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STATE OF NEW JERSEY

CASINO CONTROL COMMISSION

PUBLIC MEETING NO. 13-05-15

Wednesday, May 15, 2013

Atlantic City Commission Offices

Joseph P. Lordi Public Meeting Room - First Floor

Tennessee Avenue and Boardwalk

Atlantic City, New Jersey 08401

10:30 a.m. to 11:55 a.m.

Certified Court Reporter: Darlene Sillitoe

GUY J. RENZI & ASSOCIATES

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1 B E F O R E :

2 CASINO CONTROL COMMISSION:
3 MATTHEW B. LEVINSON, CHAIR
4 SHARON ANNE HARRINGTON, VICE CHAIR
5 ALISA COOPER, COMMISSIONER

6 PRESENT FOR THE CASINO CONTROL COMMISSION:
7 DARYL W. NANCE, ADMINISTRATIVE ANALYST
8 DANIEL J. HENEGHAN, PUBLIC INFORMATION OFFICER

9 OFFICE OF THE GENERAL COUNSEL:
10 DIANNA W. FAUNTLEROY, GENERAL COUNSEL/EXECUTIVE
11 SECRETARY
12 MARY WOZNIAK, ASSISTANT GENERAL COUNSEL
13 TERESA M. PIMPINELLI, SENIOR COUNSEL
14 JACK PLUNKETT, LICENSING

15 DIVISION OF GAMING ENFORCEMENT:
16 DEPUTY ATTORNEYS GENERAL
17 JOHN E. ADAMS, JR., DEPUTY ATTORNEY GENERAL
18 BRIAN C. BISCIEGLIA, DEPUTY ATTORNEY GENERAL

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	AGENDA		
	PUBLIC MEETING NO. 13-05-15		
	MAY 15, 2013, 10:30 a.m.		
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6	c) Nicholas T. DeGennaro	12	14
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7	e) Rafael A. Figueroa, III	12	14
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9	i) Adriene M. Mitchell	12	14
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10	k) James J. Puhalski	12	14
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11	m) Shannon L. Snyder	12	14
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15	b) Randy P. Brown		
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16	d) Robert J. Cobb		
	e) Leonard R. Dolson, Jr.		
17	f) Patricia A. Dziomba		
	g) Salvatore Esposito		
18	h) Salvatore J. Gerace		
	i) Donna M. Graham		
19	j) Danyele R. Harris		
	k) William J. Harris		
20	l) Mohammed R. Hassan		
	m) Francis J. Heck, III		
21	n) Kevin S. Hunt		
	o) Gerald J. Jenkins, Jr,		
22	p) Efrain Lope		
	q) Alan Malavarca		
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6	bb) Franklin W. Simpkins, III		
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13	issued between April 10, 2013, and May		
	15, 2013, pursuant to Delegation of		
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19	h) John M. Kruk		
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20	j) Gwo S. Liu		
	k) Robert P. Low, Jr.		
21	l) Joan M. Lucas		
	m) Nuncio J. Lucca, Jr.		
22	n) Patrick J. Martin, III		
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	f) Marie A. Jerdan		
9	g) Francis S. Johnson		
	h) Lyle R. McCall		
10	i) Linda S. Rivera		
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	Caesar's Atlantic City) and Showboat		
15	Atlantic City Operating Company, LLC,		
	(d/b/a Showboat Casino Hotel) for the		
16	issuance of a multi-casino endorsement		
	Pursuant to NJSA 5:12-91.1 upon the casino		
17	key employee license of Phil Mazzone and		
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19	Regency Corporation, Harrah's Atlantic City		
	Operating Company, LLC, and Showboat Atlantic		
20	City Operating Company, LLC, for the		
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21	the temporary casino key employee license		
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23	Boardwalk Regency Corporation (d/b/a		
	Caesar's Atlantic City) and Showboat Atlantic		
24	City Operating Company, LLC, (d/b/a Showboat		
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25	endorsement pursuant to NJSA 5:12-91.1 upon		
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13 Petition of Revel Entertainment Group, LLC, for permission to assume the duties and exercise the powers of Director pending plenary qualification pursuant to NJAC 19:43-2.7 (PRN 1271301)		
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14 Petition of Revel Entertainment Group, LLC, and Revel AC, Inc., for approval of a prepackaged plan of bankruptcy and related rulings (PRN 1211301)	46	101
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1	E X H I B I T S :			
2	ITEM NO. 14			
3	Number			
4	Division	Description	ID	EVD
5	D-1	Report, 5-10-13, on the Petition of Revel Entertainment Group, LLC, for Declaratory Rulings Regarding Approval of a Plan of Reorganization and Related Matters, John Adams, Deputy Attorney General (Redaction requested)		X
6				
7				
8	Commission			
9	C-1	Draft Resolution	X	
10				
11	Petitioner			
12	P-1	Notice of Immaterial Modifications to the Debtors' Joint Plan of Reorganization pursuant to Chapter 11 of the Bankruptcy Code		X
13				
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15				
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17				
18				
19				
20				
21				
22				
23				
24	Exhibits were retained by the Commission.			
25				

1 (Public Meeting 13-05-15 was commenced
2 at 10:30 a.m.)

3 MR. NANCE: Good morning. I'd like to
4 read an opening statement:

5 This is to advise the general public
6 that in compliance with Chapter 231 of the
7 public laws of 1975 entitled "Senator Bryon M.
8 Baer Open Public Meeting Act," the New Jersey
9 Casino Control Commission on December 6, 2012,
10 filed with the Secretary of State at the State
11 House in Trenton an annual meeting schedule.
12 On December 12th, 2012, copies were mailed to
13 subscribers.

