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## Lottery and Gaming Control Commission

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1800 Washington Boulevard, Suite 330, Baltimore, MD 21230

# INSTITUTIONAL INVESTOR WAIVER APPLICATION FORM

## Form #1009

**Institutional Investor:** \_\_\_\_\_

**Applicant:** \_\_\_\_\_

**WAIVER SUBMISSION**

\_\_\_\_\_ is submitting this Institutional Investor Waiver Application because it is an institutional investor of \_\_\_\_\_, which is an Applicant for a video lottery operation license.

**WAIVER ELIGIBILITY**

The Commission may waive the requirement that an institutional investor provide the information specified in State Government Article (“SG”), § 9-1A-08(a), Annotated Code of Maryland, as part of the background investigation of an applicant for a video lottery license.

The Commission’s decision whether to issue a waiver is discretionary, and may be based on facts that include, but are not limited to, its securities, whether the institutional investor is substantially involved in the video lottery operations of the applicant or its gaming licensure history in another jurisdiction.

An institutional investor may submit this Institutional Investor Waiver Application Form instead of a Principal Entity Disclosure Form (Form #1006). If the Commission grants the institutional investor’s waiver request, the institutional investor is not required to file Form #1006. If the Commission denies the waiver request, the institutional investor must promptly file Form #1006.

**SUBMISSION OF WAIVER APPLICATION**

Mail or deliver the completed Institutional Investor Waiver Application via secure trackable means to:

**Maryland Lottery and Gaming Control Agency**  
**Attn: Casino Licensing and Background Investigation Division**  
**1800 Washington Blvd, Suite 330**  
**Baltimore, Maryland 21230**

**TABLE OF CONTENTS**

	<u>Page #</u>
<b>Section A</b> <b>IMPORTANT NOTICES</b> .....	<b>3</b>
<b>Section B</b> <b>INSTRUCTIONS</b> .....	<b>4</b>
<b>Section C</b> <b>DEFINITIONS</b> .....	<b>6</b>
<b>Section D</b> <b>INSTITUTIONAL INVESTOR INFORMATION</b> .....	<b>6</b>
<b>Section E</b> <b>SCHEDULES</b>	
<b>Schedule checklist</b> .....	<b>7</b>

**Schedule 1 – Securities ..... 8**  
**Schedule 2 – Explanation of why applicant meets definition of Institutional Investor ..... 9**  
**Schedule 3 – Required Exhibits, 1 through 7 ..... 10**  
**Schedule 4 – Additional Information, Exhibits 8 through 10 ..... 11**

**Section F EXHIBITS**  
**Exhibit 11 – Authorization for Release of Information ..... 12**  
**Exhibit 12 – Affidavit of Representative of Institutional Investor ..... 13**  
**Exhibit 13 – Acknowledgement and Disclosure ..... 14**

**SECTION A - IMPORTANT NOTICES**

- A.1** This form is an official document of the Maryland Lottery and Gaming Control Commission (“Commission”). It may not be altered or changed in any fashion, except to fill in the areas provided with the information that is required. Any unacceptable alteration or change to this document may delay the processing of this waiver application or cause it to be denied.
- A.2** All statements must be complete, accurate, and truthful. Any misrepresentation, failure to provide any requested information, or failure to meet any other requirement as set out in law or regulation may result in the delay or denial of the Video Lottery Terminal Operation License Applicant’s (“Applicant”) application being processed, may result in the Commission taking action against the Applicant / Licensee, up to and including monetary fines and license application denial or license revocation.
- A.3** The background investigation of the Institutional Investor shall be conducted as part of the background investigation of the Video Lottery Terminal Operation License Applicant (“Applicant”). The Applicant is responsible for payment of the administrative costs associated with the Institutional Investor’s background investigation; however, the Applicant and the Institutional Investor may arrange to allocate those costs between them.
- A.4** The burden of proving qualifications is at all times on the Institutional Investor. The Institutional Investor accepts any and all risk of adverse public notice, embarrassment, criticism, emotional distress or financial loss that may result from any action with respect to this application. The Institutional Investor expressly waives any and all claims for damages as result thereof. Information not called for in this form or in addition to that which is provided in response to this form may be requested. The Institutional Investor shall provide all information, documents, materials and certifications at the Institutional Investor’s expense.
- A.5** The Institutional Investor has a continuing obligation to promptly provide written notification to the Commission of any corrections or changes in the information provided in the application, as well as all changes to any of the materials submitted at the request of the Commission. The duty to make such additional disclosures shall continue throughout any period of the license that is granted by the Commission.

