

**PTC, INC.**  
**GAMING COMPLIANCE PLAN**

**ARTICLE I**  
**INTRODUCTION**

PTC, Inc. (the “Company”) is a foreign publicly traded corporation registered with and found suitable by the Nevada Gaming Commission and certain other Gaming Authorities to own the Licensee Corp., which is licensed by the Nevada Gaming Commission to operate X Casino and in various other jurisdictions to conduct similar business activities.

The Company has established this Gaming Compliance Plan (“Plan”) pursuant to an Order of Registration issued by the Nevada Gaming Commission on DATE. This plan is designed to perform due diligence, to determine the suitability of relationships with other entities and individuals, to identify and evaluate situations arising in the course of business by the Company and its Affiliates that may have an adverse effect on gaming control objectives, and to review and ensure compliance by the Company and its Affiliates with the Nevada Gaming Control Act, as amended, the regulations adopted pursuant thereto, and the laws and regulations of any jurisdiction in which the Company and its Affiliates may conduct gaming operations.

The Company has created the Gaming Compliance Committee (“Compliance Committee”) to exercise its best efforts to identify and evaluate situations arising in the course of the Company’s and its Affiliates’ business that may adversely affect the objectives of gaming control. Generally speaking, a situation adversely affects the gaming control objectives if it adversely affects the public faith in the ability of any appropriate gaming regulatory system to ensure that licensed gaming is conducted honestly and competitively and that gaming is free from criminal and corruptive elements. It is the strict policy of the Company and its Affiliates to conduct their business with honesty and integrity, and in accordance with high moral, legal and ethical standards.

For many years, the Company has had certain corporate oversight functions in place which have served the Company well. These functions include the Company’s board of directors (the “Board”). Generally, the Board oversees the Company’s financial reporting system, internal controls, all major financial transactions and litigation and tax matters.

The Company’s Plan sets forth the procedures that the Compliance Committee will employ in carrying out its responsibilities. The Plan intends to define the scope of the Compliance Committee’s responsibilities and to clarify the Compliance Committee’s role in relation to other committees in the Company.

## ARTICLE II DEFINITIONS AND INTERPRETATION

**2.1 Definitions.** The terms used in this Plan shall have the following meanings:

**Affiliate** means a Person whom, directly or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, a specified Person.

**Affiliated Distributor** means distributors of associated equipment or Gaming Devices manufactured by the Company, which are owned or controlled by the Company.

**Board** means the board of directors of the Company.

**Company** means PTC, Inc.

**Compliance Committee** means the Gaming Compliance Committee of the Company established and operated pursuant to this Plan.

**Compliance Officer** means the employee of the Company who is responsible for addressing day-to-day inquiries or issues regarding the Plan.

**Consultant** means a Person engaged by the Company or any Affiliate to furnish advisory or other services, which services are reasonably expected to further the Gaming Activities and/or gaming business of the Company or any Affiliate for total compensation which exceeds \$25,000.00 per year.

**Director** means a member of the board of directors of the Company or any Affiliate.

**Executive Officer** means any officer of the Company or any Affiliate who is elected or appointed as such by the members of its respective board of directors.

**Finance Officer** means the chief financial officer or the person having the position equivalent to the chief financial officer, as applicable, of each operating property of the Company.

**Foreign Gaming** means the conduct of gaming outside of Nevada.

**Formal Allegation** means a notice received in writing from a regulatory body or other governmental agency concerning wrongdoing on the part of the Company or an Affiliate, which wrongdoing adversely affects the objectives of gaming control or materially violates the Plan.

**Formal Criminal Charges** means criminal charges duly filed in a court of law except for minor offenses.

**Gaming Activities** means those activities governed by the gaming laws of any jurisdiction in which the Company or its Affiliates conduct business.

**Gaming Authority** means any one or more of the regulatory authorities having jurisdiction over Gaming Activities of the Company or its Affiliates.

**Gaming Device** means any equipment, contrivance, component or machine used in connection with any gambling game that affects the result of a wager by determining win or loss, or any equipment whose manufacture or distribution is subject to regulatory control by the gaming laws of any jurisdiction in which the Company or its Affiliates conduct business.

**Independent Agent (also commonly known as a “junket representative”)** has the meaning ascribed to it under Section 463.0164 of the Nevada Revised Statutes, or under the provisions of any similar statute, regulation, rule or ordinance of any other applicable Gaming Authority.

