

Pennsylvania Gaming Control Board

Slot Machine Operator, Management Company, and Affiliate Application and Disclosure Form (Initial and Renewal)

SECTION 1: *Please fill in the name of the entity completing this application.*

Applicant's Name:

SC Gaming OpCo, LLC

SECTION 2: *Check the appropriate box below to indicate the type of license for which the above-named entity is applying. If applicant listed above is an affiliate, intermediary, subsidiary, or holding company of a company applying for an Enterprise license type below, leave Section 2 blank and skip to Section 3.*

Category Type:

- Category 1 Slot Operator
- Category 2 Slot Operator
- Category 3 Slot Operator
- Category 4 Slot Operator

Other:

- Management Company

SECTION 3:

Application Period:

Initial

Renewal

SECTION 4: *If the above-named entity in Section 1 is applying for licensure as an affiliate, intermediary, subsidiary, or holding company of an enterprise entity, provide below the name of the enterprise entity.*

Affiliate of:

N/A

INSTRUCTIONS

These instructions are applicable to any "person" seeking to be licensed as a Category 1, Category 2, Category 3, Category 4 Slot Machine Operator (collectively referred to hereafter as Slot Operator) or Management Company. Please be advised that no person, its affiliate, intermediary, subsidiary or holding company that has applied for or is a holder of a slot machine license, shall be eligible to apply for or hold a supplier or manufacturer license.

As used in these Instructions, the phrase "affiliated entities" shall mean a Slot Operator's or Management Company's affiliates, intermediaries, subsidiaries and holding companies.

The application containing all pages and forms should be sent electronically to the Bureau of Licensing. The application fee should be mailed to the Pennsylvania Gaming Control Board, Bureau of Licensing, 303 Walnut Street, Fifth Floor, Commonwealth Tower, Harrisburg, Pennsylvania 17101. Please contact the Bureau of Licensing for electronic submission instructions.

Please Note: Notarizations on signature pages are no longer required by the Board.

1. Slot Operator and Management Company

The forms that make up an application package for a Slot Operator or Management Company License are as follows:

- A. **Slot Operator, Management Company and Affiliate Application and Disclosure Information Form** (To be completed by applicant and each of applicant's affiliated entities).
- B. **Multi-Jurisdictional Personal History Disclosure Form (Multi-Jurisdictional PHD)**
(For each natural person who is a principal or key employee as defined in 4 Pa C.S. §302, §1103, or §3102.)
- C. **Principal/Key Employee Form - Pennsylvania Supplement to the Multi-Jurisdictional Personal History Disclosure Form (PA Supplement)**
(For each natural person who is a principal or key employee as defined in 4 Pa C.S. §302, §1103, or §3102.)
- D. **Principal Entity Form**
(For each entity that is required to be licensed as a principal and is not an intermediary or holding company of an applicant or licensee.)

2. APPLICATION FEES

A. Application fees and Investigation Deposits

Application fees must be submitted with the application package. These fees are non-refundable deposits that will be used by the Board to process and investigate the Slot Operator or Management Company applicant and the applicant's affiliated entities and persons filing forms as part of the application package. Application fees must be submitted for each applicant, affiliated entity and person, unless otherwise noted.

There may be additional costs and expenses incurred by the Board in its processing and investigation of the slot operator or management company applicant and the applicant's affiliated entities and persons. The slot operator or management company applicant must reimburse the Board for all additional costs and expenses related to the processing and investigation of their application package.

Slot Operator or Management Company Applicant \$5,000.00
Applicant's Affiliated Entities \$2,500.00

In addition to application fees, license fees will be required to be paid prior to license issuance. The license fee schedule can be found on the board's website at http://gamingcontrolboard.pa.gov/files/licensure/applications/Schedule_of_Fees.pdf

3. APPLICATION FORM INSTRUCTIONS

Generally

As used in the slot operator or management company form, the words "Applicant" and "you" shall mean the slot operator or management company applicant. When applicant's affiliated entities are completing the form, "Applicant" and "you" shall refer to the affiliated entity completing the form.

All entries on the form must be typed or printed in block lettering. Initials and signatures must be handwritten by the person providing the information. If the answers are not legible, the application may not be accepted.

Read each question carefully prior to answering. Answer every question completely. Do not leave blank spaces. If a question does not apply to the applicant, write "**Does Not Apply**" in response to that question. If a Schedule or Addendum does not apply to the applicant, write "**Does Not Apply**" on the Schedule or Addendum.

Appendices are to be provided by the applicant. The required appendices are listed on the Application Checklist. Appendices must be presented in a tabbed manner. Each tab must indicate the appendix number. Immediately following the tab, applicant must insert a page with the appendix number and all information applicable to the appendix. If an appendix does not apply to the applicant, write "**Does Not Apply**" on the appendix page.

All non-signature pages of the form must be initialed by the applicant, or if the applicant is not a natural person, the person authorized to complete the form on behalf of the applicant must initial each page. If additional pages are required in order to answer any question, additional pages may be utilized and must be attached to the form. Be sure to indicate the number(s) of the question(s) being answered and initial each additional page. Some schedules may require disclosure of information for more than one natural person or entity or type of information. If there are multiple disclosures, make enough additional copies of the blank schedule and complete it for each natural person or entity or type of information.

All required documentation, such as business formation papers, tax returns and Appendices, as well as the application forms that comprise an application package for a slot operator or management company license, as listed above, must be submitted at the time of filing this form. Further, the applicant is under a continuing duty to promptly notify the Board if there is a change in the information provided to the Board.

Should you be unable to understand this form fully in English, it is your responsibility to acquire adequate means of translation. If you submit a document to the Board that is in a language other than English, you must also submit an English translation compliant with 58 Pa. Code §423a.1(h).

All notices regarding your application will be sent to the address you provide on this form. You must immediately notify the Board if you change your address.

Failure to answer any question completely and truthfully will result in denial of your application and/or revocation of your license, registration, certificate or permit and may subject you to criminal penalties under 18 Pa.C. S. A. §4903.

Any person who applies for and obtains a license, registration, certificate or permit from the Board may be required to submit to warrantless searches when present in a licensed gaming facility pursuant to the Act.

Confidential Information (as defined in 58 Pa. Code §401a.3) supplied to the Board or otherwise obtained shall not be revealed except in the course of the necessary administration of the Act, or upon the lawful order of a court of competent jurisdiction or, with the approval of the Attorney General, to a duly authorized law enforcement agency. An applicant or license, registration, certificate or permit holder waives any liability of the Commonwealth of Pennsylvania and its instrumentalities and agents for any damages resulting from any disclosure or publication in any manner, other than a willfully unlawful disclosure or publication.

A license, permit, certification or registration issuance, renewal or other authorization issued by the Board is a revocable privilege. No person holding a license, permit, certification or registration, renewal, or other authorization is deemed to have any property rights related to the license, permit, certification or registration.

Once the application has been filed, the applicant may not withdraw the application without the Board's permission.

This is an application for a slot machine or management company license. An entity interested in offering table games must first obtain a slot machine license in order to be eligible to file a petition seeking authorization to conduct table games. Any references to table games in this application are for informational purposes only.

Note: The Bureau of Licensing will not consider an application "complete" until all deficiencies from all required associated applications are cured and the Board has received fingerprint results for all individual principals/key employees required at the time of filing.

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

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)			
SC Gaming OpCo, LLC			
Trade Name(s) and Doing Business As ("DBA") Names Does not apply			
Has the applicant been verified as a minority or women's business enterprise by the Pennsylvania Department of General Services (DGS) Bureau of Small Business Opportunities? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If yes, provide the name of the entity that certified the applicant as a minority or women's business enterprise and upon which the DGS verification was made. <u>N/A</u>			
If yes, attach the verification letter from the Bureau of Small Business Opportunities and/or the Small Business Procurement Initiative Certificate that identifies the company as a small diverse business (not only as a small business) and provide the certification number <u>N/A</u> .			
Applicant's Principal Address			
Address Line 1 2901 E College Ave Suite 200			
Address Line 2			
Address Line 3			
City State College	State/Province PA	Postal Code 16801	
Country USA		Email Address Newly formed	
County Centre County	Township College Township	Web URL N/A	
Phone Number Newly formed		Fax Number None / Does not apply	
Applicant's Address In Pennsylvania (if applicable)			
Address Line 1 Same as above			
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 Michael	Middle Name D.	Last Name Fabius	Suffix (Jr., Sr., etc.)
Title Regulatory Counsel		Individual Email Address CONFIDENTIAL	
Phone Number CONFIDENTIAL		Fax Number CONFIDENTIAL	
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 11/5/2020	
Applicant's business name as it appears on the formation documents SC Gaming OpCo, LLC			
List all states in which the applicant is currently registered or authorized to do business None			
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 CONFIDENTIAL		PA Unemployment Compensation Account Number CONFIDENTIAL	
PA Department of Revenue Corporate Box Number CONFIDENTIAL		PA Liquor Control Board License Number CONFIDENTIAL	
PA Workers Compensation Policy Number CONFIDENTIAL		PA Department of State – Entity Number CONFIDENTIAL	
Does the applicant have any outstanding tax liabilities to either the Commonwealth of Pennsylvania or any other state, locality or the Federal government? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If you answer YES, provide details concerning all outstanding tax liabilities.			
Applicant's Billing Contact Information			
First Name Eric	Last Name Pearson		Suffix (Jr., Sr., etc.)
Title (Prospective) CEO		Individual Email Address CONFIDENTIAL	
Address CONFIDENTIAL			
City CONFIDENTIAL		State/Province CONFIDENTIAL	Postal Code CONFIDENTIAL
Phone Number CONFIDENTIAL		Fax Number CONFIDENTIAL	

Criminal History

The next section asks about any offenses or charges applicant or any of its principals or key employees may have committed or had filed against them. Prior to answering this question, carefully review the definitions and instructions that follow.

<p>DEFINITIONS</p>	<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, 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>
<p>INSTRUCTIONS</p>	<p>1. ANSWER "YES" AND PROVIDE ALL INFORMATION TO THE BEST OF YOUR ABILITY EVEN IF:</p> <ul style="list-style-type: none">A. You did not commit the offense charged;B. The arrest or charges were dismissed or the charges were subsequently downgraded to a lesser charge;C. You pleaded not guilty or nolo contendere;D. You completed an accelerated rehabilitative disposition ("ard") or equivalent diversionary program;E. The charges or conviction were expunged from your record, even if you have expungement papers;F. You were not convicted or were found "not guilty"G. You did not serve any time in prison or jail;H. The arrests, charges or offenses happened a long time ago;I. You were arrested or charged in another state (a state other than Pennsylvania);J. You were never physically taken into custody and/or transported to a police station or jail. <p>2. ANSWER "NO" IF:</p> <ul style="list-style-type: none">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. <p>FAILURE TO FULLY ANSWER THIS QUESTION MAY RESULT IN THE DENIAL OF YOUR APPLICATION.</p>

SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
Application and Disclosure Form

Attachment to Page 3

Please note that Applicant is a newly formed limited liability company formed under Delaware law on November 5, 2020 in connection with the proposal for a Category 4 licensed facility at the Nittany Mall in State College, Pennsylvania. The following questions 1-16 are hereby answered specifically with respect to Applicant. For additional responses to questions 1-16 regarding each of Applicant’s principals, affiliates, intermediaries, subsidiaries and holding companies, please see the separate application form completed by and submitted for each of them.