- A.6** All notices regarding the application will be sent to the address provided by the Institutional Investor on this form. The Institutional Investor must immediately notify the Commission of any change of address.
- A.7** Any attempt by the Institutional Investor to withdraw or retract this Waiver Application may jeopardize the Applicant's application, and the Institutional Investor shall be solely responsible for the consequences of such action.
- A.8** All submissions with and for this application become the property of the Commission and **will not** be returned.
- A.9** A completed application with all of the original signatures, initials, and notarization must be submitted to the Maryland Lottery and Gaming Control Agency's Casino Licensing and Background Investigation Division. A copy of the completed application must be forwarded on the electronic storage device described in **A.10** and **A.11**.
- A.10** The Institutional Investor must provide all accompanying documentation, attachments, appendices and/or supporting documents, (such as business formation papers and tax returns) on a **password protected**, electronic storage device, such as a CD or 'thumb drive', in **.pdf format**. The application and each document must be saved as separate .pdf files (not one continuous .pdf), and each file must be identified by name or designated exhibit number.
- A.11** The Institutional Investor is required to mail, send or transmit the password to the Licensing Division in a timely fashion. The Institutional Investor should forward the password **separately** from the application.
- A.12** The Maryland Lottery and Gaming Control Agency's Casino Licensing and Background Investigation Division is referred to, throughout this application, as the "Licensing Division".

## SECTION B - INSTRUCTIONS

- B.1** This Institutional Investor Waiver Application may be submitted for each Principal Entity that is an owner of an applicant for a video lottery license and that meets the definition of "Institutional Investor" in SG § 9-1A-01.
- B.2** Read each question carefully. Answer each and every question completely. **Do not leave blank spaces.** If a question does not apply, write "Does not apply" or "N/A." For example, if the Institutional Investor is an individual and the question pertains to corporate holdings, the answer would likely be "N/A." If the correct answer to a particular question is "None," write "None."
- B.3** All entries on the form must be typed or printed block lettering. Initials or signatures must be in handwriting, unless otherwise stated by the Commission, by the person providing the information. If the answers are not legible, the disclosure may not be accepted. Do not misstate or omit any material fact(s). All information is subject to verification.

