

STATE OF NEW JERSEY
Office of the Attorney General
Department of Law and Public Safety
Division of Gaming Enforcement

In the Matter of the Petition of Revel)
Entertainment Group, LLC, and Revel)
AC, Inc., for a Ruling by the Director)
of the Division Exempting from)
Qualification JP Morgan Chase Bank,)
N.A., and U.S. Bank National)
Association)

ORDER
PRN 0601201

WHEREAS, Revel Entertainment Group, LLC (“REG”), an applicant for a casino license under the Casino Control Act (“Act”), and Revel AC, Inc. (“Revel AC”), a holding company of REG, filed the above-referenced Petition dated February 29, 2012, and seek from the Director of the Division of Gaming Enforcement (“Division”) a ruling pursuant to Section 85.1f of the Act and *N.J.A.C. 13:69C-5A.1(d)* that JP Morgan Chase Bank, N.A., and U.S. Bank National Association are exempt from qualification in connection with REG’s application for a casino license; and,

WHEREAS, JP Morgan Chase Bank, N.A., is administrative agent and collateral agent with respect to the First Lien Credit Agreement governing the \$850 million Term Loan with Revel AC; and,

WHEREAS, U.S. Bank Association is trustee of the Indenture with Revel AC governing the Second Lien Notes totaling \$304.4 million; and,

WHEREAS, as set forth in the Petition, it appears both JP Morgan Chase Bank, N.A., and U.S. Bank Association are nationally chartered banks regulated by the Office of

the Comptroller of the Currency and are acting in the ordinary course of business, as provided in Section 85.1f of the Act; and,

WHEREAS, the Petition sets forth all the information as required in *N.J.A.C.* 13:69C-5A.1(d) including that both institutions submit to the jurisdiction of the State of New Jersey.

NOW THEREFORE, IT IS ORDERED that, based on the facts and representations set forth in the Petition, upon which the Director relies, the Director hereby exempts from qualification pursuant to Section 85.1f of the Act JP Morgan Chase Bank, N.A., and U.S. Bank Association in connection with REG's application for a casino license subject to the condition that both institutions promptly comply with all requests for information by the Division.

Dated: February 29, 2012



DAVID REBUCK
DIRECTOR

Casino Licensing