3772-3-01 **Institutional investor.**

"Institutional investor" means any of the entities listed in section 3772.01(M) of the Revised Code owning one per cent or less, or a percentage between one and ten per cent as approved by the commission through a waiver on a case-by-case basis, ownership interest in a casino facility, casino operator, management company, or holding company.

Effective:

R.C. 119.032 review dates:

_____

Certification

_____

Date

Promulgated Under:	119.03
Statutory Authority:	3772.03
Rule Amplifies:	3772.01, 3772.03

3772-3-02 **Institutional investor waiver form.**

(A) An entity listed in this rule that owns one per cent or less ownership interest of publicly traded securities in a casino facility, casino operator, management company, or holding company is not required to file a request for waiver form with the commission. The entity shall file a separate institutional investor certification as required by the commission.

(B) An entity listed in this rule that has a greater than one percent but less than ten percent ownership interest of publicly traded securities in a casino facility, casino operator, management company or holding company, may apply for a waiver of the suitability requirements under Chapter 3772. of the Revised Code as an institutional investor.

(C) The entity seeking waiver shall complete and submit the forms required by the commission within sixty days of acquiring the ownership interest.

(D) The commission may request any other information that would affect the entity's qualifications to receive an institutional investor waiver under Chapter 3772. of the Revised Code or any rules promulgated thereunder. The entity shall provide all information, documents and materials at the entity's sole expense and cost.

(E) The entity must clearly identify those portions of the information submitted that it deems to be confidential, proprietary commercial information or trade secrets. Information provided as part of the waiver process shall be open to public inspection to the extent permitted by section 149.43 of the Revised Code and consistent with section 1333.61 of the Revised Code. Upon request by a third-party for information that the entity has identified as confidential, proprietary commercial information or trade secrets, the commission will notify the entity and, following such notification, will make a determination whether the information must be disclosed. If the commission determines that the information is to be disclosed, the commission shall notify the entity of its decision. Following that notification, the information shall be provided to the third-party within a reasonable period of time unless otherwise prohibited from being released. The entity waives any liability of the State of Ohio, the commission, the employees of the commission and its instrumentalities and agents for any damages resulting from any disclosure or publication in any manner.

(F) Upon being issued a waiver, the institutional investor shall complete the appropriate certification forms required by the commission within ten days.

(G) Upon being denied a waiver, the entity shall complete the appropriate forms required by the commission within thirty days and undergo a suitability background investigation.

Effective:

R.C. 119.032 review dates:

_____

Certification

_____

Date

Promulgated Under:	119.03
Statutory Authority:	3772.03
Rule Amplifies:	3772.01, 3772.03, 3772.10

STATE OF OHIO

CASINO CONTROL COMMISSION

INSTITUTIONAL INVESTOR WAIVER REQUEST

INSTRUCTIONS

I. Who May Complete this Form

An entity that has a greater than one percent but less than ten percent ownership interest of publicly traded securities in a casino facility, casino operator, management company or holding company, may apply for a waiver of the suitability requirements under Chapter 3772 of the Revised Code as an institutional investor. To be eligible to request waiver the entity must be listed in section 3772.01 (M) of the Revised Code as restated below:

- A corporation;
- Bank;
- Insurance company;
- Pension fund or pension fund trust;
- Retirement fund, including funds administered by a public agency;
- Employees' profit-sharing fund or employees' profit-sharing trust;
- Any association engaged, as a substantial part of its business or operations, in purchasing or holding securities;
- Any trust in respect of which a bank is trustee or co-trustee;
- Investment company registered under the "Investment Company Act of 1940," 15 U.S.C. 80a-1 et seq.;
- Collective investment trust organized by banks under Part Nine of the Rules of the Comptroller of the Currency;
- Closed-end investment trust;
- Chartered or licensed life insurance company or property and casualty insurance company;
- Investment advisor registered under the "Investment Advisors Act of 1940," 15 U.S.C. 80 b-1 et seq.; and
- Such other persons as the Commission may reasonably determine to qualify as an institutional investor for reasons consistent with this chapter.

II. Completing this Form

(A) All entries on this 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 form may not be accepted. Any modification to the questions or the pre-printed information asked for in this form will result in the form not being accepted.

(B) Read each question carefully prior to answering. Answer every question completely. Do not leave blank spaces. If a question does not apply, write "does not apply" in response to that question. If a thorough and complete response can not be provided to any question in this form at the time of submission, the entity must indicate the reason why and indicate a date by which a thorough and complete response will be provided. If there is nothing to disclose in response to a particular question, write "None" in response to that question. Failure to provide a response to every question could result in the rejection of the entity's waiver request.