- B.4** The Institutional Investor, if it is an individual, **must initial each page**, or if the Institutional Investor is not an individual, the person authorized to complete the form on behalf of the Institutional Investor (**Exhibit 13**) **must initial each page** as provided in lower right-hand corner. The Institutional Investor is attesting to the accuracy and completeness of the information contained on that page and that they have read the page.
- B.5** If additional pages are required in order to answer any question, additional pages may be utilized and must be attached to the form. Be sure to indicate the number(s) of the question(s) being answered and initial each additional page. Some schedules may require disclosure of information for more than one individual or entity or type of information. If there are multiple disclosures, make additional copies of the blank schedule and complete it for each individual or entity.
- B.6** All required documentation, such as business formation papers, tax returns and appendices, as well as the application forms that comprise an application package for a license, as listed above, **must be submitted at the time of filing this form** as described in **A.10** and **A.11**.
- B.7** Give specific attention to the clear identification of those portions of this Form that the Institutional Investor deems confidential, proprietary commercial information or trade secrets, and provide justification of why such materials, upon request, should not be disclosed by the State pursuant to the Public Information Act (“PIA”), Title 10, Subtitle 6, State Government Article, Annotated Code of Maryland. Confidential information supplied shall be revealed in the course of the necessary administration of this application. A blanket statement by an Institutional Investor that its entire application is confidential, proprietary commercial information or a trade secret is unacceptable. Applications shall be open to public inspection only after award of a license has been made, to the extent permitted by the PIA. The Institutional Investor is advised that, upon request for this information from a third party, the Commission will make an independent determination whether the information may be disclosed. An Institutional Investor or licensee waives any liability of the State of Maryland, and its employees and agents, the Commission, and the Maryland State Lottery and Gaming Control Agency for any damages resulting from any disclosure or publication in any manner.
- When the Agency receives a PIA request, Staff retrieves and compiles all records that are responsive to the request. “Records” means all papers, emails, notes, recordings, maps, plans, forms, etc. After Staff compiles all responsive records, the Office of the Attorney General (OAG) reviews the request and the records, and makes a legal determination as to whether the records may be released. Additionally, when the Agency receives a request for records of an entity that holds a gaming-related license, or a vendor registration or certification, Agency Staff or the OAG typically advise the entity of the request and our anticipated response. The entity may file litigation to prevent the Agency from releasing records it wants kept confidential.
- B.8** The Commission may request additional financial and other information as needed.
- B.9** Institutional Investors replying to a casino’s request for proposal (RFP) must submit the original application along with the original bid that is submitted in response to the RFP. A copy of this application, copies of all forms accompanying the application and a copy of the proposal shall be submitted as described in **A.10** and **A.11**.

**SECTION C - DEFINITIONS**

Please refer to the list of Consolidated Definitions applicable to all video lottery license applications, which is available on the website of the Maryland Lottery and Gaming Control Agency's website: <http://gaming.mdlottery.com/licensing/>.

**SECTION D – INSTITUTIONAL INVESTOR INFORMATION**

**D.1 NAME OF INSTITUTIONAL INVESTOR \***

\* As it is written on the Articles of Incorporation, By-Laws, Charter, partnership agreement or other official documents filed with a State or Federal Government.

D / B / A or Trade Name(s):

**D.2 INSTITUTIONAL INVESTOR'S FORM OF ORGANIZATION**

Check one:

- Sole Proprietorship   
  Partnership   
  Limited Partnership   
  C-Corporation   
  Limited Liability Company  
 S-Corporation   
  Trust   
  Other (Describe) \_\_\_\_\_

**D.3 POINT-OF-CONTACT FOR INSTITUTIONAL INVESTOR**

Name	Title / Position within the company	
Email address	Telephone number	Fax number

**D.4 INSTITUTIONAL INVESTOR'S PRINCIPAL ADDRESS**

Address Line 1 (Street Location)		
Address Line 2		
City	State	Zip code
Country	Telephone Number (    )	Fax Number (    )
Mailing Address – if different from above		
Address Line 1		
Address Line 2		
City	State	Zip code
Country	Telephone Number (    )	Fax Number (    )
Web Site Address(es)		

<b>SECTION E – SCHEDULES</b>
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### Checklist

Use this checklist to indicate with an “X” that the exhibit is attached with this waiver application. All attachments are **mandatory**.

If a schedule, question, exhibit or addendum is not applicable, indicate “**Not Applicable**” and **state why it is not applicable** in the schedule, question, exhibit or addendum. If any item is missing or not filed according to these directions, the application will be considered incomplete and will not be processed.

