

OHIO CASINO CONTROL COMMISSION

RESOLUTION 2012-46

**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 (“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 February 1, 2012, The United States Playing Card Company ("USPC") 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, USPC 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 USPC, 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 USPC 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, Jarden Corporation (“Jarden”), the ultimate parent company, submitted the required information and documentation as a holding company of USPC to the Commission;

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

WHEREAS, with respect to the Jarden 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 USPC and its key employees and Jarden and its key employees;

WHEREAS, Spectrum has filed a report with the Commission dated May 2, 2012, captioned *In the Matter of the Application of The United States Playing Card Company 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 USPC, Jarden or the key employees of either was uncovered and that USPC 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 and the USPC, Jarden and key employee license applications, and the certifications of the following institutional investors:

Commonwealth Bank of Australia, IOOF Holdings Limited, Lazard Asset Management Pacific Co., Maple-Brown Abbott Limited, and Sumitomo Mitsui Trust Holdings, Inc.;

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 The United States Playing Cards Company* ("Licensing Report") recommending that the Commission grant a gaming-related vendor license to USPC subject to the following conditions:

- (A) USPC must notify the Commission within 10 days of any changes to the Shareholder Representative Voting Agreement that gives irrevocable proxy to the Shareholder Representative to vote Jarden's shares in Bicycle Holding Inc.;
- (B) The USPC Board of Directors shall keep complete and accurate minutes of all of its Board meetings;
- (C) USPC shall submit a comprehensive compliance plan to the Commission for approval and implementation within six months;
- (D) USPC shall obtain the necessary Institutional Investor Certification Form from JPMorgan Chase;
- (E) USPC and Jarden shall report any changes in their management, ownership, or stockholdings to the Commission in accordance with A.C. 3772-6-04;
- (F) USPC and Jarden shall report any loans, debt incurred, or any other significant financial matters to the Commission in accordance with A.C. 3772-6-04;
- (G) 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 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
- (H) The General Counsel shall notify the Executive Director of the Commission no later than 30 days from when USPC or Jarden conducts any due diligence efforts, takes any action or makes any recommendations concerning current or future business related to gaming matters; and

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

NOW, THEREFORE, BE IT RESOLVED, by the Commission that USPC's application for licensure is **APPROVED** and USPC 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) USPC must notify the Commission within 10 days of any changes to the Shareholder Representative Voting Agreement that gives irrevocable proxy to the Shareholder Representative to vote Jarden's shares in Bicycle Holding Inc.;
- (B) The USPC Board of Directors shall keep complete and accurate minutes of all of its Board meetings;
- (C) USPC shall submit a comprehensive compliance plan to the Commission for approval and implementation within six months;
- (D) USPC shall obtain the necessary Institutional Investor Certification Form from JPMorgan Chase;
- (E) USPC and Jarden shall report any changes in their management, ownership, or stockholdings to the Commission in accordance with A.C. 3772-6-04;
- (F) USPC and Jarden shall report any loans, debt incurred, or any other significant financial matters to the Commission in accordance with A.C. 3772-6-04;
- (G) 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 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
- (H) The General Counsel shall notify the Executive Director of the Commission no later than 30 days from when USPC or Jarden conducts any due diligence efforts, takes any action or makes any

recommendations concerning current or future business related to gaming matters; and

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 2012-46 does not in any way affect, negate, or otherwise absolve USPC, Jarden, 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 2012-46 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, Jarden, or the key employees of either under R.C. Chapter 3772 and the rules adopted thereunder.

Adopted:

Exhibit A
Resolution 2012-46

1. Marc A. Hill – President, USPC
2. Michael Stanis – Vice President, Finance/CFO, USPC
3. Ian G.H. Ashken – Treasurer, Secretary, Director, USPC; Executive Vice Chairman, CFO of Jarden
4. John E. Capps – Vice President, Director, USPC; Executive Vice President, General Counsel, Secretary of Jarden
5. Michael Slaughter – President, Global Casino Sales, USPC
6. Patricia Hom – Casino Sales Manager, USPC
7. Martin Franklin – Executive Chairman of Jarden
8. James Lillie – CEO, Director of Jarden
9. Richard Sansone – Executive Vice President, Finance of Jarden
10. J. David Tolbert – Sr. Vice President, HR and Corporate Risk, Jarden
11. Patricia Mount – Sr. Vice President, Chief Integration Officer, Jarden
12. Patricia Gaglione – Sr. Vice President, Business Operations & Supply Chain, Jarden