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April 6, 2009

Via Hand Delivery

Mickey Kane, Clerk
Office of the Clerk
Pennsylvania Gaming Control Board
2601 North 3rd Street, suite 502
One Penn Center
Harrisburg, PA 17110-2060

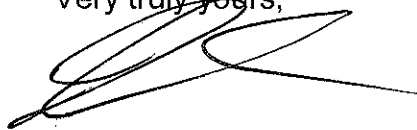
**Re: HSP Gaming, L.P.
Amended Petition**

Dear Ms. Kane:

Enclosed for filing please find an original copy of HSP Gaming, L.P.'s Amended Petition For Additional Time To Make Slot Machines Available To Play And Modifications To Its Approved Development Plan.

Please let me know if you require anything further.

Very truly yours,



MICHAEL D. SKLAR

MDS/mi

Enclosure

cc: Doug Sherman
Frank Donaghue
Cyrus Pitre
Dale Miller
Greg Carlin

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Attorneys for HSP Gaming, L.P.

IN RE: :
AMENDED PETITION OF :
HSP GAMING, L.P. FOR AN : COMMONWEALTH OF PENNSYLVANIA
EXTENSION OF TIME AND : BEFORE THE PENNSYLVANIA GAMING
MODIFICATIONS TO ITS APPROVED : CONTROL BOARD
DEVELOPMENT PLANS :

:
: PGCB Docket No. 42824
:

**AMENDED PETITION OF HSP GAMING, L.P. FOR ADDITIONAL TIME
TO MAKE SLOT MACHINES AVAILABLE TO PLAY AND MODIFICATIONS
TO ITS APPROVED DEVELOPMENT PLAN**

Petitioner, HSP Gaming, L.P. ("HSP"), by way of this Amended Petition, hereby applies (a) under Section 1210 of the Pennsylvania Race Horse Development and Gaming Act, 4 Pa. C.S. §1101 et. seq. ("Gaming Act") for additional time to make slot machines available to play and (b) for approval of modifications to its approved development plans.

Background

1. On January 11, 2008, the Pennsylvania Gaming Control Board ("Gaming Board") issued Category 2 Slot Machine License No. F-1356 ("License") to HSP.

2. Pursuant to Section 1210 of the Gaming Act, a slot machine license is "required to operate and make available to play a minimum of 1,500 machines. . . . within one year of the issuance by the Board of a slot machine license unless otherwise

extended by the Board upon application and for good cause shown, for an additional period not to exceed 24 months.”

3. As the Gaming Board is aware, since its selection to receive a Category 2 Slot Machine License in December 2006, HSP has worked diligently to successfully defeat challenges to the license award and to obtain the approvals and permits necessary to commence and proceed with the development of the SugarHouse Casino (“Project”).

4. Such action has included the prosecution or defense of more than eleven separate lawsuits or appeals in the Court of Common Pleas, the Supreme Court of Pennsylvania and the United States District Court.

5. To date, HSP has expended approximately \$110 million on its development efforts, in addition to the License Fee payment of \$50 million.

6. The \$160 million represents the current equity investment; HSP currently has no debt.

7. This equity investment substantially exceeds the equity commitments (approximately \$108 million) made by the HSP partners.

Development Efforts

8. HSP has and continues to work diligently to secure the city, state and federal approvals, permits and licenses necessary to construct the Project.

9. On January 8, 2009, HSP filed an Application with the Supreme Court of Pennsylvania seeking the appointment of a Special Master. Attached as **Exhibit A** is a copy of HSP’s Application to the Supreme Court of Pennsylvania seeking the

Appointment of a Special Master, which sets forth in detail the obstacles that HSP has faced in proceeding with the development of the SugarHouse Casino.

10. On March 24, 2009, recognizing these obstacles, the Supreme Court appointed the Honorable John Herron as Master. A copy of the Order is attached as **Exhibit B**.

11. HSP has received the following approvals:

- (a) Re-zoning of the casino site to the Commercial Entertainment District classification;
- (b) Plan of Development for the SugarHouse site as required under the applicable zoning ordinances;
- (c) Act 537 sanitary sewer module amendment to enable the SugarHouse Casino to connect to the municipal water and sewer system;¹
- (d) Existing Resource Site Analysis; and
- (e) General Notices under Act 14/67/68.

12. HSP has received the following permits/licenses:

- (a) National Pollution Discharge Elimination Permit System (Pennsylvania Department of Environmental Protection ("PA DEP"));
- (b) Zoning/Use Permit (City of Philadelphia Department of Licenses and Inspections ("Philadelphia L&I"));
- (c) Rough Grading Permit (Philadelphia L&I);
- (d) Submerged Lands License (City of Philadelphia Commerce Department);

¹ The approval was granted on September 11, 2008. On November 3, 2008, an appeal of that approval was filed by a community group, an environmental group, and an individual. That appeal is pending before the Pennsylvania Environmental Hearing Board. EHB Docket No. 2008-312-L.

(e)Water Obstruction and Encroachment Permit (PA DEP);

(f)Foundation Permit (Philadelphia L&I).

13. HSP has entered into the following agreements with the City of Philadelphia and local community groups:

(a)Development and Tax Settlement Agreement with the City of Philadelphia dated December 17, 2007 (a copy of which was previously submitted to the Gaming Board) which memorializes certain agreements between the parties to ensure the timely and expeditious development, construction, completion and operation of the SugarHouse Casino for the mutual benefit of the City and HSP and provides for the settlement of certain disputes between the parties.

(b)On November 20, 2008, HSP and the Fishtown Action and New Kensington Community Development Corporation (the "Community Groups") signed a "Community Benefits Agreement," (a copy of which was previously submitted to the Gaming Board) pursuant to which HSP committed to coordinate various activities with the Community Groups and to provide funding for a Special Services District to be created to address community issues and needs. This agreement was the result of over a year of detailed and complex negotiations between HSP and the Community Groups.

14. HSP has made significant physical progress on the site, including:

(a)Beginning in the spring of last year, HSP cleared the surface of the site and created drainage and sediment erosion controls;

(b)HSP has excavated and removed much of the surface and subsurface rubble and foundation materials remaining from the preexisting sugar refinery;

(c)On November 12, 2008, HSP's contractors drove the first of seven permanent indicator piles, reaching bedrock. These permanent piles will ultimately serve as the supports for elements of the new foundation;

(d)HSP currently maintains an on-site work force which varies in size from approximately 12 to 24 construction personnel and supervisors.