1. Has applicant or any of its principals or key employees ever been indicted, charged with or convicted of a criminal offense or been a party to or named as an unindicted co-conspirator in any criminal proceeding in the Commonwealth or any other jurisdiction?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
1. A. Has applicant or any of its principals or key employees ever been convicted of a felony?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
1. B. Has applicant or any of its principals or key employees ever been convicted of a misdemeanor or gambling offense? If you answer YES to any of these questions, you must complete Schedule 23 concerning Criminal History.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
Testimony, Investigations or Polygraphs	
2. Has applicant or any of its principals or key employees 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 24 concerning Testimony, Investigations or Polygraphs.	CONFIDENTIAL
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?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> 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 26 concerning Antitrust, Trade Regulation & Security Judgments; Statutory and Regulatory Violations.	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
Bankruptcy or Insolvency Proceedings	
5. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies had any petition under any provision of the Federal Bankruptcy Code or under any state insolvency law filed by or against it in the last ten (10) year period?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
6. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies sought relief under any provision of the Federal Bankruptcy Code or under any state insolvency law in the last ten (10) year period?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
7. Has a court appointed any receiver, fiscal agent, trustee, reorganization trustee, or similar officer for applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies in the last ten (10) years?	<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
If you answer YES to any of these questions, you must complete Schedule 27 concerning Bankruptcy or Insolvency Proceedings.	

Applicant's Licenses and Permits

8. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies applied for any license or permit by a government agency for the collection of sales and use tax, selling and serving liquor and malt beverages, providing overnight lodging services or any other activity requiring a license or permit? A government agency as used here includes any subordinate creature of Federal, State, Native American or local government created to carry out a governmental function or to implement a statute or statutes.

If you answer YES, you must complete **Schedule 28** concerning Non-Gaming Licenses and Permits.

YES NO

9. Has applicant, or any of its affiliates, intermediaries, subsidiaries or holding companies applied for any license or permit by a government agency charged with regulating games of chance, including but not limited to slot machines, video lottery terminals, table games, horse racing, jai alai, etc.? A government agency as used here includes any Federal, state, Native American or local government created to carry out a governmental function or to implement a statute or statutes.

If you answer YES, you must complete **Schedule 29** concerning Gaming Licenses and Permits.

YES NO

Applicant's Contributions and Disbursements

10. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries, holding companies, principals, employees or any third parties acting for or on behalf of applicant made any bribes or kickbacks or made any payments alleged to have been bribes or kickbacks to any employee, person, company or organization to obtain favorable treatment?

CONFIDENTIAL

11. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries, holding companies, principals, employees or any third parties acting for or on behalf of the applicant made any bribes or kickbacks or made any payments alleged to have been bribes or kickbacks to any government official, domestic or foreign to obtain favorable treatment?

CONFIDENTIAL

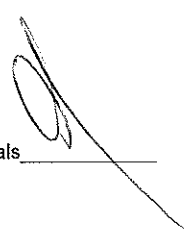
12. During the last ten (10) year period, has applicant, its parent company or any of its affiliates, intermediaries, subsidiaries, holding companies, principals, employees or any third parties for or on behalf of applicant loaned funds for the purpose of opposing or supporting any government, political party, candidate or committee, either domestic or foreign?

CONFIDENTIAL

13. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries, holding companies, principals, employees or any third parties acting for or on behalf of applicant donated or loaned property or any other thing of value, or organized, sponsored or participated in fundraising activities for the purpose of opposing or supporting any government, political party, candidate or committee, either domestic or foreign?

CONFIDENTIAL

Initials



14A. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies made any loans, donations or other disbursements to principals, employees or any third parties for the purpose of reimbursing such individuals for political contributions either foreign or domestic?

14B. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies formed or caused to be formed, a political action committee either under federal or state election laws?

14C. As a result of the Citizen's United v. FEC decision, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies made "independent expenditures", as defined in SEC. 1621(e) of the Pennsylvania Election Code, for the purpose of influencing an election covered by the Pennsylvania Election Code?

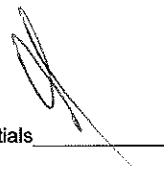
CONFIDENTIAL

15. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies maintained any bank account, domestic or foreign, not reflected on the applicant's books or records?

16. During the last ten (10) year period, has applicant, its parent company, or any of its affiliates, intermediaries, subsidiaries or holding companies maintained any numbered account or any account in the name of a nominee for applicant?

If you answer YES to any of these questions, you must complete **Schedule 30**, concerning contributions and disbursements.

CONFIDENTIAL



APPENDICES

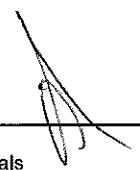
The appendices are documents the applicant must provide or create. The appendices are not represented in the application questions or its schedules or addenda. Each appendix shall be presented in a tabbed manner and each tab must indicate the appendix number as listed below. If an appendix does not apply to an applicant, write "DOES NOT APPLY" on the appendix page.

<input checked="" type="checkbox"/>	Appendix 1: Description of the business currently performed and the business intended to be performed in the Commonwealth. This information must be specific and must be organized around the topics shown in Schedules 31 and 32 . Additionally, applicant must indicate the relationship between it and its affiliated entities as it relates to the business intended to be performed in the Commonwealth in the form of an organization chart with a narrative description.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 2: Description of any former business engaged in during the last ten (10) years and the reason for cessation of the business.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 3: Description of all bonus, profit sharing, pension, retirement, deferred compensation and similar plans. This information must be provided in addition to the information provided in Schedule 8 .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 4: Description of long term debt. This information must be provided in addition to the information provided in Schedules 12 and 13 .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 5: Description of other indebtedness and security devices. This information must be provided in addition to the information provided in Schedules 14 and 15 .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 6: Description of securities options. This information must be provided in addition to the information provided in Schedules 16 and 17 .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 7: Description of existing litigation. This information must be provided in addition to the information provided in Schedule 25 .	MANDATORY
<input checked="" type="checkbox"/>	Appendix 8: Audited financial statement for the last fiscal year. If the Applicant does not normally have its financial statements audited, attach unaudited financial statements. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 9: Audited financial statements for the last five (5) years. If the Applicant does not normally have its financial statements audited, attach unaudited financial statements. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 10: Annual reports for the last five (5) years. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 11A: Annual reports prepared on the SEC's 10K for the last five (5) years. Appendix 11B: Copies of annual or quarterly filings for the last five (5) years required under the laws of a regulatory agency of another country. Note: If this has previously been provided, resubmissions would not be required and the previous response should reflect the date(s) of submission.	MANDATORY

<input checked="" type="checkbox"/>	Appendix 12: A copy of the last quarterly unaudited financial statement. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 13: A copy or copies of any interim reports. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 14: A copy of the last definitive Proxy or information statement (SEC). If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 15: A copy of all registration statements for the last five (5) years filed in accordance with the Securities Act of 1933. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 16: Copies of all other reports prepared in the last five (5) years by independent auditors of the applicant. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 17: Certified copies of the Articles of Incorporation, Charter, Bylaws, Partnership Agreement or other official documents and all amendments and proposed amendments If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 18: Current ownership table of organization-provided in chart format.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 19: Functional table of organization for applicant with, job descriptions, and names of employees earning in excess of \$250,000 in annual compensation.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 20: Copies of federal entity tax filings, including forms 1120, 1120-s, 1120-f, 1065, 941 and all other business related tax forms filed with the IRS in the last five (5) years. If this has previously been provided, reports would not be required and the response should reflect the date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 21: Copies of 5500 forms filed with the IRS in the last five (5) years. If this has previously been provided, reports would not be required and the response should reflect the date(s) of submission.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 22: Describe criminal history of applicant. This information must be provided in addition to the information provided in Schedule 23 . Narrative information about the nature of charge or complaint and the disposition must be provided.	MANDATORY
<input checked="" type="checkbox"/>	Appendix 23: Pursuant to §1312 of the Gaming Act, the Board may not approve an application for licensure if any of its principals do not meet the character requirements of §1310, eligibility requirements, or purchases a controlling interest in a licensed gaming entity in violation of §1328. Has the applicant divested all interests that would prohibit licensure and eliminated any principal who does not meet the character or eligibility requirements? If not, provide an explanation. If it does not apply, write does not apply in response to this appendix.	MANDATORY

<input checked="" type="checkbox"/>	<p>Appendix 24: Pursuant to §1512 of the Gaming Act, no executive-level state employee, public official, party officer or immediate family member thereof shall have a financial interest in or be employed, directly or indirectly, by any licensed racing entity or licensed gaming entity, or any holding, affiliate, intermediary or subsidiary company, thereof, or any such applicant.</p> <p>Has any public official or other prohibited person possessed a financial interest in or been employed directly or indirectly by the applicant or related entity at or following the effective date of the PA Gaming Act?</p>	MANDATORY
<input checked="" type="checkbox"/>	<p>Appendix 25: Pursuant to §1313 of the Gaming Act, provide information, documentation and assurances demonstrating that the applicant has sufficient business ability and experience to create and maintain a successful, efficient operation. Also provide biographies of the known individuals who will perform executive management duties and provide names of all proposed key employees and a description of their respective or proposed responsibilities as they become known.</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 26: Pursuant to §1207(16) of the Gaming Act, the licensee must sell Pennsylvania state lottery tickets at its facility as near as practicable to the pay windows. Provide a proposed floor plan specifying the locations where state lottery tickets will be sold and the proximity of those locations to pay windows. (Note: This submission must be finalized and approved by the Board prior to operation).</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 27: Provide a list of any hospital, place of worship, school, charitable institution, park, zoo or any similar place frequented by the public within 1500 feet of the proposed facility.</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 28: Submit an initial narrative description of proposed administrative and accounting procedures, including a written system of internal control, pursuant to §1322 of the Gaming Act (Note: This submission must be finalized and approved by the Board prior to operation).</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 29: Provide marketing plans and proposals and details of the proximity of the facility to its marketing service area.</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 30: Provide copies of local zoning and land use approvals or a detailed explanation of the status of the request with copies of all filings.</p>	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	<p>Appendix 31: Pursuant to §1322 of the Gaming Act and/or Board regulations, submit a complete proposed site plan of the proposed licensed facility, inclusive of traffic studies and the parking plan, including the number of parking spaces, accompanied by architectural drawings and a proposed gaming floor layout. The gaming floor layout should clearly delineate the square footage of the area to be used for the placement of slot machines and table games as well as the square footage of the area that will not be used for the placement of slot machines and table games. Further, the gaming floor layout should delineate the square footage reserved for additional slot machines and table games permitted pursuant to §1210 and §13A11of the Gaming Act. Pursuant to</p>	INITIAL APPLICANTS ONLY

	<p>§1210, provide details of the proposed location of slot machines and table games at the facility and the number of slot machines and table games requested. Pursuant to §1207 of the Gaming Act, proposed surveillance camera locations both within and outside the proposed licensed facility should also be clearly delineated on the gaming floor layout as well as proposed security zones on the gaming floor and within and outside the licensed facility. (Note: The site plan, gaming floor layout and related surveillance and security proposals must be finalized and approved by the Board prior to operation).</p>	
<input checked="" type="checkbox"/>	<p>Appendix 32: Provide details of planned retail and food venues for the facility and the identification of the operators of each retail food venue.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 33: Provide a local impact report, engineering reports and traffic studies, including details of any adverse impact on transportation, transit access, housing, water and sewer systems, local police and emergency service capabilities, existing tourism, including historical and cultural resources or other municipal service or resource. A copy of the local impact report shall be provided to each political subdivision in which the licensed facility will be located at least seven (7) days prior to the filing of the application for a slot machine license. The applicant shall file a proof of service with the Board.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 34: Provide details of land acquisition costs.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 35: Provide details of a compulsive or problem gambling plan.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 36: If a temporary facility is to be licensed, provide details of the temporary facility as well as a plan for how the licensee will transition to a permanent facility, including a date for the completion of the permanent facility.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 37: As required by §1325 of the Gaming Act, applicant must address each item listed in this section. If an item does not apply, the applicant must state that in response to each item listed. Provide a plan, with details, for the following:</p> <ul style="list-style-type: none"> (1) the location and quality of the proposed facility, including, but not limited to, road and transit access, parking and centrality to market service area; (2) the potential for new job creation and economic development which will result from granting a license to the Applicant; (3) the applicant's good faith plan to recruit, train and upgrade diversity in all employment classifications in the facility; (4) the applicant's good faith plan for enhancing the representation of diverse groups in the operation of its facility through the ownership and operation of business enterprises associated with or utilized by its facility or through the provision of goods or services utilized by its facility and through the participation in the ownership of the Applicant. Provide specific information regarding the diversity in ownership of the applicant, i.e. minorities, women; (5) the applicant's good faith effort to assure that all persons are accorded equality of opportunity in employment and contracting by it and any contractors, subcontractors, assignees, lessees, agents, gaming service providers and suppliers it may employ directly or indirectly; 	<p>INITIAL APPLICANTS ONLY</p>



