of any other security of the corporation.

3 All cumulative voting rights are hereby denied, so that the Common Stock of the corporation shall not carry with it and no holder or owner of any share or shares of the Common Stock shall have any right to cumulative voting in the election of directors or for any other purpose.

V

The address of the initial registered office of the corporation is 2117 State Street, Bettendorf, Iowa 52722, and the name of its initial registered agent at such address is Robert G. Ellis

VI

The name and address of the incorporator is:

Name	Address
Robert G. Ellis	2117 State Street Bettendorf, Iowa 52722

VII

The corporate existence shall commence on the date on which the Secretary of State of the State of Iowa shall issue a Certificate of Incorporation for the corporation.

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SECRETARY OF STATE
12-19-2007
2:22pm
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Appendix 15

Does Not Apply

