

**N**1. 12-03-26-03

RESOLUTION OF THE NEW JERSEY CASINO CONTROL COMMISSION CONCERNING THE QUALIFICATION OF JOHN ANTHONY KRASZNEKEWICZ TO SERVE AS AN OUTSIDE DIRECTOR OF REVEL AC, INC., MEMBER OF THE COMPLIANCE COMMITTEE AND CHAIR OF THE AUDIT COMMITTEE

**WHEREAS,** pursuant to N.J.S.A. 5:12-85.1c and d, and N.J.A.C. 13:69C-2.7, certain officers, directors, security holders, principal employees and other persons with the ability to control a casino licensee or a holding company thereof must be individually qualified for approval under the standard, but for residence, governing casino key employees (N.J.S.A. 5:12-89); and

WHEREAS, John Anthony Krasznekewicz is an outside director of Revel AC, Inc. a holding company of Revel Entertainment Group, LLC, a casino license applicant; and is a member of the Compliance Committee and the Chair of the Audit Committee for Revel Entertainment Group, LLC, and is therefore required to be qualified in conjunction with the casino license application of Revel Entertainment Group, LLC; and

WHEREAS, Mr. Krasznekewicz filed a Personal History Disclosure Form-MJ and New Jersey Supplemental Form with the Casino Control Commission and the Division of Gaming Enforcement; and

Resolution No. 12-03-26-03

WHEREAS, the Division of Gaming Enforcement filed a letter report dated February 28, 2012, recommending that the New Jersey Casino Control Commission find Mr. Krasznekewicz qualified; and

**WHEREAS,** the Commission considered the matter at a special meeting on March 26, 2012;

NOW, THEREFORE, BE IT RESOLVED by the Commission that John Anthony Krasznekewicz is hereby found qualified to serve as an outside director of Revel AC, Inc., a member of the Compliance Committee and the Chair of the Audit Committee for Revel Entertainment Group, LLC in accordance with N.J.S.A. 5:12-85.1c and d, 89b(1) and (2), and N.J.A.C. 13:69C-2.7.

Submitted by:

Stephanie A. Olivo, Esq.

Senior Counsel

### **CERTIFICATION**

I HEREBY CERTIFY that this Resolution correctly reflects the decision of the New Jersey Casino Control Commission.

/Dianna W. Fayıntleroy

General Counsel/Executive Secretary



**Yu.** 12-03-26-04

RESOLUTION OF THE NEW JERSEY CASINO CONTROL COMMISSION CONCERNING THE QUALIFICATION OF THOMAS N. AURIEMMA TO SERVE AS AN OUTSIDE DIRECTOR OF REVEL AC, INC., CHAIR OF THE COMPLIANCE COMMITTEE AND MEMBER OF THE AUDIT COMMITTEE

**WHEREAS,** pursuant to N.J.S.A. 5:12-85.1c and d, and N.J.A.C. 13:69C-2.7, certain officers, directors, security holders, principal employees and other persons with the ability to control a casino licensee or a holding company thereof must be individually qualified for approval under the standard, but for residence, governing casino key employees (N.J.S.A. 5:12-89); and

WHEREAS, Thomas N. Auriemma is an outside director of Revel AC, Inc. a holding company of Revel Entertainment Group, LLC, a casino license applicant; and is the Chair of the Compliance Committee and member of the Audit Committee for Revel Entertainment Group, LLC, and is therefore required to be qualified in conjunction with the casino license application of Revel Entertainment Group, LLC; and

**WHEREAS,** Mr. Auriemma filed a Personal History Disclosure Form-MJ and New Jersey Supplemental Form with the Casino Control Commission and the Division of Gaming Enforcement; and

WHEREAS, the Division of Gaming Enforcement filed a letter report dated February 1, 2012, recommending that the New Jersey Casino Control Commission find Mr. Auriemma qualified; and



**No.** 12-03-26-03

RESOLUTION OF THE NEW JERSEY CASINO CONTROL COMMISSION CONCERNING THE QUALIFICATION OF JOHN ANTHONY KRASZNEKEWICZ TO SERVE AS AN OUTSIDE DIRECTOR OF REVEL AC, INC., MEMBER OF THE COMPLIANCE COMMITTEE AND CHAIR OF THE AUDIT COMMITTEE

