

OHIO CASINO CONTROL COMMISSION

RESOLUTION 2016-11

**CONSIDERATION OF THE APPLICATION OF THE UNITED STATES PLAYING  
CARD COMPANY FOR A GAMING-RELATED VENDOR LICENSE**

**WHEREAS**, Article XV, Section 6(C)(4) of the Ohio Constitution created the Ohio Casino Control 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 any gaming-related vendor or key employee from conducting or participating in conducting casino gaming without first being licensed by the Commission;

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

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

**WHEREAS**, R.C. 3772.121 and Ohio Adm. Code Chapter 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 Vendor Application, as required by R.C. 3772.10(C) and 3772.12(A) and Ohio Adm. Code 3772-6-02(A);
- (B) Payment of the nonrefundable application fee of \$10,000.00, as required by R.C. 3772.17(D) and Ohio Adm. Code 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 Ohio Adm. Code 3772-6-03(A), if any, as permitted by Ohio Adm. Code 3772-6-03(B);
- (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 3772.17(D), if applicable;

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

**WHEREAS**, R.C. 3772.03(D)(5) mandates that the Commission adopt rules prescribing the minimum amount of insurance that must be maintained by gaming-related vendors;

**WHEREAS**, Ohio Adm. Code 3772-7-01(A) requires gaming-related vendor licensees to obtain and maintain the following types of insurance in minimum amounts determined by the Commission:

- (A) Liability;
- (B) Casualty;
- (C) Fire;
- (D) Theft;
- (E) Worker's compensation; and
- (F) Any other type of insurance the Commission deems necessary to ensure the licensee is adequately insured;

**WHEREAS**, on March 9, 2016, The United States Playing Card Company ("USPC") submitted a Vendor Application in accordance with R.C. 3772.12(A) and Ohio Adm. Code 3772-6-02(A);

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

**WHEREAS**, USPC submitted information and materials necessary to demonstrate that it has obtained and maintains all of the requisite types of insurance and the amounts of each type, as required by R.C. 3772.03(D)(5) and Ohio Adm. Code 3772-7-01(A) and as reflected in the Commission's adoption of Resolution 2012-64;

**WHEREAS**, Newell Rubbermaid, Inc. ("Newell") submitted information and documentation as a holding company of USPC;

**WHEREAS**, R.C. 3772.03(D) mandates that the Commission establish standards for provisional-key-employee licenses for persons who are required to be licensed as key employees and where exigent circumstances exist;

**WHEREAS**, R.C. 3772.03(D) and Ohio Adm. Code 3772-5-02(F) require any key employee seeking provisional licensure to:

- (A) Be at least 21 years of age, as required by R.C. 3772.13(D);
- (B) Submit a true and complete Key-Employee License Application (“Key-Employee Application”), as required by R.C. 3772.03(D) and 3772.10(C) and Ohio Adm. Code 3772-5-02(F);
- (C) Be compliant under an instant background check, as required by R.C. 3772.03(D);
- (D) Payment of the nonrefundable application fee of \$2,000.00, as required by R.C. 3772.03(D), 3772.13(F), and 3772.17(E) and Ohio Adm. Code 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 Ohio Adm. Code 3772-5-03(A), as required by R.C. 3772.17(E) and Ohio Adm. Code 3772-5-03(B), if any;
- (E) Demonstrate the existence of exigent circumstances, as required by R.C. 3772.03(D) and Ohio Adm. Code 3772-5-02(F); and
- (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 3772.10(C);

**WHEREAS**, the owners, officers, directors, and key employees of USPC and Newell, who appear on the attached list marked Exhibit A, (“Key Employees”) submitted Key Employee Applications to the Commission in accordance with R.C. 3772.03(D) and 3772.13(A) and Ohio Adm. Code 3772-5-02(F) and complied with the requisite background checks;

**WHEREAS**, the Key Employees’ nonrefundable application fees have been paid, as required by R.C. 3772.03(D), 3772.13(F), and 3772.17(E) and Ohio Adm. Code 3772-5-02(F) and 3772-5-03(A);

**WHEREAS**, the Commission’s Division of Licensing and Investigations reviewed the Vendor Application and other materials and information and conducted thorough suitability investigations of USPC and Newell as well as conducted preliminary reviews of the Key Employees’ backgrounds for purposes of provisional licensure;

