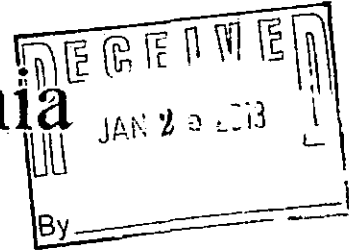




Pennsylvania
Gaming
Control
Board



PRINCIPAL ENTITY FORM

INSTRUCTIONS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1. APPLICATION FEES

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

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

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

PRINCIPAL ENTITY \$2,500.00

2. APPLICATION FORM INSTRUCTIONS

A. GENERALLY

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

B. PRINCIPAL ENTITY FORM

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

APPLICANT IS SUBMITTING THIS PRINCIPAL ENTITY FORM BECAUSE IT IS A PRINCIPAL OF Penn National Gaming, Inc. (Parent Co. of PA Gaming Ventures, LLC)

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

Applicant was formed specifically for the purpose of investing in and holding the Series B Preferred Stock of Penn National Gaming, Inc.

Applicant currently holds 78% of the Series B Preferred stock of Penn National Gaming, Inc.

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

APPLICANT INFORMATION

APPLICANT'S BUSINESS NAME			
BUSINESS NAME AS IT APPEARS ON APPLICANT'S CERTIFICATE OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENTS (SPELL OUT COMPLETE NAME, DO NOT USE ABBREVIATIONS)			
FIF V PFD LLC			
TRADE NAME(S) AND DOING BUSINESS AS ("DBA") NAMES			
IS THE APPLICANT A MINORITY OR WOMEN'S BUSINESS ENTERPRISE THAT IS CERTIFIED BY THE BUREAU OF MINORITY AND WOMEN'S BUSINESS ENTERPRISE OF THE DEPARTMENT OF GENERAL SERVICES? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
IF YES, PROVIDE CERTIFICATION NUMBER _____			
APPLICANT'S PRINCIPAL ADDRESS			
ADDRESS LINE 1 1345 Ave of the Americas, 46th Floor			
ADDRESS LINE 2			
ADDRESS LINE 3			
CITY New York		STATE/PROVINCE NY	POSTAL CODE 10105
COUNTRY USA		EMAIL ADDRESS	
COUNTY	TOWNSHIP	WEB URL	
PHONE NUMBER ()		FAX NUMBER ()	
APPLICANT'S ADDRESS IN PENNSYLVANIA (IF APPLICABLE)			
ADDRESS LINE 1			
ADDRESS LINE 2			
ADDRESS LINE 3			
CITY		STATE/PROVINCE	POSTAL CODE
COUNTRY		EMAIL ADDRESS	
COUNTY	TOWNSHIP	WEB URL	
PHONE NUMBER ()		FAX NUMBER ()	
CONTACT NAME FOR THIS APPLICATION			
FIRST NAME Cameron	MIDDLE NAME	LAST NAME MacDougall	SUFFIX (JR., SR., ETC.)
TITLE General Counsel, Private Equity		INDIVIDUAL EMAIL ADDRESS	
PHONE NUMBER ()		FAX NUMBER ()	
APPLICANT'S FORM OF ORGANIZATION			
CHECK ONE			
<input type="checkbox"/> SOLE PROPRIETORSHIP	<input type="checkbox"/> PARTNERSHIP	<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> C-CORPORATION
<input checked="" type="checkbox"/> LIMITED LIABILITY COMPANY	<input type="checkbox"/> S-CORPORATION	<input type="checkbox"/> TRUST	
<input type="checkbox"/> OTHER (DESCRIBE) _____			

APPLICANT'S ORGANIZATION DOCUMENTS

STATE OF INCORPORATION, REGISTRATION OR OTHER TYPE OF FORMATION Delaware	DATE OF FORMATION July 1, 2008
APPLICANT'S BUSINESS NAME AS IT APPEARS ON THE FORMATION DOCUMENTS FIF V PFD LLC	
LIST ALL STATES IN WHICH THE APPLICANT IS CURRENTLY REGISTERED OR AUTHORIZED TO DO BUSINESS Delaware	
IS APPLICANT REGISTERED OR AUTHORIZED TO DO BUSINESS IN THE COMMONWEALTH OF PENNSYLVANIA? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

APPLICANT'S IDENTIFICATION NUMBERS

FEDERAL EMPLOYER IDENTIFICATION NUMBER/TIN [REDACTED]	PA UNEMPLOYMENT COMPENSATION ACCOUNT NUMBER [REDACTED]
PA DEPARTMENT OF REVENUE CORPORATE BOX NUMBER [REDACTED]	PA LIQUOR CONTROL BOARD LICENSE NUMBER Does not apply
PA WORKERS COMPENSATION POLICY NUMBER [REDACTED]	PA DEPARTMENT OF STATE - ENTITY NUMBER Does not apply
DOES THE APPLICANT HAVE ANY OUTSTANDING TAX LIABILITIES TO EITHER THE COMMONWEALTH OF PENNSYLVANIA OR ANY OTHER STATE OR THE FEDERAL GOVERNMENT? [REDACTED]	
IF YOU ANSWER YES, PROVIDE DETAILS CONCERNING ALL OUTSTANDING TAX LIABILITIES.	

