

State of New Jersey
Office of the Attorney General
Department of Law and Public Safety
Division of Gaming Enforcement
PRN: 2761401

Joint Petition of DGMB Casino LLC d/b/a Resorts Atlantic City, Resorts Digital Gaming, LLC, and Amaya NJ (IR) Services Limited, Amaya US Services Limited, Rational Treasury Limited, Rational Social Projects Limited, Rational Intellectual Holdings Limited, and Amaya Software Services Limited for a Transactional Waiver To Conduct Internet Gaming Related Business Pursuant to *N.J.S.A. 5:12-92a(1)*

**ORDER GRANTING
TRANSACTIONAL WAIVER
WITH CONDITIONS**

A Joint Petition having been filed on October 3, 2014, and amended on September 4 and September 10, 2015, by DGMB Casino LLC d/b/a Resorts Atlantic City (holder of Internet Gaming Permit No. 14-008) and Resorts Digital Gaming, LLC (collectively “Resorts”), and Amaya NJ (IR) Services Limited, Amaya US Services Limited, Rational Treasury Limited, Rational Social Projects Limited, Rational Intellectual Holdings Limited, and Amaya Software Services Limited (collectively the “Amaya applicants”), requesting that the Division of Gaming Enforcement (“Division”) grant a transactional waiver to the Amaya applicants authorizing them to conduct Internet gaming related business pursuant to *N.J.S.A. 5:12-92a(1)* with Resorts, in which the Amaya applicants and Resorts (collectively “Petitioners”) specifically seek authorization to use PokerStars and FullTilt branded websites, and associated hardware, software, and databases to engage in Internet gaming in New Jersey; and

WHEREAS the Amaya applicants, having certified, pursuant to *N.J.S.A. 5:12-92a(1)* and *N.J.A.C. 13:69J-1.2B* that (i) they have submitted completed applications, (ii) neither the Amaya applicants nor any of their qualifiers are disqualified under any of the criteria set forth in *N.J.S.A. 5:12-86*, (iii) good cause exists for granting the requested relief, and (iv) the Amaya applicants agree, within thirty (30) days of transacting business, to supply to the Division, in writing, a detailed explanation of any business transacted with a casino licensee or applicant, as well as to maintain and make available for inspection, upon demand by the Division, any records regarding the business transacted; and

WHEREAS the Division, on December 6, 2013, having issued a letter suspending (“Letter of Suspension”), for two years, the Division’s consideration of the casino service industry enterprise licensure application of Rational Services Limited (“Rational Services”), a subsidiary of Oldford Group Limited (“Oldford Group”), the former parent company of the entities that owned, controlled, and managed Internet gaming operations under the PokerStars and FullTilt brands, based primarily on the unresolved federal indictment against Oldford Group’s then-owner for alleged violations of federal law which included engaging in Internet gaming operations in contravention of the Unlawful Internet Gaming Enforcement Act of 2006 (“UIGEA”);

WHEREAS the Division has engaged in a comprehensive investigation of the August and September 2014 acquisitions by Amaya, Inc. (“Amaya”) of Oldford Group and Pyr Software Limited, respectively (collectively the “PokerStars Entities”), which owned and

operated the PokerStars and FullTilt brands and related Internet gaming assets;

WHEREAS the Division has conducted a plenary investigation of Amaya, Amaya Group Holdings (IOM) Limited, the Amaya applicants, and other qualifying entities previously connected to the PokerStars Entities and having found no material derogatory information;

WHEREAS the Division has investigated the individual suitability of all former PokerStars Entities' employees who are currently employed by Amaya and either previously served, or currently serve, in a senior management position and have involvement in the companies' operations between the enactment of UIGEA and April 15, 2011, to assess whether they are able to establish the requisite good character, honesty and integrity necessary to be qualified under the New Jersey Casino Control Act, *N.J.S.A. 5:12-1 et seq.* (the "Act");

WHEREAS the Division has issued a Report titled Report by the Division of Gaming Enforcement Regarding the Investigation of Amaya, Inc.'s Acquisition of the Assets of Oldford Group Limited and Pyr Software Limited d/b/a PokerStars and FullTilt, which sets forth in detail the scope of the Division's investigation and its final decision on the Joint Petition; and

