

# **Bally's Interactive: Primary Binder (Part 4)**

**Bally's Interactive: Primary Binder (Part 4), Applicant Information  
Table of Contents**

<b>Section Number</b>	<b>Description</b>
4.1	Executive Summary
4.2	Name of Applicant
4.3	Contact Person
4.4	Location of the Applicant's Principal Place of Business
4.5	Type of Business Formation
Exhibit 4.5a	Bally's Interactive, LLC Certificate of Formation
Exhibit 4.5b	Bally's Interactive, LLC EIN
4.6	Table of Ownership
Exhibit 4.6a	Bally's Corporate Chart
Exhibit 4.6b	Top 50 Identified Owners
4.7	Organizational Chart
Exhibit 4.7a	Bet.Works Team Organizational Chart
Exhibit 4.7b	Bally's Corp. Organizational Chart
4.8	Names, Addresses and Experience of all Directors and Officers
Exhibit 4.8a	Bally's Interactive, LLC - List of Officers and Managers
4.9	Lobbyist Registration and Identification
4.10	Names, Addresses and Ownership of Other Interests
Exhibit 4.10a	Bally's Interactive, LLC - Name and Address of Ownership Interests
4.11	Conflicts of Interest
4.12	Public Officials
4.13	Contracts with the State of New York
4.14	Organizational Documents
Exhibit 4.14b1	First Amendment to Operating Agreement - 5/24/21
Exhibit 4.14b2	Second Amendment to Operating Agreement - 5/28/21
Exhibit 4.14c	Bally's Interactive, LLC - DE Certificate of Formation - 12/2/20

**Bally's Interactive: Primary Binder (Part 4), Applicant Information  
Table of Contents**

Exhibit 4.14d	Bally's Interactive, LLC - Operating Agreement - 12/2/20
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**4.1**

## 4.1 EXECUTIVE SUMMARY

FanDuel, together with DraftKings, BetMGM, and Bally's (collectively, the Consortium), is pleased to submit this application in response to the New York State Gaming Commission's Request for Applications for Mobile Sports Wagering Platform Providers. The Consortium consists of four platform providers, each of which will also serve as operators offering sports wagering in New York under their own brands: Betfair Interactive US LLC d/b/a FanDuel Sportsbook (FanDuel); Crown NY Gaming Inc., a wholly-owned subsidiary of DraftKings Inc. (DraftKings); BetMGM LLC, a joint venture of MGM Resorts International Inc. and Entain Holdings (BetMGM); and Bally's Corporation (Bally's).

***Our proposal offers New York everything necessary to have the nation's—indeed, the world's—preeminent sports betting market.*** The Consortium's four operators are the most recognizable names and top performers in U.S. sports betting, having captured more than 78% of the U.S. mobile sports betting market. Each of the four operators is also its own platform provider, operating proprietary world-class technology platforms. Collectively, the Consortium members maintain millions of customer relationships that they can immediately roll out in New York. The Consortium companies are operated by teams with decades of experience from across the world, and are backstopped by strong balance sheets. They have proven their ability to compete with illegal operators and drive legal product adoption in markets across the U.S., and they will accelerate the New York market's growth far faster than any other operator or group of operators can achieve.

***The combination of four platform providers/operators in this proposal is an all-in-one package for New York that eliminates the need to select any other proposals.*** Our proposal provides a detailed strategy, backed by measurable and quantifiable results from other states, for generating hundreds of millions in new revenue for the State of New York – and filling the state's coffers exponentially faster than other proposals. Equally important, our Consortium has unrivaled financial wherewithal that will allow it to make the necessary investment in New York to build out a sustainable long-term market and ensure the maximum possible revenue for the state in perpetuity. This proposal puts the state in the best possible position to generate nearly \$600m in gross gaming revenue in Year One, and more than \$1.3 billion by the end of Year Three. The state will also realize \$100 million in license fees in Year One.

***All four companies participating in the Consortium have demonstrated histories of maximizing state revenue and serving state gaming and sports betting markets.*** The Consortium operators have demonstrated their strength in both the longest established markets and in the most recent markets to launch. They have roughly 82% of market share in New Jersey, including hundreds of thousands of New Yorkers who place bets across the border, and 71% of market share in Pennsylvania. In the two most

recent states to launch, they have 89% market share in Virginia and 76% in Michigan. The companies in this proposal know how to build new sports betting markets, bring offshore players to legal channels, invest the resources needed to establish new markets, and maximize state revenue. No other combination of operators can match this track record.

***This Consortium alone offers the only realistic opportunity for the State to maximize revenues in light of the State's guidance on tax rates.*** Part 6.8 includes the comprehensive report of Frontier Economics, which concludes that with a 50% tax rate, these four Applicants represent the best combination for maximizing state revenue. No other group of operators has the requisite scale and unique advantages to grow the market at this tax rate. A higher tax rate or accepting additional operators will inhibit the market by creating economically unfeasible conditions.

***This proposal includes significant economic benefits for New York's Tribal community.*** The Consortium has entered into a revenue sharing agreement with the Seneca Nation of Indians, under which the Seneca will receive █████ of the Consortium's gross gaming revenue less state and local taxes. The Seneca operate three casinos in the state, employing thousands of New Yorkers and supporting their nearly 8,000 Tribal members. This agreement reflects the Tribe's historical investment in brick-and-mortar gaming operations in the state and the value of the Consortium's important partnership with the Tribe going forward.

***The Consortium brings significant operational and technical expertise to build the New York sports betting market:***

***Recognized and Respected Brands.*** The companies in the Consortium have high brand recognition in gaming, and sports betting in particular, driven by long-term investment in marketing, brand building, and product development. The Consortium's brands enjoy unparalleled existing brand awareness for sports betting. FanDuel and DraftKings are each known specifically for mobile sports betting among nearly █████ of adults. No other operator is remotely close to this level of recognition. Among casino-led brands, BetMGM and Bally's have extremely high general brand awareness nationally at █████ and █████, respectively. These brands, and the trust associated with them, developed long before the PASPA's repeal and cannot be replicated by newer entrants to the market.

***Marketing and Customer Acquisition Capabilities Tailored to New York.*** The four operators have extensive databases of the customers who are the most likely to bet on sports in New York, including █████ New Yorkers in existing databases, █████ daily fantasy sports users, and █████ New Yorkers who place bets

on their platforms in other states. The Consortium operators also have consistently outpaced the competition by a wide margin in their level of investment in marketing and customer promotions to grow markets and gain share. Finally, the Consortium operators are uniquely positioned – given their strong market position across the country – to invest in New York as part of a national marketing strategy. This unmatched combination of marketing advantages ensures the Consortium possesses the tools to deliver New York a robust market at launch.

***Product and Technology Superiority.*** The Consortium operators have invested tremendous time and resources in building out their proprietary technological infrastructure, with proven ability to handle the highest volume betting activity. The platforms are designed to – and have in fact delivered – superior consumer experiences in both reliability and the most compelling bet types across virtually every major sporting activity in the world. The operators control their tech stacks, distinguishing them from many others in the industry and giving them unmatched control over their offerings and ability to innovate quickly.

***Responsible Gaming and Consumer Protection Primacy.*** The operators have each invested in responsible gaming infrastructure that includes responsible gaming plans and policies, teams tasked solely with implementing responsible gaming programs, and state-of-the-art know-your-customer and age verification technologies. This investment includes various partnerships with industry leaders in the responsible gaming space, including GameSense and the American Gaming Association.

***Commitment to New York's Values of Diversity & Inclusion.*** The Consortium is committed to promoting diversity and inclusion, with each company implementing significant diversity and inclusion programs. FanDuel's leadership team is [REDACTED] female, including its interim CEO; Bally's is majority owned by Standard General, a New York investment firm led by a Korean-American; more than [REDACTED] of DraftKings' U.S. workforce is diverse; and underrepresented individuals are [REDACTED] of BetMGM's workforce.

\* \* \*

***FanDuel***, founded and headquartered in New York City, is a New York tech success story. It is the nation's leading mobile sportsbook operator, with substantially higher sports wagering market share [REDACTED] in the United States than any other company. Its market performance is the result of its superior sports betting products, a nimble in-house platform with proven stability, and unparalleled brand recognition and favorability among consumers. FanDuel's market-leading position makes FanDuel the clear choice for building the New York market; FanDuel [REDACTED] in the New Jersey and Pennsylvania markets, capturing [REDACTED] mobile sports betting market in each of those states

(█████ and █████, respectively). FanDuel will start in New York with over ██████ New Yorkers in our databases primed for cross-sell to sports betting, including ██████ New Yorkers who have generated ██████ in lifetime handle with FanDuel in other states.

**DraftKings** is the nation's go-to platform for "skin in the game" sports fans, having invested hundreds of millions in marketing and development of its leading technology platform. Since launching the first daily fantasy sports mobile app in 2014, DraftKings has expanded to offer mobile sports betting in 12 states; 10 retail sportsbooks in 7 states, including New York and New Jersey; and iGaming in 4 states, including nearby New Jersey. In every state where it operates, DraftKings has demonstrated its ability to effectively market its products to acquire and retain users, achieving first, second, or third most market share in every state where it offers mobile products. These marketing efforts will convert users to mobile sports betting in New York rapidly while accelerating the market's maturity: An ██████ New Yorkers are already registered users on the company's DFS platform, and nearly ██████ New Yorkers are already betting on DraftKings' sportsbooks in New Jersey and Pennsylvania.

**BetMGM** holds over ██████ of the U.S. sports betting and iGaming market and is among the top 3 operators in virtually all of the 13 U.S. jurisdictions where it offers sports wagering. This success is driven by the strength of its in-house technology platform, which has supported some of the world's leading gaming brands, the trust associated with its brand which has been built over decades by MGM; and the effectiveness of its marketing strategy which is underpinned by its access to the more than ██████ M life Rewards members, ██████ of whom reside in New York; and ██████ New Yorkers who are registered on the BetMGM platform in other states. The company will also rapidly acquire customers in New York thanks to its omni-channel integration with MGM's Empire City Casino.

**Bally's** is uniquely positioned to capture and serve the New York sports betting market. The company's recent acquisition of Bet.Works and the launch of Bally Bet provides a turnkey mobile sports book that is ready to launch in New York. A household name with ██████ brand awareness and ██████ favorability level, the Bally's marketing strategy reaches approximately ██████ of all U.S. households and can access ██████ impressions through its integrated branding partnership with Sinclair Broadcast Group; branding of the Bally Sports networks and associated networks (YES Network, Marquee) and channels (Tennis Channel); and partnerships with dozens of professional sports teams. Bally's also has significant exposure to the NY market with ██████, its recent acquisition of Monkey Knife Fight (the third largest DFS operator), and the soon-to-be completed acquisition of Gamesys Group and its penetration of the New Jersey iGaming and retail casino market.



# 4.2

## **4.2 NAME OF APPLICANT**

The Applicant's full name as it appears on the Applicant's certificate of incorporation, charter or other official formation document (as amended), as well as any D/B/A or trade names.

Bally's Interactive, LLC

d/b/a "Bally Bet"

# 4.3

#### **4.3 CONTACT PERSON**

The name, title, email address and telephone number of the individual to be contacted for the Applicant in reference to the Application.

Adi Dhandhania

Senior Vice President, Strategy and Interactive, Bally's Corporation

[REDACTED]

[REDACTED]

**4.4**

#### **4.4 LOCATION OF THE APPLICANT'S PRINCIPAL PLACE OF BUSINESS**

The street address, city, state, zip code and telephone number for the Applicant's principal place of business, as well as the URL for any website maintained by or for the Applicant.

100 Westminster Street, Suite 1002, Providence, RI 02903

<https://Ballys.com>

**4.5**

#### **4.5 TYPE OF BUSINESS FORMATION**

The type of business entity under which the Applicant is formed (*e.g.*, corporation, limited liability company, partnership), the state (or other jurisdiction) of formation and the Federal Tax Identification Number (also known as the Federal Employer Identification Number). Attach evidence of the entity's current ability to conduct business (*e.g.*, certificate of good standing, certificate of status) from the state (or other jurisdiction) of formation as of a date not earlier than 10 days prior to the submission of the Application.

Bally's Interactive is a Limited Liability Company

State of formation: Delaware

See Exhibit 4.5a for Certificate of Good Standing

IRS SS-4 Federal ID Number: [REDACTED]

See Exhibit 4.5b



# **Exhibit 4.5a**

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "BALLY'S INTERACTIVE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

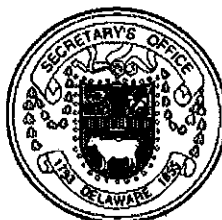
CERTIFICATE OF FORMATION, FILED THE SECOND DAY OF DECEMBER, A.D. 2020, AT 1:09 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-EIGHTH DAY OF MAY, A.D. 2021, AT 3:42 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF MAY, A.D. 2021 AT 5:02 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "BALLY'S INTERACTIVE, LLC".

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



4307444 8310

SR# 20212824633

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 203817233

Date: 08-02-21

# **Exhibit 4.5b**

Date of this notice: 03-03-2021

Employer Identification Number:  
[REDACTED]

Form: SS-4

Number of this notice: CP 575 A

BALLYS INTERACTIVE LLC  
CRAIG EATON SOLE MBR  
100 WESTMINSTER ST  
PROVIDENCE, RI 02903

For assistance you may call us at:  
1-800-829-4933

IF YOU WRITE, ATTACH THE  
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN [REDACTED]. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 941	07/31/2021
Form 940	01/31/2022

Your Form 11C and/or 730 becomes due the month after your wagering starts.

