

ORDER 2013-51
WAIVING THE APPLICATION OF 68 IAC 5-2 TO A TRANSFER OF
OWNERSHIP IN HAMLET HOLDINGS, LLC

Under 68 IAC 5-2, licensees that are not publicly traded companies must comply with certain requirements before transferring an ownership interest of five percent (5%) or greater, including applications, fees, and a suitability investigation. Under 68 IAC 5-2-6, the Commission may waive a requirement or procedure set forth in 68 IAC 5 if the Commission determines that it is impractical or burdensome and the waiver is in the best interest of the public and the gaming industry and is not outside the technical requirements necessary to serve the purpose of the requirement or procedure.

Jonathan Coslet is a substantial owner of privately held Hamlet Holdings, LLC (“Hamlet Holdings”), which holds an irrevocable voting proxy in Caesars Entertainment Corporation, formerly known as Harrah’s Entertainment Inc., the ultimate parent company of two Indiana casino licensees, Caesars Riverboat Casino, LLC and Horseshoe Hammond, LLC. Caesars’ present ownership structure was approved in Order 2007-124 and Order 2010-158 and explained in detail therein.

On February 19, 2013, counsel for Hamlet Holdings notified the Commission that Mr. Coslet had resigned his position as Secretary of TPG Hamlet Holdings, LLC and TPG Hamlet Holdings B, LLC. Mr. Coslet also stated that he wished to assign 100% of his ownership interests in the Hamlet Holdings in equal shares to David Bonderman and James Coulter, two other substantial owners of Hamlet Holdings.

Compliance with the requirements of 68 IAC 5-2 is time-consuming and costly for both the applicant and the Commission. The policy goal of 68 IAC 5-2 is to ensure that a person seeking an ownership interest is suitable for licensure.

Mr. Bonderman and Mr. Coulter have held key person licenses since 2007 and are currently undergoing a routine five-year re-investigation by the Commission. Mr. Bonderman and Mr. Coulter have, therefore, already been found to be suitable owners by the Commission.

For these reasons, the Commission has determined that there is little to gain from applying the requirements of 68 IAC 5-2 to the proposed transfer of Mr. Coslet’s interests to the Mr. Bonderman and Mr. Coulter. The requirements of 68 IAC 5-2 are impractical and burdensome to this transfer, and waiver is in the best interest of the public and the gaming industry and is not outside the technical requirements necessary to serve the purpose of the transfer regulations.

Based on the foregoing, the Commission hereby WAIVES 68 IAC 5-2 as necessary to allow the proposed transfer of 100% of Mr. Coslet's interest in Hamlet Holdings, LLC to Mr. Bonderman and Mr. Coulter, in equal shares.

IT IS SO ORDERED ON THIS 21st DAY OF MARCH, 2013

THE INDIANA GAMING COMMISSION:



Matt Bell, Chair

ATTEST:



Secretary