

**BEFORE THE
PENNSYLVANIA GAMING CONTROL BOARD**

In re: Application of Philadelphia Entertainment and Development Partners, L.P., d/b/a Foxwoods Casino Philadelphia	:	Docket Number: 1367
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**PHILADELPHIA ENTERTAINMENT AND DEVELOPMENT PARTNERS, L.P., D/B/A
FOXWOODS CASINO PHILADELPHIA’S PETITION FOR AN EXTENSION OF TIME
FOR PAYMENT OF LICENSE FEE**

I. INTRODUCTION

Despite the fact that the Pennsylvania Gaming Control Board’s (“the Board”) decision to award Philadelphia Entertainment and Development Partners, L.P. d/b/a Foxwoods Casino Philadelphia (“Foxwoods Casino Philadelphia” or “Foxwoods”) and HSP Gaming, L.P. (“Sugarhouse”) the two Category 2 slot machine facility licenses for the City of Philadelphia was issued seven months ago, development of Foxwoods’ slot machine facility continues to be delayed because of a series of unique and extraordinary circumstances surrounding the protracted, and highly-politicized process of obtaining the local zoning permits required for construction to begin. This situation necessitates that Foxwoods submit this petition pursuant to 58 Pa. Code §497.5, requesting that the Pennsylvania Gaming Control Board (“the Board”) grant Foxwoods Casino Philadelphia an extension of time, for good cause, to pay the one-time slot machine license fee of \$50 million under 4 Pa. C.S. §1209, until such time as Foxwoods Casino

Philadelphia obtains final and unappealable zoning and building permits required for the construction of the licensed gaming facility from the City of Philadelphia.

II. FACTUAL BACKGROUND

1. In December 2005, the Board received five applications for the two Category 2 slot machine licenses to be issued in the City of Philadelphia pursuant to the Pennsylvania Race Horse Development and Gaming Act, 4 Pa.C.S. §1101 *et seq.* (the “Gaming Act”).

2. After an extensive investigation and application review process, which included public input and public suitability hearings, on December 20, 2006, the Board awarded Foxwoods and Sugarhouse the Category 2 slot machine facility licenses for Philadelphia. The PGCB’s determination was memorialized in an Order dated February 1, 2007. *See* Order dated February 1, 2007, attached hereto as Exhibit “A,” (hereinafter referred to as the “Licensure Order”). The Licensure Order also provided that the payment of the one-time \$50 million slot machine license fee required pursuant to 4 Pa. C. S. § 1209 be made by the later of four months from the date of the Order or ten (10) calendar days following the conclusions of any appeals to the grant of the license. At the time of its issuance, it was contemplated that the primary governmental obstacle to enabling the Licensees to begin construction and operation of their facilities would be through appeals to the Supreme Court of Pennsylvania and therefore the date of conclusion of any appeals was chosen as the “trigger” date for payment of the license fee.

3. Since awarding the Category 2 Philadelphia licenses, the Board, Foxwoods and Sugarhouse have been confronted with a vast array of legal challenges to the Board’s licensing decision, and governmental obstacles to Foxwoods’ requests for zoning to fulfill its obligations to construct and operate a Category 2 Slot facility. Foxwoods had originally planned to begin construction in March, 2007, then revised its plans to begin construction in July, 2007.

Construction must now be moved back to an even later date for the reasons set forth below.

4. The list of legal challenges to the Board's decision is extensive. First, Riverwalk Casino, LP, ("Riverwalk") an unsuccessful applicant for a Category 2 license, filed an appeal challenging the Board's decision. On July 17, 2007, the Supreme Court affirmed the Board's Adjudication and February 1, 2007 Order approving the applications of Foxwoods and Sugarhouse for Category 2 Slot Machine Licenses. *See Pennsylvania Supreme Court Docket Report*, attached hereto as Exhibit "B."

