

OHIO CASINO CONTROL COMMISSION

RESOLUTION 2012-47

**CONSIDERATION OF THE APPLICATION OF ARISTOCRAT TECHNOLOGIES  
INC. FOR A GAMING-RELATED VENDOR LICENSE**

**WHEREAS**, Article XV, Section 6(C)(4) of the Ohio Constitution created the Ohio Casino Control Commission (“Commission”) to ensure the integrity of casino gaming by, among other things, licensing and regulating all gaming authorized by Article XV, Section 6(C) of the Ohio Constitution;

**WHEREAS**, R.C. 3772.09(A) prohibits, among others, any gaming-related vendor or key employee thereof from conducting or participating in conducting casino gaming without first being licensed by the Commission;

**WHEREAS**, R.C. 3772.10(B) requires, among others, gaming-related vendors and key employees thereof seeking licensure under R.C. Chapter 3772 to establish their suitability by clear and convincing evidence;

**WHEREAS**, R.C. 3772.12(A) and A.C. 3772-6-02(A) require any gaming-related vendor seeking licensure to submit, under oath, a Gaming-Related Vendor License Application;

**WHEREAS**, R.C. 3772.121 and A.C. 3772-6 authorize the Commission to issue gaming-related vendor licenses to applicants after the Commission determines that the applicants are eligible for licensure and have paid all applicable fees;

**WHEREAS**, a gaming-related vendor license applicant is eligible for licensure upon meeting the following criteria:

- (A) Submission of a true and complete Gaming-Related Vendor License Application, as required by R.C. 3772.10(C) and 3772.12(A) and A.C. 3772-6-02(A);
- (B) Payment of the nonrefundable application fee of \$10,000.00, as required by R.C. 3772.17(C) and A.C. 3772-6-03(A), and all fees necessary to cover the costs of the background investigation in excess of the application fee set forth by A.C. 3772-6-03(A), if any;
- (C) Submission, on a form provided by the Commission, of two sets of the applicant’s fingerprints, as required by R.C. 3772.121(A)(3), if applicable;
- (D) Reimbursement of the costs for the criminal records check, as required by R.C. 3772.07 and 3772.121(A)(2), if applicable;

- (E) Not having been convicted of or pled guilty or no contest to a disqualifying offense, as defined and required by R.C. 3772.07; and
- (F) Otherwise is suitable for licensure, as required by R.C. 3772.10(B) and (C);

**WHEREAS**, R.C. 3772.13(B) and A.C. 3772-5-02(A) require any gaming-related vendor key employee seeking licensure to submit a Key Employee License Application;

**WHEREAS**, R.C. 3772.13 and A.C. 3772-5 authorize the Commission to issue key employee licenses to applicants after the Commission determines that the applicants are eligible for licensure and have paid all applicable fees;

**WHEREAS**, a key employee license applicant is eligible for licensure upon meeting the following criteria:

- (A) Being at least 21 years of age, as required by R.C. 3772.13(C);
- (B) Submission of a true and complete Key Employee License Application, as required by R.C. 3772.10(C) and 3772.131(D) and A.C. 3772-6-02(A);
- (C) Submission, on a form provided by the Commission, of two sets of the applicant's fingerprints and a photograph, as required by R.C. 3772.13(E);
- (D) Payment of the nonrefundable application fee of \$2,000.00, as required by R.C. 3772.13(E) and 3772.17(D) and A.C. 3772-5-03(A), and all fees necessary to cover the cost of the background investigation in excess of the application fee set forth by A.C. 3772-5-03(A), if any;
- (E) Reimbursement of the costs for the background check, including the criminal records check, as required by R.C. 3772.07 and 3772.13(E);
- (F) Not having been convicted of or pled guilty or no contest to a disqualifying offense, as defined and required by R.C. 3772.07; and
- (G) Otherwise is suitable for licensure, as required by R.C. 3772.10(B) and (C);

**WHEREAS**, on or about December 8, 2011, Aristocrat Technologies Inc. ("ATI") submitted an application for licensure as a gaming-related vendor to the Commission in accordance with R.C. 3772.12(A) and A.C. 3772-6-02(A);

**WHEREAS**, ATI paid the nonrefundable application fee, as required by R.C. 3772.17(C) and A.C. 3772-6-03(A);

**WHEREAS**, the owners, officers, directors, and key employees of ATI, who appear on the attached list marked Exhibit A, (“key employees”) submitted their applications for licensure as key employees to the Commission in accordance with R.C. 3772.13(B) and A.C. 3772-5-02(A);

**WHEREAS**, with respect to the ATI key employees, the nonrefundable application fees have been paid, as required by R.C. 3772.13(E) and 3772.17(D) and A.C. 3772-5-03(A), and the Commission has been reimbursed for the costs of the criminal records checks, in accordance with and as required by R.C. 3772.07 and 3772.13(E);

**WHEREAS**, Aristocrat Leisure Ltd. (“ALL”), the ultimate parent company, submitted the required information and documentation as a holding company of ATI to the Commission;

**WHEREAS**, the owners, officer, directors and key employees of ALL, who appear on Exhibit A, (“key employees”) submitted their applications for licensure as key employees to the Commission;

**WHEREAS**, with respect to the ALL key employees, the nonrefundable application fees have been paid, as required by R.C. 3772.13(E) and 3772.17(D) and A.C. 3772-5-03(A), and the Commission has been reimbursed for the costs of the criminal records checks, in accordance with and as required by R.C. 3772.07 and 3772.13(E);

**WHEREAS**, Spectrum Gaming Group (“Spectrum”) has been appointed by the Commission as its agent to assist the Commission in the conduct of suitability investigations;

