

November 14, 2012

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**Hand Delivery**

Hannah Smith  
Assistant General Counsel  
Ohio Casino Control Commission  
10 W. Broad St., 6<sup>th</sup> Floor  
Columbus, OH 43215

Dear Ms. Smith:

Thank you for your correspondence of November 5, 2012 concerning the proposed rules of the Ohio Casino Control Commission ("Commission"). After review of the proposed rules, please find below comments on behalf of Hollywood Columbus and Toledo. We look forward to working with the Commission throughout the rules promulgation process.

- **Proposed Rule 3772-3-06:** The proposed regulation, as applied to Penn National Gaming, Inc. ("Penn"), prohibits any investor below 5% from exercising influence over Hollywood Casino Columbus and Toledo and their holding companies including Penn. We want to clarify the intent of this proposed regulation and see if the term "influence" could be modified in some way. As presently written, the rule could prohibit Penn from reaching out to a financial institution for advice on a transaction if that financial institution is also an investor. I believe this rule may be promulgated pursuant to §3773.02(B)(27) of the Revised Code and that law suggests that standards can be drafted to be limited to actions in relation to casino facilities and casino gaming in this state.
  - Recommendation: Please consider limiting the exercise of influence of investors only to activities in relation to casino facilities and casino gaming in this state.
- **Proposed Rule 3772-10-03(B)(9):** We understand the intent of the proposed language, but believe the language is too broad. The regulatory compliance departments for Hollywood Toledo and Columbus are not structured to ensure compliance with every law. Therefore each regulatory compliance department should not be completely responsible for compliance with federal, state and local law. Various employees and management are responsible for compliance with local, state and federal laws. As an example, the proposed language could impart responsibility to the compliance officer for things like Family Medical Leave Act, tax filings and compliance, Americans with Disabilities Act, health department violations, etc. These items are not within the job description of our compliance departments.
  - Recommendation: Please consider language similar to: "the regulatory compliance department shall have primary oversight responsibility for the licensee's compliance with Chapter 3772 of the Revised Code and Administrative

Code, and shall be the primary contact point between the Commission and the property for internal controls, reporting and regulatory matters.

- **Proposed Rule 3772-10-03(C)(3):** We believe the requirement that vacant key positions be filled within 60 days is too short based on Company experience. We understand that the proposed rule provides authority to provide an extension of time but we still would like to see more initial time for the hiring process.
  - Recommendation: Please consider changing this requirement to 90 days. The company needs at least 90 days to advertise, recruit, interview, and process a new employee in what are very important jobs. Keeping a 60 day requirement may limit our ability to hire best candidates which can have negative implications for the Company and State.
- **Proposed Rule 3772-13-02:** The rule requires us to provide all advertisement to the Commission five days before dissemination. In a competitive environment such as gaming, advertisements can be created and disseminated within one or two business days in response to competitive threats or opportunities. Toledo needs the ability to quickly respond against the Michigan market and Columbus needs the ability to quickly respond against Scioto Downs.
  - Recommendation: We believe the current rule which requires such ads to be provided to Commission within five days of its dissemination is better and should remain unchanged. Though each state is different, most Penn jurisdictions do not require prior advertising review by regulatory authorities. If there is a problem with the current requirement we would be happy to work with the Commission to address the concerns.

Thank you again for the opportunity to comment on the proposed rules. Please let us know if you need anything further.

Very truly yours,

ICE MILLER LLC



John H. Oberle

cc: Hollywood Columbus (Ameet Patel, Scott Saunders & Joyce Holland)  
Hollywood Toledo (Richard St. Jean, Mike Galle & Zach Zarnoch)  
Penn National Gaming, Inc. (Frank Donaghue & Jim Baldacci)