

**APPLICATION FOR REGISTRATION BY HOLDING COMPANY/
INTERMEDIARY COMPANY**
(To be typewritten or printed legibly)

The undersigned hereby makes application for registration as a Holding Company/Intermediary Company:

1. Name of Applicant _____

Address _____

(a) Name of subsidiary gaming applicant/licensee:

2. Indicate whether applicant is a: Corporation Partnership Limited Liability Company
 Other _____

3. Complete the following (if the applicant is a partnership, limited liability company, firm, trust, or other form of business organization, furnish similar information as that requested below):

(a) State of incorporation/organization _____ Date _____

Date of qualification to do business in the State of Nevada _____

(b) A certified copy of the Articles of Incorporation, Articles of Organization, or a true copy of the Partnership Agreement is attached: Yes No

If no, state reasons _____

(c) A general description of the nature of the business. *(Attach a separate page if necessary.)*

(d) A complete list of all stockholders, partners, or members showing the number of shares/interest held of record by each is filed herewith: Yes No

If no, state reasons _____

(e) List below the following information with respect to all partners, members, directors, and officers; and with respect to any employee actively and directly engaged in the administration or supervision of the activities of the gaming applicant/licensee:

FULL NAME	TITLE
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

NOTE: Each officer, employee, member, director, partner, principal, trustee, or direct or beneficial owner of any interest in any application who the Licensing Authority determines is, or is to be come, engages in the administration or supervision of, or any other involvement with, the gaming activities of said subsidiary gaming licensee must file a Personal History Record/Disclosure and other related application documents.

(f) The terms, position, rights, and privileges of the different classes of securities outstanding:

SECURITY	TERMS AND POSITION	RIGHTS AND PRIVILEGES
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(g) The terms on which its securities are to be, and during the preceding three (3) years have been, offered to the public or otherwise:

SECURITY	TERMS	DATE
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(h) The terms and conditions of all outstanding loans, mortgages, trust deeds, pledges, or any other indebtedness or security device pertaining to the subsidiary licensee:

SECURITY DEVICE	AMOUNT	INTEREST	TERMS
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(i) The extent of the security holding or other interest in the applicant of all members, officers, employees, directors, underwriters, partners, principals, trustees, or any direct or beneficial owner, whether corporate or otherwise, and any remuneration as compensation for their services, in the form of salary, wages, fees, or by contract, pertaining to the subsidiary gaming applicant/licensee:

NAME	SECURITY HOLDING		REMUNERATION
	TITLE	OR OTHER INTEREST	
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(j) Remuneration to others than members, directors, and officers exceeding \$75,000 per annum:

NAME	ADDRESS	TITLE	REMUNERATION
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(k) Bonus and profit-sharing arrangements _____

(l) Management and service contracts:

NAME	CONTRACT	PURPOSE	TERMS
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(m) Options existing or to be created in respect of their securities or other interests:

NAME	ADDRESS	TITLE	OPTIONS (Shares) OR OTHER INTERESTS
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

5. The applicant agrees, if required:

- (a) To provide any further financial data or other information which the Licensing Agency may deem necessary or appropriate.
- (b) To submit herewith balance sheets and profit and loss statements certified by independent certified public accounts, for not more than the 3 preceding fiscal years, or, if the entity has not been in existence more than 3 years, such balance sheets and profit and loss statements from the time of its establishment.
- (c) To provide to the Licensing Agency an annual profit and loss statement and balance sheet, and a copy of its annual Federal Income Tax return within 30 days after such return is filed with the Federal Government.
- (d) To provide to the Licensing Agency, at least annually, a complete list of all stockholders, partners, or members after this registration is approved, and in all cases within 30 days after the annual meeting of owners showing the interest held by each. If the applicant's transfer agent, in the normal course of business, prepares quarterly reports, the applicant shall provide such shareholder list quarterly.
- (e) To file with the Licensing Agency a report containing a list of all registered equity security holders as of each record date fixed by the applicant for the determination of equity security holders entitled to vote, to receive dividends or other distributions, or to participate in any other corporate action.
- (f) To provide the names of all members, partners, directors, officers, and key executives within 30 days of their election or appointment.
- (g) To furnish to the Licensing Agency a copy of any document filed with the Securities and Exchange Commission or with any national or regional securities exchange, to be confidential in nature, or furnished by it to any of its equity security holders of any class.
- (h) That before it:
 - (1) Transfers any security (other than a security issued by it) to any other person;
 - (2) Sells, assigns, transfers, pledges, or makes other disposition of any new issue of security or any issue not previously approved by the Licensing Agency; or
 - (3) Borrows money to be used, either directly or indirectly, in the gaming operation, except short-term borrowing or loans secured from national banking institutions, or banking institutions chartered in the State of Nevada which shall be reported to the Licensing Agencyit shall file a report of its proposed action with the Licensing Agency.
If the Licensing Agency denies the request set forth above, the applicant shall not perform any of those acts so denied.
- (i) In the event it is required by Federal law to file any report or form with the Securities and Exchange Commission, it shall furnish to the Licensing Agency copies of all such reports and forms furnished to the Securities and Exchange Commission within 30 days after submission of such forms to the Securities and Exchange Commission.

**THE OBLIGATIONS HEREIN CONTAINED ARE NOT INTENDED TO BE COMPLETE.
CITY, COUNTY AND NEVADA LAWS AND REGULATIONS MUST BE FOLLOWED
AND ARE APPLICABLE AT ALL TIMES.**

STATE OF _____ }
COUNTY OF _____ } ss.

I, _____, being duly sworn, depose and say that the above statements are true and correct to the best of my knowledge and belief and that this statement is executed with the knowledge that misrepresentation or failure to reveal information requested may be deemed sufficient cause for the refusal to issue a gaming license by a municipality, or by a county or by the State of Nevada. Further, that I am aware that later discovery of an omission or misrepresentation made in the above statements may be grounds for the revocation of a gaming license. Further, that I am voluntarily submitting this application under oath with full knowledge that the Gaming Control Act (NRS 463.140(5)) provides that "Any person making false oath in any matter before either the board or commission is guilty of perjury." I am voluntarily submitting this application under oath with full knowledge that I may be required to submit this application to appropriate municipal and county authorities charges by law with granting gaming licenses.

APPLICANT _____
Entity
By _____
Signature

Title

SUBSCRIBED AND SWORN TO BEFORE ME

THIS _____ DAY OF _____, _____

Notary Public

NOTICE
**THIS APPLICATION MAY NOT BE WITHDRAWN WITHOUT THE
PERMISSION OF THE LICENSING AGENCY**