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BEFORE THE
PENNSYLVANIA GAMING CONTROL BOARD

FILED
JAN - 6 2010
1170-2009
Board Clerk PGCB

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: Docket Number: 1367
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**In re: Philadelphia Entertainment and
Development Partners, L.P., d/b/a Foxwoods
Casino Philadelphia**

: Counsel of Record:
: Stephen A. Cozen, Esquire
: (PA ID #03492)
: F. Warren Jacoby, Esquire
: (PA ID #10012)
: John V. Donnelly III, Esquire
: (PA ID #93846)
: Jared D. Bayer, Esquire
: (PA ID #201211)
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: LeRoy S. Zimmerman, Esquire
: (PA ID #07278)
: Robert A. Graci, Esquire
: (PA ID #26722)
: **ECKERT SEAMANS CHERIN &**
: **MELLOTT, LLC**
: 213 Market Street, 8th Floor
: Harrisburg, PA 17101
: (717) 237-6000

**REPLY IN OPPOSITION
TO OBJECTION AND REQUEST FOR SANCTIONS
BY THE BUREAU OF INVESTIGATIONS AND ENFORCEMENT**

Philadelphia Entertainment and Development Partners, L.P., d/b/a Foxwoods Casino Philadelphia ("PEDP"), by and through its counsel, Cozen O'Connor and Eckert Seamans Cherin & Mellott, LLC, hereby files its Reply in Opposition to the Objection and Request for Sanctions filed in this matter on December 15, 2009 by the Bureau of Investigations and Enforcement (the "BIE") of the Pennsylvania Gaming Control Board (the "Board"), and states as follows:

**REPLY TO
OBJECTION**

39. Denied. The allegations of this paragraph are conclusions of law to which no response is required.

40. Denied. The allegations of this paragraph are conclusions of law to which no response is required.

41. Denied. To the contrary, PEDP's verified Motion to Extend Time sets forth sufficient facts to establish good cause to grant the requested extension, and PEDP incorporates herein all of the paragraphs of its Motion and this Answer in opposition to the allegations of this paragraph. By way of further response, PEDP's Motion to Extend Time is in writing and speaks for itself; all characterizations of the Motion and its contents are therefore denied. Strict proof of the allegations of this paragraph is demanded.

42. Denied. To the contrary, PEDP's verified Motion to Extend Time sets forth sufficient facts to establish good cause to grant the requested extension, and PEDP incorporates herein all of the paragraphs of its Motion and this Answer in opposition to the allegations of this paragraph. By way of further response, PEDP's Motion to Extend Time is in writing and speaks for itself; all characterizations of the Motion and its contents are therefore denied. It is furthermore specifically denied that PEDP or any investors seek to dictate to the Board any matters within the Board's jurisdiction. Strict proof of the allegations of this paragraph is demanded.

43. Denied. To the contrary, PEDP's verified Motion to Extend Time sets forth sufficient facts to establish good cause to grant the requested extension, and PEDP incorporates

herein all of the paragraphs of its Motion and this Answer in opposition to the allegations of this paragraph. By way of further response, PEDP's Motion to Extend Time is in writing and speaks for itself; all characterizations of the Motion and its contents are therefore denied. Strict proof of the allegations of this paragraph is demanded.

44. Denied. The Board's Order of September 1, 2009 (the "Order"), and Conditions 5 and 6 of that Order, are in writing and speak for themselves. All characterizations of the Order, Conditions 5 and 6 of the Order, and their contents are therefore denied. Strict proof of the allegations of this paragraph is demanded. PEDP is not contending, nor is it requesting, that it be relieved of Conditions 5 and 6 of the Board's Order; merely that the milestone dates for complying with the same be extended for a short and reasonable time until March 1, 2010.

45. Admitted in part; denied in part. It is admitted only that PEDP submitted a letter to the Board on October 16, 2009 in compliance with Condition 1 of the Board's Order. PEDP's October 16, 2009 submission to the Board is in writing and speaks for itself. All characterizations of the October 16, 2009 submission and its contents are therefore denied. Strict proof of the allegations of this paragraph is demanded.

46. Denied. PEDP's October 16, 2009 submission to the Board is in writing and speaks for itself. All characterizations of the October 16, 2009 submission and its contents are therefore denied.

47. Denied. PEDP's October 16, 2009 submission to the Board is in writing and speaks for itself. All characterizations of the October 16, 2009 submission and its contents are therefore denied.

