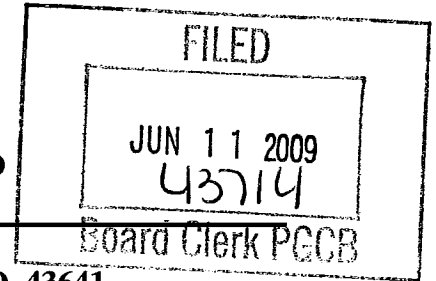


BEFORE THE
PENNSYLVANIA GAMING CONTROL BOARD



COMMONWEALTH OF PENNSYLVANIA GAMING CONTROL BOARD BUREAU OF INVESTIGATIONS AND ENFORCEMENT	:PGCB DOCKET NO. 43641
Respondent	:
	:
	:ADMINISTRATIVE HEARING
	:
	:
	:ANSWER AND NEW MATTER
	:
	:
PHILADELPHIA ENTERTAINMENT AND DEVELOPMENT PARTNERS, L.P., D/B/A FOXWOODS CASINO PHILADELPHIA	:
Petitioner	:

**ANSWER AND NEW MATTER OF RESPONDENT BUREAU OF INVESTIGATIONS
AND ENFORCEMENT TO THE PETITION OF PHILADELPHIA ENTERTAINMENT
AND DEVELOPMENT PARTNERS, L.P., D/B/A FOXWOODS CASINO
PHILADELPHIA TO EXTEND THE TIME TO MAKE SLOT MACHINES
AVAILABLE**

By and through the Office of Enforcement Counsel, Respondent, Commonwealth of Pennsylvania, Gaming Control Board, Bureau of Investigations and Enforcement, does hereby respond to the Petition of Philadelphia Entertainment and Development Partners, L.P., d/b/a Foxwoods Casino Philadelphia (hereinafter Foxwoods) to extend the time to make slot machines available, and states the following:

1. Admitted.
2. Admitted.
3. Admitted.
4. Admitted.
5. Admitted.
6. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in this paragraph. Strict proof is thereof demanded.
7. Admitted.

8. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in this paragraph. Strict proof is thereof demanded.

9. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in this paragraph. Strict proof is thereof demanded.

10. Admitted in part and denied in part. It is admitted that Foxwoods filed applications with the Supreme Court of Pennsylvania which subsequently issued Opinions which speak for themselves. The remaining averments are denied in that Respondent is without knowledge or information sufficient to admit or deny the facts contained in this paragraph. Strict proof is thereof demanded.

11. Admitted in part and denied in part. It is admitted that Foxwoods must obtain a zoning and use permit, building permits and other approvals from the City of Philadelphia. The remaining averments are denied in that Respondent is without knowledge or information sufficient to admit or deny the facts contained in this paragraph. Strict proof is thereof demanded.

12. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

13. Admitted in part and denied in part. It is admitted that Foxwoods filed a fifth application with the Pennsylvania Supreme Court. The remaining averments are denied in that Respondent is without knowledge or information sufficient to admit or deny the facts contained in this paragraph. Strict proof is thereof demanded.

14. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

15. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

16. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

17. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

18. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

19. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

20. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

21. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

22. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

23. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

24. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

25. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

26. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

27. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

28. Admitted in part and denied in part. It is admitted that the most important determinative factor regarding relocation is approval by the Pennsylvania Gaming Control Board. (hereinafter PGCB). The remaining averments are denied as Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

29. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

30. Admitted.

31. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

32. Denied. Foxwoods has not yet shown that any "history of delays" is through no fault of their own, nor have they shown "Herculean" efforts they may or may not have exerted to develop the Columbus Boulevard site. And they certainly have not shown the potential benefits of relocating the Foxwoods Casino Philadelphia to 801 Market Street. To the contrary, Foxwoods has put forth no plan to the PGCB for the development of a casino site in Center City Philadelphia, nor have they said why the approved site on Columbus Boulevard is unsuitable for them to build a casino, and therefore have not satisfied the good cause requirement of 4 Pa. C.S. § 1210 (a). Strict proof is thereof demanded.

33. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

34. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

35. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

36. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. Strict proof is thereof demanded.

37. Admitted.

38. Denied. Respondent is without knowledge or information sufficient to admit or deny the facts contained in these paragraphs. By way of further explanation, the averments in this paragraph are conclusions and interpretations of the law to which no responsive pleading is required. Strict proof is thereof demanded.

39. Denied. The averments in this paragraph are conclusions and interpretations of the law, and constitute a prayer for relief to which no responsive pleading is required. Strict proof is thereof demanded.

Wherefore, unless and until Petitioner provides additional and more detailed information at a full evidentiary hearing on this matter, Respondent respectfully requests that this Board deny the petition.

NEW MATTER

40. Petitioner has pleaded some facts to show the steps it has taken since the issuance of its license to build a slots casino on Columbus Boulevard, Philadelphia, PA, and has attempted to show how the administration of the City of Philadelphia may have refused or delayed governmental approvals necessary to begin construction of that casino.

41. Petitioner has failed to show any detailed and adequate reasons why it has apparently decided to attempt to relocate its casino site from Columbus Boulevard when it has received approval from the Pennsylvania Supreme Court for a zoning change, a Master, and other relief as stated in the Opinions of the Honorable Court of April 2, 2008, and October 14, 2008.

