



APPLICATION FOR LICENSE TO HOLD OR CONDUCT A RACING MEETING

APPLICATION OF: **Middleborough Agricultural Society**
FOR LICENSE TO HOLD OR CONDUCT A RACING MEETING AT
Brockton Fairgrounds FOR CALENDAR YEAR 2015.

Pursuant to the provisions of Chapter 128A of the General Laws of the Commonwealth of Massachusetts, inserted by Chapter 374 of the Acts of 1934, as amended, the Applicant hereby makes application for license to hold or conduct a running horse racing meeting at **Brockton**, County of **Plymouth**.

As used in this application the word "applicant" has the following meanings, respectively: In case of an individual applicant, the applicant. In case of a partnership applicant, all partners, including limited and silent partners. In case of a corporate applicant, all officers, directors, stockholders of record, persons owning the beneficial interest in any stock, subscribers to any stock and persons who voted any of the voting stock at the last stockholders. In the case of an LLC, all members and managers. In the case of a trust, all trustees. In the case of an unincorporated association, all members of the association.

Attached hereto, is a certified check or bank draft payable to the Massachusetts Gaming Commission in the sum of **\$100.00** which is the greater of .0013 times the average daily handle for the racing meeting that occurred in 2012 or One hundred dollars (\$100.00).

If the Massachusetts Gaming Commission decides to issue a license to the Applicant, then before its issuance the Applicant shall provide the Massachusetts Gaming Commission with a surety bond issued by surety qualified to do business in the Commonwealth of Massachusetts and approved by the Commission in the amount of \$25,000 in accordance with Section 3(o) of Chapter 128A of the General Laws (See Exhibit 1).

1. The name of the applicant: **Middleborough Agricultural Society.**
2. The post office address of the applicant: **Post Office Box 6, Brockton, MA 02303.**
3. Address of principal office: **433 Forest Avenue, Brockton, MA 02301.**
4. Trade name, if any, under which business is or is to be conducted: **TBD.**
5. The location of the race track where it is proposed to hold or conduct such meeting, including street address, municipality and county.

Brockton Fairgrounds, Belmont Street, Brockton, Plymouth County, Massachusetts.

6. The days on which it is intended to hold or conduct such a meeting, the number of races to be run daily and the minimum purse per race.

Middleborough Agricultural Society seeks to conduct a one day running horse meet on July 15, 2015.

If the slot's parlor in Plainville is open and contributing to the purse accounts at the Applicant's racing meeting, as contemplated by Chapter 23K, and if Suffolk Downs does not conduct any racing meetings during 2015 (the foregoing being the "Third Party Decisions"), then the Applicant will seek to amend its license to allow the maximum 15 days of running horse race meetings as provided by Section 3(n) of Chapter 128A.

7. The hours of each day between which it is intended to hold or conduct racing at such meeting in accordance with c. 128A §2 (5). **Upon the Third Party Decisions occurring, Middleborough Agricultural Society will submit its specific racing schedule to the Commission for its approval.**
8. Name and Address of attorney, if any, of the applicant:

Michael P. Morizio, Esq.
Friedman & Atherton LLP
53 State Street
Boston, MA 02109
Tel. (617) 227-5540
Fax. (617) 523-1559

9. Applicant is (check one):
 An individual
 A limited partnership
 An unincorporated association
 A general partnership
 A trust
 A corporation
 An LLC
 Other (specify)

10. If applicant is an individual, give name, address, place and date of birth.

Name _____

Residence _____

Place of Birth _____ Date of Birth _____

Submit as Exhibit **10** three personal references including one of a bank.

11. If applicant is a corporation, LLC, partnership or other business entity:

- (a) Submit as Exhibit **11 (a)** the name, place, date of birth and legal residence of each shareholder, member, manager, partner and/or officer of applicant and the office held by each.
- (b) Submit as Exhibit **11 (b)** a statement showing (a) class of stock issued or to be issued (designate which), (b) par value, (c) vote per share, (d) number of shares authorized, (e) number of shares issued (f) number of shares subscribed, and (g) total number of shares and the percentage of shares owned by each shareholder.
- (c) If applicant is a foreign corporation, LLC or partnership, submit as Exhibit **11 (c)** a statement listing the state of formation, the entity's qualification to do business in Massachusetts and the name and address of the registered agent for service of process in Massachusetts.
- (d) If business entity is an LLC or other organized entity that does not issue stock, submit as Exhibit **11 (d)**, a schedule of ownership listing all members/managers and percentage of entity held.
- (e) If business entity is a partnership or other organized entity, submit as Exhibit **11 (e)** a schedule listing the partners or others holding an interest and the percentage of the entity held.
- (f) Is the beneficial owner of any stock or share of business entity a person other than the owner of record or subscriber? If the answer to this question is yes, submit as Exhibit **11 (f)** a statement showing (1) the name of the owner of record, or subscriber, (2) the name of the beneficial owner, (3) the conditions under which the owner or subscriber holds and votes or has subscribed for such stock or share of business entity (4) whether applicant has any other obligations or securities authorized or outstanding which bear voting rights whether absolutely or upon any contingency (5) the nature of such securities, (6) the face value or par value, (7) the number of units authorized, (8) the number of units issued and

outstanding, (9) the number of units, if any, proposed to be issued, (10) the conditions or contingency upon which such securities may be voted, and (11) facts showing whether or not such securities have been voted or entitled to be voted in the period commencing five (5) years prior to this application.

- (g) Does the applicant have officers, directors, members or managers who are also officers, directors, members, or managers of any other race track that is or has been licensed by this or any other racing or gaming commission? If the answer to this question is yes, submit as Exhibit 11 (g) a list of such officers, directors, members or managers, the race track or gaming facility involved, the date of licensure, the type of license and the jurisdiction in which such race track or gaming facility is located

12. (a) Has applicant had a race track or gaming license revoked by order of decree of any Federal or State Court or any State Racing or Gaming Commission?
 Yes No

If the answer to this question is yes, submit as Exhibit 12 (a) a list of such licensees, the name of the court or commission that revoked the license, the date the license was revoked and the reason for the revocation.

