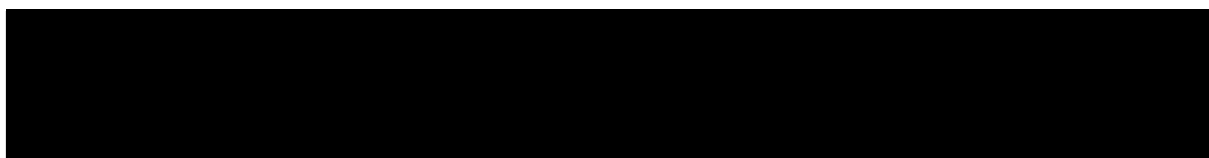


Memorandum of Understanding

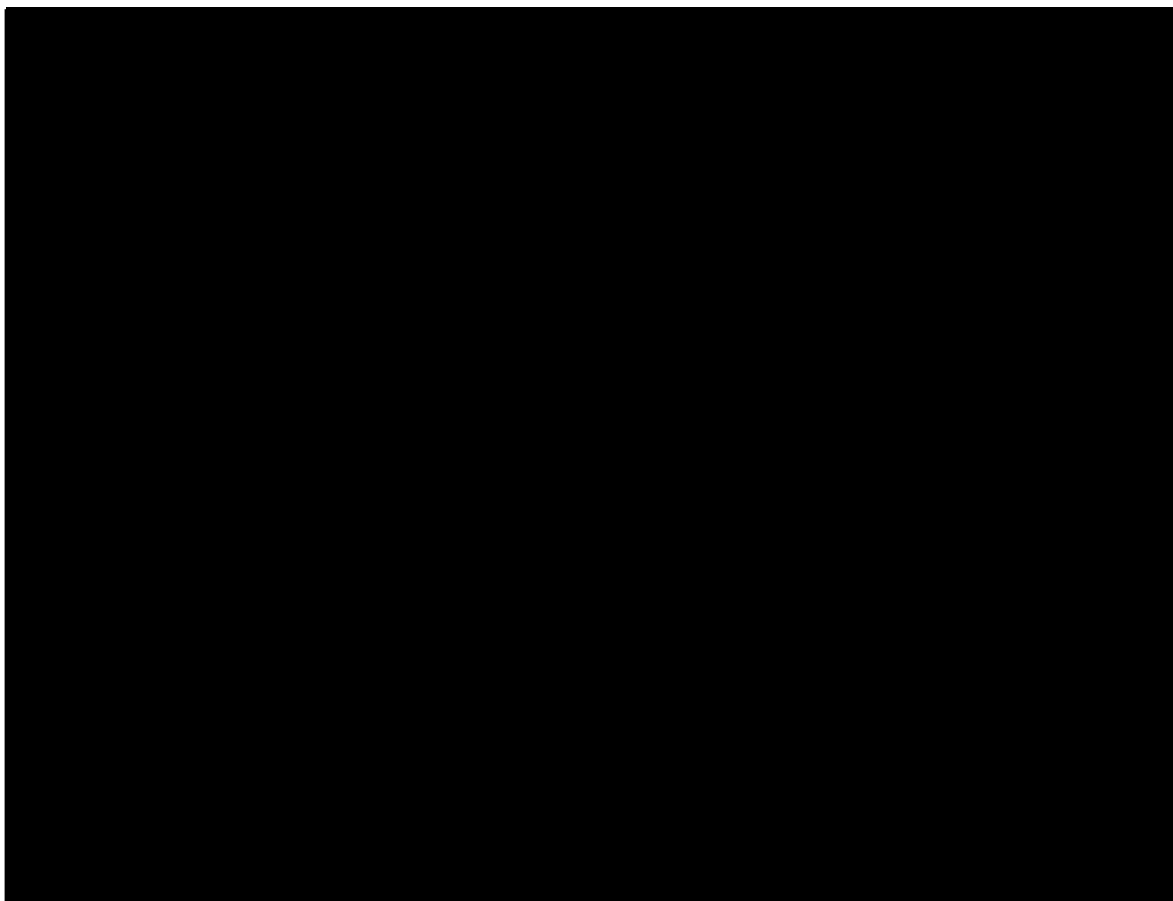
24 June 2014

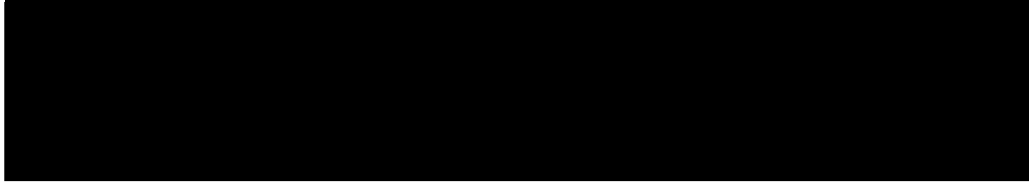
Upon award of a Casino License in the Southern Tier Region The Upstate Theater Coalition for a Fairgame (Fairgame), an LLC coalition of upstate municipal or not-for-profit live entertainment facilities, officed at 432 State Street, Schenectady, NY 12305 (schedule A) and Traditions Resort & Casino, LLC,(Traditions) a New York based company with offices at 4101 Watson Blvd, Johnson City, NY 13790 (Casino Developer) agree to enter in to this agreement.

This agreement recognizes that New York State is in the competitive process of selecting live gaming operators for each of three regions in the state and that the Gaming Commission has made clear the need for applicant gaming operators to "actively support the mission and operation of impacted live entertainment venues..."



Recognizing that it is not the intent of the Casino Developer to cause harm, the following actions are to be put into place and acknowledged in the Casino Developer's Gaming application and will extent the entire life of the Casino Developer's license or its assigns:





It is the intent of both parties to execute this Agreement into a full form contract upon the successful award of the Gaming license by the State of New York.

A handwritten signature in cursive script, appearing to read "P. Morris".

Philip Morris, CEO, Proctors, Schenectady; Chair, Fairgame

William Walsh, Managing Member, Traditions Resort and Casino, LLC

A handwritten signature in cursive script, appearing to read "William Walsh".