**Independent Distributors** mean distributors of associated equipment or Gaming Devices produced by the Company, which are not owned or controlled by the Company.

**Internal Reporting System** means the information collection, assessment and reporting system created by and composed of the elements described in Section 6.2 of this Plan.

**Key Gaming Employee** means a key employee at a casino or gaming facility of the Company or its Affiliate as that term is defined in the gaming laws applicable to the Company and Affiliate.

**Lobbyist** means any Person engaged by the Company or any Affiliate for the purpose of advocating the adoption or amendment of a Law or Laws related to Gaming Activities or the furtherance of the Company's Gaming Activities in a jurisdiction. The term does not include a Person retained by the Company to assist it in compliance with gaming laws or with the Plan.

**Major Development** means a matter that substantially impacts the Company. Examples of a “Major Development” include any material change in equity ownership or control of the Company, any disciplinary actions brought by a foreign government or agency with respect to the Gaming Activities of the Company or any of its Affiliates, or the approval of the Company or any of its Affiliates as the operator of a Foreign Gaming operation or activity.

**Material Financing** means any public or private equity or debt financing by the Company that exceeds five million dollars (\$5,000,000).

**Material Transactions** means a transaction that pertains to:

- A. A commercial transaction involving an Unsuitable Person or an entity that reasonably may be regarded as an Unsuitable Person; and/or
- B. Any commercial transaction that exceeds three million dollars (\$3,000,000), including, without limitation, any financings and any strategic alliance, joint venture, partnership, or similar relationship between the Company or an Affiliate and a Person other than the Company, an Affiliate or any Professional Advisor thereof.
- C. The acquisition or disposition of assets or equity interests where the value given or received by the Company or an Affiliate exceeds three million dollars (\$3,000,000), except for such transactions involving temporary investments in securities as included on the Company's consolidated balance sheets or the purchase or disposition of less than 20 percent interest in a non-gaming entity or facility.

**Minutes** have the meaning ascribed to this term in Section 5.3 of this Plan.

**NGCB** means State of Nevada Gaming Control Board.

**Nevada Gaming Authorities** means the Nevada Gaming Control Board, the Nevada Gaming Commission, or any local gaming control entity.

**Person** means any association, corporation, firm, partnership, trust or other form of nongovernmental business association as well as a natural person.

**Plan** means this Gaming Compliance Plan.

**Preceding Year** means the 12-month period immediately preceding the date of any annual meeting between Compliance Committee and representatives of any Gaming Authorities.

**Professional Advisor** means a Person who is a licensed attorney, licensed accountant, law firm, financial institution chartered by the federal government or by any state, underwriter, investment banker, broker-dealer or investment adviser regulated by any state or federal regulatory authorities, licensed real estate agent or broker, or outside licensed investigators retained by the Company for the purpose of complying with this Plan.

**SEC** means the United States Securities and Exchange Commission.

**Unsuitable Person** means:

- A. A person who has been denied a license or whose license has been revoked by any Gaming Authority, or a person who has been determined to be unsuitable or unqualified to be associated with a gaming enterprise by any Gaming Authority, and whose license denial or revocation, or finding of unsuitability or disqualification has been reported to the Company or its Affiliates; or,
- B. A person that the Company, through its own investigation, determines is unqualified as a business associate of the Company based on that person's antecedents, associations, financial practices, financial condition or business probity.

**Unsuitable Situation** means an event, circumstance or activity that adversely affects the objectives of gaming control by actually diminishing the public faith in the ability of the Gaming Authorities to protect the public interest, including without limitation a violation of this Plan.

**2.2 Interpretation.** In this Plan, unless the context requires otherwise, the singular includes the plural and vice versa.

### **ARTICLE III ADOPTION OF COMPLIANCE PLAN**

**3.1 The Compliance Officer.** The Compliance Officer shall be appointed by the Board. The Compliance Officer shall be responsible for overseeing implementation of compliance programs and Internal Reporting System. The Compliance Officer, in conjunction with the appropriate outside legal counsel, will serve as the liaison between the Compliance Committee and the Gaming Authorities. The Compliance Officer shall interact with the Company's management in order to determine situations requiring reporting under the Internal Reporting System and review by the Compliance Committee, shall conduct such investigations as may be necessary or coordinate the assignment of such investigations to investigative agencies or services utilized by the Compliance Committee, shall prepare or cause to be prepared and maintain the records of the Compliance Committee, and shall perform such other duties as may be assigned by the Compliance Committee. All appointments to and resignations from the position of Compliance Officer shall be reported in the minutes of the Board and the Company shall promptly notify the chairman of the NGCB in writing of such appointment or resignation.