14 Members of the press will be permitted
15 to take photographs. We ask that this be done
16 in a manner which is not disruptive or
17 distracting to the Commission.

18 The use of cell phones in the public
19 meeting room is prohibited.

20 Any member of the public who wish to
21 address the Commission will be given the
22 opportunity to do so before the Commission
23 adjourns for the day.

24 Please stand for the Pledge of
25 Allegiance.

1 ITEM NO. 1

2 (The flag salute was recited.)

3 MS. FAUNTLEROY: Call your names for the
4 roll, please.

5 Commissioner Cooper?

6 COMMISSIONER COOPER: Present.

7 MS. FAUNTLEROY: Vice Chair Harrington?

8 VICE CHAIR HARRINGTON: Here.

9 MS. FAUNTLEROY: And Chair Levinson?

10 CHAIR LEVINSON: Here.

11 MS. FAUNTLEROY: The matters discussed
12 in closed session this morning included
13 employee license matters as well as litigation
14 involving "Brooks versus Casino Control
15 Commission et al.," and "Edwards versus Adamar
16 of New Jersey, Inc., et al."

17 And the closed-session minutes were
18 approved.

19 First item for your consideration is the
20 ratification of the minutes of April 10, 2013,
21 public meeting.

22 CHAIR LEVINSON: Thank you. Good
23 morning.

24 Is there a motion?

25 VICE CHAIR HARRINGTON: I move that we

1 ITEM NO. 2

2 ratify the minutes of April 10th, 2013.

3 CHAIR LEVINSON: Second?

4 COMMISSIONER COOPER: I'll second that.

5 CHAIR LEVINSON: Motion made and
6 seconded.

7 Any discussion?

8 (No response.)

9 CHAIR LEVINSON: In all those in favor?

10 (Ayes.)

11 CHAIR LEVINSON: Opposed?

12 (No response.)

13 CHAIR LEVINSON: Motion carries.

14 MS. FAUNTLEROY: The second item for
15 your consideration are applications for initial
16 casino key employee licenses. They include:
17 Frank Angelozzi, Ronald Ardent, Nicholas
18 DeGennaro, Rafael Figueroa, Matthew Hosford,
19 Khurram Khan, Adriene Mitchell, James Puhalski,
20 Allison Sica, Shannon Snyder, Michael Stanton,
21 Kevin Walls, Dinel White, and Michael [sic]
22 Ziegler.

23 CHAIR LEVINSON: Thank you.

24 Do I have a motion?

25 COMMISSIONER COOPER: Yes. Mr. Chair, I

1 ITEM NO. 2

2 move to remand for a hearing the casino key
3 employee license for Jeremy S. Edwards.

4 VICE CHAIR HARRINGTON: No.

5 MS. FAUNTLEROY: The first items are for
6 the initials that there are no objections to.

7 COMMISSIONER COOPER: Forgive me. I was
8 on --

9 CHAIR LEVINSON: That's all right.

10 COMMISSIONER COOPER: I skipped over.

11 Excuse me.

12 With regard to the motion from the
13 Chairman, yes, forgive me.

14 I move to grant the 14 initial key --
15 excuse me -- casino key employee license
16 applications.

17 Thank you.

18 CHAIR LEVINSON: Thank you.

19 Do I have a second?

20 VICE CHAIR HARRINGTON: Second to that
21 motion.

22 CHAIR LEVINSON: Motion made, seconded.

23 Any discussion?

24 (No response.)

25 CHAIR LEVINSON: All in favor?

1 ITEM NO. 2

2 (Ayes.)

3 CHAIR LEVINSON: Opposed?

4 (No response.)

5 CHAIR LEVINSON: The motion carries.

6 MS. FAUNTLEROY: Now with respect to
7 Jeremy S. Edwards, there is an objection by the
8 Division and staff recommendation to remand to
9 the hearing process.

10 CHAIR LEVINSON: Thank you.

11 Do I have a motion?

12 COMMISSIONER COOPER: Yes, Mr. Chair.

13 I move to remand for a hearing the
14 casino key employee license application of
15 Jeremy S. Edwards.

16 CHAIR LEVINSON: Thank you.

17 Is there a second?

18 VICE CHAIR HARRINGTON: I'll second that
19 motion.

20 CHAIR LEVINSON: Motion is made and
21 seconded.

22 Any discussion?

23 (No response.)

24 CHAIR LEVINSON: All those in favor?

25 (Ayes.)

1 ITEM NO. 2

2 CHAIR LEVINSON: Opposed?

3 (No response.)

4 CHAIR LEVINSON: Motion carries.

5 MS. FAUNTLEROY: With respect to
6 Franklin D. Mauger, III, there's a Division
7 recommendation to grant but a staff
8 recommendation to remand to the hearing
9 process.

10 CHAIR LEVINSON: Thank you.

11 Is there a motion?

12 COMMISSIONER COOPER: Yes. Mr. Chair, I
13 move to remand for a hearing the casino key
14 employee license application of Franklin D.
15 Mauger, III.

16 CHAIR LEVINSON: Thank you.

17 Is there a second?

18 VICE CHAIR HARRINGTON: I'll second that
19 motion.

20 CHAIR LEVINSON: Motion made, seconded.

21 Any discussion?

22 (No response.)

23 CHAIR LEVINSON: All those in favor?

24 (Ayes.)

25 CHAIR LEVINSON: Opposed?

1 ITEM NO. 3

2 (No response.)

3 CHAIR LEVINSON: Motion carries.

4 MS. FAUNTLEROY: Thirdly, Robert W.
5 Nakao. There was a Division objection and a
6 staff recommendation to remand.

7 CHAIR LEVINSON: Thank you.

8 Is there a motion?

9 COMMISSIONER COOPER: Yes. I move to
10 remand for a hearing the casino key employee
11 license application of Robert W. Nakao.