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, *Electronic Choices to Pay All Your Federal Taxes*. If you need to make a deposit immediately, you will need to make arrangements with your Financial Institution to complete a wire transfer.

The IRS is committed to helping all taxpayers comply with their tax filing obligations. If you need help completing your returns or meeting your tax obligations, Authorized e-file Providers, such as Reporting Agents (payroll service providers) are available to assist you. Visit the IRS Web site at www.irs.gov for a list of companies that offer IRS e-file for business products and services. The list provides addresses, telephone numbers, and links to their Web sites.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

**IMPORTANT REMINDERS:**

- \* Keep a copy of this notice in your permanent records. **This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.** You may give a copy of this document to anyone asking for proof of your EIN.
- \* Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- \* Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub.


Your name control associated with this EIN is BALL. You will need to provide this information, along with your EIN, if you file your returns electronically.

Thank you for your cooperation.

Keep this part for your records. CP 575 A (Rev. 7-2007)

Return this part with any correspondence so we may identify your account. Please correct any errors in your name or address.

CP 575 A  
9999999999

Your Telephone Number ( ) -      Best Time to Call      DATE OF THIS NOTICE: 03-03-2021  
 \_\_\_\_\_      \_\_\_\_\_      EMPLOYER IDENTIFICATION NUMBER:   
 FORM: SS-4      NOBOD

**4.6**

#### **4.6 TABLE OF OWNERSHIP**

A full and complete ownership chart for the Applicant and its affiliates including percentage ownership interests in the Applicant by its respective direct and indirect owners, illustrating the ultimate beneficial owners. For a publicly held company, disclosure of owners may be limited to owners owning five percent or more of the publicly held company.

Bally's Interactive, LLC an indirect subsidiary of Bally's Corporation.

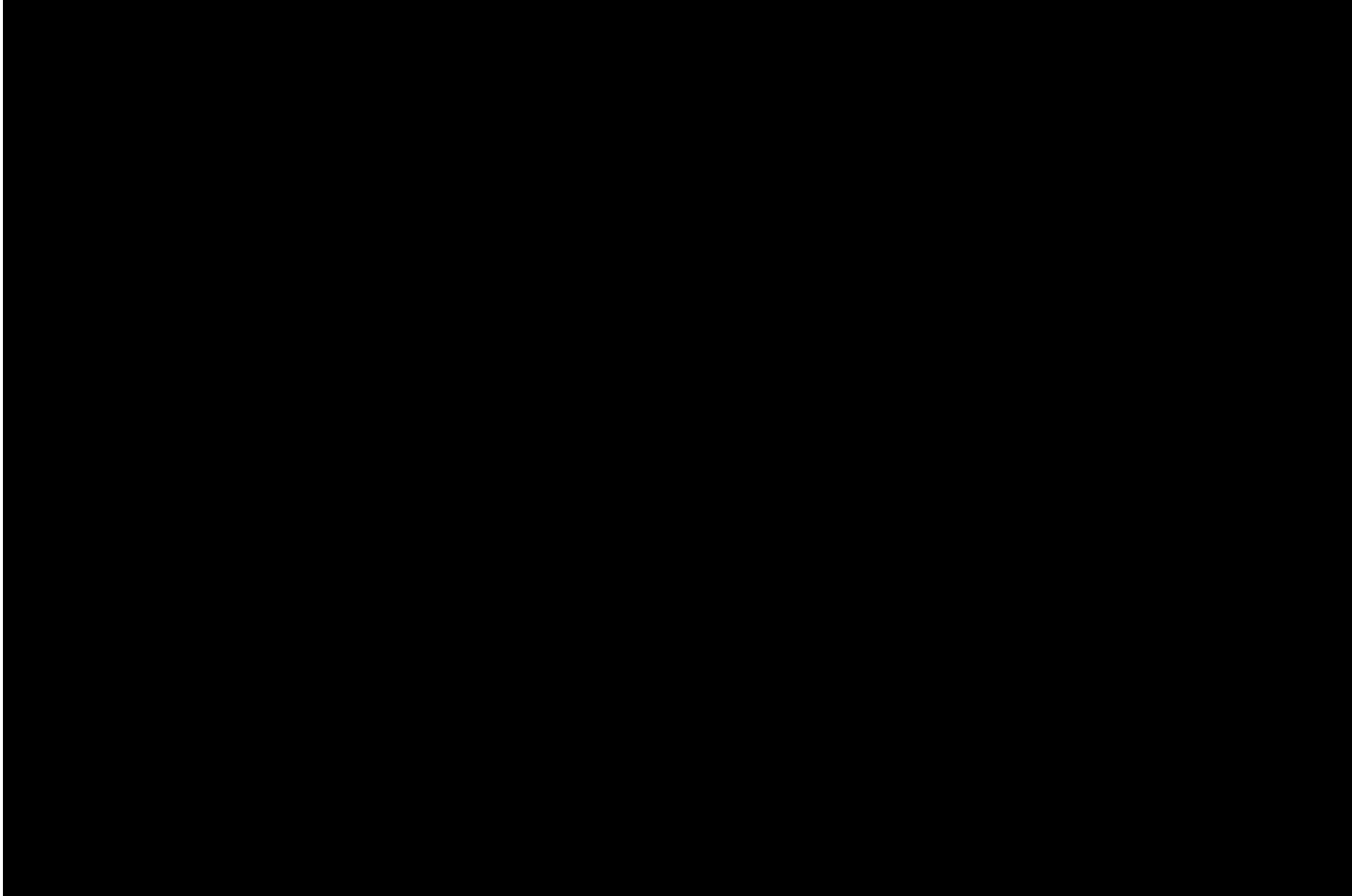
We've included the shareholder listing for Bally's Corporation.

See Exhibits 4.6a and 4.6b

# **Exhibit 4.6a**



**Bally's Corporation**



*Confidential*

# **Exhibit 4.6b**



**4.7**

#### **4.7 ORGANIZATIONAL CHART**

An organizational chart of the Applicant including all key employees anticipated to be licensed as such pursuant to **Appendix A: Draft Regulation Part 5330** of the Commission's regulations, when adopted.

See Exhibits 4.7a (Organizational chart of the Bet.Works team, who are part of Bally's Interactive. Bet.Works built the platform and their technical team continues to update it, and they provide most of the operational services) and 4.7b (Organizational chart of Bally's Corp, which is the parent company of Bally's Interactive).

