

**BEFORE THE
PENNSYLVANIA GAMING CONTROL BOARD**

In Re: Petition of Greenwood Gaming and Entertainment, Inc. for Approval of Authorization to Conduct Table Games and Issuance of a Table Game Operation Certificate : : **Docket No.**

**PETITION OF GREENWOOD GAMING AND ENTERTAINMENT, INC.
FOR APPROVAL OF AUTHORIZATION TO CONDUCT TABLE GAMES AND
ISSUANCE OF A TABLE GAME OPERATION CERTIFICATE**

Greenwood Gaming and Entertainment, Inc., t/d/b/a Parx Casino f/k/a Philadelphia Park Casino (“GGE”, “Parx Casino” or “Philadelphia Park”) submits this Petition pursuant to Section 1312A of the Pennsylvania Race Horse Development and Gaming Act (“Gaming Act”), 4 Pa. C.S. §1312A, requesting the Board to grant this Petition and issue a Table Game Operation Certificate authorizing GGE to commence the conduct of table game operations at its licensed facility in Bensalem Township, Pennsylvania. As set forth herein, GGE fully satisfies all of the statutory requirements for the award of a Table Game Operation Certificate (“Certificate”), and the Certificate should be issued by the Board to GGE in a timely fashion.

I. INTRODUCTION AND SUMMARY

On January 7, 2010, Governor Rendell signed Act No. 1 of 2010 into law, which amends the Gaming Act to legalize the conduct of table games by Pennsylvania slot machine licensees. Under the Act, in order to commence the conduct of table games, a slot machine licensee must submit a petition and qualify for issuance of a Certificate. All slot machine licensees, including GGE, are authorized to submit a Petition and, upon meeting the operational standards, receive a Certificate.

GGE is eminently suitable and qualified to receive a Certificate, and – much like its operation of slot gaming – the conduct of table games at Parx Casino will provide tremendous benefits to the public, Bensalem Township, Bucks County and the Commonwealth. Beginning in late 2006, GGE was one of the first licensed facilities in Pennsylvania to commence slot operations. Since that time, GGE has maintained its license in good standing with the Board, consistently operated as the top performing and revenue generating casino in the Commonwealth, and created a vast array of jobs and economic opportunities for Pennsylvania residents and businesses. During this period, it has also designed, developed, and constructed a dynamic, \$250 million, state-of-the art permanent casino complex opened to the public on December 18, 2009.

GGE has worked diligently with the PGCB over the course of its three years of slot machine operations, and has consistently taken steps to ensure its full compliance with applicable regulatory and legal responsibilities. GGE's slot license is poised for renewal, since GGE has satisfied all of the statutory requirements for renewal and there are no objections to the same.

As was documented during the recent renewal hearings, the success of GGE over the past three years is demonstrative of its business experience and abilities within the gaming and wagering industries and has resulted in substantial economic benefit to the Commonwealth and its citizens. Since the inception of its slots machine gaming, the Company has generated over \$1 billion in gross terminal revenue, providing approximately \$350 million in property tax relief, and over \$120 million in support of Pennsylvania horse racing. Beyond these direct economic impacts, GGE has significantly benefited the local and state economies by employing approximately almost 600 employees in its existing slot operation, and conducting hundreds of

millions of dollars of business with vendors and related businesses. GGE has also been a good corporate citizen, contributing over \$5.8 million to charitable and community efforts since 2006.

GGE's most recent accomplishment is the opening of its new, world class casino facility. The 275,000 square foot, \$250 million complex features an unparalleled gaming and entertainment experience in Pennsylvania. As the Board is well aware, designing, constructing and opening the facility before the December 19, 2009, statutory deadline was a considerable logistical feat, requiring constant oversight and management by GGE and the ability to adapt to and address numerous unforeseen circumstances and hurdles. In the process, GGE created hundreds of construction related jobs and substantial direct and indirect economic impacts.

GGE will rely on this experience and track record of success in implementing its table game operations. Based on its performance to date, there can be no doubt that introducing table games at Parx Casino will significantly expand the positive economic impact the casino currently provides to the Commonwealth, its municipalities and residents. As detailed herein, GGE anticipates hiring approximately 327 new full time employees just for the initial implementation efforts. Given its success in generating Gross Terminal Revenue from slot machines, GGE expects to be among the leaders in the generation of Gross Table Game Revenue for the benefit of the Commonwealth and the local share recipients.

As would be expected given its continuing success, GGE has the financial stability, integrity and responsibility to conduct table games operations. Further, the implementation of table games at Parx Casino will be seamless, in particular, because GGE's new facility was designed with the advent of table games in mind. Accordingly there is ample space for successful operations and the security and surveillance features are either in place or easily accommodated. As explained below, GGE has adequate internal financial resources to both

accomplish the implementation of table game operations and pay the authorization fee without outside financing – the ultimate indicator of financial stability.

In sum, GGE fully and unequivocally satisfies each and every requirement in the Gaming Act for the award of a Certificate. Table gaming at Parx Casino will provide tremendous benefits to the Commonwealth and its citizens, and GGE respectfully urges the Board to grant its Certificate expeditiously and enable those benefits to become reality.

II. SPECIFIC SUPPORT

A. Petition Requirements

1. 4 Pa. C.S. § 1312A establishes the required contents of a table games petition.

Each of these requirements is met as set forth below.¹

2. **Requirement # 1²** -- The name and business address of the Petitioner is

Greenwood Gaming and Entertainment, Inc., d/b/a Parx Casino. GGE's business address is 3001 Street Road, Bensalem, PA 19020. The contact person for purposes of this Petition is:

Alan Kohler, Esq.
Eckert Seamans Cherin & Mellott, LLC
213 Market St., 8th Fl.
Harrisburg, PA 17101
717.237.7172 (o)
717.237.6019 (fax)
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akohler@eckertseamans.com

3. **Requirement # 2** – At this time, GGE can identify two key employees who will be involved in the conduct of table games, but who are not currently licensed by the Board. Kathleen Meci, formerly with the Wynn casino group in Las Vegas and Macau, is anticipated to

¹ In addition to the information required by the express language of 4 Pa. C.S. § 1312A, the Appendices include items identified by the Board in its January 21, 2010 document for the Industry Meeting Regarding Implementation of Table Games – S.B. 711. These items, along with the items identified in the body of this Petition, are identified in the Appendices Table of Contents.

² See also, Appendix 1.

serve in the position of Vice President of Table Games Operations, and Robert Kahler, formerly with Harrahs' in Atlantic City, is anticipated to serve in the position of Director of Table Games Cashiering. The business addresses, job titles and photographs for these individuals are attached hereto as Appendix 2.

4. **Requirement #3** – GGE is initially seeking authorization to operate 78 table games, 54 of which will be live banking games, and 24 of which will be fully automated electronic gaming tables. An itemized list of the number of gaming tables and types of table games for which authorization is being sought is attached hereto as Appendix 3.

5. **Requirement # 4** – The estimated number of full and part-time employment positions that will be created at Parx Casino, as well as a breakdown of the corresponding projected job titles, is attached hereto as Appendix 4. A hiring plan in compliance with 4 Pa. C.S. § 1510(a), as amended by Act No. 1 of 2010, is also included in Exhibit 4.

6. **Requirement #5** – A brief description of the economic benefits expected to be realized by the Commonwealth and its municipalities as a result of table games at Parx Casino is attached hereto as Appendix 5. In addition to the new jobs specified in Appendix 4, GGE is providing its current projections for Gross Table Game Revenue and a breakdown of the distribution of those revenues to the Commonwealth and to local share. As a direct result of renovations and modifications to the existing gaming floor under Phase 1 of its table games implementation plan, GGE has budgeted over \$20 million in additional capital investment at the Parx Casino site (excluding the \$16.5 million authorization fee). Additional longer term economic benefits are anticipated in future years as the gaming market in the Philadelphia region matures. GGE expects that demand will develop for additional amenities, such as hotel rooms, showroom and entertainment facilities, convention and meeting space, and similar features.

7. **Requirement # 6** – GGE has detailed plans, as provided in Appendix 10, to renovate and reconfigure its gaming floor space to accommodate both its slot machines and table games. As detailed below, this expansion will be implemented in two phases. GGE has ample internal financial resources through internally generated funds and shareholder commitments to fund all aspects of both phases of the implementation of table games, including renovation and modification of table gaming space required within its new facility, the acquisition of table games and associated equipment, and payment of the \$16.5 million table game authorization fee. A schedule of the sources and uses of funds associated with the implementation of table games operations is set forth in Appendix 6. Also included in Appendix 6, is an executed commitment letter from Tony Ricci, GGE's Vice President of Finance and the Chief Financial Officer of GGE's parent company Greenwood Racing, Inc., which indicates that GGE has internally generated funds and shareholder commitments available to finance all aspects of table games implementation, including the \$16.5 million authorization fee.

8. **Requirement #7** – Attached hereto as Appendix 7 is GGE's most recent unaudited financial statements, audited financial statements and report of independent auditors, which were submitted to the Bureau as part of GGE's slot machine license renewal application. *Greenwood Gaming and Entertainment, Inc. Renewal Application*, Docket No. 1239, Renewal Application at Appcs. 9-10; Supplement 1 at Exhibits G-H. These documents provide clear and convincing evidence of the financial stability and responsibility of GGE. Furthermore, GGE plans to supplement this Petition with its 2009 audited financial statements prior to the expiration of the Board's 60 day period for consideration of this Petition.

9. **Requirement # 8** – As generally described above, GGE is clearly qualified and possesses the business ability and experience to develop and maintain a successful table game

operation. Section 1312A(a)(8) of the Gaming Act explicitly states that the Board may consider the results of a petitioner's slot machine operation in determining that the petitioner has the experience and ability required to operate table games. GGE's slot machine operations at Parx Casino are among the very best in Pennsylvania, as its facility has consistently been the top performer in the state. Attached hereto as Appendix 8 are the most recent pages from the Board's website detailing GGE's generation of gross terminal revenue and contributions to property tax reform, local share, economic development and horse racing. Also included in the Appendix is a summary of the current jobs filled within GGE's slot machine operations, and a breakdown of its capital investment in the new Parx Casino, as well as its former temporary facility in the grandstand of the racetrack.

10. Just as GGE's slots experience is predictive of its future table games success, the unmatched success of GGE's affiliates in pari-mutuel wagering was predictive of its slots operations abilities. Since acquiring Philadelphia Park Racetrack in the late 1980s, GGE's affiliate, Greenwood Racing, Inc., has become a leader in the North American wagering industry, owning and operating both thoroughbred and harness racetracks, off-track facilities and account wagering systems. This success has been achieved by marrying the effective use of technology with an in-depth knowledge of horse racing and an effective management team. Since assuming operations, the Greenwood team more than doubled the handle on live and simulcast racing at Philadelphia Park from its own facilities and generated hundreds of million dollars in wagers on its racing from other facilities throughout North America and Europe.

11. This consistent record of success, in both the gaming and wagering environments, is reflective of the combined over 80 years of experience of GGE's Chairman and President, Robert W. Green, and Chief Executive Officer, William E. Hogwood, in the gaming

and wagering industry. GGE's experience and abilities to successfully operate table games are further bolstered by Parx Casino President and Chief Operating Officer, David Jonas, who served from 1998 to 2005 as Regional President and Multi Property General Manager of all four Harrah's Entertainment properties in Atlantic City (Harrah's, Showboat, Bally's and Caesar's). In this capacity, Mr. Jonas successfully oversaw and directed the operation of full table gaming at all four casinos and managed an operation with approximately 15,000 employees.

12. To further buttress its existing capabilities, GGE plans to enhance its table games experience by recruiting experienced and seasoned managers from other table game jurisdictions who will then identify and select a team of new employees to be trained in specific Parx Casino table game procedures and customer service standards, consistent with the Board's applicable regulatory requirements. Together, this information clearly and convincingly establishes that GGE has the requisite experience and abilities to receive a table games operation certificate.