**WHEREAS**, the Division has filed a report, dated April 13, 2016, captioned *Investigative Report on the Application of The United States Playing Card Company for a Gaming-Related Vendor License* (“Report”);

**WHEREAS**, the Report concludes that based upon the investigation, no material derogatory information that adversely impacts upon the suitability of USPC or Newell was uncovered and that USPC is eligible to be approved for licensure;

**WHEREAS**, the Division recommends that the Commission grant USPC's new gaming-related vendor license, subject to the following conditions:

- (A) USPC and Newell shall report to the Commission any changes in their management, ownership, stockholdings, or Voting Agreement, in accordance with Ohio Adm. Code 3772-6-04;
- (B) USPC and Newell shall report to the Commission any loans, debt incurred, or any other significant financial matters to the Commission, in accordance with Ohio Adm. Code 3772-6-04;
- (C) USPC 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 Ohio Adm. Code 3772-6-03(A), as required by R.C. 3772.17(D) and permitted by Ohio Adm. Code 3772-6-03(B), if any; and
  - (2) A nonrefundable license fee of \$15,000.00, as required by R.C. 3772.121(A)(2) and 3772.17(D) and Ohio Adm. Code 3772-6-03(C);
- (D) USPC's Compliance Committee shall notify the Commission's Executive Director 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
- (E) Newell's current institutional investors shall complete and submit the Institutional Investor Certification Form, as required by R.C. 3772.10(E) and Ohio Adm. Code 3772-3-02, no later than June 30, 2016, and any subsequent institutional investors shall do the same within 60 days of becoming an institutional investor; and

**WHEREAS**, the Commission has reviewed the Report and considered the matter at its public meeting on April 20, 2016.

**NOW, THEREFORE, BE IT RESOLVED**, by the Commission that USPC's Vendor Application is **APPROVED** and its new gaming-related vendor license is **GRANTED** for a period not to exceed three years, subject to continued compliance with R.C. Chapter 3772 and the rules adopted thereunder and the following conditions:

- (A) USPC and Newell shall report to the Commission any changes in their management, ownership, stockholdings, or Voting Agreement, in accordance with Ohio Adm. Code 3772-6-04;
- (B) USPC and Newell shall report to the Commission any loans, debt incurred, or any other significant financial matters to the Commission, in accordance with Ohio Adm. Code 3772-6-04;
- (C) USPC 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 Ohio Adm. Code 3772-6-03(A), as required by R.C. 3772.17(D) and permitted by Ohio Adm. Code 3772-6-03(B), if any; and
  - (2) A nonrefundable license fee of \$15,000.00, as required by R.C. 3772.121(A)(2) and 3772.17(D) and Ohio Adm. Code 3772-6-03(C);
- (D) USPC's Compliance Committee shall notify the Commission's Executive Director 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
- (E) Newell's current institutional investors shall complete and submit the Institutional Investor Certification Form, as required by R.C. 3772.10(E) and Ohio Adm. Code 3772-3-02, no later than June 30, 2016, and any subsequent institutional investors shall do the same within 60 days of becoming an institutional investor.

**BE IT FURTHER RESOLVED**, by the Commission that the Key Employees' Key-Employee Application are **PROVISIONALLY APPROVED** and that they are **PROVISIONALLY LICENSED** for a period not to exceed 90 days, effective today, as a key employee, 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 exceeds the application fee set forth by Ohio Adm. Code 3772-5-03(A), as required by R.C. 3772.17(E) and Ohio Adm. Code 3772-5-03(B); and
- (B) A nonrefundable license fee of \$500.00, as required by R.C. 3772.17(E) and Ohio Adm. Code 3772-5-03(C).

**BE IT FURTHER RESOLVED**, that, in accordance with R.C. 3772.03(D), the provisional license may be renewed once for a period not to exceed 3 months.

**BE IT FURTHER RESOLVED**, that Resolution 2016-11 does not in any way affect, negate, or otherwise absolve USPC, Newell, or their Key Employees from their duties to update information in accordance with Ohio Adm. Code 3772-6-04 and Ohio Adm. Code 3772-5-04, as applicable.

**BE IT FURTHER RESOLVED**, that Resolution 2016-11 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 USPC, Newell, or their Key Employees under R.C. Chapter 3772 and the rules adopted thereunder.

Adopted: April 20, 2016

**Exhibit A**  
**Resolution 2016-11**

William A. Burke

Michael B. Polk

John K. Stipancich

Mark S. Tarchetti