15. HSP has the necessary approvals to complete excavation, obstruction removal and dynamic compaction and thereafter to proceed to foundation work, the next steps in site development. HSP expects to obtain the remaining approvals and permits as required in due course to proceed further with the development of the Project.

PROPOSED MODIFICATIONS TO THE APPROVED DEVELOPMENT PLANS

16. In recent weeks, HSP principals and project development representatives have had meetings with Philadelphia Mayor Michael A. Nutter, members of his administration and other officials of the City. Mayor Nutter has expressed his unequivocal support for the Sugarhouse project at its current approved location. All parties have expressed a strong desire and willingness to work cooperatively to open the Sugarhouse Casino as expeditiously as possible. See Letter from Mayor Nutter to the Gaming Board, a copy of which is attached hereto as **Exhibit C**.

17. Following the discussions referenced above and subject to Gaming Board review and approval, HSP has proposed and provided to the City plans reflecting certain design modifications to the HSP development plans approved by the Gaming

Board on December 20, 2006 (the "Approved Development Plan") and described in HSP's Statement of Conditions at ¶¶ 54 and 55. A copy of these plans reflecting the design modifications are attached as **Exhibit D**. Mayor Nutter has stated that he supports the modifications as reflected in the modified plans. See Mayor Nutter letter at Exhibit C. Mayor Nutter has pledged "to ensure that all City departments in [his] administration will cooperate and will continue working diligently with Sugarhouse to obtain all permits and approvals within the City's control in a timely manner." See *Id.*

18. The proposed modified project is substantially similar to the Approved Development Plan. See Spreadsheet attached as **Exhibit E**.

19. The proposed modified project is located on the identical approved site² and has a substantially similar footprint as the Approved Development Plan.

20. The proposed design modifications address some of the concerns raised by the City and the City's advisors with regard to the Approved Development Plan, including the height, the scale, public access and the Delaware River waterfront development.

21. The proposed design modifications affect the facility as follows:

- (a) The waterfront development along the Delaware River is shifted to the west (away from the river) approximately 30 feet and the development on the river's edge is less intensive; thus, preserving the natural river's edge (this proposal also addresses concerns expressed by the US Army Corps of Engineers);

² It is contemplated that additional parking will be located on an adjacent property north of the approved site until completion of the parking garage. See ¶25(a).

- (b) The gaming floor and food and beverage facilities are located at grade (approximately street level) rather than on a second floor;
- (c) Both the interim and Phase I facility are shifted approximately 300 feet east away from Delaware Avenue. The parking garage remains in essentially the identical location.

22. Consistent with ¶54 of HSP's Statement of Conditions, the interim facility "will include [approximately 1,700] slot machines, related gaming support and regulatory spaces, food and beverage outlets."

23. The "self park facility with approximately [3,300] parking spaces" will be added after the opening of the interim facility. See ¶54 of HSP's Statement of Conditions.

24. The Phase I expansion will contain a total of approximately 3,000 slot machines, additional food and beverage, other amenities and additional back-of-house areas.

25. The proposed modifications incorporate minor changes which include:

- (a) Initial parking on surface lots on site and utilizing an adjacent property north of the approved site for parking with the parking garage structure to be constructed after the opening of the interim facility;
- (b) The Phase I casino expansion will be located in both the interim building and will occupy portions the first floor of the garage structure;

(c) The porte cochere and interim/Phase I facility will be located on one level rather than two. Both the interim and Phase I facility will have a mezzanine level for additional support and back-of-house space.

26. The budgeted construction costs for the proposed modified project will not materially change from the Approved Development Plan. Attached as **Exhibit F** is a comparison of the projected construction costs for the Approved Development Plan and the proposed project as modified.

27. HSP believes that with the modifications to the Approved Development Plan, and with the support and cooperation of the City, it will be in a better position to obtain financing in this extremely challenging credit environment.

28. The proposed modified facility can be constructed, and in operation, significantly faster than the Approved Development Plan.

29. HSP anticipates that, assuming permits and approvals are timely issued and financing is obtained, construction of the proposed modified facility can commence approximately four months following Gaming Board approval, and with an approximate nine month construction period, for a projected opening of the interim facility in the second quarter of 2010.

30. HSP projects that approximately 500 workers will be employed during the construction of the interim facility and over 500 casino workers will be hired with the projected 2010 opening at an average compensation, including benefits, of \$40,000 per year.

31. Upon Gaming Board approval of the proposed modified project, approximately 1,700 slot machines will be in operation in the interim facility within the requested extension period.

32. In accordance with ¶55 of its Statement of Conditions, following the opening of the interim facility, and as soon as practicable, HSP intends to complete the Phase I expansion.

CONCLUSION

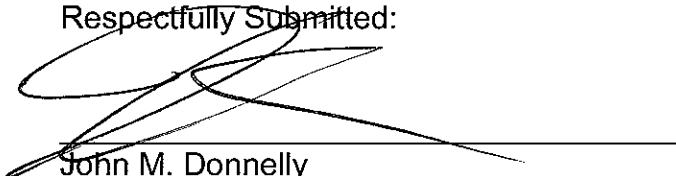
33. Despite continuous diligent efforts, and for reasons beyond its control as set forth in part above, HSP is unable to make 1,500 slot machines available for play within one year of its license issuance.

34. Based on the foregoing and as contemplated by ¶51 of its Statement of Conditions, HSP respectfully submits that the proposed modifications as described above are substantially similar in all material respects to the Approved Development Plan, will deliver the positive impacts of job creation, tax revenue and increased business activity envisioned by the Gaming Act as quickly as possible and thus are in the best interests of the Gaming Board, HSP, the City and the Commonwealth.

35. HSP respectfully submits that good cause exists for the Gaming Board to extend the time under Section 1210 for two additional years and to approve the proposed modifications to the Approved Development Plan outlined herein.

WHEREFORE, for the foregoing reasons, HSP respectfully requests that the Gaming Board issue an Order granting the following relief: (a) extending the time for HSP to make 1,500 slot machines available for play for two additional years until January 11, 2011 and (b) approving the modifications to HSP's Approved Development Plan as set forth above.

Respectfully Submitted:



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(609)348-1300 Telephone
(609)345-2473 Facsimile

Counsel for HSP Gaming, L.P.

Dated: April 6, 2009

Exhibit
a

IN THE SUPREME COURT OF PENNSYLVANIA
EASTERN DISTRICT

No. 179 E.M. 2007

HSP GAMING, L.P.,

Applicant/Petitioner,

v.

CITY COUNCIL FOR THE CITY OF PHILADELPHIA
and THE CITY OF PHILADELPHIA,

Respondents.