# **Exhibit 4.7a**



KEY

EXECUTIVE

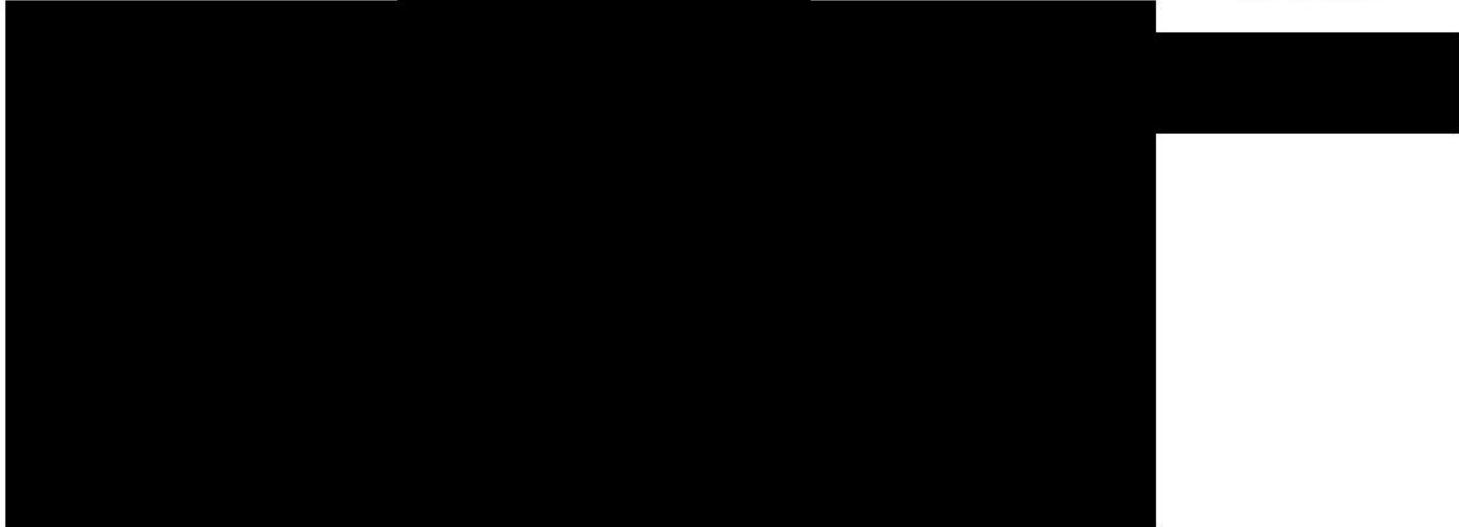


7/14/2021





RISK & TRADING

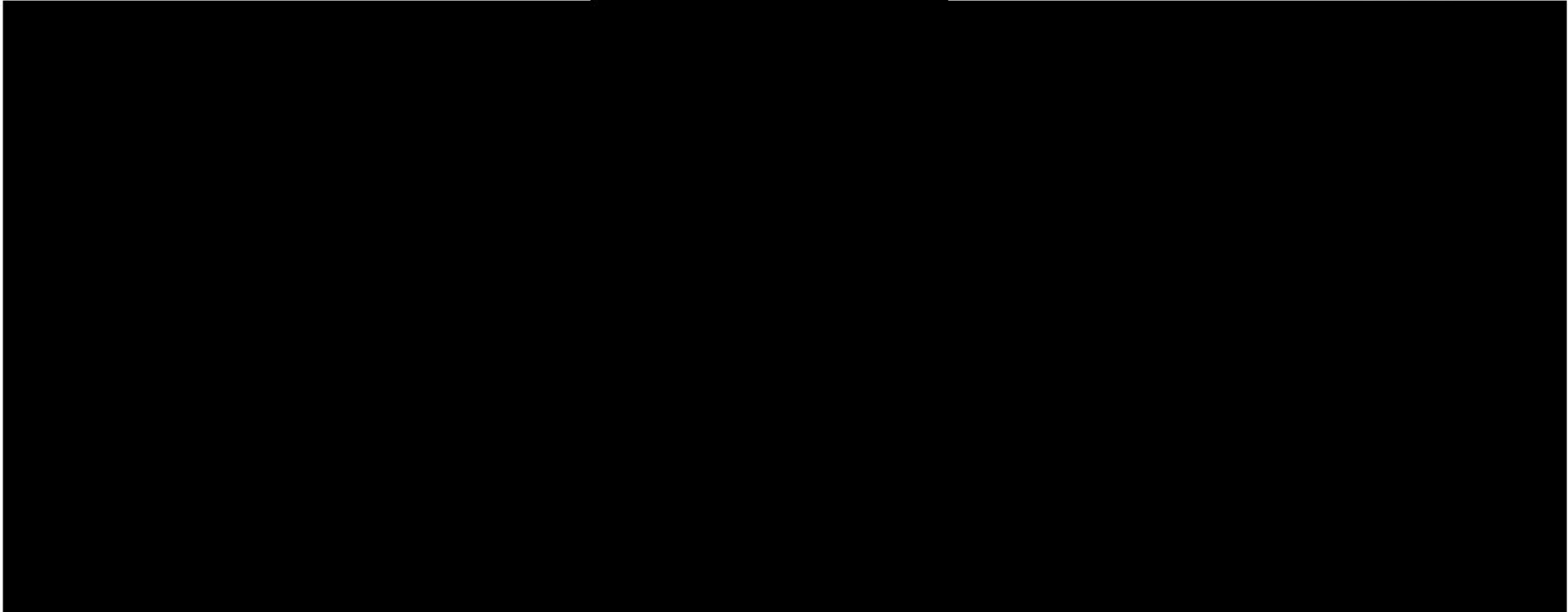


FINANCE & HUMAN  
RESOURCES

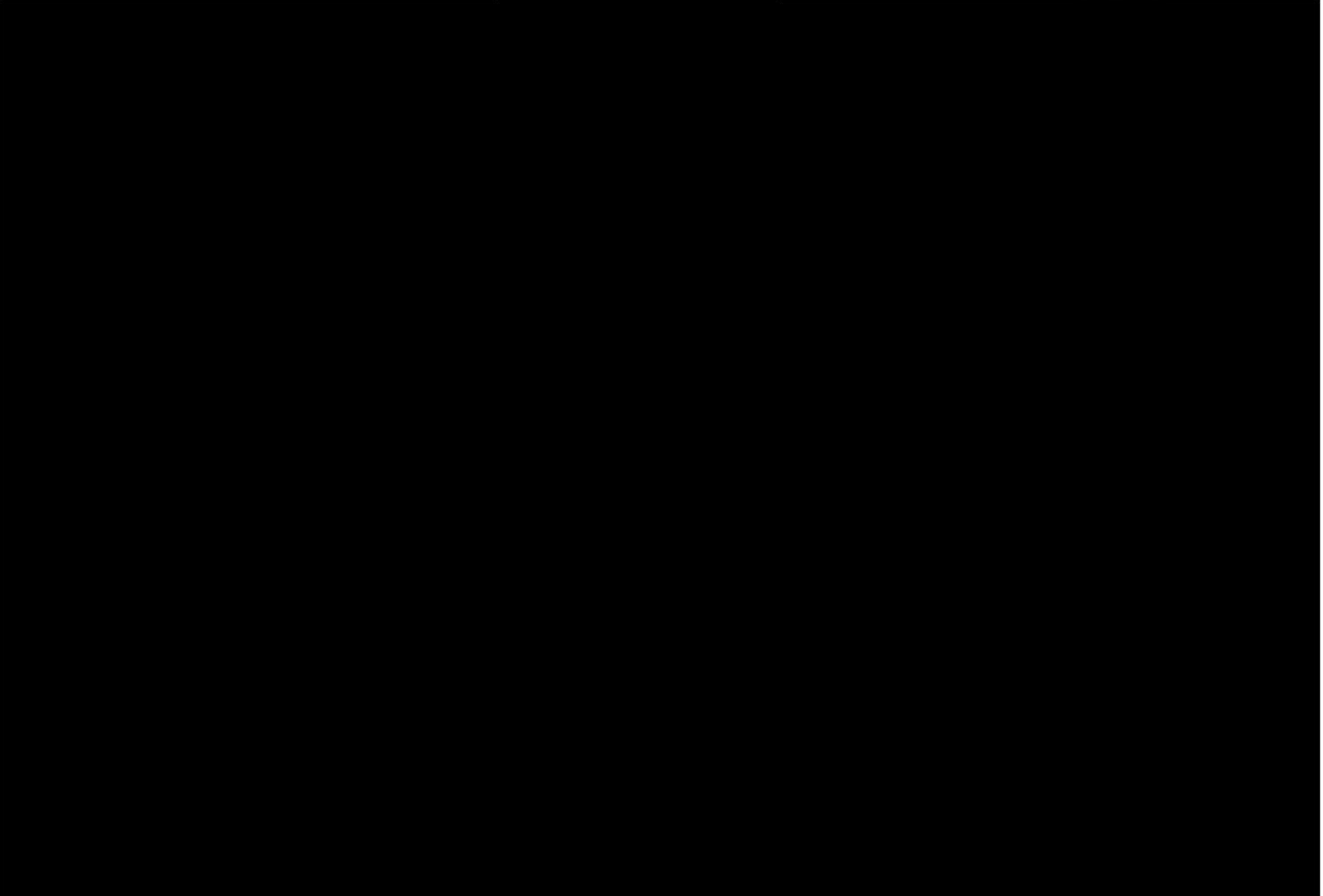


MARKETING

*Bally*  
INTERACTIVE



OPERATIONS



**BUSINESS DEVELOPMENT**



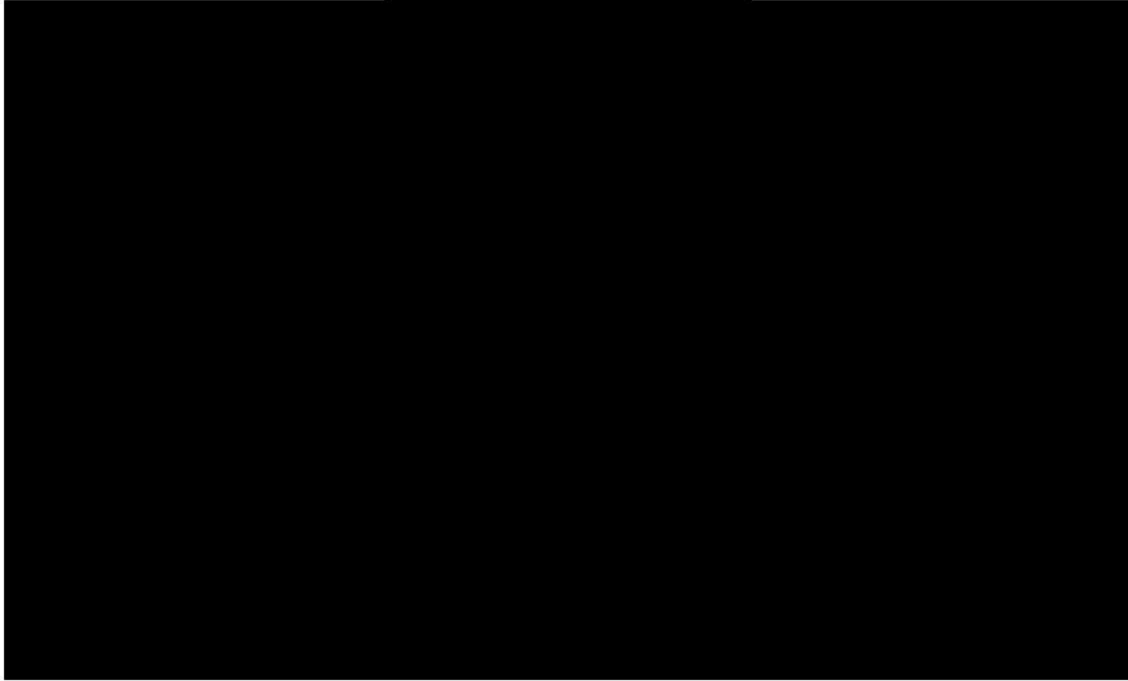
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TECHNOLOGY DEVELOPMENT



7/14/2021



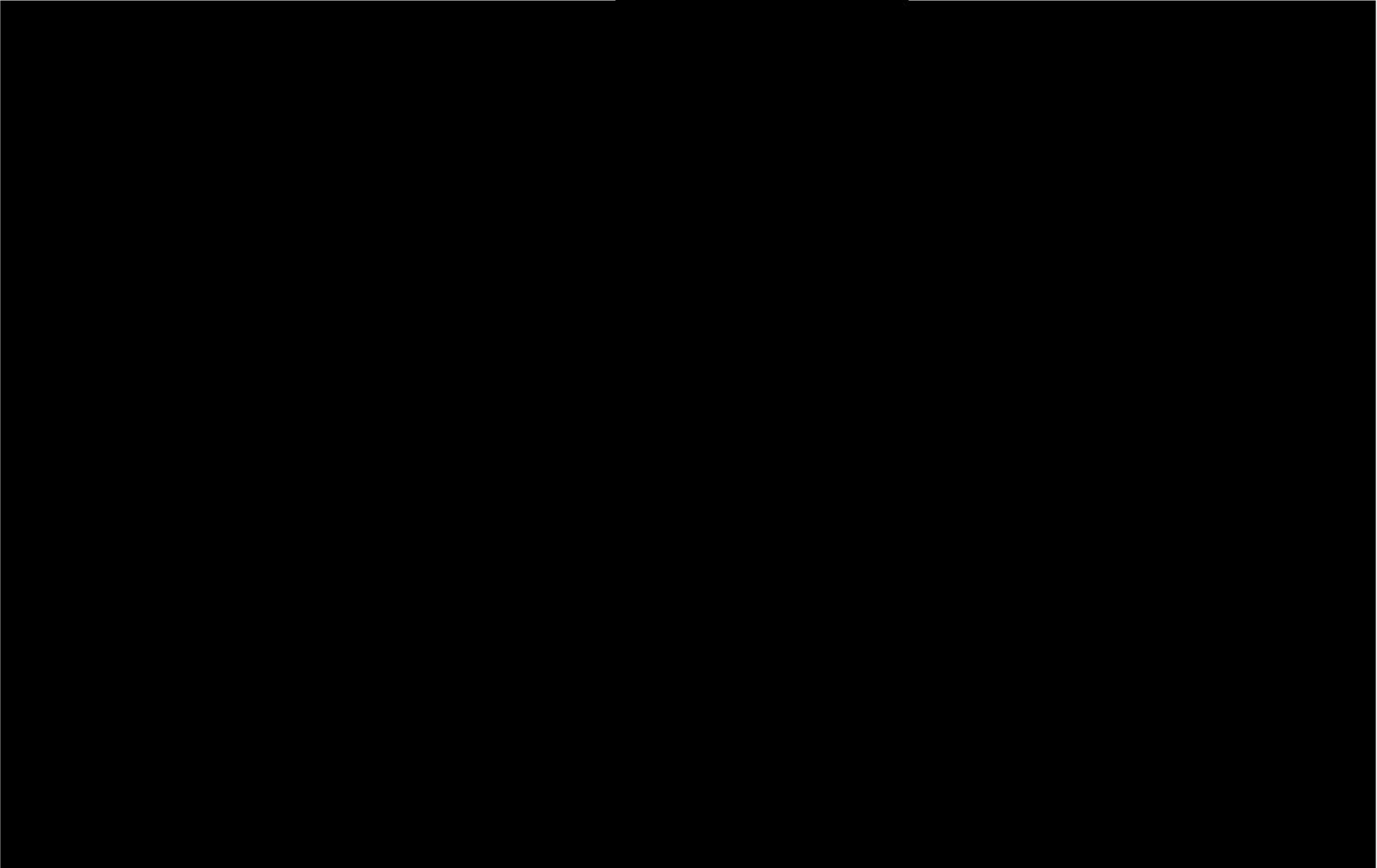
PRODUCT



*Bally*  
INTERACTIVE

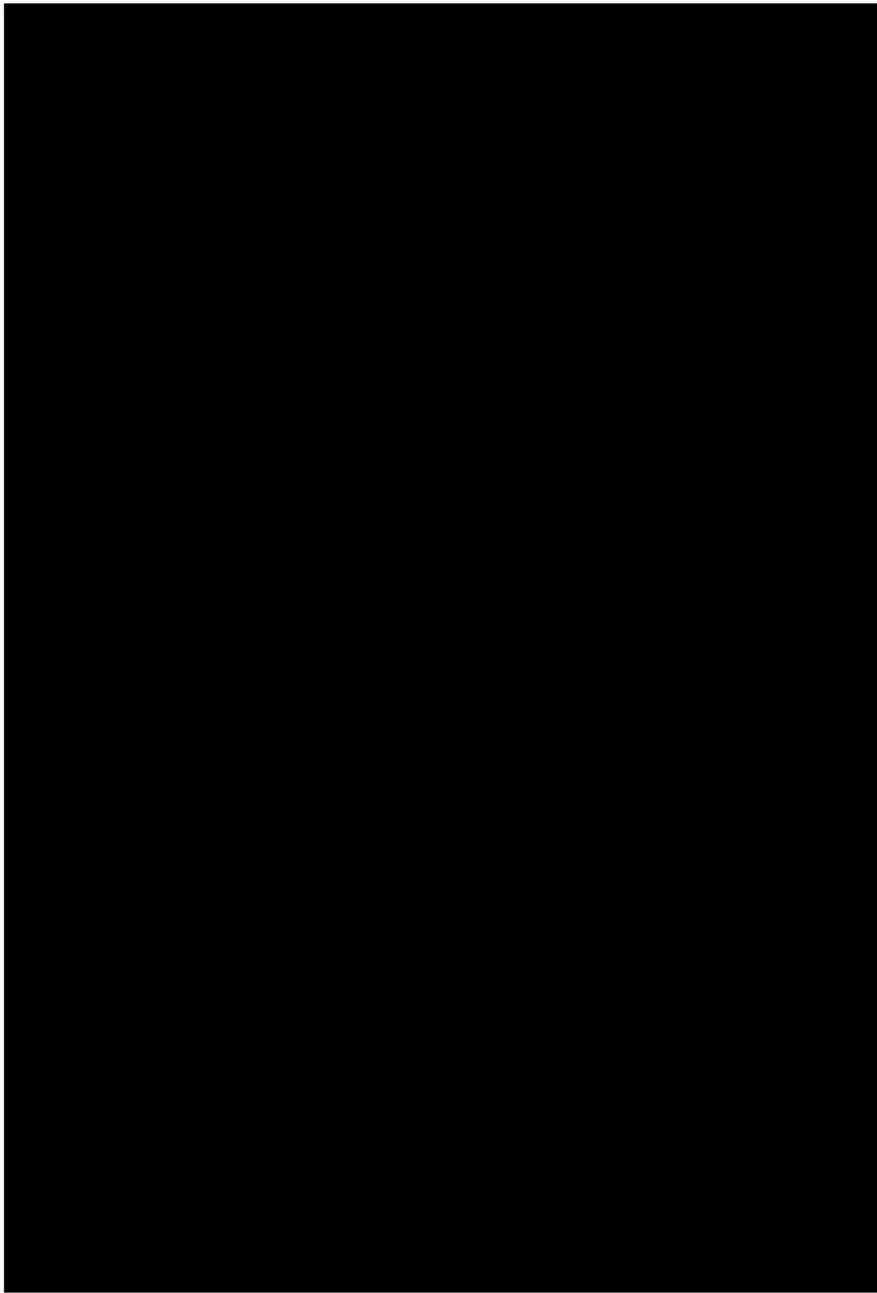
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ARCHITECTURE





