

CONFIDENTIAL

COMMONWEALTH OF PENNSYLVANIA
BEFORE THE PENNSYLVANIA GAMING CONTROL BOARD

In re: Application of Philadelphia
Entertainment and Development Partners,
L.P.

Docket No. 1367

FILED
1788-2010
DEC 13 2010
Board Clerk PGCB

PETITION OF PHILADELPHIA ENTERTAINMENT AND DEVELOPMENT PARTNERS, L.P.,
FOR APPROVAL OF MODIFICATIONS TO THE PROPOSED PERMANENT FACILITY
PURSUANT TO 58 Pa. Code 441a.3(a)(6)

NOW COMES, Philadelphia Entertainment and Development Partners, L.P. ("PEDP"),
by and through its attorney, F. Warren Jacoby, Esquire of Cozen O'Connor, by petition to the
Pennsylvania Gaming Control Board (the "Board"), and states:

I. Introduction

1. On December 20, 2006, the Board approved the issuance to PEDP of a
Category 2 slot machine license, License No. F-1367 (the "Slot Machine License"), pursuant to
Section 1304 of the Pennsylvania Race Horse Development and Gaming Act, 4 Pa. C.S. §
1101 et seq. (the "Act"). See 4 Pa. C.S. § 1304. The Slot Machine License authorized PEDP
to develop, construct and operate a gaming facility with related amenities, as proposed by
PEDP (the "Facility"), to be located at approximately 1499 S. Christopher Columbus Boulevard
in Philadelphia (the "Property").

2. In connection with the Slot Machine License, on December 20, 2006 PEDP
submitted to the Board, and the Board approved, certain design features of the proposed

Facility. The Board memorialized such approval in its Adjudication and Order dated February 1, 2007 (the "2007 Order").

3. By way of the 2007 Order, the Board awarded PEDP a license to construct a Facility on the Property that would include approximately 89,000 square feet of casino floor space and 3,000 slot machines, to be constructed in two (2) phases, designated as Phase 1 and Phase 2.

4. After the Board awarded PEDP the Slot Machine License, PEDP encountered unexpected and significant obstacles in moving forward with the development and construction of the Facility on the Property as originally anticipated in the 2007 Order. The nature and extent of such obstacles have previously been presented to the Board and to the Bureau of Investigation and Enforcement ("BIE") by PEDP and its representatives, but they may fairly be described as falling under the following categories: precipitous decline in the global economic climate, and in the gaming industry; significant deterioration of markets for available credit; permit and approval delays by the City of Philadelphia (the "City"); considerable resistance from local politicians and community and other opposition relating to the location of the Facility. PEDP was neither able to foresee nor prevent any of these factors, which in any case combined into a "perfect storm" of obstacles and challenges – some deliberate and some not – that effectively precluded PEDP from commencing construction within the time period initially contemplated. At all times, PEDP remained committed to developing and opening its Facility.

5. While PEDP is fully prepared to move forward expeditiously in its development of the Facility on the Property, PEDP respectfully submits that certain modifications to the Facility as initially approved by the Board in the 2007 Order are necessary and appropriate under the present circumstances. PEDP's basis for requesting approval of such modifications is that: (a)

financing and development of the original design is no longer feasible in today's economy and under the current market conditions; (b) the original design is no longer operationally appropriate for the current gaming market; and (c) the original design predates the drafting and enactment of 4 Pa. C.S. §1311A(a), and therefore was prepared without any contemplation of combining both slot machines and multi-position table games in the casino space. Nevertheless, PEDP remains committed to developing the Facility as a high-quality gaming venue with high-quality amenities for use and enjoyment by Commonwealth citizens.

6. Most recently, PEDP initiated and implemented a plan to identify potential investors and financial sources. As more fully described in the Joint Petition for Change of Control filed concurrently with this Petition (the "Change of Control Petition"), and the Partnership Interest Purchase and Exchange Agreement appended thereto (the "Purchase Agreement"), PEDP reached an agreement with affiliates of Caesars Entertainment Operating Company ("Caesars") to assume control of the development of the Property and management of the Facility. The modifications presented for approval of the Board hereunder are the result of PEDP's consultations with Caesars to maximize the Facility's development feasibility, as well as its responsiveness to projected customer demand.

II. Jurisdiction

7. 58 Pa. Code § 441a.3(a)(6) provides, in relevant part, that "[m]odifications to the proposed permanent facility following the applicant's licensing hearing shall be approved by the Board."

8. Pursuant to 58 Pa. Code 441a.3(a)(6), PEDP seeks Board approval to modify its proposed permanent Facility from the design initially approved by the Board in the 2007 Order to the design set forth below.

III. Modifications to PEDP's Proposed Permanent Facility

9. First, PEDP seeks the Board's approval to construct the Facility on the Property in phases. Specifically, PEDP requests the Board's approval to modify the design contemplated in the 2007 Order, which provided for a Phase 1 and Phase 2, to now provide for development in Phase 1A, Phase 1B, and Phase 2.

10. Second, PEDP seeks the Board's approval of the modified design of Phase 1A, Phase 1B, and Phase 2, which will include the following:

(a) Phase 1A will contain approximately 151,000 total square feet of building space, including approximately 64,000 square feet of casino space, 1,500 slot machines, 1,372 surface parking spaces, and the following dining and entertainment amenities: 4 restaurants, 1 VIP lounge, and 1 center feature bar located on the casino floor. In addition, Phase 1A contemplates the addition of approximately 70-80 multi-position table games pursuant to 4 Pa. C.S. §1311A(a) for which PEDP will seek independent approval from the Board. See Exhibit A for a site plan of Phase 1A and Exhibit B for artist's renderings of Phase 1A. PEDP will commence construction of Phase 1A immediately upon receipt of the Board's approval, receipt of debt financing and the requisite City approvals and will pursue completion of Phase 1A in accordance with the project timeline attached hereto as Exhibit C.

(b) Following the completion of Phase 1B, the Project will contain approximately 183,000 total square feet of space, with approximately 87,000 square feet of casino space, 2,200 slots, 90-100 table games, a

World Series of Poker® poker room, a 2,250 space parking garage, and 250 space surface parking. See Exhibit D for a site plan of Phase 1B. PEDP will commence Phase 1B when commercially practicable following the completion of Phase 1A, and will pursue completion of Phase 1B in accordance with the project timeline attached hereto as Exhibit E.

(c) PEDP will consider and assess the merits of expanding the Facility in the future beyond Phase 1B, subject to Board review and approval. The preliminary Phase 2 site plans, attached hereto as Exhibit F, contemplate a potential expansion including additional structured parking, a showroom, meeting and conference facilities, additional restaurants, casino floor expansion, a hotel tower and/or retail space.

