



## FLORIDA LICENSE FOR SLOT MACHINE OPERATIONS

**WHEREAS** **Fronton Holdings, LLC**, d/b/a Miami Jai Alai, is the holder of a valid, active pari-mutuel permit to conduct jai alai games at its facility located in Miami-Dade County, granted pursuant to Chapter 550, Florida Statutes.

**WHEREAS** Miami Jai Alai is authorized to conduct Pari-Mutuel Wagering activities at its facility pursuant to the Laws of Florida, on approved dates.

**WHEREAS** the majority of voters of Miami-Dade County, Florida authorized slot machines at pari-mutuel facilities within Miami-Dade County in a county-wide referendum conducted on January 28, 2008.

**WHEREAS** Miami Jai Alai has made application for licensure to conduct Slot Machine Gaming from April 30, 2014, through May 1, 2015, pursuant to Florida Statutes and Administrative Rules adopted pursuant thereto. It has been found that Miami Jai Alai has fulfilled all the statutorily required conditions for licensure and is therefore qualified to hold a license to conduct Slot Machine Gaming as authorized under the Laws of Florida.

**WHEREAS** Miami Jai Alai has furnished and shall maintain in effect during the term of this license, the appropriate bond as required under Chapter 551, Florida Statutes.

**NOW THEREFORE BE IT KNOWN** that Miami Jai Alai is granted a non-transferable license, number **SM273**, under which it may, exclusively at the slot machine facility located at 3500 Northwest 37<sup>th</sup> Avenue, Miami, Florida, 33142, receive, possess, operate and ship approved slot machine equipment, and conduct Slot Machine Gaming.

**BY RECEIVING THIS LICENSE** Miami Jai Alai agrees to, at all times during the term of this license, conduct its Slot Machine Gaming operation and maintain its Slot Machine Gaming facility in accordance with applicable Florida Statutes and Administrative Rules adopted pursuant thereto.

**LICENSURE GRANTED** this 1<sup>st</sup> of May 2014, in Tallahassee, Florida.

**FOR THE STATE OF FLORIDA:**

A handwritten signature in blue ink that reads "Leon M. Biegalski".

**Leon M. Biegalski**  
**Director, Division of Pari-Mutuel Wagering**  
**Department of Business and Professional Regulation**

**STATE OF FLORIDA  
DEPARTMENT OF BUSINESS & PROFESSIONAL REGULATION  
DIVISION OF PARI-MUTUEL WAGERING**

<b>FILED</b>	
<small>Department of Business and Professional Regulation Deputy Agency Clerk</small>	
CLERK	Brandon Nichols
Date	5/1/2014
File #	2014-03051

**IN RE: APPLICATION FOR TRANSFER  
OF PARI-MUTUEL WAGERING PERMITS  
FROM FLORIDA GAMING  
CORPORATION AND FLORIDA GAMING  
CENTERS, INC. TO FRONTON HOLDINGS, LLC  
AND  
SLOT MACHINE LICENSE FOR  
FRONTON HOLDINGS, LLC.**

**DBPR Case No.: 2014018231  
2014018232  
2014018233**

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**FINAL ORDER OF APPROVAL OF  
THE TRANSFER OF PERMITS AND NEW SLOT MACHINE LICENSE**

Pursuant to the provisions of Chapter 550, Florida Statutes, and the rules promulgated thereunder, The State of Florida, Department of Business and Professional Regulation, Division of Pari-Mutuel Wagering ("Division") is responsible for the investigation and prior approval of the transfer of any pari-mutuel wagering permit and/or reissuance of annual operating licenses for Pari-Mutuel Wagering ("Permit"); and

On March 31, 2014, Fronton Holdings, LLC ("Fronton Holdings"), a Delaware company authorized to transact business in the State of Florida, submitted and thereafter supplemented an application ("Application") requesting that the Division conditionally approve the transfer to Fronton Holdings of those permits (numbers 272, 273, 278, and all associated active annual operating and cardroom licenses – together, "Permits") currently held by Florida Gaming Corporation and Florida Gaming Centers, Inc. (together, "FGC").

Included in the submittals by Fronton Holdings was an Asset Purchase Agreement ("Agreement") between FGC and Fronton Holdings and a bankruptcy court order approving such sale, pursuant to which Fronton Holdings will purchase substantially all FGC assets, including all Permits currently held by FGC. Pursuant to the court order and Agreement, closing was scheduled to be held on or before April 30, 2014.

On April 9, 2014, in connection with the Application, Fronton Holdings also submitted an application to the Division requesting the issuance of an annual slot machine license to Fronton Holdings concurrent with the requested transfer in order to continue slot machine operations at the Casino Miami Jai Alai facility under permit number 273.