**WHEREAS,** pursuant to N.J.S.A. 5:12-85.1c and d, and N.J.A.C. 13:69C-2.7, certain officers, directors, security holders, principal employees and other persons with the ability to control a casino licensee or a holding company thereof must be individually qualified for approval under the standard, but for residence, governing casino key employees (N.J.S.A. 5:12-89); and

WHEREAS, John Anthony Krasznekewicz is an outside director of Revel AC, Inc. a holding company of Revel Entertainment Group, LLC, a casino license applicant; and is a member of the Compliance Committee and the Chair of the Audit Committee for Revel Entertainment Group, LLC, and is therefore required to be qualified in conjunction with the casino license application of Revel Entertainment Group, LLC; and

WHEREAS, Mr. Krasznekewicz filed a Personal History Disclosure Form-MJ and New Jersey Supplemental Form with the Casino Control Commission and the Division of Gaming Enforcement; and

Resolution No. 12-03-26-03

**WHEREAS,** the Division of Gaming Enforcement filed a letter report dated February 28, 2012, recommending that the New Jersey Casino Control Commission find Mr. Krasznekewicz qualified; and

**WHEREAS,** the Commission considered the matter at a special meeting on March 26, 2012;

NOW, THEREFORE, BE IT RESOLVED by the Commission that John Anthony Krasznekewicz is hereby found qualified to serve as an outside director of Revel AC, Inc., a member of the Compliance Committee and the Chair of the Audit Committee for Revel Entertainment Group, LLC in accordance with N.J.S.A. 5:12-85.1c and d, 89b(1) and (2), and N.J.A.C. 13:69C-2.7.

Submitted by: Hoplatus (

Stephanie A. Olivo, Esq.

Senior Counsel

#### **CERTIFICATION**

I HEREBY CERTIFY that this Resolution correctly reflects the decision of the New Jersey Casino Control Commission.

Dianna W. Fayintleroy

General Counsel/Executive Secretary



**Nn.** 12-03-26-04

RESOLUTION OF THE NEW JERSEY CASINO CONTROL COMMISSION CONCERNING THE QUALIFICATION OF THOMAS N. AURIEMMA TO SERVE AS AN OUTSIDE DIRECTOR OF REVEL AC, INC., CHAIR OF THE COMPLIANCE COMMITTEE AND MEMBER OF THE AUDIT COMMITTEE

**WHEREAS,** pursuant to N.J.S.A. 5:12-85.1c and d, and N.J.A.C. 13:69C-2.7, certain officers, directors, security holders, principal employees and other persons with the ability to control a casino licensee or a holding company thereof must be individually qualified for approval under the standard, but for residence, governing casino key employees (N.J.S.A. 5:12-89); and

WHEREAS, Thomas N. Auriemma is an outside director of Revel AC, Inc. a holding company of Revel Entertainment Group, LLC, a casino license applicant; and is the Chair of the Compliance Committee and member of the Audit Committee for Revel Entertainment Group, LLC, and is therefore required to be qualified in conjunction with the casino license application of Revel Entertainment Group, LLC; and

**WHEREAS,** Mr. Auriemma filed a Personal History Disclosure Form-MJ and New Jersey Supplemental Form with the Casino Control Commission and the Division of Gaming Enforcement; and

**WHEREAS,** the Division of Gaming Enforcement filed a letter report dated February 1, 2012, recommending that the New Jersey Casino Control Commission find Mr. Auriemma qualified; and



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**WHEREAS,** the Commission considered the matter at a special meeting on March 26, 2012;

NOW, THEREFORE, BE IT RESOLVED by the Commission that Thomas N. Auriemma is hereby found qualified to serve as an outside director of Revel AC, Inc., Chair of the Compliance Committee and member of the Audit Committee for Revel Entertainment Group, LLC in accordance with N.J.S.A. 5:12-85.1c and d, 89b(1) and (2), and N.J.A.C. 13:69C-2.7.

Submitted by:

Stephanie A. Olivo Senior Counsel

### **CERTIFICATION**

I HEREBY CERTIFY that this Resolution correctly reflects the decision of the New Jersey Casino Control Commission.