**3.2 Adoption of Compliance Plan.** The Company has adopted the Plan and establishes the Compliance Committee to identify and evaluate potential Unsuitable Situations arising in the course of the Company's business, wherever conducted, that

may have an adverse effect upon the objectives of gaming control, and thereby cause regulatory concern to the Gaming Authorities. This Plan delineates the procedure that will be employed by the Company in selecting and appointing a Compliance Committee, as well as the procedures that govern the duties and responsibilities of the Compliance Committee.

**3.3 Term and Duration of Compliance Plan.** The Plan shall become effective when the Company receives written notice that the chairman of the NGCB has approved the Plan. The Plan shall remain in effect until such time as the Gaming Authority no longer requires the Plan and it is rescinded by the Board. The Plan may be amended or modified (i) at the direction of the Board subject to any approvals required by the NGCB, or (ii) at the direction of the NGCB. The Company's Compliance Officer shall promptly notify the NGCB in writing of any proposed amendments or modifications of the Plan. Amendments to the Plan shall become effective upon approval by the Chairman of the NGCB or within 30 days of such request for approval, whichever occurs first.

## **ARTICLE IV**

### **SELECTION AND APPOINTMENT OF COMPLIANCE COMMITTEE MEMBERS**

**4.1 Composition of Compliance Committee.** The Compliance Committee shall be composed of at least three (3) members. The membership of the Compliance Committee shall include a Director. The membership of the Compliance Committee shall also include at least one person who is familiar with gaming regulatory laws and procedures and is a person independent of the Company. The members of the Compliance Committee should be individuals who, by virtue of their familiarity with law enforcement, regulated businesses, the business activities of the Company or gaming control, are sensitive to the concerns of the Gaming Authorities and capable of determining the existence or likelihood of an Unsuitable Situation.

**4.2 Appointment and Approval of Compliance Committee Members.** The members of the Compliance Committee shall be appointed by and shall serve at the will and pleasure of the Board subject to any required approvals of the NGCB. New members of the Compliance Committee shall be administratively reviewed and approved by the chairman of the NGCB or his designee.

**4.3 Resignation of Compliance Committee Members.** A person may resign his or her position as a member of the Compliance Committee by providing written notice to the Compliance Officer. The Compliance Officer shall be required to supply such resignation notice to the required Gaming Authorities within ten (10) days after receipt of the notice.

**4.4 Corporate Records.** All appointments to or resignations from the Compliance Committee shall be reported in the minutes of the Board and the Company's Compliance

Officer shall promptly notify the NGCB of any change in the membership or composition of the Compliance Committee.

**4.5 Compensation of Compliance Committee Members.** The Company shall pay the appropriate compensation to any non-employee member of the Compliance Committee for his or her services and reimburse such member for his or her reasonable costs and expenses incurred in the discharge of duties and responsibilities. The amount of compensation paid to non-employee members of the Compliance Committee will be authorized by the Board.

## **ARTICLE V MEETINGS OF THE COMPLIANCE COMMITTEE**

**5.1 Quorum and Meeting Procedure.** The presence of a majority of the membership of the Compliance Committee shall constitute a quorum for the purpose of conducting Compliance Committee business. Meetings may be conducted by means of a telephone conference. All actions by the Compliance Committee require a majority vote of the members present. Matters to be presented to a meeting may also be dealt with by unanimous written consent.

**5.2 Periodic Compliance Committee Meetings.** The Compliance Committee shall meet at least quarterly to review the information it has gathered through reports, investigations, or otherwise. In an urgent situation, any member may call a special meeting of the Compliance Committee. Such meetings may be conducted in person, by telephonic communication, or by unanimous written consent. The Compliance Officer is authorized to issue preliminary approval of a proposed transaction or event, or direct such other action as may be warranted in the circumstances, subject to subsequent review by the Compliance Committee.

**5.3 Compliance Committee Meeting Minutes.** The Compliance Committee shall prepare and maintain Minutes recording the business considered and decisions rendered by the Compliance Committee at each meeting. Copies of the Minutes of the Compliance Committee meetings shall be provided within ten (10) days after ratification by the Compliance Committee to all Compliance Committee members, and concurrently to the chairman of the NGCB. The Minutes shall identify all matters considered by the Compliance Committee and shall contain the amount of detail appropriate to demonstrate a well-reasoned decision by the Compliance Committee members. In those matters in which the Compliance Committee takes no action, the Minutes shall reflect the reasons why no action was deemed appropriate. The provision of such reports, exhibits, and documents to any Gaming Authority pursuant to the Plan shall not constitute a waiver by the Compliance Committee or by the Company of any privilege attendant thereto including, but not limited to, the attorney-client privilege.