12 CHAIR LEVINSON: Thank you.

13 Is there a second?

14 VICE CHAIR HARRINGTON: I'll second that
15 motion.

16 CHAIR LEVINSON: Any discussion?

17 (No response.)

18 CHAIR LEVINSON: All those in favor?

19 (Ayes.)

20 CHAIR LEVINSON: Opposed?

21 (No response.)

22 CHAIR LEVINSON: Motion carries.

23 MS. FAUNTLEROY: Item No. 3 are
24 applications for resubmitted casino key
25 employee licenses. To spare you, they are

1 ITEM NO. 4
2 identified on the agenda as Items a through gg.

3 CHAIR LEVINSON: We all thank you for
4 that.

5 Is there a motion?

6 VICE CHAIR HARRINGTON: I move that we
7 grant the 33 resubmitted casino key employee
8 licenses.

9 CHAIR LEVINSON: Thank you.

10 Is there a second?

11 COMMISSIONER COOPER: I'll second that.

12 CHAIR LEVINSON: Motion made, seconded.

13 Any discussion?

14 (No response.)

15 CHAIR LEVINSON: All those in favor?

16 (Ayes.)

17 CHAIR LEVINSON: Opposed?

18 (No response.)

19 CHAIR LEVINSON: Motion carries.

20 MS. FAUNTLEROY: Item No. 4 are
21 applications for casino key employee licenses
22 and for qualification.

23 The first is John P. Conkin. Conklin,
24 excuse me.

25 CHAIR LEVINSON: Thank you.

1 ITEM NO. 4

2 Do I have a motion?

3 COMMISSIONER COOPER: Yes. I move to
4 grant resubmitted key license and
5 qualification.

6 CHAIR LEVINSON: Thank you.

7 Second?

8 VICE CHAIR HARRINGTON: I'll second that
9 motion.

10 CHAIR LEVINSON: Motion made, seconded.

11 Any discussion?

12 (No response.)

13 CHAIR LEVINSON: This is a roll call
14 vote.

15 MS. FAUNTLEROY: Commissioner Cooper?

16 COMMISSIONER COOPER: Yes.

17 MS. FAUNTLEROY: Vice Chair Harrington?

18 VICE CHAIR HARRINGTON: Yes.

19 MS. FAUNTLEROY: And Chairman Levinson?

20 CHAIR LEVINSON: Yes.

21 MS. FAUNTLEROY: Let the record reflect
22 that the motion passed unanimously.

23 The second is Theresa A. Glebocki.

24 CHAIR LEVINSON: Thank you.

25 Do I have a motion?

1 ITEM NO. 4

2 COMMISSIONER COOPER: Yes. I move to
3 grant resubmitted key license and
4 qualification.

5 CHAIR LEVINSON: Thank you.

6 Is there a second?

7 VICE CHAIR HARRINGTON: I'll second that
8 motion.

9 CHAIR LEVINSON: Any discussion?

10 (No response.)

11 CHAIR LEVINSON: This is a roll call
12 vote.

13 MS. FAUNTLEROY: Commissioner Cooper?

14 COMMISSIONER COOPER: Yes.

15 MS. FAUNTLEROY: Vice Chair Harrington?

16 VICE CHAIR HARRINGTON: Yes.

17 MS. FAUNTLEROY: And Chairman Levinson?

18 CHAIR LEVINSON: Yes.

19 MS. FAUNTLEROY: Let the record reflect
20 that the motion is unanimous.

21 Third, Kristina Klickovich.

22 CHAIR LEVINSON: Is there a motion?

23 COMMISSIONER COOPER: I move to grant
24 resubmitted key license and qualification.

25 CHAIR LEVINSON: Second?

1 ITEM NO. 4

2 VICE CHAIR HARRINGTON: I'll second that
3 motion.

4 CHAIR LEVINSON: Any discussion?

5 (No response.)

6 CHAIR LEVINSON: This is a roll call
7 vote.

8 MS. FAUNTLEROY: Commissioner Cooper?

9 COMMISSIONER COOPER: Yes.

10 MS. FAUNTLEROY: Vice Chair Harrington?

11 VICE CHAIR HARRINGTON: Yes.

12 MS. FAUNTLEROY: And Chairman Levinson?

13 CHAIR LEVINSON: Yes.

14 MS. FAUNTLEROY: Let the record reflect
15 the matter was passed unanimously.

16 Scott A. Noey.

17 CHAIR LEVINSON: Thank you.

18 Is there a motion?

19 COMMISSIONER COOPER: Yes. Mr. Chair, I
20 move to grant resubmitted key license and
21 qualification.

22 CHAIR LEVINSON: Second?

23 VICE CHAIR HARRINGTON: I will second
24 that.

25 CHAIR LEVINSON: Motion made, seconded.

1 ITEM NO. 4

2 Any discussion?

3 (No response.)

4 CHAIR LEVINSON: This is a roll call
5 vote.

6 MS. FAUNTLEROY: Commissioner Cooper?

7 COMMISSIONER COOPER: Yes.

8 MS. FAUNTLEROY: Vice Chair Harrington?

9 VICE CHAIR HARRINGTON: Yes.

10 MS. FAUNTLEROY: And Chairman Levinson?

11 CHAIR LEVINSON: Yes.

12 MS. FAUNTLEROY: The last matter is
13 Thomas C. Fiore, for which there is no
14 objection by the Division and a staff
15 recommendation to remand.

