



**State of Rhode Island  
Department of Business Regulation  
Division of Gaming and Athletics Licensing**

1511 Pontiac Avenue Bldg. 69-1  
Cranston, RI 02920

Telephone: (401) 462-9525  
Fax: (401) 462-9645

**SUITABILITY APPLICATION  
PROPOSED OWNERSHIP IN TWIN RIVER WORDLWIDE HOLDINGS, INC.**

**INSTRUCTIONS AND INFORMATION**

- I. Completed application must be signed and notarized.**
- II. Submit, an original and one (1) copy of the completed application and attachments to: Attn: Christina Tobiasz.**
- III. Fees must be paid by check or money order payable to: General Treasurer, State of Rhode Island.**
- IV. The State Police and such other professionals as the Department deems appropriate may conduct background investigations at Applicant's expense.**
- V. Applicant will be responsible for all costs and expenses related to the review and processing of the application and the Department's due diligence and investigation into the business and financial affairs of Applicant (and Applicant's parent and subsidiary(ies)) and any other organization or person with a direct or indirect connection to the business or financial affairs of the Applicant). Such costs and expenses may include, but not be limited to, the cost of such outside professionals retained by the Department and related travel costs. Applicant will be required to sign on to the financial responsibility to pay all costs and expenses in a letter of engagement for any professionals/consultants hired by the Department in connection with this application and may be required to provide a retainer prior to the hired professionals/consultants beginning their work. All such costs and expenses are non-refundable. Review of the application will not begin until the retainer is received. Applicant must pay all costs and expenses that exceed the retainer. Review of the application will cease until the Department receives payment for additional costs and expenses as requested. Approval, if appropriate, will not be issued until the Department receives full payment of all such costs and expenses.**

- VI. Each officer,<sup>1</sup> director, owner<sup>2</sup> (only owners with 5% or more interest), partner, manager, member, and any other individual the Department deems appropriate must submit two (2) sets of fingerprints, and the fee at the time of application. Thereafter, Applicant must submit such additional information as required by the Department as part of its investigation into the Applicant. False or incomplete information on the application or any incomplete, false or misleading information thereafter provided by Applicant in connection with the Department's investigation may result in a denial of the Application or, if discovered subsequent to the issuance of the approval, such administrative action as deemed appropriate by the Department, including imposition of monetary penalties, and/or suspension or revocation, as appropriate.**
- VII. Certain individuals may need to submit a Multi-Jurisdictional Personal History Disclosure Form. Please consult with the Rhode Island Department of Business Regulation for direction.**
- VIII. Applicant has a continuing obligation to update, amend and/or correct this application if there is any change in the information provided, and/or any material change in circumstances related to the application.**

<b>I. APPLICANT INFORMATION</b>			
Full Legal Business Name		Trade Name(s) (if applicable)	
Mailing Address		Suite/Apartment/Floor Number	
City		State	Zip Code
Business Phone (       )			
State of Incorporation/Registration		F.E.I.N	R.I. Tax I.D.
Type of Business  <input type="checkbox"/> <b>Corporate for Profit</b> <input type="checkbox"/> <b>Corporate Nonprofit</b> <input type="checkbox"/> <b>Sole Proprietorship</b> <input type="checkbox"/> <b>Limited Liability Company</b> <input type="checkbox"/> <b>Partnership</b> <input type="checkbox"/> <b>Limited Partnership</b> <input type="checkbox"/> <b>Trust</b> <input type="checkbox"/> <b>Other, please describe:</b>			Date of Legal Formation/Organization

<sup>1</sup> For purposes of this application, "officer" shall be limited to officers that are actively involved in the management or operation of the facility.

<sup>2</sup> For purposes of this application, "owner" shall not include shareholders of a public reporting company as defined in the Securities Exchange Act of 1934.

\*Ownership Percentage refers to ownership in the aggregate when combined with the holdings of any affiliates.