## **ARTICLE VI DUTIES AND RESPONSIBILITIES OF COMPLIANCE COMMITTEE**

**6.1 Summary of Compliance Functions.** Information brought to the Compliance Committees' attention or discovered by the Compliance Committee concerning activities that might constitute an Unsuitable Situation or violations of the Company's compliance policies shall be investigated and presented to the Compliance Committee. After review of the information, the Compliance Committee shall formulate a recommendation to management regarding a course of action to appropriately address the specific event, transaction, circumstance or situation. Although the Compliance Committee does not have authority to make or override policies, procedures or management decisions of the Company, the Compliance Committee must refer any compliance issues that Compliance Committee feels are not adequately addressed to the Board for further consideration.

**6.2 Internal Reporting System.** The Compliance Committee shall establish and maintain an Internal Reporting System under the supervision of the Compliance Officer. The Compliance Officer shall be responsible and report to the Compliance Committee relative to the administration of the Internal Reporting System. The Compliance Officer will utilize the resources of the Company or appropriate outside consultants or contractors to fulfill the Compliance Officer's responsibility for supervision and administration of the Internal Reporting System.

Compliance Officer supervision may include investigation of any question, matter, association, or issue arising or appearing to arise within the purview of the Internal Reporting System including, but not limited to, personal oversight, examination or inquiry. The Compliance Officer shall establish the scope of the due diligence performed on each Person or transaction within the purview of the Internal Reporting System. Except in circumstances indicating that reliance is unreasonable or unwarranted, independent investigation is not required with respect to information that is widely disseminated or otherwise a matter of public knowledge and such information may be excluded as the subject of a Compliance Committee report unless the information relates directly on an issue to be considered by the Compliance Committee. Independent investigation of parties to a transaction is not required in instances where such other party is regulated by a governmental agency, such as a publicly held company regulated by the governmental agency, such as the SEC, a financial institution regulated by federal banking authorities, or a company or individual regulated or licensed by one of the Gaming Authorities or a gaming regulatory authority of a foreign jurisdiction, other than to determine such other party's standing with such governmental agency.

All investigative files shall be maintained in the office of the Compliance Officer on a confidential basis, investigative files or information shall not be disclosed except to: (i) members of the Compliance Committee; (ii) members of management or management

representatives (e.g. inside and outside counsel) having a need to know; (iii) agents and employees of the Gaming Authorities; and (iv) as may be required by law or order of a court of competent jurisdiction.

Success of the Internal Reporting System depends on coordination with the corporate planning, development, acquisition, human resource, procurement, finance, legal, audit, and other staff functions within the Company with respect to proposed or pending matters related to new transactions, associations, or other matters that may constitute Major Developments or Unsuitable Situations. Accordingly, the various departments and Affiliates of the Company will be informed, in writing, of their responsibility to cooperate and coordinate with the Compliance Officer in investigating, negotiating or implementing any new transaction, associations, or other matter that may constitute Major Developments or Unsuitable Situations to aid attainment of the objectives of the Internal Reporting System and Plan, which are essentially the development and communication of relevant information to the Compliance Committee.

**6.3 Review and Assessment of Reported Information.** The Compliance Committee is responsible for the review and assessment of information developed through the Internal Reporting System. Prior to the quarterly meetings of the Compliance Committee, the Compliance Officer shall submit to each member of the Compliance Committee a report summarizing the investigations conducted and recommendations for action for the preceding quarter.

**6.4 Reporting Detail.** Reports to the Compliance Committee and the Minutes shall contain such information as may be reasonably obtained and appropriate to permit a well-reasoned decision by the Compliance Committee member on each subject considered by the Compliance Committee.