On April 29, 2014, the Division entered a Conditional Order of Approval of the Transfer of Permits and New Slot Machine License ("Conditional Order"), attached hereto as Exhibit "A".

On April 30, 2014, Fronton Holdings submitted the following:

- (1) The \$2,000,000 slot machine gaming license fee pursuant to Section 551.106, Florida Statutes; and,
- (2) The \$250,000 regulatory fee for the compulsive or addictive gambling prevention program pursuant to Section 551.118(3), Florida Statutes.
- (3) Notification and supporting documentation verifying the sale of FGC to Fronton Holdings pursuant to the Agreement.

The Division has received and reviewed the pertinent records and supporting documentation submitted to the Division concerning the purchase of FGC by Fronton Holdings and transfer of the Permits, as well as the requested issuance of a new slot machine license, compliance with the Conditional Order and after proper consideration thereof,

**NOW, THEREFORE**, be it known that:

Pursuant to the requirements of Section 550.054, Florida Statutes, and satisfaction of the terms of the Conditional Order, the Division hereby acknowledges and approves the transfer of Permits 272, 273 and 278 as described above from FGC to Fronton Holdings as specifically outlined in the Agreement. This Final Order is issued *nunc pro tunc* to the date of the aforementioned closing. Affected annual licenses shall be issued or re-issued in the name of Fronton Holdings *nunc pro tunc* to the date of the aforementioned closing, including the issuance of a slot machine gaming license.

The slot machine gaming license granted to FGC on May 10, 2013, and effective on May 12, 2013, shall become invalid *nunc pro tunc* to the date of the aforementioned closing.

**DONE AND ORDERED** this 1<sup>st</sup> day of May, 2014, in Tallahassee, Florida.



Leon M. Biegalski, Director  
Division of Pari-Mutuel Wagering  
Northwood Centre  
1940 North Monroe Street, Suite 50  
Tallahassee, Florida 32399-1035  
(850) 488-9130

### **CERTIFICATE OF SERVICE**

**I HEREBY CERTIFY** that a true and correct copy of the foregoing Final Order of Approval of the Transfer of Permits and New Slot Machine License has been furnished by

electronic mail and U.S. Mail to Fronton Holdings, LLC, c/o Michael J. Barry, Rutledge Ecenja, P.A., P.O. Box 551, Tallahassee, Florida 32301-0551, mbarry@rutledge-ecenia.com this 1<sup>st</sup> day of May, 2014.



Agency Clerk's Office  
Department of Business and  
Professional Regulation

**COPIES FURNISHED TO:**

Office of Operations  
Licensing Section  
Investigations Section  
Office of Auditing  
William N. Spicola, Chief Attorney

STATE OF FLORIDA  
DEPARTMENT OF BUSINESS & PROFESSIONAL REGULATION  
DIVISION OF PARI-MUTUEL WAGERING

<b>FILED</b>	
Department of Business and Professional Regulation Deputy Agency Clerk	
CLERK	Brandon Nichols
Date	4/29/2014
File #	

IN RE: APPLICATION FOR TRANSFER  
OF PARI-MUTUEL WAGERING PERMITS  
FROM FLORIDA GAMING  
CORPORATION AND FLORIDA GAMING  
CENTERS TO FRONTON HOLDINGS, LLC  
AND  
SLOT MACHINE LICENSE FOR  
FRONTON HOLDINGS, LLC.

DBPR Case No.: 2014018231  
2014018232  
2014018233

**CONDITIONAL ORDER OF APPROVAL OF  
THE TRANSFER OF PERMITS AND NEW SLOT MACHINE LICENSE**

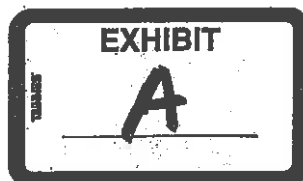
Pursuant to the provisions of Chapter 550, Florida Statutes, and the rules promulgated thereunder, The State of Florida, Department of Business and Professional Regulation, Division of Pari-Mutuel Wagering ("Division") is responsible for the investigation and prior approval of the transfer of any pari-mutuel wagering permit and/or reissuance of annual operating licenses for Pari-Mutuel Wagering ("Permit"); and

On March 31, 2014, Fronton Holdings, LLC ("Fronton Holdings"), a Delaware company authorized to transact business in the State of Florida, submitted and thereafter supplemented an application ("Application") requesting that the Division conditionally approve the transfer to Fronton Holdings of those permits (numbers 272, 273, 278, and all associated active annual operating and cardroom licenses – together, "Permits") currently held by Florida Gaming Corporation and Florida Gaming Centers, Inc. (together, "FGC").