ARCHITECTURE



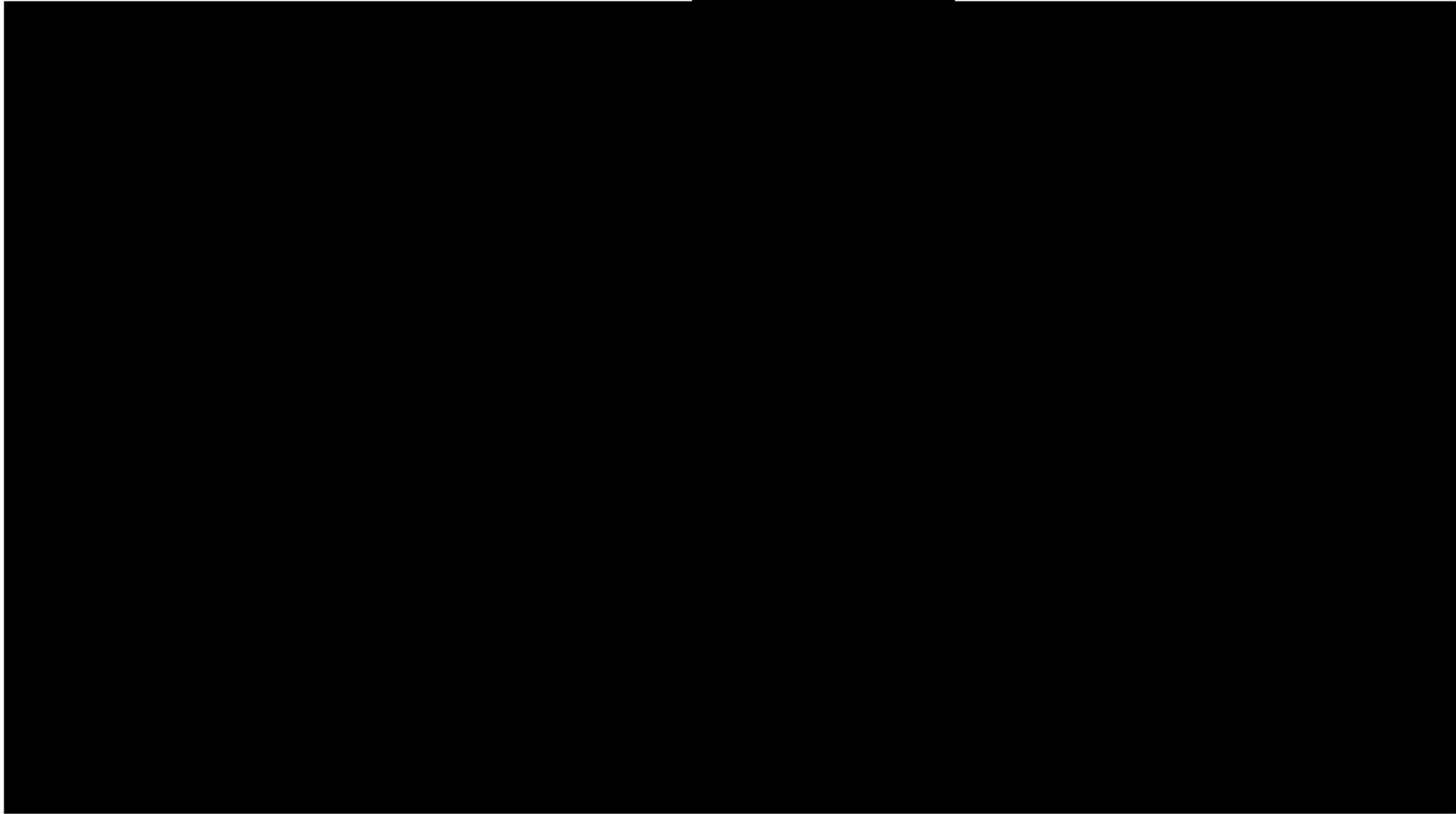
*Bally*  
INTERACTIVE

7/14/2021

SOFTWARE DEVELOPMENT



7/14/2021



# **Exhibit 4.7b**

# Bally's Corporation

*Confidential*

**4.8**

#### **4.8 NAMES, ADDRESSES AND EXPERIENCE OF DIRECTORS AND OFFICERS**

The name, address, and title of each Director or General Partner of the Applicant and each officer and proposed key employee of the Applicant, within the meaning of **Appendix A: Draft Regulation Part 5330** and resumes or C.V.s of all principals and known individuals who will perform executive management duties or oversight of the Applicant.

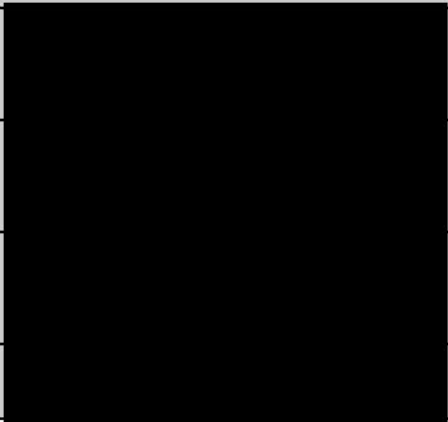
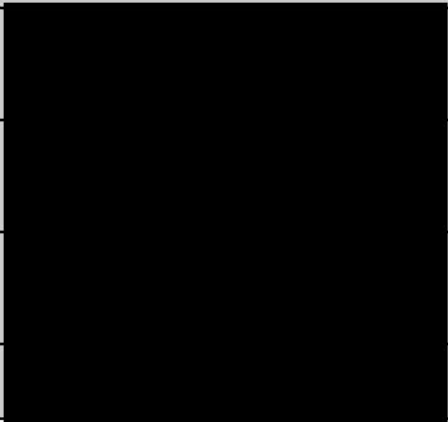
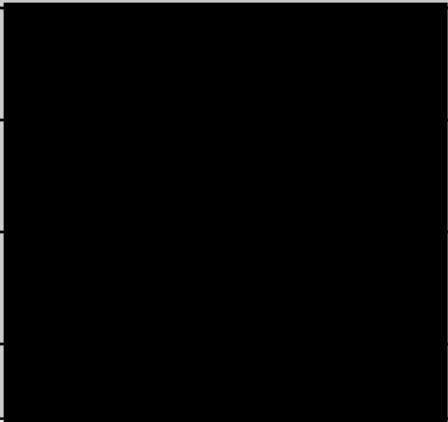
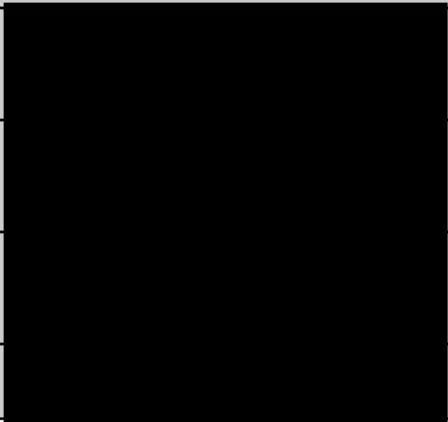
See Exhibit 4.8a

# **Exhibit 4.8a**

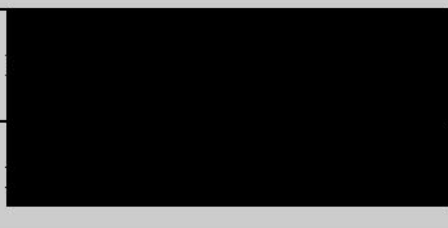
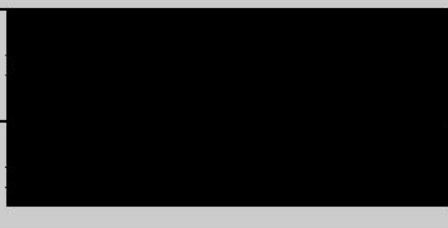
**Bally's Interactive, LLC**

**List of Officers and Managers**

**Officers**

<b>Name and Title</b>	<b>Address</b>
George T. Papanier; President	
Stephen H. Capp; Executive Vice President, Chief Financial Officer & Treasurer	
Marc Crisafulli; Executive Vice President of Strategy and Operations	
Craig Eaton; Executive Vice President, General Counsel & Secretary	

**Board of Managers**

<b>Name</b>	<b>Address</b>
George T. Papanier	
Stephen H. Capp; Executive Vice President, Chief Financial Officer & Treasurer	





## **GEORGE PAPANIER**

### **PRESIDENT & CHIEF EXECUTIVE OFFICER**

George Papanier's association with Bally's Corporation began in 2004 when he served as the Chief Operating Officer at Twin River, an appointment he held until February 2011 when he was then appointed to the role of President and CEO. His career in the gaming industry spans some 35 years.

Prior to joining Twin River, Mr. Papanier served in the same capacity for Peninsula Gaming with properties in Iowa and Louisiana, from 2000-2004 and as COO for Resorts Casino Hotel in Atlantic City, New Jersey from 1997 – 2000. Both positions involved strategic and tactical planning for the resorts and supervision of major renovation and construction projects. He was also active in evaluating potential acquisitions and development projects for the two organizations.

From 1995 – 1997 he served as CFO for both Sun International Hotels Limited in the Bahamas and Mohegan Sun Casino in Uncasville, CT. Earlier in his career he served in executive operations capacities for Hemmeter Enterprises in Denver, Colorado and in an executive financial capacity for Trump Plaza Hotel and Casino in Atlantic City. Mr. Papanier is a graduate of Rowan University where he received a B.A. in Business Administration and Accounting. He is a Certified Public Accountant and served as Treasurer of the Casino Association of New Jersey in 1999 – 2000. George Papanier is a member of the Board of Directors of Bally's Corporation.



## **STEVE CAPP**

### **EXECUTIVE VICE PRESIDENT & CHIEF FINANCIAL OFFICER**

Mr. Capp joined Bally's Corporation as Executive Vice President and Chief Financial Officer in January 2019. He previously served as a member of the Bally's board of directors from 2012 through 2018, and was a member of the audit and compensation committees during that time. From 2003 to 2011, Mr. Capp served as Executive Vice President and Chief Financial Officer of Pinnacle Entertainment, a then-public casino gaming and hospitality company based in Las Vegas.

Prior to working at Pinnacle Entertainment, Mr. Capp was a Managing Director at Bear Stearns in New York from 1997 to 2003, specializing in leveraged finance, and prior to that was a Managing Director at BancAmerica Securities in Los Angeles and San Francisco. Mr. Capp brings 30 years of financial, banking and operating experience to the Bally's management team.



**MARC CRISAFULLI**

**EXECUTIVE VICE PRESIDENT, STRATEGY AND OPERATIONS, &  
PRESIDENT, RHODE ISLAND OPERATIONS**

Marc Crisafulli serves as Executive Vice President, Strategy & Operations, and President of Twin River Casino Hotel and Tiverton Casino Hotel, two of the company's Rhode Island properties.

Mr. Crisafulli is responsible for the company's pursuit of strategic initiatives and directs the company's government and public affairs for all of the Bally's properties nationwide. Mr. Crisafulli was also appointed by the Board of Directors as the executive sponsor for the company's environmental, social and governance (ESG) initiatives. Mr. Crisafulli most recently served as the President of the US&C and Global Device Protection for Brightstar Corporation, a Softbank Company, where he was responsible for a \$5 billion region, based outside of Chicago, with operations in the United States and Canada as well as a \$300 million global division with operations on five continents. Prior to that he was an active member of the Rhode Island business community having served as managing partner of Hinckley, Allen & Snyder as well as a senior executive and general counsel for GTECH Corporation, now IGT.



**CRAIG EATON**

**EXECUTIVE VICE PRESIDENT, GENERAL COUNSEL & SECRETARY**

Craig Eaton is the Executive Vice President, General Counsel, Secretary and Compliance Officer for Bally's Corporation. He has been associated with the Company since 2005 and has over 25 years of legal, regulatory and business experience.

Mr. Eaton was a partner at the law firm of Adler, Pollock and Sheehan, chairing its regulatory and compliance practice group from 1998 through 2004. From 1995 to 1998, Mr. Eaton was General Counsel to the Narragansett Electric Company. A 1987 cum laude graduate of Union College and 1990 graduate of Boston College Law School, he is an active participant on various charitable and civic boards, and is a volunteer coach for various youth sports organizations.

**4.9**

#### 4.9 LOBBYIST REGISTRATION REQUIREMENT

PML Section 1329 requires each lobbyist seeking to engage in lobbying activity on behalf of a client or a client's interest before the Commission to first register with the secretary of the Commission. While this obligation falls to the lobbyist, Applicant identification of its lobbyists is requested.

The following table lists Bally's Corp.'s lobbyists for New York.

Organization	Contacts	Jurisdiction
Albany Strategic Advisors	Allison Lee	NY
Ward Strategies	Peter Ward	NY

**4.10**

#### **4.10 NAMES, ADDRESSES AND OWNERSHIP AND OTHER INTERESTS**

The name and business address of each person or entity who or that has a direct or indirect ownership or other proprietary interest (financial, voting or otherwise) in five percent or more in the Applicant.

See Exhibit 4.10a



# **Exhibit 4.10a**

**Bally's Interactive, LLC**

**Name and Address of Ownership Interests**

Entity	Address
 A large black rectangular redaction box covers the entire content area of the table, obscuring all data rows.	

**4.11**

#### **4.11 CONFLICTS OF INTEREST**

A description of any relationship or affiliation of the Applicant or any of the Applicant's affiliates that currently exists or existed in the past five years with any member, employee, consultant or agent of the Commission that is a conflict of interest or may be perceived as a conflict of interest during the RFA process. Further, if any such conflict should arise during the term of the RFA process, the Applicant shall notify immediately the Commission, in writing, of such conflict.

The Commission shall make the final determination as to whether any activity constitutes a conflict of interest pursuant to this provision. The Commission's decision shall be final; however, the Commission will not make any such decision without providing the Applicant with an opportunity to present comments.

If an Applicant does not identify any direct or indirect conflict of interest, or perceived conflict of interest, at the time the Applicant submits the Applicant's Application, the Applicant shall state that no conflict or perceived conflict of interest exists with respect to such Application. If the Applicant identifies a conflict of interest or perceived conflict of interest, the Applicant shall disclose the conflict and the steps the Applicant will take to resolve such conflict.

Bally's Interactive has no conflict of interest with the Commission, real or perceived.

**4.12**

#### **4.12 Public Officials**

Submit a list of names, titles, addresses and telephone numbers of any public officials or officers or employees of any governmental entity, and immediate family members of any such public officials, officers or employees, to the extent known, who, directly or indirectly, own any financial interest in, have any beneficial interest in, are the creditors of, hold any debt instrument issued by, or hold or have an interest, direct or indirect, in any contractual or service relationship with the Applicant or their Affiliates. Also submit a statement listing all persons and entities not listed in the immediately preceding sentence who or that have any arrangement, written or oral, to receive any compensation from anyone in connection with the Application, the RFA process or the process of obtaining of a License from the State, describing the nature of the arrangement, the service to be provided and the amount of such compensation, whether actual or contingent.

