

RESOLUTION 2004-9

A RESOLUTION CONCERNING FINANCING BY ARGOSY GAMING COMPANY

The Indiana Gaming Commission ("Commission") adopts the following Resolution pursuant to authority granted to it under I.C. 4-33 and pursuant to 68 IAC 1-2-6.

The following factors have been considered by the Commission:

1. Pursuant to I.C. § 4-33-4-21, the Commission must review proposed debt transactions 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 letter dated January 5, 2004, Argosy Gaming Company, ("Argosy"), the holding company of The Indiana Gaming Company, which is the majority partner in Indiana Gaming, L.P., requested approval to refinance a \$350 million senior subordinated note issue with a coupon rate of 10.75% through a tender offer and new debt issuance at a substantially lower interest rate.
3. Depending on market conditions at the time of the transaction, Argosy plans to finance between \$ 30 million and \$ 130 million of the replacement debt on their current, previously approved revolving credit facility and issuing new notes for the remaining balance. Argosy anticipates saving over \$11 million in interest annually.
4. The Executive Director granted the request for waiver on January 29, 2004, after communicating with and receiving approval from Commission Chair Donald R. Vowels and Commission Member Dale Gettelfinger.
5. At this time Argosy requests Commission approval of the refinancing of the \$ 350 million senior subordinated note issue through a tender offer and new debt issuance.
6. Argosy also requests a waiver of 68 IAC 5-3-2(b)(3), the two meeting rule.

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

SECTION 1. SCOPE.

This Resolution applies to Argosy Gaming Company, The Indiana Gaming Company, and Indiana Gaming, L.P.

SECTION 2. DEFINITIONS.

The definitions set forth in I.C. § 4-33-2 and 68 IAC apply to this Resolution.

SECTION 3. ACTION ON REQUEST FOR APPROVAL TO REFINANCE THE \$350 MILLION SENIOR SUBORDINATED NOTE ISSUE.

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

APPROVED
APPROVED OR DISAPPROVED

and the request for approval of the establishment of Argosy's refinancing of \$350 million senior subordinated note issuance via a tender offer and new debt issuance not exceeding a total of \$380 million is hereby:

APPROVED
APPROVED OR DISAPPROVED

subject to a review and approval of the final draft and associated documents by the Commission staff.

Adoption of this resolution and the approval of the debt transaction do 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 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 6TH DAY OF FEBRUARY, 2004:

THE INDIANA GAMING COMMISSION



Donald R. Vowels, Chair

ATTEST:



Thomas Milcarek, Secretary