13. **Requirement #9** – Like the other financial obligations resulting from table games expansion, GGE will pay the \$16.5 million table game authorization fee from internally generated funds. The commitment letter certifying the necessary committed funds, including the \$16.5 million authorization fee, from GGE's Chief Executive Officer is included in Appendix 6 and is also attached as Appendix 9 hereto.

14. **Requirement # 10** – As indicated previously, GGE plans to implement table games in Parx Casino in two phases. Under Phase 1, GGE will renovate the ellipse area in the center of its gaming floor and install 54 table games. Furthermore, slot machines will be installed in two currently unused areas of the existing facility adjacent to the existing gaming floor and will be accomplished without reducing the existing complement of 3,300 slot

machines.³ On a net basis, an additional 75 slot machines will result from this renovation increasing the total number of slot machines at Parx Casino to 3,375. It is expected that Phase 1 will be completed in July of 2010. Under Phase 2, GGE will expand its gaming floor by completing and fitting out the existing 17,000 square foot reserved area behind the temporary wall on the north side of the facility (“North Wall”) to install significantly more slot machines and table games. Phase 2 is expected to be completed by the end of this year. Attached as Appendix 10 are detailed site plans identifying GGE’s proposed table games area under Phase 1, as well as the relocation of a portion of the existing slot machines under that Phase.

15. **Requirement # 11** – Attached as Appendix 11 hereto is the Waiver Form executed by Robert Green, Chairman and President of GGE, and acknowledged by GGE’s principals, waiving its right to a refund of the \$50 million slot machine licensing fee, or any portion thereof, under 4 Pa. C.S. § 1209(f) and GGE’s contract with the Commonwealth dated December 11, 2008 (included in Appendix 11), as well as any right to sue for the return of its licensing fee or any portion thereof.

16. This Petition also includes Appendix 12 which provides an outline of GGE’s training and instruction plan for personnel that will be involved in table games and Appendix 13 which contains a breakdown of anticipated investment associated with table games as well as an estimate of the number of construction jobs involved.

³ Because GGE plans to install slot machines in the two currently unused areas of the gaming floor before it removes slot machines from the ellipse area, at no time will GGE’s active slot count drop below the 3,300 machines currently in operation.

B. Standard for Review

17. The Board's standard for review of this Petition is provided at 4 Pa. C.S. § 1315A and, with several exceptions specifically addressed below, closely follows the statutory requirements applicable to this Petition.

18. As demonstrated herein and in the attached exhibits, GGE has met its burden by clear and convincing evidence.

19. GGE's slot machine license is in good standing. The conduct of table games at Parx Casino will generate millions of dollars for both the Commonwealth and local municipalities through tax dollars and local share monies, will provide hundreds of new jobs, the vast majority of which will ultimately be filled by nearby Pennsylvania residents, and will result in substantial new economic activity with gaming service providers and other Pennsylvania businesses.

20. As is evident from its slot operations and the opening of its new, \$250 million licensed facility, GGE has the financial stability, integrity and responsibility, as well as the experience and industry capabilities, to develop, maintain and grow a successful table game operation. Parx Casino's President and Chief Operating Officer, David Jonas, has years of experience operating multiple facilities with table game operations in Atlantic City, New Jersey.

21. GGE anticipated the advent of table games in the design of its new facility, and accordingly requires relatively little accommodation to prepare the gaming space dedicated for table games and already has the necessary security and surveillance systems and measures fully

planned.⁴ Any costs associated with these efforts, as well as payment of the authorization fee, will be funded by GGE with internally generated funds and shareholder contribution.

22. As is evident from the site plans in Appendix 10, Parx Casino will continue to offer a minimum of 3,300 slot machines consistent with the number of machines authorized at the recent opening of its new facility, and, in fact plans to increase the size of its slot complement. In any case, GGE agrees that it will not permanently reduce its complement of slot machines below the 2,912 slot machines in operation at Philadelphia Park on October 1, 2009 in order to install table games.

23. As evidenced by Appendix 11, GGE has executed the waiver required by Section 1312A(b)(11) of the Gaming Act. Finally, GGE will provide any information requested by the Board in a timely fashion.

III. CONCLUSION

24. GGE's Petition fulfills all of the requirements of 4 Pa. C.S. § 1312A. Furthermore, through this Petition and accompanying attachments, GGE has met the Board's standard of review for the Petition under 4 Pa. C.S. § 1315A by clear and convincing evidence. Accordingly, this Petition should be granted, and the Board should issue GGE a Table Game Operation Certificate in a timely fashion.

⁴ GGE's Board approved Security Plan is included in Appendix 14. GGE's surveillance plans for Phase I are included in the site plans in Appendix 10.

WHEREFORE, for all of the foregoing reasons, the Board should grant this Petition and issue a table games operation certificate to GGE.

Respectfully submitted



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Dated: February 9, 2010

Attorneys for Greenwood Gaming and
Entertainment, Inc. t/d/b/a Parx Casino f/k/a
Philadelphia Park Casino

CERTIFICATE OF SERVICE

The undersigned counsel for Greenwood Gaming and Entertainment, Inc. hereby certifies that a true and correct copy of the foregoing document was served this date by hand delivery, addressed as follows:

Cyrus Pitre, Chief Enforcement Counsel
Nan Davenport, Deputy Chief Enforcement Counsel
Pennsylvania Gaming Control Board
Verizon Tower, 5th Fl.
Strawberry Square
Harrisburg, PA 17120



Alan Kohler
Attorney for Greenwood Gaming
and Entertainment, Inc.

Dated: February 9, 2010

APPENDIX CHECKLIST

A PETITIONER SEEKING AUTHORIZATION TO CONDUCT TABLE GAMES SHALL INCLUDE THE FOLLOWING APPENDICES WITH THE PETITION. THE APPENDICES ARE DOCUMENTS THE PETITIONER MUST PROVIDE OR CREATE. THE PETITIONER HAS A CONTINUING DUTY TO UPDATE THIS INFORMATION. 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 A PETITIONER, WRITE "DOES NOT APPLY" ON THE APPENDIX PAGE.

<input checked="" type="checkbox"/>	APPENDIX 1: THE NAME, BUSINESS ADDRESS, AND CONTACT INFORMATION OF THE PETITIONER.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 2: IF KNOWN, THE NAME AND BUSINESS ADDRESS, JOB TITLE AND A PHOTOGRAPH OF EACH PRINCIPAL AND KEY EMPLOYEE OF THE PETITIONER WHO WILL BE INVOLVED IN THE CONDUCT OF TABLE GAMES AND IS NOT CURRENTLY LICENSED BY THE BOARD.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 3: AN ITEMIZED LIST OF THE NUMBER AND TYPES OF TABLE GAMES FOR WHICH AUTHORIZATION IS SOUGHT.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 4: THE ESTIMATED NUMBER OF FULL-TIME AND PART-TIME EMPLOYMENT POSITIONS THAT WILL BE CREATED AT THE LICENSED FACILITY IF TABLE GAMES ARE AUTHORIZED AND AN UPDATED HIRING PLAN PURSUANT TO SECTION 1510 (RELATING TO LABOR HIRING PREFERENCES) WHICH OUTLINES THE PETITIONER'S PLAN TO PROMOTE THE REPRESENTATION OF DIVERSE GROUPS AND COMMONWEALTH RESIDENTS IN THE NEW EMPLOYMENT POSITIONS.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 5: A BRIEF DESCRIPTION OF THE ECONOMIC BENEFITS EXPECTED TO BE REALIZED BY THE COMMONWEALTH, ITS POLITICAL SUBDIVISIONS, AND ITS RESIDENTS IF TABLE GAMES ARE AUTHORIZED.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 6: THE DETAILS OF ANY FINANCING OBTAINED OR THAT WILL BE OBTAINED TO FUND AN EXPANSION OR MODIFICATION OF THE LICENSED FACILITY TO ACCOMMODATE TABLE GAMES.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 7: INFORMATION AND DOCUMENTATION CONCERNING FINANCIAL BACKGROUND AND RESOURCES, TO ESTABLISH BY CLEAR AND CONVINCING EVIDENCE OF THE FINANCIAL STABILITY, INTEGRITY AND RESPONSIBILITY OF THE PETITIONER.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 8: INFORMATION AND DOCUMENTATION TO ESTABLISH BY CLEAR AND CONVINCING EVIDENCE THAT THE PETITIONER HAS SUFFICIENT BUSINESS ABILITY AND EXPERIENCE TO CREATE AND MAINTAIN A SUCCESSFUL TABLE GAME OPERATION. IN MAKING THIS DETERMINATION, THE BOARD MAY CONSIDER THE RESULTS OF THE PETITIONER'S SLOT MACHINE OPERATION, INCLUDING FINANCIAL INFORMATION, EMPLOYMENT FIGURES AND CAPITAL INVESTMENT.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 9: INFORMATION AND DOCUMENTATION TO ESTABLISH BY CLEAR AND CONVINCING EVIDENCE THAT THE PETITIONER HAS THE FINANCIAL ABILITY TO PAY THE AUTHORIZATION FEE UNDER SECTION 1361A (RELATING TO TABLE GAME AUTHORIZATION FEE).	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 10: DETAILED SITE PLANS IDENTIFYING THE PETITIONER'S PROPOSED TABLE GAME AREA, INCLUDING RESTRICTED AREAS ASSOCIATED WITH TABLE GAMES OPERATIONS WITHIN THE LICENSED FACILITY OR ANY PROPOSED TEMPORARY FACILITY.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 11: IF THE PETITIONER IS A CATEGORY 1 OR CATEGORY 2 SLOT MACHINE LICENSEE, THE SIGNED WAIVER OF RIGHTS FORM REQUIRED BY SECTIONS 1312A(11) AND 1315A(8).	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 12: A DESCRIPTION OF THE LICENSEE'S PLAN TO PROVIDE TRAINING AND INSTRUCTION, OR EQUIVALENT, FOR PERSONNEL THAT WILL BE INVOLVED IN TABLE GAMES.	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 13: TOTAL ANTICIPATED INVESTMENT BY THE LICENSEE ASSOCIATED WITH TABLE GAMES (CONSTRUCTION, RENOVATIONS, ETC.) AND THE APPROXIMATE NUMBER OF CONSTRUCTION JOBS INVOLVED.	MANDATORY

**BEFORE THE
PENNSYLVANIA GAMING CONTROL BOARD**

In Re: Petition of Greenwood Gaming And :
Entertainment, Inc. for Approval of : Docket No.
Authorization to Conduct Table Games and :
Issuance of a Table Games Operation Certificate :

**INDEX OF APPENDICES
TO PETITION OF GREENWOOD RACING AND ENTERTAINMENT, INC. FOR
APPROVAL OF AUTHORIZATION TO CONDUCT TABLE GAMES AND
ISSUANCE OF A TABLE GAMES OPERATION CERTIFICATE**

<u>Appendix</u>	<u>Description</u>
1	Name, Business Address and Contact Persons for Petitioner
2	Kathleen Meci and Robert Kahler – Business Information and Picture
3	Itemized List of the Number of Gaming Tables for Which Authorization is Being Sought
4	Estimated Number of New Full and Part-Time Jobs and Titles Table Games Hiring Plan
5	Brief Description of Expected Economic Benefits Expected to be Realized by the Commonwealth, Political Subdivisions and Residents
6	Commitment Letter from GGE Sources and Uses Statement
7	2008-2009 GGE Audited Financial Statements
8	Parx Casino Website Pages Table Games Experience and Qualifications PGCB Website Pages GGE Slot Capital Investment Pertaining to Slot Operations GGE 2010 Table Games Budget GGE Slot Employees by Department
9	Commitment Letter from GGE One Time Payment of Authorization Fee
10	Detailed Site Plans

Appendix **Description**

11 Waiver Forms; GGE
Commonwealth Contract

12 Outline of Table Games Training Plan Overview

13 Table Games Capital Investment and Construction Jobs

14 Other Information the Board May Required, *see* 4 Pa. C.S. § 1312A(12)

- 2010 Tables Games Budget
- GGE's Slots Capital Investment
- GTGR Taxes and Local Share Projections
- Board Approved Security Plan for the Expanded Gaming Floor

APPENDIX 1

The name, business address, and contact information of the petitioner.