SCHEDULE NUMBER	SCHEDULE DESCRIPTION	PLACE X
1	Securities	
2	Explanation of how the Institutional Investor meets definition of “Institutional Investor” and qualifies for a waiver	
3	Required Exhibits, 1 through 7	
4	Additional information, Exhibits 8 through 10	

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**SCHEDULE 1:**

**SECURITIES**

List and describe in detail the type of securities involved (e.g., share, certificate, mortgage, bond, indenture, note)	Date acquired	Number of shares (if applicable) and \$ amount	State the amount of each security as a percentage of your total assets	Terms, conditions, rights or privileges of each security

**Note:** Attach additional copies of Exhibit pages as needed



**SCHEDULE 2:                    EXPLANATION OF POSITION**

**On this page, or by attached narrative, explain how you meet the definition of “Institutional Investor,” and why the Commission should grant your waiver request.**

**Note: Attach additional copies of Exhibit pages as needed**

**SCHEDULE 3:****REQUIRED EXHIBITS**

Provide as **Exhibit 1** a list of the names, social security numbers, tax identification numbers, titles, addresses, and telephone numbers of all of the Institutional Investor's officers, directors or their equivalent, and any other person that has direct control over, or the power to direct or control, the investment securities described in Schedule 1.

Provide as **Exhibit 2** the names, social security numbers, tax identification numbers, titles, addresses, and telephone numbers of each person who has a greater than 5% interest in the Institutional Investor's voting securities (5% if the Institutional Investor is publicly traded).

Provide as **Exhibit 3** a list of all the Institutional Investor's affiliates that have a greater than 5% interest in the Institutional Investor.

Provide as **Exhibit 4** a list of all equity securities of the person in which the Institutional Investor has acquired an interest subject to this waiver application that are, or were, directly or indirectly, beneficially owned by the Institutional Investor or its affiliates within the preceding one-year period. This list must set forth a description of the securities, amount of the securities, and the date of the acquisition or sale, or both.

Provide as **Exhibit 5** a list of all regulatory agencies with which the Institutional Investor or any affiliate files periodic reports and the name, address, and telephone number of the individual, if known, to contact at each agency regarding the Institutional Investor .

Provide as **Exhibit 6** a copy of any filing under 15 USC § 18a with respect to the acquisition or proposed acquisition.

Provide as **Exhibit 7** a current certificate from any regulatory agency related to the conduct of the Institutional Investor's activities, certifying that the Institutional Investor is authorized to conduct the investment activities and is in good standing.

**SCHEDULE 4:****ADDITIONAL INFORMATION**

1. State whether the Institutional Investor, its affiliates, or any current officer or director, or any former officer or director whose tenure ended within the preceding 12 months, has been subject to criminal or regulatory sanctions imposed during the preceding 10 years. As to a former officer or director, such information must be provided only to the extent that it relates to actions arising out of or during such person's tenure with the Institutional Investor or its affiliates. Provide response as **Exhibit 8.**

2. State whether there have been any administrative or court proceedings filed by any regulatory agency during the preceding five years against the Institutional Investor, its affiliates, and any current officer or director, or any former officer or director whose tenure ended within the preceding 12 months. As to a former officer or director, such information must be provided only to the extent that it relates to actions arising out of or during such person's tenure with the Institutional Investor or its affiliates. Provide response as **Exhibit 9.**

3. State whether the Applicant has ever been denied, restricted, suspended, revoked, or not renewed as to any license or certificate applied for, or granted or issued by, any licensing authority in Maryland or any other jurisdiction. Provide response as **Exhibit 10.**

4. State whether the Institutional Investor obtained funds from another source for purposes of financing the acquisition of the securities involved in this transaction. If so, identify the source and amount of funds. Provide response as **Exhibit 11.**

**EXHIBIT 12  
AUTHORIZATION FOR RELEASE OF INFORMATION**

**TO:** \_\_\_\_\_

**FROM:** \_\_\_\_\_  
(Printed Name of Institutional Investor)

I am, or represent, an Institutional Investor of an applicant for a video lottery terminal license in the State of Maryland.