(C) If the space available is insufficient to respond to a question, you are to supply the required information on an attachment page and clearly identify which question you are answering.

(D) All required documentation must be submitted at the time of filing this form. The entity is under a continuing duty to promptly notify the Commission if there is a change in the information provided to the Commission.

(E) All certifications must be signed by a designated representative or signatory of the entity.

III. Filing This Form with the Commission

(A) A complete institutional investor waiver request consists of this form, and all exhibits. You must submit one (1) electronically scanned copy of your application on a CD or DVD (labeled with the entity's full name and the words "Institutional Investor Waiver Form" on the front of the CD or DVD) or **(**1) hard copy (electronic copy preferred). Once the entity's request is accepted, it becomes the property of the Commission and may not be withdrawn without the permission of the Commission.

(B) You must file your complete form including all exhibits with the Commission's office located at 10 West Broad Street, 6th Floor, Columbus, OH 43215.

IV. Important Notices

(A) The entity must accept any risk of adverse public notice, embarrassment, criticism, other action or financial loss that may result from action or inaction by the Commission with respect to this request, and the entity expressly waives any claim for damages resulting thereof.

(B) All notices regarding this form will be sent to the address provided by the entity on this form. The entity must promptly notify the Commission of changes of address.

(C) The entity must make accurate statements and include all material facts. Any omissions, material errors, misrepresentations, failure to provide any requested information, or failure to meet any other requirement as set forth in law, rule or regulation may result in the denial of the request.

(E) The entity must clearly identify those portions of the information submitted that it deems to be confidential, proprietary commercial information or trade secrets. Information provided as part of the waiver process shall be open to public inspection to the extent permitted by section 149.43 of the Revised Code and consistent with section 1333.61 of the Revised Code. Upon request by a third-party for information that the entity has identified as confidential, proprietary commercial information or trade secrets, the Commission will notify the entity and, following such notification, will make a determination whether the information must be disclosed. If the Commission determines that the information is to be disclosed, the Commission shall notify the entity of its decision. Following that notification, the information shall be provided to the third-party within a reasonable period of time unless otherwise prohibited from being released. The entity waives any liability of the State of Ohio, the Commission, the employees of the

Commission and its instrumentalities and agents for any damages resulting from any disclosure or publication in any manner.

(F). The Commission reserves the right to supplement revise or amend this form, which may require an entity to submit additional documentation.

(G) The Commission may further request information not requested in this waiver form or in addition to that which is provided in response to this waiver form. The entity shall provide all information, documents, materials and certifications at the entity's sole expense and cost.

(H) If this waiver request is approved, the entity must complete the appropriate certification form required by the Commission within ten days.

(I) If this waiver request is denied, the entity must complete the appropriate forms required by the Commission within thirty days and undergo a suitability background investigation.

INSTITUTIONAL INVESTOR WAIVER FORM
OHIO CASINO CONTROL COMMISSION

NAME OF ENTITY*
(DO NOT ABBREVIATE)

_____

*NAME AS APPEARS ON THE CERTIFICATE OF INCORPORATION, CHARTER, BYLAWS, PARTNERSHIP AGREEMENT OR OTHER OFFICIAL DOCUMENT.

_____
D/B/A OR TRADE NAME(S)

_____
FEDERAL TAX ID

PERSON TO BE CONTACTED IN REFERENCE TO THIS FORM:

_____
NAME

_____
TITLE TELEPHONE: (AREA CODE) NUMBER FAX NO. (IF AVAILABLE)

_____
E-MAIL ADDRESS

THE PRINCIPAL BUSINESS ADDRESS OF THE ENTITY

_____
STREET LOCATION (NUMBER/STREET) CITY STATE ZIP

_____(_____)_____(_____)_____
COUNTRY TELEPHONE: (AREA CODE) NUMBER FAX NUMBER

_____
MAILING ADDRESS (IF DIFFERENT) CITY STATE ZIP

_____
WEBSITE ADDRESS

INFORMATION ON THE ENTITY IN WHICH THE INTEREST IS HELD

_____
NAME

_____
ADDRESS LINE 1 (STREET LOCATION)

_____
ADDRESS LINE 2

_____
CITY STATE ZIP

_____(_____)_____(_____)_____
COUNTRY TELEPHONE: (AREA CODE) NUMBER FAX NUMBER

PERCENTAGE OF OWNERSHIP **AS OF**

_____ _____

1. DESCRIPTION OF ENTITY

(A) Check the category below that best describes the entity.

