

## STAFF AGENDA MEMORANDUM

**TO:** Maryland Lottery and Gaming Control Commission  
John A. Martin, Director  
Jim Nielsen, Deputy Director

**PRESENTER:** John J. Mooney, Managing Director, Regulatory Oversight

**DATE OF MEETING:** May 22, 2025

**AGENDA ITEM:** **Proposed Agreement and Plan of Merger  
Acquisition of PlayAGS, Inc. by Bingo Holding I, LLC.**

**ISSUE SUMMARY:** Hearing on the proposed Agreement and Plan of Merger wherein Bingo Holdings I, LLC, a newly formed entity is looking to acquire PlayAGS, Inc., a parent company of a Commission-licensed Gaming Manufacturer.

**COMMISSION ACTION REQUIRED/REQUESTED:** Following the hearing on the proposed Agreement and Plan of Merger on the acquisition of PlayAGS, Inc. by Bingo Holdings I, LLC and upon any review and discussion, Staff recommends the Commission:

- 1) Find that PlayAGS, Bingo Holdings I, LLC, Bingo Parent, LLC, Bingo Intermediate, LLC, Bingo Ultimate Holdings, L.P. and Bingo VoteCo, LLC Holdings Sub have established by clear and convincing evidence their qualifications as principal entities;
- 2) Find that the proposed merger of PlayAGS and Bingo Holdings I and resulting ownership changes from the merger are consistent with the policies and intent of the Gaming Law and State Gov't § 9-1A-18, Annotated Code of Md., as required by State Gov't § 9-1A-19;
- 3) Approves the proposed merger Play AGS and Bingo Holdings wherein PlayAGS becomes the wholly owned subsidiary of Bingo Holdings as being consistent with the policies and intent of the Gaming Law.

**STAFF RECOMMENDATIONS:** Staff recommends that the Commission grant each motion sought after the hearing.