11. While PEDP's proposed permanent Facility modifications represent a departure from the original design approved by the Board in the 2007 Order, PEDP's modifications are responsive to the current market conditions and to local demand, and feasible for development in current credit markets. The revised program and phasing achieves is an appropriately sized entertainment and casino complex designed to enhance the South Columbus Street entertainment district.

12. The food and beverage program will be a distinct feature and unique calling-card of the casino with a range of offerings and anticipated entertainment level exceeding the original application proposal. Whereas the original application contemplated a significant weighting to food court and buffet offerings, the revised program is more diverse and focused on creating a destination location in south Philadelphia. The revised program includes a high-

end Philadelphia-centric steak house with upper level views of the Delaware River via an outdoor terrace, a high-energy sports bar with anticipated tie-ins to local sports teams and sports media, a noodle bar catering to the Asian community, and a food court to round out the food and beverage program.

13. Whereas the original application contemplated a stand-alone showroom, the revised program has taken an integrated approach by tying the entertainment into the casino programming. As noted above, the food and beverage program will be tailored to create a high-energy and entertaining atmosphere. In addition, a center bar in the casino will serve as a hub of activity to support the casino floor with featured music and guest DJ's on occasion.

14. The Phase 1B gaming floor, while offering a more modest slot machine product (reflecting a reduction from 3,000 machines to 2,200 machines), will benefit from the addition of up to 100 table games and a world-renowned World Series of Poker® poker room, hosting satellite WSOP tournaments. In this sense, Petitioner respectfully suggests, the modifications for which PEDP has requested Board approval represent a more market-appropriate route to a substantially similar Facility.

15. PEDP's redesign of the Facility will enable PEDP to move forward with construction of not just any facility, but a high-quality, first class gaming establishment that is as beautiful and exciting as it is functional and responsive to customer demand. Even more, the modified Facility will be a gleaming new addition that will serve as a meeting-place for residents of Philadelphia and the rest of Pennsylvania, and attract visitors to the Property, and to the waterfront area, from surrounding cities and states. That activity, in turn, will revitalize the Philadelphia waterfront and stimulate economic regeneration in that area. Even aside from such intangible benefits, the development and operation of the Facility will immediately and

without the need for speculation create much-needed jobs in Philadelphia, and will result in tax revenue for both the Commonwealth and the City.

IV. Financing

16. PEDP submits that the above modifications will be contingent on PEDP's obtaining financing (the "Project Debt"). While the Board's pre-approval of the proposed permanent Facility modifications prior to PEDP's securing the Project Debt is not precluded by the Act or by the Board's regulations promulgated pursuant to same, PEDP acknowledges its obligation to secure the Project Debt as required by several sections of the Act, e.g., 4 Pa. C.S. §§1312(b)(6), 1312(b)(7), and 1315(3). Hence, PEDP seeks the Board's approval of the proposed permanent Facility modifications while at the same time acknowledging PEDP's requirement to produce proof of financing as soon as practicable.

17. As detailed in the Purchase Agreement, the parties thereto will engage in an effort to raise the Project Debt. To that end, Caesars has engaged in discussions with various lending institutions on the subject of financing the construction of the Project. Upon raising the required equity, PEDP's entry into a construction contract for the construction of the Facility, and satisfying other financing conditions, Caesars anticipates that it will receive financing for such construction shortly thereafter. In the Change of Control Petition, Caesars has represented to the Board that, based on current debt market conditions for high yield bonds and syndicated loans, and preliminary feedback from lending institutions, and subject to ongoing lender due diligence, the permanent Project Debt financing as contemplated should be available. See Joint Petition. This is further evidenced by the "highly confident" financing letters from each of _____ and _____ attached hereto as Exhibit G-1 and Exhibit G-2.

V. Public Hearing

18. 4 Pa. C.S. § 1205(b)(1)(ii) provides that the Board shall conduct at least one (1) public input hearing prior to approving the structural redesign or modification of a licensed facility.

19. Accordingly, pursuant to 4 Pa. C.S. § 1205(b)(1)(ii), PEDP respectfully requests that the Board schedule a public input hearing as soon as practicable, but in any event prior to the Board's approval of this Petition.

20. PEDP estimates that construction of Phase 1A of the modified permanent, first-class facility will be completed in the second half of 2012. However, the Facility's completion also depends on the City's timely issuance of all requisite development permits. Based on PEDP's information and belief, the City requires several months to issue such permits, and the City will not begin its review of any permit applications related to the proposed permanent modifications to the Facility until the Board has first approved any proposed redesign or modification.

21. In light of the aforesaid circumstances regarding municipal permits and approvals, and while mindful of the Board's need to conduct a thorough investigation and review of this Petition and the petitions filed concurrently with the Board, PEDP respectfully requests that the Board schedule the required public hearing as soon as convenient to ensure that all prerequisites to the Board's consideration of PEDP's requested relief are satisfied in as timely a manner as is possible. PEDP respectfully submits that a delay in the conduct of a public hearing may jeopardize the successful and timely development and opening of the Facility, and the corresponding benefits to the City and the Commonwealth.

WHEREFORE, PEDP respectfully requests that the Board:

- a. Enter an order, pursuant to 4 Pa. C.S. § 1205(b)(1)(ii), establishing a date for the conduct of a public input hearing regarding PEDP's proposed modifications to its permanent Facility; and
- b. Enter an order, pursuant to 58 Pa. Code 441a.3(a)(6), granting approval of PEDP's request to modify the design of its proposed permanent Facility, conditioned upon PEDP's obtaining and receiving approval of adequate project financing; and
- c. Grant such other relief as it may deem appropriate.

Respectfully submitted,

COZEN O'CONNOR

BY: 

Stephen A. Cozer (PA ID No. 03492)
F. Warren Jacoby (PA ID No. 10012)
Attorneys for Petitioner, PEDP

Dated: December 10, 2010

CERTIFICATE OF SERVICE

I certify that on December 10, 2010, a one (1) original of the foregoing petition was delivered to the following:

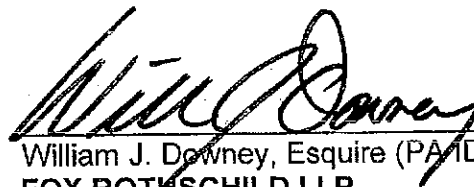
Via Hand Delivery

Alta Drayton Brown
Deputy Clerk, Office of Hearings &
Appeals
Pennsylvania Gaming Control Board
One Penn Center, Suite 502
2601 N. 3rd Street
Harrisburg, PA 17110

Further, ten (10) copies of the petition were delivered to the following:

Via Hand Delivery and E-Mail

Mickey Kane
Secretary to the Board
Pennsylvania Gaming Control Board
Verizon Tower, 5th Floor
303 Walnut Street
Harrisburg, PA 17101



William J. Downey, Esquire (PA ID No. 63401)
FOX ROTHSCHILD LLP
1301 Atlantic Avenue, Suite 400
Atlantic City, NJ 08401
(609) 345-4515

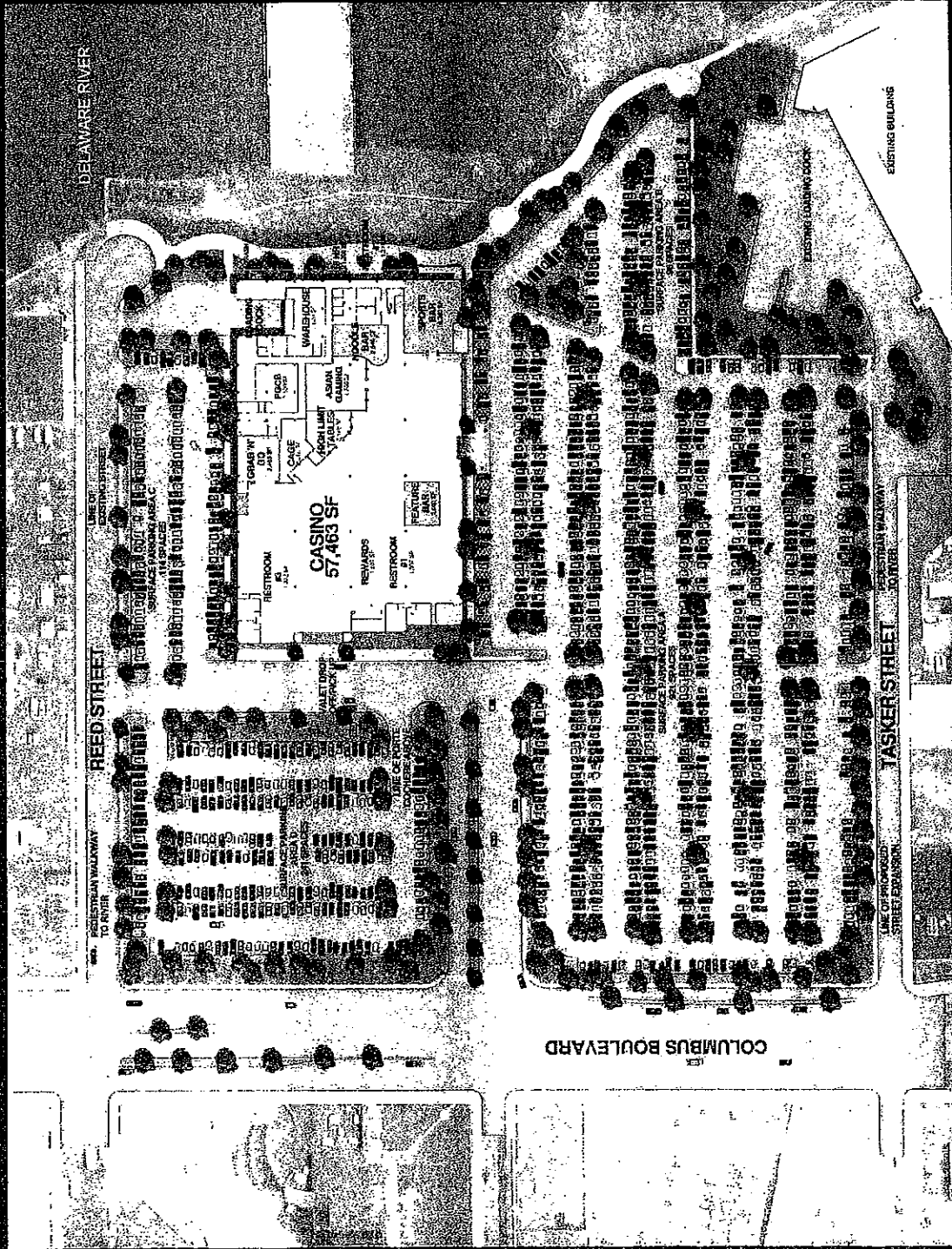
Dated: December 10, 2010

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Exhibit A

Phase 1A Site Plan

SOUTH PHILADELPHIA PENNS LANDING
