

MISSOURI GAMING COMMISSION
COMMISSION RESOLUTION NO. 23-007
REGARDING WAIVER OF LICENSURE
FOR INSTITUTIONAL INVESTOR

January 18, 2023

WHEREAS, HG Vora Capital Management, LLC and its subsidiaries (collectively, "HG Vora"), has requested a waiver of licensure under 11 CSR 45-4.020 as an institutional investor; and

WHEREAS, HG Vora has stated that it may acquire interests in multiple Missouri licensees of more than five percent (5%) but not more than twenty percent (20%); and

WHEREAS, HG Vora has affirmed that it may acquire these interests for investment purposes only and not for the purposes of causing, directly or indirectly, changes in the management, policies, or operations of said licensees, and that HG Vora has no involvement in the business activities of any licensee in which it holds or may acquire interest or any intention of influencing or affecting the affairs of any licensee with the stock that it now owns or may in the future acquire; and

WHEREAS, HG Vora has affirmed that in the event HG Vora subsequently develops an intention of controlling or participating in the management of any licensee, HG Vora will notify the Commission of said changes and refrain from participating in management or exercising such control until approved by the Missouri Gaming Commission; and

WHEREAS, HG Vora has complied and affirmed its willingness to conform to all disclosures and notices required by 11 CSR 45-4.

NOW, THEREFORE, BE IT RESOLVED, that the Missouri Gaming Commission grants HG Vora's request to waive licensure requirements required under 11 CSR 45-4.020 for up to and including twenty percent (20%) ownership in multiple licensees.

BE IT FUTHER RESOLVED that the granting of this waiver in no way prevents the Missouri Gaming Commission at some future date, with or without cause, from requiring HG Vora to apply for and obtain licensure pursuant to 11 CSR 45-4. In such an event, failure to obtain licensure could result in HG Vora being required to divest all or part of their interest in a licensee or the loss of the licensee's ability to do business in Missouri.

BE IT FURTHER RESOLVED that this waiver is for a period of two (2) years from the date of this Resolution, and it will be necessary for HG Vora, and its direct and

indirect investment management and broker-dealer subsidiaries to reapply for a waiver on or before sixty (60) days prior to the expiration of this waiver.

SO ADOPTED.



Mike Leara, Chairman
Missouri Gaming Commission



Missouri Gaming Commission REQUEST OF WAIVER FOR LICENSURE OF INSTITUTIONAL INVESTOR

(Pursuant to 11 CSR 45-4.020)

Name of Individual / Entity Holding Interest: HG Vora Capital Management, LLC

Business Address: 330 Madison Avenue, 20th Fl., New York, NY 10017

(To enter another row in below table, press **tab** key.)

Entity (Licensee or Applicant) in which Interest is held	% of Interest held	Publicly Traded	Privately Held
PlayAGS	9.3	X	

A holder of any direct or indirect legal or beneficial publicly traded interest of five percent (5%) or more, or privately held interest of one percent (1%) or more, in a Missouri gaming licensee or applicant, is required to obtain a key person or key person business entity license from the Missouri Gaming Commission.

A holder may, however, be exempted from the licensure requirements if such interest is held for passive investment purposes only. Individuals or entities holding up to twenty percent (20%) interest in a licensee or applicant may be exempted by the Commission for one or multiple licenses or applicants. Exemptions shall be for a period of two (2) years unless renewed. Ownership of 20% or more in a licensee or applicant requires licensure by the Commission.

Waiver applications shall be submitted to the Missouri Gaming Commission's Jefferson City office, P.O. Box 1847, Jefferson City, Missouri 65102 or emailed to mgcmail@mgc.dps.mo.gov.

REQUEST OF WAIVER – The individual or entity named above, as holder of such interest hereby applies in writing certifying under oath as follows:

- a) The acquired interest is for passive investment purposes only;
- b) Holder does not and will not have any involvement in the management activities of the entity in which interest is acquired;
- c) Holder has no intention of controlling the entity in which interest is acquired, regardless of additional stock that may be acquired;
- d) The holder will within ten (10) days notify the Commission of any purchase of stock in the entity which causes the total holding of the entity's outstanding stock to exceed 20%;
- e) That in the event an intention of controlling or participating in the management of the entity in which interest is acquired or held subsequently develops, holder shall notify the Commission of said change and refrain from participating in management or exercising such control until approved for licensure by the Commission.

Request of Waiver for Licensure of Institutional Investor (Pursuant to 11 CSR 45-4.020)

If the applicant for waiver is an individual, then the home and business address, occupation, employer, and title shall be provided.

- Home Address: _____
- Business Address: _____
- Occupation: _____
- Employer: _____
- Title: _____

If the applicant for a waiver is a business entity, then it shall provide the following:

- Type of entity (corporation, partnership, limited partnership, LLC, LLP, etc.):
 LLC
- State of charter Delaware
- The names and addresses (both home and business) must be included for the following officers;
 (I) chief executive officer; (II) chief financial officer; (III) chief operating officer;
 (IV) managing partner; (V) general partners; (VI) members of the board of directors; and
 (VII) the registered agent.

