

PENN NATIONAL GAMING INC  
Form DEF 14A  
April 30, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**PENN NATIONAL GAMING, INC.**

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(Name of Registrant as Specified In Its Charter)

N/A

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**Penn National Gaming, Inc.**  
**825 Berkshire Boulevard, Suite 200**  
**Wyomissing, Pennsylvania 19610**

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**  
**To be Held on June 12, 2013**

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**NOTICE IS HEREBY GIVEN** that the 2013 Annual Meeting of Shareholders of Penn National Gaming, Inc. (the "Company"), a Pennsylvania corporation, will be held on June 12, 2013, at 10 a.m., local time, at Ballard Spahr LLP, 1735 Market Street, 51<sup>st</sup> Floor, Philadelphia, PA 19103 for the following purposes:

1. To elect three Class II directors to serve until the 2016 Annual Meeting of Shareholders and until their respective successors are duly elected and qualified.
2. To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2013.
3. To hold an advisory vote on the compensation paid to the Company's named executive officers.
4. To consider and transact such other business as may properly come before the Annual Meeting.

The foregoing items of business are more fully described in the Proxy Statement accompanying this Notice of Annual Meeting. Management currently knows of no other business to be presented at the meeting. If any other matters come before the meeting, the persons named in the enclosed proxy will vote in their judgment on those matters.

Only shareholders of record at the close of business on April 12, 2013 are entitled to notice of, and to vote at, the Annual Meeting and any postponement or adjournment thereof. All shareholders are cordially invited to attend the Annual Meeting in person. Any shareholder of record at the close of business on April 12, 2013 attending the Annual Meeting may vote in person even if such shareholder previously signed and returned a proxy.

**By order of the Board of Directors,**  
Robert S. Ippolito  
*Secretary*

Wyomissing, Pennsylvania  
April 30, 2013

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**WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING, YOU CAN ENSURE THAT YOUR SHARES ARE VOTED AT THE MEETING BY SUBMITTING YOUR INSTRUCTIONS BY PHONE, BY INTERNET OR BY COMPLETING, SIGNING, DATING AND MAILING THE ENCLOSED PROXY CARD PROMPTLY IN THE ENCLOSED ENVELOPE PROVIDED FOR THAT PURPOSE (NO POSTAGE NEED BE AFFIXED IF MAILED IN THE UNITED STATES).**

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2013  
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 12, 2013.**

Penn National Gaming, Inc.'s Proxy Statement for the 2013 Annual Meeting of Shareholders and the Annual Report for the year ended December 31, 2012 are available via the Internet at [www.materials.proxyvote.com/707569](http://www.materials.proxyvote.com/707569).

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**Penn National Gaming, Inc.**  
**825 Berkshire Boulevard, Suite 200**  
**Wyomissing, Pennsylvania 19610**

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**PROXY STATEMENT**  
**ANNUAL MEETING OF SHAREHOLDERS**  
**June 12, 2013**

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This Proxy Statement and the enclosed Proxy are first being sent or given to shareholders of Penn National Gaming, Inc. (the "Company") on or about April 30, 2013, in connection with the solicitation of proxies for use at the Company's 2013 Annual Meeting of Shareholders (the "Annual Meeting") to be held on June 12, 2013 at 10 a.m., local time, or at any adjournment or postponement thereof, for the purposes set forth herein and in the accompanying Notice of Annual Meeting. The Annual Meeting will be held at Ballard Spahr LLP, 1735 Market Street, 51<sup>st</sup> Floor, Philadelphia, PA 19103. This solicitation is being made on behalf of the Board of Directors of the Company (the "Board of Directors" or the "Board").

**INFORMATION CONCERNING VOTING AND SOLICITATION**

**Record Date and Shares Outstanding**

The Board of Directors has set the close of business on April 12, 2013 as the record date (the "Record Date") for the determination of shareholders of the Company entitled to notice of, and to vote at, the Annual Meeting. On the Record Date, 78,268,709 shares of the Company's common stock were issued and outstanding and entitled to vote at the Annual Meeting.

**Revocability of Proxies**

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before its use by delivering to the Secretary of the Company written notice of revocation or a duly executed proxy bearing a later date or by attending the Annual Meeting and voting in person.

**Voting**

*Quorum for the Annual Meeting*

In order for business to be conducted at the Annual Meeting, a quorum must be present. The presence, in person or by valid proxy, of shareholders entitled to cast at least a majority of the votes which all shareholders are entitled to cast is necessary for a quorum to be present at the Annual Meeting.

*In Person or By Proxy*

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Each share of the Company's common stock outstanding is entitled to one vote on each matter which may be brought before the Annual Meeting. The shares represented by all valid proxies received by phone, by internet or by mail, unless previously revoked, will be voted at the Annual Meeting in accordance with the instructions contained therein. If any other matters properly come before the

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meeting, the persons named in the enclosed proxy or their duly appointed substitutes acting at the meeting will be authorized to vote or otherwise act in their discretion on those matters.

*Through Your Brokerage Firm*

In the event that your shares are held in "street name" by a brokerage firm, your brokerage firm is the record holder of your shares but is required to vote your shares in accordance with your instructions. In order to do so, you will need to follow the instructions for voting provided by your broker. In the event that you do not provide the proper voting instructions to your broker, your broker will only be permitted to vote on "routine" or "discretionary" matters (Proposal 2) but will not be permitted to vote your shares with respect to "non-routine" or "non-discretionary" matters (Proposals 1 and 3).

*Votes Required for Each Proposal*

Assuming a quorum is present, the following votes will be required for approval:

<b>Proposal</b>	<b>Matter</b>	<b>Vote Required</b>
Proposal 1	Election of Directors	The three nominees for director receiving the highest number of votes cast
Proposal 2	Selection of Ernst & Young LLP for 2013	Majority of votes cast
Proposal 3	Advisory vote on executive compensation	Majority of votes cast

For purposes of determining the number of votes cast, only those cast "for" or "against" are counted. Abstentions, "withhold" votes and broker non-votes are not considered "cast" but are counted for purposes of determining whether a quorum is present at the Annual Meeting. The Board knows of no other matters that are likely to be brought before the meeting other than the matters specifically referred to in the notice of the meeting.

**Solicitation of Votes**

It is expected that the solicitation of proxies will be conducted primarily by mail. The cost of this solicitation will be borne by the Company. In addition, the Company may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation material to such beneficial owners. Proxies also may be solicited by certain directors, officers and employees of the Company, without additional compensation, personally or by telephone, telegram, telecopy or via the internet.

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**GOVERNANCE OF THE COMPANY**

**Board of Directors**

*Overview*

The Company is a growth-oriented, publicly traded, multi-jurisdictional gaming and racing company that has consistently generated attractive returns for its shareholders through prudent capital investment, including the development of new facilities, the expansion of existing facilities and the strategic acquisition of existing gaming and racing companies. Existing properties are managed to maximize profitability and free cash flow while at the same time endeavoring to deliver outstanding entertainment experiences for their customers. The Company operates in a highly regulated industry, which demands a correspondingly high level of integrity, transparency and accountability in all key aspects of its operations.

The Company also has a demonstrated commitment to pursuing established and novel transactions to unlock additional value for shareholders. In 2007, the Company entered into an agreement to sell the Company to several private equity investment firms that, if consummated, would have resulted in the payment of \$67 per share to shareholders. In 2008, in connection with the termination of that agreement, the Company obtained over \$1.4 billion of capital for future investment. Since that time, the Company has repurchased over 13.4 million shares of its common stock and common share equivalents. Most recently, in 2012, the Company announced that it was pursuing a plan to separate its gaming operating assets from its real property assets by creating a newly formed, publicly traded real estate investment trust ("REIT") through a tax free spin off which the Company estimates will result in a one-time taxable cash and stock dividend to shareholders equivalent to approximately \$1.1 billion, or \$12.64 per common share. The Board also expects that the proposed spin-off transaction and subsequent REIT election will bring additional meaningful benefits to all of the Company's stakeholders by unlocking the value of the Company's real estate assets, creating a vehicle for efficiently returning capital to shareholders, gaining access to capital at lower blended costs and creating two well capitalized platforms for sustained long-term growth in distinct industries led by disciplined, market tested management teams.

The Board believes that its structure and composition have been an important element of the Company's growth and success over the years. The Board is composed of individuals who each bring unique talents and perspectives to their service on the Board and, as a group, have a proven track record of effectively working together to responsibly oversee management's operation of the Company so that shareholder value is maximized. In furtherance of this objective, the Board strives to maintain a governance environment where (i) value creation is carefully considered in connection with each major decision made by the Company, (ii) candid and comprehensive disclosure is routinely made available to the Company's shareholders and other investors, (iii) integrity and accountability are integrated into the Company's operations and (iv) the Company can continuously attract, develop and retain the best possible executive talent to manage the Company's operations.

The Board continuously evaluates the governance environment to enable the Company to respond appropriately to changes in law and prevailing practice as well as suggestions from our shareholders and other stakeholders in a manner that we believe will protect and promote the Company's proven track record of growing long-term shareholder value. The Board also monitors and considers the varied commentary that is now produced on the topic of corporate governance. In doing so, the Board has noted several trends that have made it increasingly difficult to evaluate input from our shareholders, including in particular the separation within many shareholder organizations of the investment decisions from the proxy decisions. For example, it is not uncommon for portfolio managers to suggest that they would view it negatively if there were any material changes to the Board or management yet, at the same time, their organization determines to withhold votes for the Company's Board nominees. While difficult to reconcile, the Board believes that these conflicting messages are best reconciled by carefully evaluating each proposal and practice in the context of the opportunities available to the Company and

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then taking the actions that it believes are most likely to support the Company's overarching goal of continuing to create long-term shareholder value.

*Composition and Independence*

The Company's Board of Directors currently consists of eight members: Peter M. Carlino, Harold Cramer, Wesley R. Edens, David A. Handler, John M. Jacquemin, Barbara Shattuck Kohn, Robert P. Levy and Saul V. Reibstein. The Board believes that its relatively small size permits each of its members to communicate frequently with management and allows for the calling of meetings on short notice to facilitate the Company's timely consideration of opportunities and challenges as they arise. This is especially critical to support the Company's efforts to strategically acquire or develop new gaming and racing properties and to unlock shareholder value in novel transactions, all of which often involve unforeseen issues that arise on short notice.

By having a relatively small Board with collectively a strong background in capital markets, legal and government affairs, and long-term experience with how the Company operates its properties in the highly regulated gaming and racing industry, the Board believes its composition is optimized to support and oversee the Company's efforts. The Board has determined that all of the directors and nominees for director, other than Mr. Carlino, are independent under the current Listing Rules of the NASDAQ Stock Market (the "NASDAQ Rules") and the rules and regulations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Because of his position as one of five trustees for the Carlino Family Trust, an irrevocable trust (see "Security Ownership of Principal Shareholders and Management" beginning on page 48 of this Proxy Statement), Harold Cramer previously fell outside the U.S. Securities and Exchange Commission (the "SEC") safe harbor providing that a person will not be deemed an affiliate for purposes of determining audit committee member independence if he or she beneficially owns 10% or less of an issuer's voting stock. Mr. Cramer's voting and investment power in connection with the shares of the Company's common stock held by the Carlino Family Trust is, however, shared with four other trustees. Further, Peter M. Carlino has the sole power to vote the shares held by the Carlino Family Trust, except in the case of a sale of all or substantially all of the Company's assets, a merger where the Company will not be the surviving entity or a liquidation, in which event the trust's shares are voted as determined by a vote of all five trustees. The Board considered Mr. Cramer's beneficial ownership as a result of being a trustee of the Carlino Family Trust and, in light of the identity of beneficiaries and purposes of the Carlino Family Trust, the Board has determined that Mr. Cramer is independent for the purpose of the SEC regulations and the NASDAQ Rules.

*Board Leadership*

Since the time of the Company's initial public offering in 1994, Mr. Carlino, the Company's Chief Executive Officer, has also served as the Chairman of the Board. The Board believes that Mr. Carlino is best situated to serve as Chairman because of his proven track record of generating significant shareholder value over the years that, in large part, has been based on his vision for the Company and his talent for successfully identifying and developing opportunities in the gaming and racing industry. Moreover, the Board believes that Mr. Carlino's substantial beneficial ownership of the Company's equity strongly aligns his interests with the interests of shareholders. In light of these factors, particularly the unique role Mr. Carlino has played in leading the Company's efforts to consistently increase shareholder value over his long tenure with the Company, the Board has determined not to appoint a lead director at this time; however, the Board will continue to evaluate the relative merits of appointing a lead director as changing circumstances may merit.

The Board also believes that it has substantial structural mechanisms for effective independent oversight of management's accountability. Seven of the eight members of the Board are independent directors and only independent directors serve on each of the Board's committees (as well as two non-director members of the Compliance Committee, as described below). The independent directors meet at least twice per year in executive session. Both the Audit Committee and the Compliance

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Committee have substantial staff resources to assist them in carrying out their responsibilities. The Company maintains a 38 person internal audit staff overseen by the Company's Vice President, Internal Audit, who provides reports to the Audit Committee, and a 29 person compliance staff overseen by the Company's Vice President of Regulatory Affairs and Chief Compliance Officer, who provides reports to the Compliance Committee. Additionally, the Company retained two non-director members to serve on its Compliance Committee: Steve DuCharme, a former Chairman of the Nevada State Gaming Control Board with over 30 years of experience in law enforcement and gaming regulation, serves as the Chairman of the Compliance Committee and Thomas N. Auriemma, the Company's former Vice President, Chief Compliance Officer and former Director of the Division of Gaming Enforcement in New Jersey, with over 29 years of experience as a gaming regulator in the State of New Jersey, serves as a non-director member.

*Risk Oversight*

The Company's Board of Directors does not view risk in isolation and recognizes that a prudent level of risk-taking is an essential element of the Company's competitive strategy. As such, the Board takes an active role in the oversight of risks impacting the Company and the management team is charged with managing such risks. The Board and management work closely to ensure that integrity and accountability are integrated into the Company's operations. In fulfilling its objective, many of the direct oversight functions are performed by the Board's committees with support from both internal resources as well as independent outside advisors. For example, the Audit Committee receives reports directly from the Company's Vice President, Internal Audit and has express authority to direct the efforts of the Company's 38 person internal audit staff. Additionally, the Company's independent registered public accounting firm, Ernst & Young LLP, provides support through its annual audit and quarterly reviews of the Company's financial statements. The Compliance Committee is structured in the same manner relative to the Chief Compliance Officer and the Company's 29 person compliance staff. A discussion of the risk assessment process undertaken by the Compensation Committee is described on page 24 of this Proxy Statement.

Further, the Board has adopted a Code of Business Conduct (the "Code of Conduct"), which is applicable to all directors and employees of the Company, including the Company's principal executive officer, the principal financial officer and the principal accounting officer. The Code of Conduct is designed, among other things, to deter wrongdoing and promote ethical conduct, full and accurate reporting in the Company's filings with the SEC, and compliance with applicable laws. The Code of Conduct mandates a 24-hour hotline that any employee, customer or third party can use to report, anonymously if they so choose, any suspected fraud, financial impropriety or other alleged wrongdoing. All calls are handled by the Vice President of Regulatory Affairs and Chief Compliance Officer and the Vice President, Internal Audit, as appropriate, who regularly report to the Compliance Committee and the Audit Committee on calls received. A copy of the current Code of Conduct is available on the Company's website at <http://www.pngaming.com/About>.

The Board regularly reviews the Company's corporate governance practices to evaluate their effectiveness in identifying, assessing and managing risks and to achieve compliance with the requirements of Pennsylvania law (the state in which the Company is incorporated), the NASDAQ Rules and the SEC rules and regulations.

*2012 Board and Committee Meetings*

Each member of the Company's Board is expected to contribute a substantial amount of time and effort in connection with his or her service as Board and committee members. The Board held twelve (12) formal meetings during the fiscal year ended December 31, 2012. During that same period, the Audit Committee held nine (9) formal meetings, the Compliance Committee held four (4) formal meetings, the Compensation Committee held four (4) formal meetings, the Nominating and Corporate Governance Committee held two (2) formal meetings and the Compensation and the Nominating and Corporate Governance Committees jointly held one (1) meeting. Further, Board members are

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encouraged to engage in, and regularly do engage in, informal discussions with members of management.

During the year ended December 31, 2012, each of the Company's directors attended at least 75% of all meetings of the Board and each committee of the Board of which he or she was a member. The Company encourages directors to attend shareholder meetings. Each of the Company's directors attended the 2012 Annual Meeting of Shareholders held on June 6, 2012.

**Committees of the Board**

The Board maintains four standing committees the Audit Committee, the Compensation Committee, the Compliance Committee and the Nominating and Corporate Governance Committee to assist in achieving its objectives. The specific duties and operation of each committee are described in more detail below. The Board has determined that each director serving on one or more Board committees is independent under the NASDAQ Rules and the SEC rules and regulations.

*Audit Committee*

Saul V. Reibstein (Chairman), John M. Jacquemin, Harold Cramer and Barbara Shattuck Kohn are the members of the Audit Committee, which was established in accordance with Section 3(a)(58)(A) of the Exchange Act. The Board has determined that Mr. Reibstein, the Chairman of the Audit Committee, and Mr. Jacquemin satisfy the SEC criteria of a "financial expert" and both are "financially sophisticated" for the purposes of the NASDAQ Rules. The Audit Committee operates under a written charter adopted by the Board of Directors that is reviewed annually and complies with the NASDAQ Rules, which is available at <http://www.pngaming.com/About>.

The principal functions of the Audit Committee are to:

serve as an independent and objective party to monitor the integrity of the Company's financial reporting process and internal control system;

appoint, compensate and, where appropriate, discharge and replace the Company's independent registered public accounting firm;

oversee, review and appraise the audit efforts of the Company's independent registered public accounting firm and internal auditors; and

maintain free and open communication with and among the independent registered public accounting firm, financial and senior management and the Board of Directors.

*Compensation Committee*

Harold Cramer (Chairman), David A. Handler and Barbara Shattuck Kohn are the members of the Compensation Committee. The Compensation Committee operates under a written charter adopted by the Board of Directors that is reviewed annually and complies with the NASDAQ Rules and SEC rules, which is available at <http://www.pngaming.com/About>.

The Chairman of the Compensation Committee is responsible for leadership of the Compensation Committee. The Compensation Committee may form subcommittees and delegate authority to them, as it deems appropriate. The CEO and other senior officers of the Company attend Compensation Committee meetings at the invitation of the Compensation Committee, but they are not present for executive sessions and do not participate in any discussion of their own compensation.

The Compensation Committee is responsible for reviewing executive compensation programs annually to determine whether they are properly coordinated and achieving their intended purposes as well as periodically reviewing the policies for administration of the Company's executive compensation programs.