CRIMINAL HISTORY

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

DEFINITIONS	<p>FOR PURPOSES OF THIS SECTION:</p> <p>A. "CRIME OR OFFENSE" INCLUDES ALL FELONIES AND MISDEMEANORS, AS WELL AS SUMMARY OFFENSES THAT MAY HAVE REQUIRED YOU TO APPEAR BEFORE A LAW ENFORCEMENT AGENCY, STATE OR FEDERAL GRAND JURY, JUSTICE COURT, MUNICIPAL COURT, CITY COURT, TRAFFIC COURT, MILITARY COURT OR ANY OTHER COURT EXCEPT JUVENILE COURT. INCLUDE ALL DUI/DWI OFFENSES.</p> <p>B. "ARREST" INCLUDES ANY TIME THAT YOU WERE STOPPED BY A POLICE OFFICER OR OTHER LAW ENFORCEMENT OFFICER AND ADVISED THAT YOU WERE UNDER ARREST, DETAINED, HELD FOR QUESTIONING, REQUESTED BY A POLICE OFFICER OR LAW ENFORCEMENT OFFICER TO COME TO A POLICE STATION AND ANSWER QUESTIONS, TAKEN INTO CUSTODY BY ANY POLICE OFFICER OR OTHER LAW ENFORCEMENT OFFICER, FINGERPRINTED, HELD IN JAIL, OR INSTRUCTED TO APPEAR IN COURT OR SUBPOENAED TO ANSWER FOR CONDUCT WHICH IS A CRIME AS HAS BEEN DEFINED IN PARAGRAPH "A."</p> <p>C. "CHARGE" INCLUDES ANY INDICTMENT, COMPLAINT, INFORMATION, SUMMONS, CITATION OR OTHER NOTICE OF THE ALLEGED COMMISSION OF ANY CRIME OR OFFENSE AS DEFINED IN PARAGRAPH "A."</p>
INSTRUCTIONS	<p>1. ANSWER "YES" AND PROVIDE ALL INFORMATION TO THE BEST OF YOUR ABILITY EVEN IF:</p> <p>A. YOU DID NOT COMMIT THE OFFENSE CHARGED;</p> <p>B. THE ARREST OR CHARGES WERE DISMISSED OR THE CHARGES WERE SUBSEQUENTLY DOWNGRADED TO A LESSER CHARGE;</p> <p>C. YOU PLEADED NOT GUILTY OR NOLO CONTENDERE;</p>

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

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

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

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

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

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

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

2. ANSWER "NO" IF:

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

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

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

1. HAS APPLICANT OR ANY OF ITS OFFICERS, DIRECTORS/PARTNERS OR TRUSTEES EVER BEEN INDICTED, CHARGED WITH OR CONVICTED OF A CRIMINAL OFFENSE OR BEEN A PARTY TO OR NAMED AS AN UNINDICTED CO-CONSPIRATOR IN ANY CRIMINAL PROCEEDING IN THE COMMONWEALTH OR ANY OTHER JURISDICTION?

YES NO

If you answer YES, you must complete **SCHEDULE 6** CONCERNING CRIMINAL HISTORY.

TESTIMONY, INVESTIGATIONS OR POLYGRAPHS

2. HAS APPLICANT OR ANY OF ITS OFFICERS, DIRECTORS/PARTNERS OR TRUSTEES EVER BEEN CALLED TO TESTIFY BEFORE, BEEN THE SUBJECT OF AN INVESTIGATION CONDUCTED BY, OR REQUESTED TO TAKE A POLYGRAPH EXAM BY ANY GOVERNMENTAL AGENCY, COURT, COMMITTEE, GRAND JURY OR INVESTIGATORY BODY (MUNICIPAL, STATE, COUNTY, PROVINCIAL, FEDERAL, NATIONAL, ETC.) OTHER THAN IN RESPONSE TO MINOR TRAFFIC RELATED OFFENSES?

If you answer YES, you must complete **SCHEDULE 7** CONCERNING TESTIMONY, INVESTIGATIONS OR POLYGRAPHS.