**6.5 Compliance Officer's Reports.** Reports by the Compliance Officer to the Compliance Committee shall cover the following matters relating to the Company, its Affiliates and their operations:

**6.5.1 Purchases, Sales and Leases of Gaming Devices.** The properties of the Company and its Affiliates shall maintain reports of all purchases, sales or leases of Gaming Devices. The reports must be filed with the Compliance Officer within thirty (30) calendar days from the date of the sale, purchase or lease and shall include the name and address of the purchaser, seller or lessor, and a complete description of the Gaming Devices involved. The Compliance Committee shall determine that all sales, purchases and leases of Gaming Devices are with distributors and vendors approved or licensed by the appropriate Gaming Authority, if such approval or licensure is required. The Compliance Committee may make other determinations of suitability as it deems appropriate.

A current listing of jurisdictions permitting importation of Gaming Devices shall be maintained by the Compliance Officer. Shipment of Gaming Devices into any other jurisdiction is prohibited unless expressly approved by the Compliance Officer. Questions as to whether a given jurisdiction permits imports of Gaming Devices are to be referred to the Compliance Officer.

**6.5.2 Material Litigation.** The Compliance Officer shall prepare a report on all pending lawsuits in which the Company and/or any Affiliate are a party or of which any of their property is the subject of the litigation, and which seek or claim a recovery in excess of two million dollars (\$2,000,000) excluding any and all personal injury or workers' compensation lawsuits regardless of the amount involved unless said lawsuits can materially affect the Company or any of its Affiliates. The Compliance Officer's report shall include as to each such lawsuit, the names of the parties thereto, the date instituted, the court or agency in which the proceedings are pending, and a brief description of the factual basis alleged to underlie the proceedings and the relief sought.

**6.5.3 Material Corporate Financings.** Prior to any commitment with respect to a Material Financing, the Compliance Officer shall prepare a report for the review of the Compliance Committee containing the following information:

- A. Source of the funds;
- B. Disclosure of any relationship among the Company, any Affiliates and any other parties to the proposed financing; and
- C. Identifying any finder, broker, or other Person who is to receive compensation in connection with securing, arranging, negotiating or otherwise dealing with the proposed Material Financing.

The Compliance Committee or the Compliance Officer shall conduct any further or supplemental investigation warranted by the facts or assessments contained in the report prepared by the Compliance Officer.

**6.5.4 Material Transactions.** The Compliance Officer shall prepare a report to the Compliance Committee on all Material Transactions. The reports shall include the following information with respect to the other party to the transaction to the extent such information is known by the Compliance Officer.

- A. Name and address;
- B. Legal form, such as corporation, partnership, or joint venture;
- C. Nature of business conducted;

- D. Geographical area where business is conducted;
- E. Names and addresses of all directors, principal officer, shareholders holding more than five (5) percent interest, general partners and any limited partners holding more than five (5) percent interest;
- F. Brief statement as to the Company's reasons for the proposed transaction;
- G. Specific laws under which the business operation is permitted, if relevant; and
- H. Identification of any Person such as a broker or finder who is to receive any form of compensation for suggesting, proposing or arranging the transaction, including the arrangement for such compensation.

The Compliance Committee or the Compliance Officer shall conduct any further or supplemental investigation warranted by the facts or assessments contained in the report prepared by the Compliance Officer.

**6.5.5 Loans.** Each Finance Officer shall prepare a quarterly report in writing for submission to the Compliance Officer and the Compliance Committee concerning any loans, guarantees or indemnities in excess of the reportable threshold set forth by the Gaming Authorities. Such report shall contain the following information:

- A. The name and address of any borrower or Person receiving a guarantee from the Company or any of its Affiliates;
- B. A complete, reasonably-detailed description of the transaction; and
- C. Identification of any Persons involved in the transaction, including any brokers or finders.

If any such loan, guarantee or indemnity qualifies as or is related to a Material Financing or Material Transaction, it shall be reviewed pursuant to the sections of the Plan concerning Material Financings or Material Transactions, respectively.

**6.5.6 Managed Properties.** The Company and its Affiliates shall require owners of jointly owned or managed properties, including properties owned by partnerships or joint ventures in which the Company or any Affiliate is a partner, to establish their suitability. The Compliance Officer shall cause to be conducted an appropriate background investigation of the owners of jointly owned or managed properties, and the owners of interests in partnerships or joint ventures in which the Company or any Affiliate is a partner. The Compliance Committee shall receive and review all reports concerning the suitability of such owners. The Compliance Committee shall also cause further reviews

to be conducted in all situations where in its judgment, adequate background information was not provided.

