

RESOLUTION 1997-33

A RESOLUTION CONCERNING THE OFFERING OF SENIOR SECURED NOTES BY BLUE CHIP CASINO, INC.

The Indiana Gaming Commission adopts the following resolution pursuant to authority granted to it under IC 4-33 and pursuant to 68 IAC 1-2-6.

The following factors have been considered by the Commission:

1. Pursuant to IC 4-33-4-21, the Commission must review proposed public financing to ensure that the Riverboat Owner's License is not leased, hypothecated, or money is not borrowed or loaned against the Riverboat Owner's License.
2. By Resolution 1997-13, adopted March 25, 1997, the Indiana Gaming Commission approved a private Credit Agreement in an amount up to \$80 million with interest at a lower rate than available in the public market. The Blue Chip Casino, Inc. ("Blue Chip") executed a \$40 million Credit Facility with the Bank of America, Illinois, and a \$40 million Credit Agreement.
3. Blue Chip has requested approval of a modification to the Credit Facility and a waiver of 68 IAC 5-3-2(b)(3), the two (2) meeting rule. Specifically, Blue Chip would like to offer unsecured notes in the amount of \$62 million. The amount of funds available under this borrowing would be approximately \$45.1 million.

**NOW, THEREFORE, BE IT RESOLVED BY THE INDIANA GAMING
COMMISSION, THAT THE FOLLOWING RESOLUTION IS ADOPTED:**

SECTION 1. SCOPE.

This resolution applies to Blue Chip Casino, Inc.

SECTION 2. DEFINITIONS.

The definitions set forth in IC 4-33-2 and 68 IAC apply to this resolution.

SECTION 3. ACTION ON REQUEST FOR APPROVAL OF A PUBLIC NOTE OFFERING.

The request for a waiver of 68 IAC 5-3-2(b)(3), the two (2) meeting rule is hereby:

Approved

APPROVED OR DENIED

And the request for the approval of the offering of public unsecured notes in an amount up to Sixty-two Million Dollars (\$62,000,000), with interest at a rate of 18%, is hereby:

Approved

APPROVED OR DENIED

Adoption of this resolution and the approval of the notes by Blue Chip Casino, Inc. does not in any way constitute a waiver of the Commission's authority and ability to approve or disapprove any future changes in the ownership of the Certificate of Suitability, Riverboat Owner's License, or assets incident thereto which may occur in the event of a default.

SECTION 4. EFFECTIVE DATE.

This resolution is effective immediately.

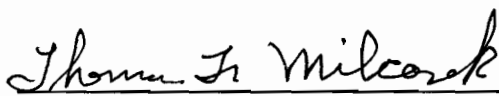
ADOPTED THIS THE 19TH DAY OF AUGUST, 1997:

THE INDIANA GAMING COMMISSION:



Alan I. Klineman, Chair

ATTEST:



Thomas Micarek, Commissioner