HSP GAMING, L.P.'s APPLICATION FOR RELIEF PURSUANT TO
RULES 123 AND 2591(b) OF THE PENNSYLVANIA
RULES OF APPELLATE PROCEDURE SEEKING ENFORCEMENT
OF THIS COURT'S DECEMBER 3, 2007 ORDER AND THE
APPOINTMENT OF A SPECIAL MASTER

Lamb McErlane, PC

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Richard A. Sprague
Thomas A. Sprague
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Wellington Bldg., Ste. 400
135 South 19th St.
Phila., PA 19103
(215) 561-7681

Dated: January 8, 2009

Counsel for HSP Gaming, L.P.

RECEIVED

JAN 08 2009

SUPREME COURT
EASTERN DISTRICT

Exhibit
B

**IN THE SUPREME COURT OF PENNSYLVANIA
EASTERN DISTRICT**

HSP GAMING, L.P.,

: No. 179 EM 2007

Petitioner

v.

CITY COUNCIL FOR THE CITY OF
PHILADELPHIA AND THE CITY OF
PHILADELPHIA,

Respondents

ORDER

PER CURIAM

AND NOW, this 24th day of March, 2009, it is hereby ordered as follows:

(1) the City of Philadelphia is directed to issue the foundation permit to HSP forthwith, and without condition;

(2) in furtherance of this Court's December 3, 2007 Per Curiam Opinion and Order in HSP Gaming, L.P. v. City Council for the City of Philadelphia, 939 A.2d 272 (Pa. 2007), and pursuant to Section 1506 of the Pennsylvania Race Horse Development and Gaming Act, 4 Pa.C.S. §1506, the Honorable John W. Herron of the First Judicial District is hereby appointed as Master in the above-captioned matter. The Master shall have full authority to consider and resolve disputes regarding the issuance of permits, approvals, licenses, or other authorizations or actions required by or from the City of Philadelphia for the construction, use and occupancy of HSP's licensed gaming facility; including such

Rec via fax 3/24/09 @ 3:45 am/om/ATC

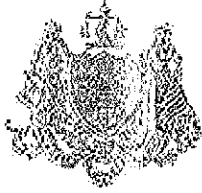
disputes that arise from the December 17, 2007 Tax Settlement and Development Agreement; and

(3) the Master shall address any such disputes, including requests for attorneys' fees and costs, in an expeditious manner and shall file a report with this Court setting forth the status and a summary of the proceedings within ten (10) days after completion of such proceedings.

The City of Philadelphia's Application for Leave to File a Supplemental Response is granted. The City of Philadelphia's Application for Oral Argument is denied.

Jurisdiction is retained.

Exhibit
C



CITY OF PHILADELPHIA

OFFICE OF THE MAYOR
ROOM 215 CITY HALL
PHILADELPHIA, PENNSYLVANIA 19107-3255
(215) 686-2181
FAX (215) 686-2180

MICHAEL A. NUTTER
MAYOR

April 6, 2009

Honorable Mary DiGiacomo Collins, Chairman
Pennsylvania Gaming Control Board
PO Box 69060
Harrisburg, PA 17106-9060

RE: HSP Gaming, L.P. (SugarHouse)

To the Honorable Chairman and Members of the Pennsylvania Gaming Control Board:

I would like to thank the Chairman and Members of the Pennsylvania Gaming Control Board for this opportunity to provide information on the City of Philadelphia's efforts to facilitate the prompt construction and early opening of the two licensed gaming casinos in Philadelphia. In conjunction with your invitation to representatives of the two gaming licensees to your meeting of April 8, 2009, to provide a full and complete update on the status of their projects, I am hopeful that my submission will assist in delivering a more complete update concerning these projects. The City has a significant interest and a role to play in these developments, which I believe will generate numerous construction and permanent jobs and important tax revenues, all of which will benefit the Commonwealth as well as the City.

Certainly, you are well aware that the road to gaming has been challenging in Philadelphia. As is often the case with such major development projects in urban neighborhoods -- particularly where coupled with the introduction of a controversial activity -- citizens and community groups have voiced concerns about the various potential implications, ranging from gambling addiction to neighborhood traffic to security threats and corruption. The City recognizes that the Gaming Board has been empowered by the Legislature to confront and resolve many of these concerns and that progress is continuing in this direction. On a parallel track, Philadelphia has encouraged the licensees to design their facilities in a way that will enhance the City's physical plan and produce the optimum economic development impact for our taxpayers. As we in Philadelphia struggle with the effects of the global financial crisis, I have endorsed the conclusions of Governor Rendell and leaders in the General Assembly that a vibrant gaming industry can be an important tool in the creation of jobs and tax revenues. In the town meetings leading to my recent budget presentation, I have received the same message from many voters: move ahead with casino development in Philadelphia as quickly as possible.


Honorable Mary DiGiacomo Collins, Chairman
Pennsylvania Gaming Control Board
April 6, 2009
Page 2

In a March 13th press conference, I reiterated in unequivocal terms my support for the Foxwoods and SugarHouse projects and outlined the City's recent work to help these ventures move ahead. I acknowledged that projects of this magnitude and complexity create myriad business, technical, design and community issues, some of which lie beyond the authority of the City. But at the same time I pledged to join with the representatives of both casinos to overcome obstacles to opening these facilities. I have emphasized that while the City will responsibly exercise its regulatory duties and comply with the requirements of the law, I do not expect nor do I intend these traditional municipal functions to delay development.

In that same press conference, I also recapped important background information regarding each of the casinos that is particularly relevant to the Board's current inquiry. With regard to SugarHouse, I have publicly expressed my strong support for construction and opening of the facility at its current site as quickly as possible, and I initiated a dialogue between City and casino representatives about facilitating the commencement of construction activities. In the last several days, key City operations officials have spoken frequently with the SugarHouse project management team about current development issues, and have held several joint meetings to collaborate on action items and timelines for completion. The parties have now established a working group that is meeting regularly to facilitate all necessary approvals. SugarHouse already has received key approvals, including its foundation permit. Recently, we began working intensely and cooperatively with SugarHouse on its modified plans which we understand are being presented to you by the licensee. My Administration supports the concept drawings in the proposed SugarHouse plan modifications. SugarHouse has indicated its desire to open an interim gaming facility as part of its modified plan by the second quarter of 2010, and I support the concept drawings that I have reviewed in that plan. I will ensure that all City departments in my Administration will fully cooperate and will continue working diligently with SugarHouse to obtain all permits and approvals within the City's control in a timely manner in order to ensure the opening of the SugarHouse interim gaming facility by the second quarter of 2010.