Included in the submittals by Fronton Holdings was an Asset Purchase Agreement ("Agreement") between FGC and Fronton Holdings and a bankruptcy court order approving such sale, pursuant to which Fronton Holdings will purchase substantially all FGC assets, including all Permits currently held by FGC. Pursuant to the court order and Agreement, closing is scheduled to be held on or before April 30, 2014.

On April 9, 2014, in connection with the Application, Fronton Holdings also submitted an application to the Division requesting the issuance of an annual slot machine license to Fronton Holdings concurrent with the requested transfer in order to continue slot machine operations at the Casino Miami Jai Alai facility under permit number 273.

Pursuant to Chapter 551, Florida Statutes, the slot machine gaming license of FGC may not be transferred.



However, based upon the Applications described above upon closing of the transaction Fronton Holdings will be the holder of a valid, active, pari-mutuel permit to conduct jai alai games at its facility located in Miami-Dade County, granted pursuant to Chapter 550, Florida Statutes.

A majority of voters of Miami-Dade County, Florida, authorized slot machines at pari-mutuel facilities within Miami-Dade County in a county-wide referendum conducted January 28, 2008.

Fronton Holdings has made application for licensure to conduct slot machine gaming effective the date of the closing, for a year, from the date of closing, as a new slot machine gaming licensee, pursuant to Florida Statutes and the Florida Administrative Code adopted pursuant thereto.

It has been found that conditioned upon no changes of information contained in the Applications between today and the date of closing and submission of the required documents and fees simultaneous to closing of the transaction, Fronton Holdings will have fulfilled all the statutorily required conditions for licensure and is therefore qualified to hold a license to conduct slot machine gaming as authorized under the Florida Statutes.

The Division has received and reviewed the pertinent records and supporting documentation submitted to the Division concerning the purchase of FGC by Fronton Holdings and transfer of the Permits, as well as the requested issuance of a new slot machine license, and after proper consideration thereof,

**NOW, THEREFORE,** be it known that:

Pursuant to the requirements of Section 550.054, Florida Statutes, the Division hereby conditionally approves as described above the Application for the transfer of the Permits from FGC to Fronton Holdings as specifically outlined in the Agreement. Any alteration of the Agreement or any other material change or discrepancy to the Application is not approved by this Order and shall render this Order null and void;

The Division hereby conditionally approves as described above Fronton Holdings as a slot machine gaming licensee, pursuant to Chapter 551, Florida Statutes. The conditional approval of the slot machine gaming license will be satisfied upon proof of the following:

- (1) Submission of the \$2,000,000 slot machine gaming license fee pursuant to Section 551.106, Florida Statutes; and,
- (2) Submission of the \$250,000 regulatory fee for the compulsive or addictive gambling prevention program pursuant to Section 551.118(3), Florida Statutes.

This proof must be provided within one (1) business day of closing.

Upon proof of the transfer of the FGC permit #273 to Fronton Holdings, the slot machine gaming license granted to FGC on May 10, 2013, and effective on May 12, 2013, shall become invalid.

This approval is conditioned solely upon the occurrence of closing in accordance with the Agreement. Within 15 days of closing, Fronton Holdings shall file a notification and supporting documentation with the Division verifying the sale of FGC to Fronton Holdings pursuant to the Agreement. Upon the Division's receipt of such notification and documentation, the Division shall render to Fronton Holdings a Final Order of Approval *nunc pro tunc* to the date of closing acknowledging and effectuating the transfer of the Permits and, upon the Division's receipt of any remaining items required by law, shall issue the requested slot machine license to Fronton Holdings made effective as of the date of closing.

**DONE AND ORDERED** this 29<sup>th</sup> day of April, 2014, in Tallahassee, Florida.



Leon M. Biegalski, Director  
Division of Pari-Mutuel Wagering  
Northwood Centre  
1940 North Monroe Street, Suite 50  
Tallahassee, Florida 32399-1035  
(850) 488-9130

#### **CERTIFICATE OF SERVICE**

**I HEREBY CERTIFY** that a true and correct copy of the foregoing Conditional Order of Approval of the Transfer of Permits and New Slot Machine License has been furnished by electronic mail and U.S. Mail to Fronton Holdings, LLC, c/o Michael J. Barry, Rutledge Ecenia, P.A., P.O. Box 551, Tallahassee, Florida 32301-0551, mbarry@rutledge-ecenia.com this 29<sup>th</sup> day of April, 2014.



Agency Clerk's Office  
Department of Business and  
Professional Regulation

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William N. Spicola, Chief Attorney