16 CHAIR LEVINSON: Thank you.

17 Do I have a motion?

18 COMMISSIONER COOPER: Yes. I move to
19 remand for a hearing the application of Thomas
20 C. Fiore for a resubmitted key license and
21 qualification.

22 CHAIR LEVINSON: Thank you.

23 Is there a second?

24 VICE CHAIR HARRINGTON: I will second
25 that motion.

1 ITEM NO. 5

2 CHAIR LEVINSON: Any discussion?

3 (No response.)

4 CHAIR LEVINSON: This is a roll call
5 vote.

6 MS. FAUNTLEROY: Commissioner Cooper?

7 COMMISSIONER COOPER: Yes.

8 MS. FAUNTLEROY: Vice Chair Harrington?

9 VICE CHAIR HARRINGTON: Yes.

10 MS. FAUNTLEROY: Chairman Levinson?

11 CHAIR LEVINSON: Yes.

12 MS. FAUNTLEROY: Let the record reflect
13 that the matter was passed unanimously for
14 remand.

15 Item No. 5 are temporary key casino
16 employee licenses issued between April 10,
17 2013, and May 15, 2013, pursuant to Delegation
18 of Authority Resolution No. 13-01-10-16-C.

19 Mr. Plunkett is here to review those
20 matters with you, but no action is required.

21 CHAIR LEVINSON: Thank you.

22 MR. PLUNKETT: Good morning, Chairman,
23 Commissioners.

24 CHAIR LEVINSON: Good morning.

25 MR. PLUNKETT: The following individual

1 ITEM NO. 6
2 submitted licenses via delegated authority
3 subsequent to the April 10th meeting of this
4 year: Kellie DeCelis, Danielle Fugnitti,
5 Leonora Insinger, David Lempka, Lydia Martinez,
6 and Peter Myszka.

7 No further Commission action is
8 required.

9 CHAIR LEVINSON: Thank you.

10 MS. FAUNTLEROY: Item No. 6 are requests
11 for inactivation of casino key employee
12 licenses.

13 Mr. Plunkett will review those with you
14 as well.

15 MR. PLUNKETT: Item 6 consists of 24
16 individuals who, in lieu of filing a casino key
17 employee review form, have requested to be
18 placed on an inactive list for a period not to
19 exceed five years.

20 Staff recommends granting the relief
21 requested.

22 CHAIR LEVINSON: Thank you.

23 I'll entertain a motion.

24 COMMISSIONER COOPER: I move to grant
25 the requested relief and order that the 24

1 ITEM NO. 7
2 casino key employee licenses identified be
3 inactivated.

4 CHAIR LEVINSON: Thank you.

5 Is there a second?

6 VICE CHAIR HARRINGTON: I will second
7 that.

8 CHAIR LEVINSON: Any discussion?

9 (No response.)

10 CHAIR LEVINSON: All those in favor?

11 (Ayes.)

12 CHAIR LEVINSON: Opposed?

13 (No response.)

14 CHAIR LEVINSON: Motion carries.

15 MS. FAUNTLEROY: Item No. 7,
16 consideration of casino key employee license
17 terminations.

18 Mr. Plunkett will present those matters.

19 MR. PLUNKETT: Item 7 contains the names
20 of 13 individuals whose casino employee review
21 deadline was in April of this year, and they
22 have neither filed a key casino employee review
23 form nor have they requested to go on the
24 inactive list.

25 As such, the staff recommends that the

1 ITEM NO. 8

2 casino key employee licenses be terminated.

3 CHAIR LEVINSON: Thank you.

4 Is there a motion?

5 VICE CHAIR HARRINGTON: I move that we
6 order that the 13 casino key employee licenses
7 be terminated.

8 CHAIR LEVINSON: Thank you.

9 Is there a second?

10 COMMISSIONER COOPER: I'll second that.

11 CHAIR LEVINSON: Any discussion?

12 (No response.)

13 CHAIR LEVINSON: All those in favor?

14 (Ayes.)

15 CHAIR LEVINSON: Opposed?

16 (No response.)

17 CHAIR LEVINSON: The motion carries.

18 MS. FAUNTLEROY: Item No. 8 is the Joint
19 Petition of Bally's Park Place, Inc., d/b/a
20 Bally's Atlantic City, Boardwalk Regency
21 Corporation, d/b/a Caesar's Atlantic City, and
22 Showboat Atlantic City Operating Company, LLC,
23 d/b/a Showboat Casino Hotel for the issuance of
24 a multi-casino endorsement pursuant to NJSA
25 5:12-91.1 upon the casino key employee license

1 ITEM NO. 8
2 for Phil Mazzone. As well as for plenary
3 qualification.

4 MR. PLUNKETT: On April 24th, Bally's
5 Atlantic City, Caesar's Atlantic City, and
6 Showboat Atlantic City filed a Joint
7 position -- Petition seeking a multi-casino key
8 endorsement and plenary qualification for Phil
9 Mazzone to serve as President of Slot
10 Operations.

11 Mr. Magazzu is here on behalf of the
12 Petitioner, and Mr. Adams is on the behalf of
13 the Division of Gaming Enforcement.

14 CHAIR LEVINSON: Thank you.
15 Counsel, would you please enter your
16 appearance.

17 MR. MAGAZZU: Good morning, Chair
18 Levinson, Vice Chair Harrington, Commissioner
19 Cooper. Mike Magazzu on behalf of the
20 Petitioners.

21 MR. ADAMS: Good morning, Chairman and
22 Commissioners. Jack Adams, Deputy Attorney
23 General for the Division of Gaming Enforcement.

24 CHAIR LEVINSON: Thank you very much.
25 Mr. Magazzu, like to be heard?

1 ITEM NO. 8

2 MR. MAGAZZU: I would just note that
3 we've reviewed the draft resolution with our
4 client's casino organization, and we ask that
5 you approve the same.