Bally's Interactive is unaware of any public or governmental officials, officers, or employees that have a financial or beneficial interest in our company.

The following corporate entities have been or will be compensated by Bally Corporation for professional services rendered in the preparation of the Application:

#### **Orrick, Herrington & Sutcliffe LLP**

Orrick has a contractual arrangement to provide legal services and receive compensation from Bally Corporation in connection with the Application. Please see below for a list of Orrick attorneys and staff involved in the Application and their hourly billing rates.

- Jeremy Kudon, Partner, [REDACTED]
- Scott Ward, Partner, [REDACTED]
- Nick Green, Partner, [REDACTED]
- Ben Aiken, Senior Associate, [REDACTED]
- Brad Fischer, Managing Associate, [REDACTED]
- Julie Pearlman, Managing Associate, [REDACTED]
- Pat Gibbs, Associate, [REDACTED]
- Ayala Magder, Law Clerk, [REDACTED]
- Elizabeth Walker, Senior Paralegal, [REDACTED]

- Mystic Rosa, Senior Paralegal, [REDACTED]
- Indira Kinsella, Senior Paralegal, [REDACTED]
- Sam Adler, Practice Assistant, [REDACTED]

### **Frontier Economics Limited**

Frontier has a contractual arrangement to provide economic analysis services and receive compensation from Bally Corporation in connection with the Application. Please see below for a list of employees at Frontier involved in the Application and their hourly billing rates.

- Thomas Bibby, Intern, [REDACTED]
- Francesco Barcellona, Analyst, [REDACTED]
- Stephanie Calhoun, Analyst, [REDACTED]
- Elisabetta Vitello, Consultant, [REDACTED]
- Giacomo Cattoretti, Consultant, [REDACTED]
- Michael Naylor Smith, Consultant, [REDACTED]
- Kristine Dislere, Consultant, [REDACTED]
- Mike Owen, Manager, [REDACTED]
- Mark Johnson, Manager, [REDACTED]
- Simon Gaysford, Director, [REDACTED]

In addition, several outside vendors provided printing, copying, and shipping services in connection with the Application. Information for these companies can be provided at the Commission's request.

**4.13**



#### **4.13 CONTRACTS WITH THE STATE OF NEW YORK**

Submit a list of any current or previous contracts that the Applicant or its affiliates has had with, and any current or previous licenses that the Applicant has been issued by or under, any department or agency of the State. Include the contract or license name and number and a concise explanation of the nature of the contract or license.

Bally's Interactive is unaware of any current or previous contracts and licenses between our company and its affiliates with the State of New York.

**4.14**

#### **4.14 ORGANIZATIONAL DOCUMENTS**

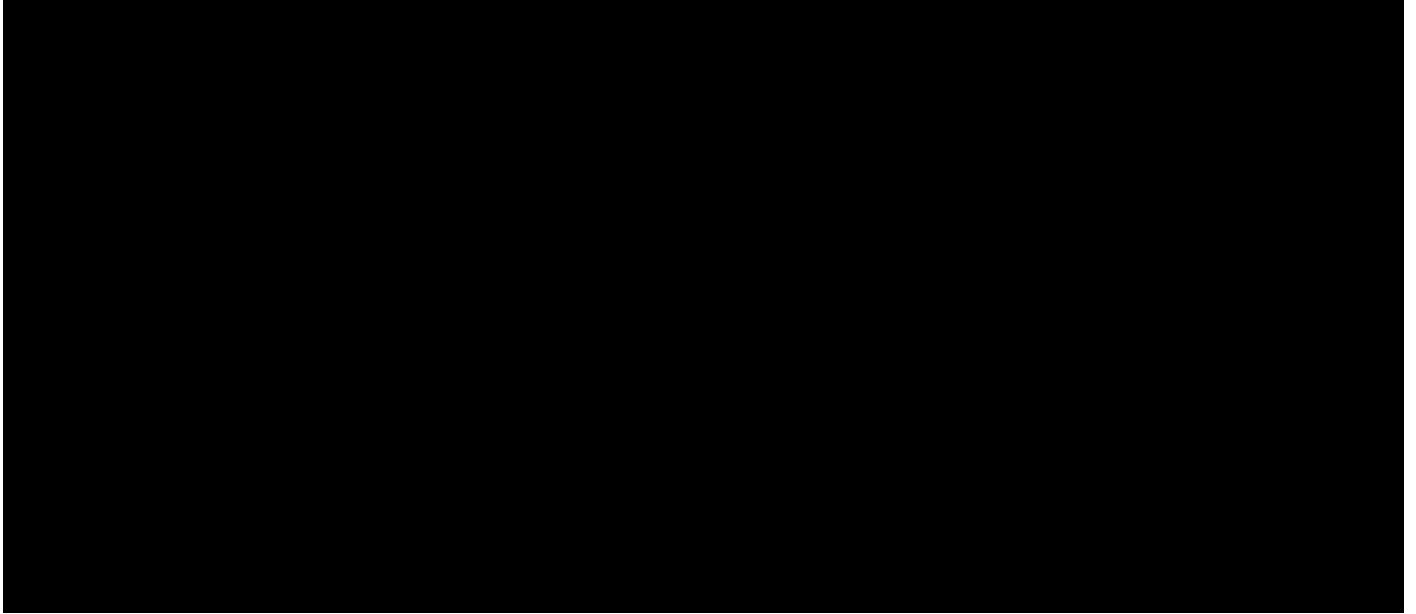
Submit, as applicable, copies of the following documents that apply to the Applicant or the Applicant's owners:

- A. certified copy of each relevant certificate of incorporation, articles of incorporation or corporate charter;
- B. by-laws as amended through the date of the Application;
- C. certified copy of its certificate of formation or articles of organization of a limited liability company;
- D. limited liability company agreement or operating agreement as amended through the date of the Application;
- E. certified copy of each relevant certificate of partnership;
- F. partnership agreement as amended through the date of the Application;
- G. certified copy of each relevant certificate of limited partnership;
- H. limited partnership agreement as amended through the date of the Application;
- I. other legal instruments of organization;
- J. joint venture agreement;
- K. trust agreement or instrument, each as amended through the date of the Application;
- L. voting trust or similar agreement; and
- M. stockholder, member or similar agreement

See Exhibits 4.14b1, 4.14b2, 4.14c, 4.14d

# **Exhibit 4.14b1**

**FIRST AMENDMENT TO  
OPERATING AGREEMENT  
OF  
BALLY'S INTERACTIVE, LLC**



*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF the parties have caused this Amendment to be executed effective as of the Effective Date.

**SOLE MEMBER**

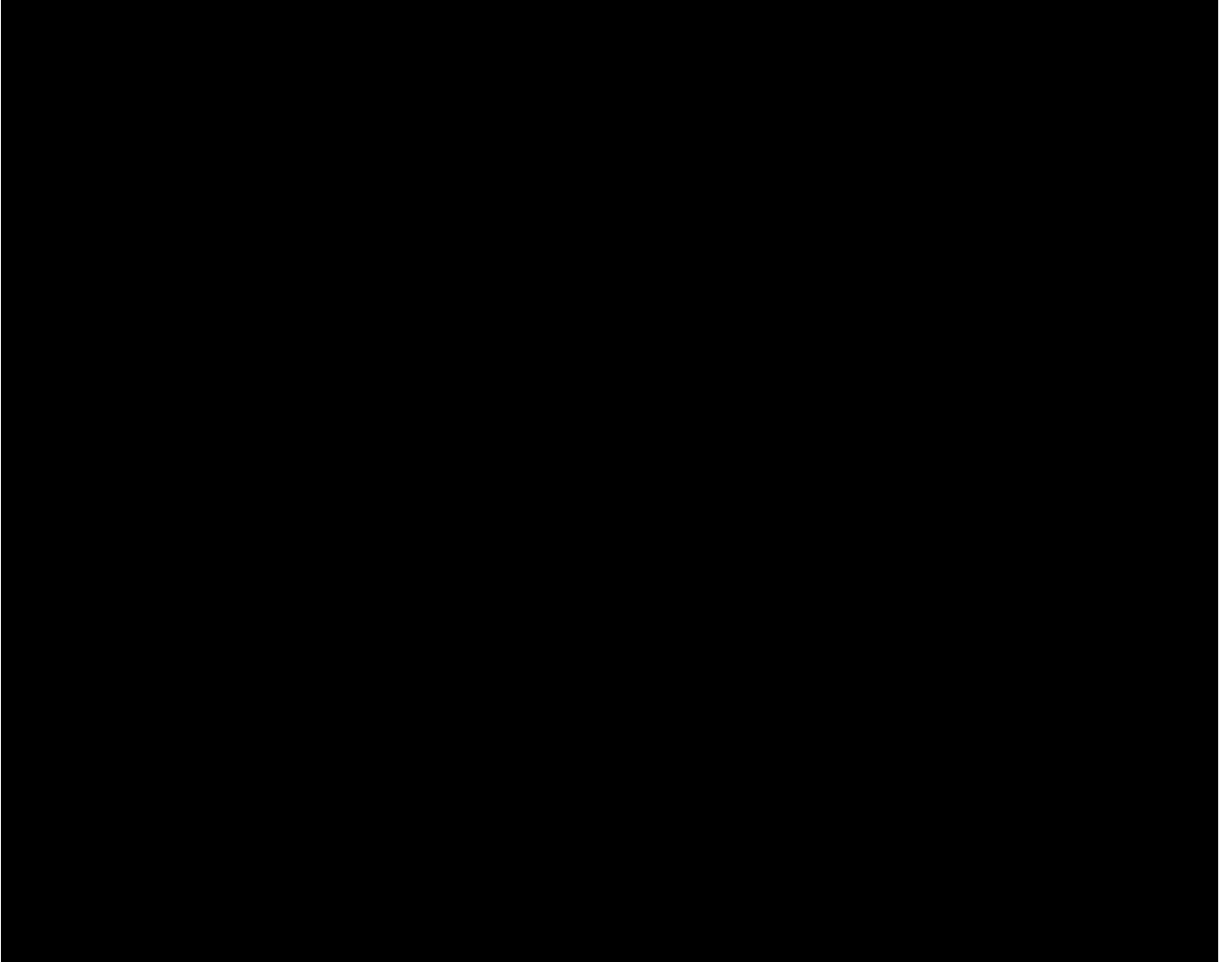
**BALLY'S CORPORATION**

By:  \_\_\_\_\_

Name: Craig Eaton  
Title: Executive Vice President,  
General Counsel and Secretary

**SCHEDULE 1**

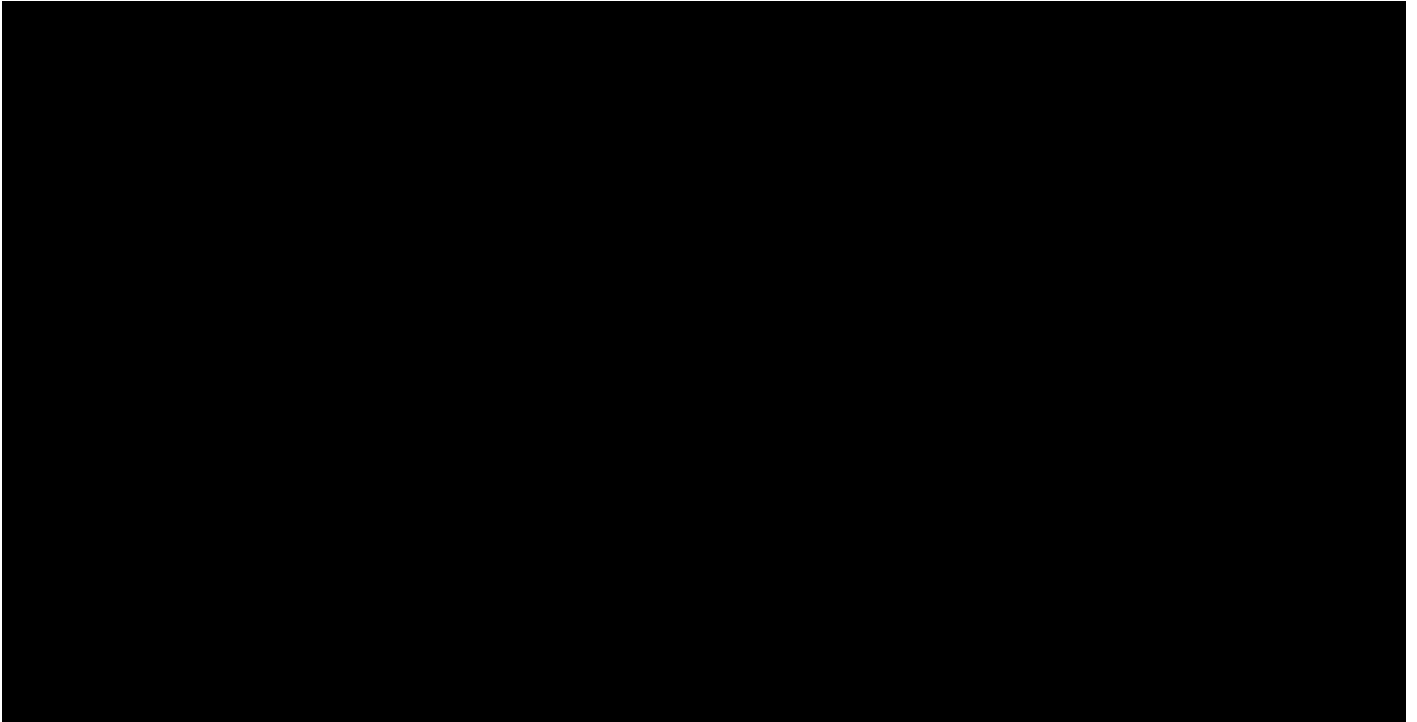
**MEMBERS**



# **Exhibit 4.14b2**



**SECOND AMENDMENT TO  
OPERATING AGREEMENT  
OF  
BALLY'S INTERACTIVE, LLC**



*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF the parties have caused this Amendment to be executed effective as of the Effective Date.

