

OHIO CASINO CONTROL COMMISSION

RESOLUTION 2012-48

**CONSIDERATION OF THE APPLICATIONS OF TCS JOHN HUXLEY AMERICA INC. AND TCS JOHN HUXLEY EUROPE LTD. FOR GAMING-RELATED VENDOR LICENSES**

**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 January 12, 2012, TCS John Huxley America Inc. ("Huxley America") and TCS John Huxley Europe Ltd. ("Huxley Europe") submitted applications for licensure as gaming-related vendors to the Commission in accordance with R.C. 3772.12(A) and A.C. 3772-6-02(A);

**WHEREAS**, Huxley America and Huxley Europe paid the nonrefundable application fees, as required by R.C. 3772.17(C) and A.C. 3772-6-03(A);

**WHEREAS**, the owners, officers, directors, and key employees of Huxley America and Huxley Europe, 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 Huxley America and Huxley Europe 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**, Victoria Holdings Limited (“Victoria”), Pata Pata AB (“Pata Pata”) and Crib Goch Investment Limited (“Crib Goch”) submitted the required information and documentation as holding companies of Huxley America and Huxley Europe to the Commission;

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

**WHEREAS**, with respect to the Victoria, Pata Pata and Crib Goch 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 applications, materials and information, and conducted thorough suitability investigations of Huxley America, Huxley Europe and their key employees and Victoria, Pata Pata and Crib Goch and their key employees;

**WHEREAS**, Spectrum has filed a report with the Commission dated May 7, 2012, captioned *In the Matter of the Applications of TCS John Huxley America Inc. and TCS John Huxley Europe Ltd. for Gaming-Related Vendor Licenses* (“Report”);

**WHEREAS**, Spectrum’s Report concludes that based upon its investigation no derogatory information that adversely impacts upon the suitability of Huxley America, Huxley Europe, Victoria, Pata Pata, Crib Goch or the key employees was uncovered and that Huxley America and Huxley Europe are qualified to be approved as gaming-related vendors subject to certain conditions;

**WHEREAS**, the Commission's Division of Licensing and Investigation has reviewed the Spectrum Report, the Huxley America, Huxley Europe, Victoria, Pata Pata, Crib Goch and key employee license applications;

**WHEREAS**, the Commission's Division of Licensing and Investigation has prepared a report to the members of the Commission dated May 7, 2012, captioned *Report of the Division of Licensing and Investigation on the Applications of TCS John Huxley America Inc. and TCS John Huxley Europe Ltd.* ("Licensing Report") recommending that the Commission grant gaming-related vendor licenses to Huxley America and Huxley Europe subject to the following conditions:

- (A) Huxley America and Huxley Europe shall report any changes in their management, ownership, or stockholdings to the Commission in accordance with A.C. 3772-6-04;
- (B) Huxley America and Huxley Europe shall report any loans, debt incurred, or any other significant financial matters to the Commission in accordance with A.C. 3772-6-04;
- (C) Huxley America and Huxley Europe 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);
- (D) Huxley America and Huxley Europe shall implement the adopted Compliance Plan within 3 months;
- (E) Huxley America and Huxley Europe shall develop a policy with respect to the Foreign Corrupt Practices Act; and
- (F) After the implementation of the Compliance Plan, the 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.

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

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

- (A) Huxley America and Huxley Europe shall report any changes in their management, ownership, or stockholdings to the Commission in accordance with A.C. 3772-6-04;
- (B) Huxley America and Huxley Europe shall report any loans, debt incurred, or any other significant financial matters to the Commission in accordance with A.C. 3772-6-04;
- (C) Huxley America and Huxley Europe 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);
- (D) Huxley America and Huxley Europe shall implement the adopted Compliance Plan within 3 months;
- (E) Huxley America and Huxley Europe shall develop a policy with respect to the Foreign Corrupt Practices Act; and
- (F) After the implementation of the Compliance Plan, the 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 2012-48 does not in any way affect, negate, or otherwise absolve Huxley America, Huxley Europe, Victoria, Pata Pata, Crib Goch or the key employees 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 2012-48 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 Huxley America, Huxley Europe, Victoria, Pata Pata, Crib Goch or the key employees of either under R.C. Chapter 3772 and the rules adopted thereunder.

Adopted: May 9, 2012

**Exhibit A**  
**Resolution 2012-48**

1. Ruth A. Andrews, Director, TCS Huxley America/TCS Huxley Europe/Victoria Holdings
2. Bradley J. Broderick, COO, TCS Huxley America
3. Catherine A. Burns, CEO, TCS Huxley Europe and President/Director, TCS Huxley America
4. Justin M. Findlay, CFO, TCS Huxley America
5. Roger L. Hawkins, CEO, TCS Huxley America
6. C. Bertil Knutsson, Director – TCS Huxley America/TCS Huxley Europe/Victoria Holdings/Pata Pata; Owner – Pata Pata
7. Michael B. Knutsson, Director – TCS Huxley Europe; Director/Officer – Victoria Holdings; Owner – Pata Pata
8. Tristan N. Sjoberg – Owner, Pata Pata