42. Petitioner has failed to provide any plans whatsoever, beside vague and non-descript concepts, of a casino in Center City Philadelphia, at the Gallery or at 801 Market Street.

43. Petitioner has failed to show any reasons why a casino in Center City Philadelphia would be a better and more successful casino than a casino located at its approved site on Columbus Boulevard.

44. Petitioner has failed to show any reasons why they failed to erect a temporary facility at the approved site on Columbus Boulevard, or why they failed to Petition the PGCB to erect a temporary facility in order to have 1500 slot machines in operation within one year of the issuance of its license.

45. Petitioner claims that if given an extension by the Board it would then petition the Board to relocate its casino to a site in Center City Philadelphia and be able to open a casino with at least 1500 slot machines in a shorter time than if it continued to pursue its approved location on Columbus Boulevard.

46. However, Petitioner fails to explain why a temporary facility at its approved location on Columbus Boulevard could not be approved and erected with 1500 slot machines in operation in as short a period of time as it would take to re-configure a building in Center City Philadelphia.

47. Petitioner has failed to show good cause to extend the time to operate 1500 slot machines as required by 4 Pa. C.S. § 1210 (a).

48. The Bureau of Investigations and Enforcement through the Office of Enforcement Counsel objects to the application of Foxwoods for additional time to make slot machines available pending a full evidentiary hearing before the Board on this matter. At an evidentiary hearing Foxwoods should present at a minimum the following evidence in support of the averments in their petition:

a. Documentation of application for all City and other governmental permits and approvals necessary to begin construction of the facility.

b. Documentation of all governmental permits and approvals issued and received which are necessary to begin construction at its approved site.

c. Documentation that Petitioner continues to possess all necessary funding or guarantees of funding necessary for construction of its project.

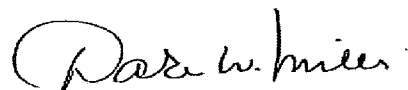
d. Plans and details of a proposed relocated facility in Center City Philadelphia.

e. Submission of an updated and current estimated timetable for beginning and completing the project at its approved site on Columbus Boulevard, and at any other site proposed for relocation of its casino.

f. A complete and detailed list of all actual and perceived obstacles which may prevent Petitioner from beginning and completing its project, and Petitioner's solutions to overcome those obstacles.

WHEREFORE, Respondent Bureau of Investigations and Enforcement through the Office of Enforcement Counsel respectfully objects to Foxwoods Petition to extend the time to make slot machines available to play pending a full evidentiary hearing before the Board.

Respectfully submitted,

A handwritten signature in cursive script that reads "Dale W. Miller".

Dale W. Miller, Esquire
Pennsylvania Supreme Court I.D. # 33520
Deputy Chief Enforcement Counsel
Pennsylvania Gaming Control Board
Office of Enforcement Counsel Eastern Region
1001 Hector Street, Suite 410
Conshohocken, PA 19428-5300
(610) 943-7426

**BEFORE THE
PENNSYLVANIA GAMING CONTROL BOARD**

COMMONWEALTH OF PENNSYLVANIA	:PGCB DOCKET NO. 43641
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AND ENFORCEMENT	:ADMINISTRATIVE HEARING
Respondent	:
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	:
PHILADELPHIA ENTERTAINMENT AND	:
DEVELOPMENT PARTNERS, L.P., D/B/A	:
FOXWOODS CASINO PHILADELPHIA	:
Petitioner	:

ORDER

AND NOW, this, day of , 2009, it is hereby Ordered that the
Petition of Philadelphia Entertainment and Development Partners, L.P., d/b/a/ Foxwoods Casino
Philadelphia to extend the time to make slot machines available is DENIED, pending a full
evidentiary hearing on the matter.

BY THE BOARD:

The Honorable Gregory C. Fajt
Chairman

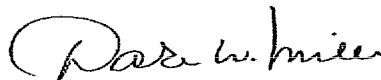
CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 11th day of June, 2009 a copy of the Answer and New Matter was served upon attorneys for the Petitioner LeRoy S. Zimmerman, Esquire, Robert A. Graci, Esquire, and Stephen D. Schrier, Esquire, who are authorized to accept such service by first class mail to:

LeRoy S. Zimmerman, Esquire
Eckert Seamans Cherin & Mellot, LLC
213 Market Street, 8th Floor
Harrisburg, PA 17101

Robert A. Graci, Esquire
Eckert Seamans Cherin & Mellot, LLC
213 Market Street, 8th Floor
Harrisburg, PA 17101

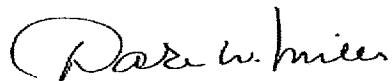
Stephen D. Schrier, Esquire
Blank Rome LLP
One Logan Square
130 North 18th Street
Philadelphia, PA 19103-6998



Dale W. Miller, Esquire
Pennsylvania Supreme Court ID # 33520
Deputy Chief Enforcement Counsel
Commonwealth of Pennsylvania
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Office of Enforcement Counsel Eastern Region
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(610) 943-7426

VERIFICATION

I, Dale W. Miller, Esquire, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief. I understand that the statements herein are made subject to the penalties of 18 Pa.C.S. § 4904 (relating to unsworn falsification to authorities).



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