WHEREAS the Director, having considered the matter;

I hereby **ORDER** that the Letter of Suspension, dated December 6, 2013, be **VACATED**;

I further **ORDER**, pursuant to *N.J.S.A. 5:12-92a(1)* and *N.J.A.C. 13:69J-1.2B*, and for good cause shown, the Amaya applicants are **GRANTED** a Transactional Waiver Order authorizing them to conduct Internet gaming related business in New Jersey with Resorts pursuant to *N.J.S.A. 5:12-92a(1)*, subject to the following conditions:

1. The Amaya applicants' Internet gaming related business transactions are deemed approved for a term to expire six months from the date of this Order subject to final approval of the Regulated Gaming System and each game by the Division's Technical Services Bureau. The Division may reconsider the granting of this approval at any time;
2. Amaya shall escheat to the State of New Jersey all funds remaining in any PokerStars' accounts for New Jersey players received prior to April 15, 2011, before commencing Internet gaming operations in New Jersey;
3. Amaya shall separate from employment on or before January 30, 2016, four individuals identified by the Division as having failed to establish the requisite good character, honesty and integrity required

by the Act due to their involvement in the business activities of the PokerStars Entities between the enactment of UIGEA and Black Friday;

4. Amaya and any of its subsidiaries and affiliated entities shall not permit Isai Scheinberg, Mark Scheinberg, Pinhas Schapira, Yehuda Nir, Paul Telford, Paul Tate, Nelson Burtnick, Ray Bitar, Rafael Furst, or Chris Ferguson to serve or act as an owner, director, officer, shareholder, security holder, financial source, lender, employee, consultant, lobbyist, intermediary, independent contractor, advisor, agent, or representative of Amaya or its subsidiaries and affiliated entities, in any capacity, whether directly or indirectly, whether by formal contract or by informal arrangement, without prior written approval of the Division. Amaya and its subsidiaries and affiliated entities shall immediately notify the Division, in writing, of any actions by Isai Scheinberg, Mark Scheinberg, Pinhas Schapira, Yehuda Nir, Paul Telford, Paul Tate, Nelson Burtnick, Ray Bitar, Rafael Furst, or Chris Ferguson to influence, suggest or communicate with any employee of Amaya or its subsidiaries or affiliated entities, with respect to the management or daily business activities or operations or with regard to any action or decision of it, its subsidiaries, and their officers, directors, or employees;

5. The minutes of the Amaya Board of Directors meetings, Compliance Committee meetings, and Audit Committee meetings, with all relevant supporting documentation, shall be forwarded to the Division within fifteen (15) days of each such meeting;
6. Amaya shall report to its Compliance Committee any efforts undertaken in connection with the development of gaming activities in any new jurisdiction, including the individuals and business entities associated with those efforts, and the Amaya Compliance Committee shall consider such information and fully report its consideration of such efforts in its minutes;
7. Amaya shall notify and provide copies to the Division of the filing of any complaints, warnings and notices brought against Amaya, any of its subsidiaries or affiliated entities or any of its directors, officers, senior executives and employees in any gaming jurisdiction;
8. Amaya shall adopt a written resolution of its Board of Directors recognizing the requirements of all of the foregoing conditions, agreeing to the terms of each of the conditions, and representing that it, and its subsidiaries and affiliated entities, through each of its directors, officers, senior executives, and employees will comply with and enforce each of the conditions;

9. Any new business transacted pursuant to this approval shall be reported to the Division within the time frames set forth in *N.J.A.C. 13:69J-1.2B(a)1iv*. Any changes to the current agreement between Amaya and Resorts must be reported to the Division within five (5) business days;
10. Petitioners must maintain and make available for inspection, upon demand by the Division, all records regarding the business transacted.

I further **ORDER** that the report captioned Report by the Division of Gaming Enforcement Regarding the Investigation of Amaya Inc.'s Acquisition of the Assets of Oldford Group Limited and Pyr Software Limited d/b/a PokerStars and FullTilt, shall be a public document, subject only to redactions for confidentiality, as approved by the Division.

Date: September 30, 2015



DAVID REBUCK
DIRECTOR