6 Thanks.

7 CHAIR LEVINSON: Thank you.

8 MR. ADAMS: I echo that.

9 CHAIR LEVINSON: Thank you very much.

10 Commissioners, do you have any questions
11 for Counsel?

12 VICE CHAIR HARRINGTON: No.

13 CHAIR LEVINSON: Seeing none, I'll
14 entertain a motion.

15 COMMISSIONER COOPER: Mr. Chair, I move
16 to approve the Joint Petition and grant Phil
17 Mazzone a multi-casino endorsement to his
18 casino key employee license pursuant to NJSA
19 5:12-91.1 and find Mr. Mazzone qualified to
20 serve as Vice President of Slot Operations for
21 Bally's Park Place, Inc., Boardwalk Regency
22 Corporation, and Showboat Atlantic City
23 Operating Company, LLC, in accordance with NJSA
24 5:12-85.1b and NJAC 13:69C-2.6.

25 CHAIR LEVINSON: Okay. Thank you.

1 ITEM NO. 9

2 Is there a second?

3 VICE CHAIR HARRINGTON: I'll second that
4 motion.

5 CHAIR LEVINSON: Motion is made and
6 seconded. This is a roll call vote.

7 MS. FAUNTLEROY: Commissioner Cooper?

8 COMMISSIONER COOPER: Yes.

9 MS. FAUNTLEROY: Vice Chair Harrington?

10 VICE CHAIR HARRINGTON: Yes.

11 MS. FAUNTLEROY: And Chairman Levinson?

12 CHAIR LEVINSON: Yes.

13 MS. FAUNTLEROY: Let the record reflect
14 that the motion passed unanimously.

15 The next item for your consideration is
16 No. 9, which is the Joint Petition of Bally's
17 Park Place, Inc., Boardwalk Regency
18 Corporation, Harrah's Atlantic City
19 Operation -- Operating Company, LLC, and
20 Showboat Atlantic City Operating Company, LLC,
21 for the issuance of a multi-casino endorsement
22 upon the temporary casino key employee license
23 of Stacey Kelsall.

24 Miss Pimpinelli is here to present the
25 matter on behalf of the General Counsel's

1 ITEM NO. 9

2 Office.

3 MS. PIMPINELLI: Good morning, Chairman,
4 Commissioners.

5 CHAIR LEVINSON: Good morning.

6 MS. PIMPINELLI: Miss Kelsall is seeking
7 a multi-casino endorsement to her temporary
8 casino key employee license so that she'll be
9 allowed to perform the duties of Internal Audit
10 Manager for Harrah's and its affiliated
11 properties.

12 Counsel is here if you have any
13 questions.

14 CHAIR LEVINSON: Thank you.

15 MR. MAGAZZU: Miss Kelsall is a new
16 mandatory employee for our internal auditory
17 function for the region.

18 I would just add that we've reviewed the
19 draft resolution within the organization of
20 Miss Kelsall, and we are -- find the verbiage
21 of the draft resolution is acceptable. We ask
22 that you approve the same.

23 CHAIR LEVINSON: Thank you very much.
24 Division?

25 MR. ADAMS: Yeah. Mr. Chairman, we do

1 ITEM NO. 9

2 not oppose the multi-casino endorsement as
3 indicated.

4 I've reviewed the draft resolution. We
5 ask that you enter it.

6 CHAIR LEVINSON: Thank you very much.

7 Commissioners, do you have any questions
8 for Counsel?

9 VICE CHAIR HARRINGTON: No.

10 CHAIR LEVINSON: Hearing none, is there
11 a motion?

12 VICE CHAIR HARRINGTON: Mr. Chairman, I
13 move that we approve the Joint Petition and
14 grant Stacey Kelsall a multi-casino endorsement
15 to her temporary casino key employee license
16 pursuant to NJSA 5:12-91.1, for Bally's Park
17 Place, Inc., Boardwalk Regency Corporation,
18 Harrah's Atlantic City Operating Company, LLC,
19 and Showboat Atlantic City Operating Company,
20 LLC.

21 CHAIR LEVINSON: Thank you.

22 Is there a second?

23 COMMISSIONER COOPER: I'll second that.

24 CHAIR LEVINSON: Motion is made and
25 seconded.

1 ITEM NO. 10

2 Any discussion?

3 (No response.)

4 CHAIR LEVINSON: All those in favor?

5 (Ayes.)

6 CHAIR LEVINSON: Opposed?

7 (No response.)

8 CHAIR LEVINSON: Motion carries.

9 MS. FAUNTLEROY: Item No. 10 is the
10 Joint Petition of Bally's Park Place, Inc.,
11 Boardwalk Regency Corporation, and Showboat
12 Atlantic City Operating Company for the
13 issuance of a multi-casino endorsement upon the
14 casino key employee license of Paul Natello and
15 for his plenary qualification.

16 MS. PIMPINELLI: Chairman and
17 Commissioners, similar to the last matter, Mr.
18 Natello is seeking a multi-casino endorsement
19 to his key employee license as well as plenary
20 qualifications which will allow him to perform
21 the duties of Vice President of Table Games for
22 Bally's, Caesar's, and Showboat.

23 CHAIR LEVINSON: Thank you.

24 Mr. Magazzu?

25 MR. MAGAZZU: Thank you, Chairman and

1 ITEM NO. 10

2 Commissioners.

3 Once again, we have reviewed this draft
4 resolution with Mr. Natello and others within
5 Caesar's, and we find the same to be
6 acceptable. We ask that you approve the same.