 DRAFT AS OF DECEMBER 09, 2010

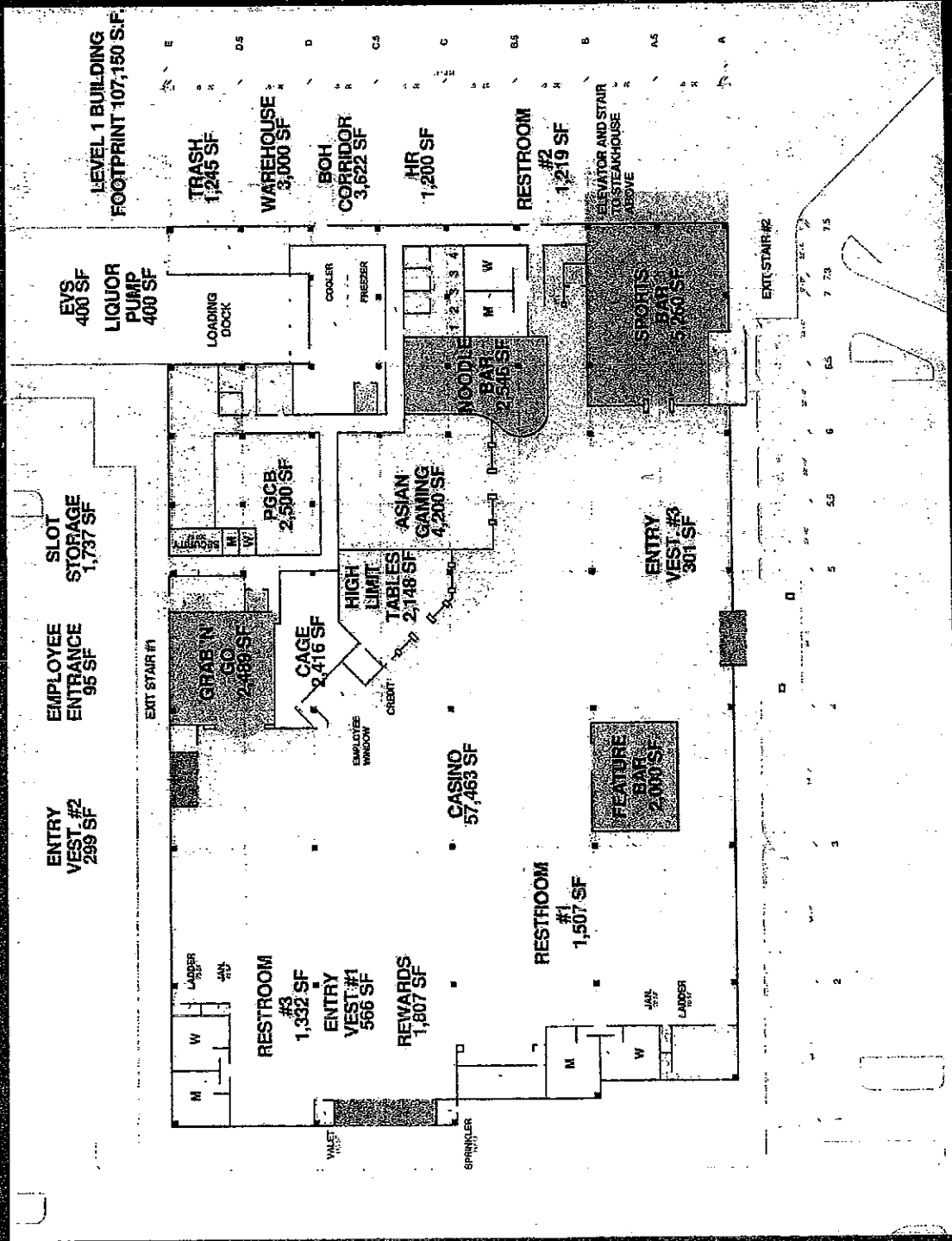


PHASE 1A SITE PLAN (TOTAL SPACES 1,376)

JOB # 010BLO1 DATE 12.09.10
 FRIEDMUTTER GROUP
 ARCHITECTURE INTERIOR DESIGN LANDSCAPE ARCHITECTURE

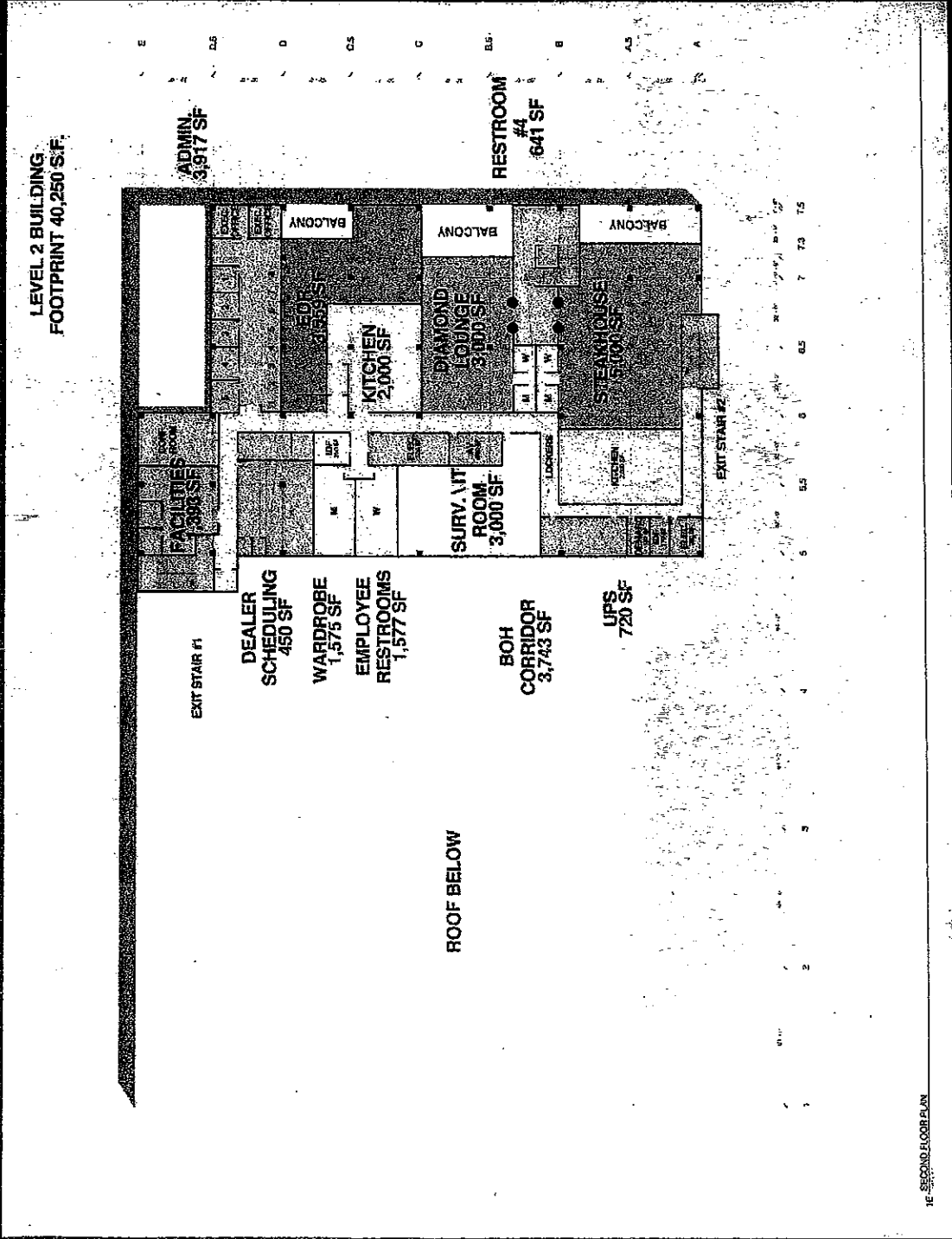


SOUTH PHILADELPHIA PENNS LANDING
 DRAFT AS OF DECEMBER 09, 2010



PHASE 1A LEVEL ONE FLOOR PLAN (1,376 SPACES)

SOUTH PHILADELPHIA PENNS LANDING
 DRAFT AS OF DECEMBER 09, 2010



PHASE 1A LEVEL TWO FLOOR PLAN (1,376 SPACES)