Dianna W. Fauntleroy

General Counsel/Executive Secretary



**Nn.** 12-03-26-05

RESOLUTION OF THE NEW JERSEY CASINO CONTROL COMMISSION CONCERNING THE AMENDED AND RESTATED PETITION OF REVEL ENTERTAINMENT GROUP, LLC AND ITS HOLDING COMPANIES, INTERMEDIARY COMPANIES AND SUBSIDIARIES FOR THE CASINO LICENSURE OF REVEL ENTERTAINMENT GROUP, LLC AND FOR VARIOUS RULINGS IN CONNECTION THEREWITH (DGE PRN 0121202); and

PETITION OF REVEL ENTERTAINMENT GROUP, LLC REGARDING REQUIRED CASINO FLOOR SPACE AND PERMISSION TO INCREASE THE AMOUNT OF CASINO FLOOR SPACE PURSUANT TO N.J.S.A. 5:12-83c AND N.J.A.C. 13:69c-6.4(B) (DGE PRN 0381201)

WHEREAS, Revel Entertainment Group, LLC (Revel), a New Jersey limited liability company, on January 12, 2012, filed DGE PRN 0121202, as amended on February 20, 2012, February 27, 2012, and March 15, 2012, requesting that the New Jersey Casino Control Commission (Commission) issue a casino license pursuant to N.J.S.A. 5:12-82b to Revel, and seeking other related rulings; and

WHEREAS, the Director of the Division of Gaming Enforcement (Division) has determined that the following business entities are required to be qualified pursuant to N.J.S.A. 5:12-85.1 for purposes of Revel's application for a casino license: holding company Revel AC, LLC, a Delaware limited liability company wholly-owned by holding company Revel AC, Inc., a Delaware corporation; Revel Group, LLC, a Delaware limited liability company which holds 97.6% of Revel AC, Inc.; entity qualifier Revel AC Employee, LLC, a Delaware limited liability

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company which holds 2.4% of Revel AC, Inc.; entity qualifier NB Acquisitions, LLC, a New Jersey limited liability company that is a wholly-owned subsidiary of Revel; and entity qualifier SI, LLC, a New Jersey limited liability company that is a wholly-owned subsidiary of NB Acquisitions, LLC; and

WHEREAS, Revel Atlantic City, LLC, a New Jersey limited liability company and a subsidiary of Revel AC, LLC, is the owner of the land underlying the Revel casino hotel project and any improvements thereto, and leases same to Revel pursuant to a lease dated February 17, 2011 (the Revel Lease, Petition at Exhibit A) and by Order 00376, dated February 27, 2012 (D-1 in evidence at Exhibit B-1), the Director granted a casino service industry enterprise license pursuant to N.J.S.A. 5:12-92a to Revel Atlantic City, LLC; and

WHEREAS, by Order 00392 dated March 15, 2012 (D-1 in evidence at Exhibit B-2) the Director ordered Block 73, LLC, a New Jersey limited liability company whose members are NB Acquisitions and James A. Maggs, to file an application for initial licensure as a casino service industry enterprise pursuant to N.J.S.A. 5:12-92a, and the Division will provide a report thereon to the Commission in due course;

**WHEREAS**, the Director has designated the 21 individuals listed in Order 00361, dated February 22, 2012 (D-1 in evidence at Exhibit F) as natural person qualifiers pursuant to N.J.S.A. 5:12-85.1 for purposes of Revel's application for a casino license; and



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WHEREAS, holding company Revel AC Inc. entered into a First Lien Credit Agreement dated February 17, 2011, providing for an \$850 million six-year secured term loan, (the First Lien Credit Agreement); and has issued 152,000 Units each consisting of a warrant to purchase 1,000 shares of common stock of Revel AC, Inc. (the Warrants) and \$2,000 principal amount of 12% Second Lien Notes due 2018 in an aggregate amount of \$304.4 million (the Second Lien Notes);

WHEREAS, the Director has determined that, pursuant to N.J.S.A. 5:12-85.1f, JP Morgan Chase Bank, N.A. as administrative agent and collateral agent with respect to the First Lien Credit Agreement, and U.S. Bank Association as Indenture Trustee as to the Second Lien Notes, are each exempt from qualification in connection with Revel's application for a casino license (Order 0601201, dated February 29, 2012, D-1 in evidence at Exhibit C); and