5. Second, local advocacy groups, anti-gaming activists and City Council for the City of Philadelphia filed numerous appeals with the Supreme Court challenging the Board's decision, aim of delaying the introduction of gaming in Philadelphia. *See generally, Neighbors Allied v. PGCB*, No. 38 EM 2007; *City Council for the City of Philadelphia v. PGCB*, No. 39 EM 2007; and, *Society Hill Civic Association v. PGCB*, No. 40 EM 2007; *Heiko v. PGCB*, No. 41 EM 2007. Consistent with its earlier decision in *Citizens Against Gambling v. Pennsylvania Gaming Control Board*, 916 A.2d 624 (Pa. February 23, 2007), the Supreme Court recently dismissed this series of appeals on grounds that the petitioners therein lacked standing to challenge the Board's licensing decisions. *See Orders* dated, June 4, 2007 and June 22, 2007, collectively attached hereto as Exhibit "C." Although, as referenced in Paragraph 2 above, when the Licensure Order was issued it was contemplated that the dismissal of these and the *Riverwalk* appeal referred to in Paragraph 4, above, would resolve the primary governmental obstacles to the construction and opening of the Facilities, this was not the case.

6. In addition to the litigation in court, opponents of gaming in Philadelphia have also created political and legislative obstacles. Such efforts included the circulation of a petition proposing the addition of a referendum during the May 15, 2007 primary election calling for the modification of the City of Philadelphia's Home Rule Charter to preclude a licensed gaming

facility from being located within 1,500 feet of any residentially-zoned district, Institutional Development District or such residentially-related uses as churches, schools, and public playgrounds. *See* Resolution, attached hereto as Exhibit “D.” This petition was a transparent attempt to eliminate gaming from the City of Philadelphia as a practical matter, as was confirmed by the Philadelphia City Planning Commission. *See* excerpts of testimony of Janice Woodcock, Executive Director of the Philadelphia City Planning Commission, pages 6-10, and Zoning study of the City of Philadelphia collectively attached hereto as Exhibit “E.” In an Order dated March 6, 2007 the court in *Petition of Sheldon L. Albert, et al. v. Patricia Rafferty*, Feb. Term 2007, No. 3291 (C.C.P. Phila.), held that the petition was null and void. *See* Order of the Honorable Ward F. Clark, dated March 6, 2007, attached hereto as Exhibit “F.”

7. Anti-gaming groups next attempted to undermine the Board’s statutory authority to select and locate casinos in Philadelphia by persuading City Council for the City of Philadelphia (“City Council”) to pass an ordinance, over the Mayor’s veto, placing the same question raised in the petition, and already found invalid by the Court of Common Pleas, on the ballot during the May 15, 2007 primary election. On April 13, 2007, the Board was successful in obtaining a preliminary injunction from the Pennsylvania Supreme Court enjoining the proposed question from being placed on the ballot. *See* Order dated, April 13, 2007, attached hereto as Exhibit “G.”

8. Despite their lack of success on any front, those opposed to gaming in Philadelphia continue their efforts to obstruct gaming, hindering the Legislature’s objectives of timely providing new revenue for tax relief, and promoting economic development opportunities in the Commonwealth. *See* 4 Pa.C.S. §1102. By way of further example, Foxwoods Casino Philadelphia’s applications for a zoning and use registration permit, filed in January of 2007,

have been frustrated by City Council's legislative program consisting of the passage of blatantly illegal and unconstitutional ordinances adverse to gaming generally, and which specifically seek to delay Foxwoods' ability to begin construction of a licensed gaming facility in accordance with this Board's Order.

9. Perhaps the clearest illustration of the local governmental obstacles faced by Foxwoods is the zoning classification which City Council has recently applied to Foxwoods' property. Over one year ago, in March 2006, in anticipation of the introduction of gaming in Philadelphia, City Council created the Commercial Entertainment District (CED) zoning classification specifically for application to the licensed gaming facilities to be selected by the Board in Philadelphia. Thereafter, in December of 2006, the Board rendered its decision awarding Foxwoods with a slot machine license. Rather than applying the CED zoning classification to Foxwoods' property, City Council, in a plainly unconstitutional manner, instead passed an ordinance re-zoning Foxwoods' property from Commercial (C-3) to residential (R-10A), which further restricted Foxwoods' use of its property and that does not allow the licensed gaming facility use expressly authorized by the Gaming Act and the Board's Order. *See* Bill No. 070009, attached hereto as, Exhibit "H."

10. In addition, the City of Philadelphia has refused to take action in connection with Foxwoods' zoning applications, which were submitted months ago, despite Foxwoods' filing of applications that comply with either C-3 or CED zoning standards.

11. On May 31, 2007, City Council continued its efforts to block Foxwoods' project by refusing to introduce bills previously approved by the City Solicitor's Office which would have applied the CED zoning classification to Foxwoods' property.