Current Ownership Percentage in Twin River Holdings, Inc.: \_\_\_\_\_

Proposed Ownership Percentage in Twin River Holdings, Inc.: \_\_\_\_\_

#### **IV. OFFICERS, DIRECTORS, OWNERS, PARTNERS, MANAGERS AND MEMBERS - RELATIONSHIPS**

**Yes    No**

- |                          |                          |  |
|--------------------------|--------------------------|--|
| <input type="checkbox"/> | <input type="checkbox"/> | A. Do any of Applicant's officers, directors, owners, partners, managers or members have any relative <sup>3</sup> who is an employee of or who is an appointed or elected official of the State of Rhode Island? If yes, each such officer, director, owner, partner, manager or member must complete Addendum I hereto.  |
| <input type="checkbox"/> | <input type="checkbox"/> | B. Does Applicant have any direct or indirect contract or agreement, whether oral or written, with any individual who is, or any entity that has an employee, officer, director, owner, partner, manager or member who is, an employee of or an appointed or elected official of the State of Rhode Island? If yes, Applicant must complete Addendum II hereto.  |
| <input type="checkbox"/> | <input type="checkbox"/> | C. Does any of Applicant's officers, directors, owners, partners, managers or members have any direct or indirect contract or agreement, whether oral or written, with any individual who is (or any entity that has an employee, officer, director, owner, partner, manager or member who is,) an employee of or an appointed or elected official of the State of Rhode Island? If yes, each such officer, director, owner, partner, manager or member must complete Addendum III hereto.                                 |
| <input type="checkbox"/> | <input type="checkbox"/> | D. Is Applicant or any of Applicant's officers, directors, owners, partners, managers or members aware of any existing financial relationship(s) between the Applicant or its parent or subsidiary thereof (or any employee, director, officer, partner, member or manager thereof,) where said individual is an employee of or an appointed or elected official of the State of Rhode Island? If yes, Applicant and the applicable officer, director, owner, partner, manager or member must complete Addendum IV hereto. |

#### **V. LIST OF CORPORATE OFFICERS, DIRECTORS, OWNERS, PARTNERS, MANAGERS AND MEMBERS**

List all the Applicant's corporate officers, directors, owners, partners, managers and members below. All owners, even those who have less than 5% interest, must be listed on this form. Attach additional pages if necessary. Certain individuals may be required to submit a Multi-Jurisdictional Personal History Disclosure Form. Please consult the Rhode Island Department of Business Regulation for direction.

<sup>3</sup> For purposes of this application the word "relative" shall include: spouse, parent, child, grandchild, stepchild, brother, sister, grandparent, stepparent, great grandparent, uncle or aunt, a first cousin or the spouses of any of these.

Legal Name (last, first, middle)		Other Name(s), alias(es), nickname(s) used		
Home Address		Suite/Apartment/Floor Number		
City		State	Zip Code	
Business Address		City	State	Zip Code
Title		% owned	Maiden Name (if applicable)	
Name and mailing address for service of process		Suite/Apartment/Floor Number		
City		State	Zip	
Home Phone (     )		Business Phone (     )		
Date of Birth		Social Security Number		
Sex <input type="checkbox"/> Male <input type="checkbox"/> Female	Birth City	Birth State	Country of Birth	
Are you a citizen of the U.S. <input type="checkbox"/> Yes <input type="checkbox"/> No If "NO", provide documentation of authorization to work in U.S. and Alien Registration Number.	Hair Color	Height	Weight	

