

## APPLICATION FOR REGISTRATION BY HOLDING COMPANY/ INTERMEDIARY COMPANY

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

1. Name of applicant entity \_\_\_\_\_

Name of subsidiary gaming applicant/licensee: \_\_\_\_\_

Contact Person \_\_\_\_\_

*Last*

*First*

*M.I.*

*Email Address*

*Telephone Number*

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

Federal I.D. No. : \_\_\_\_\_

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 true copy of the Partnership Agreement is attached:

Yes    No   If no, state reasons \_\_\_\_\_

c. 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 \_\_\_\_\_

d. List below the following information with respect to all partners, members, directors, officers, and shareholders.

| Full Name | Title/Position | Percentage of Ownership |
|-----------|----------------|-------------------------|
| _____     | _____          | _____                   |
| _____     | _____          | _____                   |
| _____     | _____          | _____                   |
| _____     | _____          | _____                   |
| _____     | _____          | _____                   |

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

**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 Holdings Title | Security Holdings Or Other Interest | Remuneration |
|-------|-------------------------|-------------------------------------|--------------|
| _____ | _____                   | _____                               | _____        |
| _____ | _____                   | _____                               | _____        |
| _____ | _____                   | _____                               | _____        |
| _____ | _____                   | _____                               | _____        |

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 ( <i>Shares</i> ) or Other Interests |
|-------|---------|-------|--|
| _____ | _____   | _____ | _____  |
| _____ | _____   | _____ | _____  |
| _____ | _____   | _____ | _____  |
| _____ | _____   | _____ | _____  |
| _____ | _____   | _____ | _____  |

4. 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:
  - i. Transfers any security (other than a security issued by it) to any other person;
  - ii. 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
  - iii. 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 Agency
 it 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.**

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 charged by law with granting gaming licenses.

APPLICANT \_\_\_\_\_  
*Entity*

BY \_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Title*

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_ (SS)

SUBSCRIBED AND SWORN TO BEFORE ME

THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, \_\_\_\_\_

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

MY COMMISSION EXPIRES \_\_\_\_\_

(SEAL)

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