12. More recently, no fewer than three bills, H.B. 1477, S.B. 1031 and S.B. 1032, were introduced before the General Assembly which would amend §1304 of the Gaming Act to prohibit the location of Category 2 facilities within 1,500 feet of a school, house of worship, private residence or park. *See* H.B. 1477, S.B. 1031 and S.B. 1032, collectively attached hereto as, Exhibit “I.” These bills mirror the failed attempts of anti-casino advocates and City Council described in Paragraphs 6 and 7 above and remain pending at this time.

13. On July 17, 2007, the same day the Supreme Court affirmed the Board’s licensing decision in the *Riverwalk* appeal, the Philadelphia City Planning Commission, at the behest of a City Councilman and various anti-casino activists, postponed, for at least 30 days, its decision on whether to recommend to City Council that the CED zoning designation should be applied to Foxwoods’ property, despite the fact that the Planning Commission’s staff recommended that approval be given.

14. Given the persistent opposition of City Council and the non-cooperation of City agencies charged with processing its zoning and building permit applications, on June 1, 2007 Foxwoods Casino Philadelphia filed an Emergency Petition for Review with the Pennsylvania Supreme Court seeking, *inter alia*, an Order declaring the ordinance re-zoning its property as residential to be unconstitutional, and compelling the City and City Council to issue a zoning and use registration permit. *See Philadelphia Entertainment and Development Partners, L.P. v. City of Philadelphia*, 88 EM 2007. A copy of Foxwoods’ Emergency Petition for Review is attached hereto as, Exhibit “J” and is incorporated herein by reference. That action is currently pending before the Supreme Court.

15. The foregoing examples set forth substantial and extensive reasons why Foxwoods today, despite the “conclusion of any appeals” and all of its good faith efforts and

untiring actions, is nowhere closer to constructing and operating a slot facility in the city of Philadelphia than it was in December, 2006. Foxwoods is unable to use the Category 2 slot license absent the grant of final and unappealable zoning and building permits. Without the ability to use its Category 2 slot license, the payment of a \$50 million license fee at this juncture would impose an even further hardship to Foxwoods.

III. LEGAL ARGUMENT

16. Foxwoods respectfully submits that the Gaming Act, the Board's February 1, 2007 Order, and relevant authorities confirm that a reasonable extension of time for Foxwoods to pay the one-time license fee is both permissible and justified given the circumstances presented herein.

17. The Board has authority to grant extensions according to the conditions and circumstances of a particular case. *See* 58 Pa. Code §497.5; *Petition of Dwyer*, 486 Pa. 585 (1979); 36 Standard Pennsylvania Practice 2d § 166:94. Further, the Board has the power to waive its rules and regulations, or to waive limitations imposed by its own rules and regulations. *Keys v. Unemployment Compensation Board of Rev.*, 183 Pa.Super. 164 (1957); *Gillis v. Public Service Commission of Pennsylvania*, 105 Pa. Super. 389 (1932). *See also Popowsky v. Pennsylvania Public Utility Commission*, 589 Pa. 605 (2006) (Pennsylvania Public Utility Commission recognized that it had authority to waive a requirement in its regulations).

18. As set forth below, there are a multitude of reasons why it is imperative, reasonable, and equitable to afford relief to Foxwoods in this instance.

A. An Extension of Time to Tender the Licensing Fee is Appropriate Given the Possibility of Legal Challenges by way of a Petition for Reargument, and the Potential for Further Appeal of the Board's Licensing Decision to the U.S. Supreme Court.

19. Section 1209(a) of the Gaming Act requires that successful applicants for a Category 2 license pay a fee “**at the time of license issuance**” in the amount of \$50 million which is to be deposited into the State Gaming Fund. 4 Pa.C.S. §1209(a).

20. Section 1301 of the Gaming Act provides, in relevant part:

Following approval of an application for a slot machine license, the applicant **shall provide formal notification to the board** as soon as:

- (1) **it fulfills all required conditions** for issuance of the license; and
- (2) **the board's decision approving the application is a final, binding, nonappealable determination which is not subject to a pending legal challenge.**

Upon receipt of such formal notification and upon conducting any necessary verification, the board shall issue a slot machine license to the applicant.

(emphasis added).