- (b) Have voluntary proceedings in bankruptcy been instituted by, or have involuntary proceedings in bankruptcy ever been brought against applicant or any officer, director, member or manager of applicant?
 Yes No

If the answer to this question is yes, submit as Exhibit 12 (b) a list describing the name of the person or entity filing for bankruptcy, the type of petition filed in bankruptcy, the date of the filing, the court in which filed and the date of final discharge, or if ongoing, indicate the expected date of final discharge.

- (c) Are there outstanding any unsatisfied judgments, decrees or restraining orders against applicant or any officer, director, member or manager of applicant?
 Yes No

If the answer to this question is yes, submit as Exhibit 12 (c) a list describing the type of the judgment, the court or other body entering the judgment, the date of the judgment, the person against whom the judgment is entered, the amount of the judgment and the reason why the judgment is unsatisfied.

13. Does the applicant or any of its officers, directors, members, or managers, have now, or have ever had, any direct or indirect financial or other interest in:

- (a) Any harness horse, running horse, or dog racing meeting conducting legalized pari-mutuel wagering?
 Yes No

If the answer to this question is yes, submit as Exhibit 13 (a) a list describing the name of the officer, director, member or manager having the interest, the type of the interest, the amount of the interest, the name of the entity in which the interest is held, and the location of the entity and the jurisdiction licensing the entity.

- (b) Any application other than this pending before the Massachusetts Gaming Commission?

Yes No

If the answer to this question is yes, submit as Exhibit **13 (b)** a list of all such applications, the type of application, the date such application was filed, the date the application was granted or rejected or whether the application is currently pending.

- (c) Any application for a racing license or a gaming license which has been denied by the Massachusetts Gaming Commission, the predecessor Massachusetts State Racing Commission or any other State Commission or authority?

Yes
 No

If the answer to this question is yes, submit as Exhibit **13 (c)** a list of all such applications, including the jurisdiction in which it was filed, the type of application, the date the application was denied, the name of the applicant, and the reason for such denial.

- (d) Any racing meeting or gaming establishment, the license for which has been revoked?

Yes No

If the answer to this question is yes, submit as Exhibit **13 (d)** a list of such revoked licenses, the jurisdiction revoking the license, the date the license was revoked and the reason the license was revoked.

- (e) Any harness horse, running horse, or dog racing meeting conducting pari-mutuel wagering in a State where pari-mutuel wagering, betting, pool making or gambling was not or is not legalized by State law?

Yes No

If the answer to this question is yes, submit as Exhibit **13 (e)** a list of such racing meetings, the jurisdiction where the racing meetings are located and the date such racing meetings occurred.

14. How does applicant control the real property on which the race track is located (indicate by check mark):

Fee Simple Ownership Lease Other Authority

- (a) Submit as Exhibit **14 (a)** the exact description, by metes and bounds, number of acres in premises, a plot plan showing the entire premises with all buildings presently on premises or proposed to be erected on said premises, information showing accessibility by highway, railroad and/or other means of public transportation, population within a 50 mile radius, and distances from principal cities, within said 50 mile radius. If applicant does not control the real property on which the race track is located by fee simple ownership, include the name and address of the fee simple owner or lessor of the real property. If the fee simple owner or lessor is a corporation, LLC, partnership or other business entity, also include a list of the officers, directors, managers, member or other persons with an interest in the fee simple owner or lessor.

- (b) Does the applicant have and maintain control of the personal property necessary to operate and maintain the race track, including equipment and have and maintain control over the entire operation?

Middleborough Agricultural Society will have a lease with Brockton Agricultural Society which will allow it to have control of the personal property necessary to operate the race track.

Submit as Exhibit **14(b)** a list describing all agreements relating to the operation and control of all equipment, personal property or other operational matters. This includes any agreement pertaining to operation of food, beverage, parking or other concessions, printing of programs or other materials, equipment leases, and subcontracting of services necessary to maintain and operate the race track. This also includes any financial interests, such as loans, and any agreement that, in the event of a default under such agreement, would have the consequence of creating a change in control of the race track.

15. Has applicant's entire premises been approved by local authorities in accordance with Section 13A of Chapter 128A of the General Laws?

Yes. The Brockton Fairgrounds were first approved in 1941, and horse racing was conducted at the Brockton Fairgrounds continually between 1941 and 1972, then again in 2001.

Submit as Exhibit **15** a copy of the applicant's approval. If applicant's premises have not been approved in accordance with c.128A §13A, explain why such approval was not obtained.

16. Is the applicant delinquent in the filing of any report or the payment of any tax as required by Chapter 128A of the General Laws of the Commonwealth of Massachusetts or delinquent in the filing of any other report or the payment of any other tax required by the laws of the Commonwealth of Massachusetts?

Yes No

If the answer to the question is yes, submit as Exhibit **16** list of all delinquencies, the reason for such delinquencies and when all delinquencies will be cured.

17. Submit as Exhibit **17** a copy of all executed agreements with representative horsemen's organizations.

Middleborough Agricultural Society has not entered into any agreements with the horsemen's associations at this time but will do so before commencing racing and will submit those agreements to the Commission.

18. If license is granted applicant will carry: Check
- | | | |
|----------------------------------|---|--|
| Workmen's Compensation Insurance | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| Public Liability Insurance | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| Jockey Insurance | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No |
| Drivers' Insurance | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

Submit as Exhibit **18** copies of all policies of insurance carried by applicant as well as a statement setting forth all other types of insurance carried for the protection of employees and patrons.