We hope that this report provides sufficient information to allow the Board a complete understanding of the City's policy position and perspective in connection with SugarHouse's development status. We stand ready to answer any specific inquiries or supply further updates as they may be requested.

Sincerely,


Michael A. Nutter
Mayor

Exhibit

D

SLOT COUNT:	±1,700
PARKING COUNT:	
SURFACE PARKING (73%):	
SELF-PARK LOT 1:	±220
SELF-PARK LOT 2:	±215
EMPLOYEE LOT 1:	±483
SELF-PARK LOT 4:	±560
VALET PARKING (27%):	±373
BOGATTI PARCEL:	
TOTAL PARKING:	±1,463
REQUIRED PARKING @ 1/1:	±1,860



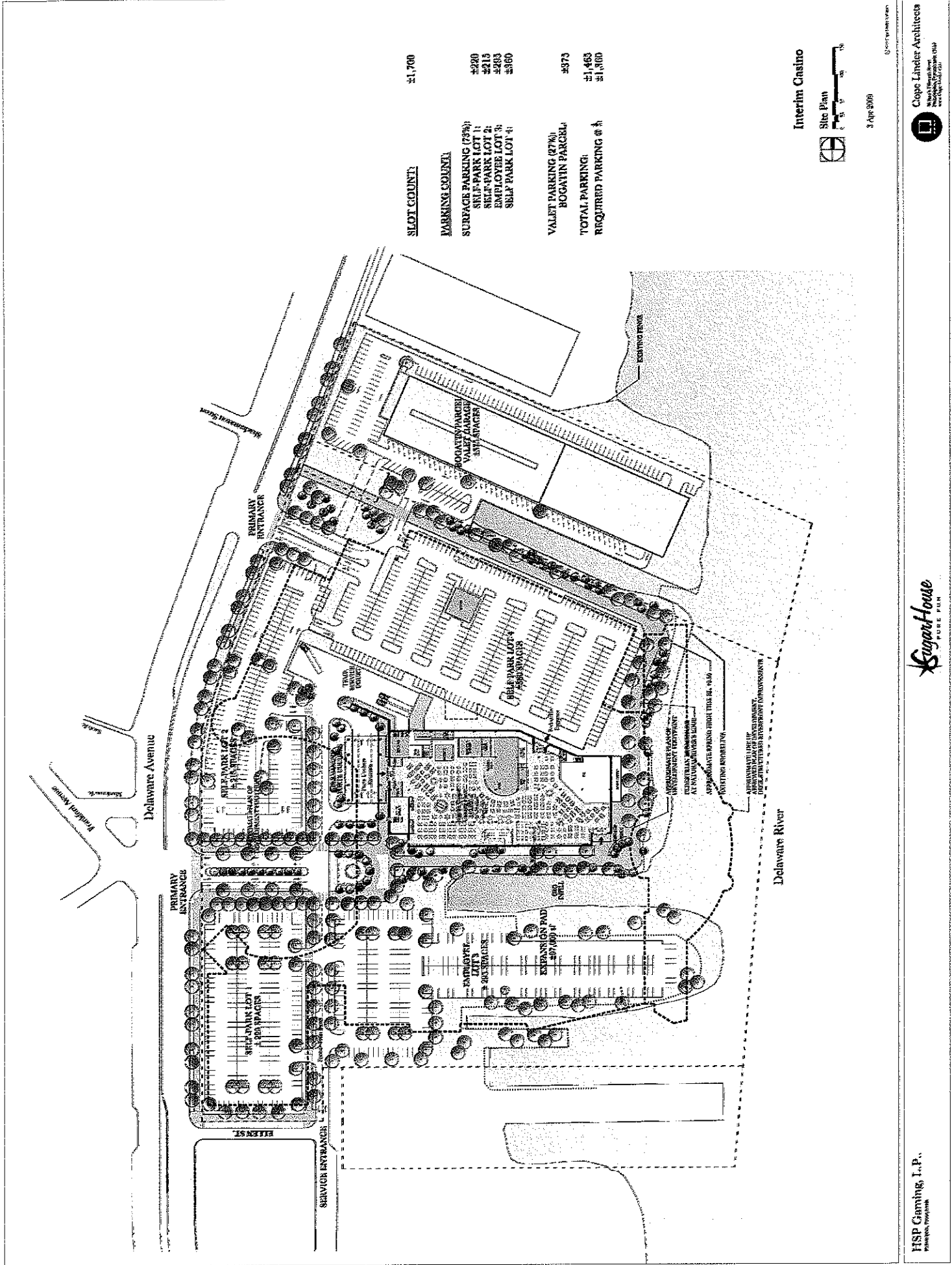
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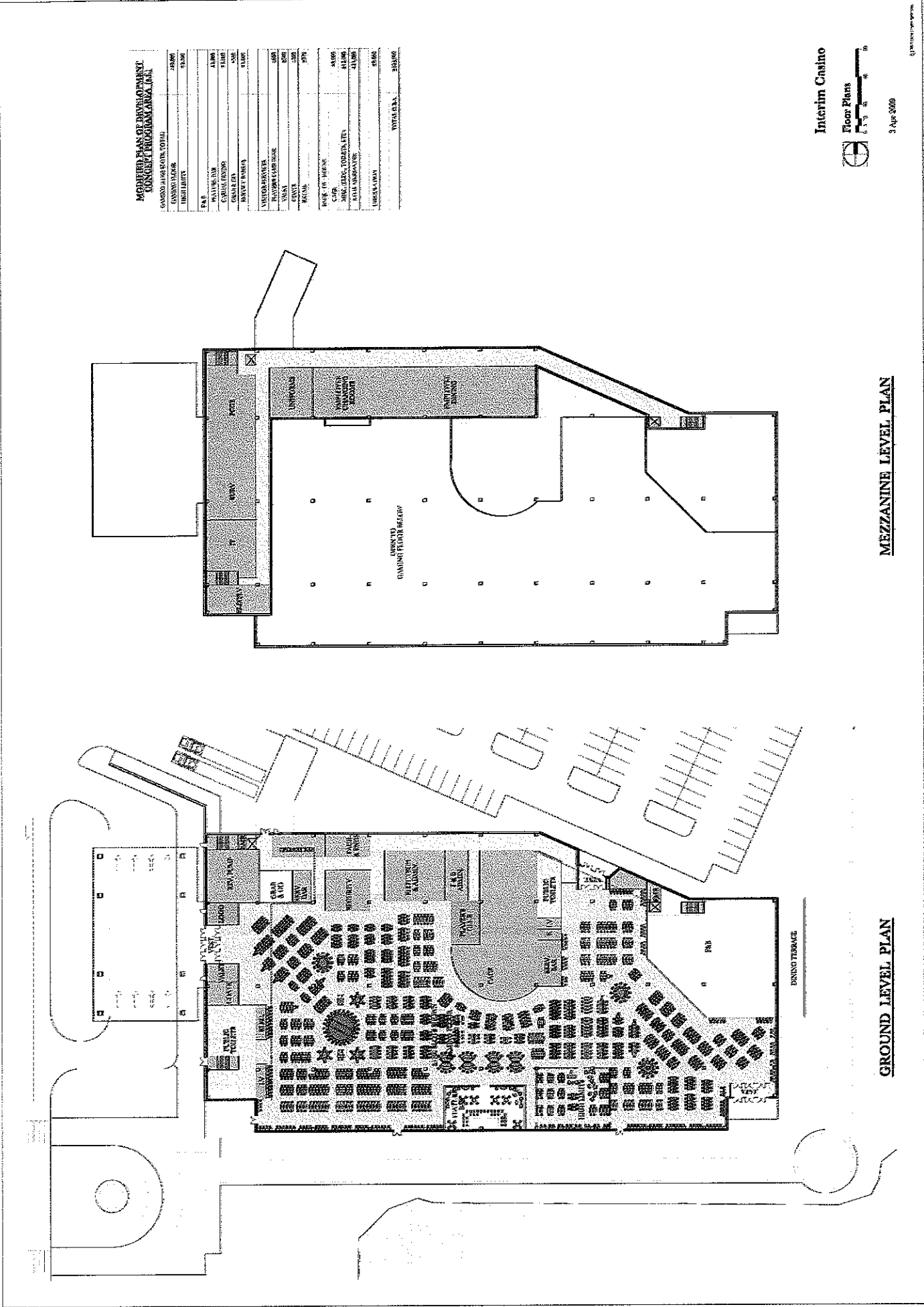
© 2009 SugarHouse