21. The Board's February 1, 2007 Order provided that the licensees must satisfy several conditions “prior to the issuance” of Category 2 licenses, including:

1. The expiration of the thirty (30) day appeal period permitted by the Pennsylvania Rules of Appellate Procedure;
2. The payment of any outstanding fees, other than the \$50 million licensing fee, as determined by the PGCB pursuant to 4 Pa.C.S. §1208;
3. The agreement to the Statement of Conditions of licensure to be imposed and issued by the Gaming Control Board, as evidenced by the signing of the agreements by HSP Gaming, LP's and Philadelphia Entertainment and Development Partners, LP's

executive officers or designees within five business days of the receipt of the Statement of Conditions from the PGCB; and

4. The payment of the one time \$50,000,000 slot machine license fee required pursuant to 4 Pa.C.S. §1209, made by the later of four months from the date of this Order or **ten (10) calendar days following the conclusions of any appeals to the grant of this license pursuant to 4 Pa.C.S. §1204 (if any)**, and no less than ten (10) business days prior to the beginning of the test period necessary to commence slot machine operations under 58 Pa. Code §467.2(a)(9).

See Exhibit “A” (emphasis added).

22. The provisions of the Gaming Act reflect that the Legislature intended for a licensee’s obligation to pay the license fee to be triggered when the Board’s licensing determination was rendered final and not subject to pending legal challenges or appeals. The Board’s February 1, 2007 Order is consistent with the statutory framework.

23. The Supreme Court rendered its decision affirming the Board’s licensing decision awarding Category 2 slot machine facility licenses to Foxwoods and Sugarhouse in *Riverwalk v. PGCB*, 27 MM 2007, on July 17, 2007. See Exhibit “K.” Pennsylvania Rule of Appellate Procedure 2542 provides that an application for reargument in the Supreme Court may be filed within 14 days after entry of the order or judgment. As such, there remains the possibility that the Supreme Court’s decision in *Riverwalk* may be subject to further legal challenge, by way of an application for reargument, until August 1, 2007. Consequently, there is the potential for a “pending legal challenge” to further delay this adjudication. 4 Pa.C.S. §1301.

24. In addition to further proceedings before the Pennsylvania Supreme Court, there remains the possibility that Riverwalk may seek a grant of certiorari from the United States Supreme Court. While the Pennsylvania Supreme Court held, and Foxwoods agrees, that Riverwalk’s contentions are entirely without merit, Riverwalk would nevertheless have a period

of 90 days from the July 17, 2007 decision, or until **October 15, 2007**, to petition the United States Supreme Court for certiorari. See U.S. Supreme Court Rule 13.

25. Consistent with the Gaming Act and the Statement of Conditions, until the expiration of the 90-day period following the Pennsylvania Supreme Court's July 17, 2007 decision in *Riverwalk v. PGCB*, or the adjudication of any applications for reargument and/or petitions for certiorari filed during that time, Foxwoods cannot certify that there will be no pending legal challenges. Foxwoods is therefore unable to provide the Board with the formal notification required by §1301 until the expiration of the 90-day period following the Pennsylvania Supreme Court's July 17, 2007 decision in *Riverwalk v. PGCB*, or the adjudication of any applications for reargument and/or petitions for certiorari filed during that time.

26. To require Foxwoods to make payment while there is still opportunity for such legal challenges unfairly exposes Foxwoods to the risk that it will continue to be involved in legal proceedings regarding its license even **after** Foxwoods tenders payment of the license fee. Under such circumstances, Foxwoods would be severely prejudiced, as it will have been made to advance a substantial licensing fee while potentially being deprived of the rights and privileges of the license, including the opportunity to begin construction and/or operations. While Foxwoods concedes that the merits of such an appeal seem dubious, in light of the obstructionist agenda adopted by anti-gaming activists in Philadelphia, it stands to reason that a party seeking to delay the onset of gaming in Philadelphia could misuse the procedural mechanisms available to Foxwoods' detriment.

27. Accordingly, the Board should not inadvertently encourage the abusive litigation strategy of gaming opponents by compelling Foxwoods to remit payment of the licensing fee prior to the expiration of the periods for applying for reargument before the Pennsylvania

Supreme Court, or for seeking review of the Board’s licensing decision by the U.S. Supreme Court.