19. Submit as Exhibit **19** the following information:
- (a) Grandstand:
- (1) Seating capacity
 - Box Seats
 - Reserved Seats
 - General Admission
 - Total seating capacity
 - (2) Is Grandstand enclosed
 - (3) Is Grandstand heated
 - (4) Is any portion of Grandstand Air Conditioned
 - (5) Type of construction of Grandstand
 - (6) Ground area covered by the Grandstand
- (b) Club House
- (1) Seating Capacity
 - Box Seats
 - Reserved Seats
 - General Admission
 - Total seating capacity
 - (2) Is Club House enclosed
 - (3) Is Club House heated
 - (4) Is any portion of the Club House air conditioned
 - (5) Type of construction of Club House
 - (6) Ground area covered by the Club House
- (c) Bleachers
- (1) Seating Capacity
 - (2) Type of construction of Bleachers
 - (3) Ground area covered by the Bleachers
- (d) Parking Space:
- (1) Area
 - (2) Automobile capacity
 - (3) Is parking area lighted

- (4) Is parking area treated - and if so how
- (5) Is parking area numbered
- (6) Is charge made for parking, if so how much
- (7) Are the parking area and walkways cleared of snow and ice

(e) Number of pari-mutuel ticket windows provided:

Grandstand:	Selling:	Cashing:
Club House:	Selling:	Cashing:
Other Locations:	Selling:	Cashing:

(f) Toilet facilities for patrons of each sex in Grandstand, Club House and/or other locations.

(g) System of sewerage disposal. If not connected to main sewerage system give details of system used.

(h) Number of outlets for fresh, pure drinking water for patrons in grandstand, clubhouse and/or other locations.

20. Submit as Exhibit **20** a detailed statement of security measures which will be employed for the protection of patrons, employees, occupational licensees and horses and the control of traffic within the premises and on roads leading to and from the said premises. This statement should include but not be confined to:

- (a) number of uniformed police officers to be on duty each day inside the track;
- (b) whether such police officers will be regular police officers or special officers;
- (c) number of uniformed police officers detailed to traffic within the premises and on roads leading to and from the premises before, during and after racing hours;
- (d) number of plain clothes officers or detectives assigned within the track proper;
- (e) system to be used for the detection and suppression of illegal gambling within the premises of the applicant;
- (f) system to be used in the detection and barring of pick-pockets, touts and other undesirable characters;
- (g) name of person who will be in charge of security within the track proper;
- (h) name of person who will have supervision of traffic control within the premises of the applicant and will act as liaison between the applicant and local police authorities in the control of traffic outside of the premises of the applicant;
- (i) name of police authority that has been consulted in setting up security measures within the track and the control of traffic within and outside of the premises of the applicant.
- (h) system used to protect money received by the track, including security systems protecting the cash room and measures taken to

ensure that all wagering equipment is working properly and free from tampering.

21. Submit as Exhibit **21**, a description of the following:

- (a) Size of Track
- (b) Number of Chutes
- (c) Number of Stables
- (d) Number of Stalls
- (e) Number of Tack Rooms
- (f) Number of Tack Rooms Heated
- (g) Number of Shower baths in stable area
- (h) Toilet facilities in stable area
- (i) Fire protection in stable area including:
 - Number of sprinklers
 - Number of fire alarm boxes
 - Other fire protective measures in stable area
- (j) a detailed statement of measures which will be employed in the policing of the stable area. This statement should include but not be confined to:
 - (1) Is stable area enclosed, if so, describe method of enclosure;
 - (2) Number of gates to enclosure, where located and method of control;
 - (3) system of passes to be issued to persons employed in stable area;
 - (4) method to be followed in allowing persons in and out of stable area;
 - (5) number of uniformed police officers to be assigned to the stable area indicating the number in daytime hours and nights;
 - (6) number of plain clothes officers or detectives to be assigned to the stable area, days and nights;
 - (7) name of person who will be in charge of policing in the stable area.
- (k) Recreation room
- (l) Track Kitchen, including seating capacity
- (m) Size of jockey or driver's room and equipment available including number of shower baths, toilets, hot-boxes, etc.
- (n) List of other accommodations, facilities or services in stable area.
- (o) List any other accommodations, facilities or services for the benefit of the patrons attending.

22. Submit as Exhibit **22** the trade name of any of the following equipment used at the track-date of purchase or the date of present contract or lease and expiration date of said contract:

- (a) Pari-Mutuel Equipment
- (b) Starting Gate
- (c) Photo Finish Camera
- (d) Film Patrol
- (e) Timing Devices
- (f) Inter-communication system

- (g) Public Address System
- (h) Closed Circuit Television System
- (i) Horse Shoe Board
- (j) Scales

23. Submit as Exhibit **23**

- (a) a copy of applicant's employee handbook;
- (b) a copy of all of applicant's policies and procedures regarding internal controls including but not limited to those policies that deal with the handling of money, or the placing of wagers both in person and via telephone or other methods;
- (c) a copy of applicant's audit committee and compliance committee charters as well as a list of the audit and compliance committee members and their relationship to the applicant;
- (d) any other policies that indicate that applicant meets general industry standards for business and financial practices, procedures, and controls.

24. Submit as Exhibit **24** a copy of the applicant's most recent audited financial statements, most recent audited or unaudited quarterly financial statement, an audited profit and loss statement for the applicant's most recent fiscal year, a statement showing the total gross receipts for the past five calendar years received by each concessionaire operating at the race track and the amount paid to the applicant. If the receipts to the applicant are based on other than the gross receipts, explain how the receipts are calculated. Also include a description of any interest held by the applicant or any officer, director, member, manager, majority shareholder or partner in any concessionaire.

25. Submit as Exhibit **25** a statement setting forth the reasons why the applicant believes that the dates applied for will be beneficial to the public, the Commonwealth and the applicant.