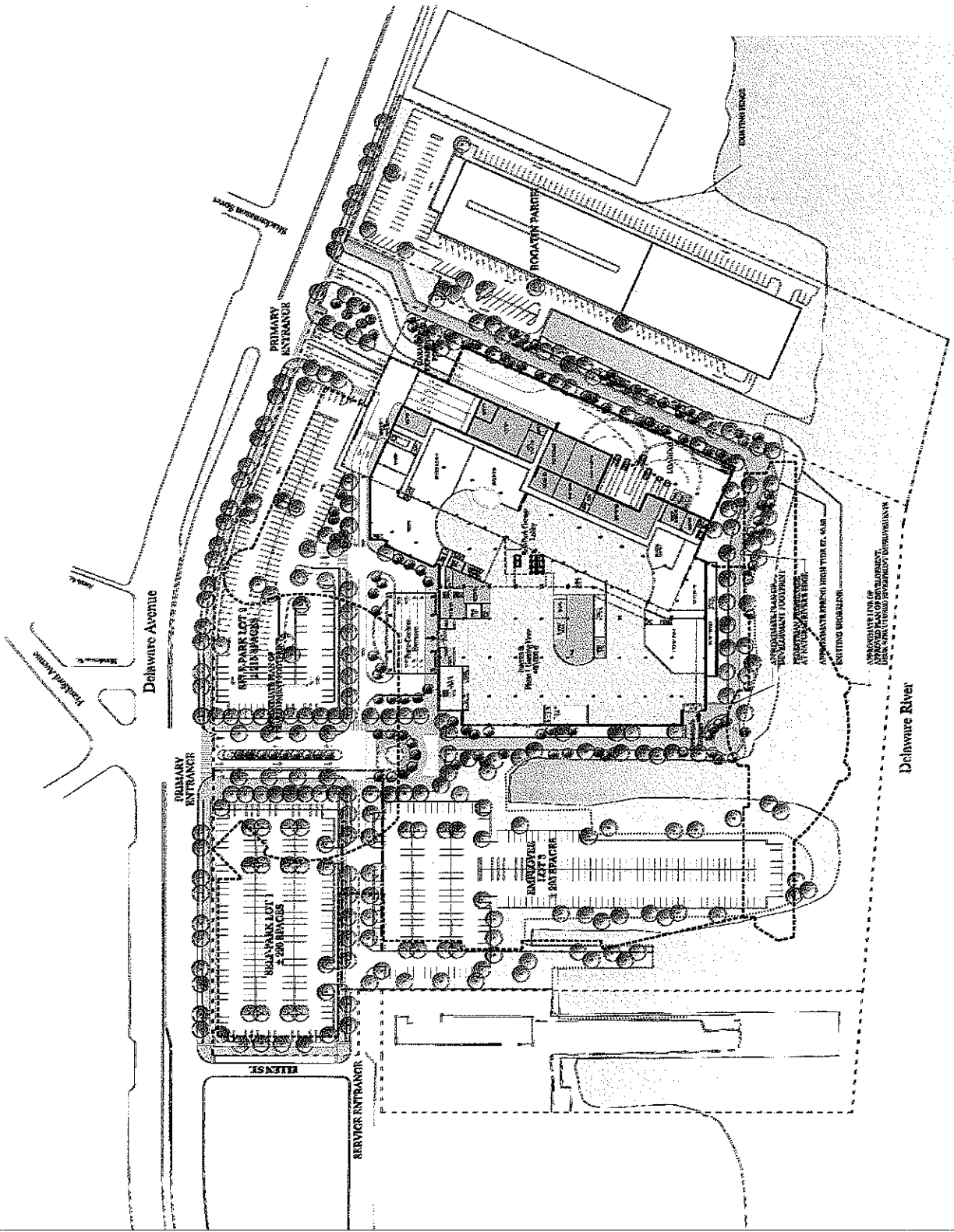
Cope Lindey Architects
Architects
www.copelindey.com

SugarHouse
PURE FUN

HSP Gaming, L.P.
SugarHouse







SLOT COUNT: ±31,000

PARKING COUNT:

SURFACE PARKING (10%)	±220
SELF-PARK LOT 1	±215
SELF-PARK LOT 2	±205
EMPLOYEE LOT 3	±280
SELF-PARK GARAGE (80%)	±2,000
VALLET PARKING (6%)	±0
ROGATIN PARCELL	±3,885
TOTAL PARKING:	±2,400