7 CHAIR LEVINSON: Thank you.

8 MR. MAGAZZU: Thank you.

9 MR. ADAMS: Mr. Chairman, we do not
10 oppose the relief and ask that you enter the
11 resolution as presented.

12 CHAIR LEVINSON: Thank you.

13 Commissioners, do you have any question?

14 (No response.)

15 CHAIR LEVINSON: Hearing none, is there
16 a motion?

17 COMMISSIONER COOPER: Yes. Mr. Chair, I
18 move to approve the Joint Petition and grant
19 Mr. Natello, a multi-casino endorsement to his
20 casino key license pursuant to NJSA 5:12-91.1
21 and find Mr. Natello qualified to serve as Vice
22 President of Table Games for Bally's Park
23 Place, Incorporated, Boardwalk Regency
24 Corporation, and Showboat Atlantic City
25 Operating Company, LLC, in accordance with NJSA

1 ITEM NO. 10

2 5:12-85.1b and NJAC 13:69C-2.6.

3 CHAIR LEVINSON: Thank you.

4 Is there a second?

5 VICE CHAIR HARRINGTON: I'll second that
6 motion.

7 CHAIR LEVINSON: Any discussion?

8 (No response.)

9 CHAIR LEVINSON: All those in favor?

10 (Ayes.)

11 CHAIR LEVINSON: Opposed?

12 (No response.)

13 CHAIR LEVINSON: The motion carries.

14 MR. MAGAZZU: Thank you.

15 CHAIR LEVINSON: Thank you.

16 MS. FAUNTLEROY: Let me revisit that
17 one.

18 Mr. Natello has a plenary qualification.

19 I believe this should be a roll call vote.

20 CHAIR LEVINSON: Okay.

21 MS. FAUNTLEROY: Commissioner Cooper?

22 CHAIR LEVINSON: This is a roll call
23 vote.

24 MS. FAUNTLEROY: Commissioner Cooper?

25 COMMISSIONER COOPER: Yes.

1 ITEM NO. 11

2 MS. FAUNTLEROY: Vice Chair Harrington?

3 VICE CHAIR HARRINGTON: Yes.

4 MS. FAUNTLEROY: And Chairman Levinson?

5 CHAIR LEVINSON: Yes.

6 MS. FAUNTLEROY: Let the record reflect
7 that the motion was unanimous.

8 Item No. 11 is the consideration of the
9 request of Lyndon Stockton for the surrender of
10 his casino key employee license.

11 CHAIR LEVINSON: Thank you.

12 I'll entertain a motion?

13 Oh. Do we --

14 MS. FAUNTLEROY: Teresa Pimpinelli will
15 present the matter for your consideration.

16 MS. PIMPINELLI: Chairman and
17 Commissioners, Mr. Stockton was granted a
18 casino key employee license which he now seeks
19 to surrender.

20 The request is before you for a
21 determination.

22 Brian Bisciegliia is here on behalf of
23 the Division.

24 CHAIR LEVINSON: Thank you.

25 MR. BISCIEGLIA: Thank you. Good

1 ITEM NO. 12

2 morning, Chairman, Commissioners.

3 The Division has nothing further.

4 CHAIR LEVINSON: Thank you very much.

5 Commissioners have any questions?

6 VICE CHAIR HARRINGTON: No questions.

7 CHAIR LEVINSON: Is there a motion?

8 VICE CHAIR HARRINGTON: Mr. Chairman, I
9 move that we find good cause and permit Lyndon
10 Stockton to surrender his key employee license
11 subject to the condition that Mr. Stockton will
12 not seek to reapply for licensure except as
13 provided in the order.

14 CHAIR LEVINSON: Thank you.

15 Is there a second?

16 COMMISSIONER COOPER: I'll second that.

17 CHAIR LEVINSON: Any discussion?

18 (No response.)

19 CHAIR LEVINSON: All those in favor?

20 (Ayes.)

21 CHAIR LEVINSON: Opposed?

22 (No response.)

23 CHAIR LEVINSON: Motion carries.

24 MS. FAUNTLEROY: Item No. 12, first I
25 need to correct the identification of the item

1 ITEM NO. 12

2 on the agenda. It should be identified as:
3 The consideration of the resubmission
4 application of Eva L. Santiago.

5 Miss Pimpinelli will update you with
6 regard to the status of that matter.

7 CHAIR LEVINSON: Thank you.

8 MS. PIMPINELLI: Yesterday I spoke with
9 Miss Santiago. She was able to provide her
10 contact information. That was the basis for
11 the Division's request that we remand it to a
12 hearing. Notified the Division. And she has
13 provided the Division with her contact
14 information.

15 So I would recommend that the matter be
16 adjourned.

17 CHAIR LEVINSON: Thank you.

18 MR. BISCIEGLIA: The Division is in
19 agreement [sic]. We did receive the contact
20 information from Miss Santiago, and we will be
21 putting this back into investigations, so we
22 will agree to the adjournment.

23 Thank you.

24 CHAIR LEVINSON: Thank you very much.

25 Commissioners have any questions?

1 ITEM NO. 13

2 (No response.)

3 CHAIR LEVINSON: Hearing none, I'll
4 entertain a motion.

5 COMMISSIONER COOPER: Mr. Chairman, I'll
6 make a motion to adjourn.

7 CHAIR LEVINSON: Is there a second?

8 VICE CHAIR HARRINGTON: I'll second
9 that.

10 CHAIR LEVINSON: Discussion?

11 (No response.)

12 CHAIR LEVINSON: Opposed?

13 (No response.)