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

3. HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES EVER HAD A JUDGMENT, ORDER, CONSENT DECREE OR CONSENT ORDER PERTAINING TO A VIOLATION OR ALLEGED VIOLATION OF THE FEDERAL ANTITRUST, TRADE REGULATION OR SECURITIES LAWS, OR SIMILAR LAWS OF ANY STATE, PROVINCE OR COUNTRY ENTERED AGAINST IT?


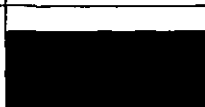

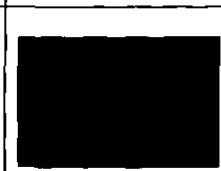
YES NO

4. IN THE PAST TEN (10) YEARS, HAS APPLICANT, OR ANY OF ITS AFFILIATES, INTERMEDIARIES, SUBSIDIARIES OR HOLDING COMPANIES HAD A JUDGMENT, ORDER, CONSENT DECREE OR CONSENT ORDER PERTAINING TO ANY STATE OR FEDERAL STATUTE, REGULATION OR CODE THAT RESULTED IN A FINE OR PENALTY OF \$50,000 OR MORE ENTERED AGAINST IT?

If you answer YES to EITHER QUESTION, you must complete **SCHEDULE 9** CONCERNING ANTITRUST, TRADE REGULATION & SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS.

YES NO

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

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

APPLICATION CHECKLIST

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

EACH ITEM MARKED AS MANDATORY MUST BE COMPLETED AND SUBMITTED AS PART OF THIS APPLICATION FORM. IF ANY ITEM IS MISSING, THE APPLICATION WILL BE CONSIDERED INCOMPLETE AND WILL NOT BE PROCESSED.

<input type="checkbox"/>	SCHEDULE 1: OTHER NAMES USED BY APPLICANT	MANDATORY
<input type="checkbox"/>	SCHEDULE 2: ADDRESSES USED BY APPLICANT	MANDATORY
<input type="checkbox"/>	SCHEDULE 3: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS	MANDATORY
<input type="checkbox"/>	SCHEDULE 4: APPLICANT'S OWNERS	MANDATORY
<input type="checkbox"/>	SCHEDULE 5: HISTORY OF INSURANCE CLAIMS	MANDATORY
<input type="checkbox"/>	SCHEDULE 6: CRIMINAL HISTORY	MANDATORY
<input type="checkbox"/>	SCHEDULE 7: TESTIMONY, INVESTIGATIONS OR POLYGRAPHS	MANDATORY
<input type="checkbox"/>	SCHEDULE 8: EXISTING LITIGATION	MANDATORY
<input type="checkbox"/>	SCHEDULE 9: ANTITRUST, TRADE REGULATION AND SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS	MANDATORY
<input type="checkbox"/>	SCHEDULE 10: BANKRUPTCY OR INSOLVENCY PROCEEDINGS	MANDATORY
<input type="checkbox"/>	SCHEDULE 11: NON-GAMING LICENSES AND PERMITS	MANDATORY
<input type="checkbox"/>	SCHEDULE 12: GAMING LICENSES AND PERMITS	MANDATORY
<input type="checkbox"/>	SCHEDULE 13: APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS	MANDATORY
<input type="checkbox"/>	SCHEDULE 14: APPLICANT BACKGROUND PART 1	MANDATORY
<input type="checkbox"/>	SCHEDULE 15: APPLICANT BACKGROUND PART 2	MANDATORY
<input type="checkbox"/>	APPLICATION FOR PENNSYLVANIA TAX CLEARANCE REVIEW	MANDATORY
<input type="checkbox"/>	AFFIDAVIT	MANDATORY
<input type="checkbox"/>	RELEASE AUTHORIZATION	MANDATORY
<input type="checkbox"/>	WAIVER OF LIABILITY	MANDATORY
<input type="checkbox"/>	LICENSEE'S AFFIRMATION	MANDATORY
<input type="checkbox"/>	PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM	MANDATORY
<input type="checkbox"/>	FINANCIAL STATEMENT CERTIFICATION	MANDATORY

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

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

SCHEDULE 1: OTHER NAMES USED BY APPLICANT

LIST ALL OTHER NAMES UNDER WHICH APPLICANT HAS DONE BUSINESS AND GIVE APPROXIMATE TIME PERIODS DURING WHICH NAME WAS USED.

NAME	TRADE NAME/DOING BUSINESS AS (DBA)	ENTIRE TRADE & DBA NAMES	NAME USED FROM	NAME USED TO	EMPLOYER IDENTIFICATION NUMBER/TIN
Does not apply.					