**WHEREAS**, Spectrum reviewed the submitted gaming-related vendor application, materials and information, and conducted thorough suitability investigations of ATI and its key employees and ALL and its key employees;

**WHEREAS**, Spectrum has filed a report with the Commission dated May 3, 2012, captioned *In the Matter of the Application of Aristocrat Technologies Inc. for a Gaming-Related Vendor License* (“Report”);

**WHEREAS**, Spectrum’s Report concludes that based upon its investigation no derogatory information that adversely impacts upon the suitability of ATI, ALL or the key employees of either was uncovered and that ATI is qualified to be approved as a gaming-related vendor subject to certain conditions;

**WHEREAS**, the Commission’s Division of Licensing and Investigation has reviewed the Spectrum Report, the ATI, ALL and key employee license applications, and the certifications of the following institutional investors: College Retirement Equities Fund- Stock Account, FMR LLC, and Horizon Asset Management LLC;

**WHEREAS**, the Commission's Division of Licensing and Investigation has prepared a report to the members of the Commission dated May 4, 2012, captioned *Report of the Division of Licensing and Investigation on the Application of Aristocrat Technologies Inc.* ("Licensing Report") recommending that the Commission grant a gaming-related vendor license to ATI subject to the following conditions:

- (A) ATI and ALL shall report any changes in their management, ownership, or stockholdings to the Commission in accordance with A.C. 3772-6-04;
- (B) ATI and ALL shall report any loans, debt incurred, or any other significant financial matters to the Commission in accordance with A.C. 3772-6-04;
- (C) ATI shall pay all fees required by the Commission, including the following:
  - (1) The cost of the background investigation that exceeded the application fee set forth by A.C. 3772-6-03(A), as required by R.C. 3772.17(C) and A.C. 3772-6-03(B); and
  - (2) A nonrefundable license fee of \$15,000.00, as required by R.C. 3772.121(A)(2) and 3772.17(C) and A.C. 3772-6-03(C); and
- (D) ALL's Compliance Committee shall notify the Executive Director of the Commission no later than 30 days from when the Compliance Committee conducts any due diligence efforts, takes any action or makes any recommendations concerning current or future business; and

**WHEREAS**, the Commission has considered the Spectrum Report and the Licensing Report and heard from representatives of ATI at its public meeting on May 9, 2012.

**NOW, THEREFORE, BE IT RESOLVED**, by the Commission that ATI's application for licensure is **APPROVED** and ATI is hereby **LICENSED** for a period not to exceed three years, effective today, as a gaming-related vendor subject to continued compliance with R.C. Chapter 3772 and the rules adopted thereunder and the following conditions:

- (A) ATI and ALL shall report any changes in their management, ownership, or stockholdings to the Commission in accordance with A.C. 3772-6-04;
- (B) ATI and ALL shall report any loans, debt incurred, or any other significant financial matters to the Commission in accordance with A.C. 3772-6-04;

- (C) ATI shall pay all fees required by the Commission, including the following:
  - (1) The cost of the background investigation that exceeded the application fee set forth by A.C. 3772-6-03(A), as required by R.C. 3772.17(C) and A.C. 3772-6-03(B); and
  - (2) A nonrefundable license fee of \$15,000.00, as required by R.C. 3772.121(A)(2) and 3772.17(C) and A.C. 3772-6-03(C); and
- (D) ALL's Compliance Committee shall notify the Executive Director of the Commission no later than 30 days from when the Compliance Committee conducts any due diligence efforts, takes any action or makes any recommendations concerning current or future business.

**BE IT FURTHER RESOLVED**, that the Key Employee License Applications of the natural persons contained on Exhibit A are **APPROVED** and those persons are hereby **LICENSED** for a period not to exceed three years, effective today, as key employees, subject to continued compliance with R.C. Chapter 3772 and the rules adopted thereunder and the payment of all fees required by the Commission, including the following:

- (A) The cost of any key employee background investigation that exceeded the application fee set forth by A.C. 3772-5-03(A), as required by R.C. 3772.17(D) and A.C. 3772-5-03(B); and
- (B) A nonrefundable license fee of \$500.00 per key employee license, as required by R.C. 3772.17(D) and A.C. 3772-5-03(C).

**BE IT FURTHER RESOLVED**, that Resolution 2012-47 does not in any way affect, negate, or otherwise absolve ATI, ALL, or the key employees of either from their duties to update information in accordance with A.C. 3772-6-04 and A.C. 3772-5-04.

**BE IT FURTHER RESOLVED**, that Resolution 2012-47 does not restrict or limit the Commission's future exercise of authority and discretion with respect to imposing additional conditions or taking further action upon ATI, ALL, or the key employees of either under R.C. Chapter 3772 and the rules adopted thereunder.

Adopted: May 9, 2012

**Exhibit A**  
**Resolution 2012-47**

1. Paul Leonard Hastings Ainsworth, owns more than 5 percent of ALL
2. David Craig Philip Banks, Non-Executive Director, ALL
3. Ian David Blackburne, Non-Executive Director and Chairman, ALL
4. Patricia Clair Crescenzo, Account Executive, ATI
5. Roger Andrew Davis, Non-Executive Director, ALL
6. Rosalind Vivienne Dubs, Non-Executive Director, ALL
7. Lewis Gerald Flock, Non-Executive Director, ALL
8. Jason Allen Goudie, CFO, ATI
9. Nicholas Ronald Khin, President & CEO, ATI
10. Antonia Korsanos, Chief Financial Officer and Secretary, ALL
11. Seamus Mary McGill, Chief Operating Officer, ATI
12. Steven William Morro, Non-Executive Director, ALL
13. James Ronald Odell, CEO/Managing Director, ALL
14. Robert Andrew Perry, Director of Sales for the Eastern Region, ATI