Appendix 1

The name and business address of the Petitioner is Greenwood Gaming and Entertainment, Inc. d/b/a Parx Casino. Parx's business address is 2999 Street Road, Bensalem, PA 19020. The contact person for purposes of this Petition is:

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APPENDIX 2

If known, the name and business address, job title and a photograph of each principal and key employee of the petitioner who will be involved in the conduct of table games and is not currently licensed by the Board.

Appendix 2

Kathleen Meci, Vice President of Table Games Operations

Business Address:

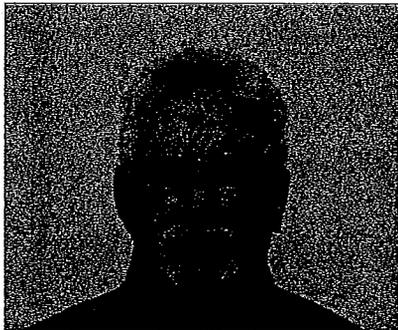
Parx Casino
2999 Street Road
Bensalem, PA 19020



Robert Kahler, Director of Table Games Cashiering

Business Address:

Parx Casino
2999 Street Road
Bensalem, PA 19020



APPENDIX 3

An itemized list of the number and types of table games for which authorization is sought.

Appendix 3

Greenwood Gaming and Entertainment, Inc. itemization of the table games for which authorization is sought.

Live Banking

Baccarat	4
Blackjack	36
Craps	4
Roulette	6
<u>3-Card Poker</u>	<u>4</u>
Total	54

Non-Banking

0

Electronic Gaming Tables

*

Fully Automatic Electronic Gaming Tables

21 Blackjack	
2 Three Card Poker	
<u>1 Roulette</u>	
Total	24

* A portion of GGE's live banking games will be electronic gaming tables, however, the exact number of electronic gaming tables has not been finalized. Upon finalization, GGE will provide the Board with the number of these games through a supplement to this Petition.

APPENDIX 4

The estimated number of full-time and part-time employment positions that will be created at the licensed facility if table games are authorized and an updated hiring plan pursuant to section 1510 (relating to labor hiring preferences) which outlines the petitioner's plan to promote the representation of diverse groups and Commonwealth residents in the new employment positions.

APPENDIX 4

Estimated Number of New Full Time Employees – 327

Estimated Number of New Part-Time Employees – 0

Title	Department	Number of Openings
Vice President	Executive	1
Executive Assistant	Executive	1
Poker Manager	Administration	1
Table Games Manager	Administration	1
Administrative Assistant	Administration	1
Training Manager	Administration	1
Scheduling Manager	Administration	1
Schedulers	Administration	2
Analyst	Administration	1
Shift Manager	Administration	3
Floor Manager	Administration	6
Service Team Representatives	Administration	65
Dealer	Administration	243

Total Positions	327
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TABLE GAMES

HIRING PLAN

JANUARY 2010



**PHILADELPHIA PARK CASINO AND RACETRACK
("PARX CASINO")**

TABLE GAMES HIRING PLAN

Commitment to Diversity¹

Parx Casino is committed to recruiting, retaining and developing employees who are "the best of the best" regardless of color, religion, sex, sexual orientation, age, disability, or national origin. We believe the diversity of our employee base, business partnerships and customer base are all key reasons for our success. Our development and philanthropic results continue to lead our industry as we strive to be good corporate citizens in our community.

As stated in Parx Casino's Diversity and Inclusion Plan, our mission is to maintain an open and welcoming atmosphere where employees, guests, business partners and the community at large feel comfortable and respected. The Diversity and Inclusion Plan's focus is to connect our business to real opportunities through outreach and partnership.

¹ Diversity refers to the variety of backgrounds and characteristics found in society today: thus it embraces all aspects of human similarities and differences. Diversity refers specifically to historically underrepresented groups and differences with respect to age, culture, race, ethnicity religion, color, disability, national origin, ancestry, sexual orientation and veteran's status.

TABLE GAMES HIRING PLAN

I. Introduction

Parx Casino has made it a company-wide goal to promote diversity in the workplace through its recruitment, selection and orientation, training, retention (employee relations) and career development programs and continuously strives to establish and maintain a diverse workforce by ensuring consistency, fairness and inclusion in those processes. Parx Casino's diversity initiatives are more thoroughly described in its Diversity and Inclusion Plan which is attached hereto as Exhibit – A. In further assurance of its diversity initiatives, a Diversity and Inclusion Committee was established for the purpose of targeting diversity in the workplace, guest relations and business partnerships. Specifically, the Diversity and Inclusion Committee focuses on the following:

- (1) The Workplace – Recruitment, selection, training, pay, benefits, upward mobility and work environment.
- (2) Guest Relations – Marketing, advertising and promotions.
- (3) Business Partnerships – Local community, minority, women, disabled and veteran owned businesses.

The Director of Diversity and Community Development has been designated a key member of the Diversity and Inclusion Committee.

Parx Casino embraces the Pennsylvania Gaming Control Board's (the "Board") industry-wide efforts to encourage and foster diversity in the gaming industry and the Board's commitment to the residents of the Commonwealth of Pennsylvania by ensuring that residents benefit from the gaming industry through employment and business opportunities. Parx Casino is committed to working with the Board in submission of quarterly reports summarizing the implementation of Parx Casino's Diversity and

Inclusion Plan as well as providing the information necessary to assist the Board in completion of its annual review of Parx Casino's diversity efforts, including all employee retention efforts; all employment offers and actual hires; race, gender and residence of all hires; statistics regarding all contracting and subcontracting with minority-owned business enterprises and women-owned business enterprises; and other information relevant to Parx Casino's Diversity and Inclusion Plan.

II. Strategic Plan

Parx Casino intends to introduce table game play at its licensed facility and recognizes that in order to successfully reach a set goal it must have a key initiative or strategic plan. Therefore, Parx Casino plans to commence its table game operations in July of 2010, which will include a substantial mix of banking games including but not limited to: baccarat, blackjack, craps, roulette and three-card poker, as well as approximately twenty-four fully automated electronic tables. All of the above table game amounts are mere approximations subject to change.

The implementation of the table games identified above will require the hiring of a significant amount of new full time employees. In addition to hiring in the table games area, Parx Casino will also implement its Board-approved training program which will include a compulsive gambling component as required by the Board.

Parx Casino intends to maintain its diverse workforce as it implements table games. It already boasts a workforce that consists of a 29% minority population and 41% women. Parx Casino will continue to strive to increase those percentages through the new employment opportunities created as a result of the implementation of table games at its facility. "We value diversity in the workplace. The best ideas and efforts

come not from one individual, but when drawn from many different perspectives and viewpoints. We strive to capitalize on the varied experiences, ideas and knowledge that each employee brings to the business.” See Diversity and Inclusion Plan, pp. 2.

Despite being very close to the New Jersey and Delaware corridors, Parx Casino currently employs a significant number (86.5%) of Commonwealth residents thereby exceeding the Legislators’ goal that Commonwealth residents make up 85% of those employed at a facility in the area of table games by the end of a slot machine licensee’s third year of conducting table games. Parx Casino is devoted to recruiting potential employees from areas located within the Commonwealth. We will continue to reach out to recruit directly from universities and colleges in the region and attend job fairs to find the best talent; utilize our relationships with state and local job placement organizations and services and target advertising for job vacancies in media representing historically underrepresented groups. However, in order to ensure the necessary level of expertise in our table game operation from the outset, we plan to hire some individuals outside of the Commonwealth who possess an exceptional level of skill and experience in table game management and dealing. This may cause a temporary decline in our current residency employment rate, but we are committed to reaching the Legislators’ goal set forth above and further are confident we can exceed that goal. Through our Director of Diversity and Community Development, Parx Casino will expound on current employment policies to emphasize hiring within the local community.

Specifically, Parx Casino plans to fill two executive level positions consisting of a Vice President and Executive Assistant. The implementation of table games will also require several administrative positions including a table games manager, administration

manager (and administrative assistant), training manager, scheduling manager, schedulers and an analyst. The bulk of Parx Casino's hiring will be to fill positions for service team representatives and dealers. Parx Casino plans to hire approximately 243 dealers. Finally, shift managers and floor managers will be hired as part of the table game implementation and hiring plan. Parx Casino's table game hiring plan will at all times focus on achieving the Commonwealth residency goal mentioned above and maintaining diversity in the workplace.

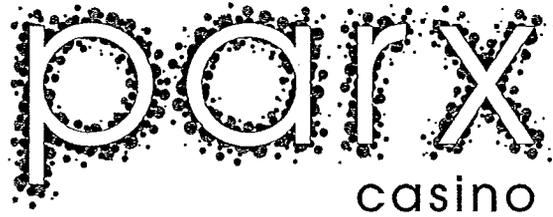
III. Conclusion

Parx Casino looks forward to working with the Board in an effort to further the diversity initiative and Commonwealth residency goals. Parx Casino's unquestionable commitment to diversity and community development radiates throughout the company and is proven in its workplace, guest relations and business partnerships. A diverse workplace is crucial to the success of Parx Casino and will continue to be strengthened with the addition of table games.

EXHIBIT – A

DIVERSITY AND INCLUSION PLAN

[see next page]



Greenwood Gaming and Entertainment, Inc.

Diversity and Inclusion Plan

December 2009 Update

Submitted by:

Ronald W. Davis

Chief Diversity Officer and Director of Community Development

TABLE OF CONTENTS

- A. Executive Summary
- B. Definitions
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- G. Diversity in Business Partnerships
- H. Diversity and Inclusion Committee
- I. Diversity and Community Development Director
- J. Plan Measurement and Evaluation

EXECUTIVE SUMMARY

Our mission is to maintain an open and welcoming atmosphere where employees, guests, business partners and the community at large feel comfortable and respected. The Diversity and Inclusion plan's focus is to connect our business to real opportunities through outreach and partnership.

- We value diversity in the workplace. The best ideas and efforts come not from one individual, but when drawn from many different perspectives and viewpoints. We strive to capitalize on the varied experiences, ideas and knowledge that each employee brings to the business. We reach out to recruit directly from universities and colleges in the region and attend job fairs to find the best talent. We also contact state and local job placement organizations and services. We will target advertising for job vacancies in media representing historically under-represented groups.

- We value diversity in our business partnerships. Our goal is to ensure that there is an equal opportunity for all vendor and contractor partners to participate in our business, and share in our success. We have joined the Minority Supplier Development Council. MSDC is an organization that assists MBE and WBE owned businesses in the vendor certification process. Our outreach extends to:
 1. The African American Chamber of Commerce
 2. The Asian American Chamber of Commerce
 3. The Hispanic Chamber of Commerce
 4. The Women's Business Council
 5. The Bensalem Gaming Advisory Board
 6. YWCA of Lower Bucks County
 7. Lower Bucks Chamber of Commerce

We meet regularly with these organizations that provide vendor and contractor outreach opportunities. Since January 2008, Greenwood Gaming and Entertainment, Inc. has conducted 260 vendor meetings with \$4,000,000 awarded to MBE and WBE vendors.

Furthermore in 2009, Greenwood Gaming and Entertainment, Inc. has awarded \$30,000,000 in contracts to MBE and WBE construction contractors.

- Greenwood Gaming and Entertainment recognizes and values the diversity of our customers. We understand that customers can choose from among many entertainment destinations in the Delaware Valley, and we are honored that they choose our casino and racetrack. We pledge that the quality of service and attention they receive while visiting us will serve as proof of our appreciation for their patronage.

