

STATE OF OHIO

CASINO CONTROL COMMISSION



SPORTS GAMING

HOLDING COMPANY FORM

SPORTS GAMING HOLDING COMPANY FORM

INSTRUCTIONS

I. COMPLETING THE FORM:

- A. Read each question carefully prior to answering. Answer every question completely. Do not leave blank spaces. If a question does not apply to you, indicate "Does not apply" in response to that question. If there is nothing to disclose in response to a particular question, write "None" in response to that question. **Note: The Commission will not review your Form unless you provide a response to every question.**
- B. The Commission will not review your Form if it is illegible or if you have modified any of the questions or pre-printed information in this Form.
- C. All requested attachments to the Form should be numbered to correspond to the question they are responsive to and attached to the back of this Form.

II. FILING THE FORM WITH THE COMMISSION

- A. A complete Sports Gaming Holding Company Form consists of this Form, including all attachments and a signed Authorization, Certification, and Waiver. Once a complete Form is accepted, it becomes the property of the Commission and may not be withdrawn without the permission of the Executive Director.
- B. The Form must be filed electronically with the Commission, including via email to sportsgaming@casinocontrol.ohio.gov, via a physical media drive (e.g., CD, thumb drive) mailed to the Commission's office at 100 E. Broad Street, 20th Floor, Columbus, Ohio 43215, or via secure online drop box, as approved by the Executive Director.

III. IMPORTANT NOTICES

- A. A Holding Company is any business entity who is a majority owner, board member, C-level executive having the ability to exercise significant influence over the applicant's sports gaming business, the equivalent of any of the preceding, or any other business entity the Commission identifies. Holding Companies must submit this Form to be found eligible, qualified, and suitable.
- B. Each Holding Company must make accurate statements and include all material facts. Any failure may result in a finding that the Holding Company is not eligible, qualified, or suitable and may result in the associated sports gaming entity license not being granted.
- C. Pursuant to [R.C. 3775.14](#), certain information submitted, collected, or gathered as part of the Form is confidential and not subject to disclosure as a record under [R.C. 149.43](#). **Each Holding Company should clearly identify those portions that it deems to be confidential, proprietary commercial information, or trade secrets.** Non-confidential information provided to the Commission is open to public inspection to the extent permitted by [R.C. 149.43](#) and [3775.14](#).
- D. The Commission may request information not requested, or in addition to that which is provided, in the Form, and the Holding Company must provide these at its own expense and cost.

SECTION I. IDENTIFYING INFORMATION

1. Holding Company Association

I am submitting this form as a holding company/person in control of _____, who is a:

- | | |
|--|--|
| <input type="checkbox"/> Type A Sports Gaming Proprietor | <input type="checkbox"/> Type B Sports Gaming Proprietor |
| <input type="checkbox"/> Type C Sports Gaming Proprietor | <input type="checkbox"/> Mobile Management Services Provider |
| <input type="checkbox"/> Management Services Provider | <input type="checkbox"/> Sports Gaming Supplier |

- I certify and understand that I am considered a "person in control" as defined in Ohio Adm.Code 3775-1-01(B)(10) and thus need to be found to be found eligible, qualified, and suitable prior to the underlying applicant's license being issued.

2. Business Information

Business Name <i>(including any prior business names used in the past ten years)</i>	Place of Incorporation or Formation
DBA <i>(including any prior DBA(s) used in the past ten years)</i>	Date of Incorporation or Formation
Business Registered as: (e.g., sole proprietorship, partnership, limited partnership, LTD, LLC, corporation, professional association)	FEIN
Business Address <i>(provide the address where the Applicant primarily conducts business)</i>	
Street Address	City, State Zip County
Mailing Address <i>(if different than the Applicant's business address)</i>	
Street Address	City, State Zip County

3. Primary Contact

Identify the person to be contacted in reference to this Form.

First Name	Last Name	Title
Telephone Number	Other Phone Number (if available)	E-mail Address
Street Address	City, State Zip	Country

SECTION II. BACKGROUND INFORMATION

4. Description of Business

Labeled as Appendix 4, describe the business presently being conducted by the Holding Company during the past five (5) years including all addresses at which the Holding Company currently conducts business.