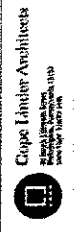
REQUIRED PARKING @ 1:

Phase 1 Casino

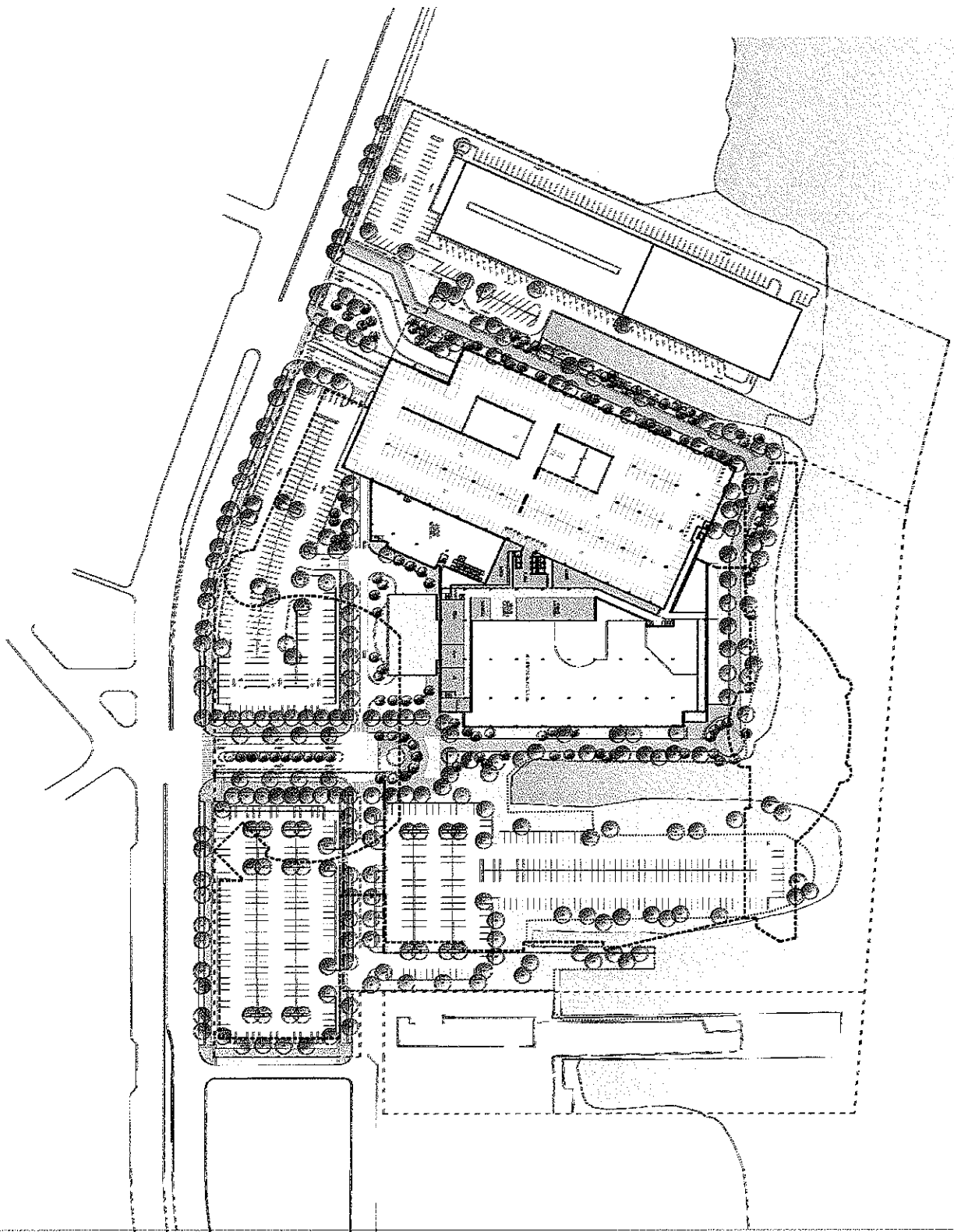


3 Apr 2009

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HSP Gaming, L.P.
 Project No. 09-001