**6.5.7 Transactions with Suppliers of Goods and Services.** The Compliance Committee recognizes that a negative situation could arise if the Company or any Affiliate were to conduct business with Unsuitable Persons. The best interest of the Company is served by avoiding such business relationships. In order to determine the suitability of the Company's suppliers, the Finance Officer of the Company shall aid and assist the Compliance Officer to implement adequate procedures with respect to arrangements with suppliers of goods and services involving annual aggregate purchases in excess of five hundred thousand dollars (\$500,000) (except those suppliers that are required to be licensed by the Gaming Authorities).

At such time as the Compliance Officer discovers or is advised as to the identity of an Unsuitable Person through the sources of information provided for by the Internal Reporting System, or otherwise, the Compliance Officer shall direct an examination or investigation be undertaken to determine whether the Company and Affiliate are receiving goods or services from such Unsuitable Person. The review shall include an examination of appropriate Company and its Affiliates records for evidence of a business relationship with the particular Unsuitable Person. If the Compliance Officer determines that business is being conducted with an Unsuitable Person, such a business relationship will be immediately severed.

Notwithstanding the foregoing, and irrespective of any amount of annual aggregate purchases from any Person by the Company or any Affiliates, at any time that the Compliance Officer discovers through any source of information, that the Company or an Affiliate is doing business with an Unsuitable Person or a Person who may be an Unsuitable Person, the Compliance Officer shall direct an investigation of that Person's suitability. The results of such investigation shall be reported to the Compliance Committee for review and appropriate action.

**6.5.8 Corporate Directors, Executive Officers and Key Gaming Employees.** The Company and its Affiliates shall exercise care to ensure that prospective Directors, Executive Officers and Key Gaming Employees are not Unsuitable Persons. The suitability of prospective Directors, Executive Officers and Key Gaming Employees shall be investigated and reviewed at the direction of the Compliance Officer. The results of such investigation shall be reported to the Compliance Committee for review and appropriate action.

**6.5.9 Affiliated Distributors.** The Compliance Officer shall conduct an investigation and prepare a report prior to the establishment of any new Affiliated Distributor of the Company's Gaming Devices. The investigation shall include the following:

- A. Full investigations of the proposed manager or senior supervising employee of the Affiliated Distributor; and
- B. Review of all laws applicable to the affiliated distributorship including the laws of all jurisdiction into which the distributorship will distribute the Company's Gaming Devices and review of the procedures implemented by the distributorship to insure compliance with such laws.

All Affiliated Distributors of the Company and their officers, directors, employees, agents and representatives shall be subject to all provisions of this Plan and shall comply with all requests by the Compliance Officer and Compliance Committee.

**6.5.10 Independent Distributors.** The Compliance Officer shall conduct an investigation and prepare a report prior to the appointment of any new Independent Distributor. All distribution agreements between the Company and any Independent Distributor entered after the effective date of this Plan must contain covenants by the proposed Independent Distributor relating to the following matters:

- A. Agreement by the Independent Distributor to comply with all laws and regulations, including administrative orders by Gaming Authorities applicable to the Company, and with all tax, import and customs laws;
- B. Agreement regarding proper use and display of the Company's trade name and trademarks so that no unreasonable confusion is created within the business community or by Gaming Authorities having jurisdiction over the Independent Distributor's business as to the relationship between the Independent Distributor and the Company and prohibiting the use by the Independent Distributor of such trade names and trademarks after the termination of the distributorship agreement;
- C. Agreement by the Independent Distributor to avoid and refrain from doing business with Unsuitable Persons;
- D. Agreement by the Independent Distributor to permit review by the Nevada Gaming Authorities of its books and records for compliance with all laws and to provide such information to the Nevada Gaming Authorities as may be requested in connection with any review conducted thereby of the Company and its Independent Distributors; and
- E. A provision permitting the Company to terminate the distribution agreement without penalty should any of the foregoing be violated by the Independent Distributor.

The report prepared by the Compliance Officer with regard to a proposed Independent Distributor shall contain, to the extent applicable and reasonably available, the following information:

- A. Name and business address of the proposed Independent Distributor;
- B. Description of the business to be conducted by the proposed Independent Distributor, including identification of the jurisdiction into which the Company's Gaming Devices or associated equipment will be distributed by the Independent Distributor;
- C. Officers, directors, controlling Persons and owners or partners of the proposed Independent Distributor, including a preliminary background review of such Persons;
- D. Identification of the major creditors of the proposed Independent Distributor;
- E. Review of regulatory licenses held by the proposed Independent Distributor and non-confidential filings by the proposed Independent Distributor with the SEC (if applicable) and with any Gaming Authority having jurisdiction over the proposed Independent Distributor; and
- F. Identification of any broker or finder associated with the proposed Independent Distributor who will receive compensation as a result of the Independent Distributor's agreement with the Company or in connection with the distribution, sales or placement of any of the Company's Gaming Devices or associated equipment.