SCHEDULE 2: ADDRESSES USED BY APPLICANT

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

ADDRESS PURPOSE	Primary Place of Business	ADDRESS USED FROM	ADDRESS USED TO
ADDRESS LINE 1	1345 Ave of the Americas	July 1, 2008	Present
ADDRESS LINE 2	46th Floor		
ADDRESS LINE 3			
COUNTRY	City New York	STATE/PROVINCE NY	POSTAL CODE 10105
	EMAIL ADDRESS	PHONE NUMBER (212) 798-6100	FAX NUMBER ()
ADDRESS PURPOSE		ADDRESS USED FROM	ADDRESS USED TO
ADDRESS LINE 1		ADDRESS LINE 2	
ADDRESS LINE 3		CITY	STATE/PROVINCE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER ()	FAX NUMBER ()
ADDRESS PURPOSE		ADDRESS USED FROM	ADDRESS USED TO
ADDRESS LINE 1		ADDRESS LINE 2	
ADDRESS LINE 3		CITY	STATE/PROVINCE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER ()	FAX NUMBER ()
ADDRESS PURPOSE		ADDRESS USED FROM	ADDRESS USED TO
ADDRESS LINE 1		ADDRESS LINE 2	
ADDRESS LINE 3		CITY	STATE/PROVINCE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER ()	FAX NUMBER ()

SCHEDULE 3: CURRENT OFFICERS, DIRECTORS/PARTNERS AND TRUSTS

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

FIRST NAME		MIDDLE NAME		LAST NAME		NAME AND HOME ADDRESS		SUFFIX (JR., SR., ETC.)		DATE OF BIRTH	
Wesley		Robert		Edens		[REDACTED]		[REDACTED]		[REDACTED]	
ADDRESS LINE 1		ADDRESS LINE 2		CITY		STATE/PROVINCE		POSTAL CODE			
ADDRESS LINE 3		CITY		STATE/PROVINCE		POSTAL CODE					
COUNTRY		EMAIL ADDRESS		PHONE NUMBER		PHONE NUMBER		FAX NUMBER		()	
APPLICANT NAME: FIF V PFD LLC		CURRENT TITLE OR POSITION		APPLICANT ADDRESS		CURRENT TITLE OR POSITION		STATE/PROVINCE		POSTAL CODE	
ADDRESS LINE 1		1345 Ave of the Americas		President, Secretary and Sole Manager		46th Floor		New York		10105	
ADDRESS LINE 3		CITY		STATE/PROVINCE		POSTAL CODE					
COUNTRY		EMAIL ADDRESS		PHONE NUMBER		PHONE NUMBER		FAX NUMBER		()	
FROM DATE		TO DATE		TITLES AND/OR POSITIONS HELD (STARTING WITH CURRENT POSITION AND WORKING BACKWARDS)		ANNUAL COMPENSATION & VALUE		COMPOSITION OF COMPENSATION (SPECIFY SALARY, WAGES, COMMISSIONS, FEES, BONUS OR OTHER)			
07/01/08		Present		President, and Sole Manager							
01/06/211		Present		Secretary							

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

SCHEDULE 4: APPLICANT'S OWNERS

PROVIDE THE FOLLOWING INFORMATION FOR EACH PERSON WHO HAS A DIRECT OWNERSHIP INTEREST IN A SLOT MACHINE APPLICANT OR LICENSEE AND ALL INDIVIDUALS WHO HAVE A 1% OR GREATER INDIRECT OWNERSHIP INTEREST IN A SLOT MACHINE, MANUFACTURER, SUPPLIER OR MANUFACTURER DESIGNEE APPLICANT OR LICENSEE. THIS INFORMATION IS NOT REQUIRED FOR INDIVIDUALS WHOSE INDIRECT OWNERSHIP INTEREST IS IN A PUBLICLY TRADED COMPANY, UNLESS THE INDIVIDUAL HOLDS INDIRECTLY A 5% OR MORE OWNERSHIP INTEREST. ALSO PROVIDE THE FOLLOWING INFORMATION FOR ENTITIES HOLDING A 5% OR MORE INDIRECT OWNERSHIP INTEREST USING THE SUCCESSIVE MULTIPLICATION FORMULA. HOWEVER, IF THE ENTITY IS A TRUST WHICH HOLDS AN INDIRECT OWNERSHIP INTEREST OF 1%, PLEASE PROVIDE THIS INFORMATION FOR THE TRUST.

