

THE 2013 US GAMING INDUSTRY BOARD SURVEY

RANK	COMPANY	SIZE & MAKEUP	COMMITTEE STRUCTURE	RELATED PARTY TRANSACTIONS	EVALUATION & COMMUNICATION	COMPENSATION	POINTS
1	MGM Resorts	14	10	5	5	8	42
2	Pinnacle Entertainment	13	10	5	4	7	39
3	Ameristar Casinos	7	9	5	5	9	35
4	Multimedia Games	12	10		5	7	34
=5	MTR Gaming	9	8	5	4	7	33
=5	Nevada Gold & Casinos	9	10	5	3	6	33
=7	Gaming Partners International	9	9	5	3	6	32
=7	International Gaming Technology	10	10		4	8	32
=7	Scientific Games Corporation	11	8		4	9	32
=7	Bally Technologies	4	10	5	3	10	32
11	Las Vegas Sands Corp	3	10	5	5	8	31
=12	Carnival	7	8		5	9	29
=12	Daktronics	6	6	5	3	9	29
=14	Boyd Gaming	7	8		4	9	28
=14	Empire Resorts	9	10		3	6	28
=14	Full House Resorts	6	8	5	2	7	28
17	Penn National	5	8		4	10	27
=18	Wynn Resorts	4	9		5	8	26
=18	Churchill Downs	9	6		4	7	26
=20	Global Cash Access Holdings	7	7		4	7	25
=20	Isle of Capri	6	8		4	7	25
=20	Lakes Entertainment	8	7		4	6	25
23	Canterbury Park	7	5	5	1	5	23
24	Century Casinos	6	6		5	5	22
25	Entertainment Gaming Asia	8	6		2	4	20
26	Dover Downs Entertainment	5	5		3	4	17

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ALLOCATION OF POINTS

SIZE & MAKEUP

Board size

- 5,7,9,11 = 4pt
- 1,3,13,15 = 2pt
- 2,4,6,8,10,12,14 = 1pt

Head of board

- CEO and Chairman separate and Chairman is outsider - 2 pt
- CEO and Chairman separate and Chairman is insider - 1 pt
- (CEO = Chm) = 0 pt

Ratio (insider:outsider)

- If insider to outsider ratio is less than 25%, you get three points
- If insider to outsider ratio is 25% - 33.3%, you get one point
- If insider to outsider ratio is greater than or equal to 33.3%, you get zero

Board terms

- Yearly = 1 pt
- Staggered = 0 pt

Diversity - total of 3 points

- BOD has diversity policy = 1 pt
- BOD articulates how the policy is implemented = 1 pt
- Gender or Racial diversity represented on BOD = 1 pt

COMMITTEE STRUCTURES AND EFFECTIVENESS

FOR EACH COMMITTEE (AUDIT, GOVERNANCE, COMP, NOMINATING)

- If committee, but does not meet, 0
- If committee, meet 1-3 times a year, 1
- If committee, meet 4 or more times a year, 2

- If any committee has even one insider, 0, 1
- If no executive committee, 1, 0

Related Party Transactions

- If none present, 5 points; 1-4 points if present, depending on degree

Evaluation & Communication

- Articulation of Self-Evaluation Methods & Ease of Shareholder Communication with Board
- Self-evaluation: the entire BOD goes through an annual self-evaluation process as well as all sub committees go through self-evaluation at least annually = 3 pts
- Transparency in ability of shareholders to communicate with BOD; BOD has access to key leadership = 2 pts

- Best practice = 5 points

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COMPENSATION PHILOSOPHY

Director Compensation

Retainer = 1 pt

Committee/Chairman Fee = 1 pt

Stock ownership requirement = 3 pts (stock grants but no specific ownership requirement = 1 pt)

Cash only = 1 pt

No compensation = 0 pt

Presence of unreasonable perquisites, subtract 1 pt from score

Executive compensation

Articulation of comp philosophy = 1 pt

Incentive metrics = 1 pt

Clawbacks/gross-ups/perquisites vis a vis risk (deferred compensation plan); risk provision in compensation = 1 pt

Say on pay conducted advisory vote and stated results = 1 pt

Stock ownership guidelines - appropriate mix = 1 pt