WHEREAS, by Order PRN 0461202, dated February 22, 2012, (D-1 in evidence at Exhibit D) the Director has determined that no holder of debt under the First Lien Credit Agreement Term Loan is at the present time required to qualify in connection with Revel's application for a casino license provided that no such holder holds 25% or more of Revel AC, Inc.'s total debt, and subject to the following conditions: (a) in case of default, foreclosure or similar event pursuant to N.J.S.A. 5:12-85.1e, a holder of 10% or more of Revel AC, Inc.'s total debt shall be required to qualify, and (b) Revel AC, Inc. shall provide to the



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Division a list of debt holders under the First Lien Credit Agreement Term Loan, including the amounts held, commencing July 1, 2012 and every 6 months thereafter; and

WHEREAS, by Order PRN 0031201 dated February 9, 2012 (D-1 in evidence at Exhibit E), the Director has determined that qualification is not required at this time for the holders of the Revel AC, Inc. Units, Warrants and Second Lien Notes, subject to the conditions enumerated therein, and reserving the Director's right to require such qualification upon a change in facts or circumstances or upon the Director's determination that such qualification is otherwise warranted; and

**WHEREAS**, Revel on February 7, 2012 filed DGE PRN 0381201, as amended on February 10, 2012, representing that 1,090 qualifying sleeping units (qsu's) will be completed as of the opening date of its casino hotel and that an additional 309 qsu's will be completed by May 31, 2012, and seeking permission to increase the amount of casino floor space pursuant to *N.J.S.A.* 5:12-83c; and

WHEREAS, by Order PRN 0381201 dated February 22, 2012, the Director determined that Revel is permitted to have 130,000 square feet of casino space as of the date of opening of the casino hotel in that it intends to add 309 qsu's by May 31, 2012 for a total of 1,399 qsu's subject to the condition that if such additional qsu's are not fully open and available to the public by June 30, 2012, Revel shall immediately reduce its casino space to no more than 110,000 square



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feet and shall notify the Division in writing; and

**WHEREAS**, N.J.S.A. 5:12-83c provides, in pertinent part, that for the purpose of increasing casino space, an agreement approved by the Commission for the addition of qsu's within two years of the commencement of gaming operations shall be deemed an addition of those qsu's; and

**WHEREAS**, by Order PRN 3631102 dated January 13, 2012 (D-1 in evidence at Exhibit G); the Director approved Revel's Compliance and Reporting Plan as compliant with N.J.A.C. 13:69C-8.8 and

WHEREAS, by Order PRN 3631101, (D-1 in evidence at Exhibit H) the Director approved the Revel AC, Inc.'s Audit Committee Charter and granted a waiver to permit Revel AC, Inc.'s Audit Committee to consist of two independent members for a temporary period of time, subject to the conditions that (a) an adopted Charter shall include a provision that the Committee Chair shall be empowered to resolve any tie vote, and (b) that Revel and Revel AC, Inc. shall report to the Division on the composition of the Audit Committee within six months of the date of issuance of a casino license to Revel; and

WHEREAS, by Order PRN 0121202 dated February 27, 2012 (D-1 in evidence at Exhibit J), the Director issued a Casino Hotel Alcoholic Beverage License (No. 3333—00-064-001) to Revel, subject to an on-site inspection by the Division and to other conditions specified therein; and

WHEREAS, by Order PRN 0121202 dated March 9, 2012, (D-1 in evidence



at Exhibit K), the Director approved the Revel Equal Employment and Business Opportunity Plan, and Certification of its Chief Executive Officer dated February 27, 2012, as consistent with the requirements of *N.J.S.A.* 5:12-134; and

WHEREAS, the Division filed with the Commission a report dated March 19, 2012, on the Revel casino license application, reflecting its investigation into the background and qualification of the applicant and its qualifiers, and interposing no objection to the issuance of a casino license to Revel (D-1, in evidence); and

**WHEREAS**, the Commission, on March 26, 2012, received all information, conducted a hearing, heard the arguments of counsel, considered the evidence and took final action on the application; and

**WHEREAS**, the Commission has found by three affirmative votes that Revel has complied with all requirements of the Casino Control Act for the issuance of the casino license;

WHEREAS, the Division through its report dated March 19, 2012, indicated that it does not object to Revel's request to be permitted to join the following multi-casino slot systems already in operation at other New Jersey casinos: IGT; Wheel of Fortune \$0.25. \$1.00, \$5.00, and TV Hits; WMS; and Reel Adventure.

