

RMC

Regulatory Management Counselors, P.C.



PROACTIVELY MANAGING INDUSTRY REGULATORY AND LEGAL COMPLIANCE

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OUR FIRM

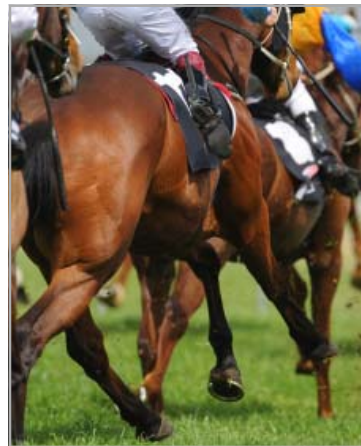
Regulatory Management Counselors, P.C. (RMC) is a professional corporation made up of legal, business and governmental relations professionals able to service the diverse needs of clients working in the casino gaming industry, as well as other heavily regulated industries. RMC has over 55 years of combined professional experience serving the legal and regulatory needs of individuals, businesses and non-profit corporations.

Regulated industries require businesses to engage in ongoing reporting and disclosure to key governmental agencies. Working closely with our clients, the professionals at RMC assist in the development of methods to ensure that governmental requirements are fully complied with in a timely manner.

By conducting a comprehensive review of your organization's compliance practices, RMC can help identify and implement the most efficient business model for your company. We make every effort to assist in reducing operational costs, legal complexities and inefficiencies and help ensure that financial and regulatory reports are both timely and accurate.

Dramatic reductions in the time, effort and errors associated with compliance management allow you to better focus on your core business opportunities, sales, growth and expansion.

RMC provides full-service gaming industry consultation with an emphasis on integrity and preserving good relationships with governmental regulators.



RMC
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OUR SERVICES

RMC assists businesses in navigating the legislative, regulatory and financial systems governing commercial and tribal casino industries. RMC also assists businesses with numerous restructuring and compliance matters, including the review of financial and business investment opportunities in the gaming industry.

As a result of the global gaming industry's strict regulatory guidelines, specialized knowledge and skills are required. RMC stays up to date on the various state, federal and local laws governing gaming. RMC's professionals have developed a comprehensive information tracking and data collection system, which allows for immediate access to developments that impact clients. RMC has also established relationships with key regulators and a mature network of legal and consulting professionals in order to assist clients with a variety of issues.

- **Supplier Licensing**
- **Multi-Jurisdictional Licensing Coordination**
- **Casino Qualifier Licensing/Appeals**
- **Restructuring/Bankruptcy**
- **Anti Money Laundering Compliance**
- **Issue Monitoring / Management**
- **Drafting Rules and Regulations**
- **Governmental Services**
- **Marketing & Advertising Compliance**
- **Construction Team Licensing**
- **Compliance Systems**
- **Finance**
- **Corporate Structuring**
- **Charitable Gaming Representation**
- **Technology**
- **Internet Compliance**
- **Creditor Rights/Collection**



OUR SERVICES

SUPPLIER LICENSING

RMC assists businesses, private and public, with licensing in Michigan. They also have experience serving as multi-jurisdictional compliance coordinators for licensees in various state and tribal jurisdictions across the U.S. and Canada.

COMPLIANCE SYSTEMS

RMC helps companies develop compliance procedures which are unique to the casino industry and impact operators and gaming and non-gaming service providers. They also assist with application approvals and various non-compliance matters (transfer of ownership, approval of debt, annual application renewals).

ISSUE MONITORING / MANAGEMENT

RMC assists clients in tracking vital information that could impact their businesses. RMC crafts a reporting system that matches the needs of its individual clients (legislative, regulatory, local news, national news and world trends).

DRAFTING RULES AND REGULATIONS

RMC professionals have been actively involved in the creation of rules and regulations governing gaming operations. RMC can assist in the establishment of new gaming commissions, and help draft rules that will comply with jurisdictional and/or NIGC regulations.

ANTI MONEY LAUNDERING COMPLIANCE

RMC offers casino operators comprehensive regulatory counsel with respect to compliance with the requirements outlined in the BSA, OFAC, and FACTA. RMC's specialized knowledge of gaming laws and regulations allow it to uniquely provide compliance advice on Anti-Money Laundering ("AML") rules and regulations as they apply to the gaming industry. RMC can provide additional AML-related services including drafting AML policies and procedures, assessing current AML compliance plans, and recommending improvements to compliance systems.