	<p>(6) the history and success of the applicant in developing tourism facilities ancillary to gaming development, if applicable to the applicant;</p> <p>(7) the degree to which the applicant presents a plan for the project which will likely lead to the creation of quality, living-wage jobs and full-time permanent jobs for residents of this commonwealth generally and for residents of the host political subdivision in particular;</p> <p>(8) the record of the applicant and its developer in meeting commitments to local agencies, community-based organizations and employees in other locations;</p> <p>(9) the degree to which potential adverse effects which might result from the project, including costs of meeting the increased demand for public health care, child care, public transportation, affordable housing and social services, will be mitigated;</p> <p>(10) the record of the Applicant and its developer regarding compliance with</p> <ul style="list-style-type: none"> (i) Federal, state and local discrimination, wage and hour, disability and occupational and environmental health and safety laws as well as (ii) state and local labor relations and employment laws; (iii) the applicant's record in dealing with its employees and their representatives at other locations. 	
<input checked="" type="checkbox"/>	<p>Appendix 38: Provide information demonstrating adequate financing for the proposed facility and terms of financing including payback period.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 39: Provide business and economic development plans and timetables, projected debt service expenses, projected EBITDA and Internal rate of return, projected annual gross terminal revenue, projected operating and capital expenses and defined gaming market and projected visitation.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 40: Provide letters of reference from law enforcement agencies having jurisdiction in the applicant's and principal's main place of residence and place of business indicating that the agency does not have any pertinent information relating to the applicant or its principals. If the law enforcement agency has information pertaining to the applicant or its principals, the letter shall specify the details of the information.</p> <p>If no letters are received within 30 days of the request, the applicant or principal may submit a sworn or affirmed statement that the applicant or principal is a citizen in good standing in his jurisdiction of residence and primary place of business.</p>	<p>INITIAL APPLICANTS ONLY</p>
<input checked="" type="checkbox"/>	<p>Appendix 41: If the applicant has held a gaming license in any jurisdiction, provide a letter of reference from the gaming or casino enforcement or regulatory agency in the other jurisdiction, specifying the experiences of the agency with the applicant, the applicant's associates and the applicant's gaming operation. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.</p> <p>If no letter is received within 30 days of request by the applicant, the applicant may submit a sworn or affirmed statement that the applicant's operation is in good standing with the regulatory agency.</p>	<p>INITIAL APPLICANTS ONLY</p>



<input checked="" type="checkbox"/>	Appendix 42: Provide an original payment bond or an original irrevocable letter of credit that includes a draw certificate, at the applicant's option, guaranteeing the applicant's payment of the slot machine license fee required by §1209 (For Category 1 and 2) and §1305 (Category 3) of the gaming act.	INITIAL CATEGORY 1,2 or 3 ONLY
<input checked="" type="checkbox"/>	Appendix 43: Provide a chart of existing gaming service providers* including the name, address, phone and tax identification number of the gaming service providers, types of goods and/or services provided by the gaming service providers, total dollar amount of business with gaming service providers in the past twelve (12) months and total dollar amount of business expected to be conducted with gaming service providers in the next twelve (12) months. * Gaming service providers is defined in 58 Pa. Code §401a.3.	INITIAL APPLICANTS ONLY
<input checked="" type="checkbox"/>	Appendix 44: Provide a summary of all persons who hold an ownership or other beneficial interest in the applicant and any such interest in any of its principal affiliates or principal entities required to be licensed or permitted in Pennsylvania; provided however, if any of the entities are publicly traded, only interests equal to or exceeding five percent must be disclosed. Ownership interest should be provided in a manner consistent with the Ownership Interest Report found on the Board's website under Licensure/Reports and General Information.	MANDATORY

Category 1 Applicants Only

<input checked="" type="checkbox"/>	Appendix 45: Pursuant to §1308(c) of the Gaming Act, the Board and the commissions shall not consider any application for a license if the applicant or any person affiliated with or directly related to the applicant is a party in any ongoing civil proceeding in which the party is seeking to overturn or otherwise challenge a decision or order of the Board or commissions pertaining to the approval, denial or conditioning of a license to conduct thoroughbred or harness horse race meetings respectively with pari-mutuel wagering or to operate slot machines. Is the applicant or affiliated person a party to any ongoing civil proceedings seeking to overturn a decision or order of the Board or commissions? If yes, the Board may not consider the application. If no, provide a statement asserting that the applicant is not challenging the Board or commission's decision or orders.	Initial Category 1 applicants only
<input checked="" type="checkbox"/>	Appendix 46: Provide a verification from the State Horse Racing Commission stating that the applicant has satisfied the license eligibility requirements under §1302 of the Gaming Act (relating to Conditional/Category 1 Slot Machine License) and that the applicant satisfies the live racing requirements under §1303 of the gaming act. If applicant is submitting a renewal application, provide a verification from the State Horse Racing Commission stating that the licensee has satisfied the live racing requirements under §1303(B) of the Gaming Act	MANDATORY
<input checked="" type="checkbox"/>	Appendix 47: Provide a statement detailing the applicant's regulatory history as a licensed racing entity under the jurisdiction of the State Horse Racing Commission including the applicant's history of suitability and compliance with the race horse industry reform act in the operation of the race track and nonprimary locations and the conduct of pari-mutuel wagering.	MANDATORY

<input checked="" type="checkbox"/>	Appendix 48: Provide a detailed plan for the management of accounts created from funds allocated under §1406 of the gaming act (relating to distributions from Pennsylvania race horse development fund).	MANDATORY
<input checked="" type="checkbox"/>	Appendix 49: Provide a detailed plan for the management and use of backside area improvement and maintenance accounts under §1404 of the gaming act (relating to distribution from licensee's revenue receipts). If applicant is submitting a renewal application, provide an updated plan or summary of the management and use of backside area improvement and maintenance accounts under §1404 of the Gaming Act	MANDATORY

Management Company Licensees Only

<input checked="" type="checkbox"/>	APPENDIX 50: PROVIDE A COPY OF THE MOST RECENT MANAGEMENT CONTRACT AS OUTLINED IN 58 PA. CODE §440.A.5	MANDATORY
<input checked="" type="checkbox"/>	APPENDIX 51: PROVIDE A COPY OF THE MOST RECENT BUSINESS PLAN WHICH SETS FORTH THE PARTIES' GOALS AND OBJECTIVES FOR THE TERM OF THE MANAGEMENT CONTRACT	MANDATORY

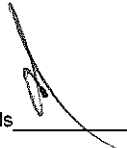
Category 4 Applicants Only

<input checked="" type="checkbox"/>	Appendix 52: Provide documentation to the Board that the applicant's location meets the eligibility requirements in 1305.1(B)	Initial Category 4 applicant only
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Schedule 1: Incorporators/Founders

Name and Address			
First Name Please see attached	Middle Name	Last Name	Suffix (Jr., Sr., etc.)
Occupation		Title	
Address Line 1		Address Line 2	
Address Line 3		City	State/Province Postal Code
Country	Email Address	Phone Number	Fax Number
Name and Address			
First Name	Middle Name	Last Name	Suffix (Jr., Sr., etc.)
Occupation		Title	
Address Line 1		Address Line 2	
Address Line 3		City	State/Province Postal Code
Country	Email Address	Phone Number	Fax Number
Name and Address			
First Name	Middle Name	Last Name	Suffix (Jr., Sr., etc.)
Occupation		Title	
Address Line 1		Address Line 2	
Address Line 3		City	State/Province Postal Code
Country	Email Address	Phone Number	Fax Number

* Make additional copies and attach additional pages as necessary.

Initials 

SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
Application and Disclosure Form

Attachment to Schedule 1

Incorporators/Founders

Steven C. Bravato

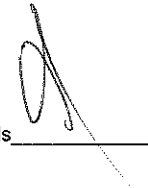
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Schedule 3: Addresses Currently Used by Applicant

Provide all addresses currently used by applicant.

Addresses			
Address Purpose Please see attached			
Address Line 1		Address Line 2	
Address Line 3		City	State/ Province
Country	Email Address	Phone Number	Fax Number
Address Purpose			
Address Line 1		Address Line 2	
Address Line 3		City	State/ Province
Country	Email Address	Phone Number	Fax Number
Address Purpose			
Address Line 1		Address Line 2	
Address Line 3		City	State/ Province
Country	Email Address	Phone Number	Fax Number
Address Purpose			
Address Line 1		Address Line 2	
Address Line 3		City	State/ Province
Country	Email Address	Phone Number	Fax Number

Initials 

SC Gaming OpCo, LLC (“Applicant”)
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Application and Disclosure Form

Attachment to Schedule 3

Addresses Currently Used by Applicant

Address for Proposed Category 4 Licensed Facility

2901 E College Ave Suite 200
State College, PA 16801
United States of America

Present Principal Place of Business

1155 Benner Pike
State College, PA 16801
United States of America

Registered Office Address

c/o LFP Venture Companies, LLC (Registered Agent)
1201 North Orange Street, Suite 731
Wilmington, County of New Castle Delaware
United States of America

Email addresses and phone numbers for the applicant at each address are:

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Schedule 4: Addresses Used by Applicant

Provide all addresses, other than those listed on Schedule 3, which applicant has used or from which it was conducting business during the last ten (10) year period, and provide the approximate dates during which such addresses were used.

Address Purpose				Address Used From		Address Used To	
No former addresses							
Address Line 1				Address Line 2			
Address Line 3				City		State/ Province	Postal Code
Country		Email Address		Phone Number		Fax Number	
Address Purpose				Address Used From		Address Used To	
Address Line 1				Address Line 2			
Address Line 3				City		State/ Province	Postal Code
Country		Email Address		Phone Number		Fax Number	
Address Purpose				Address Used From		Address Used To	
Address Line 1				Address Line 2			
Address Line 3				City		State/ Province	Postal Code
Country		Email Address		Phone Number		Fax Number	
Address Purpose				Address Used From		Address Used To	
Address Line 1				Address Line 2			
Address Line 3				City		State/ Province	Postal Code
Country		Email Address		Phone Number		Fax Number	

Schedule 5: Current Officers, Directors/Partners and Trusts

Provide the following information for all officers, directors/partners and trustees, grantors or beneficiaries of a trust that is required to be licensed as a principal under this chapter.

Name and Home Address					
First Name	Middle Name	Last Name		Suffix (Jr., Sr., etc.)	Date of Birth
Address Line 1 Please see attached			Address Line 2		
Address Line 3			City	State/ Province	Postal Code
Country	Email Address		Phone Number	Fax Number	
Applicant Address					
Applicant Name:			Current Title or Position		
Address Line 1			Address Line 2		
Address Line 3			City	State/ Province	Postal Code
Country	Email Address		Phone Number	Fax Number	
Dates, Titles and/or Positions Held (starting with current position and working backwards)					
From Date	To Date	Title or Position	Annual Compensation \$ Value	Composition of Compensation (Specify salary, wages, commissions, fees, bonus or other)	
		Please see attached			

* Make additional copies and attach additional pages as necessary.

SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
Application and Disclosure Form

Attachment to Schedule 5

Current Officers, Directors/Partners and Trusts

Presently, the officers and directors of the Applicant and its affiliates are the individuals listed below. Please see each individual’s personal applications for all applicable address and contact information. **CONFIDENTIAL**

1. “LicenseCo”: SC Gaming, OpCo, LLC, a Delaware Limited Liability Company

Sole Member and Manager: SC Gaming HoldCo, LLC

Officers	Ira Lubert	President
	Ara Kervandjian	Vice-President
	Robert E. Poole	Vice-President
	Richard S. Sokolov	Vice-President

2. “LandCo”: 2901 ECA Associates, LLC, a Pennsylvania Limited Liability Company

Sole Member and Manager: SC Gaming HoldCo, LLC

Officers	Ira Lubert	President
	Ara Kervandjian	Vice-President
	Robert E. Poole	Vice-President
	Richard S. Sokolov	Vice-President

3. “HoldCo”: SC Gaming HoldCo, LLC, a Delaware Limited Liability Company

Managing Member: SC Gaming, LLC

Non-Managing Member: Ira Lubert

Officers	Ira Lubert	President
	Ara Kervandjian	Vice-President
	Robert E. Poole	Vice-President
	Richard S. Sokolov	Vice-President

SC Gaming OpCo, LLC (“Applicant”)
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4. “SC NewCo”: SC Gaming, LLC, a Delaware Limited Liability Company

Sole Member: Ira Lubert*

Board of Managers Ira Lubert
 Ara Kervandjian
 Robert E. Poole
 Richard S. Sokolov

Officers Ira Lubert President
 Ara Kervandjian Vice-President
 Robert E. Poole Vice-President
 Richard S. Sokolov Vice-President

* Please note that in addition to his roles as President of SC NewCo and on SC NewCo’s Board of Managers, Mr. Lubert is (and has been) the sole member of SC NewCo as specified in Appendix 44. While his role as sole member is beyond the scope of this Schedule 5, this response to Schedule 5 is hereby supplemented to provide the additional information.

Schedule 6: Former (no longer active) Officers, Directors/Partners and Trustees

Provide the following information for all officers, directors/partners and trustees who are no longer actively involved with Applicant but who held a position during the last ten (10) year period.

Name and Home Address				
First Name DOES NOT APPLY.	Middle Name DOES NOT APPLY.	Last Name		Suffix (Jr., Sr., etc.)
Date of Birth				
Address Line 1		Address Line 2		
Address Line 3		City	State/Province	Postal Code
Country	Email Address	Phone Number	Fax Number	
Applicant Address				
Applicant Name:		most recent Titles or Positions		
Address Line 1		Address Line 2		
Address Line 3		City	State/Province	Postal Code
Country	Email Address	Phone Number	Fax Number	
Dates, Titles and/or Positions Held (starting with most recent and working backwards)				
From Date	To Date	Title or Position	Annual compensation & value	Reason for Leaving

* Make additional copies and attach additional pages as necessary.

Schedule 7: Employees Earning Over \$250,000 in Annual Compensation From Applicant

Provide the following information for all employees earning over \$250,000 in annual compensation from applicant. Do not include persons already listed on Schedule 5.

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* Make additional copies and attach additional pages as necessary

Schedule 8: Bonus, Profit Sharing, Pension Retirement, Deferred Compensation & Similar Plans

Provide the following information and attach a description of plans as Appendix 3.

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* Make additional copies and attach additional pages as necessary.

Schedule 9: Stock Description (for C corporations, S-corporations, LLCs)

Provide the following information for all of applicant's stock.

Stock Types/Classes Inventory					
Stock Type or Class	Number of Shares Authorized	Number of Shares Issued	Number of Shares Outstanding	Voting?	Terms, conditions, rights and privileges
				<input type="checkbox"/> Yes <input type="checkbox"/> No	Please see attached
				<input type="checkbox"/> Yes <input type="checkbox"/> No	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	
				<input type="checkbox"/> Yes <input type="checkbox"/> No	
<p>If the right of holders of any class of stock may be modified otherwise than by a vote of a majority or more of outstanding shares so affected, voting as a class, so state and explain briefly.</p>					

SC Gaming OpCo, LLC (“Applicant”)
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Application and Disclosure Form

Attachment to Schedule 9

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SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
Application and Disclosure Form

Attachment to Schedule 10

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Schedule 10A: Interest of Current Partners (for Partnerships, LLPs, Limited Partnerships, LLCs)

Provide the following information for each partner.

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* Make additional copies and attach additional pages as necessary.

Schedule 10B: Interest of Former Partners (for Partnerships, LLPs, Limited Partnerships, LLCs)

Provide the following information for each former partner for the last ten (10) years.

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* Make additional copies and attach additional pages as necessary.

Schedule 11: NON-Voting Shareholders or Members (for C corporations, S-corporations, LLCs)

Provide the following information for each person who has controlling interest as that term is defined in §1103 of the Gaming Act, 58 Pa. Code §401a.3.

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* Make additional copies and attach additional pages as necessary.

Schedule 12: Long Term Debt

Describe the nature, type, covenants and priorities of all outstanding bonds, loans, mortgages, trust deeds, notes, debentures or other forms of indebtedness issued or executed (including loans made by shareholders), or to be issued or executed, by the applicant, which mature more than one year from the date of issuance or which, by their terms, are renewable for a period of more than one (1) year from the date of issuance. Attach description and documentation as Appendix 4.

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Schedule 13: Holders of Long Term Debt

Provide the following information for each person or entity holding any outstanding bonds, loans, mortgages, trust deeds, notes, debentures or other forms of indebtedness executed or issued by applicant, which mature more than one (1) year from the date of issuance or which, by their terms, are renewable for a period of more than one (1) year from the date of issuance. Attach description and documentation as Appendix 4.

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* Make additional copies and attach additional pages as necessary.



Schedule 14: Other Indebtedness and Security Devices

Describe the nature, type, terms, conditions and covenants of all outstanding loans, mortgages, trust deeds, pledges, lines of credit, or other evidence of indebtedness or security devices utilized by applicant other than those described in Schedule 12. Attach description and documentation as Appendix 5.

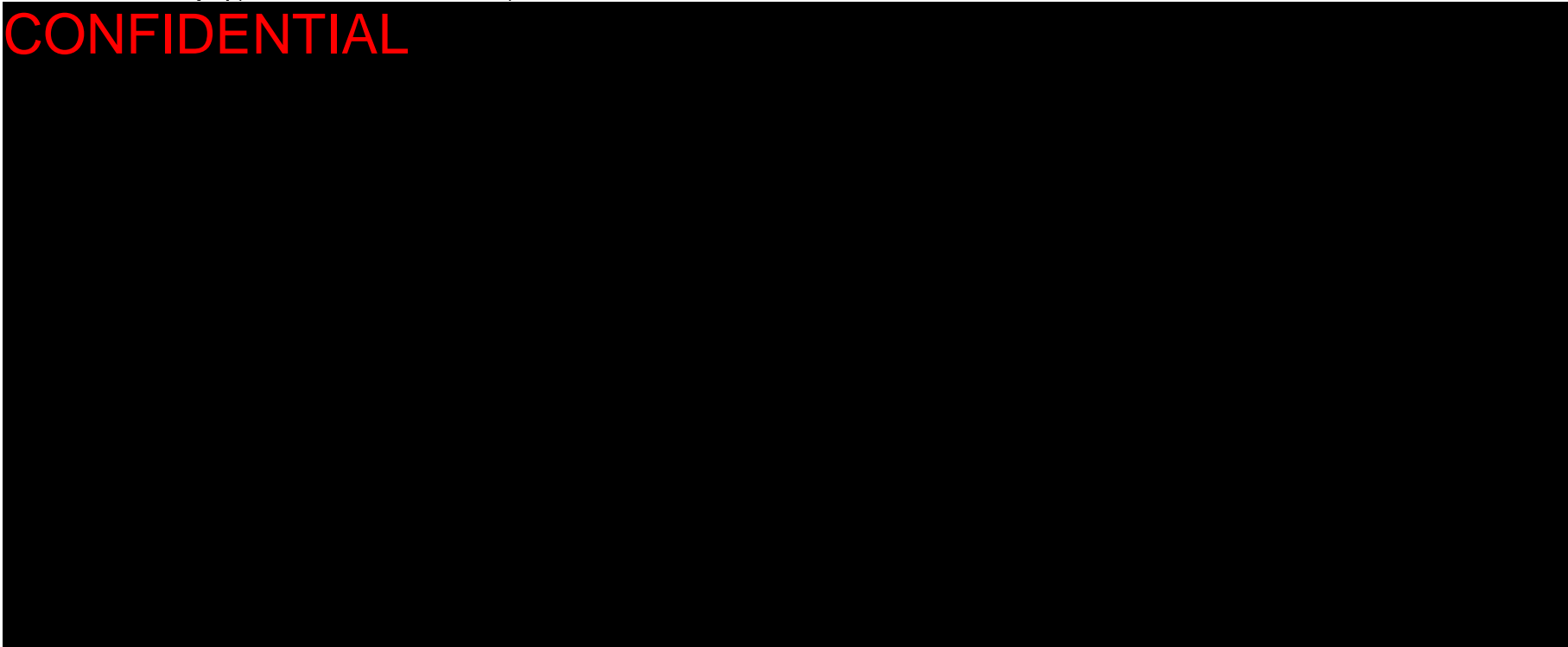
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Schedule 15: Holder of Other Indebtedness

Provide the following information for each holder of any outstanding loan, mortgage, trust deed, pledge or other evidence of indebtedness or security devices utilized by applicant and described in response to schedule 14.

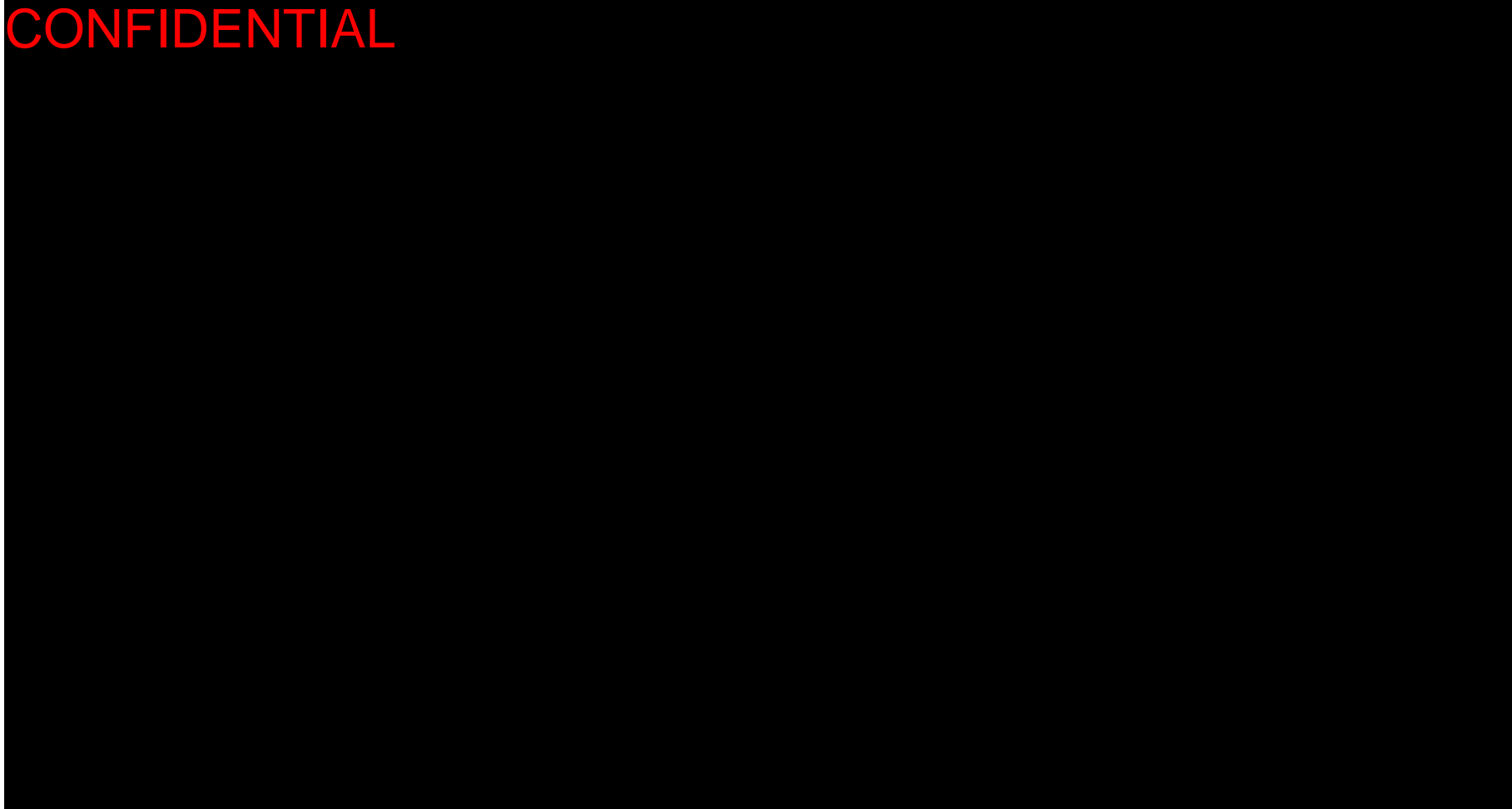
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* Make additional copies and attach additional pages as necessary.