**VI. ATTACHMENTS**

- A. Attach certified copies of all Articles of Incorporation, Articles of Organization, Partnership, Trust or Operating Agreement(s). Include all amendments thereto.
- B. Attach a Certificate of Good Standing for the Corporation issued by the Rhode Island Secretary of State’s Office.
- C. Attach a Certificate of Good Standing for the Corporation issued by the appropriate authority in each state where Applicant is authorized to transact business.
- D. Attach certified copies of all Bylaws and/or Shareholder Agreement(s), operating agreements, etc.
- E. If the Applicant is a public company, provide copies of all securities filings made with the U.S. Securities and Exchange Commission and/or state securities regulators during the past five (5) years.
- F. Attach copies of all contracts, agreements and transactional documents related to this proposed ownership transaction. If any transactional document has not been finalized at the time the application is filed or is otherwise unavailable under the applicable laws of another jurisdiction, said document shall be filed as soon as finalized or permitted by the other jurisdiction.
- G. Attach a copy of Applicant’s annual audited financial statements for the past (5) years.
- H. Attach a copy of Applicant’s ownership organizational chart up to the Applicant’s ultimate parent and the Applicant’s subsidiaries.
- I. Provide the names, addresses and telephone numbers of two individuals designated by the Applicant who can be contacted for clarification or additional information with respect to this application.
- J. Provide the name(s), address(es) and telephone number(s) of Rhode Island counsel for Applicant in connection with this application.

\* If Applicant is a subsidiary or division of or affiliated with any another entity, Applicant must also provide the attachments listed above for the parent and/or other entity.

**VII. APPLICANT HISTORY**

- |                          |                          |   |
|--------------------------|--------------------------|---|
| <b>Yes</b>               | <b>No</b>                |   |
| <input type="checkbox"/> | <input type="checkbox"/> | A. Is Applicant, or any of its officers, directors, owners, partners, members, managers or key employees presently licensed or authorized, or has Applicant, or any of its officers, directors, owners, partners, members, managers or key employees, been licensed, found suitable or otherwise authorized, at any time during the last five (5) years, to conduct racing, pari-mutuel or gaming activities in any jurisdiction, including Rhode Island? |

If “Yes”, provide the following information. Use additional pages if necessary.

Name (Applicant or Individual)/Address (identify officer, director, owner, partner, member, manager or employee)	Issuing Authority	License/Permit Type/Number	Year Issued	Status

City	State	Zip Code
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**VIII. BACKGROUND INFORMATION**

**YES    NO**

- A. Within the last ten (10) years, has Applicant or any of its officers, directors, owners, partners, managers, members or key employees been arrested, cited or charged with a crime?
- B. Within the last ten (10) years, has Applicant, or any of any of its officers, directors, owners, partners, managers, members or key employees been convicted of, entered a plea of guilty or no contest to, or been fined for any criminal offense, whether a felony, misdemeanor, petty offense or local ordinance?
- C. Within the last ten (10) years, have any of the Applicant's officers, directors, owners, partners, managers, members or key employees been placed under or on court supervision probation or parole?

If **“Yes”** to any of the above questions, explain the circumstances related to the event and provide the following information. Use additional pages if necessary.

\* If Applicant is a subsidiary or division of or affiliated with another entity, Applicant must also provide the above information as it relates to the parent and/or other entity.

Name	Date of Arrest/Charge/ Crime/Offense	County	State	Nature of Current Charge/Crime/Offense, etc.	Disposition
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**YES NO**

- D. Within the last ten (10) years, has Applicant or any of its officers, directors, owners, partners, managers, members or key employees had any type of Rhode Island license or permit denied, revoked or suspended?

If “Yes” to the above question, provide the following information. Use additional pages if necessary.

\* If the Applicant is a subsidiary or division of or affiliated with another entity, Applicant must also provide the information listed above as it relates to the parent and/or other entity.

Name	Issuing Authority	License/Permit Type/Number	Reason for Denial, Suspension, or Revocation	Date of Action

**YES NO**

- E. Is Applicant or any of its officers, directors, owners, partners, managers, members or key employees delinquent in the payment of any taxes, interest, penalties or judgments owed to the United States of America, the State of Rhode Island or any other state or local government or division thereof?

If “Yes” to the above question, provide the following information. Use additional pages if necessary.

\* If Applicant is a subsidiary or division of or affiliated with another entity, Applicant must also provide the above information as it relates to the parent and/or other entity.