**SOLE MEMBER**

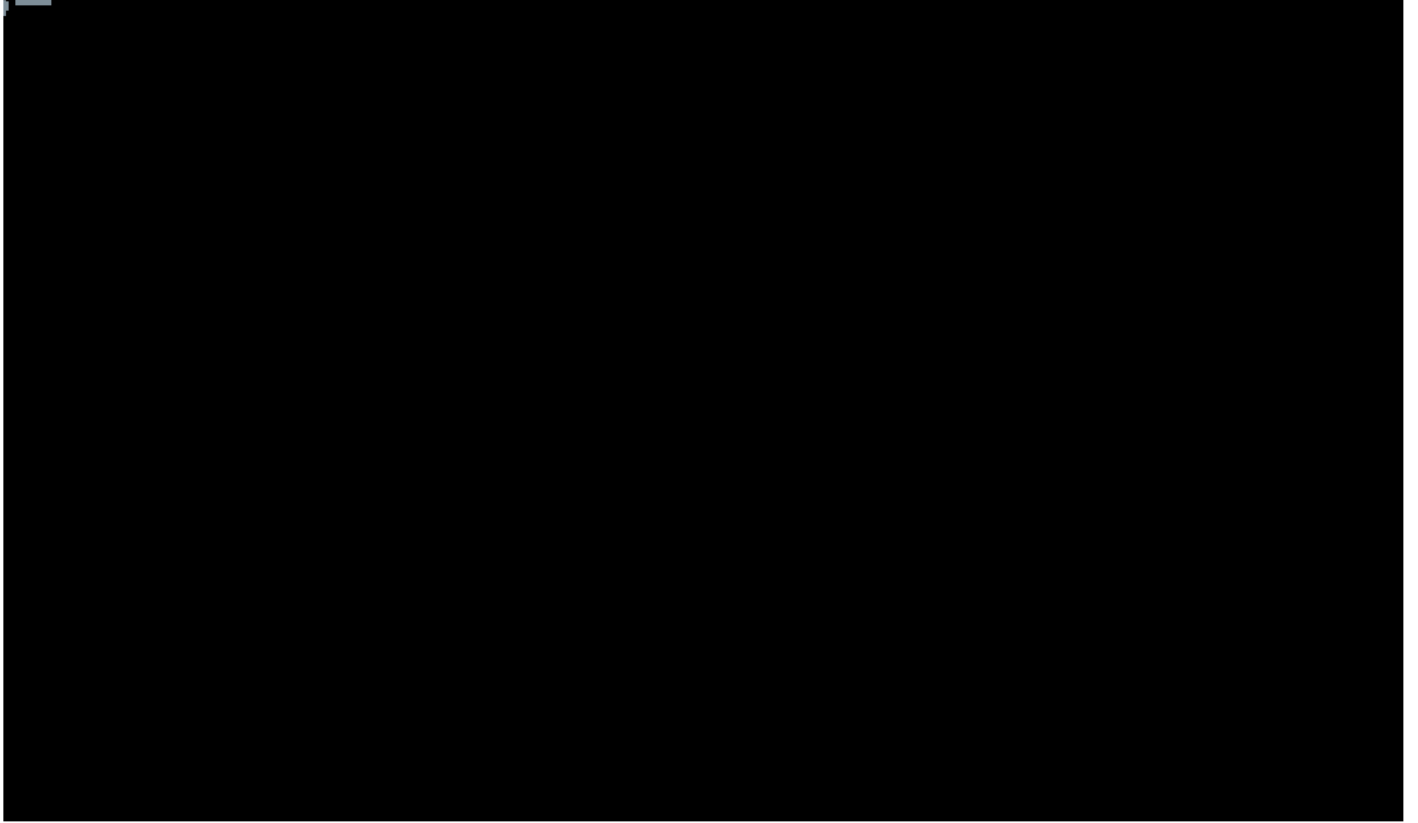
**INTERSTATE RACING ASSOCIATION, INC.**

By:  \_\_\_\_\_

Name: Craig Eaton  
Title: Executive Vice President,  
General Counsel and Secretary

**SCHEDULE 1**

**MEMBERS**



# **Exhibit 4.14c**

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "BALLY'S INTERACTIVE, LLC", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 2020, AT 1:09 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

4307444 8100  
SR# 20212550932

Authentication: 203536008  
Date: 06-25-21

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**CERTIFICATE OF FORMATION**  
**OF**  
**BALLY'S INTERACTIVE, LLC**

The undersigned, being an authorized person under Section 18-201 of the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.), hereby certifies:

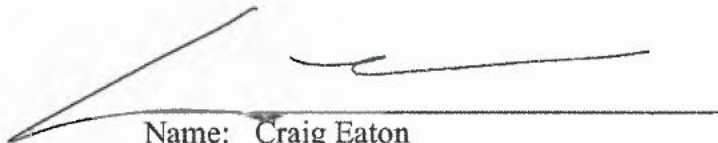
First. The name of the limited liability company formed hereby is: Bally's Interactive, LLC (the "LLC").

Second. The address of the registered office of the LLC in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801.

Third. The name of the registered agent for service of process on the LLC in the State of Delaware is The Corporation Trust Company.

*[Remainder of Page Intentionally Left Blank]*

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Formation this 2nd day of December, 2020, to be effective on the date of its filing with the Delaware Secretary of State.

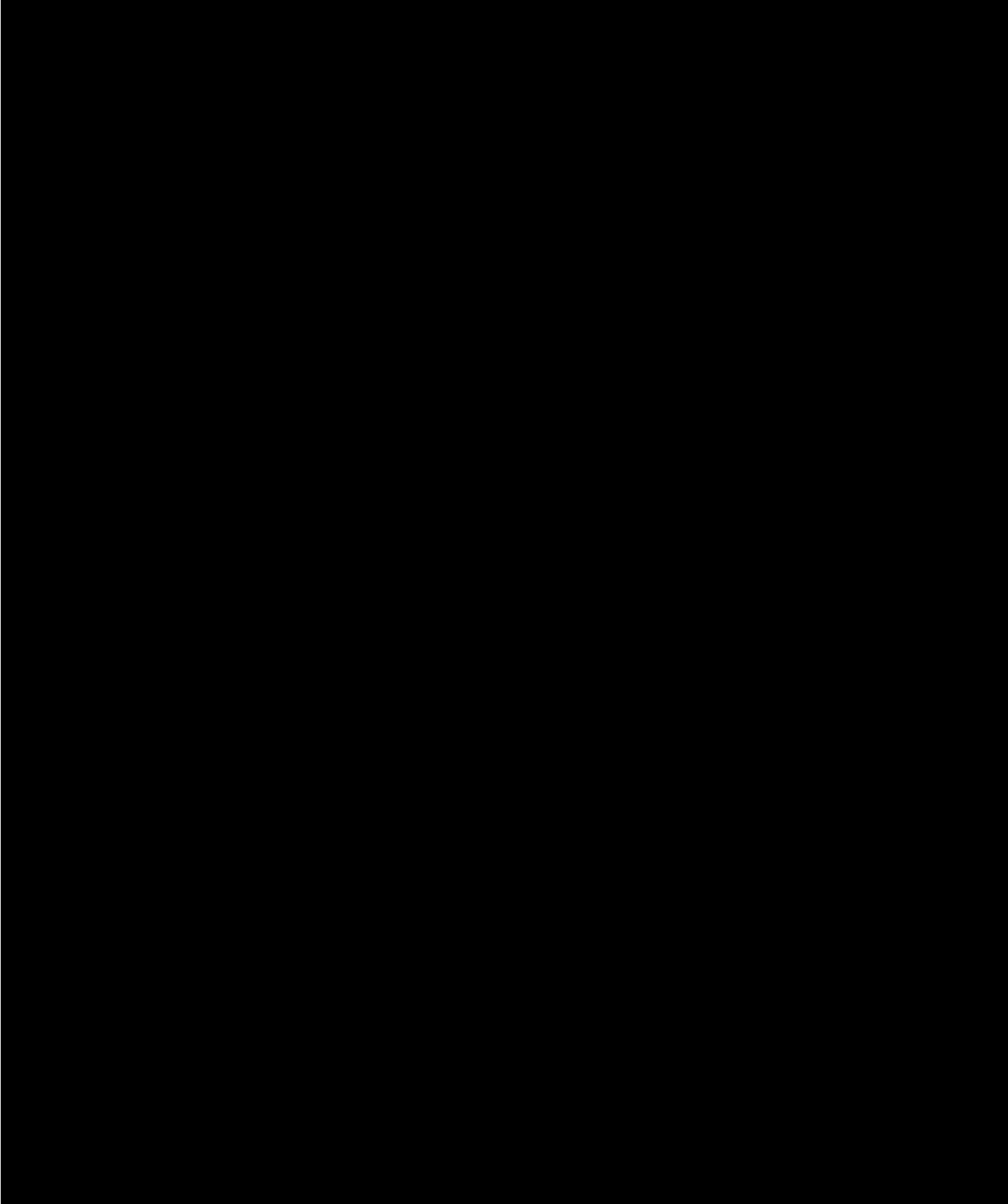
A handwritten signature in black ink, appearing to read "Craig Eaton", is written over a horizontal line. The signature starts with a long diagonal stroke from the bottom left, crosses the line, and continues with a horizontal stroke to the right.

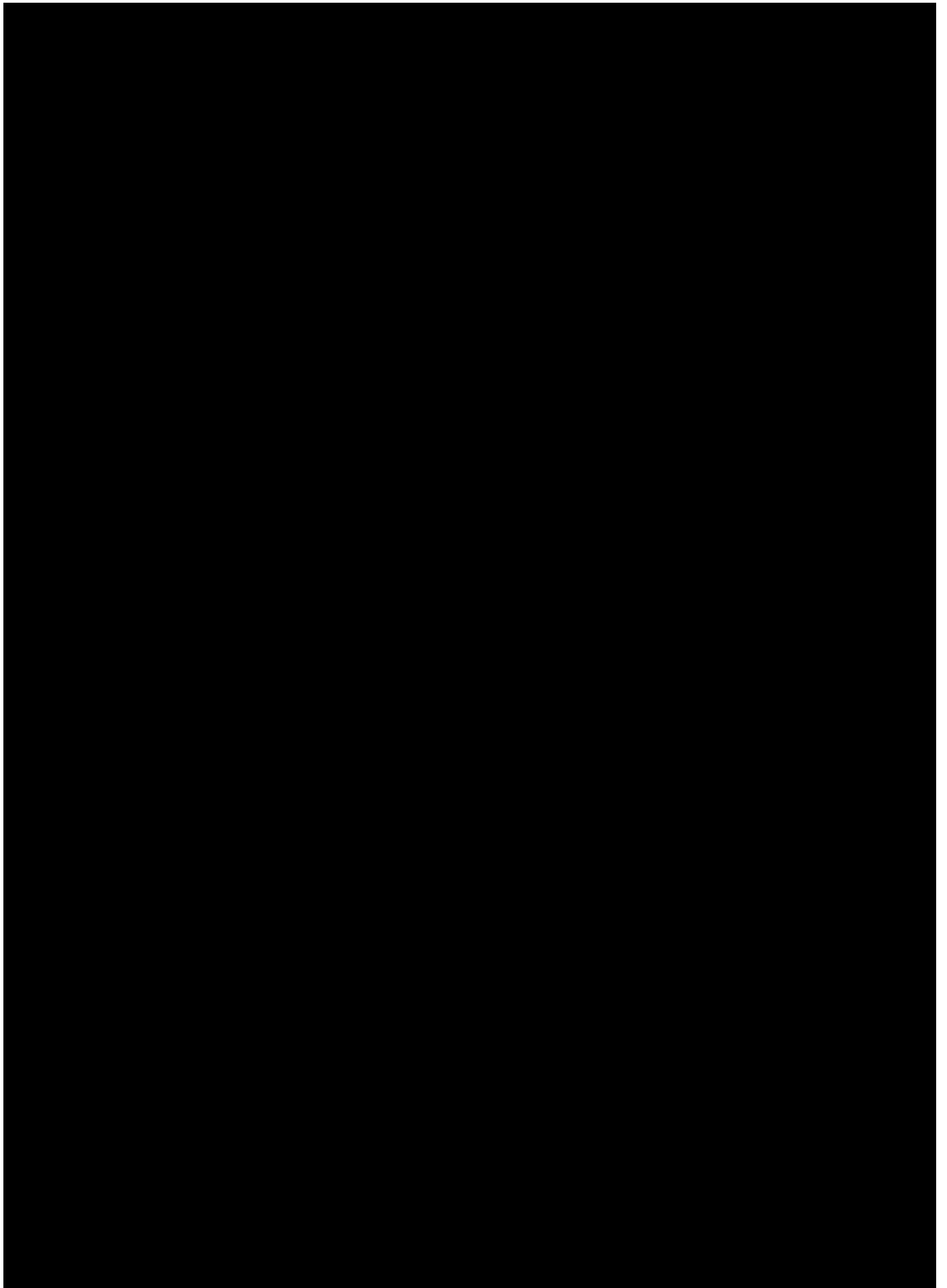
Name: Craig Eaton  
Title: Authorized Person