Phase 1 Casino

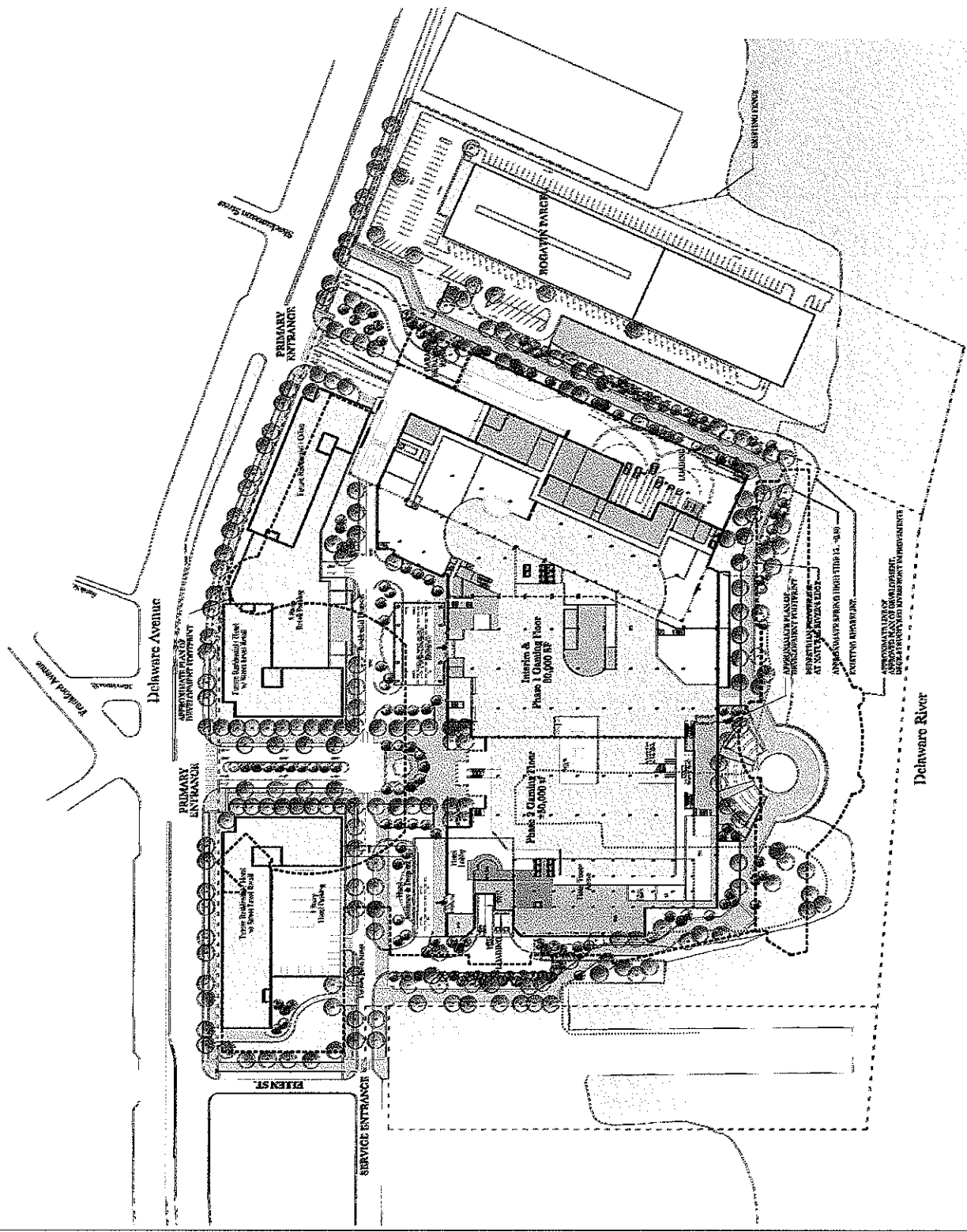
Measurement Level Plan



0 10 20 30 40 50

3 Apr 2009

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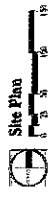


SLOT COUNT \$5,000

PARKING COUNT

SURFACE PARKING (0%)	±0
SELF-PARK LOT 1	±0
SELF-PARK LOT 2	±0
EMPLOYER LOT 3	±0
SELF-PARK LOT 4	±0
SELF-PARK GARAGE (77%)	±3285
BLOCK A HOTEL VALET GARAGE (10%)	±800
BLOCK B HOTEL GARAGE (19%)	±825
VALET PARKING (0%)	In Block A
MOGAVIN PARCEL:	7/4
TOTAL PARKING:	±4,690
REQUIRED SLOTS PARKING @ \$	±4,000
ALLOWANCE FOR HOTEL / RESIDENTIAL PARKING:	±500

Phase 2 Casino & Future Development

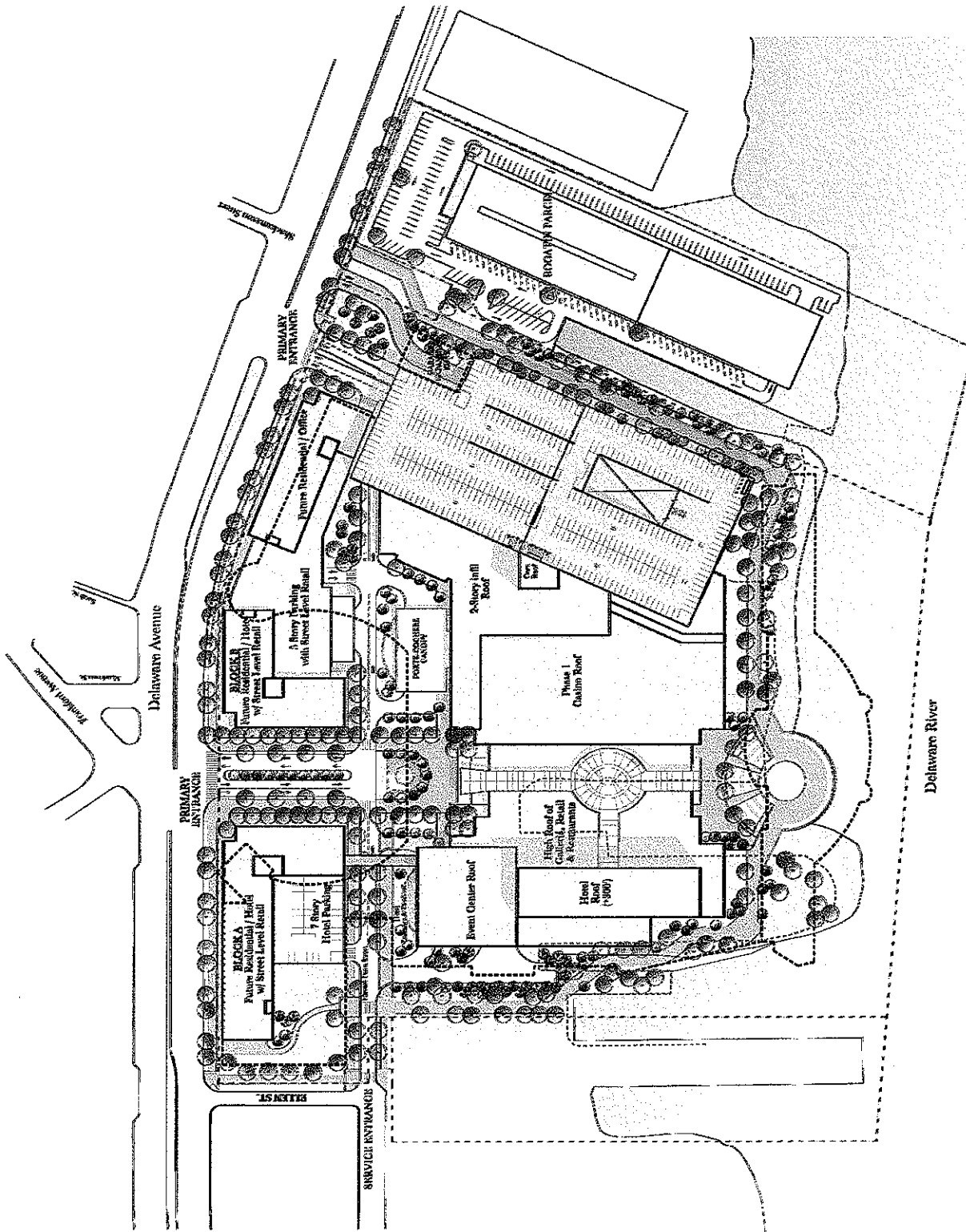


3 April 2009

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 Cape Lambert Architects
 10000 W. 10th Ave., Suite 100
 Denver, CO 80202