Name	Amount Owed	Entity Owed	Nature of Debt	Reason for Delinquency

**YES NO**

- F. Are any of Applicant’s officers, directors, owners, partners, managers, members or key employees delinquent in payments for child support?

If “Yes” to the above question, provide the following information. Use additional pages if necessary.

\* If Applicant is a subsidiary or division of or affiliated with another entity, Applicant must also provide the above information as it relates to the parent and/or other entity.

Name	Amount Delinquent	Reason for Delinquency

**YES NO**

G. Has Applicant or any of its officers, directors, owners, partners, managers, members or key employees been named in any civil lawsuits during the past ten (10) years?

If “**Yes**” to the above question, provide the following information. Use additional pages if necessary.

\* If Applicant is a subsidiary or division of or affiliated with another entity, Applicant must also provide the above information as it relates to the parent and/or other entity.

Name	Opposing Party	State, Docket No. and Court	Date filed	Nature of Suit	Disposition (if any)

Continued on next page.



**IX. RACING, PARI-MUTUEL, GAMING HISTORY-INFRACTIONS**

**YES    NO**

- A. Has Applicant or any of its officers, directors, owners, partners, managers, members or key employees ever been convicted of any racing, pari-mutuel or gambling related offense in any jurisdiction?
- B. Has Applicant or any of its officers, directors, owners, partners, managers, members or key employees ever had a racing, pari-mutuel or gaming permit denied or revoked?
- C. Has Applicant or any of its officers, directors, owners, partners, managers, members or key employees ever been placed under suspension or otherwise penalized for a rule violation in this or any other jurisdiction for any racing, pari-mutuel or gaming offense?
- D. Has Applicant or any of its officers, directors, owners, partners, managers, members or key employees ever been ruled off, suspended, or discharged for cause, or denied any privileges of a racetrack, pari-mutuel or gaming facility by any commission or board or state regulatory authority in any jurisdiction?
- E. Has Applicant or any of its officers, directors, owners, partners, managers, members or key employees ever had any other permit regulated by a governmental agency suspended revoked, denied or issued conditionally?

If “Yes” to any of the above questions, provide a full explanation of the facts and circumstances and the following information. Use additional pages if necessary.

\* If the Applicant is a subsidiary or division of or affiliated with another entity, Applicant must also provide the information listed above for the parent and/or other entity.

Date	Jurisdiction	Name	Nature of Action (e.g. Suspension, Denial, Revocation, etc.)	Disposition
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**CERTIFICATION**

**IMPORTANT – READ AND SIGN**

I, \_\_\_\_\_ being duly sworn state that I am signing on behalf of Applicant and that I am duly authorized by Applicant to sign on its behalf; that I have read the Suitability Application and represent that the contents thereof are complete and accurate to the best of my knowledge and belief; and that the application is made for the purpose of applying to the Rhode Island Department of Business Regulation for regulatory approval. Applicant hereby agrees to abide by all state laws and the rules and regulations of the Rhode Island Department of Business Regulation, Division of Gaming and Athletics Licensing. Applicant also agrees to pay for any and all costs and expenses associated with the Department of Business Regulation’s review and processing of the application, including but not limited to, costs and expenses associated with the conduct of a background investigation. Applicant understands that the Department reserves the right to retain at Applicant’s expense, such outside professionals as the Department deems appropriate to complete its review and processing of the Application and its due diligence and investigation into the business and financial affairs and background of Applicant, its officers, directors, owners, partners, managers and members as well as Applicant’s parent and subsidiaries. Applicant agrees to update, amend and/or correct this application if there is any change in the information provided and/or any material change in circumstances related to the licensee.

\_\_\_\_\_  
Signature of Applicant

\_\_\_\_\_  
Print Name

Sworn to before me this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_ .