26. Submit as Exhibit **26** the following information:

- (a) Actual amount of purses paid in the last calendar year;
- (b) Estimated amount of purses to be paid in the next calendar year;
- (c) Actual handle generated by applicant on its live races in the last calendar year (all sources);
- (d) Direct employment numbers attributable to applicant in the last calendar year as evidenced by the number of people who received a Form W-2 and / or Form 1099 MISC and direct employment numbers of employees who are citizens of the Commonwealth;
- (e) Indirect employment numbers attributable to applicant in the last calendar year as evidenced by statements from sub-contract companies (such as concession workers, security guards, tote personnel, etc.) as to employees assigned to applicant's facility;

- (f) Number of occupational licenses attributable to applicant in the last calendar year 2012;
 - (g) Amount of tax revenue and other revenues paid to the Commonwealth in the last calendar year including total Massachusetts income tax withheld from employees, Massachusetts sales taxes paid to the Commonwealth, Massachusetts corporate taxes actually paid or payable for the most recent fiscal year, and real estate taxes, as evidenced by appropriate source documents such as Forms W-2, M941, sales tax remittance forms, etc.;
 - (h) Total pari-mutuel revenue generated and paid to the Commonwealth in the last calendar year including state commissions, assessments, association license fees, occupational license fees, fines, penalties and miscellaneous revenues, other than unclaimed wagers, paid to the Massachusetts State Racing Commission and Massachusetts Gaming Commission.
27. Include as Exhibit **27** a master list of requested simulcast imports. A new form (“Licensee Request for Simulcast Import”) MUST be completed for EACH signal and submitted to the Commission no later than November 29 of each calendar year. Approval letters from the host racetrack’s regulatory authority and both representative horsemen’s groups must be on file with MGC by the close of business on the day prior to the first day of import.
28. Include as Exhibit **28** a master list of requested simulcast export outlets with this application. Such list should identify all secondary, satellite, and/or guest sites serviced by the primary outlet. In addition, a new form (“Licensee Request for Simulcast Export”) MUST be completed for each signal and submitted to the Commission, along with an approval letter from the applicant’s representative horsemen’s group, no later than 30 days before the first scheduled day of the live race meet.
29. Include as Exhibit **29** a request for authorization for a system of account wagering in accordance with 205 CMR 6.20: General Account Wagering. The request shall include information related to any planned, non-monetary, incentive programs and account security plans. If a service provider is used, include copies of any and all agreements between the service provider and the applicant regarding the services to be provided by the service provider to the applicant in respect to the applicant’s account wagering operations
30. General Conditions
- (1) Approval of a race meeting by the Commission does not establish the Commission as the insurer or guarantor of the safety or physical condition of the association's facilities or purse of any race.
 - (2) By submitting this application, applicant agrees to indemnify, save and hold harmless the Commission from any and all liability arising from unsafe conditions at the applicant’s premises and default in payment of purses.

- (3) Applicant shall provide the Commission with a certificate of liability insurance as required by the Commission.
- (4) Applicant shall maintain in an approved depository, those amounts deducted from the pari-mutuel handle for distribution for the purposes specified in the Ch. 128A, 128C, and Commission rules.
- (5) Applicant and its managing officers are jointly and severally responsible to ensure that the amounts retained from the pari-mutuel handle are distributed according to the Ch. 128A, 128C, and Commission rules and not otherwise.
- (6) Applicant and its managing officers shall ensure that all purse monies, disbursements and appropriate nomination race monies are available to make timely distribution in accordance with Ch. 128A, and Commission rules.

The applicant agrees, if a license is issued, to abide by and comply with the provisions of Chapters 128A and 128C of the General Laws now in effect or as hereafter amended and any rules and regulations heretofore or hereafter promulgated by the Massachusetts Gaming Commission. The applicant agrees that that if a license is granted, it will become the duty of the applicant as long as the license shall remain in effect, to file with the Massachusetts Gaming Commission such reports as may be required by Chapters 128A and 128C of the General Laws now in effect or as hereafter amended and such rules and regulations as it has adopted or may hereafter adopt, and to make such payments as may be required by law, and for failure so to do, the licensee shall incur the penalties set forth in Chapters 128A and 128C of the General Laws, or in such rules and regulations as said Massachusetts Gaming Commission has adopted or may hereafter adopt.

The applicant agrees to comply with all federal, state or local laws, rules, regulations or ordinances, now in effect or hereafter adopted applicable to applicant's activities allowed under a license granted by the Commission.

The applicant agrees that any construction on the premises covered by a license granted by the Commission shall be subject to the inspection of Commission and to that end further agrees that the Commission, its agents, representatives or employees, shall have access to the same during construction, and further agrees to so construct in strict accordance with such plans and specifications as may hereafter be approved by the Commission and to pay for the cost and expense incurred for the study and approval of the plans and specifications and inspection of the construction by said Massachusetts Gaming Commission. The applicant agrees that all buildings erected or to be erected on the premises here involved may be inspected by the Massachusetts Gaming Commission and their duly authorized agents, representatives or employees at any time, with or without prior notice to applicant.

Applicant agrees that all exhibits, statements, plans reports, papers, etc. submitted with the application are made a part hereof and are incorporated into this application as if set forth herein in full.

Applicant states under penalty of perjury that the answers provided in this application are true and correct. Applicant agrees that any license which may hereafter be granted is predicated upon statements and answers herein contained and that if the Commission determines that any information provided herein is false or misleading said license may be revoked.

Applicant: Middleborough Agricultural Society

By: George L. Carney, Jr.
George L. Carney, Jr., President

By: Deborah Richardson
Deborah Richardson, Secretary

Date: 9/29/14

WITNESS: Joseph A. Cappuccini

WITNESS: Ara Buspp

ATTEST: _ Secretary (Affix Corporate Seal)

AFFIDAVIT BY CORPORATE APPLICANT

Commonwealth of Massachusetts, County of _____

George L. Carney, Jr., being duly sworn, upon his oath deposes and says that:

1. He is the President of Middleborough Agricultural Society which is named as the applicant, and signed the foregoing application.
2. He was duly authorized by the Board of Directors of said corporation to sign said application in the name of Middleborough Agricultural Society and in its behalf.
3. He has read and fully understands all of the questions pertaining to such applicant and that all of the foregoing answers, statements and declarations made thereto are true.