48. Denied. The allegations of this paragraph are erroneous statements and conclusions of law to which no response is required. By way of further response, the factual allegations of this paragraph are specifically denied. To the contrary, as set forth in PEDP's verified Motion to Extend Time, PEDP has complied with the Conditions set by the Board's Order and has established good cause for the Board to grant the extension of time that PEDP has requested to meet Conditions 5 and 6 of the Board's Order. As is readily apparent from the statements that appear in PEDP's letter of October 16th and its Motion, following the Board's Order PEDP has undertaken directly, and through various advisors, to move forward on the development of its casino, and the identification and retention of funding and financing for the same. PEDP has set forth in detail and explained in its aforementioned letter and in its Motion the steps that it has implemented and the status of its efforts in addressing these two areas, none of which would or should lead one to believe, as the BIE suggests, that "nothing has changed since September 1, 2009, nothing has changed since October 16, 2009, and Foxwoods has shown no serious effort to comply with the conditions set forth by the Board." As set forth above, PEDP is only requesting that the interim milestone dates for two of the Conditions established by the Board in its Order be realigned to reflect the conditions that PEDP has been and is experiencing in the economic and financial marketplace. PEDP further incorporates herein all of the paragraphs of its Motion and this Reply in response to the allegations of this paragraph.

49. Denied. The allegations of this paragraph are erroneous statements and conclusions of law to which no response is required. By way of further response, the factual allegations of this paragraph are specifically denied. To the contrary, as set forth in PEDP's verified Motion to Extend Time, PEDP has complied with the Conditions set by the Board's Order and has established good cause to grant the extension of time that PEDP has requested to

meet Conditions 5 and 6 of the Board's Order. As is readily apparent from the statements that appear in PEDP's letter of October 16th and its Motion, following the Board's Order PEDP has undertaken directly, and through various advisors, to move forward on the development of its casino, and the identification and retention of funding and financing for the same. PEDP has set forth in detail and explained in its aforementioned letter and in its Motion the steps that it has implemented and the status of its efforts in addressing these two areas, which, contrary to the BIE's contention, are sufficient to lead the Board to conclude that Foxwoods has shown the good cause required for the requested extension. As set forth above, PEDP is only requesting that the interim milestone dates for two of the Conditions established by the Board in its Order be realigned to reflect the conditions that PEDP has been and is experiencing in the economic and financial marketplace. PEDP further incorporates herein all of the paragraphs of its Motion and this Reply in response to the allegations of this paragraph.

WHEREFORE, PEDP respectfully requests that the Board overrule the BIE's Objections and deny its Request for Sanctions, and instead grant PEDP's Motion to Extend Time and enter an Order in the form attached.

**REPLY TO
REQUEST FOR SANCTIONS**

50. The allegations of this paragraph are conclusions of law to which no response is required.

51. Denied. The allegations of this paragraph are erroneous statements and conclusions of law to which no response is required. By way of further response, the factual allegations of this paragraph are specifically denied. To the contrary, as set forth in PEDP's verified Motion to Extend Time, PEDP has complied with the Conditions set by the Board's

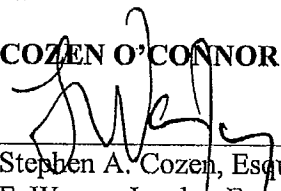
Order and has established good cause to grant the extension of time that PEDP has requested to meet Conditions 5 and 6 of the Board's Order. As is readily apparent from the statements that appear in PEDP's letter of October 16th and its Motion, following the Board's Order PEDP has undertaken directly, and through various advisors, to move forward on the development of its casino, and the identification and retention of funding and financing for the same. PEDP has set forth in detail and explained in its aforementioned letter and in its Motion the steps that it has implemented and the status of its efforts in addressing these two areas, all of which establishes that there is good cause to grant the extension of time that PEDP has requested to meet Conditions 5 and 6 of the Board's Order, such that the Board should not sanction PEDP, but rather should grant the requested extension of time. PEDP further incorporates herein all of the paragraphs of its Motion and this Reply in response to the allegations of this paragraph.