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

**Office Use Only**

**Approved Division of Gaming and Athletics Licensing – DBR\_(Signature & Printed Name)**

**Permit Number:**

**Approval Date:**

TWIN RIVER SUITABILITY APPLICATION

RHODE ISLAND ADDENDUM I

1. State your name and position.

2. Do you have any relative<sup>4</sup> who is an employee of or an appointed or an elected official of the State of Rhode Island?

Yes \_\_\_\_\_

No \_\_\_\_\_

If yes, provide the name, address and position held by the relative.

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<sup>4</sup> For purposes of all Rhode Island Addendums “relative” shall be defined in the same manner as defined in the Twin River Suitability Application.

TWIN RIVER SUITABILITY APPLICATION

RHODE ISLAND ADDENDUM II

1. Does Applicant have any direct or indirect contract or agreement, whether oral or written, with any individual who is an employee of or an appointed or elected official of the State of Rhode Island?

Yes\_\_\_\_\_

No\_\_\_\_\_

If yes, provide the name and address of the individual, indicate what position she/he holds, and describe in detail the term and nature of the contract and/or agreement and indicate whether the contract and/or agreement is in writing. If the contract or agreement is in writing, attach a copy hereto.

2. Does Applicant have any direct or indirect contract or agreement, whether oral or written, with any entity that has an employee, director, officer, partner, member or manager, who is an employee of or an appointed or elected official of the State of Rhode Island?

Yes\_\_\_\_\_

No\_\_\_\_\_

If yes, provide the name and address of the entity and the name, address and position of the employee, director, officer, partner, member or manager, who is an employee of or an appointed or elected official of the State of Rhode Island. Describe in detail the term and nature of the contract and/or agreement and whether the contract and/or agreement is in writing. If the contract or agreement is in writing, attach a copy hereto.

TWIN RIVER SUITABILITY APPLICATION

RHODE ISLAND ADDENDUM III

1. State your name, address and position.

2. Do you have any direct or indirect contracts or agreements, whether oral or written, with any individual who is an employee of or who is an appointed or elected official of the State of Rhode Island?

Yes\_\_\_\_\_

No\_\_\_\_\_

If yes, provide the name and address of the individual, indicate whether she/he is a state employee or an elected or an appointed official and what position she/he holds. Describe in detail the nature of the contract and/or agreement and indicate whether the contract and/or agreement is in writing. If the contract or agreement is in writing, attach a copy hereto.

3. Do you have any direct or indirect contacts or agreements, whether oral or written, with any entity that has an officer, director, owner, partner, manager or member, who is an employee of or an appointed or elected official of the State of Rhode Island?

Yes\_\_\_\_\_

No\_\_\_\_\_

If yes, provide the name and address of the entity and the name, address and position of the employee, officer, director, owner, partner, manager or member, indicating whether she/he is an employee of or an appointed or elected official of the State of Rhode Island. Describe in detail the term and nature of the contract and/or agreement and whether the contract and/or agreement is in writing. If the contract or agreement is in writing, attach a copy hereto.

TWIN RIVER SUITABILITY APPLICATION

RHODE ISLAND ADDENDUM IV

1. Is Applicant or any of Applicant's officers, directors, owners, partners, managers or members aware of any existing financial relationship(s) between (i) the Transferor (or any employee, director, officer, partner, member or manager thereof) or (ii) any parent or subsidiary thereof (or any employee, director, officer, partner, member or manager thereof) where said individual is an employee of or an appointed or elected official of the State of Rhode Island?

Yes \_\_\_\_\_

No \_\_\_\_\_

If yes, provide the name and addresses of the entities and individuals involved in the financial relationship. Describe in detail the nature of the relationship and indicate whether there is a written contract or agreement evidencing the relationship. If there is a written contract or agreement, attach a copy hereto.

2. If the answer to 1 above is "yes", does Applicant intend to continue that relationship?

Yes \_\_\_\_\_

No \_\_\_\_\_

If so, provide copies of all documents evidencing the nature and extent of the relationship as it is anticipated to be continued.