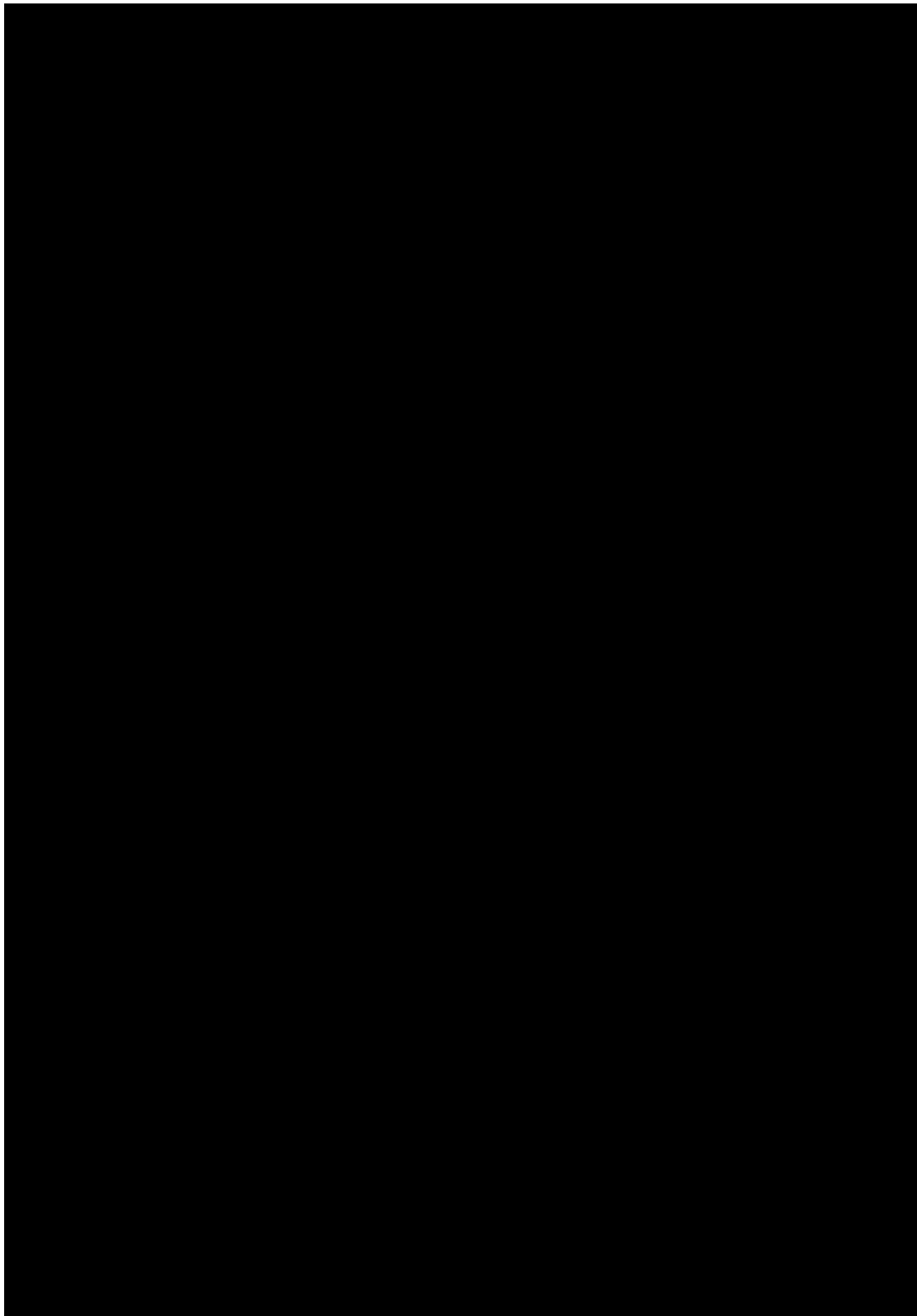
# **Exhibit 4.14d**

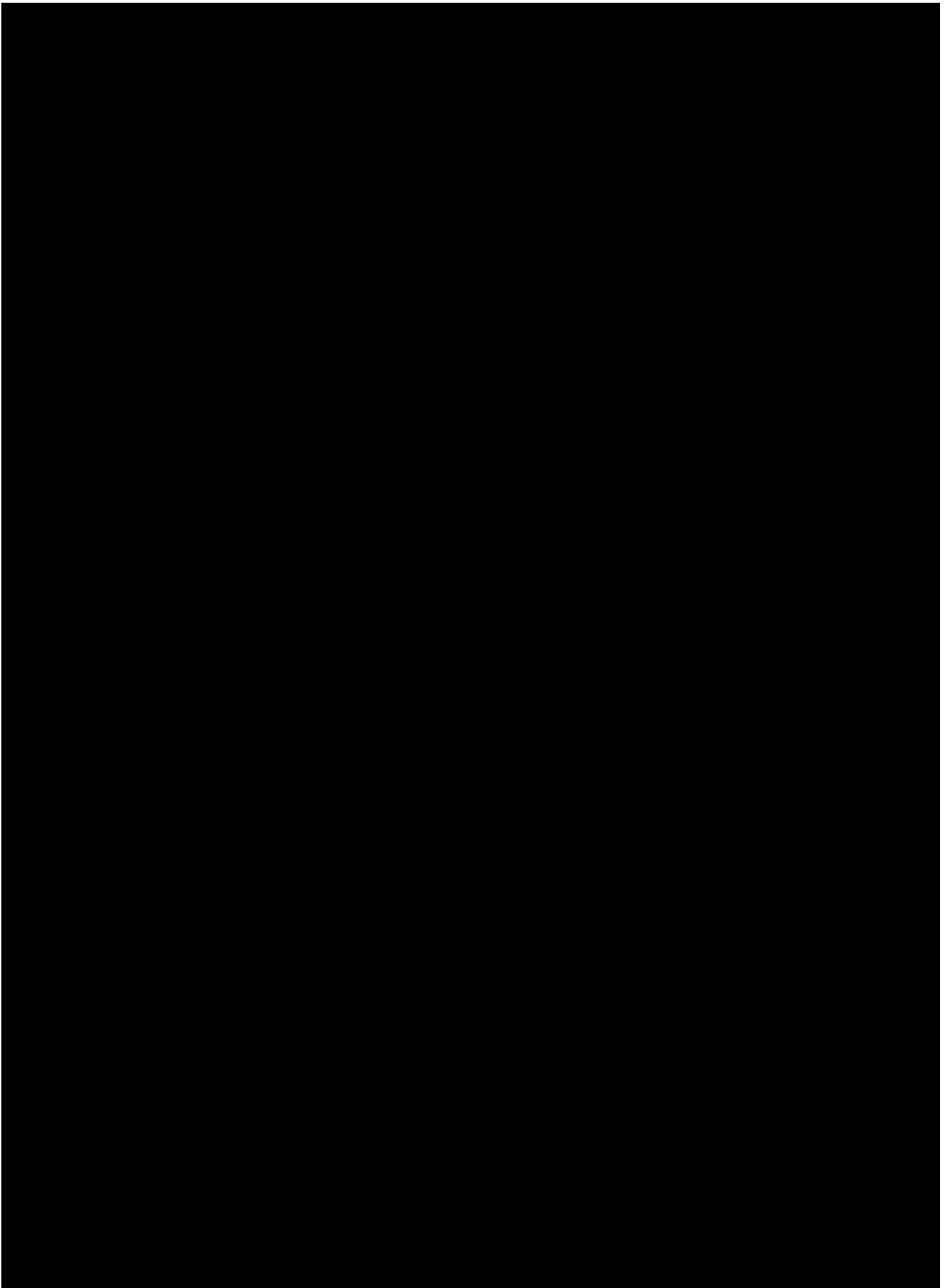


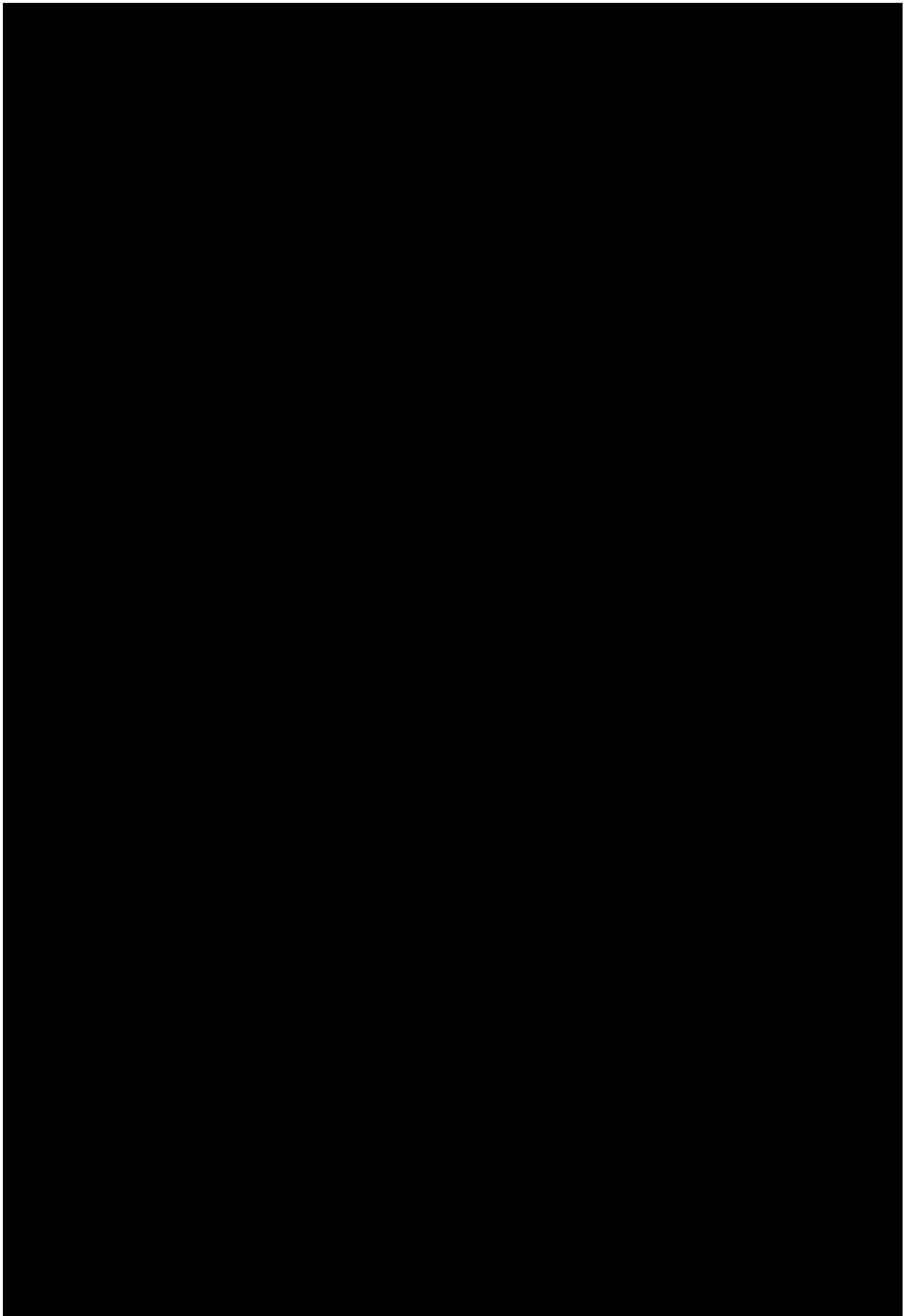
**OPERATING AGREEMENT  
OF  
BALLY'S INTERACTIVE, LLC**