The termination of all distribution agreements shall be reported by the Executive Officers to the Compliance Officer immediately and reported in the Minutes. No renewal of a distribution agreement with an Independent Distributor shall be consummated without the prior review of the circumstances by the Compliance Officer and updating by the Compliance Officer to the Compliance Committee of the foregoing information pertaining to the Independent Distributor.

**6.5.11 Independent Agents and Lobbyists.** The Company and its Affiliates shall exercise care to ensure that Independent Agents, Lobbyists and other agents or representatives employed or compensated by the Company are not Unsuitable Persons. With respect to Consultants and Lobbyists, in lieu of an investigation, the Compliance Committee may accept the following as evidence of good reputation, unless such reliance is unwarranted: (i) the licensing, finding of suitability, qualification or approval of such Persons by any Gaming Authority or by any other governmental or professional licensing authority; (ii) favorable information generally available to the Company from the business or professional community; or (iii) information derived from prior relationships

or dealings with the Company or its Affiliates. The intent of the Plan is that this section is to primarily focus on Persons who are involved in advancing the Gaming Activities or gaming interests of the Company or any of its Affiliates.

**6.5.12 Professional Advisors.** The Compliance Committee shall not be required to conduct investigations of Professional Advisors unless information becomes available to the Compliance Committee indicating that a Professional Advisor may be an Unsuitable Person or that the Compliance Committee's reliance on a Professional Advisor's good reputation is otherwise unwarranted. The intent of the Plan is that this section primarily focus on Persons who are involved in advancing the Gaming Activities or gaming interests of the Company or any of its Affiliates.

**6.5.13 Stock Options.** The Company or its Affiliates shall not grant to any person, who is not then an employee of the Company or an Affiliate, any option to purchase or acquire any of its common stock, or any security convertible into its common stock, without the prior review and a determination by the Compliance Officer and/or the Compliance Committee that no Unsuitable Person or Unsuitable Situations are involved.

**6.5.14 Political Contributions.** The Company recognizes that under United States ("U.S.") federal election laws, corporations may not make any contributions, directly or indirectly, to candidates for a United States federal office and that contributions to candidates for state or local offices may also contain limitations. This section does not intend to restrict the right of the Company, its Affiliates, or the respective employees from participating in the political process within the applicable parameters set forth by law. In order to ensure that the Company and its Affiliates are in compliance with all U.S. federal and state campaign finance laws and that political contributions do not result in Unsuitable Situations, all political contributions or in-kind donations must be coordinated through the Compliance Committee or the Compliance Officer.

**6.5.15 Compliance Policies.** The Compliance Officer shall prepare a report for the Compliance Committee relating to any relevant information coming to his attention that, in his best judgment, warrants review by the Compliance Committee and has arisen from the normal workings of the compliance programs and compliance policies of the Company.

**6.5.16 Record of Unsuitable Persons.** The Compliance Officer is designated to receive notices from all Gaming Authorities with respect to business associations of the Company, each Affiliate or a transaction with Unsuitable Persons. On receipt of any such notice, the Compliance Officer shall immediately advise the Compliance Committee and provide recommendations with respect to such action as may, in the Compliance Officer's opinion, be necessary or appropriate.

**6.5.17 Formal Allegations or Criminal Charges.** The Compliance Officer shall prepare a report concerning any Formal Allegations or Formal Criminal Charges lodged against the Company, an Affiliate or any Key Gaming Employee, Executive Officer or Director.

**6.5.18 Acts of Wrongdoing.** The Compliance Officer shall prepare a report concerning any prosecution or administrative action taken against the Company, an Affiliate, or any Director, Executive Officer or Key Gaming Employee that may involve the following circumstances:

- A. Any criminal action involving (i) a felony; (ii) any material crime against the Company or any Affiliate involving embezzlement or larceny; or (iii) violation of any law relating to gambling; and
- B. Material administrative action by a Gaming Authority relating to a gaming license or gaming approval held by the Company or any Affiliate.

**6.5.19 List of Annual Shareholders.** The Compliance Officer shall at least annually, or more often as such lists are prepared, review a list of the Company's shareholders to identify Persons holding in excess of 0.5% of the Company's outstanding shares of voting securities, and prepare a report on the results of such review.