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Exhibit B

Phase 1A Artist's Renderings

SOUTH PHILADELPHIA PENNS LANDING
DRAFT AS OF DECEMBER 09, 2010



PHASE 1A DRIVE UP VIEW FROM COLUMBUS BOULEVARD

SOUTH PHILADELPHIA PENNS LANDING
DRAFT AS OF DECEMBER 09, 2010



PHASE 1A VIEW ACROSS DELAWARE RIVER

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Exhibit C

Phase 1A Construction Timeline

Activity ID	Activity Description	Work Day Dur	Start	Finish	2012																	
					J	F	M	A	M	J	J	A	S	O	N	D	J	F	M	A	M	J
AUTHORIZATION TO PROCEED																						
1000	AUTHORIZATION TO PROCEED	0	03JAN11																			
PGCB APPROVALS																						
1100	PRESENTATION OF DOCUMENTS TO PGCB	13	01JUN10A	19JAN11																		
1110	APPROVAL OF AMENDED PLAN OF DEVELOPMENT	67	03JAN11	05APR11																		
1120	LICENSE APPROVAL	78	01JUN10A	20APR11																		
FINANCING																						
1250	SECURE FINANCING	78	01JUN10A	20APR11																		
1260	CLOSE ON FINANCING	0		10MAY11																		
DESIGN DOCUMENTS																						
1500	MASTER PLANNING	35	03JAN11	18FEB11																		
1510	GEOTECHNICAL INVESTIGATION	20	24JAN11	18FEB11																		
1520	SCHEMATIC DESIGN DOCUMENTS	30	07FEB11	18MAR11																		
1540	DESIGN DEVELOPMENT DOCUMENTS	34	21MAR11	05MAY11																		
1560	EARLY SITE DEMOLITION/REMOVAL DOCUMENTS	20	10JAN11	04FEB11																		
1580	SITWORK DOCUMENTS	50	10JAN11	18MAR11																		
1600	PRE-PURCHASE EQUIPMENT DOCUMENTS	39	07FEB11	31MAR11																		
1620	EARLY FOUNDATION DOCUMENTS	20	28FEB11	25MAR11																		
1640	STRUCTURAL DOCUMENTS	34	21MAR11	05MAY11																		
1660	PROGRESS CONSTRUCTION DOCUMENTS	34	06MAY11	23JUN11																		
1680	CONSTRUCTION DOCUMENTS	58	24JUN11	15SEP11																		
ZONING APPROVALS																						
1850	KICK OFF MEETING WITH CITY OF PHILADELPHIA	0	24JAN11																			
1860	AMENDED PLAN OF DEVELOPMENT	49	24JAN11	31MAR11																		
1880	CITY PLANNING COMMISSION REVIEW + APPROVAL	0		31MAR11																		
1900	PREPARE ZONING PLANS	14	14MAR11	31MAR11																		

Harrath's South Philadelphia Casino File: SCAF Data Date: 03JAN11 Run Date: 10DEC10 09:36 Sheet 1 of 4		Keating Building Company The Phoenix - Suite 300 1600 Arch Street Philadelphia, PA 19103		SOUTH PHILADELPHIA CASINO Philadelphia, Pennsylvania PROJECT DEVELOPMENT TIMELINE DESIGN/BUILD METHOD OF DELIVERY	
Date	03JAN11	Revision		Checked	Approved

CONJUNCTIONAL

Activity ID	Activity Description	Work Day Dur	Start	Finish	2011												2012												
					J	F	M	A	M	J	J	A	S	O	N	D	J	F	M	A	M	J	J	A	M	J	J		
ZONING APPROVALS																													
1910	ZONING SUBMISSION	0	01APR11																										
1920	ZONING REVIEW	10	01APR11	14APR11																									
1940	ISSUE ZONING PERMIT	0		14APR11																									
ACT 537 SEWAGE MODULE																													
2200	RESOLUTION BY CITY	0	03JAN11		RESOLUTION BY CITY																								
2220	APPROVAL BY CITY	0	03JAN11		APPROVAL BY CITY																								
2240	RECEIVED AND REVIEWED BY PADEP	35	03JAN11	18FEB11	RECEIVED AND REVIEWED BY PADEP																								
2260	APPROVED BY PADEP	0		18FEB11	APPROVED BY PADEP																								
HIGHWAY OCCUPANCY PERMIT																													
2500	INITIAL KICK OFF MEETING with PENNDOT + CITY	0	17JAN11		INITIAL KICK OFF MEETING with PENNDOT + CITY																								
2520	UPDATED TRAFFIC IMPACT STUDY	54	17JAN11	31MAR11	UPDATED TRAFFIC IMPACT STUDY																								
2540	PENNDOT / CITY REVIEW OF TIS	35	01APR11	19MAY11	PENNDOT / CITY REVIEW OF TIS																								
2560	UPDATE TIS REVISIONS	24	20MAY11	23JUN11	UPDATE TIS REVISIONS																								
2580	PENNDOT / CITY REVIEW + APPROVE TIS	28	24JUN11	03AUG11	PENNDOT / CITY REVIEW + APPROVE TIS																								
2700	30% DESIGN	25	01APR11	05MAY11	30% DESIGN																								
2720	60% DESIGN	44	06MAY11	08JUL11	60% DESIGN																								
2740	100% DESIGN	18	11JUL11	03AUG11	100% DESIGN																								
2800	HOP APPLICATION SUBMITTAL FOR REVIEW +	25	04AUG11	08SEP11	HOP APPLICATION SUBMITTAL FOR REVIEW +																								
2820	HOP APPLICATION REVISIONS	10	09SEP11	22SEP11	HOP APPLICATION REVISIONS																								
2840	PENNDOT / CITY FINAL HOP APPLICATION REVIEW	20	23SEP11	20OCT11	PENNDOT / CITY FINAL HOP APPLICATION REVIEW																								
2860	HOP ISSUED	0		20OCT11	HOP ISSUED																								
STORM WATER PERMITTING																													
3000	PADEP / CITY KICK OFF MEETING	0	17JAN11		PADEP / CITY KICK OFF MEETING																								
3020	PADEP / CITY REVIEW INITIAL NPDES APPLICATION	25	17JAN11	18FEB11	PADEP / CITY REVIEW INITIAL NPDES APPLICATION																								
3040	PADEP ISSUE NPDES PERMIT FOR PREVIOUS LAYOUT	0		18FEB11	PADEP ISSUE NPDES PERMIT FOR PREVIOUS LAYOUT																								
3060	PREPARE AMENDED NPDES APPLICATION	20	21FEB11	18MAR11	PREPARE AMENDED NPDES APPLICATION																								
3080	PADEP / CITY REVIEW OF AMENDED NPDES PERMIT	19	21MAR11	14APR11	PADEP / CITY REVIEW OF AMENDED NPDES PERMIT																								
3100	PADEP ISSUE NPDES PERMIT	0		14APR11	PADEP ISSUE NPDES PERMIT																								
3110	PADEP ISSUE AMENDED PERMIT #4 OUTFALLS	0		14APR11	PADEP ISSUE AMENDED PERMIT #4 OUTFALLS																								