NOW, THEREFORE, BE IT RESOLVED by the Commission that the application of Revel Entertainment Group, LLC for the issuance of the casino

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license is hereby GRANTED based upon the findings and rulings and subject to the conditions contained herein;

**BE IT FURTHER RESOLVED** that the sealing request, as set forth on the record, as to certain portions of D-1, in evidence, is hereby GRANTED;

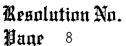
**BE IT FURTHER RESOLVED** that Chair Linda M. Kassekert, or her designee, is hereby delegated the authority to review and approve Revel's request to join certain existing multi-casino slot systems consistent with N.J.S.A. 5:12-82c(7) and N.J.S.A. 5:12-82c(9) of the Act.

#### FINDINGS and RULINGS

Based upon consideration of the entire record of these proceedings, and subject to the conditions set forth herein, the Commission enters the following findings and rulings as follows:

- 1. Pursuant to *N.J.S.A.* 5:12-82b, c and d(1)-(10), Revel is eligible and required to hold a casino license as the owner and operator of the Revel casino hotel, and no other person is presently eligible or required to hold a casino license with respect to the approved casino hotel for purposes of *N.J.S.A.* 5:12-82b and c;
- 2. Revel and its qualifying entities and individuals have established the requisite good character, honesty and integrity for purposes of *N.J.S.A.* 5:12-84, 85.1 and 89, as applicable;
  - 3. As indicated in the record, including the report of the Division (D-1, in







evidence), Revel and its holding companies have demonstrated their financial stability, integrity and responsibility;

- 4. Revel has established that it has sufficient business ability and casino experience as to establish the likelihood of creation and maintenance of a successful, efficient casino operation;
- 5. Revel AC, LLC; Revel AC, Inc.; Revel Group, LLC; NB Acquisitions, LLC; and SI, LLC are each qualified pursuant to *N.J.S.A.* 5:12-85.1;
- 6. The 21 individuals identified by Division Order 00361 as the natural persons required to qualify for purposes of the Revel casino license application are qualified pursuant to *N.J.S.A.* 5:12-85.1 and, where required, are also licensed as casino key employees pursuant to *N.J.S.A.* 5:12-89;
  - 7. The Revel Lease is APPROVED pursuant to N.J.S.A. 5:12-82c;
- 8. Revel has established, in accordance with *N.J.S.A.* 5:12-83a and 84e, the suitability of the casino and its related facilities, and that the location thereof will not adversely affect casino operations;
- 9. The information provided by Revel at Exhibits A through D of DGE PRN 0381201 concerning the number of qsu's as of the opening date of the casino hotel facility and as to the number of qsu's to be subsequently added by May 31, 2012, *inter alia*, the Certifications of Thomas J. Sykes in his capacity as a principal of SOSH Architects, the Architect of Record for the Revel hotel tower and casino floor; Eileen Bertoni as Senior Estimator for



Tishman Construction and Alan Greenstein as Chief Financial Officer of Revel, shall be deemed an agreement for purposes of *N.J.S.A.* 5:12-83c, and as such hereby is APPROVED;

- 10. Revel has established that the issuance to it of a casino license does not create undue economic concentration in casino operations for purposes of *N.J.S.A.* 5:12-82e;
- 11. Revel has demonstrated that the issuance of a casino license to it is consistent with the requirements of *N.J.S.A.* 5:12-134.
- 12. Based on the findings contained in this Resolution, and subject to the issuance of an operation certificate therefor, Revel's facility is a "casino hotel" containing an "approved hotel" and a "casino" as defined by sections 6, 19, 27 and 83 of the Act;

#### CONDITIONS

Based upon consideration of the entire record of the proceedings, all the evidence presented at the hearing concerning the application for the issuance of a casino license, and the findings and rulings contained herein, the requested casino license is hereby ISSUED to Revel, subject to the conditions enumerated in the following Division Orders, which are incorporated herein as if set forth in full: Order PRN 0601201 (D-1 in evidence at Exhibit C); Order PRN 0461202 (D-1 in evidence at Exhibit D); Order PRN 0031201 (D-1 in evidence at Exhibit



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E); Order PRN 3631101 (D-1 in evidence at Exhibit H); Order PRN 0381201 (D-1 in evidence at Exhibit I); and Order PRN 0121202 (D-1 in evidence at Exhibit J).