5. Organizational Documents

Labeled as Appendix 5, submit copies of certified documents of all of the following, including any amendments or proposed amendments thereto, that apply to the Holding Company: articles of incorporation, articles of organization, bylaws, charter, constitution, partnership agreement and operating agreement.

6. Ownership and Control

Labeled as Appendix 6, provide the following related to the ultimate ownership and control of the Holding Company and its business operations:

- A. Organizational chart(s) for the Holding Company illustrating its ownership, board management (if applicable), officers, and executive-level operations;
- B. For each Principal of the Holding Company identified in the organizational charts, provide the name and title/position/partner type;
- C. Identify every natural person or entity having a direct or indirect interest of five (5) percent or more in the Holding Company. Provide name, title/association, contact information, and percentage of ownership interest in applicable business entity and effective ownership interest in the Holding Company (as applicable); and
- D. Identify every natural person or entity having a direct or indirect voting interest of five (5) percent or more in the Holding Company. Provide name, title/association, contact information, and percentage of voting interest in applicable business entity and effective voting interest in Holding Company (as applicable), including a description of the nature/type of such voting interest and rights/obligations regarding each.

7. Gambling or Gaming-Related Licenses, Permits, Registrations, and Certifications

Has the Holding Company ever applied for or been issued a sports gaming, gambling, or gaming-related permit, license, registration, certification, qualification, or other authorization in any jurisdiction (including Ohio)? You must answer "Yes" to this question if your application was returned to you for any reason or you withdrew your application from consideration. If additional fields are needed, please attach as Appendix 7.

- Yes
 No

Type of License or Other Authorization	Date of Application
License or Other Authorization Number	Date of Disposition
Name on License or Other Authorization	Issuing Authority or Agency
Disposition of License or Other Authorization	

8. Fines, Penalties, and Settlements (Governmental Units or Regulatory Authorities)

Has the Holding Company ever been fined by, penalized by, or entered into any settlement agreement with any gambling-related governmental unit or regulatory authority (including Ohio) or with any government unit or regulatory authority regarding gambling-related matters? If yes, provide the required information below for each instance. If additional fields are needed, please attach as Appendix 8.

- Yes
 No

Type of Fine, Penalty, or Settlement	Date of Fine, Penalty, or Settlement
Name of Regulatory Authority and Location (<i>city, state</i>)	
Resolution Fine, Penalty, or Settlement	

9. Criminal History

Has the Holding Company ever been arrested for, charged with, indicted for, or convicted of any offense in any jurisdiction (including Ohio)? **DO NOT** include charges or convictions that have been expunged or officially sealed by a court. **DO** include all arrests that were not charged, all dismissed charges, or all charges that resulted in diversion or intervention or in lieu, whether you believe them to be correct or not. If yes, provide the required information for each instance. If additional fields are needed, please attach as Appendix 9.

- Yes
 No

Type of Offense	Date of Offense	City, State (<i>where offense occurred</i>)
Disposition of Offense	Name of Investigating, Arresting, Charging, or Prosecuting Agency	Location of Investigating, Arresting, Charging, or Prosecuting Agency (<i>city, state</i>)

10. Civil Litigation History

Within the past 10 years, has the Holding Company been named as a defendant in any civil legal action involving gaming; gambling; fraud; misrepresentation; falsification; conversion; racketeering; antitrust, trade regulation, or securities violations; breach of fiduciary duty; or any other civil legal action in any jurisdiction involving the Holding Company's business practices in any amount greater than \$250,000? If yes, provide the required information below for each instance. If additional fields are needed, please attach as Appendix 10.

Yes
 No

Type of Legal Action

Other Parties to Action

Name of Court

Location of Court (city, state)

Disposition or Current Status

11. Liens, Judgments, or Garnishments

Within the past 10 years, has the Holding Company had any financial liens or debt-related judgments filed against them? (Include state and federal tax liens, defaulted loans, garnishments, attachments, etc.) If yes, provide the required information for each instance below. If additional fields are needed, please attach as Appendix 11.