Activity ID	Activity Description	Work Day Dur	Start	Finish	2012																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																													
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3250	PADEP CHAPTER 105 KICK OFF MEETING	0	18JAN11																				3260	PADEP REVIEW OF PENDING CHAPTER 105	24	18JAN11	18FEB11																			3280	PADEP ISSUE CHAPTER 105 PERMIT	0		18FEB11																			3300	PREPARE AMENDED CHAPTER 105 PERMIT	20	21FEB11	18MAR11																			3320	PADEP REVIEW AMENDED CHAPTER 105	24	21MAR11	21APR11																			3340	PADEP ISSUE AMENDED CHAPTER 105 PERMIT	0		21APR11																			SECTION 10/404 PERMIT																							3400	SECTION 10/404 KICK OFF MEETING WITH CORPS	0	18JAN11																				3420	PREPARE PHASE 2 ARCHEOLOGICAL INVESTIGATION	45	24JAN11	25MAR11																			3440	PHMC REVIEW OF PHASE 2 INVESTIGATION REPORT	19	28MAR11	21APR11																			3460	PHMC APPROVE PH 2 INVESTIGATION	0		21APR11																			3480	REVISE NW-3 and NWP-7	24	18JAN11	18FEB11																			3500	SUBMIT REVISED NWP-3 + NWP-7 PERMIT	0	21FEB11																				3520	CORPS REVIEW OF NWP-3 + NWP-7 APPLICATION	34	21FEB11	07APR11																			3540	REVISE NWP-3 + NWP-7 PERMIT APPLICATION	10	08APR11	21APR11																			3560	CORPS REVIEW FINAL NWP-3 + NWP-7 APPLICATION	25	22APR11	26MAY11																			3580	ISSUE NWP-3 + NWP-7 PERMIT	0		26MAY11																			ACT 2 / BROWNFIELD REMEDIATION																							3700	KICK OFF MEETING WITH PADEP	0	19JAN11																				3720	PERFORM ADDITIONAL INVESTIGATION	48	19JAN11	25MAR11																			3740	PREPARE FINAL ACT 2 REPORT	39	28MAR11	19MAY11																			3760	PADEP REVIEW OF ACT 2 REPORT	34	20MAY11	08JUL11																			3780	PADEP APPROVAL OF ACT 2 REPORT	0		08JUL11																			3800	START ACT 2 REMEDIATION	0	06MAY11																				3820	ACT 2 FINAL REPORT SUBMISSION	264	06MAY11	17MAY12																			3830	ACT 2 LIABILITY PROTECTION GRANTED BY PADEP	43	18MAY12	19JUL12																			BID + AWARD CONSTRUCTION PACKAGES																							5000	BID + AWARD SITE DEMO/ SITE REMOVAL PKG	10	07FEB11	18FEB11																			5010	BID + AWARD SITEWORK PKG	24	07MAR11	07APR11																																										
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3460	PHMC APPROVE PH 2 INVESTIGATION	0		21APR11																			3480	REVISE NW-3 and NWP-7	24	18JAN11	18FEB11																			3500	SUBMIT REVISED NWP-3 + NWP-7 PERMIT	0	21FEB11																				3520	CORPS REVIEW OF NWP-3 + NWP-7 APPLICATION	34	21FEB11	07APR11																			3540	REVISE NWP-3 + NWP-7 PERMIT APPLICATION	10	08APR11	21APR11																			3560	CORPS REVIEW FINAL NWP-3 + NWP-7 APPLICATION	25	22APR11	26MAY11																			3580	ISSUE NWP-3 + NWP-7 PERMIT	0		26MAY11																			ACT 2 / BROWNFIELD REMEDIATION																							3700	KICK OFF MEETING WITH PADEP	0	19JAN11																				