

RESOLUTION 2001-17

A RESOLUTION CONCERNING FINANCING BY ARGOSY GAMING COMPANY

The Indiana Gaming Commission (“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 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 submission dated April 19, 2001 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 amend and restructure a Senior Secured Reducing Revolving Credit Facility (“Revolver”). The Revolver was originally approved by the Commission on January 29, 2001 in the actual amount of \$400 million. The amendment would allow Argosy to execute an additional Term Loan B in an amount of \$275 million, and to issue up to \$200 million in subordinated unsecured debt. At the time of completion of the Revolver, Term Loan B and subordinated unsecured debt, Argosy’s debt capacity will have increase by a total of \$475 million.
3. The amendment and restructuring of the Revolver will not increase the borrowing capacity of the current Revolver but it will extend the maturity of the Revolver from June 2004 to June 2006.
4. Argosy further requests the ability to enter into a Term Loan B in the amount of \$275 million for a term of seven years.
5. Lastly, Argosy requests the ability to issue up to \$200 million in subordinated unsecured debt for a term of approximately ten years with an interest rate not to exceed 9 ¾ percent.
6. Argosy requests a waiver of 68 IAC 5-3-2(b)(3) the two (2) 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 IC 4-33-2 and 68 IAC apply to this resolution.

SECTION 3. ACTION ON REQUEST FOR APPROVAL OF AMENDMENT AND RESTURCTURING OF A REVOLVER, EXECUTION OF A TERM LOAN B IN THE AMOUNT OF \$275 MILLION AND ISSUANCE OF ADDITIONAL SUBORDINATED UNSECURED DEBT IN AN AMOUNT OF UP TO \$200 MILLION BY ARGOSY GAMING COMPANY.

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

APPROVED

APPROVED OR DISAPPROVED

The request for the approval of Argosy Gaming Company's debt transactions in a total amount of up to \$475 Million is hereby:

APPROVED

APPROVED OR DISAPPROVED

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

Adoption of this resolution and the approval of the amendment and restructuring of the Revolver, the Term Loan B, and the subordinated unsecured debt of Argosy 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 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 29th DAY OF MAY, 2001:

THE INDIANA GAMING COMMISSION:



Donald R. Vowels, Chair

ATTEST:



Thomas Milcarek, Secretary