Schedule 16: Securities Options

Provide the following information and attach as Appendix 6 a detailed description of any options existing or to be created with respect to securities issued by applicant which description shall include, but not be limited to, the title and amount of securities subject to option, the year or years during which the options were or will be granted, the conditions under which the options were or will be granted, the consideration for granting the option and the year or years during which, and the terms under which, optionees became or will become, entitled to exercise the options, and when such options expire. (OR include copies of any outstanding option plans or proxy statements that provide the requested information.) NOTE: For the purpose of this schedule, option shall mean right, warrant or option to subscribe to or purchase any securities issued by applicant.



* Make additional copies and attach additional pages as necessary.

Schedule 17: Beneficial Owner of Options

Provide the following information for persons holding the options described in Schedule 16.

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* Make additional copies and attach additional pages as necessary.

Schedule 18: Other Principals

Provide the following information for all principals not otherwise disclosed on schedules 1, 5, 10, 10A, 11, 13 and 15. Include individuals and entities that have a 1% or greater indirect ownership interest in an applicant or licensee; however, individuals or entities who hold less than 5% of the voting securities of an applicant or licensee or an intermediary or holding company of an applicant or licensee that is a publicly traded company shall not be required to be licensed as a principal.

Name and Address				
First Name	Middle Name	Last Name	Suffix (Jr., Sr., etc.)	Date of Birth
Entity Name				
Address Line 1		Address Line 2		
Address Line 3		City	State/Province	Postal Code
Country	Email Address	Phone Number	Fax Number	
Describe Nature, Type, Terms and Conditions of Interest in or Control Over Applicant				
None other than as otherwise disclosed				

* Make additional copies and attach additional pages as necessary.

Schedule 19: Financial Institutions

Provide the following information with respect to each bank, savings and loan association or other financial institution, whether domestic or foreign, in which applicant has or has had an account over the last ten (10) year period regardless of whether such account was held in the name of applicant, a nominee of applicant or was otherwise under the direct or indirect control of applicant.

Financial Institution Name and Address					
Financial Institution Name			Federal Employer Identification Number		
Purpose for account Please see attached		Account held from	Account held to		
Address Line 1		Address Line 2			
Address Line 3		City	State/Province	Postal Code	
Country	Email Address		Phone Number	Fax Number	
Accounts at This Financial Institution					
Account Number		Account Type		Open Date	Close Date

* Make additional copies and attach additional pages as necessary.

SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
Application and Disclosure Form

Attachment to Schedule 19

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Schedule 20: Contracts

Provide the following information with respect to all contracts or agreements (whether written or oral) that applicant has entered into within the past six (6) months, for goods and/or services in excess of \$100,000. Contracts and agreements disclosed elsewhere in this application need not be provided on this schedule.

Name and Address				
Name		Federal Employer Identification Number/tax identification number/social security number		
Address		Contract Start Date	Contract completion Date	
Address Line 1		Address Line 2		
Address Line 3		City	State/Province	Postal Code
Country	Email Address		Phone Number	Fax Number
Nature of contract or Agreement and goods and/or services to be provided		Terms of compensation		
<p>Please see attached</p>				

SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
Application and Disclosure Form

Attachment to Schedule 20

Provide the following information with respect to all contracts or agreements (whether written or oral) that applicant has entered into within the past six (6) months, for goods and/or services in excess of \$100,000. Contracts and agreements disclosed elsewhere in this application need not be provided on this schedule.

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Schedule 21: Stock Held by Applicant

Provide the following information with respect to each company in which applicant holds stock.

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Schedule 22: Insider Transactions

Provide the following information for each change in the beneficial ownership of the equity securities of applicant on the part of any person who is indirectly or directly a beneficial owner of more than ten percent (10%) of any class of an equity security of applicant or who is or was within that period a director or officer of applicant that occurred within the five (5) years preceding this application. [Include changes resulting from (a) gift, (b) purchase, (c) sale, (d) exercise of an option to purchase, (e) exercise of an option to sell, (f) grant or receipt of a put or (g) grant or receipt of a call.]

Name and Home Address				
First Name	Middle Name	Last Name	Suffix (Jr., Sr., etc.)	Date of Birth
Address Line 1		Address Line 2		
Address Line 3		City	State/Province	Postal Code
Country	Email Address	Phone Number	Fax Number	
Position				
Insider Transaction Description				
Date of Transaction	Nature of Transaction	Number of Shares Involved	Dollar Value of Transaction	Other Parties (Names & Positions)
None				

* Make additional copies and attach additional pages as necessary.

Schedule 23: Criminal History

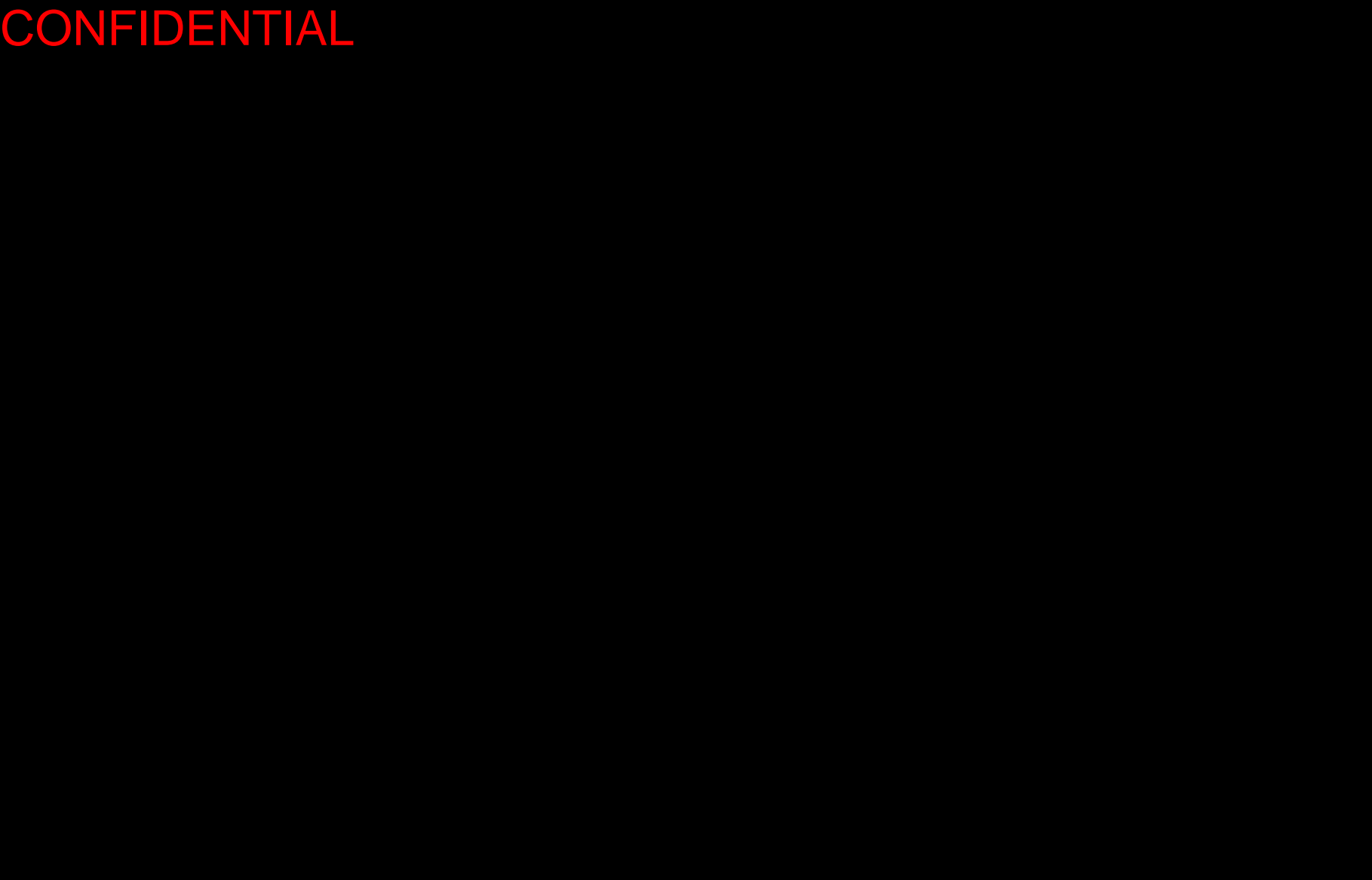
If Applicant answered YES to questions 1, 1A or 1B on page 4, provide the following information:

Criminal History Incident						
Name of Case & Docket Number	Nature of Charge or Complaint	Date of Charge or Complaint	Disposition (Acquitted, Convicted, Dismissed, Etc.)	Name and Address of Law Enforcement Agency or Court Involved	Sentence	name of officer, director/partner, trustee or Key Employee
	Does not apply as Applicant answered No		For any additional information regarding each of Applicant's principals, affiliates, intermediaries, subsidiaries and holding companies, please see the separate application form completed by and submitted for each of them.			

Schedule 24: Testimony, Investigations or Polygraphs

If Applicant Answered YES to question 2 on page 4, provide the following information:

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Schedule 25: Existing Litigation

Provide the following information and attach as Appendix 7 a description of all existing civil litigation to which applicant, its parent, affiliate, or subsidiary is presently a party, whether in this Commonwealth or in another jurisdiction. Do not include any litigation in which the damages may not reasonably be expected to exceed \$100,000 or litigation in which damages may be expected to exceed \$100,000, but which involves claims against applicant which are fully and completely covered under an insurance policy held by the applicant with a licensed insurance carrier. This description must include the title and docket number of the litigation, the name and location of the court before which it is pending, the identity of all parties to the litigation and the general nature of all claims being made.