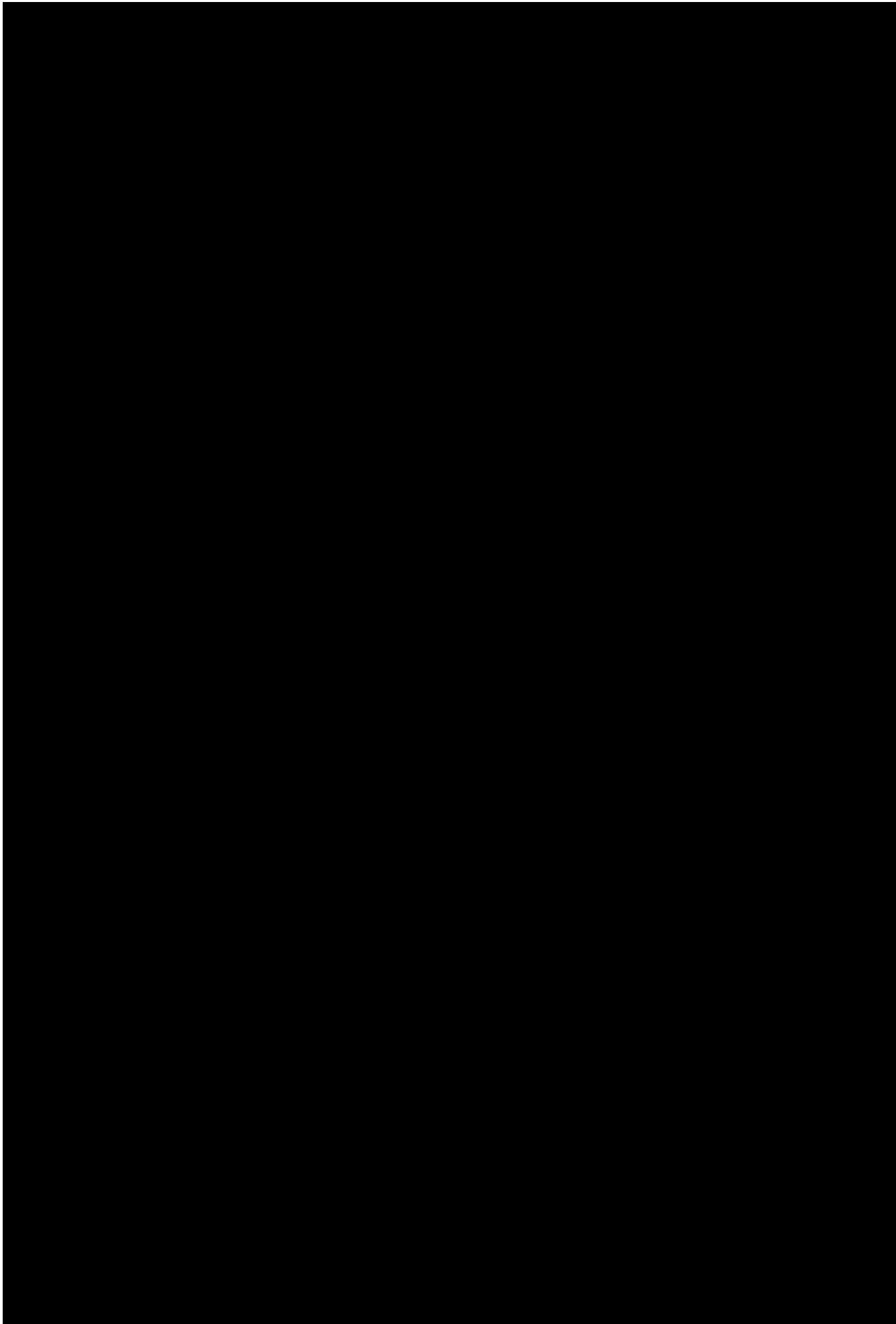


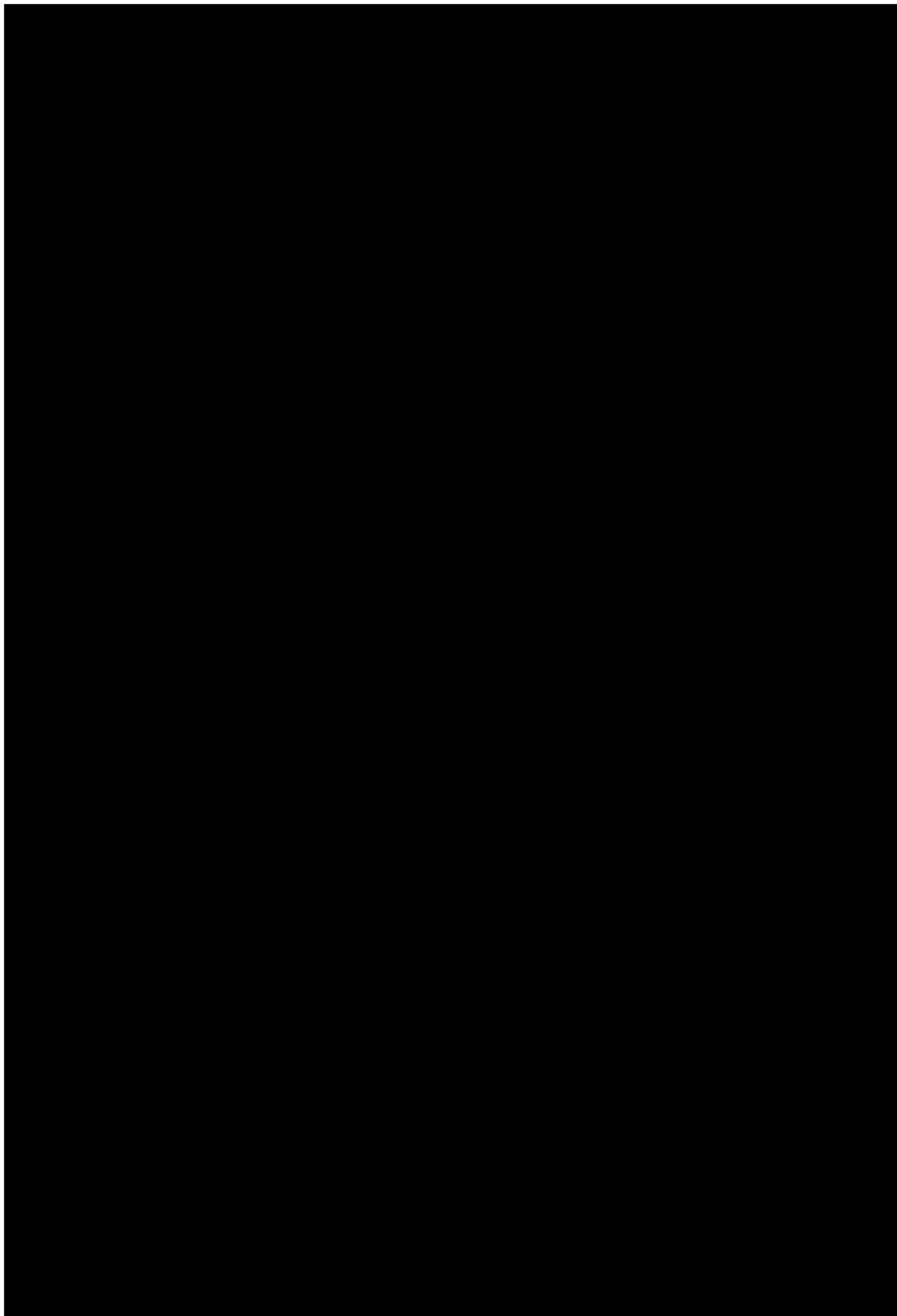


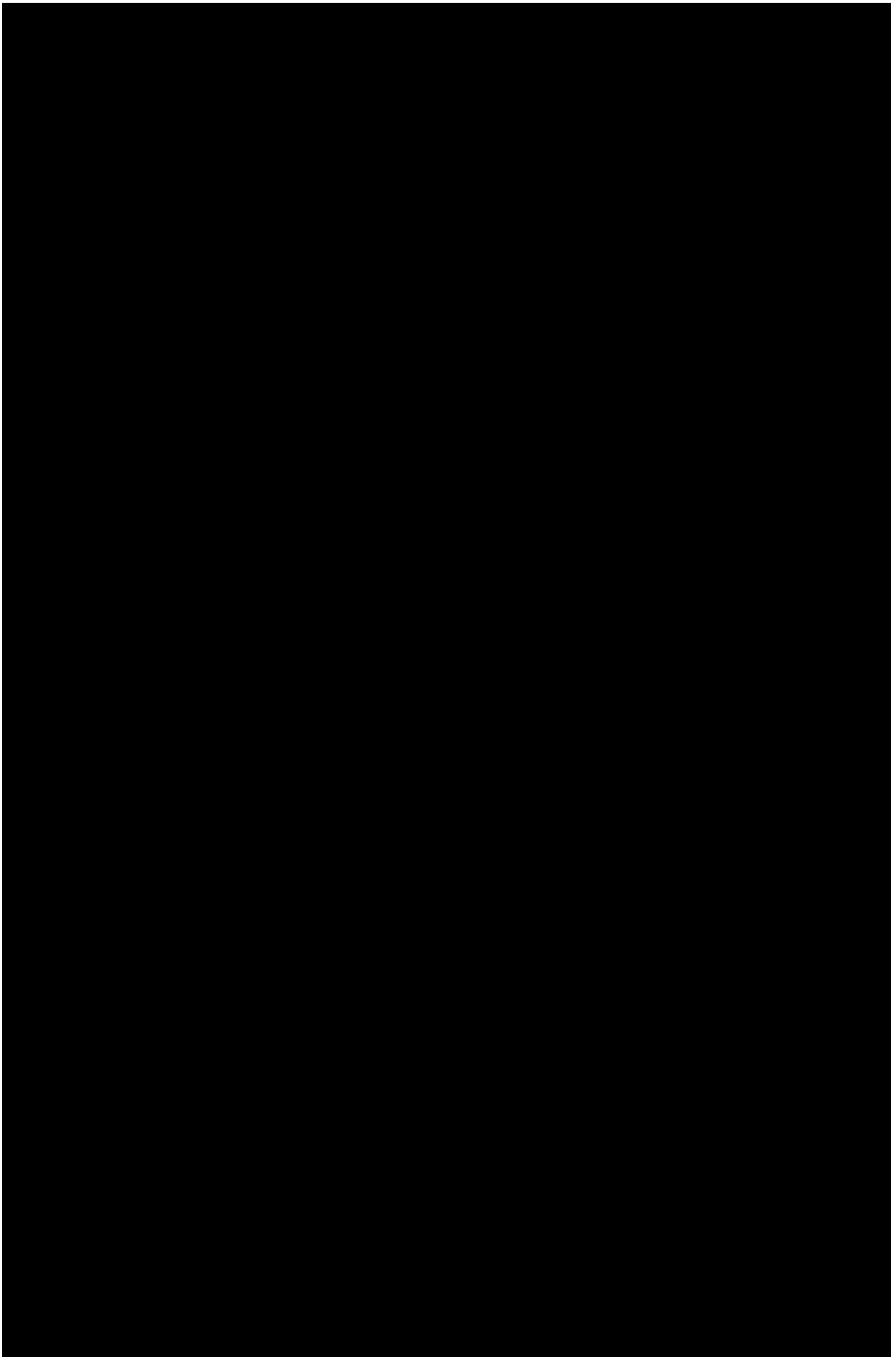




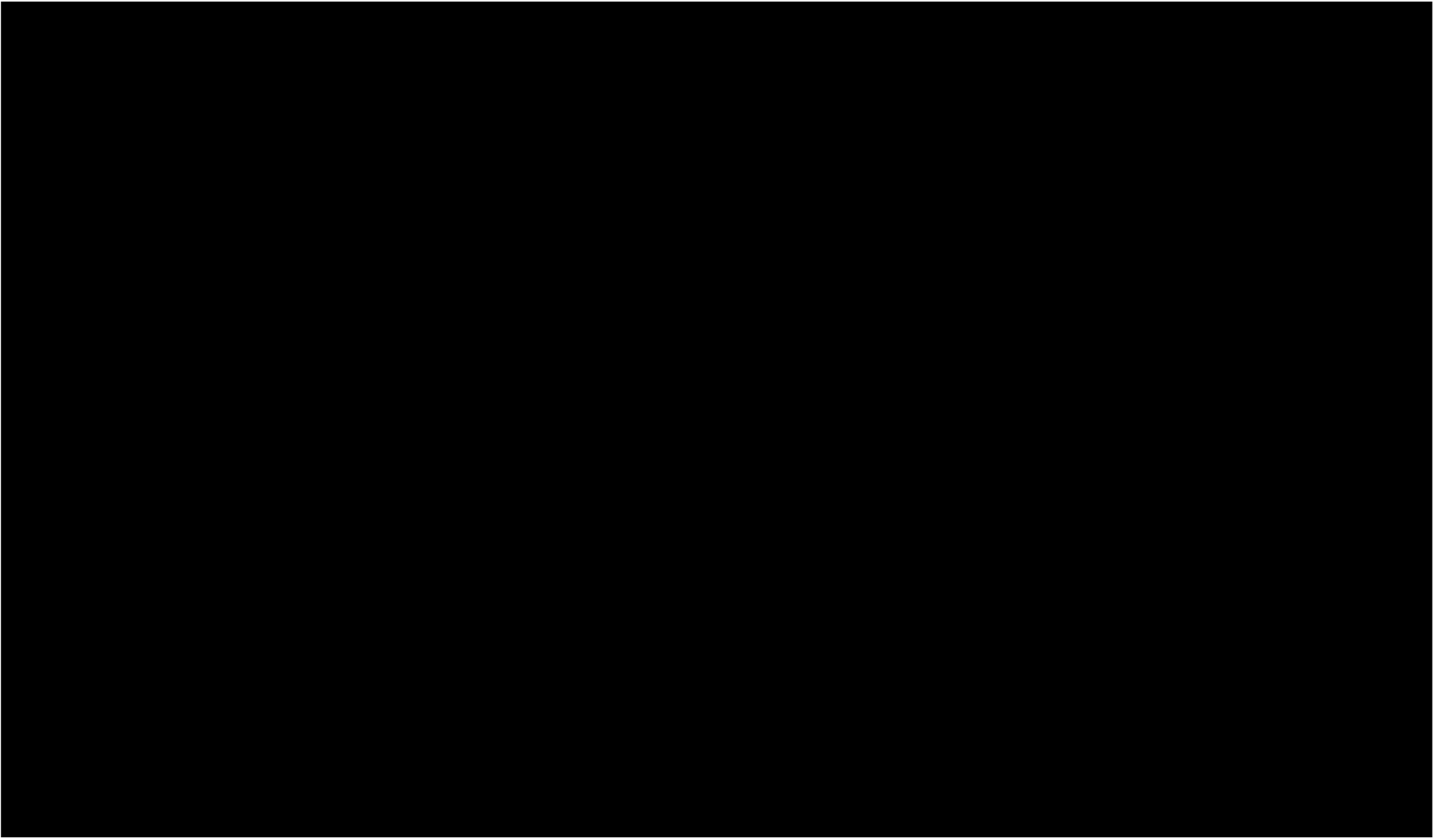














**MEMBERS**