- ☐ A corporation
- ☐ Bank
- ☐ Insurance company
- ☐ Pension fund or pension fund trust
- ☐ Retirement fund, including funds administered by a public agency
- ☐ Employees' profit-sharing fund or employees' profit-sharing trust
- ☐ Association engaged, as a substantial part of its business or operations, in purchasing or holding securities
- ☐ A trust in respect of which a bank is trustee or co-trustee
- ☐ Investment company registered under the "Investment Company Act of 1940," 15 U.S.C. 80a-1 et seq.
- ☐ Collective investment trust organized by banks under Part Nine of the Rules of the Comptroller of the Currency
- ☐ Closed-end investment trust
- ☐ Chartered or licensed life insurance company or property and casualty insurance company
- ☐ Investment advisor registered under the "Investment Advisors Act of 1940," 15 U.S.C. 80 b-1 et seq.
- ☐ Such other persons as the Commission may reasonably determine to qualify as an institutional investor for reasons consistent with this chapter. This must be indicated for any entity which is not one of the specific categories listed in 3772.01 (M).

In Exhibit 1a, if the entity is not specifically listed in 3772.01 (M) explain why the entity should be considered an institutional investor.

In Exhibit 1b provide a detailed description of the entity's business.

2. PURPOSE OF HOLDINGS

In Exhibit 2 submit a statement explaining the purpose of its holdings in the casino facility, casino operator, management company or holding company.

3. OWNERS

In Exhibit 3 submit the name and the percentage of ownership of each person who owns five percent (5%) or more of the entity's voting securities or other equivalent.

4. OFFICERS AND DIRECTORS

In Exhibit 4 submit the name, business telephone number and business address of the officers and directors, or their equivalent of the entity.

5. PERSONS WHO CONTROL VOTING SECURITIES

In Exhibit 5 submit the name, business telephone number and business address of those persons who have direct control over the entity's holdings of voting securities of the casino facility, casino operator, management company or holding company.

6. LIST OF SECURITIES

In Exhibit 6 submit a list of all securities of the casino facility, casino operator, management company or holding company that are or were directly or indirectly beneficially owned by the entity or its affiliates within the preceding (1) year period. The list should set forth a description of the securities, the amount of the securities and the date of the acquisition, sale or both.

7. REGULATORY FILINGS

In Exhibit 7 submit a copy of any filing required 15 U.S.C. 18a with respect to the acquisition of proposed acquisition of voting securities of the casino facility, casino operator, management company or holding company

8. REGULATORY AGENCIES

In Exhibit 8 submit a list of all regulatory agencies with which the entity or any affiliate that beneficially owns voting securities of the casino facility, casino operator, management company or holding company files reports.

9. AFFILIATES

In Exhibit 9 submit a list of the entity's affiliates'

10. ORGANIZATION AND OPERATION

In Exhibit 10 submit a list of all casino operator, management company or holding company licensees or applicants in which the entity, its affiliates and/or funds hold any ownership interest.

11. VOTING RIGHTS

In Exhibit 11 submit the name, business telephone number, business address and federal tax identification number of each person who has the power to direct or control the entity's exercise of its voting rights as a holder of voting securities of the casino facility, casino operator, management company or holding company.

12. ENTITY'S CRIMINAL SANCTIONS

Has the entity had any criminal sanction imposed during the preceding ten (10) years?

☐ Yes ☐ No

If the answer is yes, in Exhibit 12 submit a complete disclosure of the criminal sanctions including the name of the court and case numbers.

13. OFFICER'S CRIMINAL SANCTIONS

Has the entity, its affiliates, any current officer or director, or any former officer or directors whose tenure ended within the preceding twelve (12) months had any criminal sanction imposed during the preceding ten years?

☐ Yes ☐ No

If the answer is yes, in exhibit 13 submit a complete disclosure of the criminal sanctions including the name of the court and the case number.

14. ENTITY'S REGULATORY SANCTIONS

Has the entity had any regulatory sanctions imposed during the preceding ten (10) years?

☐ Yes ☐ No

If yes, in exhibit 14 submit a complete disclosure of the regulatory sanctions.