Subscribed and sworn to before me this 29TH day of SEPTEMBER, 2014

George L. Carney, Jr.
Signature of Affiant

[Signature]
Signature of officer administering oath

ASS'T SECRETARY
Title of such officer

EXHIBITS

EXHIBIT 1

RUNNING HORSE APPLICATION MIDDLEBOROUGH AGRICULTURAL SOCIETY

If the Massachusetts Gaming Commission decides to issue a license to the Applicant, then before its issuance the Applicant shall provide the Massachusetts Gaming Commission with an original surety bond issued by surety qualified to do business in the Commonwealth of Massachusetts and approved by the Commission in the amount of \$25,000 in accordance with Section 3(o) of Chapter 128A of the General Laws.

EXHIBIT 11(a)
RUNNING HORSE APPLICATION

Mr. Carney has been the owner, officer and director of the Middleborough Agricultural Society and was responsible for all aspects of that fair's horse racing activity which began in 1967, including its racing meetings at the Brockton Fairgrounds.

Mr. George L. Carney, Jr., through his ownership of the Brockton Agricultural Society, and as its officer and director, was responsible for all aspects of horse racing at the Brockton Fairgrounds continually between 1956 and 1972, and then again in 2001.

George L. Carney Jr. owns 50% of Middleborough Agricultural Society. The remaining 50% is held by George L. Carney, Jr. as the trustee of the Joseph F. Carney Trust, created under Declaration of Trust dated 3/24/93.

George L. Carney, Jr. is President and Treasurer of the corporation. Deborah Richardson is secretary.

George L. Carney, Jr., Deborah Richardson, Robert Kelly and Louis Columbo are the directors of the corporation.

Officers and Directors:

George L. Carney, Jr., President and Director

Place of birth: Brockton, MA

Date of birth: [REDACTED]

Legal residence: [REDACTED]

Robert J. Kelly, Director

Place of birth: Boston, MA

Date of birth: [REDACTED]

Legal residence: [REDACTED]

Laetitia Carney, Director

Place of birth: Boston, MA

Date of birth: [REDACTED]

Legal residence: [REDACTED]

Deborah Richardson, Secretary and Director

Place of birth: Adams, MA

Date of birth: [REDACTED]

Legal residence: [REDACTED]

Louis Colombo, Director

Place of birth: Brockton, MA

Date of birth: [REDACTED]

Legal residence: [REDACTED]

EXHIBIT 11(b)

RUNNING HORSE APPLICATION

Common stock, no par value, authorized 1000 shares, issued and outstanding, 90 shares.

EXHIBIT 11(c)

RUNNING HORSE APPLICATION

Information concerning foreign corporation, LLC or partnership: NOT APPLICABLE

EXHIBIT 11(d)

RUNNING HORSE APPLICATION

Information concerning an LLC or other organized entity: NOT APPLICABLE

EXHIBIT 11(e)

RUNNING HORSE APPLICATION

Information concerning partnership or other organized entity: NOT APPLICABLE

EXHIBIT 11(f)

RUNNING HORSE APPLICATION

Information concerning beneficial owners of applicant other than record owners: None are known to the Applicant.

EXHIBIT 11(g)

RUNNING HORSE APPLICATION

Information concerning officers, directors, members or managers of Applicant who are also officers, directors, members or managers of any other licensed race track:

George L. Carney, Jr. also serves as an officer and director of Massasoit Greyhound Association, Inc., and Taunton Dog Track, Inc., both of which are licensed to simulcast at the former greyhound race track in Raynham, Bristol County, Massachusetts.

Laetitia Carney also serves as a director of Massasoit Greyhound Association, Inc., which is licensed to simulcast at the greyhound race track in Raynham, Bristol County, Massachusetts.

Robert J. Kelly serves as director of Massasoit Greyhound Association, Inc., and Taunton Dog Track, Inc., both of which are licensed to simulcast at the greyhound race track in Raynham, Bristol County, Massachusetts.

EXHIBIT 13(a)
RUNNING HORSE APPLICATION

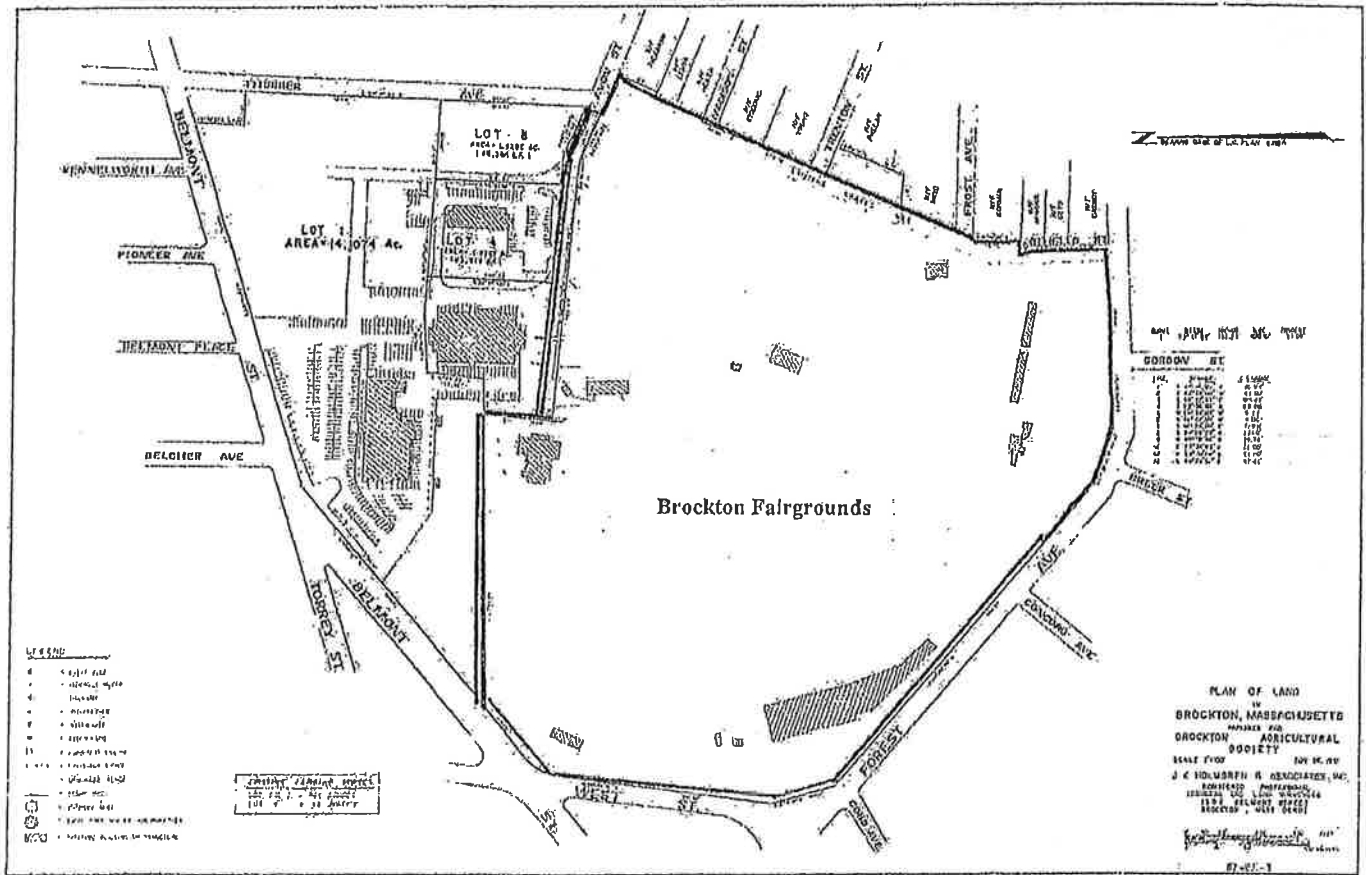
See Exhibit 11(g)

