

ORDER 2009-95
AN ORDER RATIFYING THE PREVIOUSLY AWARDED INTERIM WAIVER AND
APPROVAL OF THE DEBT SALE PROPOSED BY AMERISTAR CASINOS, INC.

Under IC 4-33-4-21 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, and that money is not borrowed or loaned against a riverboat owner’s license.

The Commission has considered the following factors:

1. In a letter dated May 7, 2009, Ameristar Casinos, Inc. (“Ameristar”), parent company of riverboat owner’s licensee Ameristar Casino East Chicago, LLC, through counsel, requested Commission approval to issue debt securities. Ameristar also requested a waiver of the applicable procedural requirements set forth in 68 IAC 5-3.
2. Specifically, Ameristar sought authorization to offer \$650 million in general unsecured senior obligations (“notes”) due in 2014. The proceeds of the notes, after fees, will be used to prepay and permanently retire existing secured revolving loan indebtedness under Ameristar’s senior secured credit facility.
3. In accordance with Resolution 2008-74, after analyzing Ameristar’s proposal, consulting with Commission financial analyst Dr. Charlene Sullivan, and receiving the requisite concurrence from Chairman Murphy, Executive Director Yelton issued an interim approval and waiver of 68 IAC 5-3-2, via letter, dated May 26, 2009.
4. Subject to certain enumerated and continuing conditions, the May 26, 2009 letter authorized Ameristar to sell the notes without prior approval from the full Commission or satisfying the “two meeting requirement” of 68 IAC 5-3-2(b)(2) and (3).
5. Resolution 2008-74 requires that the Executive Director’s interim approval and waiver be reported to the Commission at the next business meeting held under 68 IAC 2-1-5. Also, 68 IAC 5-3-7 requires that the waiver be reported to the Commission so 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 May 26, 2009 interim approval and waiver.

IT IS SO ORDERED THIS THE 11TH DAY OF JUNE, 2009.

THE INDIANA GAMING COMMISSION:



Timothy Murphy, Chair

ATTEST:



Thomas Swihart, Secretary