Existing Litigation	
Name of Case and Docket Number DOES NOT APPLY.	Location and Name of Court before which litigation is pending DOES NOT APPLY.
Names of all parties to litigation	
Nature of the claims	
Existing Litigation	
Name of case and docket number	Location and Name of Court before which litigation is pending
Names of all parties to litigation	
Nature of the claims	

Schedule 26: Antitrust, Trade Regulation & Security Judgments; Statutory and Regulatory Violations

If applicant answered YES to questions 3 or 4 on page 4, provide the following information:

Violation		
Name of Case & Docket Number	Date of Judgment, Order or decree	Name and Address of Agency or Court Involved
Does not apply as Applicant answered No		
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		
For any additional information regarding each of Applicant's principals, affiliates, intermediaries, subsidiaries and holding companies, please see the separate application form completed by and submitted for each of them		
Violation		
Name of Case & Docket Number	Date of Judgment, Order or decree	Name and Address of Agency or Court Involved
Nature of Offense		
Disposition <input type="checkbox"/> Acquitted <input type="checkbox"/> Convicted <input type="checkbox"/> Dismissed <input type="checkbox"/> Other		
Nature of Judgment, Decree or Order		

Schedule 27: Bankruptcy or Insolvency Proceedings

If applicant answered YES to questions 5, 6 and/or 7 on page 4, provide the following:

Bankruptcy or Insolvency Proceedings			
Name of Case & Docket Number	Date Petition Filed or Relief Sought	Name and Address of Agency or Court Involved	
	Date Judgment or Relief Entered	Name of Court Appointed Receiver, agent or trustee	Date Receiver, agent or trustee appointed
Nature of Judgment or Relief			
<p>Does not apply as Applicant answered No</p> <p>For any additional information regarding each of Applicant's principals, affiliates, intermediaries, subsidiaries and holding companies, please see the separate application form completed by and submitted for each of them.</p>			

Schedule 28: Non-Gaming Licenses and Permits

If Applicant answered YES to question 8 on page 5, provide the following information for the last ten (10) year period:

Applicant Licensing (Government Issued – Non-gaming)					
Type of License or Permit	Name and Location of Government Agency	Application Number	Disposition	Date of Disposition	If Granted, provide the license/permit number and expiration date. If Denied, Pending, Expired, Suspended, Conditioned, Withdrawn or Revoked, provide details.
	Does not apply as Applicant answered No		<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		For any additional information regarding each of Applicant's principals, affiliates, intermediaries, subsidiaries and holding companies, please see the separate application
			<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		form completed by and submitted for each of them.
			<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 29: Gaming Licenses and Permits

If Applicant answered YES to question 9 on page 5 provide the following information for the last ten (10) year period:

Applicant Licensing (Government Issued –Gaming)					
Type of License or Permit	Name and Location of Government Agency	Application Number	Disposition	Date of Disposition	If granted, provide the license/permit number and expiration date. If DENIED, PENDING, EXPIRED, SUSPENDED, CONDITIONED, WITHDRAWN OR REVOKED, provide details.
	Does not apply as Applicant answered No		<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		For any additional information regarding each of Applicant's principals, affiliates, intermediaries, subsidiaries and holding companies, please see the separate application
			<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		form completed by and submitted for each of them.
			<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 30: Applicant's Contributions and Disbursements

If Applicant answered YES to any of questions 10 through 16 on pages 5 and 6, 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:

Also provide the name, address, date formed and officers of any political action committee during the last ten (10) year period. provide copies of any reports filed by the committee during the last five (5) years, whether federal or state.

If "independent expenditures" have been made, provide a detailed list showing: 1-Date made, 2-recipient of the expenditure, 3-Amount of the expenditure 4-The election it was intended to influence.

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Schedule 31: Business Background Part 1

Description of Present Business
Applicant is a newly formed limited liability company formed under Delaware law on November 5, 2020 in connection with the proposal for a Category 4 licensed facility at the Nittany Mall in State College, Pennsylvania.
Description of Competitive Conditions
Presently, there are twelve licensed facilities authorized to operate in the Commonwealth of Pennsylvania with additional facilities under development.
Principal Products Produced and/or Services Rendered
Applicant is a newly formed limited liability company formed under Delaware law on November 5, 2020.
Availability of Raw Materials, Critical Technology & Employees
Applicant has identified Eric Pearson to be the CEO/GM of the Category 4 licensed facility upon commencement of operations. Mr. Pearson will also assist Applicant with the development of the facility. Mr. Pearson was formerly President & Chief Executive Officer of Valley Forge Casino Resort.
Intellectual Property Owned by Applicant & Importance to Business
Does not apply

Schedule 32: Business Background Part 2

Description of Business Developments Including Bankruptcy, Receivership or Similar Proceedings

Applicant has no history with any bankruptcy, receivership or similar proceedings

Description of Any Other Material Reorganization, Readjustment or Succession of Applicant or Any of its Subsidiaries OR Acquisitions

Please see attached

History of Previous Business Conducted by Applicant

Does not apply

SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
Application and Disclosure Form

Attachment to Schedule 32

Description of Any Other Material Reorganization, Readjustment or Succession of Applicant or Any of its Subsidiaries or Acquisitions

None other than transactions undertaken by Mr. Lubert to organize and capitalize the project to ensure the development and operation of the proposed Category 4 facility will be successful as otherwise disclosed to the Board to the extent applicable to this Schedule. By way of further explanation, Mr. Lubert, as the winning bidder and in accordance with 4 Pa. C.S. § 1305.2, has submitted an application for a Category 4 slot machine license, which application includes this Category 4 Slot Machine Operator Application and Disclosure Form completed by Applicant.

Signature Document Section

APPLICATION FOR PENNSYLVANIA TAX CLEARANCE REVIEW

Completion of this form is a condition of this application and will authorize the Pennsylvania Department of Revenue ("DOR") and the Department of Labor and Industry ("DLI") to review the tax records of the person and/or entity as part of the licensing evaluation by the Pennsylvania Gaming Control Board ("Board"). Your signature on this form also represents a waiver of confidentiality of tax information. Your signature allows the DOR and DLI to provide information to the Board and its staff regarding the tax records.

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DIVERSITY PLAN STATEMENT

Slot Machine License Applicant Name SC Gaming OpCo, LLC

Slot Machine License Applicant Mailing Address _____

Please see attached

Slot machine License Applicant Phone Number _____

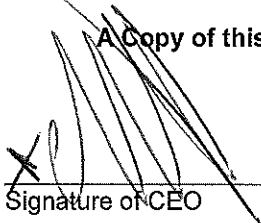
Equal Opportunity Officer _____

Date Submitted 03/01/2021

Pursuant to Section 1325(b)(1) of the Pennsylvania Race Horse Development and Gaming Act:

Applicant has developed and implemented a diversity plan.

A Copy of this plan is attached.



Signature of CEO

Ira Lubert

Printed Name

03/01/2021

Date



SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
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Attachment to Diversity Plan Statement

Applicant: SC Gaming OpCo, LLC, a newly formed Delaware limited liability company

Address: 1155 Benner Pike, State College, PA 16801

An environment that welcomes diverse perspectives leads to success in business. This is not a new idea, but it is a good one. Smart companies know that in order to flourish in a competitive environment, all ideas must be on the table.

Although it is a newly formed company presently without any active business operations or employees, SC Gaming OpCo, LLC recognizes the importance to aim for the sort of success that our employees, our families, our investors, and our customers will be proud of. These perspectives arise only in an environment that welcomes input from every employee and customer, regardless of race, religion, gender, ethnicity, sexual orientation, or disability.

Diversity and inclusion will be key components of SC Gaming OpCo, LLC’s business. Together, they are structural beams that will run throughout the architecture of SC Gaming OpCo, LLC’s entire business. To further facilitate an open and welcome environment for all, SC Gaming OpCo, LLC will be committed to diversity and inclusion, both internally and with vendors. SC Gaming OpCo, LLC will carefully analyze its diversity practices, placing additional emphasis on initiatives that can be demonstrated to work for us or others in the past.

These efforts to promote diversity and the central goal of equal opportunity in all aspects of business, including employee recruitment and training and procurement, are intended to achieve the following core objectives:

- A diverse workforce and diverse business partners that reflect the diversity of the surrounding community
- A diverse work environment with policies, procedures and systems that support and encourage the principles of diversity
- A diverse workforce where different cultures, capabilities, genders and ages are respected and cultivated as a strength
- Improved patron relations through better understanding of varying backgrounds and presenting positive business practices
- Increased cooperation, collaboration and team-building amongst workforce members
- Improved profitability through a stronger work environment
- Enhancing our surrounding communities through inclusion of all cultures

**SC Gaming OpCo, LLC (“Applicant”)
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Ultimately, SC Gaming OpCo, LLC plans to recruit a diverse workforce, particularly when compared against the diversity of Centre County as a whole, which is estimated by the U.S. Census Bureau as follows:

Race and Hispanic Origin		Centre County, Pennsylvania
Population estimates, July 1, 2019, (V2019)		162,385
PEOPLE		
Race and Hispanic Origin		
White alone, percent		87.9%
Black or African American alone, percent (a)		3.8%
American Indian and Alaska Native alone, percent (a)		0.2%
Asian alone, percent (a)		6.4%
Native Hawaiian and Other Pacific Islander alone, percent (a)		0.1%
Two or More Races, percent		1.7%
Hispanic or Latino, percent (b)		3.0%
White alone, not Hispanic or Latino, percent		85.4%

Age and Sex		Centre County, Pennsylvania
Population estimates, July 1, 2019, (V2019)		162,385
PEOPLE		
Age and Sex		
Persons under 5 years, percent		3.8%
Persons under 18 years, percent		14.8%
Persons 65 years and over, percent		14.9%
Female persons, percent		47.4%

<https://www.census.gov/quickfacts/fact/table/centrecountypennsylvania/PST045219#>



**Pennsylvania Gaming Control Board
Licensed Entity Representation Registration**

A Licensed Entity Representative includes any person acting on behalf of or representing the interest of any applicant, licensee, permittee or registrant, including but not limited to an attorney (outside counsel representing the applicant/licensee), agent or lobbyist regarding any matter which may reasonably be expected to come before the Pennsylvania Gaming Control Board ("PGCB"). Please include representatives from law firms, public relations firms, representatives from government relations firms and traffic experts. If any law firms were sub-contracted, individuals from these firms who directly represented the applicant/licensee must also complete this form.

NAME: To be submitted separately

FIRM: _____

ADDRESS: _____

CITY: _____

STATE AND ZIP CODE: _____

TELEPHONE: _____

ENTITY REPRESENTED: _____

Pursuant to 4 Pa.C.S., §1202.1(b), I am required to register as a licensed entity representative with the PGCB. I have an ongoing duty to regularly update this information and failure to do so could subject my firm and me to a penalty. I also acknowledge that by signing this document, all information contained herein will be made available for review by the public and that such information will be posted on the PGCB website pursuant to 4 Pa.C.S., §1202.1(3).

SIGNATURE: _____ **DATE:** _____

A handwritten signature in black ink, appearing to be a stylized 'A' or similar character, located in the bottom right corner of the page.

Financial Statement Certification

For the Period Ended: Please see attached

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I have reviewed and examined the attached financial statement.

To the best of my knowledge, the financial statements, and other information included in this report, are accurate and fairly present in all material respects, the financial condition, results of operations and cash flows of the applicant as of, and for, the periods presented in this report.

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SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
Application and Disclosure Form

Attachment to Financial Statement Certification

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SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 1

*Description of the business currently performed and the business intended to be performed in the Commonwealth. This information must be specific and must be organized around the topics shown in **Schedules 31 and 32**. Additionally, applicant must indicate the relationship between it and its affiliated entities as it relates to the business intended to be performed in the Commonwealth in the form of an organization chart with a narrative description.*

Applicant is a newly formed limited liability company formed under Delaware law on November 5, 2020 in connection with the proposal for a Category 4 licensed facility at the Nittany Mall in State College, Pennsylvania.

Applicant anticipates that it (or its appropriate affiliate) will petition for approval to operate 750 slot machines, 30 table games at the commencement of operations at its Category 4 licensed facility. In addition, Applicant anticipates it (or its appropriate affiliate) will also petition for (i) a sports wagering certificate to offer retail and interactive sports and (ii) interactive gaming certificates to offer (x) peer-to-peer interactive games (i.e. poker games and tournaments); (y) non-peer-to-peer interactive games which simulate slots machines; and (z) non-peer-to-peer interactive games which simulate table games.

SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 2

Description of any former business engaged in during the last ten (10) years and the reason for cessation of the business.

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SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
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APPENDIX 3

*Description of all bonus, profit sharing, pension, retirement, deferred compensation and similar plans. This information must be provided in addition to the information provided in **Schedule 8**.*

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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 4

Description of long term debt. This information must be provided in addition to the information provided in Schedules 12 and 13.

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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 5

*Description of other indebtedness and security devices. This information must be provided in addition to the information provided in **Schedules 14 and 15.***

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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 6

Description of securities options. This information must be provided in addition to the information provided in Schedules 16 and 17.

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SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
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APPENDIX 7

Description of existing litigation. This information must be provided in addition to the information provided in **Schedule 25**.