- We welcome the opportunity to be an active member of the community. The success and well-being of our business directly impacts the success and well-being of our community. We support local and regional charitable organizations in four areas:
 - Community
 - Health
 - Education
 - Senior Organizations

We are proud to work in partnership with civic and charitable organizations. Since 2006 Greenwood Gaming and Entertainment, Inc. has contributed 7 million dollars to charitable organizations.

Greenwood Gaming and Entertainment, Inc. is an advocate for a strong and vital business community. We believe that strong partnerships work!

DIVERSITY DEFINITIONS

Diversity refers to the variety of backgrounds and characteristics found in society today; thus it embraces all aspects of human similarities and differences. Diversity refers specifically to historically under-represented groups and differences with respect to age, culture, race, ethnicity, religion, color, disability, national origin, ancestry, sexual orientation and veteran's status. Business definitions of diversity are as follows:

DIS Disabled Business Enterprise

DIS are businesses that are at least 51% owned and controlled by a disabled individual.

DVET Disabled Veterans Business Enterprise

DVET are businesses that are at least 51% owned and controlled by one or more disabled veterans.

MBE Minority Owned Business Enterprise

MBE businesses are at least 51% owned and controlled by individuals belonging to certain ethnic minority groups. Ethnic minorities are United States citizens who are Asian, African American, Hispanic or Native American.

M/WBE Minority Women Owned Business Enterprise

M/WBE businesses are at least 51% owned and controlled by citizens belonging to certain minority groups and/or a person of female gender.

VET Veteran Owned Business Enterprise

VET businesses are at least 51% owned by individuals who are veterans of the U.S. Armed Forces.

WBE Women Owned Business Enterprise

WBE businesses are at least 51% owned and controlled by a person who is female in gender.

STATEMENT OF GOALS

To establish a diverse workforce by ensuring consistency, fairness and inclusion in the recruitment, selection and the career development process.

To promote diversity by ensuring equal opportunity in the procurement of contractors, sub-contractors, assignees, lessees, agents, vendors and suppliers.

To create an open and welcome atmosphere at all of our properties where employees, guests and vendors feel comfortable and welcome.

To actively seek out minority and women and other historically under-represented groups to provide opportunities for them to bid on providing services and/or supplies.

To be a strong financial supporter of a diverse number of worthwhile community charities and non-profit organizations through our community giving program.

DIVERSITY IN THE WORKPLACE

The four primary areas of diversity effectiveness are awareness, fairness, inclusion and leverage. Greenwood Gaming & Entertainment, Inc. seeks to provide leadership in all of these areas of diversity and to encourage and support senior executives as they promote these goals in their areas of responsibility.

We encourage them to examine racial, ethnic, cultural, gender and age changes in both the local community and the workforce; to understand the importance and appreciation for people; examine stereotypes and prejudices and how they impact behavior and how to interact more effectively with people from all walks of life. We will also include examination of special needs, veterans and all historically under-represented groups.

The Human Resources and Legal departments will provide appropriate support and assistance but Greenwood Gaming and Entertainment, Inc. looks to all of its senior executives to incorporate diversity into their areas of responsibility within our workforce. Absolute impartiality is required when recruiting, selecting and orienting new hires. The same is expected when considering candidates for pay reviews, further training and promotions.

Recruitment

Greenwood Gaming and Entertainment, Inc., through its affiliated employer companies, is an Equal Opportunity Employer.

Our policy supports our company commitment to recruit, retain and develop a workforce that reflects both its local community and customer base. It contributes to a well-rounded workplace where differences are respected and appreciated.

In addition to Greenwood Gaming and Entertainment's traditional ways of seeking new candidates, we will undertake the following outreach strategies:

1. Greenwood Gaming and Entertainment will work with the African American Chamber of Commerce, the Hispanic Chamber of Greater Philadelphia, and the Asian American Chamber to create awareness of employment opportunities.
2. Development of close relationships with federal, state and local agencies and minority hiring programs to increase opportunities for minority applicants.
3. Regular monitoring by Human Resources to ensure that our diversity targets and benchmarks reflect our community. This includes tracking applicant flow by inserting a survey in the application process asking applicants to voluntarily indicate race/ethnic origin.
4. Cultivation of historically black colleges and universities to make them aware of the many career opportunities in gaming.
5. Attendance at job fairs in Southeastern Pennsylvania, with an emphasis on those that target minorities and women.

Selection and Orientation

All Greenwood Gaming and Entertainment employees who are responsible for recruitment and selection will be educated in lawful employment making decisions.

We will ensure that all employment literature is clear and understandable including:

1. Website information available online at Philadelphiaparkcasino.com
2. Any collateral including written tests that may be used.
3. Post hire paperwork
 - Employee Handbooks
 - 401 K and other Employee Benefit Information
 - Union Literature
 - Medical Health Information
4. Newsletters and company wide communications

Training

Greenwood Gaming and Entertainment will conduct ongoing training for department heads and senior staff on the different training methods to reach diverse learning styles. We will ensure that training curriculum materials account for a diverse workforce that is inclusive and engaged. Multi-cultural appreciation is paramount to connecting with a diverse workforce.

Employee Relations

When possible Greenwood Gaming and Entertainment, Inc. will recognize and promote special dates, events and holidays such as:

- African American History Month
- Women's History Month
- Asian American Heritage Month
- Gay and Lesbian Pride Month
- Hispanic Heritage Month
- American Indian Heritage Month

We will also publicize such events in the company newsletter, message boards and the company's web pages.

1. Coordinate the special celebrations with the Food & Beverage department so appropriate celebratory meals will be available.
2. Host diversity focused events where employees can bring food from their culture to share with others.
3. Designate an area where employees can display artifacts or information about their cultures.
4. Diversity quizzes with prizes and company newsletter.

Career Development

Our efforts in career development will include:

- Regularly perform a survey of all pay increases/promotions to measure the success of the diversity initiative.
- Track and review the pay increases/promotions within each department.
- Hold managers accountable for implementing the diversity plan in their respective departments.

DIVERSITY AND OUR GUESTS

Our goal is to market and advertise our company to create an inviting atmosphere at our properties where individuals of many diverse backgrounds feel comfortable.

1. Use our relationships in Multi cultural organizations to support these organizations and promote diversity.
2. Food and Beverage initiatives.
3. Celebration of holidays and special events.
4. Research of the trends and expectations in emerging multicultural markets.

DIVERSITY IN COMMUNITY GIVING

Greenwood Gaming and Entertainment is proud of its outstanding record in support to charitable organizations as well as effective outreach activities that create positive community impact.

1. Encourage strong and positive citizenship in the community.
2. Employees should be encouraged to participate in local community organizations.
3. Sponsor “How to apply for a job” workshops at local high schools in the area.
4. Collaborate with community organizations to serve as mentors to any programs that support our diversity initiatives.
5. Provide scholarships for local students attending colleges and universities.
6. Outreach to community food banks with excess food from company inventory.
7. Target charitable payroll deductions to reflect our diverse employee population.

To bring financial support to worthwhile non-profit organizations in our community that are effective in the areas of healthcare, seniors and education. Over the last 4 years Greenwood Gaming and Entertainment has made significant philanthropic contributions totaling 7 million dollars. Some of the notable beneficiaries include:

- Living Beyond Breast Cancer
- Vita Education Services
- Community Options
- Network of Victim Assistance
- Contact of Greater Philadelphia
- Special Olympics
- Aid for Friends
- American Red Cross of Lower Bucks County
- NAACP of Bucks County

- Cystic Fibrosis
- YWCA of Lower Bucks County
- Bensalem EMS
- Minority Supplier Development Council
- Alex's Lemonade Stand
- Bensalem Parish's Education Fund
- Philadelphia Parish's Education Fund
- NAACP Bucks County Annual Dinner
- Bucks County Technical High School Scholarships
- Bensalem High School Scholarships
- Conwell-Egan Catholic High School
- Indian Republic Day
- VFW Andalusia War Memorial
- Philadelphia Firefighters Local 22
- St. Mary's Hospital
- Frankford Hospital
- African American Chamber of Commerce
- Hispanic Chamber of Commerce
- Asian American Chamber of Commerce
- Mid-Atlantic Horse Rescue
- Council on Compulsive Gambling
- Bensalem Fall Festival
- Bensalem Pride Day
- St. Patrick's Day Parade
- Citizens Crime Commission of the Delaware Valley
- Lower Bucks County Chamber of Commerce
- Greater Philadelphia Chamber of Commerce
- CADE – Helping Children Make Smart Decisions

DIVERSITY IN BUSINESS PARTNERSHIPS

It is our intention to create an environment where there is equality of opportunity in all of our business partnerships. We will work with a diverse group of contractors, suppliers and other vendors, certified minority owned, women owned, disabled and small business enterprises to provide our company with goods and services. A database will be developed to match historically under-represented suppliers to buying opportunities within our company.

We will encourage all of our partners to support diversity efforts through second tier supplier programs.

In turn the company will mentor disadvantaged businesses to help them develop.

Our executives are committed to attending trade shows and trade fairs as a way of meeting new potential partners and a web site will be created allowing for potential vendors to be included in the vendor database and receive information about procurement of goods and services.

Key diversity activities include:

- Review and improve our supplier diversity website for MBE, WBE and DBE online registration.
- Participate in construction meetings relating to the casino expansion at Philadelphia Park Casino to set the expectation for inclusion of minority and women owned businesses.
- Active participation in diversity focused trade shows, conferences and conventions such as the Minority Supplier Development Council, NAACP, Hispanic Chamber of Commerce, African American Chamber of Commerce, and Asian American Chamber of Commerce.

- Regular vendor meetings with our buyers to discuss enriching business partnerships through inclusion.
- Taking advantage of opportunities to mentor MBE, WBE businesses to include them in our supplier pipeline.
- Discussion of inclusion barriers to provide solutions

Our 2009 outreach results for MBE and WBE businesses areas are as follows:

- Vendors \$ 3,900,000
- Construction Contractors \$27,000,000

DIVERSITY AND INCLUSION COMMITTEE

To ensure that our goals are reached we will establish a Diversity and Inclusion Committee, which is chaired by a senior executive and includes representation from a broad spectrum of our organization. The Diversity Director is a key member of the committee.

The goal of the committee is to address three main diversity targets:

1. The Workplace – Recruitment, selection, training, pay, benefits upward, Mobility and work environment.
2. Guest Relations – Marketing, advertising and promotions.
3. Business Partnerships – Local community, minority, women, disabled and Veteran owned business.

The Diversity and Inclusion Committee will seek to create a positive atmosphere of awareness, fairness, inclusion and leverage.

DIVERSITY AND COMMUNITY DEVELOPMENT DIRECTOR

The Director of Diversity and Community Development reports to the Chief Operating Officer and is responsible for the implementation, monitoring and enforcement of the Diversity and Inclusion Plan. These responsibilities include without limitation, recruitment, equal opportunity awareness training, workforce statistical analysis, grievance counseling and fact finding, career advancement counseling, assessment and adaptation of all personnel and compensation policies and procedures for conformity with agreed policies approved by any federal or state equal employment and business opportunity laws, monitoring and coordinating contracting and purchasing and construction activities and developing and maintaining involvement of the company in the community in support of equal employment and business opportunity.

The Director of Diversity and Community Development will continually communicate with Human Resources, Purchasing and Facilities and Construction departments to ensure that the objectives of the policy are being met. These departments will be required to submit reports of contracts awarded and contractor advertising for all levels of the workforce to demonstrate efforts made to comply. In addition, the Diversity and Community Development Director works closely with the Vice President of Human Resources to review employment practices to determine that all policies and procedures apply equally to all employees and all policies comply with our diversity initiatives.

The Director of Diversity and Community Development works with local stakeholders to keep them informed as to the value of the company and its impact on the community. The Director also serves as a member of the Responsible Gaming Committee focusing on underage and problem gaming prevention.