15. ENTITY'S REGULATORY OR COURT PROCEEDINGS

Has the entity had any administrative or court proceedings filed by any regulatory agency in the preceding five (5) years.

☐ Yes ☐ No

If yes, in exhibit 15 submit a complete disclosure of the regulatory sanctions.

CERTIFICATION

State of _____SS:

County of_____

I, _____, being first duly sworn upon oath or affirmation, and under the penalties of perjury, state:

1. I certify that I am authorized to sign this certification on behalf of

   _____and to
   Name of Entity

   bind _____ to the terms of
   Name of Entity
   this certification.

2. I hereby certify that the information contained herein is true and correct and that there is not any misrepresentation, falsification or omission in this waiver request.
3. I am aware that any false or misleading statement or omitted information will be cause for rejection of this waiver request.
4. I am aware that any false or misleading statements may be subject to criminal penalties.

_____ _____
Signature of person on behalf of the entity Date

_____
Print Name of signatory

_____
Title of signatory

Subscribed and sworn to before me this _____day of _____, 20_____

_____ _____
NOTARY PUBLIC STATE

My commission expires _____, 20_____

INSTITUTIONAL INVESTOR CERTIFICATION FORM

CERTIFICATION

State of _____SS:

County of_____

I, _____, being first duly sworn upon oath or affirmation, and under the penalties of perjury, state:

1. I certify that I am authorized to sign this certification on behalf of

   _____and to
   Name of Entity

   bind _____ to the terms of
   Name of Entity
   this certification.

2. I certify that the above named entity is an institutional investor as set forth in section 3772.01(M) of the Ohio Revised Code or has been designated as an institutional investor by the Ohio Casino Control Commission. Specifically, the above name entity is a _____ (identify the institutional investor category).

3. I certify that the above named entity owns, holds, or controls publicly traded securities issued by a licensee or holding, intermediate, or parent company of the licensee in the ordinary course of business for investment purposes only.
4. I certify that the above named entity does not exercise influence over the affairs of the issuer of such securities, nor over any licensed subsidiary of the issuer of such securities.
5. I certify that the above named entity does not intend to exercise influence over the affairs of the issuer of such securities, nor over any licensed subsidiary of the issuer of such securities, in the future.

6. I certify that the above named entity agrees to notify the Ohio Casino Control Commission in writing within thirty days if such intent changes.
7. I certify that the above named entity agrees that it will not issue or grant a voting proxy to any third party for the voting of its securities, without prior written approval of the Ohio Casino Control Commission.
8. I certify and acknowledge that the above named entity is bound by and shall comply with Chapter 3772 of the Revised Code and the rules promulgated thereunder.
9. I certify that the information contained herein is true and correct and that there is not misrepresentation, falsification or omission in this certification.
10. I acknowledge that any false or misleading statement will be cause for rescission of any grant of waiver or rescission of the presumption of suitability.

_____ _____
Signature of person on behalf of the entity Date

_____
Print Name of signatory

_____
Title of signatory

Subscribed and sworn to before me this _____day of _____, 20_____

_____ _____
NOTARY PUBLIC STATE

My commission expires _____, 20_____

3772-3-03 **Duty to update information.**

(A) An institutional investor shall notify the commission within fifteen days of any increase in its percentage ownership of the publicly traded securities of a casino operator or management company licensee or applicant or holding, intermediate, or parent company of a casino operator or management company licensee or applicant that would affect the entities qualifications as in institutional investor or presumption of suitability.

(B) An institutional investor shall notify the commission of any changes to its name or to its state of incorporation or principal place of business.

(C) An institutional investor shall notify the commission of any inquiry into, investigation of or action filed against the entity by any gaming regulatory agency or governmental gaming authority, except for routine renewal reviews.

(D) An institutional investor shall notify the commission of any rejection, suspension, revocation or denial of any institutional investor process, and any fine, penalty or settled amount relating to any institutional waiver process or gaming-related license imposed upon or agreed to by the entity in any jurisdiction.

(E) An institutional investor shall notify the commission of any other information that would affect the entity's qualifications or suitability to maintain an institutional investor designation under Chapter 3772. of the Revised Code and the rules adopted thereunder.