14 CHAIR LEVINSON: Motion carries.

15 MS. FAUNTLEROY: Thank you.

16 MR. BISCIEGLIA: Thank you.

17 CHAIR LEVINSON: Thank you.

18 MS. FAUNTLEROY: Item No. 13 is the
19 petition of Revel Entertainment Group, LLC, for
20 permission to assume the duties and exercise
21 the powers of Director pending plenary
22 qualification pursuant to NJAC 19:43-2.7.

23 Miss Wozniak is here to present the
24 matter on behalf of General Counsel's Office.

25 CHAIR LEVINSON: Thank you.

1 ITEM NO. 13

2 MS. WOZNIAK: Good morning, Chairman and
3 Commissioners.

4 CHAIR LEVINSON: Good morning.

5 MS. WOZNIAK: I would just like to note
6 for the record that there is an amendment filed
7 by Miss Kaufman this morning dated May 14th.
8 It's merely an amendment to the Petition to
9 clarify that the individual referred to is
10 Thomas Michael Benninger.

11 And also a draft resolution was prepared
12 and distributed to the parties.

13 Miss Kaufman is here on behalf of the
14 Petition and Mr. Adams for the DGE.

15 CHAIR LEVINSON: Thank you.

16 MS. KAUFMAN: Good morning. We have
17 reviewed the Petition, and we have no
18 objections.

19 It just want to mention that these three
20 directors that we have requested temporary
21 qualification for are Gregory Dahl -- I'm
22 sorry -- Jeffrey Dahl, Gregory Roselli, and
23 Thomas Michael Benninger. They are all
24 respected in their fields, and we are very
25 pleased to welcome them to the Revel Board.

1 ITEM NO. 13

2 And Mr. Roselli is here with us today.

3 Mr. Roselli? Could you stand?

4 Thank you.

5 There also will be two more directors
6 appointed to the Revel Board pending their
7 temporary qualification. Their disclosure
8 forms and petitions for temporary qualification
9 have been filed and are pending.

10 Thank you.

11 CHAIR LEVINSON: Thank you.

12 Just before this -- can everyone enter
13 their appearance on the record, please?

14 MS. KAUFMAN: Oh. Lynne Kaufman for
15 Cooper Levenson.

16 MR. LEVENSON: Lloyd Levenson, Cooper
17 Levenson, on behalf of Revel.

18 CHAIR LEVINSON: Thank you.

19 MR. ADAMS: Jack Adams, Deputy Attorney
20 General for the Division of Gaming Enforcement.

21 CHAIR LEVINSON: Thank you.

22 Mr. Adams?

23 MR. ADAMS: Yeah. Mr. Chairman, you
24 have our letter in response to the Petition.
25 We don't oppose the temporary qualification and

1 ITEM NO. 13

2 reviewed the draft resolution, and it's
3 acceptable to the Division.

4 CHAIR LEVINSON: Thank you very much.

5 Commissioners, do you have any questions
6 for Counsel?

7 VICE CHAIR HARRINGTON: No questions.

8 CHAIR LEVINSON: Hearing none, I'll
9 entertain a motion on this matter.

10 VICE CHAIR HARRINGTON: I move that we
11 adopt the draft resolution and authorize on a
12 temporary basis and prior to their plenary
13 qualification permission to assume the duties
14 and exercise the powers as a member of the
15 Board of Directors for Revel AC, Inc., subject
16 in each instance to the conditions contained in
17 NJAC 19:43-2 -- or 2.7(c) and (d) for Thomas M.
18 Benninger, Jeffrey Dahl, and Gregory Roselli.

19 CHAIR LEVINSON: We'll have independent
20 roll call votes on each?

21 VICE CHAIR HARRINGTON: Yes.

22 MS. FAUNTLEROY: Yes.

23 For Mr. Benninger?

24 CHAIR LEVINSON: Is there a second?

25 COMMISSIONER COOPER: I'll make the

1 ITEM NO. 13

2 second.

3 CHAIR LEVINSON: Any discussion?

4 (No response.)

5 CHAIR LEVINSON: This is a roll call

6 vote.

7 MS. FAUNTLEROY: Commissioner Cooper?

8 COMMISSIONER COOPER: Yes.

9 MS. FAUNTLEROY: Vice Chair Harrington?

10 VICE CHAIR HARRINGTON: Yes.

11 MS. FAUNTLEROY: And Commissioner --

12 Chairman Levinson?

13 CHAIR LEVINSON: Yes.

14 MS. FAUNTLEROY: Jeffrey Dahl?

15 CHAIR LEVINSON: Is there a second?

16 COMMISSIONER COOPER: I'll make the

17 second.

18 CHAIR LEVINSON: Any discussion?

19 (No response.)

20 CHAIR LEVINSON: In this is a roll call

21 vote.

22 MS. FAUNTLEROY: Commissioner Cooper?

23 COMMISSIONER COOPER: Yes.

24 MS. FAUNTLEROY: Vice Chair Harrington?

25 VICE CHAIR HARRINGTON: Yes.

1 ITEM NO. 15

2 MS. FAUNTLEROY: And Chairman Levinson?

3 CHAIR LEVINSON: Yes.

4 MS. FAUNTLEROY: Gregory Roselli?

5 CHAIR LEVINSON: Is there a second?

6 COMMISSIONER COOPER: I'll make the
7 second.

8 CHAIR LEVINSON: Any discussion?

9 (No response.)

10 CHAIR LEVINSON: This is a roll call
11 vote.

12 MS. FAUNTLEROY: Commissioner Cooper?

13 COMMISSIONER COOPER: Yes.

14 MS. FAUNTLEROY: Vice Chair Harrington?

15 VICE CHAIR HARRINGTON: Yes.

16 MS. FAUNTLEROY: Chairman Levinson?

17 CHAIR LEVINSON: Yes.

18 MS. FAUNTLEROY: Let the record reflect
19 that all three were voted unanimously.

20 Item No. 14 -- excuse me. Let me jump
21 to Item No. 15 before we proceed to 14.

22 Item 15 is the Petition of Revel
23 Entertainment Group, LLC, for the issuance of a
24 temporary casino key employee license to
25 Randall Fine pursuant to NJSA 5:12-89(e).