The Director of Diversity and Community Development will work closely with the American Gaming Association task force. The AGA is committed to promoting diversity in the commercial casino industry and accomplishes this commitment through a number of initiatives that focus on hiring and procurement. The goal is to maximize participation on the human resource, purchasing and contracting subcommittees of AGA. The Director of Diversity and Community Development will coordinate Greenwood's participation in expos

And fairs designed to give small suppliers and vendors the chance to showcase their products directly with purchasing decision makers.

The Director of Diversity and Community Development will direct the company's philanthropic donations of a local, regional and national nature.

PLAN MEASUREMENT AND EVALUATION

Evaluation is continuous with quarterly reports to the Pennsylvania Gaming Control Board on the key areas of plan performance. Periodic site visits and audits from the Pennsylvania Gaming Control Board's Chief Diversity Officer are an important part of external evaluation.

Internally, the Diversity and Inclusion Committee will provide ongoing assistance with evaluation and measurement. Other activities of the committee include:

- Providing the CEO, COO and the senior executive committee with periodic audit reports of their findings, including identifying accomplishments as well as any areas for improvement.
- Providing the Gaming Board with a report of their diversity results during each license renewal period.
- Recommending diversity program and projects.
- Advising the company's management team with respect to the foregoing.
- Documenting the committee's activities and progress and updating the senior executives on that progress.

APPENDIX 5

A brief description of the economic benefits expected to be realized by the Commonwealth, its political subdivisions, and its residents if table games are authorized.

Appendix 5

ECONOMIC BENEFITS TO THE COMMONWEALTH AND MUNICIPALITIES AS A RESULT OF TABLE GAMES AT GGE

GGE projects that it will generate tens of millions of dollars annually in Gross Table Game Revenue (“GTGR”) at GGE. In addition to the \$16.5 million licensing fee which GGE will pay to the Commonwealth on or before June 1, 2010, and based on its GTGR projection, GGE expects to pay millions of dollars in gaming taxes to the Commonwealth for its own benefit for GGE’s first two years of table games operations, as well as hundreds of thousands of dollars in local share taxes annually to the benefit of GGE’s host county, Bucks County, a nearby hospital and to GGE’s host municipality, Bensalem Township.²

To accommodate its table games operations, GGE will build-out its existing licensed facility to significantly expand its gaming floor. In total, GGE has budgeted over \$20 million in additional capital investment for the GGE site, as a result of this expansion and other table games implementation activities.

² For more specific GTGR, Commonwealth tax and local share projections, *see* Appendix 14.

APPENDIX 6

The details of any financing obtained or that will be obtained to fund an expansion or modification of the licensed facility to accommodate table games.

**GREENWOOD GAMING AND
ENTERTAINMENT, INC.**

**3001 Street Road
Bensalem, Pa. 19020**

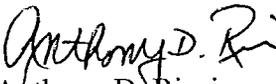
February 4, 2010

Pennsylvania Gaming Control Board
Verizon Tower, 5th Floor
Strawberry Square
P.O. Box 69060
Harrisburg, PA 17106-9060

To Whom It May Concern:

I am the Chief Financial Officer of Greenwood Racing, Inc., the parent company of Greenwood Gaming and Entertainment, Inc. ("GGE") and have authority to legally bind GGE. GGE intends to fund the \$16.5 million table games authorization fee and all other capital expenditures required to implement table games at Parx Casino through internally generated funds. Through this letter, I am verifying that GGE has the committed funds to cover all of the above identified costs without the need for outside financing.

Sincerely,

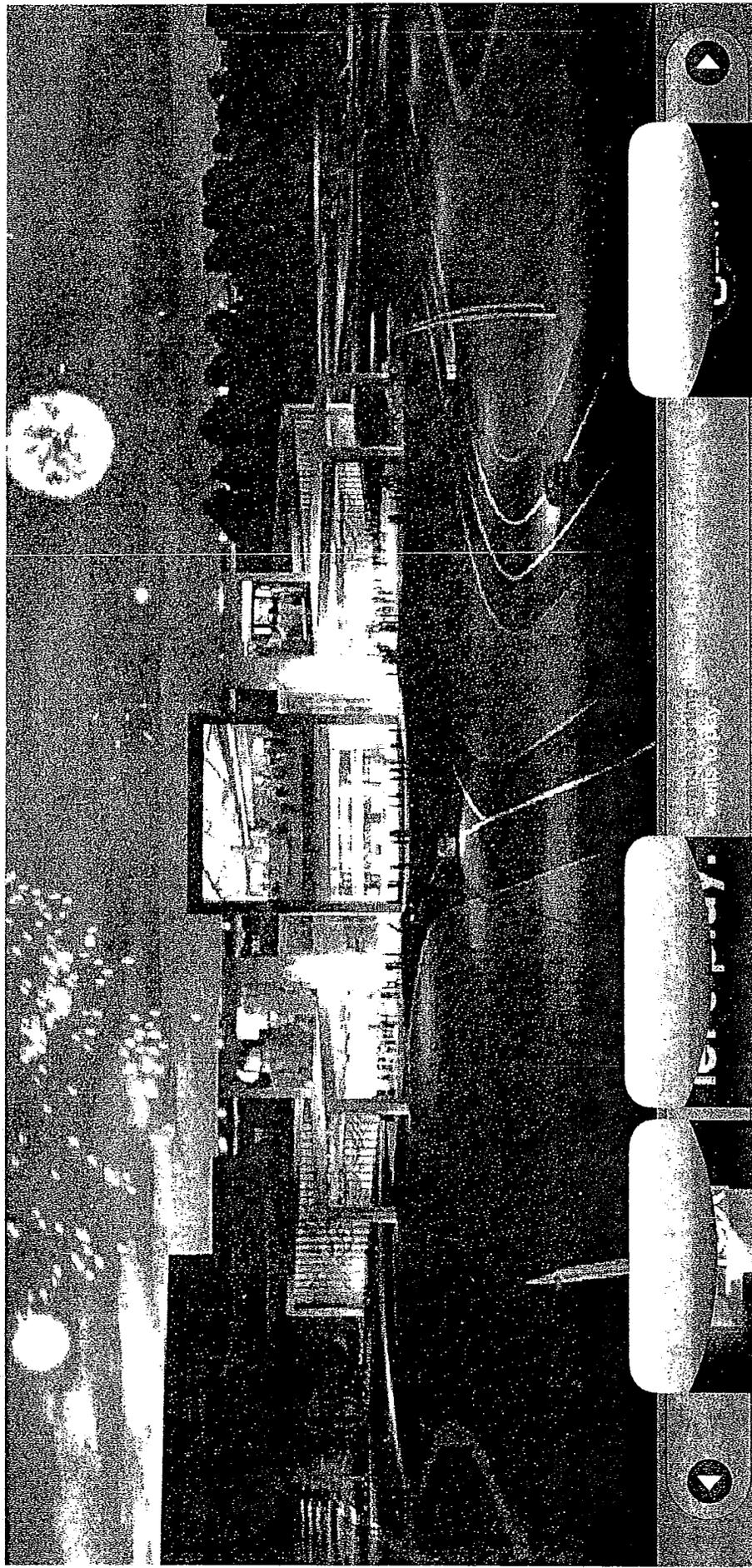

Anthony D. Ricci
Chief Financial Officer

APPENDIX 7

Information and documentation concerning financial background and resources to establish by clear and convincing evidence of the financial stability, integrity and responsibility of the petitioner.

APPENDIX 8

Information and documentation to establish by clear and convincing evidence that the petitioner has sufficient business ability and experience to create and maintain a successful table game operation. In making this determination, the Board may consider the results of the petitioner's slot machine operation, including financial information, employment figures and capital investment.

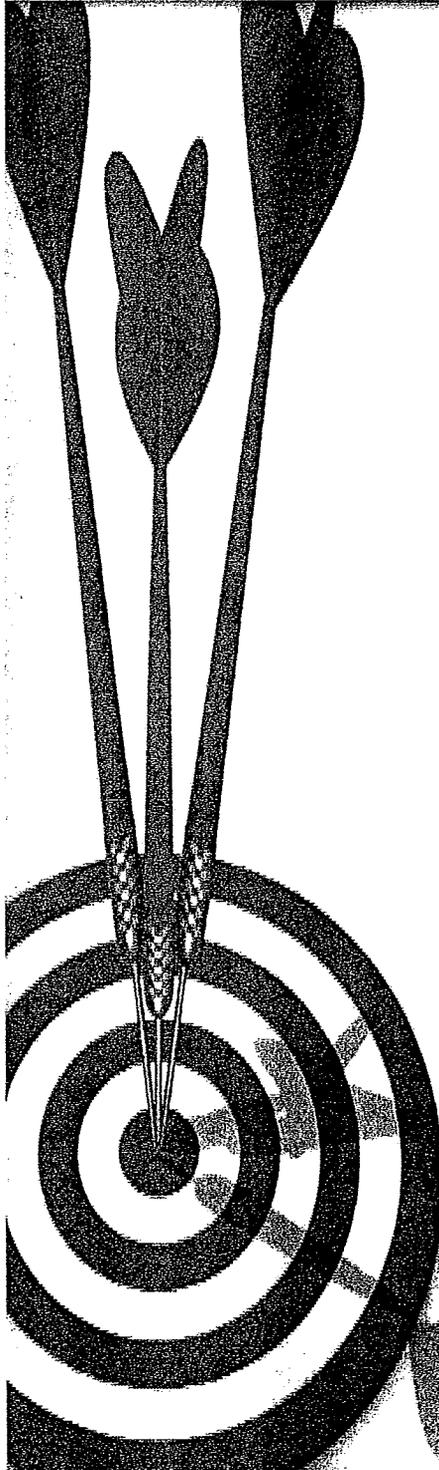




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check out our website - then come and check us out in person! we can't wait to see you there!

3,300 slots



e-tables



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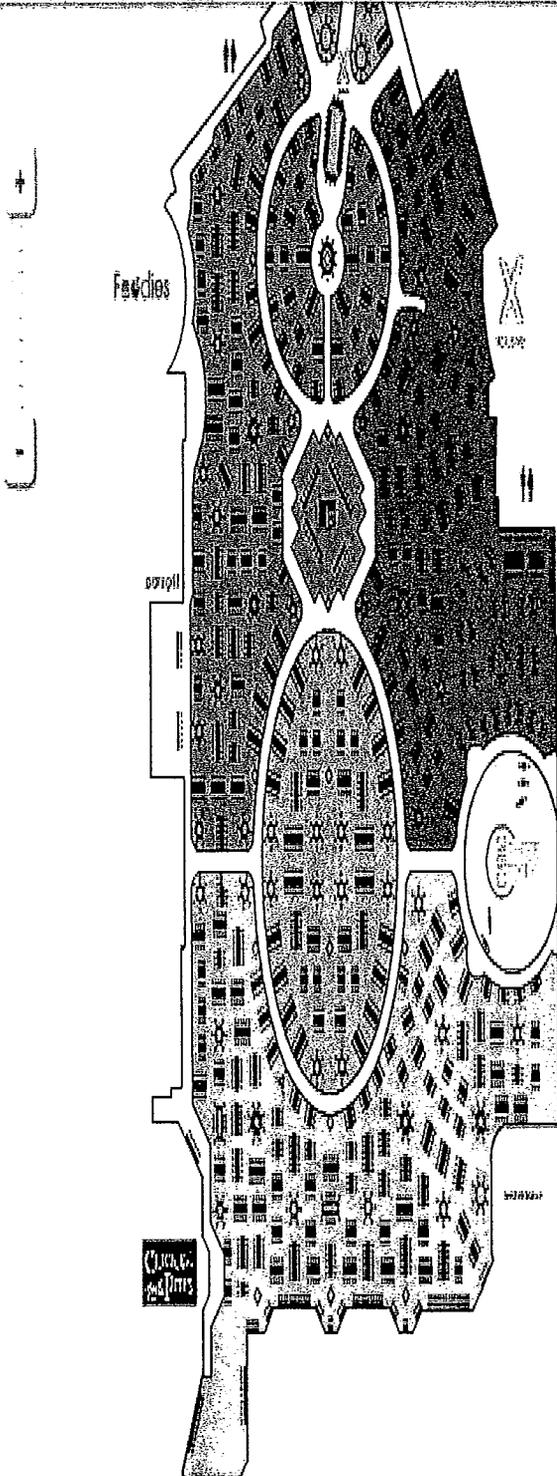
must be 21 years or older to play. gambling problem? [learn more](#) or call 1-800-GAMBLER