BANKRUPTCY/RESTRUCTURING

RMC professionals are well versed in the unique rules and regulations that impact a casino bankruptcy or restructuring.

FINANCE

RMC assists investors in analyzing the potential risks and benefits presented by various casino related business opportunities involving casino development projects, both private and tribal, as well as those involving industry service providers. They consult and advise companies on debt structures and necessary approvals in the state of Michigan.

CONSTRUCTION TEAM LICENSING

RMC's lawyers and consultants have vast experience in ensuring that members of casino construction teams are educated on the licensing process, and have appropriate backgrounds to be working on gaming industry construction projects.

CORPORATE STRUCTURING

RMC provides guidance in the formation of corporate and business structures as well as internal compliance procedures in order to ensure that the composition of the business entity meets the necessary licensing and suitability standards. They also consult with businesses on restructuring in order to address regulatory concerns so as to preserve licensing.

GOVERNMENTAL SERVICES

RMC professionals provide local units of government with research, analysis and recommendation in connection with navigating the unique issues presented to communities that host casino gaming facilities.

MARKETING & ADVERTISING COMPLIANCE

RMC's lawyers and consultants are also creative advisors who have experience analyzing the legality of casino promotions and sweepstakes to ensure an uninterrupted advertising campaign. RMC's client-centered approach allows its legal advisors to work with clients and business partners from idea creation to ultimate advertisement roll out. RMC understands the unique pressures that casino gaming operators face in developing new and innovative marketing and advertising concepts, and also has a keen understanding of the various laws and regulations that govern the promotions and sweepstake environment.

OUR SERVICES

TECHNOLOGY

RMC reviews and develops procedures for the submission of gaming equipment to state gaming laboratories or third-party independent gaming laboratories. They provide guidance to entrepreneurs seeking to introduce gaming innovations to the casino industry (business plan, business introductions, testing).

INTERNET COMPLIANCE

As the Internet wagering industry matures, it is expected that business opportunities will develop for traditional casino industry service providers (trademark and licensing agreements, consulting) and tribal governments. RMC possesses a keen understanding of the regulatory realities involving Internet wagering in the U.S. and can provide consultation on these endeavors.

CREDIT DEPARTMENT COMPLIANCE, CREDITORS RIGHTS

RMC advises casinos on issues of credit compliance and further assists in developing systems to maximize recovery of outstanding credit debts.

TITLE 31 COMPLIANCE

RMC offers casino operators comprehensive regulatory counsel with respect to compliance with the requirements outlined in the BSA, OFAC, and FACTA. RMC's specialized knowledge of gaming laws and regulations allow it to uniquely provide compliance advice on Anti-Money Laundering ("AML") rules and regulations as they apply to the gaming industry. RMC can provide additional AML-related services including drafting AML policies and procedures, assessing current AML compliance plans and recommending improvements to compliance systems.

DAVID D. WADDELL, ESQ.



DAVID D. WADDELL, ESQ.
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David Waddell is an attorney and consultant with 29 years of experience helping clients resolve business issues in heavily regulated industries. Waddell takes pride in forming partnerships with his clients to become sensitive to their needs, goals and future plans so that he can help them succeed.

EDUCATION

- Wayne State University Law School (J.D., cum laude, 1984)
- University of Michigan (A.B., 1981)

HONORS & RECOGNITIONS

- Listed in Chambers USA, 2013 Gaming Law
- Best Lawyers' 2012 Lansing Gaming Law Lawyer of the Year
- Achieved an AV[®] peer review rating by Martindale-Hubbell
- Listed in Best Lawyers in America, Gaming
- Member, Editorial Board of Global Gaming Business Magazine
- Member, Editorial Board, Gaming Law Review (1998-2009)
- Casino Management Association Visionary Award Recipient
- Chairperson, Gaming Practice Group, Fraser Trebilcock Davis & Dunlap, P.C. (1995-2007)

PRIOR EMPLOYMENT & PROFESSIONAL ASSOCIATIONS

- Fraser Trebilcock David & Dunlap, P.C. (1984-2007), Shareholder; Board Member (Served as Treasurer, Secretary, Vice President in various years between 1994-2006); Chairman, Gaming Practice Group; Chairman, Business Department (2006); Co-Employee Benefits Coordinator (1990-2003)
- International Association of Gaming Attorneys
- Casino Management Association (1999-2004)
- American Bar Association
- Business Law Section, American Bar Association
- Taxation Section Corporation Law Section
- Employee Benefits Committee, State Bar of Michigan