3720	PERFORM ADDITIONAL INVESTIGATION	48	19JAN11	25MAR11																			3740	PREPARE FINAL ACT 2 REPORT	39	28MAR11	19MAY11																			3760	PADEP REVIEW OF ACT 2 REPORT	34	20MAY11	08JUL11																			3780	PADEP APPROVAL OF ACT 2 REPORT	0		08JUL11																			3800	START ACT 2 REMEDIATION	0	06MAY11																				3820	ACT 2 FINAL REPORT SUBMISSION	264	06MAY11	17MAY12																			3830	ACT 2 LIABILITY PROTECTION GRANTED BY PADEP	43	18MAY12	19JUL12																			BID + AWARD CONSTRUCTION PACKAGES																							5000	BID + AWARD SITE DEMO/ SITE REMOVAL PKG	10	07FEB11	18FEB11																			5010	BID + AWARD SITEWORK PKG	24	07MAR11	07APR11																																																																																																																																																																																																																																																																																
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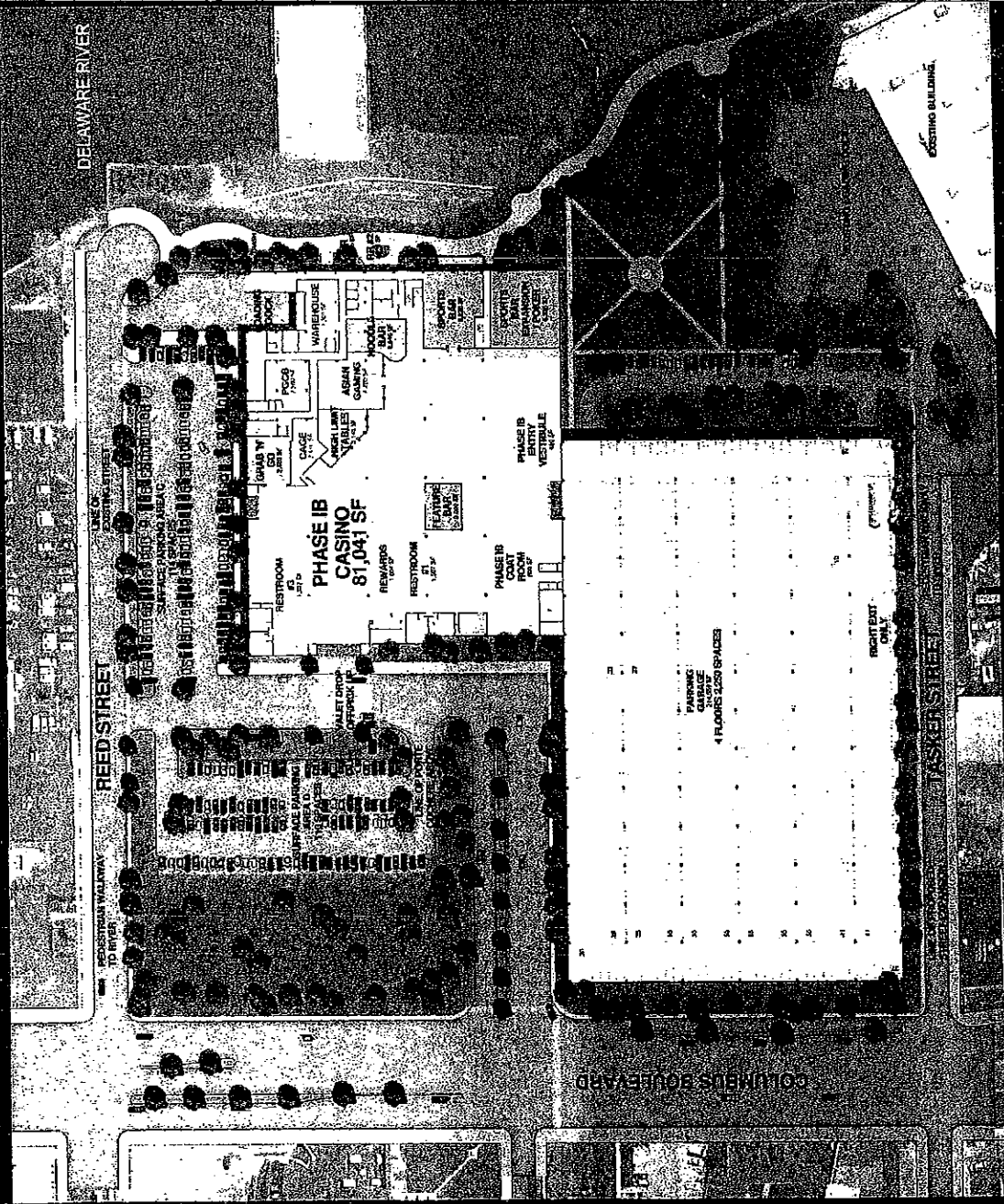
Activity ID	Activity Description	Work Day Dur	Start	Finish	2011												2012											
					J	F	M	A	M	J	J	A	S	O	N	D	J	F	M	A	M	J	J					
BID + AWARD CONSTRUCTION PACKAGES																												
5015	BID + AWARD PILE PKG	14	28MAR11	14APR11																								
5020	BID + AWARD PRE-PURCHASE MECHANICAL EQUIP	35	01APR11	19MAY11																								
5030	BID + AWARD PRE-PURCHASE ELECTRICAL EQUIP	35	01APR11	19MAY11																								
5050	BID + AWARD STRUCTURAL STEEL PKG	30	22APR11	03JUN11																								
5060	BID + AWARD CONCRETE PKG	30	22APR11	03JUN11																								
5070	BID + AWARD ELEVATOR PKG	30	22APR11	03JUN11																								
5080	BID + AWARD MECH-ELEC-PLBG-SPRINKLER PKGs	35	22APR11	10JUN11																								
5090	BID + AWARD ROADWAY PKG	28	11JUL11	17AUG11																								
5120	BID + AWARD CORE/SHELL BLDG ENCLOSURE PKGs	61	06JUN11	30AUG11																								
5200	BID + AWARD INTERIOR FINISH PKGs	40	01SEP11	27OCT11																								
MATERIAL + EQUIPMENT PROCUREMENT																												
5500	SHOP DRAWINGS, APPROVALS + FABRICATION	275	30MAR11	25APR12																								
CONSTRUCTION																												
10000	SITE ACCESS AUTHORIZATION	0	21FEB11																									
10010	MOBILIZE FIELD TRAILERS	21	21FEB11	21MAR11																								
10030	SITE PREPARATION + OBSTRUCTION REMOVALS	64	21FEB11	19MAY11																								
10100	CONSTRUCTION NOTICE TO PROCEED	0		11MAY11																								
10110	CONSTRUCT FACILITY	278	12MAY11	13JUN12																								
12010	OFF SITE ROADWAY WORK	163	25OCT11	13JUN12																								
PROJECT COMPLETION																												
15000	TEMPORARY CERTIFICATE OF OCCUPANCY	0		13JUN12																								
15020	OWNER PRE-OPENING, TESTING + TRAINING	27	13JUN12	20JUL12																								
15050	GRAND OPENING	0		23JUL12																								