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The Compensation Committee has authority to evaluate the annual performance of the CEO and other executive officers and set their annual compensation, which includes:

setting salary, annual incentive opportunities, long-term equity based incentives and other benefits; and

reviewing and approving, consistent with the compensation philosophy adopted by the Compensation Committee, any annual incentive compensation plan for the CEO and other executive officers, and the related review and approval of the performance criteria, goals and objectives provided for in such plan.

The CEO provides the Compensation Committee performance assessments and compensation recommendations for each executive officer of the Company (other than himself). The Compensation Committee considers the CEO's recommendations with the assistance of the Consultant (as defined below) and sets the compensation of the executive officers (other than the CEO) based on such deliberations. The Compensation Committee holds executive sessions without management to facilitate candid discussion regarding executive performance and compensation, including establishing the CEO's compensation.

The Compensation Committee is also responsible for:

assessing the Company's management succession planning;

approving the number of incentive awards that the CEO may grant to employees other than executive officers;

recommending director compensation to the Board; and

administering and interpreting the Company's Amended and Restated 1994 Stock Option Plan, as amended, the 2003 Long Term Incentive Compensation Plan and the 2008 Long Term Incentive Compensation Plan, as amended.

Pursuant to the Compensation Committee's charter, the Compensation Committee is authorized to retain the services of compensation consultants or advisors, as it may deem appropriate in its sole discretion, to provide such advice and assistance as it deems appropriate. The Compensation Committee is also free to terminate the services of such compensation consultants and advisors and to approve their related fees and retention terms. The Compensation Committee engaged an independent third party executive compensation consultant in 2012, Exequity LLP (the "Consultant"), to provide advice and assistance to the Compensation Committee in carrying out its duties and responsibilities with respect to the Company's executive compensation programs and non-employee director compensation. Prior to engaging the Consultant, and at least annually during the engagement, the Compensation Committee evaluates the independence of the Consultant. Such review includes receiving information regarding other services, if any, provided by the Consultant to the Company, the Board of Directors or other committees of the Board of Directors, and periodically reviewing the fees incurred as a result of such other activities. In 2013, the Compensation Committee determined that the retention of the Consultant by the Compensation Committee did not give rise to any conflicts of interest.

As part of its ongoing services to the Compensation Committee, the Consultant attends most of the Compensation Committee meetings and supports the Compensation Committee in carrying out its duties and responsibilities with respect to the Company's executive compensation programs by providing information related to trends in the Company's industry as well as among public companies generally, accumulating and summarizing market data at the request of the Compensation Committee regarding compensation of the Company's executives in comparison to its peer group and others, as appropriate. The Consultant also gathers data and provides advice regarding the Company's performance relative to its peer group, the structure of annual and long-term incentive compensation, the appropriateness of financial and other performance measures and the design of equity incentive plans. The Consultant reports directly to the Compensation Committee and has been authorized by it

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to work with certain executive officers of the Company as well as other employees in the Company's human resources, legal, and finance departments in connection with the Consultant's work for the Compensation Committee.

*Compliance Committee*

The Compliance Committee has four members and operates under a written charter adopted by the Board of Directors. David A. Handler and Robert P. Levy are the current Board members of the Compliance Committee. Steve DuCharme, a former Chairman of the Nevada State Gaming Control Board with over 30 years of experience in law enforcement and gaming regulation, is the Chairman and Thomas N. Auriemma, the Company's former Vice President, Chief Compliance Officer and former Director of the Division of Gaming Enforcement in New Jersey, with over 29 years of experience as a gaming regulator in the State of New Jersey, is a non-director member.

The Compliance Committee was established to foster, through self-regulatory policies and procedures, compliance with applicable laws relating to the Company's gaming and racing businesses and to prevent, to the fullest extent possible, any involvement by the Company in any activities that would pose a threat to the reputation and integrity of the Company's gaming and racing operations.

*Nominating and Corporate Governance Committee*

Harold Cramer (Chairman), David A. Handler and Barbara Shattuck Kohn are the members of the Nominating and Corporate Governance Committee. The committee operates under a written charter that is reviewed annually and complies with the current NASDAQ Rules, which is available at <http://www.pngaming.com/About>. Although the committee does not have a formal policy on diversity, per se, it has been the long-standing practice of the committee to seek to include on the Board a complementary mix of individuals with diverse backgrounds and skills reflective of the varied challenges facing the Company's management as it strives to generate increased shareholder value.

The Nominating and Corporate Governance Committee is responsible for:

identifying and recommending, for the Board's selection, nominees for election to the Board;

advising the Board with respect to Board structure, composition and size of the Board and its committees;

making recommendations on the range of skills and expertise which should be represented on the Board, and the eligibility criteria for individual Board and committee membership; and

overseeing the Company's corporate governance practices, including reviewing and recommending to the Board for approval any guidelines, documents or policies, or any changes thereto, that comprise the Company's corporate governance framework.

**Director Selection Process**

The Nominating and Corporate Governance Committee considers candidates for Board membership suggested by, among others, its members, other Board members and management. The committee will also consider recommendations of nominees for directors by shareholders (for information relating the nominations of directors by our shareholders, please see "Director Nominations by Shareholders" below). In addition, the committee has authority to retain and terminate a search firm to assist in the identification of director candidates, including the authority to approve the search firm, fees and other retention terms, and the authority to obtain advice and assistance from internal and external legal, accounting or other advisors.



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In selecting nominees for director, the committee considers a number of factors, including, but not limited to:

whether a candidate has demonstrated business and industry experience that is relevant to the Company, including recent experience at the senior management level (preferably as chief executive officer or a similar position) of a company as large or larger than the Company;

a candidate's ability to meet the rigorous suitability and filing requirements of the relevant regulatory agencies in each of the jurisdictions where the Company operates;

a candidate's ability to represent the interests of the shareholders;

a candidate's independence from management and freedom from potential conflicts of interest with the Company;

a candidate's financial literacy, including whether the candidate will meet the audit committee membership standards set forth in the NASDAQ Rules and the SEC rules;

whether a candidate is widely recognized for his or her reputation, integrity, judgment, skill, leadership ability, honesty and moral values;

a candidate's ability to work constructively with the Company's management and other directors; and

a candidate's availability, including the number of other boards on which the candidate serves, and his or her ability to dedicate sufficient time and energy to his or her board duties.

During the process of considering a potential nominee, the Nominating and Corporate Governance Committee generally requests additional information about and interviews the potential nominee. Such information would be expected to include the detailed financial and personal history customarily required by the Company's gaming and racing regulators. In addition, the committee will also request that the candidate submit to an investigation by the Company's Vice President of Regulatory Affairs and Chief Compliance Officer to evaluate whether the candidate is suitable to serve on the Board of a publicly traded, multi-jurisdictional gaming and racing company.

**Director Nominations by Shareholders**

Shareholders who have beneficially owned at least 1% of the Company's common stock for a continuous period of not less than 12 months before making such recommendation, may submit director nominations to the Nominating and Corporate Governance Committee for consideration provided that such recommendations are in proper written form and timely received by the Secretary of the Company. To be timely, a shareholder's notice to the Secretary must be delivered to or mailed and received at the principal executive offices of the Company not less than 120 nor more than 150 days prior to the anniversary date of the immediately preceding annual meeting of shareholders. However, in the event that the annual meeting is called for a date that is not within 60 days before or after the anniversary date, notice must be received not later than the close of business on the tenth day following the day on which notice of the date of the annual meeting is mailed or public disclosure of the date of the annual meeting is made, whichever first occurs.

To be in proper written form, a shareholder's notice must contain (i) the name, age, business address and residence address of the recommended nominee, (ii) the principal occupation or employment of the nominee, (iii) the class or series and number of shares of capital stock of the Company which are owned beneficially or of record by the nominee and (iv) any other information relating to the nominee that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder. In addition, the shareholder's notice must contain (1) the name and record address of such shareholder, (2) the class or series and number of shares of capital stock of the Company which are owned beneficially or of record by such shareholder, (3) a description of all arrangements or understandings between such shareholder



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and each recommended nominee and any other person or persons (including their names) pursuant to which the recommendations are to be made by such shareholder and (4) any other information relating to such shareholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder. Such notice must also be accompanied by a written consent of each recommended nominee to provide all information necessary to respond fully to any suitability inquiry conducted under the executive, administrative, judicial and/or legislative rules, regulations, laws and orders of any jurisdiction to which the Company is then subject and such additional information concerning the nominee as may be requested by the Nominating and Corporate Governance Committee and/or Board of Directors and being named as a nominee and to serve as a director if nominated and if elected. In evaluating recommendations received from shareholders, the committee will apply the criteria and follow the process described above. The Company did not receive any nominations from shareholders for the Annual Meeting.

**Compensation of Directors**

The Company pays director fees to each director who is not an employee of the Company. During the year ended December 31, 2012, each outside director received an annual cash fee of \$50,000, plus an additional \$10,000 for service on each of the Audit Committee and the Compensation Committee, as applicable. On January 3, 2012, each outside director also received an annual award of phantom stock units equal to 6,567 shares at the fair market value of \$38.07 per share (the closing share price of the Company's common stock on December 31, 2011), which award vests in four equal annual installments from the date of grant.

*2012 Director Compensation Table*

The following table sets forth information with respect to all compensation awarded to the Company's non-employee directors during the last completed fiscal year:

Name	Current Year Compensation			Outstanding	
	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)	Total (\$)	Stock Options	Stock Awards(2)
Harold Cramer	70,000	250,006	\$ 320,006	140,000	17,374
Wesley Edens	50,000	250,006	\$ 300,006		17,374
David A. Handler	60,000	250,006	\$ 310,006	200,000	17,374
John M. Jacquemin	60,000	250,006	\$ 310,006		17,374
Robert P. Levy	50,000	250,006	\$ 300,006	30,000	17,374
Barbara Shattuck Kohn	70,000	250,006	\$ 320,006	140,000	17,374
Saul V. Reibstein	60,000	250,006	\$ 310,006		9,061

- (1) The amounts listed above are calculated based on the closing price at grant date. In fiscal 2012, each non-employee director was granted an award of phantom stock units equal to 6,567 shares, which for financial statement reporting purposes are deemed to have a grant date fair value of \$250,006.
- (2) Includes restricted stock awards and phantom stock unit awards outstanding as of December 31, 2012.

**Stock Ownership Guidelines**

The Company's Board of Directors has established stock ownership guidelines for non-employee directors of the Company. Each non-employee director is expected to own and hold shares of common stock, including restricted and phantom stock units, equal in value to at least five times the annual cash

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retainer (exclusive of separate committee retainers) for non-employee directors in the applicable year. New non-employee directors have a period of three years from the date of initial election to achieve this ownership guideline. As of December 31, 2012, all non-employee directors who have served on the Board for at least three years were in compliance with these guidelines.

The Company's Compensation Committee also established stock ownership guidelines for senior officers as follows:

Chief Executive Officer	Three times base salary
Chief Operating Officer	Two times base salary
Chief Financial Officer	Two times base salary
All other senior officers	One times base salary

As with the director stock ownership guidelines, the value of an executive's stock ownership at any time will be based on the aggregate value of common stock, restricted stock and phantom stock units held by such senior officer. Newly hired senior officers will have five years from their date of hire to comply with these guidelines. As of December 31, 2012, all Named Executive Officers (as defined on page 34 of this Proxy Statement) were in compliance with this policy.

**Shareholder Access Policy**

Shareholders who wish to communicate with directors should do so by writing to Penn National Gaming, Inc., 825 Berkshire Boulevard, Suite 200, Wyomissing, PA 19610, Attention: Secretary. The Secretary of the Company reviews all such correspondence and forwards to the Board a summary of all such correspondence and copies of all correspondence that, in the opinion of the Secretary, deals with the functions of the Board or Board committees or that he otherwise determines requires their attention. Directors may at any time review a log of all correspondence received by the Company that is addressed to members of the Board and request copies of any such correspondence. Concerns relating to accounting, internal controls or auditing matters will be brought to the attention of the Company's Audit Committee.

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**PROPOSAL NO. 1**

**ELECTION OF CLASS II DIRECTORS**

The Company's Board of Directors currently consists of eight members: Peter M. Carlino, Harold Cramer, Wesley R. Edens, David A. Handler, John M. Jacquemin, Barbara Shattuck Kohn, Robert P. Levy and Saul V. Reibstein. The directors are currently organized into three classes with each class elected to a three year term. Following the shareholder vote at our 2012 Annual Meeting of Shareholders approving an advisory proposal to adopt a majority vote standard for the election of directors, the Board requested the Nominating and Corporate Governance Committee to consider the potential effects of such a change in voting structure. In doing so, the committee weighed the advantages that a majority voting standard provides to the Company in the highly-regulated gaming and racing industry against the disadvantages of a majority standard, including the associated risk of a failed election (which is increased with the recent changes prohibiting brokers from voting for directors without instruction). The committee also considered the views and interests of other stakeholders, including those of the principal holder of its Series B Redeemable Preferred shares. The committee also considered the identity and apparent motives of the proponent of the shareholder proposal. Further, the committee considered the Company's proven track record of growing shareholder value and the importance to that effort of the stability of the Board and its willingness to consider sale opportunities when such opportunities are desirable, such as the Company's attempt in 2007 and 2008 to sell the Company at what was clearly an attractive price for shareholders. Finally, the committee took into consideration the Company's current plans to separate its real estate assets from its operating assets to form a new publicly traded REIT. Following such analysis and in light of these considerations, the Board decided to avoid the uncertainty that could arise with a majority voting standard and to accept the recommendation of the Nominating and Corporate Governance Committee to retain the current plurality standard.

**Information about Nominees and Other Directors**

*Retirement of Robert P. Levy*

Mr. Levy intends to retire from the Board upon the election and qualification of Ronald J. Naples as his successor. Mr. Levy has been a valued member of the Company's Board of Directors since 1995. Mr. Levy's extensive experience in the horse racing and pari-mutuel industry and the knowledge and insight he brought to the Board in connection with the gaming and racing business have been invaluable to the Company. During Mr. Levy's tenure, the Company grew from a single racetrack into a gaming and racing company with twenty-nine properties in nineteen jurisdictions and a plan to separate its real estate assets from its gaming assets to form the first gaming-focused real estate investment trust. The Company and the Board sincerely thank Mr. Levy for his dedication and service to the Company and its shareholders over the last 18 years.

*Class II Nominees*

The following table sets forth the name, age, principal occupation and respective service dates of each person who has been nominated to be a director of the Company. Each nominee has consented to be named as a nominee and, to the knowledge of the Company, is willing to serve as a director, if elected. Should any of the nominees not remain a nominee at the end of the meeting (a situation

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which is not anticipated), solicited proxies will be voted in favor of the remaining nominees and may be voted for a substitute nominee or nominees.

Name of Nominee	Age	Principal Occupation	Director Since	Term Expires
Wesley R. Edens	51	Co-Founder, Principal and Co-Chairman of the Board of Directors of Fortress Investment Group LLC	2008	2013
Ronald J. Naples	67	Director of P.H. Glatfelter Company and Glenmede Trust Company	N/A	N/A
Barbara Shattuck Kohn	62	Principal, Hammond Hanlon Camp LLC	2004	2013

The Board has determined that all of the director nominees are independent under the NASDAQ Rules and the SEC rules.

### *Nominee Qualifications*

*Wesley R. Edens.* Mr. Edens has been a director since 2008. Mr. Edens has been Co-Chairman of the Board of Fortress Investment Group LLC ("Fortress") since August 2009, and he has been a member of the Board of Fortress since November 2006. Mr. Edens has been a member of the Management Committee of Fortress since co-founding the company in 1998. Mr. Edens is responsible for the Fortress' private equity and publicly traded alternative investment businesses. He is Chairman of the board of directors of each of Brookdale Senior Living Inc., Florida East Coast Railway Corp., GateHouse Media, Inc., Mapeley Limited, Nationstar Mortgage Holdings Inc. and Newcastle Investment Corp. and a director of GAGFAH S.A., Springleaf Finance Corporation and Springleaf Finance Inc. Mr. Edens was Chief Executive Officer of Global Signal Inc. from February 2004 to April 2006 and Chairman of the board of directors from October 2002 to January 2007. Mr. Edens also previously served on the boards of the following publicly traded company and registered investment companies: Aircastle Limited from August 2006 to August 2012; RailAmerica Inc. from November 2006 to October 2012; Crown Castle Investment Corp. (merged with Global Signal Inc.) from January 2007 to July 2007; Eurocastle Investment Limited from August 2003 to November 2011; Fortress Brookdale Investment Fund LLC, from August 13, 2000 (deregistered with the SEC in March 2009); Fortress Pinnacle Investment Fund, from July 24, 2002 (deregistered with the SEC in March 2008); Fortress Investment Trust II, from July 2002 (deregistered with the SEC in January 2011); and RIC Coinvestment Fund LP, from May 10, 2006 (deregistered with the SEC in June 2009). Prior to forming Fortress, Mr. Edens was a partner and managing director of BlackRock Financial Management Inc., where he headed BlackRock Asset Investors, a private equity fund. In addition, Mr. Edens was formerly a partner and managing director of Lehman Brothers.

The Board supports and approves Mr. Edens' nomination because of his significant experience as a chief executive officer and his proven ability to manage multiple properties and businesses. He also has significant capital investment, financing and mergers and acquisitions experience and has a significant amount of experience with real estate investment trusts, which has been particularly valuable in light of the Company's pending REIT-related activities. As part of his role at Fortress, and as is common for principals of private equity sponsor companies, Mr. Edens serves as a director of certain public portfolio companies in which Fortress has an investment, including publicly traded real estate investment trusts. Mr. Edens' contribution to the Company's Board is enhanced both by the valuable perspectives he obtains in connection with such other board service as well as by the substantial resources available to him to support his work as a director of this limited number of portfolio companies.

Additionally, in connection with the termination of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of June 15, 2007, by and among the Company, certain affiliates of Fortress and certain affiliates of Centerbridge Partners, L.P. ("Centerbridge"), the Company entered

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into an Investor Rights Agreement with an affiliate of Fortress, an affiliate of Centerbridge, Deutsche Bank Investment Partners, Inc. and Wachovia Investment Holdings, LLC (collectively, the "Investors") providing for, among other things, the appointment of Mr. Edens or, in certain circumstances where Mr. Edens is no longer able to serve in such capacity, a subsequent designee to serve as a Class II director on the Board of Directors (the "Investor Designee"). The Investors will retain the right to appoint an Investor Designee for so long as one or more affiliates of Fortress hold at least two-thirds of the shares of the Company's Series B Redeemable Preferred Stock issued to them; provided that each Investor Designee, other than Mr. Edens, must be recommended to and approved by the Nominating and Corporate Governance Committee prior to being nominated for election at a meeting of shareholders. The Company is required to use commercially reasonable efforts to cause the election of the Investor Designee at each shareholder meeting at which an Investor Designee has been recommended by the Nominating and Corporate Governance Committee and is up for election.