****Check all that apply**** (Use page 3 for information on additional officers)

Name and title: See Page 3

PERSON TO BE CONTACTED IN REFERENCE TO THIS WAIVER REQUEST

<u>Christopher McLean</u>	<u>Chief Compliance Officer</u>
Name	Title
<u>cmclean@hgvora.com</u>	<u>212-707-5044</u>
E-Mail Address	Telephone Number
	Fax Number

Request of Waiver for Licensure of Institutional Investor (Pursuant to 11 CSR 45-4.020)

This page is used to include additional information.

Name and title: Parag Vora, Manager

Home address: 15 Heathcote Road
Scarsdale, NY 10583

Business address: 330 Madison Avenue, 20th Floor
New York, NY 10017

Name and title: Michael Lee, CFO

Home address: 70 Pine Street
Floor 42, Apt. 4203
New York, NY 10005

Business address: 330 Madison Avenue, 20th Floor
New York, NY 10017

Name and title: Philip Garthe, COO

Home address: 13 Tavano Road
Ossining, NY 10562

Business address: 330 Madison Avenue, 20th Floor
New York, NY 10017

Name and title: Corporation Service Company, Registered Agent

Home address: N/A

Business address: 251 Little Falls Drive Wilmington, DE 19808

Request of Waiver for Licensure of Institutional Investor (Pursuant to 11 CSR 45-4.020)

I, the undersigned, in my capacity as Chief Compliance Officer with
HG Vora Capital Management, LLC attest that the foregoing information is accurate, and that nothing in the
granting of this waiver shall prohibit the Commission, at a future date, in its sole discretion, with or without cause, from
requiring any owner of any interest in a license from becoming licensed by the Commission or to divest itself of stock
ownership.

[Signature] 12/6/2022
Signed: Date:

Tara Noelle O'Brien 12/6/2022
Signed: Date:

Notary: **TARA NOELLE O'BRIEN**
Notary Public, State of New York
No. 010B6397814
Qualified in Westchester County
Commission Expires September 16, 2023

Affix seal:




Missouri Gaming Commission
REQUEST OF WAIVER FOR LICENSURE OF
INSTITUTIONAL INVESTOR
(Pursuant to 11 CSR 45-4.020)

Name of Individual / Entity Holding Interest: HG Vora Capital Management, LLC

Business Address: 330 Madison Avenue, 20th Fl., New York, NY 10017

(To enter another row in below table, press **tab** key.)

Entity (Licensee or Applicant) in which interest is held	% of Interest held	Publicly Traded	Privately Held
PENN Entertainment Inc	6.03	X	

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A holder may, however, be exempted from the licensure requirements if such interest is held for passive investment purposes only. Individuals or entities holding up to twenty percent (20%) interest in a licensee or applicant may be exempted by the Commission for one or multiple licenses or applicants. Exemptions shall be for a period of two (2) years unless renewed. Ownership of 20% or more in a licensee or applicant requires licensure by the Commission.

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- c) Holder has no intention of controlling the entity in which interest is acquired, regardless of additional stock that may be acquired;
- d) The holder will within ten (10) days notify the Commission of any purchase of stock in the entity which causes the total holding of the entity's outstanding stock to exceed 20%;
- e) That in the event an intention of controlling or participating in the management of the entity in which interest is acquired or held subsequently develops, holder shall notify the Commission of said change and refrain from participating in management or exercising such control until approved for licensure by the Commission.

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- Home Address: _____
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- Occupation: _____
- Employer: _____
- Title: _____

If the applicant for a waiver is a business entity, then it shall provide the following:

- Type of entity (corporation, partnership, limited partnership, LLC, LLP, etc.):
LLC
- State of charter Delaware
- The names and addresses (both home and business) must be included for the following officers;
 - (I) chief executive officer; (II) chief financial officer; (III) chief operating officer;
 - (IV) managing partner; (V) general partners; (VI) members of the board of directors; and
 - (VII) the registered agent.

****Check all that apply**** (Use page 3 for information on additional officers)

Name and title: See Page 3 _____

PERSON TO BE CONTACTED IN REFERENCE TO THIS WAIVER REQUEST

Christopher McLean	Chief Compliance Officer	
Name	Title	
cmclean@hgvora.com	212-707-5044	
E-Mail Address	Telephone Number	Fax Number

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I, the undersigned, in my capacity as CHIEF COMPLIANCE OFFICER with
HG VORA CAPITAL MANAGEMENT, LLC attest that the foregoing information is accurate, and that nothing in the
granting of this waiver shall prohibit the Commission, at a future date, in its sole discretion, with or without cause, from
requiring any owner of any interest in a license from becoming licensed by the Commission or to divest itself of stock
ownership.

[Signature] 1/3/2023
Signed: Date:

Tara O'Brien 1/3/2022
Notary: Date:

TARA NOELLE O'BRIEN
Notary Public, State of New York
No. 010B6397814
Qualified in Westchester County
Commission Expires September 16, 2023

Affix seal:



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Bally's Corp	6.77	X	

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