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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 8

Audited financial statement for the last fiscal year. If the Applicant does not normally have its financial statements audited, attach unaudited financial statements. If this has previously been provided, resubmission would not be required and the response should reflect the previous date(s) of submissions.

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SC Gaming OpCo, LLC (“Applicant”)
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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 9

Audited financial statements for the last five (5) years. If the Applicant does not normally have its financial statements audited, attach unaudited financial statements. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.

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SC Gaming OpCo, LLC (“Applicant”)
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Application and Disclosure Form

APPENDIX 10

Annual reports for the last five (5) years. If this has previously been provided, resubmissions would not be required and response should reflect the previous date(s) of submission.

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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 11A

Annual reports prepared on the SEC’s 10-K for the last five (5) years.

Does not apply.

SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 11B

Copies of annual or quarterly filings for the last five (5) years required under the laws of a regulatory agency of another country.

Does not apply.

SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 12

A copy of the last quarterly unaudited financial statement. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.

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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 13

A copy or copies of any interim reports. If this had previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.

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APPENDIX 14

A copy of the last definitive Proxy or information statement (SEC). If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.

Does not apply.

SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 15

A copy of all registration statements for the last five (5) years filed in accordance with the Securities Act of 1933. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.

Does not apply.

SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 16

Copies of all other reports prepared in the last five (5) years by independent auditors of the applicant. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.

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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 17

Certified copies of the Articles of Incorporation, Charter, Bylaws, Partnership Agreement, or other official documents and all amendments and provided amendments. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(s) of submission.

Attached is a copy of Applicant’s Certificate of Formation.

CERTIFICATE OF FORMATION
OF
SC GAMING OPCO, LLC

---0000000---

This Certificate of Formation of SC GAMING OPCO, LLC is being executed and filed this date to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. §18-101, et seq.).

1. The name of the limited liability company is:

SC GAMING OPCO, LLC

2. The name and address of the registered agent and registered office in the State of Delaware is:

LFP Venture Companies, LLC
1201 North Orange Street - Suite 731
Wilmington, County of New Castle, Delaware 19801

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of this 5th day of November, 2020.


Steven C. Bravato, Authorized Person

SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
Application and Disclosure Form

APPENDIX 18

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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 19

Functional table of organization for applicant with, job descriptions, and names of employees earning in excess of \$250,000 in annual compensation.

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SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
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APPENDIX 20

Copies of federal entity tax filings, including forms 1120, 1120-s, 1120-f, 1065, 941 and all other business related tax forms filed with the IRS in the last five (5) years. If this has previously been provided, reports would not be required and the response should reflect the date(s) of submission.

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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 21

Copies of 5500 forms filed with the IRS in the last five (5) years. If this has previously been provided, reports would not be required and the response should reflect the date(s) of submission.

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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 22

*Describe criminal history of applicant. This information must be provided in addition to the information provided in **Schedule 23**. Narrative information about the nature of charge or complaint and the disposition must be provided.*

Does not apply as Applicant answered No.

For any additional information regarding each of Applicant's principals, affiliates, intermediaries, subsidiaries and holding companies, please see the separate application form completed by and submitted for each of them.

SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 23

Pursuant to § 1312 of the Gaming Act, the Board may not approve an application for licensure if any of its principals do not meet the character requirements of § 1310, eligibility requirements, or purchases a controlling interest in a licensed gaming entity in violation of § 1328.

Has the applicant divested all interests that would prohibit licensure and eliminated any principal who does not meet the character or eligibility requirements? If not, provided an explanation. If it does not apply, write does not apply in response to this appendix.

Does not apply.

SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 24

Pursuant to § 1512 of the Gaming Act, no executive-level state employee, public official, party officer or immediate family member thereof shall have a financial interest in or be employed, directly or indirectly, by any licensed racing entity or licensed gaming entity, or any holding, affiliate, intermediary or subsidiary company, thereof, or any such applicant.

Has any public official or other prohibited person possessed a financial interest in or been employed directly or indirectly by the applicant or related entity at or following the effective date of the PA Gaming Act?

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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 25

Pursuant to § 1313 of the Gaming Act, provide information, documentation and assurances demonstrating that the applicant has sufficient business ability and experience to create and maintain a successful, efficient operation. Also provide biographies of the known individuals who will perform executive management duties and provide names of all proposed key employees and description of their responsive or proposed responsibilities as they become known.

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APPENDIX 26

Pursuant to § 1207(16) of the Gaming Act, the licensee must sell Pennsylvania state lottery tickets at its facility as near as practicable to the pay windows. Provide a proposed floor plan specifying the locations where state lottery tickets will be sold and the proximity of those locations to pay windows. (Note: This submission must be finalized and approved by the Board prior to operation).

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SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
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APPENDIX 27

Provide a list of any hospital, place of worship, school, charitable institution, park, zoo or any similar place frequented by the public within 1,500 feet of the proposed facility.

Hospitals - None identified within 1,500 feet of proposed facility.

Places of Worship – Two identified within 1,500 feet of proposed facility.

- Shiloh Lutheran Church: 801 Benner Pike, State College, PA 16801
- Mark D. Heintzelman Funeral & Cremation Services – 1034 Benner Pike, State College, PA 16801

Schools - One identified within 1,500 feet of proposed facility.

- Development Center for Adults – 60 Decibel Rd., State College, PA 16801

Charitable Institutions - Two identified within 1,500 feet of proposed facility.

- The Salvation Army of Centre County – 2603 E College Ave, Suite G, State College, PA 16801
- Goodwill – 387 Benner Pike, State College, PA 16801

Parks - None identified within 1,500 feet of proposed facility.

Zoos - None identified within 1,500 feet of proposed facility.

Similar places - Two identified within 1,500 feet of proposed facility.

- Kids Court Daycare Center – 278 Gerald St., State College, PA 16801
- KNB Inflatables Please (Family Entertainment Center Located inside Nittany Mall) – 2901 East College Ave. Suite 710, State College, PA 16801

SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 28

Submit an initial narrative description of proposed administrative and accounting procedures, including a written system of internal control, pursuant to § 1322 of the Gaming Act (Note: This submission must be finalized and approved by the Board prior to operation).

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SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
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APPENDIX 29

Provide marketing plans and proposals and details of the proximity of the facility to its marketing service area.

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SC Gaming OpCo, LLC (“Applicant”)
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APPENDIX 30

Provide copies of local zoning and land use approvals or a detailed explanation of the status of the request with copies of all filings.

The proposed location for the Category 4 licensed facility, 2901 East College Avenue, State College, PA is located in College Township, PA and is situated in College Township’s C-1 General Commercial zoning district, which specifically identifies gaming establishments – such as the proposed Category 4 licensed facility as a “use-by-right”.

In addition, please see the attached letter from College Township by way of background.

**SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
Application and Disclosure Form**



1481 E COLLEGE AVE. STATE COLLEGE, PA 16801 ■ TELEPHONE: (814) 231-3021 ■ WWW.COLLEGETOWNSHIP.ORG

February 1, 2021

2901 ECA Associates, LLC
c/o John M. Haschak, Esquire
Leventry, Haschak, and Rodkey, LLC
1357 Eisenhower Boulevard, Suite 202
Johnstown, Pennsylvania 15904

RE: Zoning Confirmation – Gaming Establishment

Dear John,

Be advised that the property at 2901 East College Avenue, State College, PA is located in College Township, PA and is situate in the Township's C-1 General Commercial zoning district

Gaming establishments are specifically identified as a use-by-right within the C-1 General Commercial zoning district. The zoning code definition of a gaming establishment is as follows:

The use of land for the legal operation of a business which allows for any form of wagering, including a licensed gaming entity with the exception of lotteries.

A licensed gaming entity is defined within the zoning code as follows:

A facility which provides for slot machines as permitted and regulated under Act 72 of 2004, Pennsylvania Race Horse Development and Gaming Act, as amended.

In addition to other zoning, subdivision and land development regulations pertaining to the C-1 zoning district, gaming establishments, specifically, must meet the following requirements:

Locational requirements. No gaming establishment shall be located within 1,000 feet of the following:

- (a) Residential district boundary;***
- (b) Any building containing a residential use in a zone not defined as a residential zone in Section 100.8;***
- (c) Lot line of any church or other place of worship;***
- (d) Lot line of any school; and/or***
- (e) Lot line of any public park.***

Gateway to the Centre Region

SC Gaming OpCo, LLC (“Applicant”)
Category 4 Slot Machine Operator
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Zoning confirmation
02-01-2021
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As of the date of this letter, the property located at 2901 East College Avenue, State College, PA complies with all locational requirements requisite of a gaming establishment.

Additionally, please note that College Township did receive on July 1, 2020 and did approve a “Change of Use/Verification of Use” zoning permit on July 6, 2020 for 2901 East College Avenue, State College, PA. That permit references occupancy by a use for “entertainment that serves alcohol and gaming”.

Please feel free to contact me should you have any additional questions.

Sincerely,



Adam Brumbaugh
Township Manager

C: College Township Council
Mark Gabrovsek, Zoning Officer, College Township
Louis Glantz, Solicitor, College Township

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APPENDIX 31

Pursuant to § 1322 of the Gaming Act and/or Board regulations, submit a complete proposed site plan of the proposed licensed facility, inclusive of traffic studies and the parking plan, including the number of parking spaces, accompanied by architectural drawing and a proposed gaming floor layout.

The gaming floor layout should clearly delineate the square footage of the area to be used for the placement of slot machines and table games as well as the square footage of the area that will not be used for the placement of slot machines and table games.

Further, the gaming floor layout should delineate the square footage reserved for additional slot machines and table games permitted pursuant to § 1210 and § 13A11 of the Gaming Act.

Pursuant to § 1210, provide details of the proposed location of slot machines and table games at the facility and the number of slot machines and table games requested.

Pursuant to § 1207 of the Gaming Act, proposed surveillance camera locations both within and outside the proposed licensed facility should also be clearly delineated on the gaming floor layout as well as proposed security zones on the gaming floor and within and outside the licensed facility. (Note: The site plan, gaming floor layout and related surveillance and security proposals must be finalized and approved by the Board prior to operation).

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APPENDIX 32

Provide details of planned retail and food venues for the facility and the identification of the operators of each retail food venue.

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APPENDIX 33

Provide a local impact report, engineering reports and traffic studies, including details of any adverse impact on transportation, transit access, housing, water and sewer systems, local police and emergency service capabilities, existing tourism, including historical and cultural resources or other municipal service or resource.

A copy of the local impact report shall be provided to each political subdivision in which the licensed facility will be located at least seven (7) days prior to the filing of the application for a slot machine license. The applicant shall file a proof of service with the Board.

Please see attached to Appendix 33 of the application for SC Gaming OpCo, LLC (i) a copy of the Local Impact Report prepared by Econsult Solutions, including proof that it was provided to College Township, and (ii) the Traffic Study prepared by David E Wooster & Associates.

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APPENDIX 34

Provide details of land acquisition costs.

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APPENDIX 35

Provide details of a compulsive or problem gambling plan.

SC Gaming OpCo, LLC is committed to the promotion of responsible gaming among its employees, patrons and the public at large as a matter of its own social and business responsibility. The promotion of responsible gaming must include encouraging responsible risk taking by customers and increasing awareness among customers of tools that are available to combat problem gambling. In addition, SC Gaming OpCo, LLC will be committed to educating and training its employees to implement and enforce its responsible gaming policies and procedures.

SC Gaming OpCo, LLC anticipates that its draft compulsive and problem gambling plan will be reviewed and further refined in advance of commencing operations by the property leadership that will be responsible for implementing it.

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APPENDIX 36

If a temporary facility is to be licensed, provide details of the temporary facility as well as a plan for how the licensee will transition to a permanent facility, including a date for the completion of the permanent facility.