In January 2013, as more fully described in the current report on Form 8-K filed with the SEC by the Company on January 18, 2013, the Company and certain affiliates of Fortress entered into an agreement providing for the potential repurchase and exchange of all of the Company's Series B Redeemable Preferred Stock in contemplation of the potential separation of the Company's real property assets from its operating assets through the spin-off of a newly formed REIT. In connection with this agreement and upon consummation of the transactions contemplated therein, Fortress also agreed, among other things, to terminate its right to nominate an Investor Designee.

*Ronald J. Naples.* Mr. Naples served as Chairman of the Pennsylvania Stimulus Oversight Commission and Chief Accountability Officer for the Commonwealth of Pennsylvania, having been appointed to that position by the Governor of Pennsylvania, from April 2009 until February 2011. From 1997 until May 2009, Mr. Naples was the Chairman of Quaker Chemical Corporation, a public, specialty chemical company serving the metalworking and manufacturing industries worldwide, and served as Quaker's Chief Executive Officer from 1995 to 2008. Previously, Mr. Naples was Chairman and Chief Executive of Hunt Manufacturing Company, a public company, from 1981 to 1995. He is a former White House Fellow and served in the Ford Administration as Assistant to the Counselor to the President for Economic Affairs, and as a Special Assistant to the head of the Federal Energy Administration. Mr. Naples is a decorated U.S. Army Veteran and is a graduate of the United States Military Academy at West Point. Mr. Naples has a Master of Business Administration from the Harvard Business School and a Master of Arts in International Economic Relations from the Fletcher School of Law and Diplomacy. Mr. Naples currently serves as a director of P.H. Glatfelter Company and is past Chairman of the Federal Reserve Bank of Philadelphia.

The Nominating and Corporate Governance Committee recommended the nomination of Mr. Naples, and the Board supports and approves such nomination, because of his significant business experience as a chief executive officer and director of large, publicly traded corporations, his significant government and regulatory experience as Chairman of the Pennsylvania Stimulus Oversight Commission and Chief Accountability Officer for the Commonwealth of Pennsylvania and as Chairman of the Federal Reserve Bank of Philadelphia, his impressive educational background and distinguished military career as well as his reputation, integrity, judgment and proven leadership ability that meets both the Board's high standards and the rigorous requirements of the various regulatory agencies with jurisdiction over the Company.

*Barbara Shattuck Kohn.* Ms. Shattuck Kohn has been a director since 2004 and is a Principal at Hammond Hanlon Camp LLC, a strategic advisory and investment banking firm. Prior to joining Hammond Hanlon Camp LLC in 2012, Ms. Shattuck Kohn was a Managing Director of Morgan Keegan--Raymond James. Morgan Keegan & Company, Inc. was acquired by Raymond James Financial from Regions Financial Corp. and was the successor to Shattuck Hammond Partners, an investment banking firm Ms. Shattuck Kohn co-founded in 1993. Prior to 1993, she spent 11 years at Cain Brothers, Shattuck & Company, Inc., an investment banking firm she also co-founded. From 1976 to

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1982, she was a Vice President of Goldman, Sachs & Co. Ms. Shattuck Kohn began her career as a municipal bond analyst at Standard & Poor's Corporation. She is also a member of the board of directors of Sun Life Insurance & Annuity Company of New York, a wholly owned subsidiary of Sun Life Assurance of Canada.

The Board supports and approves Ms. Shattuck Kohn's nomination because of her vast experience in investment banking, capital markets and project finance. Further, she possesses the experience, financial sophistication and financial statement expertise necessary to evaluate potential acquisition and financing opportunities for the Company.

In addition to the qualifications of each nominee for director described above, Wesley R. Edens and Barbara Shattuck Kohn are each standing for re-election based upon the judgment, financial acumen and skill they have previously demonstrated as Board members, as well as their demonstrated commitment to serve on the Board.

**The Board of Directors unanimously recommends that the shareholders vote "FOR" each of the nominees.**

*Continuing Directors*

The following table sets forth the name, age, principal occupation and respective service dates of each person who will continue as a director after the Annual Meeting. The Board has determined that all of the continuing directors, other than Mr. Carlino, are independent under the NASDAQ Rules and the SEC rules.

Name	Age	Principal Occupation	Director Since	Term Expires
<i>Class I Directors:</i>				
David A. Handler	48	Partner, Centerview Partners	1994	2015
John M. Jacquemin	66	President, Mooring Financial Corporation	1995	2015
<i>Class III Directors:</i>				
Peter M. Carlino	66	Chairman of the Board and Chief Executive Officer of the Company	1994	2014
Harold Cramer	85	Retired Partner, Schnader Harrison Segal & Lewis LLP; Retired Chairman and Chief Executive Officer of the Graduate Health System	1994	2014
Saul V. Reibstein	65	Executive Managing Director of CBIZ, Inc.	2011	2014

*David A. Handler.* Mr. Handler has been a director since 1994. In August 2008, Mr. Handler joined Centerview Partners as a Partner. Centerview Partners is a boutique financial advisory and private equity firm. From April 2006 to August 2008, he was a Managing Director at UBS Investment Bank. From April 2000 until April 2006, he was a Senior Managing Director at Bear Stearns & Co., Inc. from July 1995 to April 2000, Mr. Handler was employed by Jefferies & Company, Inc. where he became a Managing Director in March 1998.

The Board supported and approved the nomination of Mr. Handler in 2012 because of his experience in investment banking and capital markets that has included a focus on mergers and acquisitions and other significant transactions. Mr. Handler's background has been an invaluable asset to the Company over the years, particularly in connection with evaluating potential acquisition and financing opportunities.

*John M. Jacquemin.* Mr. Jacquemin has been a director since 1995. Mr. Jacquemin is President of Mooring Financial Corporation, a group of financial services companies founded by Mr. Jacquemin in 1982 that specialize in the purchase and administration of commercial loan portfolios.



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The Board supported and approved the nomination of Mr. Jacquemin in 2012 because of his experience with private equity funds specializing in restructurings, workouts and the valuation of distressed debt. The nature of these investments requires an intimate and sophisticated understanding of financial statements to enable the identification of growth opportunities in troubled companies. This experience brings unique perspectives to the Board and enhances Mr. Jacquemin's financial sophistication and financial statement expertise, which is a critical element to service on our Audit Committee.

*Peter M. Carlino.* Mr. Carlino has served as the Company's Chairman of the Board and Chief Executive Officer since April 1994. Since 1976, he has been President of Carlino Capital Management Corp. (formerly known as Carlino Financial Corporation), a holding company which owns and operates Carlino family businesses and oversees investments, in which capacity he has been continuously active in strategic planning and monitoring operations.

The Board supported and approved the nomination of Mr. Carlino in 2011 because Mr. Carlino has been the driving force behind the Company's proven track record of growing long-term shareholder value since its initial public offering in 1994. It has been primarily due to Mr. Carlino's vision and leadership that the Company has been able to identify and successfully pursue the development opportunities that have been the basis of the Company's long-term growth. Moreover, as the largest beneficial owner of the Company's common stock, his interests are uniquely and significantly aligned with the Company's efforts to continue to grow long-term shareholder value.

*Harold Cramer.* Mr. Cramer has been a director since 1994. Until November 1996, Mr. Cramer was the Chairman and Chief Executive Officer of the Graduate Health System. From November 1996 to July 2000, Mr. Cramer was Counsel to Mesirov Gelman Jaffe Cramer & Jamieson, LLP, which merged with Schnader Harrison Segal & Lewis LLP in July 2000. Mr. Cramer is now a retired partner of Schnader Harrison Segal & Lewis LLP.

The Board supported and approved the nomination of Mr. Cramer in 2011 because of his extensive experience building and managing a law firm and serving as chief executive officer of a large health care provider, which included multiple hospitals in two states, a health maintenance organization and a captive insurance company, among other entities. His legal and business background provide the Board and the Company with a critical understanding of the issues from a variety of perspectives legal, business and regulatory affecting the Company.

*Saul V. Reibstein.* Mr. Reibstein has been a director since June 2011. Since 2004, Mr. Reibstein has served as a member of the senior management team of CBIZ, Inc., a New York Stock Exchange-listed professional services company, where his current primary responsibility is managing business development on a national basis as Executive Managing Director. Mr. Reibstein has also managed nine business units in CBIZ's Financial Services Group and is part of a team that is responsible for acquisitions of accounting firms for CBIZ on a national basis. Mr. Reibstein also serves as a director of Vishay Precision Group, Inc., where he is the Chairman of the Audit Committee and a member of the Compensation Committee and the Nominating and Corporate Governance Committee. Mr. Reibstein has over 35 years of public accounting experience, including 11 years serving as a partner in BDO Seidman, LLP, (now BDO USA, LLP) a national accounting services firm, where he was the partner in charge of the Philadelphia office from June 1997 to December 2001 and Regional Business Line Leader from December 2001 until September 2004.

The Board supported and approved the nomination of Mr. Reibstein in 2011 because of his extensive accounting, finance and strategic management expertise for both public and private companies, including representation of gaming companies. Further, Mr. Reibstein's financial sophistication and financial statement expertise as a licensed CPA, as well as his experience in reporting to, and serving on, Audit Committees of publicly-held companies, presented a well-qualified candidate to serve as the Chairman of our Audit Committee.

**The Board of Directors unanimously recommends that the shareholders vote "FOR" each of the nominees.**

Table of Contents**PROPOSAL NO. 2****RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS  
THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013**

The Audit Committee has selected Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 and the shareholders are asked to ratify this selection. Ernst & Young has served as the Company's independent registered public accounting firm since 2006. All audit and non-audit services provided by Ernst & Young LLP are approved by the Audit Committee. Ernst & Young LLP has advised the Company that it has no direct or material indirect interest in the Company or its affiliates. Representatives of Ernst & Young LLP are expected to attend the meeting, will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions. The favorable vote of a majority of the votes cast at the meeting is required to approve the ratification of the selection of the Company's independent registered public accounting firm.

A description of aggregate fees for professional services performed by Ernst & Young LLP in relation to 2012 and 2011 is as follows:

	<b>Fiscal 2012</b>	<b>Fiscal 2011</b>
Audit Fees(1)	\$ 3,237,658	\$ 2,933,126
Audit-Related Fees(2)	40,000	40,000
Tax Fees(3)	116,869	29,602
 Total Fees	 \$ 3,394,527	 \$ 3,002,728

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- (1) Audit fees include fees associated with the annual audit, reviews of the Company's quarterly reports on Form 10-Q, annual audits required by law for certain jurisdictions, comfort letters, consents and other audit and attestation services related to statutory or regulatory filings. Audit fees also include the audit of the Company's internal controls over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act of 2002.
- (2) Audit-related fees include fees for accounting consultations and the audit of the Company's 401(k) plan.
- (3) Tax fees include fees for property and sales and use tax consultations.

*Audit Committee Pre-Approval Policy*

The Audit Committee's Audit and Non-Audit Services Pre-Approval Policy provides for the pre-approval of audit and non-audit services performed by the Company's independent registered public accounting firm. Under the policy, the Audit Committee may pre-approve specific services, including fee levels, by the independent registered public accounting firm in a designated category (audit, audit related, tax services and all other services). The Audit Committee may delegate, in writing, this authority to one or more of its members, provided that the member or members to whom such authority is delegated must report their decisions to the Audit Committee at its next scheduled meeting. In 2012, all of the services provided by Ernst & Young LLP were pre-approved by the Audit Committee.

**The Board of Directors unanimously recommends that shareholders vote "FOR" the ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013.**

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**PROPOSAL NO. 3**

**ADVISORY VOTE ON EXECUTIVE COMPENSATION**

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") and Section 14A of the Exchange Act requires public companies to give their shareholders the opportunity to cast advisory votes relating to the compensation paid to the Company's Named Executive Officers (as defined on page 34 of this Proxy Statement). Accordingly, we are providing shareholders the opportunity to advise the Compensation Committee and the Board of Directors regarding the compensation of our Named Executive Officers, as such compensation is described in the Compensation Discussion and Analysis section, and the subsequent tabular and narrative disclosure beginning on page 34 of this Proxy Statement (the "CD&A"). We are requesting your nonbinding vote on the following resolution:

"RESOLVED, that the shareholders of the Company approve, on an advisory basis, the compensation of the Company's named executive officers, as described in the Compensation Discussion and Analysis, the compensation tables and the accompanying narrative disclosure included in the Company's proxy statement for the 2013 Annual Meeting of Shareholders."

We believe shareholders should approve of the Company's compensation program because it is heavily weighted towards performance-based compensation and, as exemplified by the 33.5% and the 78.5% total shareholder return generated by the Company over the one and three year periods ended December 31, 2012, respectively, the Company's performance is aligned with, and fully supports the compensation paid to executives. As described in the CD&A, for example, the Compensation Committee believes the compensation paid to Mr. Carlino remains reasonable and appropriate in light of the Company's scale and performance. In 2012, Mr. Carlino's overall compensation increased by only 4.6% from the prior year as compared to a 33.5% total shareholder return for the same period.

We urge you to carefully review the CD&A so that you have a complete understanding of how important our compensation program is to the continued success of the Company. You will find in the CD&A a complete discussion of the Company's pay-for-performance compensation philosophy, the elements of our compensation program and the specific payments made to Named Executive Officers with respect to 2012.

Like all companies, the Company's compensation program is the cornerstone of how we attract, motivate and, most importantly, retain our Named Executive Officers. To that end, we have designed a compensation program that is strongly grounded on pay-for-performance principles. As illustrated in the chart below, for example, in 2012 the target potential compensation opportunity (including stock option grants) of the Company's Named Executive Officers consisted of approximately 81% of targeted performance-based compensation and approximately 19% of fixed compensation (primarily in the form of base salary):

**Target Potential 2012  
Executive Compensation  
(Including Stock Options)**



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We believe that the Company's performance over both the short-term and the long-term amply supports the compensation paid to the Named Executive Officers. As noted above and as described in more detail in the CD&A, the Company had a total shareholder return of 33.5% and 78.5% during the one and three year periods ended December 31, 2012 as compared to the 14.5% and 39.5% median total shareholder return of the Company's peer group (as set forth on page 23 of this Proxy Statement) over the same periods.

In addition, as demonstrated in the chart below, an investment of \$100 in the Company made on January 1, 2000 would have been worth \$2,183 on January 1, 2013 versus an average of \$112 for the same investment in our peer group companies with comparable trading histories:

**Total Shareholder Return(1) vs. Peer Group(2)  
1/1/2000 to 1/1/2013**

(1) Total shareholder return is determined by assuming quarterly reinvestment of dividends.

(2) Peer group companies with comparable trading histories consist of Ameristar Casinos, Inc., Boyd Gaming Corporation, Isle of Capri Casinos, Inc., MGM Resorts International and Pinnacle Entertainment, Inc.

As an advisory vote, the results of this vote will not be binding on the Board or the Company. However, we urge you to endorse our pay-for-performance compensation program, particularly in light of the Company's strong performance over both the short-term and long-term.

**The Board of Directors unanimously recommends that shareholders cast their advisory vote "FOR" approval of the compensation of the Company's Named Executive Officers described in the Compensation Discussion and Analysis and otherwise disclosed in this Proxy Statement.**

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**COMPENSATION DISCUSSION AND ANALYSIS**

For purposes of the following Compensation Discussion and Analysis, the terms "Committee" or "we" or "our" refer to the Compensation Committee of the Board.

**Executive Summary**

In 2012, the Company completed a number of significant accomplishments despite the ongoing challenge to its business from increasing competition and continuing political and economic uncertainty. We believe these accomplishments were reflected in the Company's share price, as the Company's one year total share return was 33.5% and its three year total shareholder return was 78.5%. These returns substantially outpaced the Company's peer group as well as the overall S&P 500 index over the same periods.

The most notable accomplishment in 2012, in our view, was the announcement in November that the Company is pursuing a plan to separate its gaming operating assets from its real property assets by creating a newly formed, publicly traded real estate investment trust ("REIT") through a tax free spin off (the "Spin-Off") which the Company estimates will result in a one-time taxable cash and stock dividend to shareholders equivalent to approximately \$1.1 billion, or \$12.64 per common share. In connection with the proposed Spin-Off, it was also announced that Mr. Carlino would become the Chief Executive Officer of the REIT and that Mr. Wilmott would become the Chief Executive Officer of the Company. The Company's management team will continue to provide services to both the Company and the REIT through a two year transition service period, with several officers expected to transfer to the REIT either before or during the transition service period.

While the Committee's work in 2012 was impacted by the proposed Spin-Off, we continued our efforts to carefully and thoughtfully review the Company's compensation practices in light of our objective to align pay with performance as well as to consider shareholder feedback, industry and general market trends in compensation practices as well as the advice and recommendations of our independent compensation advisor. Based on our review, we believe the compensation paid to Mr. Carlino remains reasonable and appropriate in light of the Company's scale and performance. In 2012, Mr. Carlino's compensation increased by only 4.6% from the prior year as compared to a 33.5% total shareholder return for the same period.

In addition, the Committee continued to build upon some past changes in the Company's compensation program as well as instituted several new changes, which we will continue to evaluate and modify as the Company's transition plans evolve. In particular, the Committee:

Continued to reduce the number of employment agreements containing "single trigger" change in control provisions. In 2012, no new or renewed employment agreement contained a "single trigger" change in control provision. In addition, the Company has determined not to enter into any such provisions in the future.

Reduced the number of employment agreements containing tax indemnification provisions. In 2012, no new or renewed employment agreement contained a tax indemnification provision.

Reduced the amount of annual equity compensation awarded to employees in 2013 as compared to 2012 to address shareholder concern regarding overhang and burn rate while at the same time maintaining the benefits of utilizing equity compensation to incentivize our management team. For example, the aggregate number of shares issued or issuable as annual equity compensation to the Named Executive Officers in 2013 was 158,000 as compared to 790,000 shares in 2012.

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**Company Performance**

We believe that 2012 will be regarded as a transitional year in the history of the Company. The Company successfully accomplished a number of significant strategic objectives without losing focus on the continued successful operation of its existing facilities despite the challenges from increasing competition and continuing political and economic uncertainty.

In this environment, the Company continued to vigilantly address operating efficiencies while maintaining a disciplined approach to marketing spend and promotional activities. This focus is evidenced in the improved operating margins at 9 of the 16 gaming facilities that we operated for a full year in both 2011 and 2012.

At the same time, the Company also accomplished the following:

In February 2012, the Company, in partnership with International Speedway Corporation, opened on time and on budget a \$391 million gaming facility overlooking Turn 2 of the Kansas Speedway.