Yes
 No

Type of Case/Matter

Name of Court

Location of Court (city, state)

Type of Obligation/Judgment

Disposition/Current Status of Lawsuit/Obligation

12. Bankruptcies

Has the Holding Company ever filed, or had filed against it, a petition for any type of bankruptcy or insolvency, or been adjudicated bankrupt or insolvent or been involved in any formal process to adjust, defer, suspend, or otherwise work out the payment of any debt? If yes, provide the required information for each instance. If additional fields are needed, please attach as Appendix 12.

Yes
 No

Type of Bankruptcy/Matter

Date Filed

Name of Court

Location of Court (city, state)

13. Financial History

Labeled as Appendix 13, attach proof of the Holding Company's financial responsibility, stability, and integrity. This proof must include:

- A. Copies of audited financial statements and accompanying independent auditors reports for each of the Holding Company's (and its ultimate parent corporation, entity, or owner, as applicable) two most recently completed fiscal years. If the Holding Company is a joint venture or a group of affiliated companies, the information requested shall be provided with respect to each member or affiliate of such joint venture or group, as applicable;
- B. A copy of the last quarterly unaudited financial statement for the Holding Company and its ultimate parent corporation, entity, or owner, as applicable;
- C. A detailed outline of any debt issued or executed by the Holding Company within the last twelve (12) months;
- D. A statement confirming that the Holding Company is in compliance with all applicable federal, state, and local tax filings and related requirements; and
- E. If the Holding Company is a subsidiary of an ultimate parent corporation, entity, or owner, a statement by the ultimate parent attesting to the Holding Company's financial responsibility, stability, and integrity.

AUTHORIZATION, CERTIFICATION, AND WAIVER

1. I declare under penalty of law that I am the Holding Company or the duly authorized representative thereof. I am authorized to provide all the information requested in the Sports Gaming Holding Company (“Form”) or separately by the Commission, and I am authorized to complete, execute, and sign this Form, including all certifications, authorizations, and waivers.
2. I certify under penalty of law that the information and material I have provided to be included in this Form is true, correct, and complete. I understand any false or misleading answers, misrepresentations, or omissions is ground for denial of a license or administrative action by the Commission.
3. I authorize the Ohio Casino Control Commission (“Commission”) to conduct a full investigation into the Holding Company’s background and activities and to make inquiries and request and obtain information or records from any third parties and use such information or records obtained as, in the sole discretion of the Commission or its agent(s), is necessary to such investigation. This authorization includes any information or records that would otherwise be protected from public disclosure or dissemination.
4. I agree that the Commission may conduct investigations, which may include, without limitation, credit reviews; inspections of Holding Company’s premises; copies of and inspections of records, including law-enforcement, governmental-entity, third-party, and Holding Company-owned or -prepared records; and inquiries, questions, or interrogatories submitted to Holding Company or any third party.
5. I release the Commission and its agent(s) from any civil or criminal liability whatsoever for seeking any requested information and for using and evaluating such information as it relates to this Form or the Holding Company. Moreover, I discharge, save, and hold harmless the Commission and its agent(s) from any and all claims and damages, as well as any responsibility or liability of every nature and kind, resulting from or arising out of the Commission’s investigation. In addition, I release any third party and its agents and employees, both individually and collectively, from any and all liability or damages of whatever kind, which may result because of compliance with this Authorization, Certification, and Waiver.
6. I have read and understand the Form, including the Instructions, the Questions, and the Authorization, Certification, and Waiver, and agree to observe and be bound by them. I acknowledge that the Commission is not obligated to issue a license to the entity I control and can suspend or revoke the license in accordance with the law. I agree to be bound by and observe the terms and conditions on the Form and comply with the applicable provisions of R.C. Chapters [3772](#) and [3775](#) and the rules adopted thereunder.
7. By printing and signing my name below, I, as the Holding Company or on behalf thereof, confirm that I understand, agree to, and will comply with all requirements stated above.

Printed Name of Applicant or Authorized Representative	Title
Signature	Date Signed