NAME AND ADDRESS		DATE OF BIRTH	
FIRST NAME	MIDDLE NAME	LAST NAME	SUFFIX (JR., SR., ETC.)
ADDRESS LINE 1	ADDRESS LINE 2		DATE OF BIRTH
ADDRESS LINE 3	CITY	STATE/PROVINCE	POSTAL CODE
COUNTRY	EMAIL ADDRESS	PHONE NUMBER () ()	FAX NUMBER ()
PERCENTAGE OF OWNERSHIP			
DATE ACQUIRED			
DESCRIBE NATURE, TYPE, TERMS AND CONDITIONS OF OWNERSHIP.			

See attached.

* MAKE ADDITIONAL COPIES AND ATTACH ADDITIONAL PAGES AS NECESSARY.

Initials 

Schedule 4: Applicant's Owners

Owners/Members of the Licensee

Fortress Investment Fund V (Fund A) L.P.
Fortress Investment Fund V (Fund B) L.P.
Fortress Investment Fund V (Fund C) L.P.
Fortress Investment Fund V (Fund D) L.P.
Fortress Investment Fund V (Fund F) L.P.
Fortress Investment Fund V (Coinvestment Fund A) L.P.
Fortress Investment Fund V (Coinvestment Fund B) L.P.
Fortress Investment Fund V (Coinvestment Fund C) L.P.

SCHEDULE 5: HISTORY OF INSURANCE CLAIMS

DESCRIBE THE NATURE, TYPE, TERMS AND CONDITIONS OF ALL INSURANCE CLAIMS RELATING TO THE BUSINESS ACTIVITIES OF APPLICANT AND ITS PARENT, AFFILIATES, SUBSIDIARIES, INTERMEDIARIES AND HOLDING COMPANIES FOR THE LAST TEN (10) YEAR PERIOD.

INSURANCE CLAIMS
[Redacted]

Initials [Signature]

SCHEDULE 6: CRIMINAL HISTORY

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

NAME OF CASE & DOCKET NUMBER	NATURE OF CHARGE OR COMPLAINT	DATE OF CHARGE OR COMPLAINT	DISPOSITION (ACQUITTED, CONVICTED, DISMISSED, ETC.)	NAME AND ADDRESS OF LAW ENFORCEMENT AGENCY OR COURT INVOLVED	SENTENCE	NAME OF OFFICER, DIRECTOR/PARTNER OR TRUSTEE
N/A						

SCHEDULE 6: CRIMINAL HISTORY

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

<small>STATE OF PENNSYLVANIA</small> CRIMINAL HISTORY / INCIDENT						
DOCKET NUMBER	NATURE OF CHARGE OR COMPLAINT	DATE OF CHARGE OR COMPLAINT	(ACQUITTED, CONVICTED, DISMISSED, ETC.)	NAME AND ADDRESS OF LAW ENFORCEMENT AGENCY OR COURT INVOLVED	SENTENCE	NAME OF OFFICER, DIRECTOR/PARTNER OR TRUSTEE

Initials 

SCHEDULE 7: TESTIMONY, INVESTIGATIONS OR POLYGRAPHS

IF APPLICANT ANSWERED YES TO QUESTION 2 ON PAGE 3, PROVIDE THE FOLLOWING INFORMATION:

TESTIMONY, INVESTIGATION OR POLYGRAPH INCIDENT		APPROXIMATE TIME PERIOD OF INVESTIGATION
NAME AND ADDRESS OF COURT OR AGENCY NATURE OF PROCEEDINGS OR INVESTIGATION AND NAME THE OFFICER, DIRECTOR/PARTNER OR TRUSTEE INVOLVED.	WAS TESTIMONY GIVEN? <input type="checkbox"/> YES <input type="checkbox"/> NO	DATE ON WHICH TESTIMONY WAS GIVEN INVESTIGATION
NAME AND ADDRESS OF COURT OR OTHER AGENCY NATURE OF PROCEEDINGS OR INVESTIGATION AND NAME THE OFFICER, DIRECTOR/PARTNER OR TRUSTEE INVOLVED.	WAS TESTIMONY GIVEN? <input type="checkbox"/> YES <input type="checkbox"/> NO	DATE ON WHICH TESTIMONY WAS GIVEN INVESTIGATION
NAME AND ADDRESS OF COURT OR OTHER AGENCY NATURE OF PROCEEDINGS OR INVESTIGATION AND NAME THE OFFICER, DIRECTOR/PARTNER OR TRUSTEE INVOLVED.	WAS TESTIMONY GIVEN? <input type="checkbox"/> YES <input type="checkbox"/> NO	DATE ON WHICH TESTIMONY WAS GIVEN INVESTIGATION