In May 2012, the Company opened on time and on budget a \$320 million gaming facility in Toledo, Ohio.

In June 2012, the Company filed its video lottery terminal license applications for the two new gaming and racing facilities it is constructing in Austintown and Dayton, Ohio.

In October 2012, the Company opened on time an over \$400 million gaming facility in Columbus, Ohio.

In October 2012, the Company submitted to the City of Springfield and the Springfield Redevelopment Authority a proposal to develop an approximately \$807 million, single-phase, comprehensive economic development project, including a Hollywood Casino-branded destination casino resort in Springfield, Massachusetts.

In November 2012, the Company expanded its \$2.15 billion senior credit facility by an additional \$1 billion at an attractive cost of capital.

In November 2012, the Company completed its \$610 million acquisition of a gaming facility from Caesars Entertainment, which is now being transitioned to a Hollywood Casino.

In November 2012, the Company submitted two proposals to construct one new land based facility in or around Sioux City, Iowa one for a \$160 million gaming facility in downtown Sioux City and the other for a \$167 million gaming facility in Woodbury County.

In November 2012, the Company submitted a proposal for a \$480 million gaming facility in Philadelphia, Pennsylvania.

In November 2012, the Company announced its intent to pursue the Spin-Off transaction.

For a complete discussion of the Company's performance in 2012, please see Management's Discussion and Analysis of Financial Condition and Results of Operations on pages 35 to 66 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012, a copy of which is included in the Annual Report to Shareholders delivered in connection with this Proxy Statement.

**Key Compensation Practices**

The Committee, in consultation with our independent compensation advisor, management and the full Board, routinely considers compensation practices suggested by the Company's shareholders as a result of the Company's shareholder outreach efforts as well as those identified as "best practices" by various market constituents. With all such suggestions, we strive to incorporate into our compensation program those practices we believe will most effectively support the Company's continuing efforts to



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create shareholder value. Accordingly, we have incorporated many of these "best practices" into our compensation program in areas where we believe they benefit the Company and its shareholders, including:

General reduction of the amount of annual targeted equity compensation awarded to employees;

Reduction in the number of employment agreements containing "single trigger" change in control provisions;

Reduction in the number of employment agreements containing tax indemnification provisions;

Share ownership guidelines for directors and executive officers;

Incorporation of a "double trigger" for severance payments following a change in control in all new employment agreements since 2011;

Compensation largely based on multiple performance metrics, including EBITDA, relative total shareholder return and absolute stock price performance;

Compensation that includes a combination of relative and absolute incentive opportunities;

Established maximum bonus opportunities;

Prohibition on discounting and repricing options;

Equity-based awards that incorporate a fungible share feature applicable to all full value awards;

Improved disclosure of the Company's compensation clawback and hedging policies; and

History of active share repurchase programs to capitalize on prudent stock repurchase opportunities which offset the potential dilution from shares granted pursuant to incentive awards.

We will continue to evaluate and consider input from our shareholders and emerging "best practices" to ensure that our compensation programs contain the features necessary to properly align the interests of our executives with the interests of our shareholders.

**Shareholder Outreach and Say on Pay Vote**

During 2012, the Company continued its long-standing practice of robust communication and discussion with shareholders, including direct dialogue with most of its top 40 shareholders specifically regarding the 2012 Say on Pay proposal, which shareholders held over 79% (or 67% excluding shares held by Peter M. Carlino and his family) of the issued and outstanding common stock of the Company as of the record date for the 2012 Annual Meeting. By way of overview, the Company continues to hold quarterly conference calls in which management limits its prepared remarks in favor of creating an open forum to allow shareholders to ask about matters of most interest to them. The Company continues to provide financial and other disclosure beyond that required by the SEC on matters such as management's views on pending legislation and quarterly and annual earnings estimates. Further, members of the Company's senior management team participated at investor conferences throughout 2012 and regularly hosted analysts and institutional investors at its corporate headquarters. The Company also hosted facility tours and meetings across its property portfolio for analysts and institutional investors. At the Global Gaming Expo, the gaming industry's annual

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trade show in Las Vegas, executives conducted group meetings and participated in a number of investor events. Finally, the Company hosted events for the institutional investor community in connection with the opening of its newest gaming facilities at Hollywood Casino at Kansas Speedway, Hollywood Casino Toledo and Hollywood Casino Columbus. These outreach efforts provide numerous forums for investors and prospective investors to discuss with management a wide variety of subjects important to them, including executive compensation.

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The results of the shareholder advisory vote on executive compensation at our 2012 Annual Meeting of Shareholders were supportive of our compensation programs. Following the 2012 Annual Meeting, we reviewed the various views expressed by our shareholders with respect to our compensation program and evaluated what changes may be appropriate in light of these views as well as our own views on compensation matters. As a result of the Company's discussions with shareholders as well as consideration of other factors, we implemented the following:

Continued to reduce the number of employment agreements containing "single trigger" change in control provisions. In 2012, no new or renewed employment agreement contained a "single trigger" change in control provision. In addition, the Company has determined not to enter into any such provisions in the future.

Reduced the number of employment agreements containing tax indemnification provisions. In 2012, no new or renewed employment agreement contained a tax indemnification provision.

Reduced the amount of annual equity compensation awarded to employees in 2013 as compared to 2012 to address shareholder concern regarding overhang and burn rate while at the same time maintaining the benefits of utilizing equity compensation to incentivize our management team. For example, the aggregate number of shares issued or issuable as annual equity compensation to the Named Executive Officers of the Company in 2013 was 158,000 as compared to 790,000 shares in 2012.

**Peer Group**

We review the Company's peer group at the beginning of each fiscal year to determine whether any changes are warranted from the prior year's peer group. The companies that make up the Company's peer group are its business competitors as well as its primary source of, and primary competition for, executive talent. Many of the Company's executives have been recruited from other gaming enterprises. In addition, since gaming and racing are highly regulated industries, it takes a high degree of experience and prior knowledge to provide effective oversight to multiple gaming and racing properties in a variety of jurisdictions. Also, the Company's executive officers are required to submit to extensive investigations conducted by the state police, or an equivalent investigatory agency, of their personal financial records, their character and competency in order to be found "suitable" to serve in their respective capacities in each of the jurisdictions in which the Company operates. Accordingly, the pool for executives capable and willing to serve in an executive capacity in a publicly traded, multi-jurisdictional gaming and racing company tends to consist mostly of individuals who are already working within the gaming industry and within our peer group. In addition, the median revenues of these companies in 2012 fell within 25% of the Company's 2012 revenues. For these reasons, we have determined that the appropriate peer group for the Company consists of the largest companies in the commercial gaming industry. We believe that this peer group is appropriate for determining relative industry performance as well as for recruitment and retention purposes.

For 2012, we confirmed that the peer group to be used for comparison purposes would consist of Ameristar Casinos, Inc., Boyd Gaming Corporation, Isle of Capri Casinos, Inc., Las Vegas Sands Corp., MGM Resorts International, Pinnacle Entertainment, Inc. and Wynn Resorts, Ltd. For 2013, we again determined to utilize the same peer group but with the addition of Caesars Entertainment, Inc., which had conducted an initial public offering in 2012. In addition, we take into consideration any available compensation data from Trump Entertainment Resorts, Inc., which entered into bankruptcy in 2009, as well as Station Casinos, Inc., which was taken private but continues to file periodic reports under the Exchange Act.

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**Overview of Compensation Program**

*Objectives of Compensation Program*

The overall objective of the Company's executive compensation program is to compensate members of management in a manner that most effectively incentivizes them to maximize shareholder value without taking undue financial risks. At the same time, the executive compensation program is intended to enable the Company to attract and retain the executive talent needed to grow and further its strategic interests. Specifically, the Company's compensation objectives are to:

Align executive pay opportunities with shareholder value creation;

Create a pay for performance compensation program that will appropriately reward management for operational success; and

Attract and retain the best possible management team for the Company to increase shareholder value and maintain the Company's credibility in the capital markets.

*Compensation Philosophy*

To support the Company's compensation program objectives, we have adopted and annually review and confirm a compensation philosophy that serves as the guide for all executive compensation decisions. Our compensation philosophy is as follows:

The Company intends to maintain an executive compensation program that will help it attract and retain the executive talent needed to grow and further the strategic interests of the business. To this end, the Company provides a compensation and benefits program that will be sufficiently attractive to provide talented executives with good reason for remaining with the Company and continuing in their efforts to improve shareholder value. The Company's program is designed to motivate and reward executives to achieve and exceed targeted results. Pay received by the executives will be commensurate with the performance of the Company, the business unit of which they are part, and their own individual contribution.

*Risk Assessment*

In establishing and reviewing our executive compensation program, we consider, among other things, whether the program properly motivates executives to focus on the creation of shareholder value without encouraging unnecessary or excessive risk taking. To this end, the Committee carefully reviews the principal components of executive compensation. Base salaries are reviewed annually and are fixed in amount. Annual incentive pay is focused on achievement of certain specific overall financial goals and is determined using multiple absolute and relative performance criteria, including announced guidance pertaining to adjusted EBITDA targets and total shareholder return. The other major component of our executive officers' compensation is long-term incentives through a mix of stock options, stock appreciation rights, restricted stock and phantom stock units that we believe are important to help further align executives' interests with those of our shareholders. Such grants are subject to long-term vesting schedules, and executives are subject to stock holding requirements in the Stock Ownership Guidelines, to help ensure that executives always have significant value tied to long-term stock price performance. We believe that these cash and incentive awards, especially when combined with the compensation clawback policy described on page 31 of this Proxy Statement, appropriately balance risk, payment for performance and align executive compensation with shareholders without encouraging unnecessary or excessive risk taking.

*Elements of Compensation*

We have designed a compensation program that is heavily weighted towards performance based compensation but utilizes several different performance metrics designed to ensure that management is

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appropriately incentivized across a number of different business and economic environments and appropriately considers each of the principal objectives of the Company's business strategy. In 2012, the total potential compensation opportunity of the Company's Named Executive Officers consisted of approximately 81% of targeted performance based compensation and approximately 19% of fixed compensation (primarily in the form of base salary).

**Target Potential 2012  
Executive Compensation  
(Including Stock Options)**

The principal elements of the compensation program are described below. Please see "Analysis of Compensation" starting on page 28 for a discussion of the specific actions taken with respect to executive compensation in fiscal year 2012 and thus far in 2013. For a detailed description of the Compensation Committee's role and responsibilities, as well as the retention and use of our independent compensation consultant, Exequity LLP, please see "Compensation Committee" beginning on page 6 of this Proxy Statement.

*Base Salary.* The base salary of our executive officers as a group is benchmarked against the 50<sup>th</sup> percentile (median) of base salaries of comparable executives within the Company's peer group. We benchmark against the median in order to set salaries that are competitive in the gaming industry and that will attract and retain qualified executives. Base salaries are then adjusted for certain qualitative factors, including specific position duties and responsibilities, tenure with the Company, individual contribution and position value to the Company and the overall reasonableness of an executive's pay package.

*Annual Incentive.* The Company's annual incentive plan is designed to motivate the executive officers and other members of management to achieve the objectives that we believe are most likely to increase shareholder value without undermining the Company's credibility in the capital markets, which is critical to fund capital intensive future growth opportunities at the lowest possible cost of capital. To ensure that such executives are appropriately incentivized across a variety of business and economic conditions, we set one measure referenced by an internal goal and another measure referenced by one or more external goals based on the Company's performance against its peer group and other external benchmarks. We believe that the best internal measures of performance are focused on earnings while external measures should expand and further align management and shareholder interests by focusing on shareholder value. Accordingly, in 2012, we utilized an internal and an external measure to determine the annual incentive opportunity for our executives.

For 2012, the internal measure for the annual incentive plan provided for the payment of incentive compensation based upon the Company's achievement of its adjusted EBITDA goal for the year.

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Conceptually, the term adjusted EBITDA refers to earnings before interest, taxes, depreciation and amortization, adjusted for certain non-recurring or unforeseen events. In order to provide a clear reconciliation to generally accepted accounting principles ("GAAP"), we base our adjusted EBITDA calculation on the Company's income from operations excluding charges for stock compensation, depreciation and amortization, gain or loss on disposal of assets and other non-recurring events, and inclusive of gain or loss from the Company's joint ventures. Each quarter, the Company publicly discloses its adjusted EBITDA in connection with its quarterly announcement of earnings, and provides a reconciliation of adjusted EBITDA to net income (GAAP) and income from operations (GAAP) to adjusted EBITDA in connection with each such announcement.

We set the ranges of bonuses payable pursuant to the internal measure for each executive as a percentage of annual base salary, consistent with the incentive programs and practices used by the Company's peer group. The following table shows the range of awards payable pursuant to the internal measure for each executive as a percentage of annual base salary for the 2012 and 2013 fiscal years:

Executive	Threshold	Target Bonus	Maximum
	Bonus		Bonus
Chairman and Chief Executive Officer	50%	100%	150%
President and Chief Operating Officer	42.5%	85%	127.5%
Senior Vice President and Chief Financial Officer	37.5%	75%	112.5%
Senior Vice President and General Counsel	25%	50%	75%
Senior Vice President of Corporate Development	25%	50%	75%

The target bonus is payable when the Company meets or exceeds its adjusted EBITDA goal for a given year, subject to any required adjustments under the 2008 Long-Term Incentive Compensation Plan, as amended (the "2008 Plan") for certain extraordinary or unforeseen events. For any portion of executives' annual incentive bonuses to be paid with respect to the internal measure, the Company must achieve a threshold amount of adjusted EBITDA. This threshold was set at 10% less than the adjusted EBITDA goal in 2012 and 2013. In order to help manage potential payouts, annual incentive opportunities are capped at the maximum bonus levels set forth in the table above, regardless of the extent to which performance exceeds targeted levels. We have discretion to pay this award in cash, equity or any combination of cash and equity.

In 2012, the external measure for the annual incentive plan provided for payment of incentive compensation based on how the Company's total shareholder return compared to the total shareholder return of companies included in three different indices: (a) the Company's industry peer group; (b) the S&P Leisure Time Select Industries Index; and (c) the S&P 500. We refer to this external measure for the annual incentive compensation plan as the total shareholder return plan (the "TSR Plan"). Total shareholder return ("TSR") is an indicator of a company's overall performance and, as used in connection with the TSR Plan, means the total return measured by share price movements on an investment in the stock of a public company over a specified period, taking into account the reinvestment of dividends, if any.

Under the TSR Plan, the payment of incentive bonuses is based on the Company's share performance over a one, three and five year period as compared against the TSR of the companies listed in each index. Accordingly, as shown in the table below, TSR is measured against nine benchmarks: the median of the one, three and five year TSR for the Company's peer group and for the S&P Leisure Time Select Industries Index, and the one, three and five year TSR for the S&P 500:

Index	1 Year TSR	3 Year TSR	5 Year TSR
Industry	Exceed Median	Exceed Median	Exceed Median
S&P Leisure Time Select Industries Index	Exceed Median	Exceed Median	Exceed Median
S&P 500	Exceed Index	Exceed Index	Exceed Index

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The Company's share performance is required to exceed the applicable target for any portion of the external measure bonus to be paid. For each target exceeded, the executive will receive an amount equal to the bonus per target noted below, with a maximum bonus only paid if all nine targets are achieved. We have discretion to pay the external measure bonus in cash, equity or any combination of cash and equity. The bonus per target and maximum bonus payable under the TSR Plan for 2012 and 2013 for each Named Executive Officer as a percentage of annual base salary is as follows:

<b>Executive</b>	<b>Bonus Per Target</b>	<b>Maximum Bonus</b>
Chairman and Chief Executive Officer	16.7%	150%
President and Chief Operating Officer	14.2%	127.50%
Senior Vice President and Chief Financial Officer	12.5%	112.50%
Senior Vice President and General Counsel	8.3%	75%
Senior Vice President of Corporate Development	8.3%	75%

*Equity Compensation.* We believe that the award of equity compensation is a critical component of the Company's executive compensation program because equity compensation directly ties executive compensation to management's ability to increase shareholder value. Our experience shows us that equity compensation fosters an atmosphere where employees "think like owners" and are motivated to increase the long-term value of the Company by aligning their interests with those of the Company's shareholders. Accordingly, we believe that equity compensation is an excellent tool to reflect the Company's principles of "pay for performance" so that a portion of each executive's compensation package will grow in value as shareholder value is increased. We also believe that this culture of employee ownership has been a significant contributing factor to the Company's success and will continue to play a vital role in future success. More specifically, we believe that equity compensation has been a critical tool in attracting and retaining executives with the type of entrepreneurial spirit that we believe is integral to the Company's success.

Consistent with the Board's desire to maximize shareholder value, we have taken steps to protect shareholder interests and promote shareholder value in both the design and the administration of the equity compensation program. Under the terms of the 2008 Plan, awards to employees are administered by the Compensation Committee. The vesting schedules for awards are designed to encourage employees to focus on the long-term success of the Company by requiring employees to remain with the Company for a number of years (typically four years) before all of their awards may be settled. The 2008 Plan neither permits the exercise price of outstanding stock options or stock appreciation rights to be reduced nor permits the grant of discounted stock options or stock appreciation rights. Finally, the 2008 Plan includes a "fungible share" concept that requires the Company to count each share awarded as restricted stock, or pursuant to any other full value award, as an award of 2.44 shares for purposes of counting the shares available for issuance under the 2008 Plan, provided that awards settled only in cash are not counted against the shares available under the 2008 Plan.

To mitigate the dilutive effects of equity compensation, on July 3, 2008, the Company announced the Board's authorization to repurchase up to \$200 million of the Company's common stock through open market or privately negotiated transactions, subject to applicable securities laws and appropriate market conditions. This authorization has been increased and extended several times since 2008, and, as of March 31, 2013, there remains available authorization of \$160.1 million for the Company to repurchase shares of its common stock, which will expire at the Annual Meeting, unless otherwise extended or shortened by the Board. In the aggregate, the Company has repurchased over 13.4 million shares of its common stock and common share equivalents since 2008, which it believes has more than offset the dilutive impact of equity awards that have been and may be granted under the 2008 Plan. By way of contrast, the 2008 Plan only authorizes equity awards for a maximum of 9.25 million shares of common stock.

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*Deferred Compensation.* The Company does not maintain any defined benefit pension programs for its executives. Instead, consistent with the competitive practices of the Company's peer group, the Company maintains an elective nonqualified deferred compensation plan for executives. Pursuant to the plan, the Company provides a matching contribution on an executive's deferrals to the plan of up to 5% of the executive's base salary and annual bonus. All amounts credited to an executive's account are notionally invested, as directed by the executive, in commonly available mutual funds, and the Company does not guarantee any minimum returns. The plan is unfunded and benefits are paid from the Company's general assets; however, the Company currently contributes funds into a grantor trust on a monthly basis in respect of these deferred compensation obligations. The Company generally sets aside separately the amounts deferred by the executives and the matching contributions thereon and, to protect against excess liabilities, invests such amounts in the mutual funds notionally selected by each executive. This program is described in more detail beginning on page 38 of this Proxy Statement.