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choose a type

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electronic table game

25¢ 50¢ \$1 \$2

poker

\$5 \$10 \$25 \$100

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keyword filter

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upcoming events



secret service
February 4 - 6:00pm



mr. greengenas
February 5 - 7:00pm



the quailers
February 8 - 5:00pm



cover story
February 9 - 5:00pm



jerry blavet
February 10 - 5:00pm

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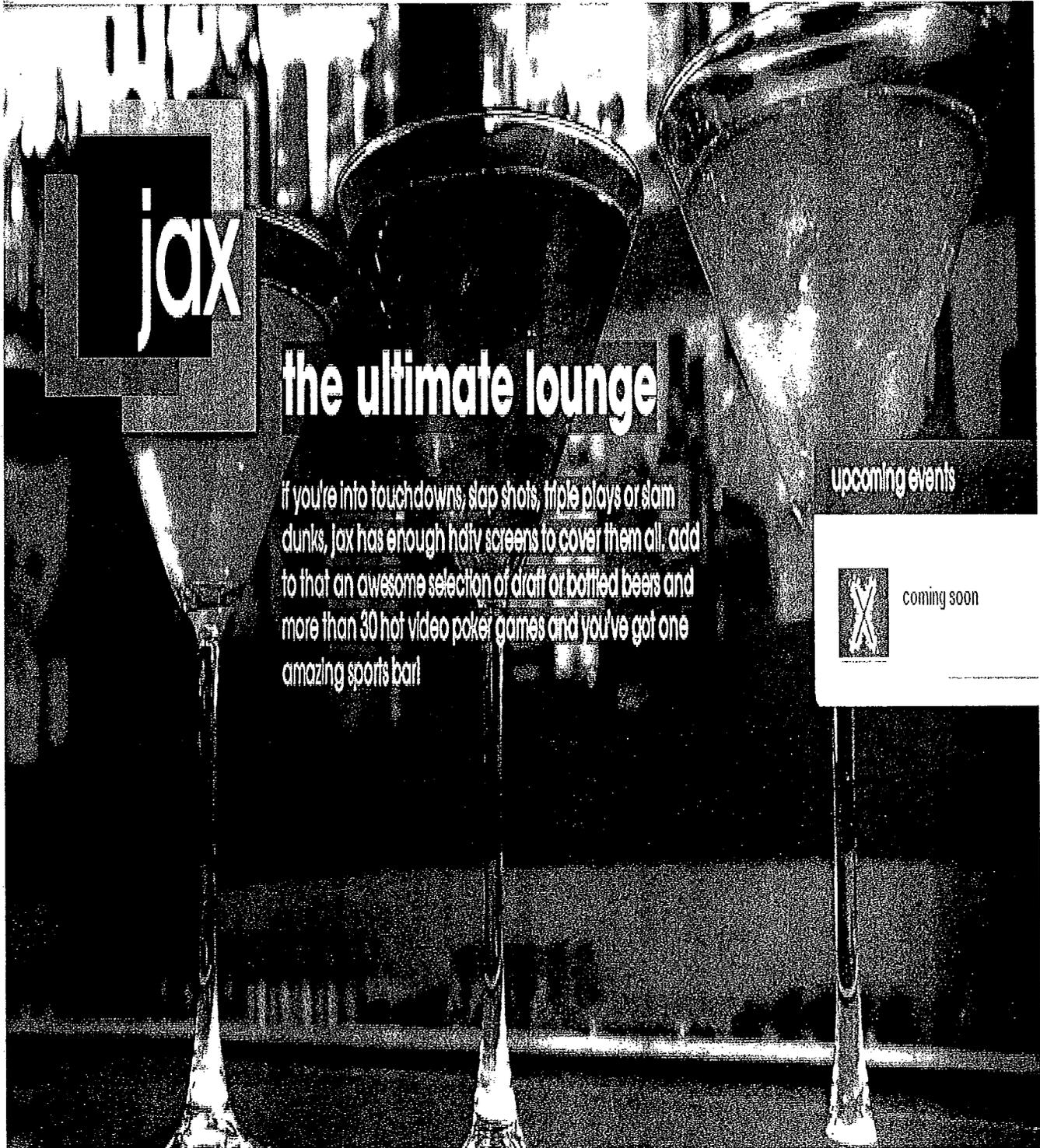
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our signature steakhouse

features an elegant and upscale design that is second only in taste to the sumptuous dishes on our menu. featuring classic steakhouse favorites alongside contemporary new fare prepared by chef matt canning, the parx grill is an unforgettable fine dining experience at just the right price.

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must be 21 years or older to play. gambling problem? [learn more](#) or call 1-800-GAMBLER

Appendix 8

Table Games Experience and Qualifications

GGE is clearly qualified and possesses the business ability and experience to develop and maintain a successful table game operation. Just as GGE's slots experience is predictive of its future table games success, the unmatched success of GGE's affiliates in pari-mutuel wagering was predictive of its slots operations abilities. Since acquiring Philadelphia Park Racetrack in the late 1980s, GGE's affiliate, Greenwood Racing, Inc., has become a leader in the North American wagering industry, owning and operating both thoroughbred and harness racetracks, off-track facilities and account wagering systems. This success has been achieved by marrying the effective use of technology with an in-depth knowledge of horse racing and an effective management team. Since assuming operations, the Greenwood team more than doubled the handle on live and simulcast racing at Philadelphia Park from its own facilities and generated hundreds of million dollars in wagers on its racing from other facilities throughout North America and Europe.

This consistent record of success, in both the gaming and wagering environments, is reflective of the combined over 80 years of experience of GGE's Chairman and President, Robert W. Green, and Chief Executive Officer, William E. Hogwood, in the gaming and wagering industry. GGE's experience and abilities to successfully operate table games are further bolstered by Parx Casino President and Chief Operating Officer, David Jonas, (resume attached) who served from 1998 to 2005 as Regional President and Multi Property General Manager of all four Harrah's Entertainment properties in Atlantic City (Harrah's, Showboat, Bally's and Caesar's). In this capacity, Mr. Jonas successfully oversaw and directed the operation of full table gaming at all four casinos and managed an operation with approximately 15,000 employees. Also joining the GGE table games team are Kathleen Meci formerly Wynn Group in Las Vegas Macau and Robert Kahler formerly with Harrahs in Atlantic City both of which have extensive table games experience.

In addition to the hiring of Ms. Meci and Mr. Kahler, GGE plans to enhance its table games experience by recruiting experienced and seasoned managers from other table game jurisdictions who will then identify and select a team of new employees to be trained in specific Parx Casino table game procedures and customer service standards, consistent with the Board's applicable regulatory requirements. Together, this information clearly and convincingly establishes that GGE has the requisite experience and abilities to receive a table games operation certificate.



Dave Jonas
President and Chief Operating Officer

Dave Jonas joined Greenwood Gaming and Entertainment Inc. in March, 2006. Jonas was appointed President and Chief Operating Officer to open and operate Philadelphia Park Casino the company's first casino property. In record time, Jonas developed the opening team and five months later successfully opened the temporary casino which produced the highest casino revenue in Pennsylvania 2007 through 2009. In December 2009, Jonas working with other executives at Greenwood Gaming and Entertainment opened the new 250,000 million dollar Parx Casino featuring over 3,500 slots, electronic table games, two restaurants, multiple bars and state of the art entertainment technology. The casino is located on 450 acres of land and Jonas and his team have quickly elevated Parx Casino as a top performer in the gaming industry leading all properties in win per unit

Mr. Jonas, a graduate of Widener University is no stranger to the gaming industry; he has over two decades of experience in the hyper-competitive casino world. Prior to joining Greenwood he was the Regional President in charge of Harrah's four casinos, (Harrah's, Showboat, Caesars and Bally's) he pioneered the establishment of the multi-properties consolidation and every company he has operated has consistently produced record-breaking profits.

Experience is key to understanding the unique needs of gamblers. Dave's insight comes from first-hand experience with the best players. This will lead Greenwood Gaming into the future with the onset of live table games and the implementation of phase two of the master plan to include a hotel and retail development.



Pennsylvania Gaming Control Board



July 2009 August 2009 September 2009 October 2009 November 2009 December 2009

Table with 12 columns (Month) and 18 rows (Mahegan Sun: Wagers, Payouts, Promotional Plays, Adjustments, Gross Terminal Revenue, State Tax, LSA, EDTF, PRHDF, Taxable w/s/d, Number of Machines, GTR % Change).

Fox (formerly Philadelphia Park)

Table with 12 columns (Month) and 18 rows (Wagers, Payouts, Promotional Plays, Adjustments, Gross Terminal Revenue, State Tax, LSA, EDTF, PRHDF, Taxable w/s/d, Number of Machines, GTR % Change).

Harris's Chester Downs

Table with 12 columns (Month) and 18 rows (Wagers, Payouts, Promotional Plays, Adjustments, Gross Terminal Revenue, State Tax, LSA, EDTF, PRHDF, Taxable w/s/d, Number of Machines, GTR % Change).



January 2010 February 2010 March 2010 April 2010 May 2010 June 2010 FY 2009/2010 Total Grand Total

	January 2010	February 2010	March 2010	April 2010	May 2010	June 2010	FY 2009/2010 Total	Grand Total
Mohican Sun								
Wagers							\$1,385,428,839.10	\$7,006,520,118.97
Payouts							\$1,257,179,910.14	\$6,364,130,666.01
Promotional Plays (Internal) ¹							\$18,445,772.37	\$39,038,157.63
Promotional Plays (External) ¹							\$0.00	\$0.00
Adjustments ²							\$0.00	\$199,152.03
Gross Terminal Revenue							\$109,803,756.59	\$603,550,437.36
State Tax (34%)							\$37,333,277.23	\$205,207,209.14
LSA (4%) ³							\$4,392,150.25	\$24,142,028.64
EDTF (5%) ⁴							\$5,490,187.92	\$30,177,650.97
PRHDJ ⁵							\$13,172,075.80	\$72,421,698.80
Taxable w/s/d								
Number of Machines ⁶								
GTR % Change ⁷							4.5%	
Pax (formerly Philadelphia Par)								
Wagers							\$2,473,408,457.84	\$13,386,112,503.71
Payouts							\$2,260,201,993.81	\$12,232,545,895.25
Promotional Plays (Internal) ¹							\$39,194,231.81	\$155,922,112.57
Promotional Plays (External) ¹							\$0.00	\$0.00
Adjustments ²							\$0.00	\$77,509.42
Gross Terminal Revenue							\$174,012,232.22	\$999,722,001.33
State Tax (34%)							\$59,164,158.95	\$339,905,480.60
LSA (4%) ³							\$6,960,489.25	\$39,988,880.05
EDTF (5%) ⁴							\$8,700,611.69	\$49,986,100.39
PRHDJ ⁵							\$20,877,772.83	\$119,962,946.13
Taxable w/s/d								
Number of Machines ⁶								
GTR % Change ⁷							1.8%	
Harrah's Chester Downs								
Wagers							\$1,933,095,274.93	\$11,295,904,727.48
Payouts							\$1,793,708,357.56	\$10,246,099,435.58
Promotional Plays (Internal) ¹							\$28,730,925.42	\$119,474,012.29
Promotional Plays (External) ¹							\$0.00	\$0.00
Adjustments ²							\$0.00	\$29,520.88
Gross Terminal Revenue							\$150,655,791.95	\$930,360,800.49
State Tax (34%)							\$51,222,969.29	\$316,322,672.12
LSA (4%) ³							\$6,026,231.68	\$37,214,432.14
EDTF (5%) ⁴							\$7,532,789.59	\$46,518,046.03
PRHDJ ⁵							\$18,072,668.38	\$111,637,269.40
Taxable w/s/d								
Number of Machines ⁶								
GTR % Change ⁷							-2.4%	

APPENDIX 8

GGE'S CAPITAL INVESTMENT PERTAINING TO SLOT OPERATIONS

The itemization of GGE's capital investment pertaining to slot operations is confidential and is included in Appendix 14.