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APPENDIX 37A

Section 1325(1) of the Gaming Act

As required by § 1325 of the Gaming Act, applicant must address each item listed in this section. If an item does not apply, the applicant must state that in response to each item listed Provide a plan, with details, for the following:

- (1) *the location and quality of the proposed facility, including, but not limited to, the road and transit access, parking and centrality to market service area;*

The address of the proposed casino location is 2901 East College Avenue; which is at the Nittany Mall located along Benner Pike (S.R. 0150) and College Avenue (S.R. 0026) in College Township, Centre County, PA. The Nittany Mall is a 543,000 sqft (gross leasable area) facility that has the following access points:

- Two (2) signalized points of access to Benner Pike (S.R. 0150)
- Two (2) unsignalized points of access to Shiloh Road
- One (1) signalized and one (1) unsignalized access point to College Avenue (S.R. 0026)

The specific site for the redevelopment is proposed for the former Macy’s at the Nittany Mall. The internal square footage of the former Macy’s space is 94,766 sqft. As a prominent retail location, with several anchors sites and additional retail outlets, the Nittany Mall and former Macy’s site is an ideal location which is already an established and well-designed location for high volume consumer-orientated retail business such as the proposed Category 4 licensed facility.

The casino development will have access to 2,068 parking spaces with 6 access points into the Nittany Mall complex. The casino site is located just over 1 mile from Interstate 99 giving the project access to excellent local and interstate traffic to serve the casino’s primary market service area within a 50 mile radius of the property.

In addition, please see (i) Appendix 33 of the application for SC Gaming OpCo, LLC for a detailed traffic study prepared by David E Wooster & Associates that also studies the adequacy of parking at the proposed Category 4 licensed facility; (ii) Appendix 29 of the application for SC Gaming OpCo, LLC for an initial Media & Marketing Plan for the proposed Category 4 licensed facility; (iii) Appendix 31 of the application for SC Gaming OpCo, LLC for renderings and drawings of the proposed facility; and (iv) Appendix 39 of the application for SC Gaming OpCo, LLC for the complete impact study prepared by Econsult Solutions, including (x) a Local Impact Report and (y) an Economic and Fiscal Impact Report.

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APPENDIX 37B

Section 1325(2), (7) and (9) of the Gaming Act

As required by § 1325 of the Gaming Act, applicant must address each item listed in this section. If an item does not apply, the applicant must state that in response to each item listed Provide a plan, with details, for the following:

- (2) the potential for new job creation and economic development which will result from granting a license to the Applicant;*

- (7) the degree to which the applicant presents a plan for the project which will likely lead to the creation of quality, living-wage jobs and full-time permanent jobs for residents of this commonwealth generally and for residents of the host political subdivision in particular;*

- (9) The degree to which potential adverse effects which might result from the project, including costs of meeting the increased demand for public health care, child care, public transportation, affordable housing and social services, will be mitigated.*

Please see attached to Appendix 39 of the application for SC Gaming OpCo, LLC (i) Applicant’s internal financial and business projections and plans for the proposed Category 4 licensed facility and (ii) the complete impact study prepared by Econsult Solutions, including (x) a Local Impact Report and (y) an Economic and Fiscal Impact Report.

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APPENDIX 37C

Section 1325(3), (4), and (5) of the Gaming Act

As required by § 1325 of the Gaming Act, applicant must address each item listed in this section. If an item does not apply, the applicant must state that in response to each item listed Provide a plan, with details, for the following:

- (3) the applicant’s good faith plan to recruit, train and upgrade diversity in all employment classifications in the facility;*
- (4) the applicant’s good faith plan for enhancing the representation of diverse groups in the operation of its facility through the ownership and operation of business enterprises associated with or utilized by its facility or through the provision of goods or services utilized by its facility and through the participation in the ownership of the Applicant. Provide specific information regarding the diversity in ownership of the applicant, i.e. minorities, women;*
- (5) the applicant’s good faith effort to assure that all persons are accorded equality of opportunity in employment and contracting by it and any contractors, subcontractors, assignees, lessees, agents, gaming service providers and suppliers it may employ directly or indirectly;*

An environment that welcomes diverse perspectives leads to success in business. This is not a new idea, but it is a good one. Smart companies know that in order to flourish in a competitive environment, all ideas must be on the table.

Although it is a newly formed company presently without any active business operations or employees, SC Gaming OpCo, LLC recognizes the importance to aim for the sort of success that our employees, our families, our investors, and our customers will be proud of. These perspectives arise only in an environment that welcomes input from every employee and customer, regardless of race, religion, gender, ethnicity, sexual orientation, or disability.

Diversity and inclusion will be key components of SC Gaming OpCo, LLC’s business. Together, they are structural beams that will run throughout the architecture of SC Gaming OpCo, LLC’s entire business. To further facilitate an open and welcome environment for all, SC Gaming OpCo, LLC will be committed to diversity and inclusion, both internally and with vendors. SC Gaming OpCo, LLC will carefully analyze its diversity practices, placing additional emphasis on initiatives that can be demonstrated to work for us or others in the past.

These efforts to promote diversity and the central goal of equal opportunity in all aspects of business, including employee recruitment and training and procurement, are intended to achieve the following core objectives:

- A diverse workforce and diverse business partners that reflect the diversity of the surrounding community

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- A diverse work environment with policies, procedures and systems that support and encourage the principles of diversity
- A diverse workforce where different cultures, capabilities, genders and ages are respected and cultivated as a strength
- Improved patron relations through better understanding of varying backgrounds and presenting positive business practices
- Increased cooperation, collaboration and team-building amongst workforce members
- Improved profitability through a stronger work environment
- Enhancing our surrounding communities through inclusion of all cultures

Ultimately, SC Gaming OpCo, LLC plans to recruit a diverse workforce, particularly when compared against the diversity of Centre County as a whole, which is estimated by the U.S. Census Bureau as follows:

Race and Hispanic Origin		Centre County, Pennsylvania
Population estimates, July 1, 2019, (V2019)		162,385
PEOPLE		
Race and Hispanic Origin		
White alone, percent		87.9%
Black or African American alone, percent (a)		3.8%
American Indian and Alaska Native alone, percent (a)		0.2%
Asian alone, percent (a)		6.4%
Native Hawaiian and Other Pacific Islander alone, percent (a)		0.1%
Two or More Races, percent		1.7%
Hispanic or Latino, percent (b)		3.0%
White alone, not Hispanic or Latino, percent		85.4%

Age and Sex		Centre County, Pennsylvania
Population estimates, July 1, 2019, (V2019)		162,385
PEOPLE		
Age and Sex		
Persons under 5 years, percent		3.8%
Persons under 18 years, percent		14.8%
Persons 65 years and over, percent		14.9%
Female persons, percent		47.4%

<https://www.census.gov/quickfacts/fact/table/centrecountypennsylvania/PST045219#>

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APPENDIX 37D

Section 1325(6), (8), (10), and (11) of the Gaming Act

As required by § 1325 of the Gaming Act, applicant must address each item listed in this section. If an item does not apply, the applicant must state that in response to each item listed Provide a plan, with details, for the following:

- (6) the history and success of the applicant in developing tourism facilities ancillary to gaming development, if applicable to the applicant;*
- (8) The record of the applicant and its developer in meeting commitments to local agencies, community-based organizations and employees in other locations;*
- (10) the record of the Applicant and its developer regarding compliance with (i) Federal, State and local discrimination, wage and hour, disability and occupational and environmental health and safety laws; and (ii) State and local labor relations and employment laws;*
- (11) The applicant's record in dealing with its employees and their representatives at other locations.*

Applicant is a newly formed limited liability company formed under Delaware law on November 5, 2020 in connection with the proposal for a Category 4 licensed facility at the Nittany Mall in State College, Pennsylvania.

Under Mr. Lubert’s then-ownership and leadership, Valley Forge Casino Resort voluntarily continued paying host fees to Upper Merion Township in December 2016 during the period when the collection of local host fees in the Gaming Act were enjoined from enforcement by the Supreme Court of Pennsylvania. Despite the Court’s determination that such fees were unconstitutional, Mr. Lubert and Valley Forge valued its collaborative relationship with the township and voluntarily . See

https://www.inquirer.com/philly/business/tourism_casinos/Valley-Forge-Casino-in-agreement-on-local-tax.html.

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APPENDIX 38

Provide information demonstrating adequate financing for the proposed facility and terms of financing including payback period.

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APPENDIX 39

Provide business and economic development plans and timetables, projected debt services expenses, projected EBITDA and Internal rate of return, projected annual gross terminal revenue, projected operating and capital expenses and defined gaming market and projected visitation.

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APPENDIX 40

Provide letters of reference from law enforcement agencies having jurisdiction in the applicant’s and principal’s main place of residence and place of business indicating that the agency does not have any pertinent information relating to the applicant or its principals. If the law enforcement agency has information pertaining to the applicant or its principals, the letter shall specify the details of the information.

If no letters are received within 30 days of the request, the applicant or principal may submit a sworn or affirmed statement that the applicant or principal is a citizen in good standing in his jurisdiction of residence and primary place of business.

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APPENDIX 41

If the applicant has held a gaming license in any jurisdiction, provide a letter of reference from the gaming or casino enforcement or regulatory agency in the other jurisdiction, specifying the experiences of the agency with the applicant, the applicant’s associates and the applicant’s gaming operation. If this has previously been provided, resubmissions would not be required and the response should reflect the previous date(S) of submission.

If no letter is received within 30 days of request by the applicant, the applicant may submit a sworn or affirmed statement that the applicant’s operation is in good standing with the regulatory agency.

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APPENDIX 42

Provide an original payment bond or an original irrevocable letter of credit that includes a draw certificate, at the applicant’s option, guaranteeing the applicant’s payment of the slot machine license fee required by § 1305 (Category 3) of the gaming act.

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APPENDIX 43

Provide a chart of existing gaming service providers including the name, address, phone and tax identification number of the gaming service providers, types of goods and/or services provided by the gaming service providers, total dollar amount of business with gaming service providers in the past twelve (12) months and total dollar amount of business expected to be conducted with gaming service providers in the next twelve (12) months.

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APPENDIX 44

Provide a summary of all persons who hold an ownership or other beneficial interest in the applicant and any such interest in any of its principal affiliates or principal entities required to be licensed or permitted in Pennsylvania; provided however, if any of the entities are publicly traded, only interests equal to or exceeding five percent must be disclosed. Ownership interest should be provided in a manner consistent with the Ownership Interest Report found on the Board’s website under Licensure/Reports and General Information.

The current direct and indirect ownership interests in SC Gaming OpCo, LLC are as follows:

%	Ownership
<u>Breakdown of Ownership in the Organizational Chain</u>	
<u>Ownership of SC Gaming OpCo, LLC</u>	
100.00%	SC Gaming HoldCo, LLC
<u>SC Gaming HoldCo, LLC</u>	
98.00%	SC Gaming, LLC
2.00%	Ira Lubert
<u>SC Gaming, LLC</u>	
100.00%	Ira Lubert
<u>Ultimate Net Ownership Interests in SC Gaming OpCo, LLC</u>	
100.00%	Ira Lubert

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APPENDIX 45-51

Category 1 Applicants Only

Does not apply to Applicant.

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APPENDIX 52

Provide documentation to the Board that the applicant’s location meetings the eligibility requirements in 1305.1(B).

At the Board’s September 2, 2020 auction, Ira Lubert submitted the winning bid and selected a Category 4 location (i.e. a 15-mile radius area) with a center point in Unionville Borough in Centre County (more specifically at the following coordinates: Longitude of -77.876031 & Latitude: 40.905894). The Board, acting through its Executive Director, determined the bid to be valid as the coordinates, submitted with the winning bid to identify the center point, satisfy the statutory criteria for placement of the Category 4 location. *See* <https://gamingcontrolboard.pa.gov/?pr=915>.

In accordance with 4 Pa. C.S. § 1305.2, Mr. Lubert, as the winning bidder, has submitted an application for a Category 4 slot machine license, including this application by Applicant, for it’s a Category 4 licensed facility to be located at an anchor location (the former Macy’s site) at the Nittany Mall (with an address of 2901 E College Ave Suite 200, State College, PA 16801) is within the selected 15-mile radius around Unionville Borough in Centre County as shown in the image below.