*Benefits and Perquisites.* We believe that executives should be offered customary benefits and perquisites that are reasonable relative to the benefits provided to all employees, are consistent with competitive practices among the Company's peer group and, in certain circumstances, may address a particular reasonable issue or concern of an executive. The standard benefits offered to all of the Company's employees include medical, dental and vision insurance, group life insurance, short and long-term disability and a 401(k) with certain contributions matched by the Company. Consistent with the objectives described above, the Company also provides certain executive officers with additional supplemental benefits and perquisites, including in limited instances use of the Company's private aircraft where individual circumstances merit. The description and value of such supplemental benefits and perquisites in 2012 can be found on page 35 of this Proxy Statement.

### **Analysis of Compensation**

*Base Salary.* Each year, we review the base salary of each executive officer against the base salaries of similarly positioned executives in the Company's peer group. In doing so, we compare the base salary information contained in our peer group's most recently available proxy statements with comparable data for the Company's executive officers. In 2012, our review indicated that the base salary of the Company's Chief Executive Officer was at the 69<sup>th</sup> percentile relative to similarly positioned executives in the Company's peer group (based on information in the peer group companies' 2012 proxy statements), and the base salaries of the other executive officers ranged from the 27<sup>th</sup> percentile to the 72<sup>nd</sup> percentile.

For 2013, based on our review of comparable base salaries and the individual qualitative factors described above, we deemed it appropriate to increase the base salary of each executive officer by 3%, which is the same increase generally received by the Company's corporate staff and is consistent with national compensation trends across all industries.

*Annual Incentive Internal Measure.* In 2012, the Company achieved over 99% of the maximum adjusted EBITDA target of \$756.6 million (which was 105% of the Company's publicly announced adjusted EBITDA target for 2012 of \$720.6 million). This resulted in the executive officers earning 85% of the maximum payout under the internal measure of the annual incentive plan. For purposes of the 2008 Plan, adjusted EBITDA for 2012 was \$751.1 million, which reflects adjustments from the Company's publicly announced adjusted EBITDA to exclude the impact of certain non-recurring events, including the additional EBITDA attributable to the acquired property in Missouri and the additional expenses generated from referendum related activities in Maryland, as required by the terms of the 2008 Plan.



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The following table indicates the actual amount paid to each executive officer as a percentage of annual base salary for 2012 for the internal measure of the annual incentive:

Executive	Actual Bonus Percent	Actual Payment
Chairman and Chief Executive Officer	143%	\$ 2,502,006
President and Chief Operating Officer	121%	\$ 1,704,091
Senior Vice President and Chief Financial Officer	107%	\$ 1,210,894
Senior Vice President and General Counsel	71%	\$ 366,938
Senior Vice President of Corporate Development	71%	\$ 359,599

For 2013, the target amount for the internal measure for the Company's annual incentive plan was established at \$881.2 million, which is the Company's estimate of adjusted EBITDA for 2013 as publicly announced in connection with Company's earnings call on January 31, 2013. For a complete discussion of the assumptions underlying the Company's estimate of 2013 adjusted EBITDA and the other risk factors to be considered in connection therewith, please refer to the Company's press release included as Exhibit 99.1 to the Company's Current Report on Form 8-K filed with the SEC on February 1, 2013. Absent an adjustment as required under the 2008 Plan for certain extraordinary circumstances outside of management's control, the threshold adjusted EBITDA required to be generated in 2013 before any compensation becomes payable under the internal measure would be \$793.1 million, and the adjusted EBITDA required to be generated in order to earn the maximum amount of incentive compensation under the internal measure would be \$925.3 million.

*Annual Incentive External Measure.* For 2012, the Company's TSR exceeded the targets for seven of the nine performance measures. As a result, the executive officers earned 77.8% of the maximum bonus payable under the external measure of the annual incentive plan. We elected to pay this amount in phantom stock units that vest over four years, 25% on the first anniversary of the date of grant and 25% on each succeeding anniversary (subject to continued employment), in order to encourage management retention and foster alignment with shareholder interests. The numbers of units were determined by dividing the bonus amount by the fair market value of the common stock on the first trading day of the performance period, which was January 2, 2012. Consistent with our past practice, we used the first trading day of 2012 to determine the number of phantom stock units granted because the phantom stock units are granted in respect of 2012 TSR performance and we believe the value of the award should reflect the increase in the market price of the Company's shares during the performance period for the TSR metric. The Committee has determined this approach to be appropriate because, among other reasons, the TSR portion of each executive's annual incentive is not delivered immediately, but is made subject to additional service based vesting before it can be realized. Accordingly, this approach allows the Company to receive the benefit of an additional retention incentive and further alignment of executive's interests with those of shareholders through equity ownership.

The following table indicates the maximum units that could have been earned by management under the TSR Plan in 2012, the actual number of units awarded based on the Company having met seven of the nine TSR targets and the grant date value of such awards:

Executive	Maximum Shares	Phantom Stock Unit Awards	Grant Date Fair Value
Chairman and Chief Executive Officer	69,181	53,807	\$ 2,601,568
President and Chief Operating Officer	47,118	36,648	\$ 1,771,931
Senior Vice President and Chief Financial Officer	33,482	26,041	\$ 1,259,082
Senior Vice President and General Counsel	10,146	7,892	\$ 381,578
Senior Vice President of Corporate Development	9,943	7,734	\$ 373,939

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As evidenced by the Company's share price growth exceeding the one, three and five year median growth rate of its industry peer group, the Company continued to perform well against its peers. We believe this is due to a combination of (i) the value generated by the Company's announcement of its intention to pursue the Spin-Off, (ii) the opening of new casinos in Columbus, Kansas City, and Toledo, (iii) the relatively lower volatility of the Company's regional gaming portfolio during the economic downturn of the last several years and (iv) the relatively lower debt levels maintained by the Company during those years. The Company's TSR also exceeded the median TSR of the S&P Leisure Time Select Industries Index and the TSR of the S&P 500 Index over the one and three year period.

*Equity Compensation.* In 2012, options to purchase shares of common stock were granted to our executive officers as follows: Peter M. Carlino, options to purchase 300,000 shares; Timothy J. Wilmott, options to purchase 200,000 shares; William J. Clifford, options to purchase 150,000 shares; and each of Jordan B. Savitch and Steven T. Snyder, options to purchase 70,000 shares. The exercise price of each option was set at \$38.07 per share, which represents the closing price of a share of common stock on the trading day immediately prior to the date of grant, as required by the terms of the 2008 Plan. All options granted in 2012 vest at the rate of 25% per year, generally subject to the executive's continued employment.

Consistent with our historical practices regarding stock option grants, we granted the same fixed number of shares in 2012 to Mr. Carlino as were granted in 2011. In granting a fixed number of stock options to the Chief Executive Officer for 2012, we considered the extent to which the grant would reward the Chief Executive Officer for increasing shareholder value and the Chief Executive Officer's central role in overseeing the Company's success. We also considered the size of the grant in relation to the diluted shares outstanding, which represented approximately 0.3% of the total shares outstanding. Further, we considered the Company's recent and long-term performance. Based on these factors, we determined, as we have in previous years, that the fixed grant of 300,000 stock options was appropriate to reward and incentivize the Chief Executive Officer to increase shareholder value.

With respect to the other executive officers, we utilized a methodology based on the number of options granted to the Chief Executive Officer and then adjusted downward so that the size of the grants were approximately proportionate to the difference in the total cash opportunity available to each of the executive officers. If appropriate, we may further adjust the amounts based on input from the Chief Executive Officer regarding such qualitative factors as specific position duties and responsibilities, tenure with the Company, individual contribution and position value to the Company. In 2012, no other adjustments were deemed necessary or appropriate and, accordingly, we granted the same fixed number of shares in 2012 to the other executive officers as were granted in 2011.

**Employment Agreements**

Most of the existing employment agreements with our executive officers have relatively near term expiration dates. In addition, the Company expects that several of these agreements will expire earlier as some of our Named Executive Officers are expected to transition to the REIT in connection with the Spin Off. Further, as noted on page 20 of this Proxy Statement, we have reduced the number of employment agreements with single trigger change in control and tax indemnification provisions. Accordingly, in 2013, the Committee plans to continue to re-evaluate whether and in what form to utilize employment agreements to attract and retain talented executives and to protect the Company from employment related liability.

For a detailed discussion of the terms contained in each Named Executive Officer's employment agreement, please refer to pages 42 to 47 of this Proxy Statement.

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**Other Compensation Policies**

*Hedging and Pledging Policy.* We believe that equity ownership fosters an atmosphere where directors and officers "think like owners" and are motivated to increase the long-term value of the Company by aligning their interests with those of the Company's shareholders. Accordingly, we have adopted policies generally restricting each of the Company's directors and executive officers from engaging in hedging transactions or pledging Company shares.

*Compensation Clawback Policy.* As a highly regulated, multi-jurisdictional gaming and racing company, the Company has had a long-standing commitment to ensure that its executive officers adhere to the highest professional and personal standards. Accordingly, the Company has long held that under current law misconduct by any executive officer that leads to a restatement of the Company's financial results could subject such individuals to a disgorgement of prior compensation and, in light of the highly regulated nature of the Company's business, that the Committee would likely pursue such remedy, among others, where appropriate based on the facts and circumstances surrounding the restatement and existing laws. The Committee will amend the Company's clawback policy, as needed, once the SEC adopts the final implementing rules regarding compensation clawbacks mandated by the Dodd-Frank Act.

*Statutory and Regulatory Considerations.* In designing the Company's compensatory programs, we consider the various tax, accounting and disclosure rules associated with various forms of compensation. We also review and consider the deductibility of executive compensation under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), which generally provides that the Company may not deduct certain compensation of more than \$1 million that is paid to certain individuals. The Company generally will be entitled to take tax deductions related to performance-based compensation or to compensation not payable until the executive leaves the Company, which may include cash incentives, stock options, restricted stock or other performance-based award. We seek to preserve the Company's tax deductions for executive compensation to the extent consistent with the Company's executive compensation objectives. However, we may also from time to time consider and grant compensation that may not be tax deductible if we believe such compensation is warranted to achieve the Company's objectives.

*Timing of Option Grants.* In December 2006, we adopted a stock option grant procedure, pursuant to which, for annual stock option awards to eligible executive officers, the grant date will be the first trading day of the calendar year. In addition, with respect to executive officers subject to the reporting requirements of Section 16 of the Exchange Act, grants made by us upon commencement of employment or promotions are made on the day employment commences or the promotion is effective. The stock option procedure is designed to make the timing of option grants predictable and prevent grant timing abuses. Options granted in 2012 to executives were granted in accordance with this procedure. All option grants were priced in accordance with the terms of the applicable equity compensation plans, which require, among other things, that the exercise price of all stock options be established by reference to the closing price on the trading day immediately prior to the date of grant.

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**Compensation Committee Report**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis set forth on pages 20 through 31 of this Proxy Statement (the "Compensation Discussion and Analysis") with the management of the Company. In addition, as discussed on page 7 of this Proxy Statement, the Committee retained the services of Exequity LLP as its independent compensation consultant in order to receive independent expert advice on executive compensation matters and guidance with respect to compensation best practices, among other things. The compensation actions taken in 2012 and described in this Compensation Discussion and Analysis were taken in consultation with, and were supported by, the Consultant.

Based on the review and discussions described above, the Compensation Committee recommended to the Company's Board of Directors that the Company's Compensation Discussion and Analysis be included in this Proxy Statement and, by reference, in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

**Compensation Committee of  
the Board of Directors**

Harold Cramer, Chairman  
David A. Handler  
Barbara Shattuck Kohn

Table of Contents**EQUITY COMPENSATION PLAN INFORMATION**

The following table summarizes certain information with respect to the Company's compensation plans and individual compensation arrangements under which the Company's equity securities have been authorized for issuance as of the fiscal year ended December 31, 2012:

<b>Plan Category</b>	<b>(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>(b) Weighted-average exercise price of outstanding options, warrants and rights (\$)</b>	<b>(c)* Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
Equity compensation plans approved by shareholders	11,805,288	31.44	1,487,780

\*

The 2008 Long Term Incentive Compensation Plan, as amended, provides that while awards of stock options and stock appreciation rights are counted as one share of common stock granted under such plan, awards of restricted stock, or shares issued pursuant to any other full value awards, are counted as issuing 2.44 shares of common stock per share awarded for purposes of determining the number of shares available for issuance under such plan. Awards that are settled in cash rather than shares of stock are not counted against the plan limit.

Table of Contents**COMPENSATION TABLES****Summary Compensation Table**

The following table sets forth information concerning the compensation earned during the fiscal years ended December 31, 2012, 2011 and 2010 by the Company's Chief Executive Officer, Chief Financial Officer and the three other most highly compensated individuals serving as executive officers on December 31, 2012 (collectively, the "Named Executive Officers"):

Name and Principal Position	Year	Salary (\$)	Stock Awards \$(1)	Option Awards \$(1)	Non-Equity Incentive Plan	All Other	Total (\$)
					Compensation \$(2)	Compensation \$(3)	
<b>Peter M. Carlino</b> Chairman and Chief Executive Officer	2012	1,753,827	2,601,568	5,153,190	2,502,006	529,415	<b>12,540,006</b>
	2011	1,702,745	2,332,228	4,966,050	2,556,981	420,330	<b>11,978,334</b>
	2010	1,653,335	1,125,449	3,874,500	2,482,506	333,487	<b>9,469,277</b>
<b>Timothy J. Wilmott</b> President and Chief Operating Officer	2012	1,405,310	1,771,931	3,435,460	1,704,091	104,102	<b>8,420,894</b>
	2011	1,364,379	1,588,454	3,310,700	1,741,534	98,477	<b>8,103,544</b>
	2010	1,324,788	766,521	2,583,000	1,690,809	95,004	<b>6,460,122</b>
<b>William J. Clifford</b> Senior Vice President and Chief Financial Officer	2012	1,131,731	1,259,082	2,576,595	1,210,894	276,076	<b>6,454,378</b>
	2011	1,087,398	1,128,727	2,483,025	1,237,500	166,747	<b>6,103,397</b>
	2010	771,557	393,911	1,937,250	868,877	127,742	<b>4,099,337</b>
<b>Jordan B. Savitch</b> Senior Vice President and General Counsel	2012	514,424	381,578	1,202,411	366,938	62,346	<b>2,527,697</b>
	2011	497,955	342,044	1,158,745	375,000	46,555	<b>2,420,299</b>
	2010	446,400	151,951	904,050	335,138	33,295	<b>1,870,834</b>
<b>Steven T. Snyder(4)</b> Senior Vice President of Corporate Development	2012	504,134	373,939	1,202,411	359,599	61,199	<b>2,501,282</b>
	2011	487,991	335,201	1,158,745	367,500	45,715	<b>2,395,152</b>
	2010	437,309	148,845	904,050	328,312	32,718	<b>1,851,234</b>

(1) The amounts reflect the full grant date fair value calculated in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("ASC 718"), for stock option awards, restricted stock awards, and phantom stock unit awards. Assumptions used in the calculation of these amounts are included in footnote 3 to the Company's audited financial statements included in its Annual Report on Form 10-K for the fiscal year ended December 31, 2012. Included in Stock Awards for the years 2012 and 2011 are phantom stock unit awards granted on January 29, 2013, and February 6, 2012, respectively, relating to the Company's payment of the external portion of the Company's annual incentive plan for years 2012 and 2011. Included in Stock Awards for the year 2010 are restricted stock awards granted on April 15, 2011, relating to the Company's payment of the external portion of the Company's annual incentive plan for 2010.

(2) The amounts reflect cash payments in 2012, 2011 and 2010, pursuant to the internal measure portion of the Company's annual incentive plan, which provided for the payment of incentive compensation upon the Company's achievement of pre-established adjusted EBITDA goals. Based on the Company's adjusted EBITDA performance for 2012, the executives received target plus 85% of the difference between target and the maximum payout for the internal measure. Based on the Company's adjusted EBITDA performance for 2011 and 2010, the executives received the maximum payout for the internal measure. For more information on the Company's annual incentive plan, see the discussion beginning on page 20 of the "Compensation Discussion and Analysis" of this Proxy Statement.

(3)

See All Other Compensation Table below for more information.

(4)

Mr. Snyder was not a named executive officer of the Company for 2011.

Table of Contents**All Other Compensation Table**

The following table describes each component of the All Other Compensation column of the Summary Compensation Table:

Name	Year	Perquisites					Total (\$)
		Company Contributions to Deferred Compensation Plan (\$)(1)	Company Contributions to 401(k) (\$)(2)	Company- Paid Insurance Premiums (\$)(3)	Club Memberships (\$)	Personal Use of Company Airplane (\$)(4)	
Peter M. Carlino	2012	303,330	5,000		3,340	217,745	529,415
	2011	209,262	4,900		3,279	202,889	420,330
	2010	127,664	4,900		3,219	197,704	333,487
Timothy J. Wilmott	2012	70,266	5,000	28,836			104,102
	2011	68,219	4,900	25,358			98,477
	2010	66,242	4,900	23,862			95,004
William J. Clifford	2012	160,949	5,000			110,127	276,076
	2011	97,813	4,900			64,034	166,747
	2010	54,327	4,900			68,515	127,742
Jordan B. Savitch	2012	57,346	5,000				62,346
	2011	41,655	4,900				46,555
	2010	28,395	4,900				33,295
Steven T. Snyder	2012	56,199	5,000				61,199
	2011	40,815	4,900				45,715
	2010	27,818	4,900				32,718

- (1) This column reports the Company's matching contributions under the Company's Deferred Compensation Plan.
- (2) This column reports the Company's contributions to the Named Executive Officers' 401(k) savings accounts.
- (3) This column reports life insurance policy premiums and other insurance premiums paid by the Company on behalf of the executive.
- (4) The amount allocated for personal aircraft usage is calculated based on the incremental cost to the Company for fuel, landing fees and other variable costs of operating the airplane. Since the Company's aircrafts are primarily used for business travel, the Company does not include fixed costs that do not change based on usage, such as pilots' salaries, depreciation of the purchase cost of the aircraft and the cost of general maintenance.