Initials 

SCHEDULE 8: EXISTING LITIGATION

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

NAME OF CASE AND DOCKET NUMBER	EXISTING LITIGATION LOCATION AND NAME OF COURT BEFORE WHICH LITIGATION IS PENDING
Does not apply.	
NAMES OF ALL PARTIES TO LITIGATION	
NATURE OF THE CLAIMS	
NAME OF CASE AND DOCKET NUMBER	EXISTING LITIGATION LOCATION AND NAME OF COURT BEFORE WHICH LITIGATION IS PENDING
NAMES OF ALL PARTIES TO LITIGATION	
NATURE OF THE CLAIMS	

SCHEDULE 9: ANTITRUST, TRADE REGULATION & SECURITY JUDGMENTS; STATUTORY AND REGULATORY VIOLATIONS

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

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

SCHEDULE 10: BANKRUPTCY OR INSOLVENCY PROCEEDINGS

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

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

SCHEDULE 11: NON-GAMING LICENSES AND PERMITS

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

TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION	IF GRANTED, PROVIDE THE LICENSE/PERMIT NUMBER AND EXPIRATION DATE. IF DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, REVOKED OR WITHDRAWN, PROVIDE DETAILS.
Does not apply.			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		Fortress Investment Group, through various funds managed by its affiliates, invests in a number of portfolio companies. Some of these are engaged in business that may be regulated by government agencies of the nature described in question 8 and may have non-gaming licenses and/or permits
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		
			<input type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED		

SCHEDULE 12: GAMING LICENSES AND PERMITS

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

APPLICANT LICENSING (GOVERNMENT ISSUED GAMING)					
TYPE OF LICENSE OR PERMIT	NAME AND LOCATION OF GOVERNMENT AGENCY	APPLICATION NUMBER	DISPOSITION	DATE OF DISPOSITION	
Holding Company License issued to FIF V PFD LLC	Ohio Casino Control Commission	N/A	<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	05/09/2012	N/A
Holding Company License issued to Fortress Investment Group LLC	Ohio Casino Control Commission	N/A	<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	05/09/2012	N/A
Approval, Application for Change of Ownership	Ohio State Racing Commission, 77 South High St., 18th Floor Columbus, OH 43215		<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	8/33/2008	N/A
Approval, Business Entity Form	Illinois Gaming Board		<input checked="" type="checkbox"/> GRANTED <input type="checkbox"/> DENIED <input type="checkbox"/> PENDING <input type="checkbox"/> EXPIRED <input type="checkbox"/> SUSPENDED <input type="checkbox"/> CONDITIONED <input type="checkbox"/> WITHDRAWN <input type="checkbox"/> REVOKED	9/17/2008	N/A

IF GRANTED, PROVIDE THE LICENSE/PERMIT NUMBER AND EXPIRATION DATE. IF DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, REVOKED OR WITHDRAWN, PROVIDE DETAILS.

SCHEDULE 13: APPLICANT'S CONTRIBUTIONS AND DISBURSEMENTS

IF APPLICANT ANSWERED YES TO ANY OF QUESTIONS 10 THROUGH 16 ON PAGES 4 AND 5 PROVIDE THE FOLLOWING INFORMATION FOR ANY PRESENT OR FORMER DIRECTORS, OFFICERS, EMPLOYEES OR THIRD PARTIES WHO WOULD HAVE KNOWLEDGE OR INFORMATION OF THE CONTRIBUTIONS AND/OR DISBURSEMENTS DURING THE LAST TEN (10) YEAR PERIOD:

NAME AND ADDRESS									
FIRST NAME	MIDDLE NAME	LAST NAME			SUFFIX (JR., SR., ETC.)				
ADDRESS LINE 1									
ADDRESS LINE 2									
ADDRESS LINE 3									
CITY		STATE/PROVINCE		POSTAL CODE		PHONE NUMBER		FAX NUMBER	
()		()		()		()		()	
COUNTRY									
NAME AND ADDRESS									
FIRST NAME	MIDDLE NAME	LAST NAME			SUFFIX (JR., SR., ETC.)				
ADDRESS LINE 1									
ADDRESS LINE 2									
ADDRESS LINE 3									
CITY		STATE/PROVINCE		POSTAL CODE		PHONE NUMBER		FAX NUMBER	
()		()		()		()		()	
COUNTRY		EMAIL ADDRESS		PHONE NUMBER		FAX NUMBER			
				()		()			
NATURE OF CONTRIBUTIONS OR DISBURSEMENTS									

SCHEDULE 14: BUSINESS BACKGROUND PART 1

DESCRIPTION OF PRESENT BUSINESS
In connection with the planned investment in the Series B Preferred Stock of Penn National Gaming, Inc., FIF V PFD LLC was formed on July 1, 2008 for the sole purpose of investing in and holding the preferred shares of Penn National Gaming, Inc.
DESCRIPTION OF COMPETITIVE CONDITIONS
Does not apply.
PRINCIPAL PRODUCTS PRODUCED AND/OR SERVICES RENDERED
Does not apply.
AVAILABILITY OF RAW MATERIALS, CRITICAL TECHNOLOGY, & EMPLOYEES
Does not apply.
INTELLECTUAL PROPERTY OWNED BY APPLICANT & IMPORTANCE TO BUSINESS
Does not apply.