EXHIBIT 14(a)

RUNNING HORSE APPLICATION

The Brockton Fairgrounds are described on Certificate of Title No. 1611, filed with the Plymouth County District of the Land Court.

The attached plot plans show the layout of the Brockton Fairgrounds.



8819 A - Lot A - CERT. 4566
8819 C - Lot C - CERT. 63003

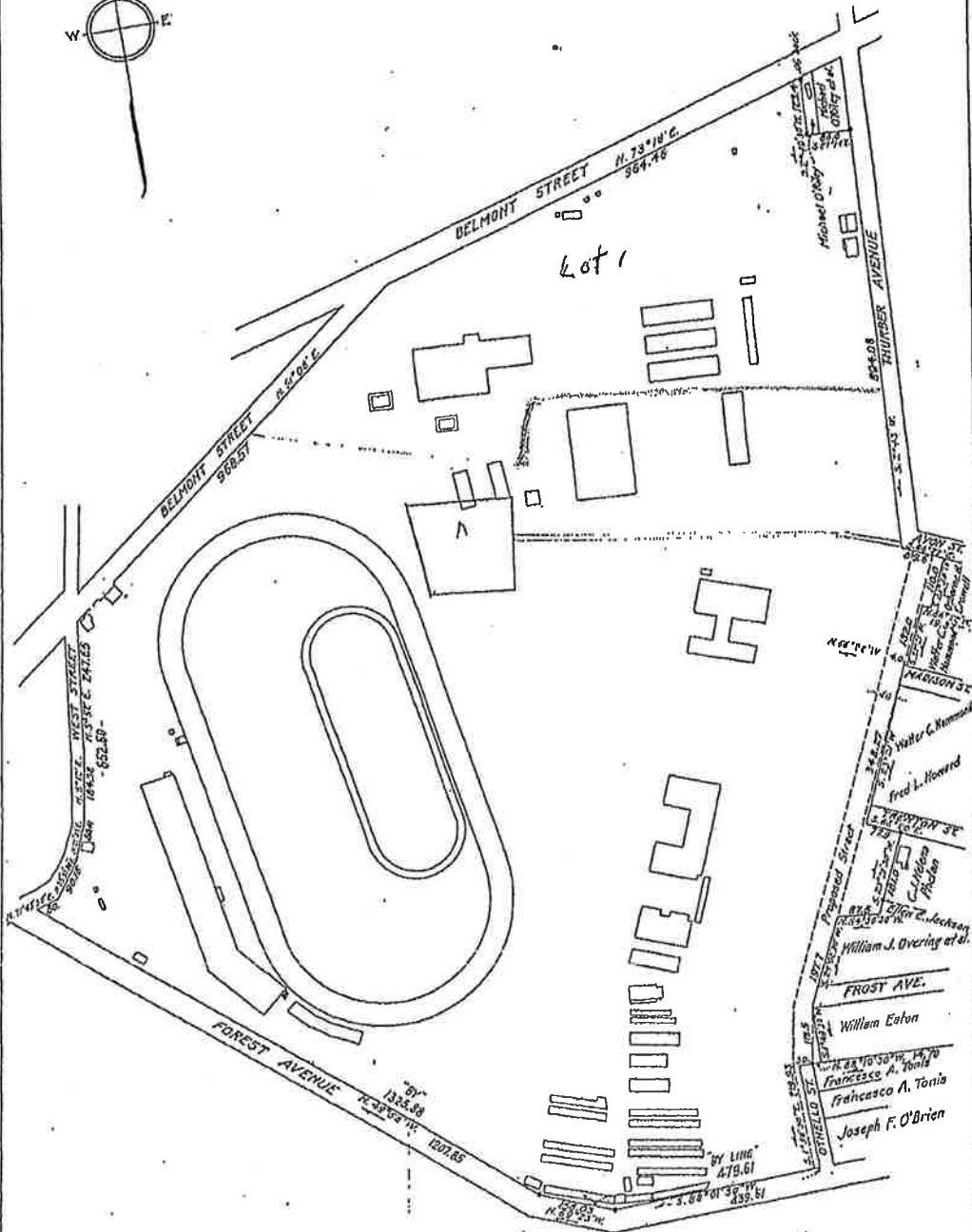
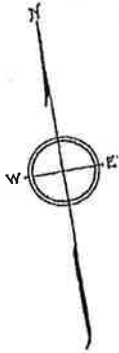
8319A

Plan of Land in Brockton

Scale 80 feet to an inch

APR. 20, 1921

Hayward & Hayward, Civil Engineers



Copy of part of plan
filed in
LAND REGISTRATION OFFICE
JUNE 8, 1921
Scale of this plan 240 feet to an inch
C.B. Humphrey, Engineer for Court

THIS PLAN FILED WITH
CERTIFICATE No. 1611

EXHIBIT 14(B)

RUNNING HORSE APPLICATION

A list describing all agreements relating to the operation and control of all equipment, personal property or other operational matters.