Table of Contents**2012 Grants of Plan-Based Awards**

The following table sets forth certain information regarding grants of plan-based awards relating to 2012:

Name	Grant Date	Grant Board Approval Date	All Other Option Awards: Number of Securities Underlying Stock Options (#)	Exercise or Base Price of Option Awards (\$/Sh)(1)	Grant Date Fair Value of Stock and Option Awards (\$)(2)
Peter M. Carlino Options(3)	1/3/2012	12/12/2011	300,000	38.07	5,153,190
Peter M. Carlino External Measure(4)	1/29/2013	1/29/2013	53,807		2,601,568
Timothy J. Wilmott Options(3)	1/3/2012	12/12/2011	200,000	38.07	3,435,460
Timothy J. Wilmott External Measure(4)	1/29/2013	1/29/2013	36,648		1,771,931
William J. Clifford Options(3)	1/3/2012	12/12/2011	150,000	38.07	2,576,595
William J. Clifford External Measure(4)	1/29/2013	1/29/2013	26,041		1,259,082
Jordan B. Savitch Options(3)	1/3/2012	12/12/2011	70,000	38.07	1,202,411
Jordan B. Savitch External Measure(4)	1/29/2013	1/29/2013	7,892		381,578
Steven T. Snyder Options(3)	1/3/2012	12/12/2011	70,000	38.07	1,202,411
Steven T. Snyder External Measure(4)	1/29/2013	1/29/2013	7,734		373,939

- (1) The exercise price of each stock option is equal to the fair market value of a share of the Company's common stock on the date of grant. Pursuant to the terms of the Company's 2008 Long Term Incentive Compensation Plan, as amended, under which the options were granted, fair market value is equal to the closing price of the Company's common stock on the business day immediately preceding the date of grant.
- (2) Represents the full grant date fair value of awards under ASC 718. Generally, the full grant date fair value is the amount the Company would expense in its financial statements over the award's vesting period. Assumptions used in the calculation of these amounts are included in footnote 3 to the Company's audited financial statements beginning on page 67 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012.
- (3) Options granted to the Named Executive Officers vest over four years, 25% on the first anniversary of the date of grant and 25% on each succeeding anniversary. In the event of a change in control, options vest immediately.
- (4) These amounts reflect phantom stock unit awards relating to 2012 performance pursuant to the external measure portion of the Company's annual incentive plan, which provides for the payment of incentive compensation upon the Company's share performance over a 1-year, 3-year and 5-year period as compared against the total shareholder return of the companies listed in three indices for a total of nine performance targets. One-ninth of the maximum bonus will be paid for the achievement of each target. Executives received seven-ninths of the Maximum Target as a payout for 2012. The units vest over four years, 25% on the first anniversary of the date of grant and 25% on each succeeding anniversary. In the event of a change in control, the forfeiture restrictions on restricted stock lapse immediately. See the discussion beginning on page 20 of the "Compensation Discussion and Analysis" of this Proxy Statement.

Table of Contents**Outstanding 2012 Equity Awards at Fiscal Year-End**

The following table sets forth information concerning equity awards outstanding as of December 31, 2012:

Name	Option Grant Date(1)	Option Awards Number of Securities Underlying Unexercised Options:		Option Exercise Price (\$)	Option Expiration Date	Stock Award Grant Date	Stock Awards	Market Value
		Exercisable (#)	Unexercisable (#)(1)				Number of Shares or Units Held that Have Not Vested (#)	of Shares or Units Held that Have Not Vested (\$)(4)
<b>Peter M. Carlino</b>	01/29/04	150,000		12.15	01/29/14	02/18/10(2)	10,246	503,181
	01/06/05	561,300		29.22	01/06/15	10/20/10(3)	37,279	1,830,772
	01/12/06	300,000		33.12	01/12/16	04/15/11(2)	30,434	1,494,614
	01/02/07	300,000		41.62	01/02/17	02/06/12(3)	56,580	2,778,644
	07/08/08	300,000		29.87	07/08/18			
	01/02/09	225,000	75,000	21.38	01/02/16			
	01/02/10	150,000	150,000	27.19	01/02/17			
	01/03/11	75,000	225,000	35.15	01/03/18			
	01/03/12		300,000	38.07	01/03/19			
<b>Timothy J. Wilmott</b>	07/08/08	186,612		29.87	07/08/18	02/18/10(2)	6,978	342,690
	01/02/09	150,000	50,000	21.38	01/02/16	10/20/10(3)	25,390	1,246,903
	01/02/10	100,000	100,000	27.19	01/02/17	04/15/11(2)	20,728	1,017,952
	01/03/11	50,000	150,000	35.15	01/03/18	02/06/12(3)	38,536	1,892,503
		01/03/12		200,000	38.07	01/03/19		
<b>William J. Clifford</b>	01/06/05	300,000		29.22	01/06/15	02/18/10(2)	3,586	176,108
	01/12/06	100,000		33.12	01/12/16	10/20/10(3)	13,048	640,787
	01/02/07	100,000		41.62	01/02/17	04/15/11(2)	10,652	523,120
	07/08/08	150,000		29.87	07/08/18	02/06/12(3)	27,383	1,344,779
	01/02/09	112,500	37,500	21.38	01/02/16			
	01/02/10	75,000	75,000	27.19	01/02/17			
	01/03/11	37,500	112,500	35.15	01/03/18			
	01/03/12		150,000	38.07	01/03/19			
<b>Jordan B. Savitch</b>	01/29/04	37,080		12.15	12/31/13	02/18/10(2)	1,383	67,919
	01/06/05	80,000		29.22	01/06/15	10/20/10(3)	5,033	247,171
	01/12/06	50,000		33.12	01/12/16	04/15/11(2)	4,109	201,793
	01/02/07	50,000		41.62	01/02/17	02/06/12(3)	8,298	407,515
	07/08/08	70,000		29.87	07/08/18			
	01/02/09	52,500	17,500	21.38	01/02/16			
	01/02/10	35,000	35,000	27.19	01/02/17			
	01/03/11	17,500	52,500	35.15	01/03/18			
		01/03/12		70,000	38.07	01/03/19		
<b>Steven T. Snyder</b>	01/06/05	66,578		29.22	01/06/15	02/18/10(2)	1,355	66,544
	01/12/06	66,981		33.12	01/12/16	10/20/10(3)	4,930	242,112
	01/02/07	67,598		41.62	01/02/17	04/15/11(2)	4,025	197,668
	07/08/08	66,653		29.87	07/08/18	02/06/12(3)	8,132	399,363
	01/02/09	17,500	17,500	21.38	01/02/16			
	01/02/10	35,000	35,000	27.19	01/02/17			
	01/03/11	17,500	52,500	35.15	01/03/18			
	01/03/12		70,000	38.07	01/03/19			

- (1) Options vest over four years, 25% on the first anniversary of the date of grant and 25% on each succeeding anniversary. In the event of a change in control, options vest immediately.
- (2) Represents restricted stock awards. The forfeiture provisions on the restricted stock awards granted February 18, 2010, lapse 33 $\frac{1}{3}$ % on each of the first, second, and third anniversary of the date of grant. The forfeiture provisions on the restricted stock awards granted April 15, 2011, lapse 100% on the third year anniversary of the date of grant. In the event of a change in control, the forfeiture restrictions on restricted stock lapse immediately.
- (3) Represents phantom stock unit awards. Awards granted October 20, 2010, are scheduled to vest as follows:  $\frac{2}{9}$  of the aggregate award to the executive on each of the first, second and third anniversaries of the date of grant and the remaining  $\frac{1}{6}$  of the aggregate award to the executive on each of the fourth and fifth anniversaries of the date of grant and awards granted February 6, 2012, are scheduled to vest over four years, 25% on the first anniversary of the date of grant and 25% on each succeeding anniversary. In the event of a change in control, the forfeiture restrictions on restricted stock lapse immediately.
- (4) Calculated based on the closing price of the Company's common stock on December 31, 2012 (\$49.11), which was the last trading day of 2012.

Table of Contents**2012 Option Exercises and Stock Vested**

The following table sets forth information concerning options exercised, restricted stock awards vested, and phantom stock unit awards vested during fiscal 2012:

Name	Option Awards		Stock Awards		Phantom Stock Unit Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Peter M. Carlino	75,000	2,301,000	36,817	1,456,197	14,912	626,006
Timothy J. Wilmott	13,388	258,790	25,076	991,815	10,156	426,349
William J. Clifford			12,886	509,670	5,219	219,094
Jordan B. Savitch	101,760	2,515,688	4,970	196,574	2,013	84,506
Steven T. Snyder	87,190	1,453,145	4,869	192,580	1,972	82,785

**2012 Nonqualified Deferred Compensation**

The following table sets forth information concerning nonqualified deferred compensation of the Named Executive Officers:

Name	Executive Contributions in Last Fiscal Year (\$)(1)	Company Contributions in Last Fiscal Year (\$)(2)	Aggregate Earnings in Last Fiscal Year (\$)(3)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last Fiscal Year End (\$)(4)
Peter M. Carlino	606,660	303,330	720,111	(3,120)	5,526,334
Timothy J. Wilmott	281,062	70,266	244,345	(1,331)	1,973,155
William J. Clifford	321,898	160,949	9,619	(69,727)	2,360,844
Jordan B. Savitch	114,692	57,346	66,313	(643)	808,208
Steven T. Snyder	112,398	56,199	124,605	(65,076)	1,006,168

- (1) For each Named Executive Officer, the Executive's contribution is included in the Named Executive Officer's salary and/or non-equity executive compensation for 2012, as reported in the Summary Compensation Table.
- (2) For each Named Executive Officer, the Company's contribution is included in the Named Executive Officer's other compensation for 2012, as reported in the Summary Compensation Table.
- (3) Amounts reflect the change in account value during 2012. No amounts are reported in the Summary Compensation Table because earnings were not above market or preferential.
- (4) The amount of each Named Executive Officer's aggregate balance at fiscal year-end that was reported as compensation in the Company's Summary Compensation Table for previous years is set forth below:

Name	Amount Previously Reported (\$)
Peter M. Carlino	3,899,353
Timothy J. Wilmott	1,378,813
William J. Clifford	1,938,105
Jordan B. Savitch	570,500

Steven T. Snyder

*Penn National Gaming, Inc. Deferred Compensation Plan.* Pursuant to the Company's Deferred Compensation Plan, as amended, most management and certain other highly compensated employees selected by the committee administering the Plan (the "Committee") may elect to defer, on a pre-tax

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basis, a percentage of his or her salary and/or bonus. The minimum amount deferrable is \$3,000 and the maximum is 90% of his or her base annual salary and/or bonus. Generally, deferral elections must be made before the beginning of the year in which compensation will be earned. The Company's contributions under the plan are equal to 50% of the participant's deferral for the first 10% of the salary and/or bonus deferred, subject to a maximum annual Company contribution equal to 5% of the participant's salary and/or bonus. With the Board of Directors' approval, the Company is also permitted to make discretionary contributions. Participants are always 100% vested in their own contributions, but Company contributions vest 20% per year of service with the Company. Therefore, employees with five or more years of service are fully vested in Company contributions under the plan. However, for employees with less than five years of service, all Company contributions become immediately and fully vested upon death, retirement (on or after age 65) or a change in control of the Company, as defined in the Deferred Compensation Plan. The Committee may accelerate vesting of the Company's contributions if a participant terminates his or her employment because of disability.

Subject to the exceptions discussed below, participants in the Deferred Compensation Plan, or their beneficiaries, receive distributions upon retirement, death or termination. Participants can elect to receive distributions following retirement or death in the form of a lump sum payment or payment in five or ten annual installments. Distributions following retirement can be deferred for up to five years.

For purposes of the Deferred Compensation Plan, termination of employment as a result of a disability will be considered retirement. Distributions following termination of employment other than as a result of retirement or death will be in the form of a lump sum payment. Participants can also elect to receive a scheduled distribution with respect to an annual deferral amount, which is payable in a lump sum at the beginning of a designated subsequent calendar year, subject to certain limitations. In the event of an unforeseeable financial emergency and with the approval of the Committee, a participant can suspend deferrals or receive a partial or full payout under the plan. Certain specified employees have a six-month delay imposed upon distributions pursuant to a severance from service, as required by the final Code section 409A regulations. In the event of a change in control, the Company will accelerate installment payments that are in pay status by paying the account balance in lump sum and will distribute the account balances of all active participants in a lump sum; provided, however, that no distributions (or accelerations of installments) will occur unless the transaction qualifies as a "change in control event" under Code section 409A.

Participants in the Deferred Compensation Plan may notionally invest deferred amounts, including Company contributions, in mutual funds selected by the Committee. Participants may change their investment elections at any time.

**Potential Payments Upon Termination or Change in Control**

The information below describes and quantifies compensation that would become payable under existing arrangements in the event of a termination of a Named Executive Officer's employment under several different circumstances or a change in control. The amounts shown assume that such termination or change in control was effective as of December 31, 2012, and thus include amounts earned through such time and are based (where applicable) on the closing price of the Company's common stock on such date (which was \$49.11 per share) and are estimates of the amounts that would be paid to the Named Executive Officers upon their termination or a change in control. The actual amounts to be paid can only be determined at the time of such Named Executive Officer's separation from the Company or a change in control.

The following tables quantify the amounts payable to each of the Named Executive Officers under the described termination circumstances and upon a change in control. For a description of the severance and change in control provisions giving rise to the payments set forth below, see pages 42 through 47 of this Proxy Statement.

Table of Contents**Post-Employment Payments Peter M. Carlino**

	Voluntary Termination by Executive (\$)	Termination without Cause by Company (\$)	Termination for Cause by Company (\$)	Termination Upon Death (\$)	Termination upon Disability (\$)	Change in Control (\$)(1)	Change in Control Termination without Cause (\$)
<b>Executive Payments</b>							
Cash Severance Benefit(2)		12,938,325		12,938,325	12,938,325	12,938,325	12,938,325
Benefit Continuation(3)		31,068		31,068	31,068		31,068
Restricted Shares(4)		6,607,211		6,607,211	6,607,211	6,607,211	6,607,211
Unvested Stock Options(5)		10,992,750(6)		10,992,750(6)	10,992,750(6)	11,820,750	11,820,750
Vested Stock Options(5)	40,098,507	40,098,507	29,524,257	40,098,507	40,098,507	40,098,507	40,098,507
Vested Deferred Compensation Balance(7)	5,526,334	5,526,334	5,526,334	5,526,334	5,526,334	5,526,334	5,526,334
Tax Indemnity Payments(8)	n/a	n/a	n/a	n/a	n/a	8,352,716	8,362,918
<b>Total</b>	<b>\$ 45,624,841</b>	<b>\$ 76,194,195</b>	<b>\$ 35,050,591</b>	<b>\$ 76,194,195</b>	<b>\$ 76,194,195</b>	<b>\$ 85,343,843</b>	<b>\$ 85,385,113</b>

**Post-Employment Payments Timothy J. Wilmott**

	Voluntary Termination by Executive (\$)	Termination without Cause by Company (\$)	Termination for Cause by Company (\$)	Termination Upon Death (\$)(9)	Termination upon Disability (\$)	Change in Control (\$)(1)	Change in Control Termination without Cause (\$)
<b>Executive Payments</b>							
Cash Severance Benefit(2)		6,296,840		6,296,840	6,296,840	9,445,260	9,445,260
Benefit Continuation(3)		30,120		30,120	30,120		45,180
Restricted Shares(4)				4,500,048	4,500,048	4,500,048	4,500,048
Unvested Stock Options(5)		6,253,000(6)		6,253,000(6)	6,253,000(6)	7,880,500	7,880,500
Vested Stock Options(5)	10,639,915	10,639,915	3,590,415	10,639,915	10,639,915	10,639,915	10,639,915
Vested Deferred Compensation Balance(7)	1,973,155	1,973,155	1,973,155	1,973,155	1,973,155	1,973,155	1,973,155
Tax Indemnity Payments(8)	n/a	n/a	n/a	n/a	n/a	6,606,410	6,622,065
<b>Total</b>	<b>\$ 12,613,070</b>	<b>\$ 25,193,030</b>	<b>\$ 5,563,570</b>	<b>\$ 29,693,078</b>	<b>\$ 29,693,078</b>	<b>\$ 41,045,288</b>	<b>\$ 41,106,123</b>

**Post-Employment Payments William J. Clifford**

	Voluntary Termination by Executive (\$)	Termination without Cause by Company (\$)	Termination for Cause by Company (\$)	Termination Upon Death (\$)	Termination upon Disability (\$)	Change in Control (\$)(1)	Change in Control Termination without Cause (\$)
<b>Executive Payments</b>							
Cash Severance Benefit(2)		4,741,000		4,741,000	4,741,000	7,111,500	7,111,500
Benefit Continuation(3)		20,976		20,976	20,976		31,464
Restricted Shares(4)				2,684,794	2,684,794	2,684,794	2,684,794
Unvested Stock Options(5)		4,689,750(6)		4,689,750(6)	4,689,750(6)	5,910,375	5,910,375
Vested Stock Options(5)	16,488,125	16,488,125	11,201,000	16,488,125	16,488,125	16,488,125	16,488,125
Vested Deferred Compensation Balance(7)	2,360,844	2,360,844	2,360,844	2,360,844	2,360,844	2,360,844	2,360,844
Tax Indemnity Payments(8)	n/a	n/a	n/a	n/a	n/a	4,187,086	4,197,418
<b>Total</b>	<b>\$ 18,848,969</b>	<b>\$ 28,300,695</b>	<b>\$ 13,561,844</b>	<b>\$ 30,985,489</b>	<b>\$ 30,985,489</b>	<b>\$ 38,742,724</b>	<b>\$ 38,784,520</b>

Table of Contents**Post-Employment Payments Jordan B. Savitch**

<b>Executive Payments</b>	<b>Voluntary Termination by Executive (\$)</b>	<b>Termination without Cause by Company (\$)</b>	<b>Termination for Cause by Company (\$)</b>	<b>Termination Upon Death (\$)</b>	<b>Termination upon Disability (\$)</b>	<b>Change in Control (\$)(1)</b>	<b>Change in Control Termination without Cause (\$)</b>
Cash Severance Benefit(2)		1,335,000		1,335,000	1,335,000	2,670,000	2,670,000
Benefit Continuation(3)		15,732		15,732	15,732		31,464
Restricted Shares(4)				924,398	924,398	924,398	924,398
Unvested Stock Options(5)		2,188,550(6)		2,188,550(6)	2,188,550(6)	2,758,175	2,758,175
Vested Stock Options(5)	7,949,802	7,949,802	5,482,477	7,949,802	7,949,802	7,949,802	7,949,802
Vested Deferred Compensation Balance(7)	808,208	808,208	808,208	808,208	808,208	808,208	808,208
Tax Indemnity Payments(8)	n/a	n/a	n/a	n/a	n/a	1,599,149	1,609,481
<b>Total</b>	<b>\$ 8,758,010</b>	<b>\$ 12,297,292</b>	<b>\$ 6,290,685</b>	<b>\$ 13,221,690</b>	<b>\$ 13,221,690</b>	<b>\$ 16,709,732</b>	<b>\$ 16,751,528</b>

**Post-Employment Payments Steven T. Snyder**

<b>Executive Payments</b>	<b>Voluntary Termination by Executive (\$)</b>	<b>Termination without Cause by Company (\$)</b>	<b>Termination for Cause by Company (\$)</b>	<b>Termination Upon Death (\$)</b>	<b>Termination upon Disability (\$)</b>	<b>Change in Control (\$)(1)</b>	<b>Change in Control Termination without Cause (\$)</b>
Cash Severance Benefit(2)		1,744,400		1,744,400	1,744,400	2,616,600	2,616,600
Benefit Continuation(3)		30,120		30,120	30,120		45,180
Restricted Shares(4)				905,687	905,687	905,687	905,687
Unvested Stock Options(5)		2,188,550(6)		2,188,550(6)	2,188,550(6)	2,758,175	2,758,175
Vested Stock Options(5)	5,680,750	5,680,750	4,183,975	5,680,750	5,680,750	5,680,750	5,680,750
Vested Deferred Compensation Balance(7)	1,006,168	1,006,168	1,006,168	1,006,168	1,006,168	1,006,168	1,006,168
Tax Indemnity Payments(8)	n/a	n/a	n/a	n/a	n/a	1,428,740	1,443,576
<b>Total</b>	<b>\$ 6,686,918</b>	<b>\$ 10,649,988</b>	<b>\$ 5,190,143</b>	<b>\$ 11,555,675</b>	<b>\$ 11,555,675</b>	<b>\$ 14,396,120</b>	<b>\$ 14,456,136</b>

- (1) Upon the occurrence of a change in control, the change in control payment is payable and the stock options and restricted stock accelerate; no termination of employment is required.
- (2) Basis for cash severance benefit upon a change in control is 2012 salary plus highest cash bonus earned over years 2012 and 2011.
- (3) Represents employer cost of medical and dental coverage.
- (4) Restricted stock award values were computed based on the closing stock price of the Company's common stock on December 31, 2012 (\$49.11), which was the last trading day of 2012.
- (5) Amounts represent the difference between the exercise price of each Named Executive Officer's options and the closing price of Company's common stock on December 31, 2012 (\$49.11). Vested stock options issued under the 2008 Plan are cancelled when an executive is terminated for cause by the Company; however, vested options granted under the Company's prior long-term incentive plans are generally not cancelled upon a termination for cause.
- (6) Unvested options that would vest during the applicable severance period vest upon termination but may not be exercised until the time that such options would have vested had the executive continued to be employed through the applicable severance period. Restrictions lapse upon death or a change in control.
- (7)



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Company contributions to the Deferred Compensation Plan vest 20% per year during the first five years of service, although vesting is accelerated upon death, change in control and, at the option of the committee administering the Plan, disability.