B. Since Both the Board and the Legislature Contemplated the Potential Difficulties in Securing Zoning Approvals, Foxwoods Should Not Be Penalized for Abuses of the Governmental Process by Opponents.

28. Pending legal challenges to Foxwoods’ grant of a license are not limited to challenges in the Courts. As noted above, the Philadelphia City Council and agencies of the City of Philadelphia continue actively to oppose Foxwoods’ efforts to obtain the zoning and building permits, approvals and consents required to commence construction of the licensed facility.

29. Paragraphs 53 and 62 of the Statement of Conditions executed by Foxwoods Casino Philadelphia provide that as a condition of licensure, Foxwoods agreed to, *inter alia*, the following:

53. To begin construction of the Phase I facility within 30 days after the last to occur: (a) the final adjudication of all appeals challenging the license of Philadelphia Entertainment and Development Partners, LP; (b) receipt by Philadelphia Entertainment and Development Partners, LP of all permits, approvals, consents and the like required for the construction of the licensed facility from the City of Philadelphia and any other governmental authorities having jurisdiction and final adjudication of all third-party challenges and appeals thereto; and (c) receipt by Philadelphia Entertainment and Development Partners, LP of its construction financing. As pledged during the licensing process, Phase I of the of the licensed facility will be open approximately 21 months after the commencement of construction and will include, at minimum, approximately 3,000 slot machines, an approximately 2,000 seat showroom, an entertainment lounge, retail shops, an approximately 600-seat buffet, an approximately 250-seat five-outlet food court, an approximately 500-seat sports bar, and a parking garage with at least 4,200 parking spaces and an additional 300 surface parking spaces. The total costs and expenses for Phase I should amount to at least \$525,800,000, including land acquisition costs and license fee.

...

62. **To use commercially reasonable efforts to obtain all local zoning approvals from the City of Philadelphia** or other governmental or judicial authority that is required to construct and operate its licensed facility at the property located along the Delaware River on Columbus Boulevard between Tasker and Reed Streets.

See Statement of Conditions, attached hereto as, Exhibit “L.” (emphasis added).

30. The foregoing Paragraphs to the Board’s Statement of Conditions which are prerequisites to the commencement of slot operations illustrate that the Board is cognizant of the fact that before Foxwoods can commence construction of its project, it must first obtain all of the applicable permits and approvals from the City of Philadelphia and other local authorities, a governmental and highly political process over which Foxwoods has no control.

31. As set forth in Point II, *supra*, and in greater detail in Foxwoods’ Emergency Petition for Review, Exhibit “J” hereto, Foxwoods is faced with significant political obstacles in its efforts to obtain the requisite local approvals for its project. Foxwoods has, in good faith, provided city officials with all of the information required for the approval of its project, as evidenced by the fact that the City Solicitor approved bills applying the CED zoning classification to Foxwoods’ property, only to have the City Council refuse to introduce that legislation for consideration, and the Planning Commission Staff has recommended that the CED zoning designation should be applied to Foxwoods’ property, only to have the Planning Commission table its decision for at least 30 days.

32. In a further attempt to bring about an expedited resolution to its dispute with local officials, Foxwoods has gone to the extent of filing an Emergency Petition for Review with the Pennsylvania Supreme Court, which is currently under review. In short, Foxwoods has gone above and beyond its obligation to use commercially reasonable efforts to secure local zoning

approvals, and should not be penalized because the recalcitrant behavior of certain local officials and anti-gaming advocates has temporarily forestalled the inevitable issuance of local zoning approvals.

33. It was not unanticipated that there would be obstacles and delays in the local zoning process, as in any large scale development project, but it was not expected that those obstacles would be so pervasive, far-flung and dilatory. The Legislature created an expedited process for appealing local zoning determinations directly to the Supreme Court in §1506 of the Gaming Act. Section 1506 provides:

In order to facilitate timely implementation of casino gaming as provided in this part, ... the Supreme Court of Pennsylvania is vested with exclusive appellate jurisdiction to consider appeals of a final order, determination or decision of a political subdivision or local instrumentality involving zoning, usage, layout, construction or occupancy, including location, size, bulk and use of a licensed facility. The court, as appropriate, may appoint a master to hear an appeal under this section.

