

MISSOURI GAMING COMMISSION
COMMISSION RESOLUTION NO. 16-059

APPROVING THE PETITION FOR APPROVAL OF CHANGE OF CONTROL PETITION
filed by Z CAPITAL GROUP, LLC and AFFINITY GAMING

December 7, 2016

WHEREAS, Affinity Gaming (“Affinity”) is a holder of a Class A license; and

WHEREAS, as a Class A Licensee, Affinity is the owner of HGI-Mark Twain, LLC who has a Class B License to operate Mark Twain Casino and is the owner of HGI-St. Jo, LLC who has a Class B License to operate St. Jo Frontier Casino; and

WHEREAS, Z Capital Group, LLC (“Z Capital”) is currently the owner of approximately 41.14% of the stock of Affinity; and

WHEREAS, Z Capital has entered into an agreement to acquire substantially all of the balance of the outstanding shares of stock in Affinity subject to the approval of the Commission; and

WHEREAS, 11 CSR 45-10.040(12) requires approval of the Commission prior to the closing of any sale which would constitute a change of control; and

WHEREAS, 11 CSR 45-10.040(8)(A)1 defines a change of control as the acquisition of any ownership interest that exceeds 25%; and

THEREFORE, BE IT RESOLVED by the Missouri Gaming Commission that the Joint Petition for Approval of Change in Control filed by Affinity Gaming and Z Capital Group, LLC, a copy of which is attached hereto and incorporated herein by reference, is hereby approved, and the Commission does authorize the consummation of Z Capital’s agreement to acquire substantially all shares of stock in Affinity.