1. There are no other agreements in existence at this time. To the extent other agreements become known or are necessary, the Applicant will supplement this Exhibit before commencing racing.

EXHIBIT 15

RUNNING HORSE APPLICATION

The Brockton Fairgrounds were approved for horse racing by the City of Brockton on June 23, 1941. The Brockton Fairgrounds thereafter conducted horse racing continuously from 1941 through to 1972, and then again during 2001. Copies of the City of Brockton's approval are on file with the former Massachusetts Racing Commission. Copies of the City of Brockton's approval will be obtained and resubmitted to the Massachusetts Gaming Commission

EXHIBIT 18

RUNNING HORSE APPLICATION

1. The Applicant will provide Jockey Insurance during live race meets. The insurance will be provided by an insurance carrier in good standing in Massachusetts and acceptable to the Massachusetts Gaming Commission. Minimum coverage limits will be: Medical -- \$50,000.00; Weekly Disability Benefits -- \$250.00; Accidental Death & Dismemberment -- \$5,000. This coverage will be provided during each racing season on live race days as well as non-live days (training days).

2. For protection of patrons and employees, the Applicant will also maintain a comprehensive corporate insurance program that will provide the following types of insurance coverages in commercially reasonable amounts with insurance carriers in good standing in Massachusetts and acceptable to the Massachusetts Gaming Commission:

- a. Employer's liability
- b. Worker's compensation
- c. General liability
- d. Automobile liability
- e. Excess liability



OFFICE OF REGISTRARS OF VOTERS

JOHN J. LYONS, C.M.C.
CITY CLERK
AND
CLERK OF BOARD OF
REGISTRARS OF VOTERS

August 3, 1990.

To Whom It May Concern:

According to the records on file in the Office of the Registrars of Voters in the City of Brockton, Mass., the following is the result of the Question on Pari-Mutuel in the State Election of Nov. 5, 1974.

Yes	14047
No	6379
Blanks	4698
Total	25124



John J. Lyons,
City Clerk.

In City Council, June 23, 1941

Ordered:

That the Mayor and City Council of the city of Brockton do hereby consent to the use of the land of the Brockton Agricultural Society bordered by Belmont Street, West Street and Forest Avenue, for the conduct of horse racing with pari-mutuel betting.

Clarence O. Fitzgerald

IN CITY COUNCIL

June 23 1941

Councilor Downey moved that the order be amended by adding the following words at the end thereof: "such consent being granted on the condition that 75% of the employees on the mutual will vote in favor of the amendment being taken by yeas and nays, all the members being present and all voting in the negative, except Councilor Downey and Councilor who vote in the affirmative, and the amendment was lost. The order was adopted by a vote taken by yeas and nays Councilor Downey, Councilor Ellershaw, Councilor Genderson and Councilor Smith voting in the affirmative and Councilor Gray, Councilor Keith and Councilor voting in the negative.

John J. Lyons
Clerk

A TRUE COPY, ATTEST:

John J. Lyons

CITY CLERK

Be it ordained by the City Council of the City of Brockton as follows:

Section 2 of said Chapter 14 is hereby amended by striking out said section and inserting in place thereof the following new section:

Section 2. The Mayor may appoint, subject to confirmation by the City Council as many persons to be members of the Fire Department, as the needs of the department may require, upon recommendation of the chief engineer; such persons shall be divided into suitable companies by the chief engineer. All members of the fire department shall be residents of the City of Brockton, at least five feet six inches in height and shall weigh at least one hundred thirty-five pounds at the time of civil service physical examination.

The following ordinance was passed to be ordained.

AN ORDINANCE AMENDING CHAPTER XXVII OF THE REVISED ORDINANCES OF 1926.

Be it ordained by the City Council of the City of Brockton as follows:

Section 12 of Article 8 of Chapter 27 of the Revised Ordinances that authorizes the erection of official "stop" signs is hereby amended by adding at the end thereof the following words:

"North and Southbound drivers on Echo street at Hillberg avenue."

The order authorizing the City Council to accept certain parcels of land conveyed by the Brockton Ice and Coal Co. to the City of Brockton, was adopted. June 23, 1941

A TRUE COPY, ATTEST.

John J. Lyons
CITY CLERK

ORDERS.

Councillor Fitzgerald introduced the following order and on motion of Councillor Downey the order was amended by adding the following words at the end thereof "such consent being granted on the condition that 85% of the employees on the mutual windows shall be citizens of the City of Brockton" the vote on the amendment being taken by "yeas" and "nays", all the members being present and all voting in the negative except Councillors Downey and Pendergast who voted in the affirmative and the amendment was lost. The order was adopted by a vote taken by "yeas" and "nays", Councillors Austin, Downey, Ellershaw, Fitzgerald, Manning, Pendergast and Smith voting in the affirmative and Councillors Asiaf, Cole, Keith and Nash voting in the negative.

Ordered:

That the Mayor and City Council of the City of Brockton do hereby consent to the use of the land of the Brockton Agricultural Society bordered by Belmont street West street and Forest avenue, for the conduct of horse racing with mari-mutuel

EXHIBIT NO. 19

IN ANSWER TO QUESTION NO. 19:

The Brockton Fairgrounds have existed since 1874 and are located on Belmont Street in Brockton, Plymouth County.