CONFIDENTIAL

Exhibit D

Phase 1B Site Plan

SOUTH PHILADELPHIA PENNS LANDING
DRAFT AS OF DECEMBER 09, 2010



PHASE 1B SITE PLAN (TOTAL SPACES 2500)

JOB # 0108L01 DATE 12.09.10
FRIFORMUTTER GROUP
 ARCHITECTS LANDSCAPE DESIGNERS BOSTON PHILADELPHIA
 100 MARKET STREET, PHILADELPHIA, PA 19106



SCALE: 1" = 20'-0" (VERTICAL)
 SCALE: 1" = 20'-0" (HORIZONTAL)

CONFIDENTIAL

Exhibit E

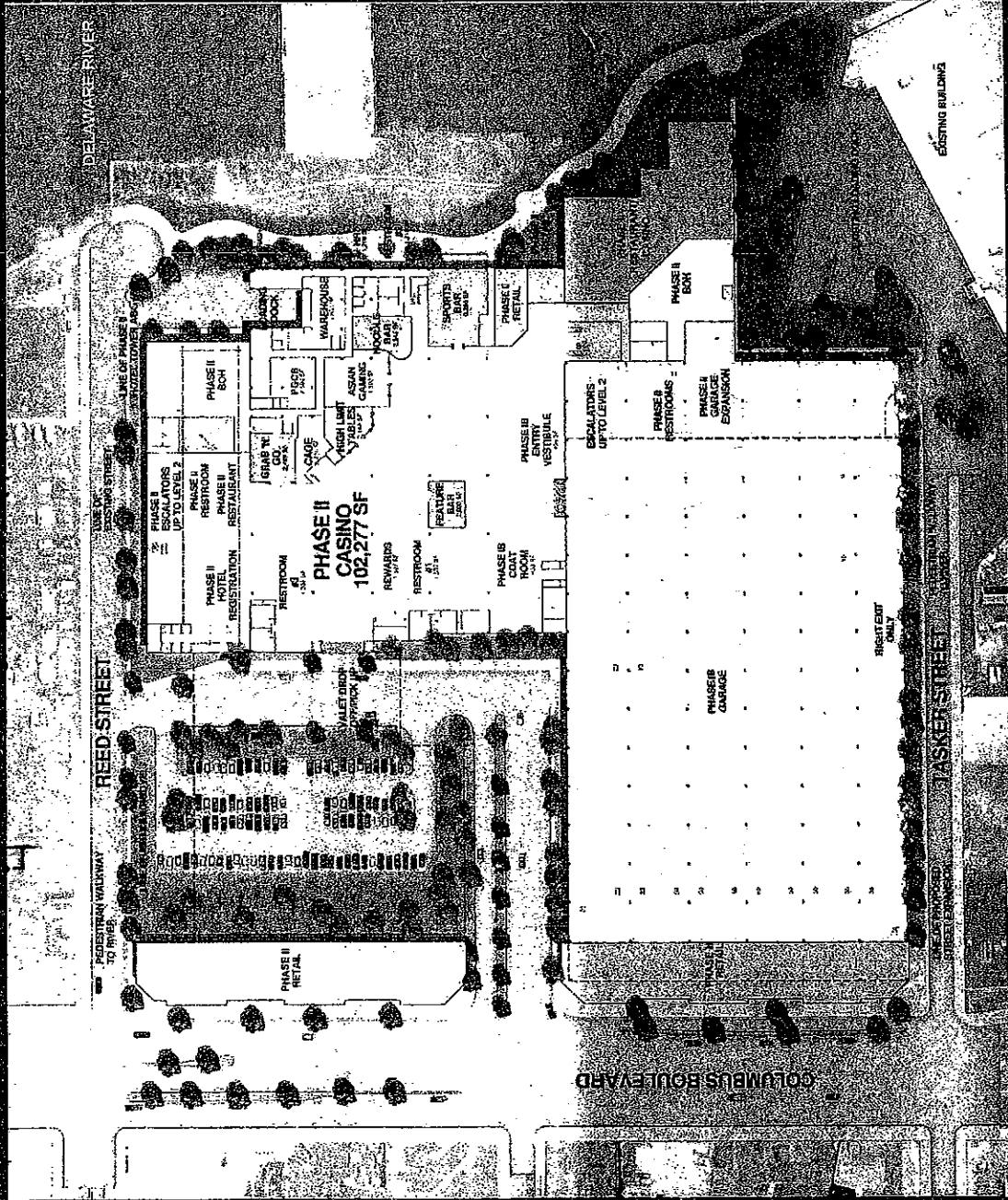
Phase 1B Construction Timeline

CONFIDENTIAL

Exhibit F

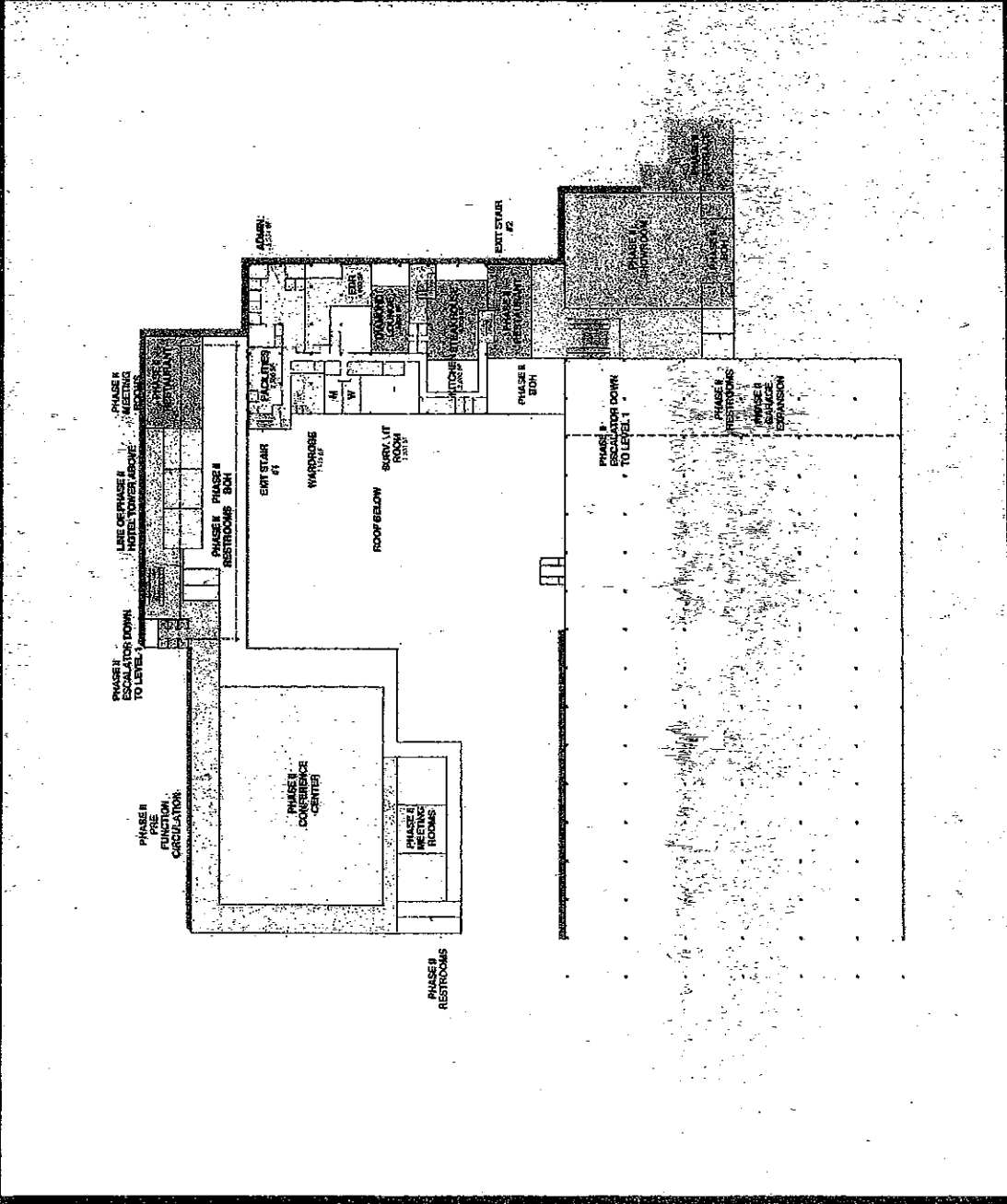
Phase 2 Site Plan

SOUTH PHILADELPHIA PENNS LANDING
DRAFT AS OF DECEMBER 09, 2010



PHASE 2 SITE PLAN (TOTAL SPACES 3000)

SOUTH PHILADELPHIA PENNS LANDING
 DRAFT AS OF DECEMBER 09, 2010



BLANK SPACE
 GARAGE PARKING WITH SPACES

PHASE 2 LEVEL TWO SITE PLAN (TOTAL SPACES 3000)



JOB # 0106L01 DATE 12.09.10
 FRIEDMUTTER GROUP
 ARCHITECTS



CONFIDENTIAL

Exhibit G-1

Highly Confident Financing Letter

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Exhibit G-2

Highly Confident Financing Letter