APPENDIX 8

2010 TABLE GAMES BUDGET

In the Board's January 21, 2010 document re: Industry Meeting Regarding Implementation of Table Games - S.B. 711, the Board requested that a 2010 Table Games Budget be included in Appendix 8. However, because that budget includes revenue and expense projections which are confidential to GGE, the 2010 budget is included in Appendix 14.

APPENDIX 8

EMPLOYEES IN GGE'S SLOTS OPERATION

As of February 2010, GGE employs 593 gaming employees in its slots operations.

Appendix 9

Information and documentation to establish by clear and convincing evidence that the petitioner has the financial ability to pay the authorization fee under Section 1361A (relating to table game authorization fee).

**GREENWOOD GAMING AND
ENTERTAINMENT, INC.**

**3001 Street Road
Bensalem, Pa. 19020**

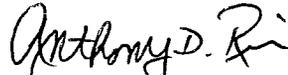
February 4, 2010

Pennsylvania Gaming Control Board
Verizon Tower, 5th Floor
Strawberry Square
P.O. Box 69060
Harrisburg, PA 17106-9060

To Whom It May Concern:

I am the Chief Financial Officer of Greenwood Racing, Inc., the parent company of Greenwood Gaming and Entertainment, Inc. ("GGE") and have authority to legally bind GGE. GGE intends to fund the \$16.5 million table games authorization fee and all other capital expenditures required to implement table games at Parx Casino through internally generated funds. Through this letter, I am verifying that GGE has the committed funds to cover all of the above identified costs without the need for outside financing.

Sincerely,



Anthony D. Ricci
Chief Financial Officer

Appendix 9

The authorization fee will be paid in a one-time payment and not in installments.

APPENDIX 10

Detailed site plans identifying the petitioner's proposed table game area, including restricted areas associated with table games operations within the licensed facility or any proposed temporary facility.

APPENDIX 11

If the petitioner is a Category 1 or Category 2 slot machine licensee, the signed waiver of rights form required by Sections 1312A(11) and 1315A(8).

ACKNOWLEDGEMENT AND WAIVER OF RIGHTS

Greenwood Gaming and Entertainment, Inc. (GGE) (Name of slot machine licensee), and Robert Green (Name of Officer authorized to legally bind the slot machine licensee), on behalf of GGE (Name of slot machine licensee) as well as its principals, owners, affiliates, officers and directors hereby acknowledge that a Table Game Operation Certificate authorized under the Pennsylvania Race Horse Development and Gaming Act, 4 Pa.C.S. §§1101, et seq. as amended, is a privilege to conduct table game operations in Pennsylvania under the purview, discretion and authorization of the Pennsylvania Gaming Control Board, and that there is no right created by State law to obtain said Table Game Operation Certificate.

GGE (Name of slot machine licensee) further acknowledges that by petitioning for the approval a Table Game Operation Certificate, GGE (Name of slot machine licensee) as well as its principals, owners, affiliates, officers and directors hereby knowingly waive certain rights which may otherwise arise as a result of amendments or additions to the Pennsylvania Race Horse Development and Gaming Act that took effect on January 7, 2010 as set forth below:

- (1) the right under section 1209(f) (relating to slot machine license fee) or under any contract executed by the slot machine licensee/petitioner and the Department of Revenue under section 1209(c) to receive the return of any portion of the slot machine license fee paid by the slot machine licensee/petitioner for its slot machine license;
- (2) the right, if any, to sue for the return of any portion of the slot machine license fee paid by the petitioner for its slot machine license.

4 Pa.C.S. §1312A(b) (11)

Additionally, GGE (Name of slot machine licensee) acknowledges that should it be entitled to a return of any portion of its \$50 million slot machine license fee, a one-time slot machine license renewal fee will be assessed in an amount equal to the amount of the fee returned to the slot machine licensee as provided in 4 Pa.C.S. §1209(f) (3).

I, as an officer of the slot machine licensee, hereby certify that I am authorized on behalf of the slot machine licensee, and its principals, owners, affiliates, officers and directors, to sign this waiver and to bind the slot machine licensee to the terms and conditions of this Acknowledgement and Waiver of Rights. I further certify that I have had the opportunity to consult with counsel regarding this matter and am knowingly and voluntarily agreeing to the terms of the waiver as a condition of petitioning the Pennsylvania Gaming Control Board for the approval of a Table Game Operation Certificate pursuant to 4 Pa.C.S. Chapter 13A.

I certify that this Acknowledgement and Waiver of Rights has been presented to each of the slot machine licensee's/petitioner's principals for review and approval and that each principal has acknowledged and accepted the terms as indicated by his or her signature below.

I further certify and agree that if the slot machine licensee, on its own behalf or by and through its principals, owners, shareholders, officers and directors attempts to assert a challenge to the requirement of this waiver as a condition to receiving a Table Game Operation Certificate as provided for and required by 4 Pa.C.S. Chapter 13A and Section 1312A(b)(11), the slot machine licensee shall be responsible for indemnifying for, and holding harmless the Pennsylvania Gaming Control Board and its members, officials and employees from, all costs and expenses of litigation as well as from any claims or judgments for damages or other harm relating in any way to: the subject matter of the Acknowledgement and Waiver of Rights, the petition for a Table Game Operation Certificate, or a refund of license fees provided for under Section 1209(f) of the Pennsylvania Race Horse Development and Gaming Act, 4 Pa.C.S. §1209(f).

I am aware and agree that the failure to abide by agreements and terms of this Acknowledgement and Waiver of Rights may result in the suspension or revocation of any authorizations, permits, certificates and licenses to conduct gaming in Pennsylvania; and that false or misleading statements and representations made herein may subject myself to criminal penalties under 18 Pa.C.S. §§4902-4904.

Greenwood Gaming and Entertainment, Inc.

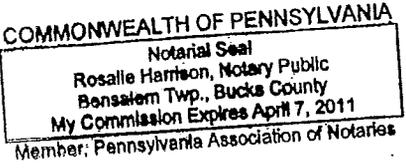
Name of slot machine licensee

Signature of Officer

Robert Green
Printed Name of Officer

(215) 638-3319
Daytime Telephone Number

1.29.2010
Date



Scribed and Sworn to me this 29 day of Jan of 2010.

[Signature]
Notary Public

My Commission Expires on: 4/7/2011

The date and signature all principals of the slot machine licensee required to acknowledge the waiver of rights pursuant to 4 Pa.C.S. §1312A(b)(11).

See Attached. / _____ Date
/ _____ Date
/ _____ Date
/ _____ Date
/ _____ Date

Attach additional pages as necessary

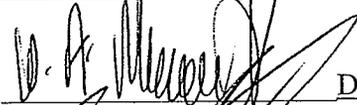
The date and signature all principals of the slot machine licensee required to acknowledge the waiver of rights pursuant to 4 Pa.C.S. §1312A (b) (11) .

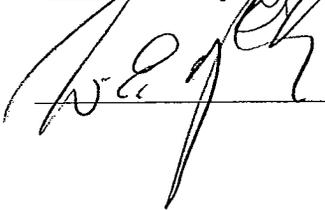
Herbert G. Baerwitz _____ Date _____

James Lane _____ Date _____

Richard J. Kendle  Date 1.29.2010

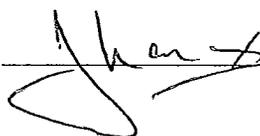
Terrence A. Everett  Date 1.29.2010

Watches A. Manoukian  Date 1.29.2010

William E. Hogwood  Date 1.29.2010

The date and signature all principals of the slot machine licensee required to acknowledge the waiver of rights pursuant to 4 Pa.C.S. §1312A (b) (11).

Herbert G. Baerwitz _____ Date _____

James Lane _____  Date 1.29.2010

Richard J. Kendle _____ Date _____

Terrence A. Everett _____ Date _____

Wachte A. Manoukian _____ Date _____

William E. Hogwood _____ Date _____

The date and signature all principals of the slot machine licensee required to acknowledge the waiver of rights pursuant to 4 Pa.C.S. §1312A (b) (11) .

Herbert G. Baerwitz

Herbert Baerwitz Date Feb 1, 2010

James Lane

_____ Date _____

Richard J. Kendle

_____ Date _____

Terrence A. Everett

_____ Date _____

Wachte A. Manoukian

_____ Date _____

William E. Hogwood

_____ Date _____

**AGREEMENT FOR TAX CREDIT AND RETURN OF FEE
BETWEEN
COMMONWEALTH OF PENNSYLVANIA,
DEPARTMENT OF REVENUE
AND
GREENWOOD GAMING AND ENTERTAINMENT, INC.**

This Agreement (hereinafter, "Contract") is made and entered into this 11th day of ~~November~~ ^{December}, 2008, by and between the Commonwealth of Pennsylvania, Department of Revenue, (hereinafter, the "Department" or "Commonwealth") and Greenwood Gaming and Entertainment, Inc. ("Greenwood" or "Licensee"), 3001 Street Road, Bensalem, PA, 19090, Federal Employee Identification Number 14-1943332 (hereinafter collectively, the "Parties").

WHEREAS, the Pennsylvania Race Horse Gaming and Development Act, Act 2004-71, as amended by Act 2006-135, 4 Pa. C.S. § § 1101-1904, (hereinafter, the "Act"), authorizes the Pennsylvania Gaming Control Board (hereinafter, "Board") to grant slot machine licenses within the Commonwealth of Pennsylvania;

WHEREAS, the Board, on December 18, 2006, granted to Greenwood a conditional slot machine license, License No. F1269, and on December 18, 2007 the Board granted Greenwood a permanent slot machine license;

WHEREAS, Section 1209(a) of the Act imposed and the Licensee paid a license fee in the amount of \$50,000,000.00 on December 18, 2006;

WHEREAS, Section 1209 (c) of the Act provides for credits against taxes paid by Category 1 and 2 slot machine licensees under certain conditions and further requires the Parties to enter into a contract for the application of said credits; and,

WHEREAS, Section 1209(f) of the Act provides for the return of slot machine license fees to Category 1 and 2 licensees under certain conditions and provides the schedule and

**Certified a True and
Correct Copy.** 

amount of fees to be so returned, and Section 1209(c) requires that provisions of the contract required under Section 1209(c) include the requirements of Section 1209(f);

NOW, THEREFORE, in consideration of the foregoing recitals and intending to be legally bound, the Parties hereto agree as follows:

1. Definitions

The terms used in this Contract shall have the meanings given to them in the Act, unless specifically defined herein:

A. "Tax" shall mean the daily 34% tax upon gross terminal revenue from the slot machines operating at the Licensee's facility, imposed by Section 1403 (b) of the Act. It does not include any other assessments of or payments from the Licensee.

B. "License Date" shall mean December 18, 2006, the date on which the Board issued a slot machine license to the Licensee.

C. "License Fee" shall mean the \$50,000,000.00 paid by the Licensee as recited above.

2. Contract Term

The term of this Contract shall commence on the License Date and shall expire at midnight on the tenth anniversary of the License Date. The term of this Contract may not be extended for any reason.