52. Denied. The allegations of this paragraph are erroneous statements and conclusions of law to which no response is required. By way of further response, the factual allegations of this paragraph are specifically denied. To the contrary, as set forth in PEDP's verified Motion to Extend Time, PEDP has complied with the Conditions set by the Board's Order and has established good cause to grant the extension of time that PEDP has requested to meet Conditions 5 and 6 of the Board's Order. As is readily apparent from the statements that appear in PEDP's letter of October 16th and its Motion, following the Board's Order PEDP has undertaken directly, and through various advisors, to move forward on the development of its casino, and the identification and retention of funding and financing for the same. PEDP has set forth in detail and explained in its aforementioned letter and in its Motion the steps that it has implemented and the status of its efforts in addressing these two areas, all of which establishes that there is good cause to grant the extension of time that PEDP has requested to meet

Conditions 5 and 6 of the Board's Order, such that the Board should not deny the Motion or sanction PEDP, but rather should grant the requested extension of time. PEDP further incorporates herein all of the paragraphs of its Motion and this Reply in response to the allegations of this paragraph. Based upon the facts set forth in its Motion, PEDP respectfully submits that it has shown good cause for the relief that it is requesting. As set forth above, PEDP is not requesting that the date established by the Board in the its Order to the opening of PEDP's casino be changed, only requesting that the interim milestone dates for two of the Conditions established by the Board in the its Order be realigned to reflect the conditions that PEDP has been and is experiencing in the economic and financial marketplace.

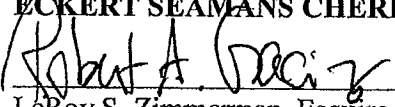
WHEREFORE, PEDP respectfully requests that the Board strike the BIE's Objection and deny its Request for Sanctions, and instead grant PEDP's Motion to Extend Time and enter an Order in the form attached.

COZEN O'CONNOR



Stephen A. Cozen, Esquire (PA ID #03492)
F. Warren Jacoby, Esquire (PA ID #10012)
John V. Donnelly III, Esquire (PA ID #93846)
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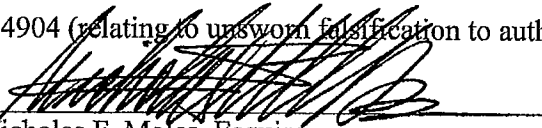


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Harrisburg, PA 17101
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*Attorneys for Philadelphia Entertainment and
Development Partners, L.P., d/b/a Foxwoods
Casino Philadelphia*

Dated: January 6, 2010

VERIFICATION

I, Nicholas F. Moles, hereby state that the facts above set forth in the REPLY IN OPPOSITION TO OBJECTION AND REQUEST FOR SANCTIONS BY THE BUREAU OF INVESTIGATIONS AND ENFORCEMENT are true and correct (or 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).



Nicholas F. Moles, Esquire
Vice President and General Counsel
Philadelphia Entertainment and Development Partners, LP

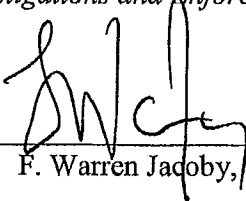
Date: 12/29/09

CERTIFICATE OF SERVICE

I certify that I am this day serving a complete copy of the foregoing Reply in Opposition to Objection and Request for Sanctions by U.S. Mail upon the following:

Dale William Miller, Esquire
Deputy Chief Enforcement Counsel
Pennsylvania Gaming Control Board
1001 Hector Street, Suite 410
Conshohocken, PA 19428-5300

Counsel for the Bureau of Investigations and Enforcement

By: 
F. Warren Jacoby, Esquire

Dated: January 6, 2010

**BEFORE THE
PENNSYLVANIA GAMING CONTROL BOARD**

IN RE :
PHILADELPHIA ENTERTAINMENT AND :
DEVELOPMENT PARTNERS, L.P., d/b/a : **PGCB Docket No. 1367**
FOXWOODS CASINO PHILADELPHIA :
:

ORDER

AND NOW, this ___ day of _____ 2010, the Board hereby **GRANTS** Philadelphia Entertainment and Development Partners, L.P., d/b/a Foxwoods Casino Philadelphia's ("PEDP") November 30, 2009 Motion to Extend Time pursuant to 58 Pa. Code § 497a.5(a)(1) for good cause shown.

The Board **STRIKES** the BIE's Objection to the Motion, and the Board **DENIES** the BIE's Request for Sanctions.

The time for PEDP to submit to the Board's Bureau of Investigations and Enforcement ("BIE") the reports and other documents called for by Conditions 5 and 6 of the Board's September 1, 2009 Order granting Foxwoods' Petition to Extend the Time to Make Slot Machines Available is hereby **EXTENDED** by a period of three months until March 1, 2010.

By: _____
Gregory C. Fajt, Chairman
Pennsylvania Gaming Control Board