The Brockton Fairgrounds first conducted pari-mutuel horse racing in 1941. On July 9, 1966, a record crowd set an attendance record of 18,187, and a few years later on July 12, 1966, the all-time handle record was set at \$447,588. The last horse race meetings were conducted in 2001 by the Brockton Agricultural Society and the Middleborough Agricultural Society.

Today, the Brockton Fairgrounds contain approximately 40 acres of land and is currently improved with horse stalls/barns, race track, grandstand, and other buildings that were last renovated in connection with the 2001 horse racing meetings. Attached to Exhibit 14(a) are survey plans that show the Brockton Fairgrounds.

The following information is an approximation of existing conditions. The applicant will conduct an additional renovation project of the Brockton Fairgrounds before conducting its racing meeting to improve operations and facilities.

(a) Grandstand

(1)	Seating Capacity:	Approximately 2,500
	Box Seats:	Approximately 400
	Reserved Seats:	0
	General Admission:	Approximately <u>2,100</u>
	Total	Approximately 2,500

(2) Is Grandstand enclosed: No

(3) Is Grandstand heated: No

(4) Is any portion of Grandstand Air Conditioned: No

(5) Type of construction of Grandstand: Steel and
concrete.

(6) Ground area covered by the Grandstand:
Approximately 60,000 square feet

(b) Club House – None

(c) Bleachers – None

(d) Parking Space:

(1) Area: Approximately 15 acres

(2) Automobile capacity: Approximately 4,000 cars

(3) Is parking area lighted: yes.

(4) Is parking area treated – and if so how: No.

(5) Is parking area numbered; No.

(6) Is charge made for parking, if so how much: TBD.

(7) Are the parking area and walkways cleared of snow and ice: yes.

(e) Number of pari-mutuel ticket windows provided:

(1) Grandstand 40 cash/sell 20 self-service terminals

(2) Club House n/a

(3) Other locations 40 cash/sell 4 self-service terminals

(f) Toilet facilities for patrons of each sex in Grandstand, Club House and/or other locations.

(1) Grand Stand: Men's 40

Women's 60

(g) System of sewerage disposal. If not connected to main sewerage give details of system used.

(1) Yes, toilet facilities are connected to main city sewerage system.

(h) Number of outlets for fresh, pure drinking water for patrons in grandstand, clubhouse and/or other locations: 4

EXHIBIT NO. 20

IN ANSWER TO QUESTION NO. 20:

Before conducting racing meetings the Applicant will submit a more detailed security plan for the Commission's approval. That security plan will identify the specific number of uniformed and plain clothes police officers, security systems including cash room measures, and the applicant's in-house security personnel. That security plan will provide, at all times, sufficient security personnel and measures in place to ensure the public safety both at the facility and in traveling to and from the facility.

The premises will primarily be secured by in-house security personnel but may also be patrolled by uniformed Brockton Police Department officers.

During racing hours the above personnel will rely upon their law enforcement expertise and training for the detection and suppression of illegal gambling, barring of pick-pockets, touts and other undesirable characters.

All security systems and measures, including traffic control, will be instituted in consultation with the City of Brockton and the Massachusetts State Police, and will be reviewed daily and adjusted as necessary.

Access to the stable area and other restricted areas will be limited to authorized personnel who will be required to stop and show a photo identification badge issued by our security department. The photo identification badges will be issued by our security department only after an individual is licensed by the Massachusetts Gaming Commission.

The stable area will be completely enclosed by a 10 foot high cyclone fence. Throughout the conduct of the live racing the stable area will be guarded twenty-four hours a day by trained security personnel. Security checks will be conducted of each person who enters/exits the stable area.

The stable area will also be checked periodically by the Brockton Police Department which makes the area part of its regular police patrol.

EXHIBIT NO. 21

IN ANSWER TO QUESTION NO. 21:

The following information is an approximation of existing conditions. The Applicant will conduct an additional renovation project of the Brockton Fairgrounds before conducting its racing meeting to improve operations and facilities and to comply with Massachusetts racing regulations.

- (a) 5/8 mile oval with chute
- (b) 1
- (c) 6 permanent. The stable area contains six (6) steel and concrete buildings plus additional portable stalls. The entire area (is/will be) completely enclosed with a chain link fence.
- (d) 150 permanent; 150 portable
- (e) Approximately 25
- (f) TBD after renovations
- (g) TBD after renovations
- (h) 3 showers and 6 toilets
- (i) Hoses, spigots, fire hydrants and firefighters who will be on duty daily during racing hours of operation
- (j)-(o) TBD after renovations.

EXHIBIT 22

RUNNING HORSE APPLICATION

There are no equipment agreements in existence at this time. The Applicant will supplement this Exhibit with specific agreements and trade names of all equipment before commencing racing.

EXHIBIT 23

RUNNING HORSE APPLICATION

There are no employee handbook, policies and procedures and committee charters at this time. The Applicant will supplement this Exhibit before commencing racing.

EXHIBIT 24

RUNNING HORSE APPLICATION

The Applicant does not have audited financial statements at this time.

EXHIBIT 25

RUNNING HORSE APPLICATION

The Applicant believes that should Suffolk Downs cease operating, then re-establishing running horse racing at the Brockton Fairgrounds would be beneficial to the running horse racing industry and consistent with those provisions in Chapter 23K that support the horse racing. The Brockton Fairgrounds would be the only running horse race track in Massachusetts, and would be beneficial to the City of Brockton which is in need of new business activities that would attract regional consumers.

EXHIBIT 26

RUNNING HORSE APPLICATION

The Applicant has no purse activities and employment data from last year because it did not conduct race meetings last year.

EXHIBIT 27-28

RUNNING HORSE APPLICATION

The Applicant will submit a simulcast schedule before commencing racing.

EXHIBIT 29

RUNNING HORSE APPLICATION

The Applicant will submit a request for account wagering before it commences racing horse racing.