**6.5.20 Review of Foreign Gaming Activities.** The Compliance Officer shall cause to be prepared and filed with the NGCB any and all Foreign Gaming Notification Statements, Operation Statements, Annual Reports and Quarterly Reports, including any amendments thereto, required to be filed with the NGCB pursuant to Section 463.710 of the Nevada Revised Statutes. The Compliance Officer shall provide each member of the Compliance Committee with a copy of all such Foreign Gaming Reports, including any amendments thereto, which are filed with the NGCB.

**6.5.21 Special Conditions Imposed on the Company.** The Compliance Committee shall periodically review and evaluate the company's compliance with any regulatory requirements and special conditions imposed upon the Company or upon any Affiliate by any Gaming Authority, and shall report to the senior management of the Company any findings regarding such matters.

**6.5.22 Anti-Money Laundering.** The Compliance Officer shall prepare quarterly anti-money laundering ("AML") reports, for Committee review, that summarize the results of any external and internal audits pertaining to the Company's AML programs, including activities related to Know Your Customer and other applicable requirements under the United States Code of Federal Regulations, Title 31 and the United States Bank Secrecy Act, or its equivalent.

In addition, the Compliance Officer shall promptly notify the chairman of the NGCB of any unscheduled information requests, audits or other non-routine inquiries from the Financial Crimes Enforcement Network, Internal Revenue Service, Federal Bureau of Investigation, Department of Justice's Asset Forfeiture and Money Laundering Section, U.S. attorneys' offices or any other state or federal agencies, or foreign equivalents, regarding compliance with AML-related processes or controls.

## **ARTICLE VII REPORTING INFORMATION TO GAMING AUTHORITIES**

**7.1 Annual Report to the Chairman of NGCB.** Each calendar year, the Compliance Officer shall prepare and submit on the Compliance Committee's behalf to the chairman of the NGCB, a short, written executive summary of the achievements, activities and assessments of the Compliance Committee over the Preceding Year.

**7.2 Annual Meeting With Gaming Authorities.** After submission of the Annual Report referenced above in Section 7.1, the Compliance Officer will send a written invitation to Nevada Gaming Authorities to schedule a meeting to discuss the Company's compliance issues. The Compliance Officer or Compliance Committee will schedule such a meeting upon request.

**7.3 Compliance Assignments From Gaming Authorities.** The chairman, executive director or chief administrative officer of a Gaming Authority may request the Compliance Committee to review, study or investigate particular transactions, relationships, incidents or subject matters relating to the Plan or Internal Reporting System. The Compliance Committee, as appropriate, shall prepare a written report regarding any review, study or investigation and any conclusions or results of an assignment undertaken pursuant to this section 7.3 of the Plan, and will submit such report to the requesting Gaming Authority within ten (10) days of the date of completion.

**7.4 Cooperation With Gaming Authorities.** The Compliance Officer shall ensure that appropriate Persons within the Company and its Affiliates are aware of and comply with the Company's policies concerning compliance with requests by Gaming Authorities for access to the business premises or to the books, documents, records and papers relating to the business activities of the Company and its Affiliates.

**7.5 Documents and Information to be Furnished to Gaming Authorities.** Upon request made by any Gaming Authority, the Compliance Officer and Finance Officer shall file or cause to be filed with such Gaming Authority copies of any documents, reports or other information requested by such Gaming Authority, including without limitation documents filed by the Company with the SEC, any stock exchange, securities commission or any other federal, state, local or foreign government office with respect to

the Company or its Affiliates.

**7.6 Confidentiality of Reports and Documents.** All reports, notices and other documents prepared, compiled or otherwise maintained in connection with the Plan shall be privileged and confidential in accordance with the provisions of Sections 463.120 and 463.3407 of the Nevada Revised Statutes. Investigative files developed in accordance with any provision or requirement of the Plan will be maintained in the office of the Compliance Officer on a confidential basis. Such report, notices, documents and files will be available for inspection, review, examination, and duplication by the members of the Compliance Committee and representatives of the Gaming Authorities. The Compliance Committee shall ensure the adoption and proper compliance with an appropriate retention and destruction procedure governing such reports, notices, documents and files.

## **ARTICLE VIII INDEMNIFICATION**

The Company shall indemnify and hold harmless all Compliance Committee members to the fullest extent possible by law and the bylaws of the Company.