(8)

The amounts in the table were calculated in accordance with Sections 4999 and 280G of the Code.

(9)

The amounts reflected exclude net benefit payments under life insurance policies maintained by the Company covering Mr. Wilmott for the benefit of his named beneficiaries with a face value of \$3,900,000.

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***Employment Agreements***

The Company has employment agreements with each of its Named Executive Officers. As noted below, most of these agreements have relatively near term expiration dates. In addition, the Company expects that several of these agreements will expire earlier as some of our Named Executive Officers are expected to transition to the REIT in connection with the Spin Off. Also, as noted on page 20 of this Proxy Statement, we have been seeking to reduce the number of employment agreements with single trigger change in control and tax indemnification provisions. Accordingly, in 2013, the Compensation Committee plans to continue to re-evaluate whether and in what form to utilize employment agreements to attract and retain talented executives and to protect the Company from employment related liability. For key employees with whom the Company does not seek to have employment agreements, the Company has designed other policies and programs for attracting and retaining talented individuals.

***Key Terms***

***Term.*** The term of the employment agreement for each of the Chairman and Chief Executive Officer and the President and Chief Operating Officer is five years. Each other Named Executive Officer's employment agreement has a three year term. The Company believes that the length of each employment term represents a reasonable period for which the Company and the executive will mutually commit to maintain the employment relationship. For the Company, this provides stability and predictability among its leadership ranks. For the executive, this provides a reasonable but limited assurance of job security designed to foster an environment of entrepreneurial risk taking where the executive can focus on building long-term shareholder value.

With respect to Mr. Wilmott, the five-year term was intended to provide a reasonable period of time for the Company and Mr. Wilmott to mutually determine whether Mr. Wilmott would have the opportunity to serve as the Company's Chief Executive Officer. As discussed on page 20 of this Proxy Statement, the Company has announced that it expects Mr. Wilmott to serve as Chief Executive Officer of the Company following the completion of the Spin-Off.

With respect to Mr. Carlino, the five-year term was deemed reasonable given the leadership and accomplishments Mr. Carlino has demonstrated and achieved over the 19 years he has served the Company. Among other things, the Board credits Mr. Carlino with putting together and executing the acquisition strategy and recruiting the management team that has fueled the Company's growth since 1994.

***Termination and Restrictive Covenants.*** The Company offers certain additional payments to its Named Executive Officers if the Company elects to terminate the executive's employment without "cause" or as a result of death or total disability. Such termination payments are not available to the executive if the executive resigns (regardless of whether or not such executive has good reason except as noted on page 47 of this Proxy Statement with respect to Mr. Carlino and Mr. Wilmott) or if the executive is terminated for "cause." All termination payments are expressly conditioned on the executive providing a written release of all liabilities to the Company and the executive's agreement to comply with the restrictive covenants described below for the time period for which such payments are made. All payments are subject to forfeiture and/or clawback in the event that the executive breaches any term of the restrictive covenants.

Each employment agreement contains a comprehensive set of restrictive covenants designed to provide the Company with a reasonable degree of protection of its strategic plans, intellectual property and human capital. Generally, each employment agreement contains prohibitions on (i) competition with the Company anywhere in North America, (ii) solicitation of any employees of the Company or any of its subsidiaries, and (iii) disclosure and use of any of the Company's confidential information.

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Each executive is generally bound by the restrictive covenants for the following periods: 36 months for the Chairman and Chief Executive Officer, 24 months for the President and Chief Operating Officer and the Senior Vice President and Chief Financial Officer and 18 months for the Senior Vice President and General Counsel and the Senior Vice President of Corporate Development. The Board selected these time periods based on its determination about the extent to which each individual's tenure with, and knowledge of, the Company might be used to adversely impact the Company's strategic plans, intellectual property or human capital. If an executive violates any of these provisions, in addition to any other legal or equitable remedies available to the Company, the executive must repay to the Company all amounts paid upon termination, forfeit any amounts then still payable in connection with such termination and, as set forth in the applicable compensation plans, forfeit all outstanding equity awards (regardless of whether such awards had vested before or after termination). In limited circumstances, an executive may opt out of the non-competition provision provided such executive repays any amounts paid and forfeits amounts payable by the Company in respect of the period for which such executive has elected not to be subject to the restrictive covenant.

The additional payments consist of a cash payment equal to the executive's base salary and annual cash bonus (based on the highest salary and annual cash bonus paid during the previous two years calculated on a monthly basis) multiplied by the greater of (i) the minimum number of months that such executive is bound by the restrictive covenants and (ii) the number of months remaining in the employment term. In addition, the executive is permitted continued vesting of stock options during the period for which the executive remains bound by restrictive covenants. The Board selected these amounts based on the rationale that it was willing to continue to pay each executive an amount reflecting the foregone compensation over the period that the Company desired the executive to remain subject to the restrictive covenants in the event the Company elects to terminate the executive's employment without cause.

*Change in Control.* As noted on page 20 of this Proxy Statement, the Company has continued to reduce the number of employment agreements containing "single trigger" change in control provisions, and, in 2012, no new or renewed employment agreement contained a "single trigger" change in control provision. With respect to the employment agreements of the Named Executive Officers, none of which expired in 2012, in the event of a change in control, each Named Executive Officer is entitled to receive a cash payment equal to three times the sum of his base salary and annual cash bonus (based on the highest amount paid in the two preceding calendar years). Such payment would be made in two lump sums with 75% paid on the closing date of the change in control and 25% paid on the 75<sup>th</sup> day following the change in control, subject to the executive's continued employment with the Company during such period (unless earlier terminated by the Company). In addition, upon a change in control, any unvested equity compensation held by any employee of the Company, including any Named Executive Officer, will become vested. To the extent that an executive receives a cash change in control payment, such executive will not be eligible to receive any additional cash severance in the event of a termination of employment during the employment term.

In providing certain executives with a severance payment upon a change in control, we believe that we have carefully considered the costs and benefits of such a provision. Given the long period of time it takes to consummate change in control transactions involving a publicly-traded, multi-jurisdictional gaming and racing company, it has been our experience that change in control payments such as ours provide the Company with an effective and durable retention mechanism that incentivizes each Named Executive Officer to remain with the Company during the long period between entering into an agreement that will result in a change in control and the consummation of that change in control. As demonstrated by the Company's own experiences in its acquisitions of Hollywood Casino Corporation and Argosy Gaming Company, change in control transactions in the gaming and racing industry can take between eleven and fifteen months to complete because of the regulatory, investigatory and administrative requirements across a variety of jurisdictions. As a result of the Company's change in

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control arrangements, during the pendency of a transaction, the Company's executives are strongly incentivized to remain employed and to continue to work towards the consummation of a transaction favorable to shareholders.

We believe that the value of our change in control provisions was amply demonstrated in the events surrounding the potential Merger with Fortress and Centerbridge. The Company entered into the Merger Agreement on June 15, 2007. The terms of the Merger Agreement provided that, subject to certain conditions, the parties had approximately 16 months to complete the transaction. Upon announcement, the Company's stock price immediately jumped 31% over the closing price of the common stock on June 14, 2007 to \$62.12 per share and continued to trade above \$56 per share through December 31, 2007. Absent the change in control provisions, we believe that each of the Company's executive officers would have had a compelling reason to resign his or her position to realize the benefit of the premium in the Company's stock price. However, we believe that the design of the Company's change in control provisions contributed significantly to the Company successfully retaining its entire management team, which we view as a critical benefit to the Company and its shareholders since the Merger transaction was ultimately terminated.

In determining the cash portion of any potential change in control payment, we considered the impact such provisions (including the potential impact of the tax indemnity described below) might have on the value of the Company and concluded that such amounts are reasonable given the benefits received by the Company. For example, in the Fortress merger, the total amount of payments that could have been made to Named Executive Officers on account of change in control provisions (including tax indemnity payments where applicable) in their employment agreements accounted for approximately 0.34% of the total consideration that would have been paid upon consummation of the transaction.

*Tax Indemnity.* As noted on page 20 of this Proxy Statement, the Company has reduced the number of employment agreements containing tax indemnification provisions, and, in 2012, no new or renewed employment agreement contained tax indemnification provisions. With respect to the employment agreements of the Named Executive Officers, none of which expired in 2012, each executive's employment agreement provides him with protection if a change in control or termination payment results in a parachute excise tax. In such event, the executive officer is entitled to a tax indemnity payment to the extent necessary so that the net amount paid to the executive is equal to the amount that would have otherwise been due to the executive under the applicable terms of the employment agreement absent the impact of the parachute excise tax. We believe that such payments are appropriate to ensure that an executive does not lose the benefits of the payments to which such tax may be applied. If the excise tax were to reduce the net after-tax amount received by the executive, the benefits to the Company of the employment agreements—namely, retention during change in control transactions and compliance with restrictive covenants following involuntary terminations of employment—would be proportionately diminished.

In addition, the excise tax creates disproportionate and adverse impacts on different classes of executives. Since it is generally calculated based on the amount of change in control payments relative to an executive's average taxable income from the Company over the five year period preceding the change in control, an executive with a lower average income will more likely be subject to the excise tax than a similarly situated executive with a higher income history. For example, contrary to the notion of long term value creation, the excise tax is more likely to be imposed on an executive who chooses not to exercise (and therefore not to generate income on) his stock options prior to a change in control since the executive will have a lower average compensation history than an executive who exercised and previously recognized income on his options. Further, by setting reasonable levels of payments in respect of change in control transactions and post-termination restrictive covenants, the Company does not believe that the payment of any such tax indemnity is likely to adversely impact the value of the Company. For example, if the Company were to be sold for the price (\$49.11) used to calculate the

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change in control payments described under "Potential Payments Upon Termination or Change in Control" beginning on page 39 of this Proxy Statement, then the aggregate amounts due to all Named Executive Officers under the tax indemnity, assuming no other mitigation steps were taken, would be less than 0.3% of the value of the transaction. Finally, especially in light of the long period necessary for the Company to close a change in control transaction, the Company believes that it can mitigate or eliminate the need for any indemnity payments.

In addition to the key terms relating to severance, change in control, restrictive covenants and tax indemnity provisions described above, each employment agreement provides for additional compensation through participation in the Company's annual incentive plan, eligibility for awards under the Company's long term incentive compensation plans then in effect and certain other benefits, including health, vacation and deferred compensation. If the Company elects not to renew the executive's employment agreement at the end of the applicable term or such executive is terminated without "cause" (as defined in each agreement and described below) or as a result of death or total disability, the executive is entitled to certain continued health benefits and continued vesting of his options.

The specific terms of each of the individual agreements for the Named Executive Officers are as follows:

*Peter M. Carlino.* In 2010, the Company entered into a new employment agreement with Peter M. Carlino, its Chairman and Chief Executive Officer, with a term expiring on April 28, 2015. Pursuant to the terms of his agreement, Mr. Carlino's annual base salary is reviewed annually and established by the Compensation Committee as described on pages 7 and 25 of this Proxy Statement. Further, the agreement also provides for the payment of certain life insurance premiums, if any, on Mr. Carlino's behalf and provides Mr. Carlino with a company car. However, Mr. Carlino did not request the Company to incur these expenses in 2012. With respect to termination of employment with "good reason," Mr. Carlino's agreement includes any circumstance where he is no longer a member and Chairman of the Board unless such event is the result of voluntary resignation, refusal to stand for re-election, removal from the Board due to certain criminal convictions, a determination of unsuitability by a regulatory body having jurisdiction over the Company or a judicial determination of unsound mind. The severance period in Mr. Carlino's agreement for purposes of calculating severance benefits is the greater of the period remaining under the then current term of the employment agreement and three years.

*Timothy J. Wilmott.* In 2008, the Company entered into an employment agreement with Timothy J. Wilmott, its President and Chief Operating Officer, with an initial term expiring on July 3, 2013. Pursuant to the terms of his employment agreement, Mr. Wilmott's annual base salary is reviewed annually and established by the Compensation Committee as described on pages 7 and 25 of this Proxy Statement. The Company is also obligated to maintain a term life insurance policy with a face value of three times his annual base salary on which Mr. Wilmott is entitled to name the beneficiaries. The severance period in Mr. Wilmott's agreement for purposes of calculating severance benefits is the greater of the period remaining under the then current term of the employment agreement and two years. With respect to termination of employment by the executive with "good reason," Mr. Wilmott's agreement includes a provision for the failure of the Board to appoint Mr. Wilmott as the Chief Executive Officer of the Company after three years. This would permit Mr. Wilmott to voluntarily terminate the agreement and still be entitled to the applicable severance payments. This initial three year period expired on December 31, 2011. As discussed on page 20 of this Proxy Statement, the Company has announced that it expects Mr. Wilmott to serve as Chief Executive Officer of the Company following the completion of the Spin-Off.

*William J. Clifford.* In 2008, the Company entered into an employment agreement with William J. Clifford, Senior Vice President, Finance and Chief Financial Officer, with an initial term expiring on

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June 10, 2011. The Compensation Committee approved the renewal of Mr. Clifford's employment agreement on April 22, 2011 for an additional three-year term expiring on June 10, 2014. Mr. Clifford's annual base salary is reviewed annually and established by the Compensation Committee as described on pages 7 and 25 of this Proxy Statement. The severance period in Mr. Clifford's agreement for purposes of calculating severance benefits is the greater of the period remaining under the then current term of the employment agreement and two years.

*Jordan B. Savitch.* In 2008, the Company entered into an employment agreement with Jordan B. Savitch, Senior Vice President and General Counsel, with an initial term expiring on June 10, 2011. The Compensation Committee approved the renewal of Mr. Savitch's employment agreement on April 22, 2011 for an additional three-year term expiring on June 10, 2014. Mr. Savitch's annual base salary is reviewed annually and established by the Compensation Committee as described on pages 7 and 25 of this Proxy Statement. The severance period in Mr. Savitch's agreement for purposes of calculating severance benefits is the greater of the period remaining under the then current term of the employment agreement and eighteen months.

*Steven T. Snyder.* In 2005, the Company entered into a three-year employment agreement with Steven T. Snyder, Senior Vice President of Corporate Development, with a provision for automatic renewal periods of three years each unless terminated within 60 days of an expiring term. The current renewal term will expire on June 10, 2014. Mr. Snyder's annual base salary is reviewed annually and established by the Compensation Committee as described on pages 7 and 25 of this Proxy Statement. The severance period in Mr. Snyder's agreement for purposes of calculating severance benefits is the greater of the period remaining under the then current term of the employment agreement and twenty-four months.

The employment agreements for each Named Executive Officer are incorporated by reference to the Company's Annual Report on Form 10-K for the year ended December 31, 2012 filed with the SEC on February 22, 2013.

For purposes of the potential termination and change in control payments described in this Proxy Statement, the terms set forth below have the meanings ascribed to them:

*Change in Control* a change in control is defined as the occurrence of one or more of the following events:

a person, entity or group becomes the beneficial owner of shares representing 50% or more of (a) the Company's outstanding shares or (b) the combined voting power of the then outstanding voting securities of the Company entitled to vote in the election of directors, except when such beneficial ownership is due to an acquisition directly from or by the Company or a Company employee benefit plan or pursuant to a consolidation, merger or share exchange reorganization between the Company and another entity described below; or

the shareholders of the Company approve any plan or proposal for the complete liquidation or dissolution of the Company; or

the Company consummates a reorganization, merger or consolidation or sale or other disposition of all or substantially all of the assets of the Company or the acquisition of assets of another entity, unless, following such transaction, (a) all or substantially all of the beneficial owners immediately prior to such transaction still beneficially own more than 50% of the Company's outstanding shares; (b) no person beneficially owns 20% or more of the Company's outstanding shares who did not own such amount prior to the transaction; and (c) at least a majority of the directors are continuing directors; or

any time continuing directors do not constitute a majority of the Board.

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In lieu of the foregoing, Mr. Snyder's agreement contains the following definition for a *change in control*: the occurrence of one or more of the following events: (i) any sale, lease, exchange or other transfer (in one transaction or a series of related transactions) of all or substantially all of the assets of the Company; (ii) the election of two (2) or more persons to the Board who do not constitute continuing directors; or (iii) the ownership or acquisition by any person or group of the power, directly or indirectly, to vote or direct the voting of securities having more than forty percent (40%) of the ordinary voting power for the election of directors of the Company.