4 Pa.C.S. §1506 (emphasis added).

34. Section 1506 expressly reiterates the importance of implementing gaming in a timely fashion, while implicitly acknowledging, and attempting to curtail, the potential for mischief in the local zoning process, by vesting the Supreme Court with exclusive appellate jurisdiction of zoning decisions. Given the circumstances surrounding Foxwoods' zoning application, the recognition of the Legislature and the Board of the critical importance of zoning approvals in the overall process, and the burden on Foxwoods were it to be compelled to tender the \$50 million license so far in advance of obtaining even the most basic of approvals necessary to begin construction of its project, it is respectfully submitted that the Board should grant Foxwoods' petition for relief.

35. Fairness requires that Foxwoods should not be required to pay the license fee prior to the issuance of local zoning approvals. Until that time, Foxwoods is effectively being deprived of the right conferred by the license—the ability to construct and operate a slot machine facility in the City of Philadelphia.

C. Good Cause Exists for Deferring Payment of the License Fee, Since Doing so Poses No Risk to the Commonwealth, While Requiring Payment from Foxwoods in Advance of the Issuance of Local Zoning Approvals is Unduly Burdensome.

36. Permitting Foxwoods to defer payment of the license fee poses no risk for the Commonwealth, as Foxwoods has already provided the Board with an irrevocable letter of credit in the amount of \$50 million consistent with 4 Pa.C.S. §1313(c). *See* Letter of Credit, attached hereto as, Exhibit “M.” The Commonwealth bears no risk of default, as it could simply draw down the letter of credit if the license fee has not been paid within 5 days of issuance of the license.

37. Conversely, were Foxwoods to be compelled to tender payment of the license fee prior to the running of all potential appeals periods and the issuance of requisite zoning permits, Foxwoods will be faced with substantial debt service payments before Foxwoods, or even the Board, can determine when construction of its licensed gaming facility could begin and will be servicing that debt for an inordinate amount of time prior to Foxwoods’ ability to generate income.

38. Moreover, the “Commitment Letter” from Merrill Lynch, Pierce, Fenner & Smith Incorporated (“Merrill Lynch”) dated November 4, 2006 which Foxwoods Casino Philadelphia submitted to the Board as evidence in support of its ability to finance the proposed gaming facility identified local zoning approvals among the conditions upon which the commitment was

based. Foxwoods is currently working with its lenders to modify its financing arrangements in light of the developments set forth above.

39. It is evident that the foregoing events constitute unique circumstances that were not contemplated prior to the award of slot licenses in December of 2006. As a result, Foxwoods has invested extraordinary amounts of time, effort and expense both to overcome legal challenges to the Board's decision, to pursue its zoning approvals and to do so in a timely manner. Foxwoods has been forced to do all of this in an unusually hostile local environment, in an attempt to fulfill its obligations to construct a gaming facility on the site chosen by this Board in a prompt and timely manner.

40. Foxwoods has not been the cause of any delays or disruptions, and has fulfilled its obligations to the best of its abilities.

41. Equity and fairness justify an extension of time for the payment of the license fee by Foxwoods until all remaining legal challenges are exhausted, all governmental obstacles are removed and local zoning and permitting is obtained.

42. Accordingly, Foxwoods Casino Philadelphia respectfully submits that the substantial burdens which would be imposed on it were the Board to compel it to tender the licensing fee in advance of obtaining local zoning approvals constitutes good cause for granting the instant Petition.

WHEREFORE, for the foregoing reasons, Philadelphia Entertainment and Development Partners, L.P., d/b/a Foxwoods Casino Philadelphia respectfully requests that:


(A) the Board issue an Order granting this petition pursuant to 58 Pa. Code §497.5, and extending the time for Foxwoods Casino Philadelphia to make payment of the one-time slot machine license fee of \$50 million as required by 4 Pa. C.S. §1209, until ten (10) days after the

later of (i) receipt by Foxwoods Casino Philadelphia of final and unappealable zoning and building permits required for the construction of the licensed gaming facility; (ii) the time for the filing a petition to the United States Supreme Court for certiorari has expired; and, (iii) in the event a petition for certiorari is filed, the denial of said petition; or,

(B) in the event that the Board is unable to rule on this Petition prior to the timeframe established for payment of the license fee, the Board issue a preliminary extension of time for payment of the license fee pending a hearing and determination of this Petition; and,

(C) such other relief as the Board may deem proper and appropriate.

Respectfully submitted,



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