SCHEDULE 15: BUSINESS BACKGROUND PART 2

DESCRIPTION OF BUSINESS DEVELOPMENTS INCLUDING BANKRUPTCY, RECEIVERSHIP, OR SIMILAR PROCEEDINGS
Does not apply.
DESCRIPTION OF ANY OTHER MATERIAL REORGANIZATION, READJUSTMENT, OR SUCCESSION OF APPLICANT, OR ANY OF ITS SUBSIDIARIES, OR ACQUISITIONS
Does not apply.
HISTORY OF PREVIOUS BUSINESS CONDUCTED BY APPLICANT
Does not apply.

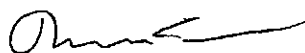
PENNSYLVANIA POLITICAL CONTRIBUTIONS FORM

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

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

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

DATE OF CONTRIBUTION	NAME AND ADDRESS OF THE CANDIDATE, POLITICAL COMMITTEE OR STATE PARTY, OR GROUP, COMMITTEE OR ASSOCIATION ORGANIZED IN SUPPORT OF SUCH CANDIDATE, POLITICAL COMMITTEE OR STATE PARTY	AMOUNT OR VALUE OF CONTRIBUTION
	Does not apply.	



SIGNATURE OF CEO/AUTHORIZED SIGNATORY

11/13/2012

DATE SIGNED

Wesley R. Edens

PRINTED NAME OF CEO/AUTHORIZED SIGNATORY – TITLE

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

**FIF V PFD LLC
PRINCIPAL ENTITY FORM**

APPENDIX 1

APPENDIX 1

EXISTING LITIGATION

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**FIF V PFD LLC
PRINCIPAL ENTITY FORM**

APPENDIX 2

APPENDIX 2

AUDITED FINANCIAL STATEMENTS FOR THE LAST FISCAL YEAR

**FIF V PFD LLC
PRINCIPAL ENTITY FORM**

APPENDIX 3

APPENDIX 3

AUDITED FINANCIAL STATEMENTS LAST FIVE YEARS

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**FIF V PFD LLC
PRINCIPAL ENTITY FORM**

APPENDIX 4

APPENDIX 4

ANNUAL REPORTS FOR THE LAST YEAR

Does not apply.

**FIF V PFD LLC
PRINCIPAL ENTITY FORM**

APPENDIX 5

APPENDIX 5

ANNUAL REPORTS PREPARED ON SEC 10K FOR THE LAST YEAR

Does not apply.

FIF V PFD LLC
PRINCIPAL ENTITY FORM

APPENDIX 6

APPENDIX 6

LAST QUARTERLY UNAUDITED FINANCIAL STATEMENT

**FIF V PFD LLC
PRINCIPAL ENTITY FORM**

APPENDIX 7

APPENDIX 7

A COPY OF INTERIM REPORTS

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**FIF V PFD LLC
PRINCIPAL ENTITY FORM**

APPENDIX 8

APPENDIX 8

LAST DEFINITIVE PROXY

Does not apply.

**FIF V PFD LLC
PRINCIPAL ENTITY FORM**

APPENDIX 9

APPENDIX 9

ALL REGISTRATION STATEMENTS FOR THE LAST YEAR

Does not apply.

**FIF V PFD LLC
PRINCIPAL ENTITY FORM**

APPENDIX 10

APPENDIX 10

REPORTS OF INDEPENDENT AUDITORS FOR THE LAST YEAR

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FIF V PED LLC
PRINCIPAL ENTITY FORM

APPENDIX 11

APPENDIX 11

CERTIFIED COPIES OF FORMATION AND GOVERNANCE DOCUMENTS

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "FIF V PFD LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 2008, AT 12:33 O'CLOCK P.M.



4569520 8100

080747326

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6700773

DATE: 07-01-08

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:33 PM 07/01/2008
FILED 12:33 PM 07/01/2008
SRV 080747326 - 4569520 FILE

CERTIFICATE OF FORMATION

OF

FIF V PFD LLC

1. The name of the limited liability company is FIF V PFD LLC (the "Company").

2. The address of its registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of FIF V PFD LLC this 1st day of July, 2008.