*Good Reason* an executive officer has "good reason" if (a) such officer is assigned to duties inconsistent with his position or authority, (b) such officer's compensation is reduced or there is a substantial reduction in benefits taken as a whole, (c) such officer's travel requirements are materially increased or (d) such officer's employment agreement is materially breached by the Company. In addition to the foregoing, with respect to Mr. Carlino's and Mr. Wilmott's employment agreements, the term "good reason" also includes the circumstances described on page 45 of this Proxy Statement with respect to each such agreement.

*Cause* the Company has "cause" if the executive officer (a) is convicted of a felony or any misdemeanor involving allegations of fraud, theft, perjury or conspiracy, (b) is found disqualified or not suitable to hold a casino or other gaming license by a governmental gaming authority in any jurisdiction where such executive is required to be found qualified, suitable or licensed, (c) materially breaches the employment agreement or any material Company policy or (d) misappropriates corporate funds as determined in good faith by the Board.

Table of Contents**SECURITY OWNERSHIP OF PRINCIPAL  
SHAREHOLDERS AND MANAGEMENT**

The following table sets forth certain information with respect to beneficial ownership of the Company's common stock as of February 20, 2013, by each person known to the Company to own beneficially more than 5% of the Company's outstanding common stock, each director and director nominee, each Named Executive Officer and all of the executive officers and directors of the Company as a group. The persons named in the table have sole voting and investment power (or such person shares such powers with his or her spouse) with respect to all shares of common stock shown as beneficially owned by them except as otherwise stated in the footnotes to the table. Unless otherwise indicated in the footnotes to the table, the address of each such person is c/o the Company, 825 Berkshire Boulevard, Suite 200, Wyomissing, Pennsylvania 19610.

Beneficial ownership is determined in accordance with the rules of the SEC. Shares of common stock subject to options currently exercisable or exercisable within 60 days of February 20, 2013 are deemed outstanding for computing the percentage beneficially owned by such holder, but are not deemed outstanding for purposes of computing the percentage beneficially owned by any other person. Except as otherwise indicated, the Company believes that the beneficial owners of the common stock listed below, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable, and that there are no other affiliations among the shareholders listed in the table. The percentage for each beneficial owner is calculated based on (i) the aggregate number of shares reported to be owned by such group or individual and (ii) the aggregate number of shares of common stock outstanding as of February 20, 2013 (77,703,480 shares).

<b>Name and Address of Beneficial Owner</b>	<b>Number of Shares Beneficially Owned</b>	<b>Percentage of Class</b>
Peter M. Carlino(1)(2)	11,631,718	14.53%
Peter D. Carlino(1)(3)	7,079,316	9.11%
Richard J. Carlino(1)(4)	7,130,811	9.18%
David E. Carlino(1)(5)	7,260,528	9.34%
Carlino Family Trust(1)	6,905,874	8.89%
Harold Cramer(1)(6)	7,649,432	9.83%
Wesley R. Edens(11)(12)	179,017	*
David A. Handler(7)	278,691	*
John M. Jacquemin	113,595	*
Robert P. Levy(8)	37,600	*
Barbara Shattuck Kohn(9)	172,955	*
Ronald J. Naples		*
Saul V. Reibstein(10)	2,499	*
Timothy J. Wilmott(7)(11)	795,956	1.02%
William J. Clifford(7)(11)	1,137,311	1.45%
Jordan B. Savitch(7)(11)	459,292	*
Steven T. Snyder(7)(11)(13)	502,338	*
All executive officers and directors as a group (17 persons)	16,700,070	19.93%
Baron Capital Group, Inc.(13)	7,664,903	9.86%
Harris Associates L.P.(14)	4,529,749	5.83%
TIAA-CREF Investment Management LLC and Teachers Advisors, Inc.(15)	4,870,151	6.27%

\*

Less than 1%.



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**Notes to Security Ownership of Principal  
Shareholders and Management Table**

1. 6,905,874 shares of the Company's common stock are owned by an irrevocable trust, which the Company refers to as the Carlino Family Trust, among Peter D. Carlino, his eight children and the former spouse of one of his children, as settlors, and certain trustees, as to which Peter M. Carlino has sole voting power for the election of directors and certain other matters. 156,151 shares of the Company's common stock are also owned by the Trust for Gary Gilbert, an irrevocable trust, which was created by one of Peter D. Carlino's children, as settlor, and certain trustees, as to which Peter M. Carlino has sole voting power for the election of directors and certain other matters. Peter D. Carlino, Peter M. Carlino, David E. Carlino, Richard J. Carlino and Harold Cramer have shared investment power and shared voting power with respect to certain matters for both the Carlino Family Trust and the Trust for Gary Gilbert.
2. The number of shares in the table includes 7,575,359 shares owned by various trust, including the Carlino Family Trust and the Trust for Gary Gilbert, as to which Peter M. Carlino has sole voting power for the election of directors and certain other matters and shared investment power and shared voting power with respect to certain matters; 101,000 shares owned by the Stephen Carlino Family Trust as to which Peter M. Carlino has sole voting power; 30,434 shares of restricted stock under which Mr. Carlino has voting rights but his disposition rights are currently restricted; and 2,361,300 shares that may be acquired upon the exercise of outstanding options.
3. The number of shares in the table includes 6,514,874 shares of the 6,905,874 shares owned by the Carlino Family Trust (Peter D. Carlino does not have investment or voting power over the remaining 391,000 held in the Carlino Family Trust), 156,151 shares owned by the Trust for Gary Gilbert and 365,212 shares owned by a residuary trust for the benefit of Peter D. Carlino and Peter D. Carlino's children as to both of which Peter D. Carlino has shared investment power and shared voting power.
4. The number of shares in the table includes 6,905,874 shares of common stock owned by the Carlino Family Trust and 156,151 shares owned by the Trust for Gary Gilbert.
5. The number of shares in the table includes 6,905,874 shares of common stock owned by the Carlino Family Trust and 156,151 shares owned by the Trust for Gary Gilbert, as to which Peter M. Carlino has sole voting power for the election of directors and certain other matters and shared investment power and shared voting power with respect to certain matters; and 101,000 shares owned by the Stephen Carlino Family Trust of which David E. Carlino is a trustee and has shared investment power.
6. The number of shares in the table includes 6,905,874 shares owned by the Carlino Family Trust, 156,151 shares owned by the Trust for Gary Gilbert, an aggregate of 365,212 shares owned by a residuary trust for the benefit of Peter D. Carlino and Peter D. Carlino's children as to both of which Harold Cramer has shared investment power, and shared voting power, and 140,000 shares that may be acquired upon the exercise of outstanding options.
7. Includes shares that may be acquired upon the exercise of outstanding options, as follows: William J. Clifford, 1,025,000 shares; Timothy J. Wilmott, 686,612 shares; Jordan B. Savitch, 425,000 shares; Steven T. Snyder, 407,810 shares; David A. Handler, 200,000 shares; and all executive officers and directors as a group, 6,089,486 shares.
8. Includes 30,000 shares that may be acquired upon the exercise of outstanding options, and 1800 shares owned by Mr. Levy's spouse, as to which shares Mr. Levy disclaims beneficial ownership.

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9. Includes 140,000 shares that may be acquired upon the exercise of outstanding options, and 2,000 shares owned by Ms. Shattuck Kohn's spouse, as to which shares Ms. Shattuck Kohn disclaims beneficial ownership.
10. Includes 150 shares owned by Mr. Reibstein's spouse, as to which shares Mr. Reibstein disclaims beneficial ownership.
11. Includes restricted shares issued as follows: Timothy J. Wilmott, 20,728 shares; William J. Clifford, 10,652 shares; Jordan B. Savitch, 4,109 shares; Steven T. Snyder, 4,025 shares; and Wesley R. Edens, 3,000 shares; and, all executive officers and directors as a group, 84,210 shares, under which each of them has voting rights but his or her disposition rights are currently restricted.
12. Due to his indirect ownership interest in FIG PNG Holdings LLC through his ownership interest in Fortress Investment Group LLC, Mr. Edens may be deemed to beneficially own 157,822 shares of common stock beneficially owned by FIG PNG Holdings LLC, for which FIG PNG Holdings LLC, an affiliate of Fortress Investment Group LLC, is the managing member. Mr. Edens disclaims beneficial ownership of all reported shares except to the extent of his pecuniary interest therein.
13. According to its 13G/A filed with the SEC on February 14, 2013, consists of shares beneficially owned as of December 31, 2012 by BAMCO, Inc. or its affiliates, Baron Capital Group, Inc., Baron Capital Management, Inc. and Ronald Baron. The address of BAMCO, Inc. is 767 Fifth Avenue, 49<sup>th</sup> Floor, New York, NY 10153.
14. According to its 13G/A filed with the SEC on February 11, 2013, consists of shares beneficially owned as of December 31, 2012 by Harris Associates L.P. or its affiliate Harris Associates, Inc. The address of Harris Associates L.P. is 2 North LaSalle Street, Suite 500, Chicago IL 60602-3790.
15. According to its 13G filed with the SEC on February 14, 2013, consists of shares beneficially owned as of December 31, 2012 by TIAA-CREF Investment Management, LLC and its affiliate, Teachers Advisors, Inc. The address of TIAA-CREF Investment Management, LLC and Teachers Advisors, Inc. is 730 Third Avenue, New York, NY 10017-3206.

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**TRANSACTIONS WITH RELATED PERSONS**

In August 1994, the Company signed a consulting agreement with Peter D. Carlino, former Chairman of the Company. Pursuant to the consulting agreement, as amended, Peter D. Carlino receives an annual fee of \$135,000. Peter D. Carlino is the father of Peter M. Carlino, the Chairman of the Board and CEO of the Company.

The Company currently leases 49,928 square feet of executive office and warehouse space for buildings in Wyomissing, Pennsylvania from affiliates of its Chairman and CEO. Rent expense for the years ended December 31, 2012, 2011 and 2010 amounted to \$1.0 million, \$0.9 million and \$0.9 million, respectively. The leases for the office space all expire in May 2019, and the lease for the warehouse space expires in July 2013. The future minimum lease commitments relating to these leases at December 31, 2012 equaled \$7.3 million.

Eric Schippers, the Senior Vice President, Public Affairs & Government Relations of the Company is the son-in-law of our CEO. Mr. Schippers joined the Company in 2003. From 1998 to 2003, Mr. Schippers was President of the Alexandria, Virginia based Center for Individual Freedom, a non-partisan constitutional advocacy group. Mr. Schippers has also worked for Burson Marsteller, one of the world's largest international public relations firms, representing numerous Fortune 500 clients in the areas of media relations, public affairs, crisis communications and constituency relations. For 2012, Mr. Schippers received a salary of \$360,500, a bonus of \$256,856, options to purchase 40,000 shares of the Company's common stock, and an award of 5,524 phantom stock units.

*Review and Approval of Transactions with Related Persons*

Pursuant to the terms of its charter, the Company's Audit Committee reviews and pre-approves all conflicts of interest and related party transactions. For the purposes of Audit Committee review, a related party transaction is a transaction that meets the minimum threshold for disclosure in the Company's Proxy Statement or Annual Report on Form 10-K under the rules of the SEC. The Company's Code of Conduct has a broad definition of conflict of interest, which includes related party transactions, and requires employees to report potential conflicts to the Chief Compliance Officer. All potential conflicts of interest involving an executive officer, director or 5% or greater shareholder of the Company are communicated by the Chief Compliance Officer (or other members of Company management) to the Vice President of Internal Audit. The Vice President of Internal Audit then consults with members of the legal and finance staffs to determine whether the proposed transaction represents a conflict of interest or a related party transaction that must be presented to the Audit Committee. For the purposes of the Audit Committee's review, related party transactions are transactions, arrangements or relationships where the Company is a participant and in which an executive officer, a director or an owner of more than 5% of the Company's common stock (or any immediate family member of the foregoing persons) has a direct or indirect material interest.

For transactions determined to require Audit Committee review, the Vice President of Internal Audit collaborates with members of the legal and finance staffs to prepare and present the transaction to the Audit Committee. In terms of standards applied by the Audit Committee in reviewing related party transactions, a director will not participate in the review of transactions in which he or she or his or her immediate family member has an interest; the Audit Committee will only approve related party transactions that are in, or are not inconsistent with, the best interests of the Company and its shareholders based on a review of (i) the benefits to the Company of the transaction and (ii) the terms of the transaction and the terms available to or from unrelated third parties, as applicable.

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Currently, the policy to review related party transactions is evidenced in the Audit Committee charter and the Company's Code of Conduct and certain of the procedures followed in considering related party transactions are based on past practice and the advice of counsel.

**Compensation Committee Interlocks and Insider Participation**

During 2012, the members of the Company's Compensation Committee were Messrs. Cramer and Handler and Ms. Shattuck Kohn. No executive officer of the Company has served as a director or member of the compensation committee (or other committee serving an equivalent function) of any other entity whose executive officers served as a director or member of the Compensation Committee of the Company.

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**AUDIT COMMITTEE REPORT**

The Audit Committee of the Board of Directors consists of Saul V. Reibstein (Chairman), John M. Jacquemin, Harold Cramer and Barbara Shattuck Kohn, all of whom are independent directors under the NASDAQ Rules, and operates under a written charter adopted by the Board of Directors that complies with the NASDAQ Rules, which charter is available at <http://www.pngaming.com/About>.

Management is responsible for the preparation, presentation and integrity of the Company's financial statements, accounting and financial reporting principles, internal controls and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. The Audit Committee is responsible for appointing, compensating, overseeing and, where appropriate, discharging and replacing the Company's independent registered public accounting firm (the "independent accounting firm"). The Company's independent accounting firm is responsible for expressing an opinion on the conformity of the Company's audited financial statements with generally accepted accounting principles. In addition, the Company's independent accounting firm will express its own opinion on the effectiveness of the Company's internal controls over financial reporting. The Audit Committee's responsibility is to monitor and oversee these processes.

The Audit Committee members are not professional accountants (except for Mr. Reibstein), and their functions are not intended to duplicate or to certify the activities of management and the independent accounting firm, nor can the Audit Committee certify that the independent accounting firm is "independent" under applicable rules. The Audit Committee serves a board-level oversight role, in which it provides advice, counsel and direction to management and the independent accounting firm on the basis of the information it receives, discussions with management and the independent accounting firm and the experience of the Audit Committee's members in business, financial and accounting matters.

In this context, in 2012, the Audit Committee met and held discussions with management and the independent accounting firm. Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent accounting firm. The Audit Committee discussed with the independent accounting firm matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees), as amended.

The Company's independent accounting firm also provided to the Audit Committee the written disclosures and the letter required by Rule 3526 of the Public Company Accounting Oversight Board, Communications with Audit Committees Concerning Independence, and the Audit Committee discussed with the independent accounting firm the firm's independence.

Based upon the Audit Committee's discussion with management and the independent accounting firm and the Audit Committee's review of the representations of management and the report of independent accounting firm on the Consolidated Financial Statements, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2012 filed with the U.S. Securities and Exchange Commission.

**Audit Committee of the  
Board of Directors**

Saul V. Reibstein, Chairman  
John M. Jacquemin  
Harold Cramer  
Barbara Shattuck Kohn

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**OTHER MATTERS**

The Company is mailing a copy of its Annual Report for the year ended December 31, 2012 and a proxy card together with this Proxy Statement to all shareholders of record at the close of business on April 12, 2013. The Board of Directors does not know of any other business that will be presented for consideration at the Annual Meeting. Except as the Board of Directors may otherwise permit, only the business set forth and discussed in the Notice of Annual Meeting and Proxy Statement may be acted on at the Annual Meeting. If any other business does properly come before the Annual Meeting or any postponement or adjournment thereof, the proxy holders will vote in regard thereto according to their discretion.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Exchange Act requires the Company's executive officers and directors and persons who own more than 10% of the Company's common stock to file reports of ownership and changes in ownership of the Company's common stock and any other equity securities of the Company with the SEC. Executive officers, directors and greater than 10% shareholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of Forms 3, 4 and 5 furnished to the Company, or written representations from certain reporting persons that no such Forms were required to be filed by such persons, the Company believes that all of its executive officers, directors and greater than 10% shareholders complied with all filing requirements applicable to them during 2012, except for five instances of late filings of a Form 4. In addition, in 2013, one amendment to a Form 3 was filed to report an additional 700 shares of common stock that had been inadvertently omitted from the original Form 3 filed in 2011.

**Advanced Notice Provision**

Under the Company's bylaws, no business may be brought before an annual meeting unless it is specified in the notice of the meeting or is otherwise brought before the meeting by or at the direction of the Board or by a shareholder who has owned beneficially at least 1% of the Company's common stock for a continuous period of not less than 12 months prior to making the proposal and who has delivered proper written notice to the Company's Secretary (containing certain information specified in the bylaws about the shareholder and the proposed action) not less than 120 or more than 150 days prior to the first anniversary of the preceding year's annual meeting that is, with respect to the 2014 annual meeting, between January 13, 2014 and February 12, 2014. These requirements are separate from and in addition to the SEC's requirements that a shareholder must meet in order to have a shareholder proposal included in the Company's Proxy Statement.

**Shareholder Proposals**

Shareholders interested in submitting a proposal for inclusion in the proxy materials for the annual meeting of shareholders in 2014 may do so by following the procedures prescribed in SEC Rule 14a-8. To be eligible for inclusion, shareholder proposals must be received by the Company's Secretary no later than December 31, 2013. Proposals should be sent to the Company's principal executive office, 825 Berkshire Boulevard, Suite 200, Wyomissing, Pennsylvania 19610, directed to the attention of the Secretary.

**Householding of Proxy Materials**

Certain shareholders who share the same address may receive only one copy of the Proxy Statement and the Company's Annual Report for the year ended December 31, 2012 in accordance with a notice delivered from such shareholders' bank, broker or other holder of record, unless the

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applicable bank, broker or other holder of record received contrary instructions. This practice, known as "householding," is designed to reduce printing and postage costs. Shareholders owning their shares through a bank, broker or other holder of record who wish to either discontinue or commence householding may request or discontinue householding, or may request a separate copy of the Proxy Statement or the Annual Report, either by contacting their bank, broker or other holder of record at the telephone number or address provided in the above referenced notice, or contacting the Company by telephone at (610) 373-2400 or in writing at 825 Berkshire Boulevard, Suite 200, Wyomissing, Pennsylvania 19610, Attention: Secretary. Shareholders who are requesting to commence or discontinue householding should provide their name, the name of their broker, bank or other record holder, and their account information.

By Order of the Board of Directors,

/s/ Robert S. Ippolito

April 30, 2013

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Secretary  
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