The Maryland Lottery and Gaming Control Commission ("Commission") is required by law to conduct an investigation of an Applicant for a video lottery terminal license or instant bingo facility license. That investigation requires the Commission to collect and evaluate information about the entity that I represent. On behalf of the entity, I irrevocably give consent to the Commission, and persons authorized by the Commission, to: (1) verify all information provided in the license application documents; (2) conduct a background investigation of the entity; and to have access to any and all information that the entity has provided to any other jurisdiction seeking a similar license in that jurisdiction, as well as the information obtained by that other jurisdiction during the course of any investigation that it may have conducted about the entity.

By executing this Authorization, I authorize any of the following entities to release to the Commission any and all information about the entity that the Commission requests: local, State or federal government unit; commercial or business enterprise; non-profit entity; individual; or any other public or private entity. The requested information may be released in written, verbal, electronic, or any other form.

With respect to any claims or liability arising from the release of the requested information to the Commission, on behalf of the entity, I expressly waive, release, discharge and forever hold harmless and agree to indemnify, the unit, entity, or individual that releases information to the Commission under the authority of this Authorization. Photo, facsimile, or electronic copy of this signed and dated Authorization shall be equally effective as an original.

A photo, facsimile, or electronic copy of this signed and dated Authorization shall be equally effective as an original.

_____	_____
Signature of Individual Completing Form	Date
_____	_____
Printed Name	Title

**NOTARY PUBLIC**

The undersigned, a Notary Public in and for the County of \_\_\_\_\_, in the State of \_\_\_\_\_, certifies that the above named individual appeared in person, and before me, either known to me or satisfactorily proven to be the individual whose name subscribed to the within instrument and signed the Authorization and Notification.

This \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and to which witness my hand and seal.

\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
Printed Name

**Stamp or Seal**

My commission expires \_\_\_\_\_, 20\_\_\_\_

**EXHIBIT 13  
AFFIDAVIT OF REPRESENTATIVE OF INSTITUTIONAL INVESTOR**

I, \_\_\_\_\_ (printed name), am authorized to complete and execute this Institutional Investor Waiver Application Form on behalf of \_\_\_\_\_ (printed name of Institutional Investor). I am also authorized to provide all of the information requested on this Form to the Maryland State Lottery Commission, its employees, agents, and vendors (collectively, "the Commission"), and to make the representations set forth in this Affidavit.

I have read, and understand, every page of this Form. To the best of my knowledge, information, and belief, the information that I have provided on, or attached to, this Form is accurate, complete, and not misleading. I understand that any misrepresentation or omission may lead to the delay or denial of an application for a video lottery license, or may result in the Commission imposing sanctions against the applicant, up to and including revocation of its license if it has been issued a license. I understand that any misrepresentation or omission on this Disclosure Form may also subject me, or the Institutional Investor that I represent, to civil or criminal liability.

By a separate Authorization for Release of Information, I am authorizing any entity or individual that has information about the Institutional Investor to release that information to the Commission for purposes of its investigation of an applicant for a video lottery operation license.

On behalf of the Institutional Investor and its successors and assigns, I expressly waive, release, discharge, and forever hold harmless and agree to indemnify, the Commission, the State of Maryland, and their employees, agents, and representatives, from liability for any and all claims or legal action arising from any actions that the Commission or the State of Maryland may take related to the collection of information from the Institutional Investor and the use of that information in connection with investigating an Institutional Investor.

\_\_\_\_\_  
SIGNATURE OF AUTHORIZED REPRESENTATIVE

\_\_\_\_\_  
DATE

\_\_\_\_\_  
PRINTED NAME OF AUTHORIZED REPRESENTATIVE

\_\_\_\_\_  
TITLE

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**NOTARY PUBLIC**

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The undersigned, a Notary Public in and for the County of \_\_\_\_\_, in the State of \_\_\_\_\_, certifies that the above named individual appeared in person, and before me, either known to me or satisfactorily proven to be the individual whose name subscribed to the within instrument and signed the Authorization and Notification.

This \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and to which witness my hand and seal.

\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
Printed Name

**Stamp or Seal**

My commission expires \_\_\_\_\_, 20\_\_\_\_