Effective:

R.C. 119.032 review dates:

_____

Certification

_____

Date

Promulgated Under:	119.03
Statutory Authority:	3772.03
Rule Amplifies:	3772.03, 3772.10

3772-3-04 **Recission of designation as an institutional investor.**

(A) The commission may rescind the designation as an institutional investor if:

(1) The institutional investor notifies the commission that it exercises or intends to exercise influence over the affairs of the casino operator or management company licensee or applicant or holding, intermediate, subsidiary or parent company of the casino operator or management company licensee or applicant that issued the publicly traded securities held by the entity; or

(2) The commission discovers that the institutional investor exercises or intends to exercise influence over the affairs of the casino operator or management company licensee or applicant or holding, intermediate, subsidiary or parent company of the casino operator or management company licensee or applicant that issued the publicly traded securities held by the entity.

(B) Upon rescission of a designation as an institutional investor, an entity shall submit information required by the commission within thirty days and undergo a suitability background evaluation.

(C) This rule shall not be construed to preclude the commission from investigating the suitability or qualifications of an institutional investor if the commission becomes aware of facts or information that may result in the institutional investor being found unsuitable or disqualified as an institutional investor.

Effective:

R.C. 119.032 review dates:

_____

Certification

_____

Date

Promulgated Under:	119.03
Statutory Authority:	3772.03
Rule Amplifies:	3772.01, 3772.03, 3772.10

3772-3-05 **Records retention requirements for a casino operator, management company, holding company and gaming-related vendor licensee.**

(A) Each casino operator, management company, holding company and gaming-related vendor licensee shall, upon request, provide the commission or its executive director, or duly authorized designee thereof, with the records required to be retained and maintained by this chapter.

(B) Each casino operator, management company, holding company and gaming-related vendor licensee shall retain and maintain in a place secure from theft, loss or destruction all the records required to be maintained by this chapter for at least five years after they are made, unless otherwise required by Chapter 3772. of the Revised Code or any rules promulgated thereunder or the commission or its executive director, or duly authorized designee thereof, approves or requires otherwise in writing.

(C) Each casino operator, management company and holding company licensee shall retain and maintain accurate, complete, legible and permanent records, whether in electronic or other format, of any books, records or documents relating to its business and accounting operations, which includes, but is not limited to:

(1) The licensee's business and organizational structure;

(2) Correspondence with or by, or reports to or from, the commission or any local, state or federal governmental agency, foreign and domestic;

(3) Any acquisition, construction, remodeling or maintenance of a proposed or existing casino facility in this state;

(4) All transactions and other records related to the lease, purchase, installation, operation, maintenance or repair of gaming-related equipment stored, used, operated, possessed or otherwise maintained or controlled by the licensee at one or more casino facilities in this state;

(5) The licensee's financial statements, accounting records, ledgers and internal and external audit records;

(6) All records related to the conduct of casino gaming by the licensee in this state;

(7) The personnel files for key employees and casino gaming employees licensed in this state and all other employees employed by the licensee in this state;

(8) Any materials used to advertise, publicize or otherwise promote the licensee's casino gaming operations in this state; and

(9) Any other books, records or documents the commission or executive director, or duly authorized designee thereof, requires, in writing, the licensee to retain

and maintain.

(D) Each gaming-related vendor licensee shall retain and maintain accurate, complete, legible and permanent records, whether in electronic or other format, of any books, records or documents relating to its business and accounting operations, which includes, but is not limited to:

(1) The licensee's business and organizational structure;

(2) Correspondence with or by, or reports to or from, the commission or any local, state or federal governmental agency, foreign and domestic;

(3) Correspondence with or by, or reports to or from, the commission or any local, state or federal governmental agency, foreign and domestic;

(4) The licensee's financial statements, accounting records, ledgers and internal and external audit records;

(5) The personnel files for every employee of the licensee;

(6) Any materials used to advertise, publicize or otherwise promote the licensee's goods or services in this state; and

(7) Any other books, records or documents the commission or executive director, or duly authorized designee thereof, requires, in writing, the licensee to retain and maintain.

(E) Each casino operator, management company, holding company and gaming-related vendor licensee shall organize and index all required records in a manner that enables the commission and its executive director, or duly authorized designee thereof, to locate, inspect, review and analyze the records with reasonable ease and efficiency.

(F) Nothing in this rule shall be construed to require disclosure of a record that is protected by the attorney-client privilege as long as the casino operator, management company, holding company or gaming-related vendor licensee provides the commission with written notification of the record's existence. Any such notification shall also include a general description of the record's contents and the basis for the privilege.

Effective:

R.C. 119.032 review dates:

_____

Certification

_____

Date

Promulgated Under:	119.03
Statutory Authority:	3772.03
Rule Amplifies:	3772.03, 3772.18