PUBLICATIONS

- The Local Gaming Experts, *The Greater Lansing Business Monthly* (November, 2011)
- The Increasing Federal Regulation of Casinos: What a Casino Compliance Team Needs to Know, *Gaming Law Review and Economics, Volume 14, Number 8* (November, 2010)
- Webinar Series: *Is Your Compliance Process Ready for 2011?* Casino BSA/FinCEN/IRS Compliance Update (October 28, 2010)
- Compliance Alert: Key Issues for 2010, Part IV Online Webinar Series: Are Your Prepared for BSA, OFAC and FACTA?- An Operational Perspective on Risk Assessment (June 10, 2010)
- Compliance Alert: Key Issues for 2010, Part III Online Webinar Series: Are Your Prepared for BSA, OFAC and FACTA?- You Think Your Casino is Compliant—Will an IRS Auditor Agree? (May 5, 2010)

COMMUNITY EVENTS & ACTIVITIES

- State Bar of Michigan
- Attorney Grievance Hearing Panelist (1993-present)
- American Cancer Society, Eaton County Unit, President (1995-1998)
- Make-A-Wish Foundation of Michigan, Member of the Board of Directors (1990-1991); Lansing Volunteer Council Chairman (1989-1990)

ROBERT R. RUSSELL



ROBERT R. RUSSELL
GAMING ANALYST
517.507.3858
Russell@rmclegal.com

Robert Russell is a governmental and business consultant whose practice primarily focuses on the casino gaming industry. Russell assists in developing compliance systems to ensure that companies remain compliant. His expertise includes casino supplier licensing, licensing transfers, non-compliance appeals, Internet trademark licensing agreements, issue management, association management, legislative monitoring, and lobbying.

EDUCATION

- Michigan State University (B.A., 1997)
- University of London, School of Economics (Foreign Study Program, 1996)
- University of Edinburgh (Foreign Study Program, 1996)

HONORS & RECOGNITIONS

- Judge, Gaming & Technology Awards, Global Gaming Business Magazine, 2006 –present
- Founder, Detroit/Windsor Casino Management Association Chapter (2001-2003)
- Global Gaming Expo, Advisory Board Track Leader (2002-present)
- Legal Marketing Association, Your Honor Award 1999, First Place, Strategic Marketing
- Crystal Award (top honors) for the content and success of the Michigan Gaming Law Web site, Public Relations Society of America 1998
- The successful licensing of gaming and nongaming

companies under casino regulatory system throughout the U.S. and Canada

- Oversaw and coordinated the gaming licensing compliance process for the acquisition of a gaming industry supplier by a large publicly traded entity
- Established first casino professional association outside of Las Vegas, Nevada, for casino operator and supplier companies
- Established first trade show and conference for Michigan casino industry.

PRIOR EMPLOYMENT & PROFESSIONAL ORGANIZATIONS

- Fraser Trebilcock Davis & Dunlap, P.C. (1995-2007)
- Casino Management Association – Founder of Detroit/Windsor Chapter
- International Association of Gaming Attorneys (Non-lawyer)
- Registered Lobbyist (2002-present)

PUBLICATIONS

- Co-Author, The Michigan Gaming Law Legal Resource Book, First & Second Edition
- Co-Author and Editor, The Michigan Gaming Law Newsletter
- Author, "Motown Milestone: Detroit Casino Market Celebrates 10-year Anniversary," Global Gaming Business, Vol. 8, No. 5, June 2009
- Author, "Michigan Gaming Industry 2008 Forecast", Casino Enterprise Magazine, January 2008
- Author, "Michigan Gaming Industry 2007 Forecast", Casino Enterprise Magazine, January 2007
- Author, "Online All the Time?: Online Gaming Act Brings New Opportunities", Part I & II, Global Gaming Business, November, December 2006
- Author/Co-Author of numerous other articles and publications related to gaming, for a complete list visit www.rmclegal.com.

BLAINE RYAN DEGRACIA, J.D.



BLAINE R. DEGRACIA
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Blaine Ryan DeGracia is an attorney at RMC and recently received his Juris Doctorate degree from Thomas M. Cooley Law School. His areas of focus include gaming and intellectual property law. DeGracia was part of RMC Legal's internship program while attending Michigan State University for his undergraduate degree.

