



State of Louisiana
Gaming Control Board

KATHLEEN BABINEAUX BLANCO
GOVERNOR

H. CHARLES GAUDIN
CHAIRMAN

IN RE: THE UNITED STATES PLAYING CARD COMPANY
NO. P066500042

ORDER


This matter was considered by the Louisiana Gaming Control Board at its meeting of March 20, 2007. The Hearing Officer's order dated March 1, 2007, based on the "Joint Motion for Approval of Compromise and Settlement Agreement" in the matter of the "Notice of Recommendation of Administrative Action," No. P066500042, by and between The United States Playing Card Company, and the State of Louisiana, Department of Public Safety and Corrections, Office of State Police, which is attached hereto and incorporated herein, is **APPROVED**.

THUS DONE AND SIGNED on this the 20 day of March, 2007.

LOUISIANA GAMING CONTROL BOARD

BY:


H. CHARLES GAUDIN, CHAIRMAN

LOUISIANA GAMING CONTROL BOARD
I HEREBY CERTIFY THAT A CERTIFIED
COPY HAS BEEN MAILED OR SERVED ON
ALL PARTIES THIS 21st DAY
OF March, 2007
APPEAL DOCKET CLERK


STATE OF LOUISIANA
LOUISIANA GAMING CONTROL BOARD
ADMINISTRATIVE HEARING OFFICE

RECEIVED

MAR 01 2007

LGCB
ADMINISTRATIVE HEARING OFFICE

RE: THE UNITED STATES PLAYING CARD COMPANY

NO: P066500042

JOINT MOTION FOR APPROVAL OF
COMPROMISE AND SETTLEMENT AGREEMENT



TO THE HONORABLE ADMINISTRATIVE HEARING OFFICER:

NOW COMES the State of Louisiana, Department of Public Safety and Corrections, Office of State Police ("Division"), and The United States Playing Card Company ("USPCC"), holder of a permit (No. 066500042) as a Manufacturer of Gaming Equipment other than Slot Machines and Video Draw Poker Devices, who file this Joint Motion for Approval of Compromise and Settlement Agreement, and in support thereof would respectfully show unto the Hearing Officer as follows:

1.

The Division and USPCC are desirous of compromising and settling all disputes between them relative to the referenced administrative proceeding. In connection therewith, the parties have entered into a compromise and settlement agreement which by its terms will become effective upon approval by the Administrative Hearing Office and the Louisiana Gaming Control Board.

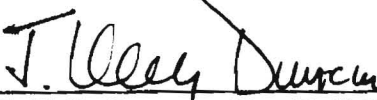
2.

A true and correct copy of the proposed Compromise and Settlement Agreement is attached hereto as Exhibit "A" and incorporated by reference for all purposes.

WHEREFORE, PREMISES CONSIDERED, the Division and USPCC respectfully request that this Honorable Administrative Hearing Officer approve the parties' Compromise and Settlement Agreement.

Respectfully submitted,

**JONES, WALKER, WAECHTER, POITEVENT,
CARRÉRE & DENÉGRE, L.L.P.**

By: 
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*Counsel for The United States Playing
Card Company*

**CHARLES C. FOTI, JR.,
ATTORNEY GENERAL**

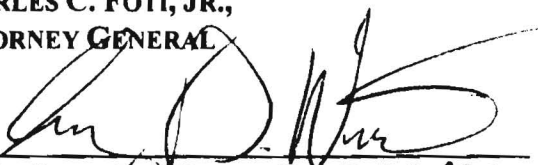
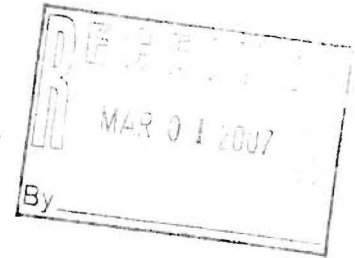
By: 
Anthony D. Winters, Bar Roll # 29712
Assistant Attorney General
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Counsel for the Office of State Police

EXHIBIT "A"

**STATE OF LOUISIANA
LOUISIANA GAMING CONTROL BOARD
ADMINISTRATIVE HEARING OFFICE**



RE: THE UNITED STATES PLAYING CARD COMPANY

NO: P066500042

COMPROMISE AND SETTLEMENT AGREEMENT

The State of Louisiana, Department of Public Safety and Corrections, Office of State Police ("Division") and The United States Playing Card Company ("USPCC") do hereby represent and agree as follows:

WHEREAS, the Louisiana Gaming Control Board has issued a Notice of Recommendation of Administrative Action to USPCC alleging certain violations of Louisiana Gaming Control Law; and

WHEREAS, the issues raised by the said Notice of Recommendation of Administrative Action are set for hearing on March 1, 2007, before the Louisiana Gaming Control Board Administrative Hearing Office; and

WHEREAS, the Division and USPCC are desirous of fully and finally compromising and settling all issues and disputes arising out of and in connection with the said Notice of Recommendation of Administrative Action;

NOW, THEREFORE, in consideration of the foregoing, the parties hereto do hereby agree and stipulate as follows:

STIPULATIONS

1. USPCC is solely owned by United States Playing Card Holding, Inc., which in turn is solely owned by Bicycle Holding, Inc., which in turn is solely owned by Jarden Corporation, a publicly traded company.
2. Warburg Pincus, LLC through Warburg Pincus Private Equity Partners, VIII ("Warburg Pincus") obtained a greater than 5% interest in publicly traded Jarden Corporation. In connection with its investigation of a renewal application filed by USPCC on September 3, 2003, the Division notified USPCC that six individuals associated with Warburg Pincus would need to file personal history applications.
3. For a period of two years, USPCC requested and obtained extensions of time relative to providing the personal history applications but was not able to and did not provide the personal history applications within the extensions that were granted (in the midst of which Hurricane Katrina and its aftermath intervened).
4. On July 10, 2006, the Division was notified by USPCC that Warburg Pincus had entered into a Voting Trust Agreement with Martin E. Franklin, Chairman and CEO of Jarden Corporation, and who previously had been found suitable by the Division, vesting Mr. Franklin with the sole power to vote any and all shares of Jarden Corporation then, or in the future, owned or controlled by Warburg Pincus.
5. Based on the Voting Trust Agreement, the Division determined that the six individuals associated with Warburg Pincus who had been requested to provide person history applications would no longer need to be found suitable.

6. In view of the foregoing, USPCC failed to provide the Division with the personal history applications of the six individuals associated with Warburg Pincus or the Voting Trust Agreement within the time mandated by the Division.

TERMS AND CONDITIONS


1. In lieu of administrative action against USPCC, USPCC agrees to pay to the State of Louisiana the aggregate and complete sum of SIXTY THOUSAND AND NO/100 (\$60,000) DOLLARS.
2. Subject to the approval of the Hearing Officer of the Louisiana Gaming Control Board, the Division hereby agrees to accept USPCC's payment of the above stated amount in full and final settlement of this Notice of Recommendation of Administrative Action
3. It is expressly understood that if this proposed settlement is approved by the Hearing Officer, this agreement is not executory and will be submitted to the Louisiana Gaming Control Board for its determination as to whether to approve same or remand the matter to the Hearing Officer for a full hearing on the merits. The parties hereby consent to this procedure. In the event this settlement is not so approved, it shall be null and void and nothing herein shall be an admission or waiver of any position by or of any party. Failure to pay the penalty within fifteen (15) days of approval of this settlement shall result in the immediate suspension of USPCC's permit without the necessity of further administrative action, until such time as the penalty is paid in full.

4. The Division reserves the right to take into consideration these stipulated facts in connection with any future investigation, violation, assessment of penalty or the ongoing suitability of USPCC.
5. The Division and USPCC waive their rights to appeal this Stipulation if the Order is signed by the Hearing Officer and is accepted by the Louisiana Gaming Control Board.
6. The terms and conditions of this Compromise and Settlement Agreement shall be interpreted under the laws of the State of Louisiana.
7. This Compromise and Settlement Agreement constitutes the entire agreement between the Division and USPCC pertaining to the subject matter contained herein, and supersedes all prior and contemporaneous agreements, representations, and understandings of the parties.

I have read this entire Compromise and Settlement Agreement and agree to all stipulations and terms and conditions hereof.



**J. Kelly Duncan, Duly authorized Representative
of The United States Playing Card Company**



**Anthony D. Winters, AAG on behalf of
State of Louisiana
Department of Public Safety & Corrections,
Office of State Police**

STATE OF LOUISIANA
LOUISIANA GAMING CONTROL BOARD
ADMINISTRATIVE HEARING OFFICE

RE: THE UNITED STATES PLAYING CARD COMPANY NO: P066500042

ORDER

BE IT REMEMBERED that on the 1st day of March, 2007, came on for consideration the Joint Motion for Approval of Compromise and Settlement Agreement, and the parties having appeared by and through their respective attorneys of record, and the Hearing Officer having considered the pleadings on file, the proposed Compromise and Settlement Agreement, and the said Joint Motion, and it appearing to the Hearing Officer that the said Compromise and Settlement Agreement should be approved; it is, therefore,

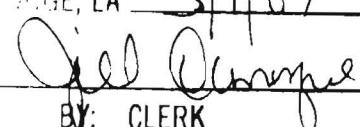
ORDERED, ADJUDGED, AND DECREED that the Compromise and Settlement Agreement attached to the parties' Joint Motion for Approval of Compromise and Settlement Agreement be, and the same is hereby, **APPROVED**.

SIGNED AND ENTERED this 1 day of March, 2007, in Baton Rouge, Louisiana.

LOUISIANA GAMING CONTROL BOARD
THEREBY CERTIFY THAT A CERTIFIED
COPY HAS BEEN MAILED OR SERVED ON
ALL PARTIES THIS 1st DAY
OF March 18 2007
DOCKET CLERK, ADMINISTRATIVE HEARING OFFICE

cc: S. Kelly Duncan
Anthony Winters
G. Ireland Falcon


JOSEPH E. ANZALONE, JR.
HEARING OFFICER

TRUE COPY ATTEST
LOUISIANA GAMING CONTROL BOARD
HEARING OFFICE
BATON ROUGE, LA 3/1/07

BY: CLERK