3. Credit Against Tax for Slot Machine Licensees

As required by Section 1209 of the Act, and as contractually required by this Contract, the Licensee will be entitled to receive a credit against Tax payable to the State Gaming Fund as follows.

A. If the rate of the Tax is increased at any time during the term of ten years following the License Date, the Licensee shall be entitled to a credit against subsequent payment of the Tax equal to the difference between the Tax calculated at the rate on the License Date and the tax calculated at the increased rate. The credit shall be applied on a dollar-for-dollar basis as and when the Tax is payable as set forth in Section 1403 of the Act but shall not extend beyond the ten-year period following the License Date. The aggregate amount of all credits provided shall not exceed the amount of the License Fee reduced by any return of the License Fee pursuant to Section 1209(f) of the Act or this Contract.

B. In case of a change of ownership or control of the Licensee, Section 1209(e) of the Act shall apply.

C. Any credit to which the Licensee may be entitled shall expire at midnight on the tenth anniversary of the issuance of the Licensee's License Date; no credit shall be allowed thereafter.

4. Return of License Fee

As required by Section 1209 of the Act, and as contractually required by this Contract, the Licensee will be entitled to a return of all or part of the Licensee Fee as follows.

A. The entire License Fee of \$50,000,000.00 shall be returned to the Licensee in the event Sections 1201 (relating to Pennsylvania Gaming Control Board established), 1202 (relating to general and specific powers) or 1307 (relating to number of slot machine licenses) of the Act is amended or otherwise altered by an act of the General Assembly within five years following the License Date pursuant to Section 1301 (relating to authorized slot machine licenses) to change:

1. the composition of the board;
2. the number or voting powers of members of the board;

3. the manner in which members are nominated or appointed to the board;
4. the length of term for which each member serves;
5. the general jurisdiction of the board in a manner that impairs or otherwise reduces the board's licensing authority; or
6. to increase the statutory maximum number of permissible licensed facilities.

B. In the event that the Act is amended or otherwise altered by an act of the

General Assembly as described pursuant to paragraph A of this Section:

1. In the sixth year following the License Date, the Licensee shall be entitled to a partial return of the License Fee in the amount of \$41,666,667.00.
2. In the seventh year, the Licensee shall be entitled to a partial return of the License Fee in the amount of \$33,333,334.00.
3. In the eighth year, the Licensee shall be entitled to a partial return of the License Fee in the amount of \$25,000,000.00.
4. In the ninth year, the licensee shall be entitled to a partial return of the License Fee in the amount of \$16,666,668.00.
5. In the tenth year, the Licensee shall be entitled to a partial return of the License Fee in the amount of \$8,333,334.00.

C. In the event that the action described in paragraph A of this Section occurs after the expiration of ten years from the License Date, the Licensee shall not be entitled to a return of any portion of the License Fee.

D. Notwithstanding the foregoing, the Licensee shall not be entitled to the return of any portion of the License Fee as a result of any act of the General Assembly insofar as it implements a recommendation made by the Board pursuant to a qualified majority vote. In the event a full or partial return of the License Fee imposed becomes due pursuant to subsection 1209(f) of the Act or this Contract, the amount to be returned to the Licensee shall be reduced on a dollar-for-dollar basis by the total accumulated tax credits granted to the Licensee pursuant to

subsection 1209(c) of the Act or this Contract. In no event shall the total amount of the License Fee returned, combined with the total tax credits granted, exceed the amounts set forth in subsection 1209(f) or in this Contract. The total or partial return of the License Fee shall extinguish the Licensee's right to claim any further tax credits pursuant to subsection 1209(c) of the Act or pursuant to this Contract.

5. Conditions

A. The Licensee shall not be entitled to a credit or return of the License Fee under Section 1209 or under this Contract during any period for which the Board has suspended the Licensee's License.

B. The Licensee shall not be entitled to a credit or return of the License Fee under Section 1209 of the Act or under this Contract if the applicable act of the General Assembly occurs after the Board has revoked or terminated the Licensee's License.

C. Except as provided in Section 1209(e) of the Act and except as provided in this Contract, the Licensee shall not be entitled to a credit or return of the License Fee under Section 1209 of the Act or under this Contract if the applicable act of the General Assembly occurs after the date on which the Licensee ceases doing business as a slot machine licensee in this Commonwealth or ceases to operate a licensed gaming entity under the Act.

6. Offset for Taxes and Amounts Owed the Commonwealth

The Commonwealth may set off against any credit or against any return of License Fee owed to the Licensee under Section 1209 of the Act or under this Contract the amount of any tax liability to the Commonwealth, or other debt of the Licensee or its subsidiaries owed to the Commonwealth, which is not the subject of a properly filed appeal.

7. Notice

The Parties agree that all notices given pursuant to the terms of this Contract shall be sufficient if in writing and sent by telecopy, facsimile or courier service with receipt acknowledged. All other communications shall be sufficient if in writing and mailed prepaid first class. Any such notice or communication shall be sent to the following addresses as may be designated from time to time by the Parties in writing:

As to the Department:

Secretary of Revenue
Department of Revenue
Department 281100
Strawberry Square
Harrisburg, PA 17128-1100
Facsimile No: (717) 787-3990

As to the Licensee:

Greenwood Gaming and Entertainment, Inc.
3001 Street Road,
Bensalem, PA 19090
Attention: Robert W. Green, Chairman
Fax No: 215.639.0337

Copy to:

Alan Kohler, Esquire
Wolf Block, LP
213 Market Street
9th Floor
Harrisburg, PA 17101
Fax No: 717.237.2752

8. Resolution

A Resolution signed by the Chief Executive Officer of the Licensee, authorizing the signatory to execute this Contract, is attached hereto as Appendix A and made a part hereof.

9. General Provisions

A. This Contract shall be governed by and construed according to the laws of the Commonwealth of Pennsylvania.

B. The Parties agree that the terms of this Contract will be binding and enforceable against any and all Parties, notwithstanding any further amendment to the Act.

C. This Contract shall not be amended or modified except by an instrument in writing duly signed by the Parties and as permitted by law.

D. This Contract constitutes the entire contractual agreement between the Parties with respect to credits and returns of funds to Licensee pursuant to the Act.

E. If a court of competent jurisdiction determines any portion of this Contract to be invalid, it shall be severed and the remaining portions of this Contract shall remain in full force and effect.

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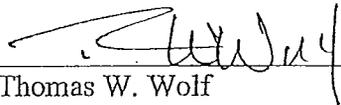
IN WITNESS WHEREOF, the Commonwealth of Pennsylvania, Department of Revenue, and Greenwood have caused this Contract to be executed on the date first above written.

Greenwood Gaming and Entertainment, Inc.

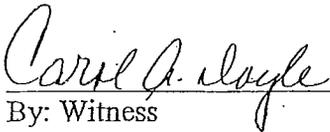
Commonwealth of Pennsylvania:
Department of Revenue



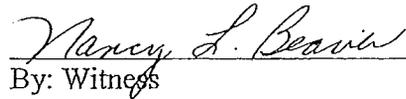
Robert W. Green 11/20/08
Chairman Date



Thomas W. Wolf 11/20/08
Secretary Date

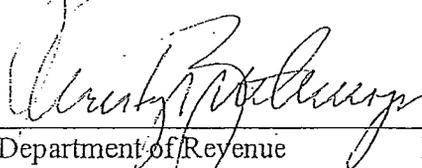


By: Witness 11/20/08
 Date



By: Witness 11/20/08
 Date

APPROVED AS TO FORM AND LEGALITY:



Department of Revenue 11.25.08
 Date



Office of General Counsel 12-10-08
 Date



Office of Attorney General 12/11/08
 Date

Certified a True and
Correct Copy. 



DEC 18 2008

COMMONWEALTH OF PENNSYLVANIA
GOVERNOR'S OFFICE OF GENERAL COUNSEL

December 16, 2008

Alan C. Kohler, Esq.
Wolf, Block, Schorr and
Solis-Cohen LLP
Ninth Floor
213 Market Street
Harrisburg, PA 17101

Re: Greenwood Gaming and Entertainment, Inc.

Dear Mr. Kohler:

Enclosed for your files please find a fully executed copy of the Agreement for Tax Credit and Return of Fee between the Pennsylvania Department of Revenue and Greenwood Gaming and Entertainment, Inc.

Thank you for your cooperation in this matter.

Very truly yours,

Jullia A. Sheridan
Deputy Chief Counsel

Enclosure

cc: Nora Winkelman, Esq.

JAS:mg

#25425



APPENDIX 12

A description of the licensee's plan to provide training and instruction, or equivalent, for personnel that will be involved in table games.

Appendix 12

Parx Casino Table Games Training Plan Overview

- Employment Requirements

All dealers will have to complete and pass a math test, attend dealer school and be granted a gaming license by the Pennsylvania Gaming Control Board (the “Board”).

- Training Overview

- Curriculum

Parx Casino will be offering an on-site dealer school which will incorporate training on all games that Parx Casino will have on the gaming floor. The following are the school names:

- Parx Casino Gaming School

Training will incorporate (but not be limited to) the following:

- Game-specific technical skills including but not limited to chip handling, card handling, dice handling, ball handling
- Game rules
- Policies and procedures
- Game protection
- Game specific servicing of customers
- Equipment handling

The training curriculum will be crafted to suit a range of trainee experience.

- Gaming School

- Location - Parx Casino will be conducting dealer school in a Board approved in-house location, and proposes Philadelphia Park Racetrack on Parx Casino property as that location. Parx Casino will have the following training tables (quantities included):

- Baccarat – 2 tables
- Blackjack – 12 tables
- Craps – 2 tables
- Roulette – 2 tables

- Equipment - Equipment will be provided by a variety of sources and will be limited to known gaming vendors currently licensed in other recognized gaming jurisdictions, including but not limited to United States Playing Cards, TCS John Huxley, IGT, Shufflemaster, Gaming Partners International. All Equipment will be clearly identified as training equipment.
- Cost - Parx Casino will be providing dealer school to in-house and potential table games dealers at no cost.
- Training Providers - Parx Casino table games managers will train all dealer school trainers.
- Use of Equipment - All Parx Casino training equipment, including slot machines, table game devices, associated equipment and all representations of value, will be used for the sole purpose of training (i.e., instructional or practice). No taxable play will be permitted on any training equipment.
- Chips - Chips, value and non-value, utilized by the gaming school at Parx Casino shall be distinctly dissimilar to those chips used at any table games on the Parx Casino gaming floor.
- Possession, removal and transportation - Possession, removal and transportation of any Parx Casino slot machine or table games device and associated equipment will be done in accordance with the Board's regulations. Parx Casino Security Department will oversee the possession, removal and transportation of such equipment.
- Serial Numbers - Parx Casino will serial number all slot machines and table game device and associated equipment on the Parx Casino property, not limited to the gaming school.
- Security - Parx Casino will issue keys to the gaming school facility to its table games executive. Neither dealers nor table games supervisors will have unsupervised access to the gaming school facility.
- Notice to Board and Bureau - Parx Casino will not sell or transfer any slot machine, table game, table game device or associated equipment except upon prior written notice to the Board and the Bureau.

- Training Manuals - Manuals for all games taught will be supplied to each dealer in dealer school.
- Certificate of Competency - Upon the successful completion of dealing school each dealer will receive a certificate of competency.
- Departmental Training

Supplemental training will be done with the following departments:

- Title 31 – Finance department
 - Responsible Gambling – Human Resources
 - TIPS (alcohol awareness) – Human Resources
 - Guest Service – Human Resources
- Compliance

Parx Casino training program and gaming schools will comply in all ways with the the Board's regulations as they are adopted and become effective.

APPENDIX 13

Total anticipated investment by the licensee associated with table games (construction, renovations, etc.) and an estimate of the number of construction jobs involved.

APPENDIX 14

**Other Information as the Board may require.
See, 4 Pa.C.S. 1312A(12)**