By: 

Name: Deborah M. Reusch

Title: Authorized Person

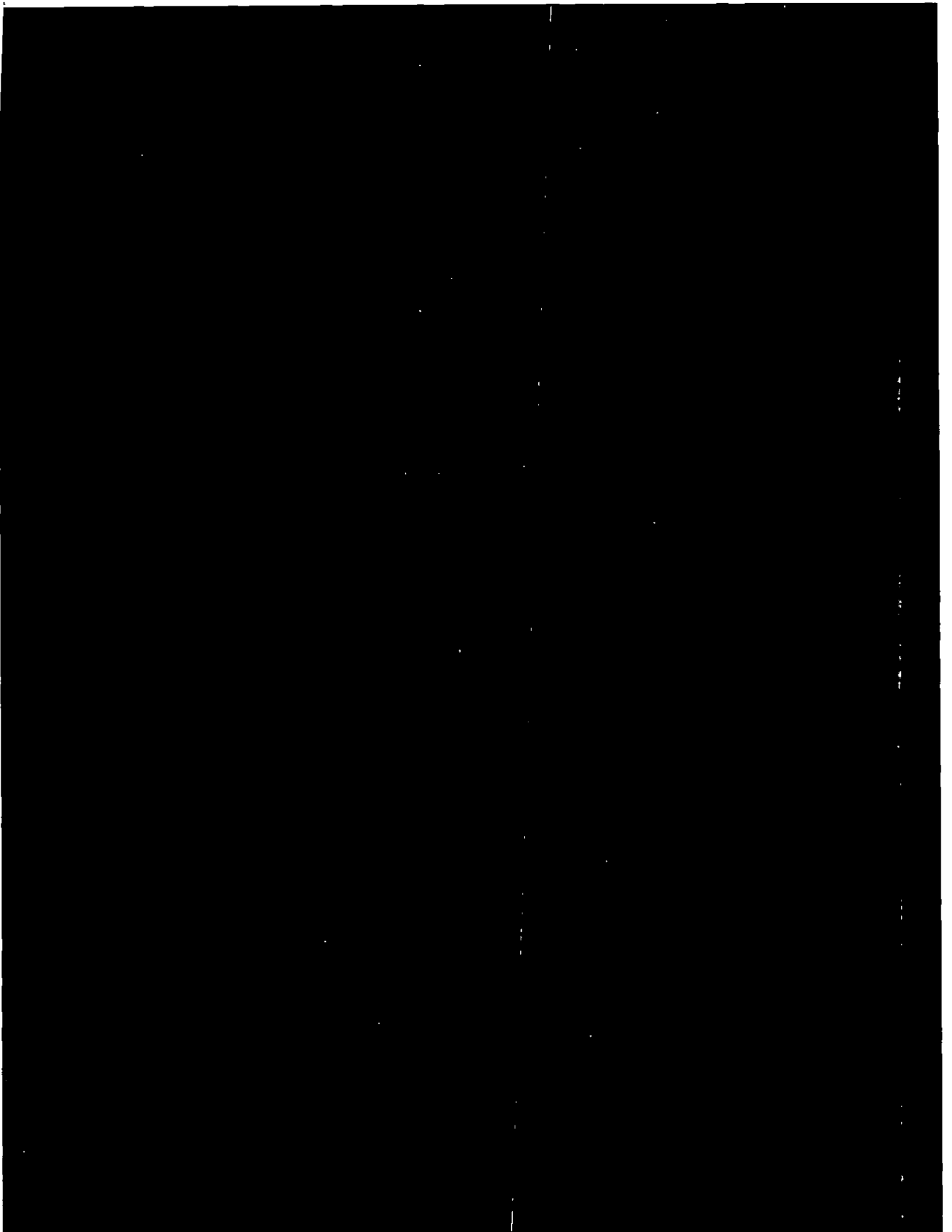
FIF V PFD LLC
PRINCIPAL ENTITY FORM

APPENDIX 12

APPENDIX 12

CURRENT OWNERSHIP TABLE

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FIF V PFD LLC
PRINCIPAL ENTITY FORM

APPENDIX 13

APPENDIX 13

COPIES OF 1120 FORMS, 941 FORMS



**FIF V PFD LLC
PRINCIPAL ENTITY FORM**

APPENDIX 14

APPENDIX 14

COPIES OF 5500 FORMS



APPENDIX 15

CRIMINAL HISTORY

Does not apply.