EDUCATION

- Thomas M. Cooley Law School (J.D. 2013)
- Michigan State University (B.A., 2008)

HONORS & RECOGNITIONS

- Hermes Creative Awards (gold) Recipient, E-Newsletter category for "The Michigan Gaming Newsletter"

PRIOR EMPLOYMENT & PROFESSIONAL ASSOCIATIONS

- Research Analyst & Law Clerk, Regulatory Management Counselors, P.C. (2008-Present)
- Professional Achievement Award for the Practical Experience Program of the Office of the Washtenaw County Public Defender (2013)

- Oxford High School Business and Technology Advisory Committee Member (2011-present)
- Thomas M. Cooley Moot Court Member (2010-2011)
- Michigan State University Pre-Law Society (2004-2006)

BAR AND COURT ADMISSIONS

- State Bar of Michigan
- Ingham County Bar Association

PUBLICATIONS

- Author, "The Answer is Blowing in the Winds," *Global Gaming Business Magazine*, August, 2013
- Organizer, A Casino Case Study: Title 31 Compliance Webinar Series (April & May, 2013)
- Editor, *The Michigan Gaming Newsletter* (2008-Present)
- Staff Writer, *The Pillar*, Thomas M. Cooley Law School Newspaper (2011-present)
- Author, "Hail Caesars," *Global Gaming Business Magazine*, August, 2008

J.J. BURCHMAN, J.D.



J.J. BURCHMAN
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J.J. Burchman is a business lawyer with experience in both private practice and as in-house counsel for a public corporation. Burchman has advised clients of all sizes, from single-member liability companies, to national and international publicly-traded companies. His expertise includes banking law, business law, litigation and trademark and copyright.

EDUCATION

- University of Michigan (J.D., 2003)
- University of Michigan (B.A., *with distinction*, 2000)

HONORS & RECOGNITIONS

- Achieved an AV Preeminent® peer review rating by Martindale-Hubbell
- Selected by Super Lawyers Magazine as a 'Michigan Super Lawyer' in Business (2015)
- Associate Editor, Michigan Telecommunications and Technology Law Review (2001-2002)

PRIOR EMPLOYMENT & PROFESSIONAL ASSOCIATIONS

- Fraser Trebilcock Davis & Dunlap, P.C., Associate Attorney (2009-2016)
- Capitol Bancorp Ltd., Corporate Counsel (2005-2009)
- Howard & Howard Attorneys, P.C., Associate Attorney (2003-2005)

BAR AND COURT ADMISSIONS

- State Bar of Michigan
- U.S. District Court, Western and Eastern District of Michigan
- U.S. Court of Appeals or the Sixth Court

PUBLICATIONS

- "Trademarks and copyrights" Greater Lansing Business Monthly (2014)
- "Businesses Take Advantage of Economic Stimulus", Fraser Trebilcock Business Bulletin (July 2009)
- "Michigan Corporations Left Unprotected? The Repeal of the Michigan Control Share Act", Fraser Trebilcock Business Bulletin (July 2009)
- "Understanding Credit", Fraser Trebilcock Business Bulletin (July 2009)
- "Appealing Tax Assessments in an Era of Declining Property Values", Fraser Trebilcock Business & Tax Bulletin (April 2009)
- Address to NAIA Mid-Michigan Vlahakis sales staff regarding seller-financed mortgages (August 2009)

SUSANA O. LABEL, EXECUTIVE ASSISTANT



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COMMUNITY ACTIVITIES

- President of Queen of Heaven Circle, St. Gerard Church, Lansing, MI, 2010-2011
- Neighborhood Drive Coordinator for Muscular Dystrophy, 2000-2002

Susana Lebel is the Executive Assistant at RMC Legal. Ms. Lebel assists in the daily operations of RMC, including billings, accounts payable, payroll, financial reporting, and services the firm's client relations. Ms. Lebel is also the Subscription Coordinator for RMC's Daily Gaming News Feed and Michigan Gaming Newsletter. Ms. Lebel is also responsible for all of the financial and accounts payable matters for RMC Ventures, which is an investment and development company. Susana has been with RMC since 2007.

EDUCATION

- Michigan State University (B.A. in Accounting, 1986)

PRIOR EMPLOYMENT & PROFESSIONAL ASSOCIATIONS

- R.L. Rider Company—Office Manager (2004-2010)
- Pondscapes—Accountant (2001-2006)
- Coca-Cola Enterprises—Accounting Manager (1986-1999)