HSP Gaming, L.P.
 P.O. Box 10000
 Philadelphia, PA 19108



SLOT COUNT ±5,000

PARKING COUNT

SURFACE PARKING (60%): ±0

SELF-PARK LOT 1: ±0

SELF-PARK LOT 2: ±0

EMPLOYEE LOT 3: ±0

SELF-PARK LOT 4: ±0

SELF-PARK GARAGE: (77%): ±3365

BLOCK A HOTEL VALET GARAGE: (10%): ±800

BLOCK B HOTEL GARAGE: (10%): ±825

VALET PARKING (2%): In Block A

ROCKAWAY GARAGE: In Block A

TOTAL PARKING: ±4,000

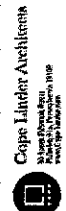
REQUIRED SLOTS PARKING @ \$: ±4,000

ALLOWANCE FOR HOTEL / RESIDENTIAL PARKING: ±500

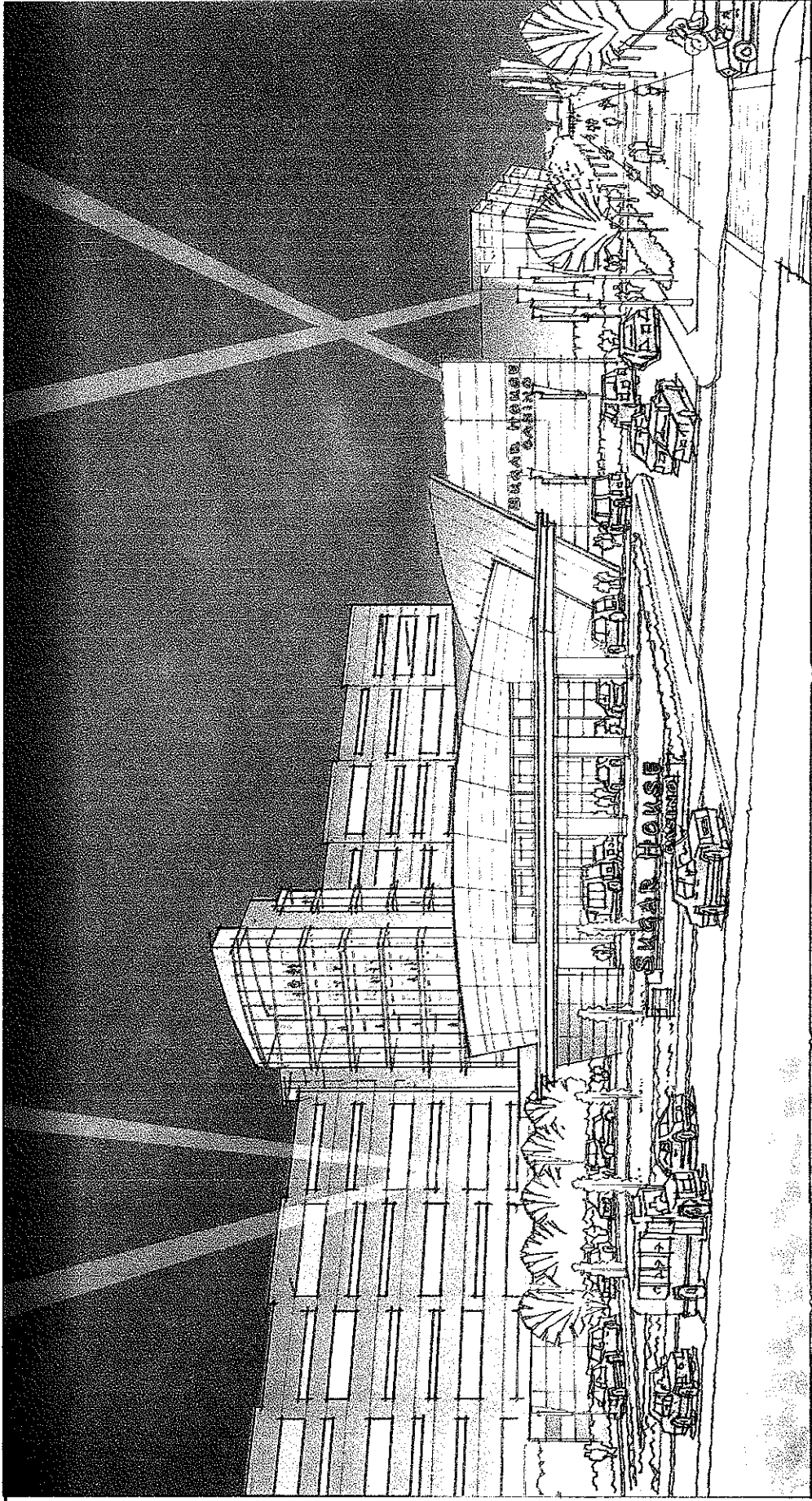
Phase 2 Casino & Future Development



8 Apr 2009

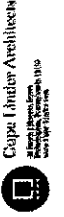


HSP Gaming, L.P.
 Philadelphia, Pennsylvania



Interim Casino
Perspective View
3 Apr 2000

© 2000 HSP Gaming, L.P.



SugarHouse
PURE FUN

HSP Gaming, L.P.
Houston, Texas, USA

Exhibit

F

SUGARHOUSE CASINO

Exhibit E

	<u>Approved Development Plan</u>	<u>Proposed Modified Plan</u>
<u>Interim</u>		
Gaming Floor SF	40,400	42,300
# of slots	1,500	1,700
F&B outlets	3	3
Parking Spaces (1)	2,700	1,465
Cage SF	6,700	5,000
PSP/PGCB SF	2,650	2,600
<u>Phase I</u>		
Gaming Floor SF	79,150	74,700
# of slots	3,000	3,000
F&B outlets	7	6
Parking Spaces	3,020	3,995
Cage SF	6,700	5,000
PSP/PGCB SF	2,650	2,600

(1) Construction of a 2,400 space parking garage was planned during the interim phase under the Approved Development Plan. Under the proposed modified plan, during the interim phase approximately 1,465 parking spaces will be provided on surface lots and a 3,300 space parking garage will be constructed after the opening of the interim facility.

Exhibit

T
H

SUGARHOUSE CASINO

Exhibit F

	Approved Development Plan (2006)	April 2009 Modified Plan (a)
Construction & Development:		
Slot License	\$50	\$50
Land	71	73
Interim Facility (b)	146	133
Parking Garage	54	73
Phase I (b)	139	144
Total Construction & Dvlp (c)	\$460	\$474

Notes:

- (a) Modified plan costs exclude approximately \$33M in costs incurred to date related to predevelopment, litigation and other costs associated with delay.
- (b) Interim and Phase 1 costs include FF&E and pre-opening costs.
- (c) Construction and Development costs exclude interim period cash flow, financing and related transaction costs.