

ORDER 2007-122

AN ORDER OF THE INDIANA GAMING COMMISSION RATIFYING THE PREVIOUSLY AWARDED INTERIM WAIVER AND APPROVAL OF DEBT TRANSACTIONS PROPOSED BY BLUE SKY CASINO, LLC.

The Indiana Gaming Commission ("Commission") adopts the following order pursuant to authority granted it under IC 4-33.

Pursuant to IC 4-33-4-21, 4-33-6.5-12, and 68 IAC 5-3-2, the Indiana Gaming Commission ("Commission") reviews proposed debt transactions to analyze the financial health of riverboat licensees and to ensure that a riverboat owner's license is not leased or hypothecated, or that money is not borrowed or loaned against a riverboat owner's license.

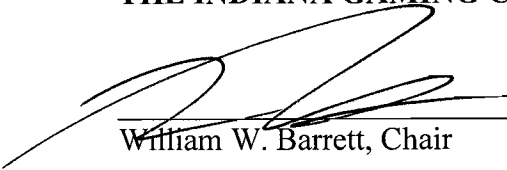
The Commission has considered the following factors:

1. Blue Sky Casino, LLC ("Blue Sky"), through counsel, has requested Commission approval of two proposed debt transactions incurred by Blue Sky's indirect parent entities, Orange County Holdings, LLC and BSR OC Acquisitions, LLC.
2. According to Blue Sky, the funds garnered from both transactions will be used by Blue Sky's parent French Lick Resorts & Casino, LLC and Blue Sky's affiliate, CGA Enterprises Indiana, LLC to pay fees and deferred construction billings for improvements made to the French Lick Hotel and related resort amenities.
3. Pursuant to Resolution 2006-10, after analyzing the proposed transaction and receiving the requisite concurrences from the Commission's Chair (William Barrett) and outside financial expert (Dr. Charlene Sullivan), Executive Director Ernest Yelton issued an interim approval and waiver of 68 IAC 5-3-2, via letter dated October 23, 2007.
4. Subject to certain enumerated and continuing conditions, the October 23rd letter outlined the allowable parameters of the debt transactions and authorized Blue Sky to close on the transactions without receiving prior approval from the full Commission and without satisfying the "two meeting requirement" of 68 IAC 5-3-2(b)(2) and (3).
5. The Commission members have received a confidential financial analysis of the proposed debt transactions from the Commission's outside financial expert, Dr. Sullivan who recommends approval.
6. Resolution 2006-10 requires that Executive Director Yelton's interim approval and waiver be reported to the full Commission at the next business meeting held under 68 IAC 2-1-5. Additionally, 68 IAC 5-3-7 requires that such waiver be reported to the Commission in order that it may have the opportunity to direct the Executive Director to take additional or different action.

Based on the foregoing, the Commission hereby **RATIFIES** the Executive Director's October 23, 2007 interim approval and waiver. The Commission's ratification is subject to Blue Sky's continuing compliance with the terms and conditions included in the October 23rd letter. Should Blue Sky willfully fail to abide by said terms and conditions, the Commission reserves the right to withdraw this ratification; require Blue Sky to obtain additional approval(s); and/or take other appropriate disciplinary action.


IT IS SO ORDERED THIS THE 8TH DAY OF NOVEMBER, 2007.

THE INDIANA GAMING COMMISSION:



William W. Barrett, Chair

ATTEST:



Tom Swihart, Secretary