#### **EFFECTIVE DATE**

This casino license issued March 26, 2012, shall become effective upon the issuance by the Division of an operation certificate for Revel pursuant to *N.J.S.A.* 5:12-96.

Submitted by:

Mary Wozniak

Assistant General Counsel

#### CERTIFICATION

I HEREBY CERTIFY that this Resolution correctly reflects the decision of the New Jersey Casino Control Commission.

Dianna W. Fauntleroy, Esq.

Executive Secretary

STATE OF NEW JERSEY
CASINO CONTROL COMMISSION
TENNESSEE AVENUE AND BOARDWALK
ATLANTIC CITY, NEW JERSEY 08401
(609) 441-3422

IN THE MATTER OF THE AMENDED	)	
AND RESTATED PETITION OF REVEL	)	
ENTERTAINMENT GROUP, LLC AND ITS	)	
HOLDING COMPANIES, INTERMEDIARY	)	ORDER
COMPANIES AND SUBSIDIARIES FOR THE	)	PETITION REFERENCE
CASINO LICENSURE OF REVEL	)	NO.: 0121202
ENTERTAINMENT GROUP, LLC AND	)	
FOR VARIOUS RULINGS IN CONNECTION	)	
THEREWITH	)	

WHEREAS, Revel Entertainment Group, LLC ("Revel"), a New Jersey limited liability company, on January 12, 2012, filed DGE PRN 0121202, as amended on February 20, 2012, February 27, 2012 and March 15, 2012, requesting that the New Jersey Casino Control Commission (Commission) issue a casino license pursuant to N.J.S.A. 5:12-82b to Revel, and seeking other related rulings; and

**WHEREAS**, in accordance with N.J.S.A. 5:12-82c(7) and N.J.S.A. 5:12-82c(9) Commission approval is required to permit Revel to join and participate in existing multi-casino progressive slot systems; and

WHEREAS, the Division of Gaming Enforcement (Division) through its report dated March 19, 2012, interposed no objection to Revel's request to be

permitted to join certain multi-casino progressive slot systems already in operation at other New Jersey casinos including IGT Wheel of Fortune Gold (\$0.25); Wheel of Fortune \$1.00; Wheel of Fortune 5 (\$5.00) and "TV Hits \$.05"; and

WHEREAS, a hearing was held before the Commission on March 26, 2012 to consider the application of Revel for the issuance of a casino license after which the Commission adopted the draft Resolution and issued a casino license to Revel subject to the conditions stated in the Resolution; and

**WHEREAS**, the Commission delegated authority to Chair Linda M. Kassekert, or her designee, to review and approve Revel's request to join certain existing multi-casino progressive slot systems consistent with N.J.S.A. 5:12-82c(7) and N.J.S.A. 5:12-82c(9); and

WHEREAS, the Chair having reviewed the Commission Resolutions approving the following multi-casino progressive slot systems: Wheel of Fortune Gold (Resolution No. 96-22-5A); Wheel of Fortune \$1.00 (Resolution No.96-22-5-B); Wheel of Fortune 5 (Resolution No. 97-20-9) and "TV Hits \$.05" (Resolution No. 02-17-21) and the Agreements for Instant Pay and Annuity Pay MegaJackpot Systems between IGT and Revel dated March 22, 2012.

NOW, THEREFORE, IT IS ORDERED that the Agreement for Annuity
Pay MegaJackpot Systems and the Agreement for Instant Pay MegaJackpot
Systems are APPROVED in accordance with N.J.S.A. 5:12-82c(7) and N.J.S.A.
5:12-82c(9) subject to compliance with applicable Division of Gaming
Enforcement regulations.

IT IS FURTHER ORDERED that Revel's request for permission to join the Wheel of Fortune Gold, Wheel of Fortune \$1.00, Wheel of Fortune 5 and "TV Hits \$.05" multi-casino progressive slot systems be and hereby is GRANTED.

**IT IS FURTHER ORDERED** that a copy of any amendments to the Agreements shall be provided to the Commission pursuant to this Order.

Judy M Cassell
Linda M. Kassekert, Chair

DATED:

March 28, 2012