1 ITEM NO. 15

2 MR. PLUNKETT: On May 9th a petition was
3 filed on behalf of Randall E. Fine for a
4 temporary casino key employee license and
5 temporary qualification to serve as Senior Vice
6 President of Marketing for Revel Entertainment
7 Group.

8 Mr. Fine was found qualified to the
9 standard of the casino key employee in
10 conjunction with the Fine Point Group CSI
11 license in February of 2012.

12 As such, staff recommends and the
13 Division concurs that Mr. Fine be granted a
14 plenary casino key employee license and
15 qualification to serve as the Vice President of
16 Marketing concurrent with the Fine Point
17 qualification and review deadline of February
18 28th, 2017.

19 A draft resolution has been circulated
20 to the parties.

21 Miss Kaufman is here on behalf of the
22 Petitioner, and Jack Adams is here on behalf of
23 the Division.

24 CHAIR LEVINSON: Thank you.

25 MS. KAUFMAN: Good morning.

1 ITEM NO. 15

2 CHAIR LEVINSON: Miss Kaufman?

3 MS. KAUFMAN: I'll enter my appearance
4 for this matter. Lynne Kaufman, Cooper
5 Levenson on behalf of Revel and Mr. Fine.

6 We are pleased that he can be plenary
7 qualified, and we welcome him aboard as Senior
8 Vice President of Marketing.

9 Mr. Fine is with us today. And I would
10 introduce him.

11 Hiding in the corner.

12 (Laughter.)

13 MS. KAUFMAN: Thank you.

14 CHAIR LEVINSON: Thank you.

15 Mr. Adams?

16 MR. ADAMS: Mr. Chairman, we don't
17 oppose of the relief.

18 And we have reviewed the draft
19 resolution and find it acceptable.

20 CHAIR LEVINSON: Thank you very much.

21 Commissioners, do you have any questions
22 for Counsel?

23 (No response.)

24 Hearing none, I'll entertain a motion on
25 this matter.

1 ITEM NO. 15

2 VICE CHAIR HARRINGTON: Mr. Chairman, I
3 move that we approve the petition and issue
4 Randall Fine a key -- casino key employee
5 license pursuant to NJSA 5:12-89(e) and find
6 Mr. Fine plenary qualified to serve as Senior
7 Vice President of Marketing for Revel
8 Entertainment Group, LLC, in accordance with
9 NJSA 5:12-85.1B and NJAC 13:69c-2.6.

10 CHAIR LEVINSON: Thank you.

11 Is there a second?

12 COMMISSIONER COOPER: I'll -- excuse me.
13 I'll second that, Mr. Commissioner.

14 CHAIR LEVINSON: Thank you.

15 Any discussion?

16 (No response.)

17 CHAIR LEVINSON: This is a roll call
18 vote.

19 MS. FAUNTLEROY: Commissioner Cooper?

20 COMMISSIONER COOPER: Yes.

21 MS. FAUNTLEROY: Vice Chair Harrington?

22 VICE CHAIR HARRINGTON: Yes.

23 MS. FAUNTLEROY: And Chairman Levinson?

24 CHAIR LEVINSON: Yes.

25 MS. FAUNTLEROY: Thank you.

1 ITEM NO. 14

2 Now we'll return to Item No. 14, which
3 is the Petition of Revel Entertainment Group,
4 LLC, and Revel AC, Inc., for approval of a
5 prepackaged plan of bankruptcy and related
6 rulings.

7 Ms. Wozniak is again here to present on
8 behalf of General Counsel's Office.

9 MS. WOZNIAK: Chairman, Commissioners,
10 I'll note for the record a draft resolution was
11 updated as of this date and distributed to the
12 parties.

13 You also have a sealing request. And in
14 addition, this morning you have an order from
15 the Division of Gaming Enforcement dated this
16 date granting a temporary and conditional
17 waiver to Chatham Revel Voteco.

18 CHAIR LEVINSON: Thank you.

19 Counsel has already entered their
20 appearances.

21 Daryl?

22 MR. NANCE: Chair, Commissioners, the
23 premarked exhibits are as follows:

24 The Casino Control Commission has one
25 exhibit for identification only. C-1 is a

1 ITEM NO. 14

2 draft resolution.

3 The Division of Gaming Enforcement
4 submitted one exhibit premarked D-1. D-1 is a
5 report dated May 10, 2013, on Petition of Revel
6 Entertainment Group, LLC, for declaratory
7 rulings regarding approval of a plan of
8 reorganization and related matters by John
9 Adams, Deputy Attorney General.

10 Petitioners submitted three exhibits
11 premarked as P-1 through P-3. P-1 is a Notice
12 of Immaterial Modifications to the debtors'
13 Joint Plan of Reorganization pursuant to
14 Chapter 11 of the Bankruptcy Code. P-2 is a
15 Supplemental to Joint Plan of Reorganization of
16 Revel AC, Inc., and its debtor affiliates
17 pursuant to Chapter 11 of the Bankruptcy Code.
18 P-3 is the First Supplement to Plan Supplement
19 to the Joint Plan of Reorganization of Revel
20 AC, Inc., and its debtor affiliates pursuant to
21 Chapter 11 of the Bankruptcy Code.

22 Those are the exhibits.

23 CHAIR LEVINSON: Thank you very much.

24 And I understand there is a sealing
25 request. Is there objection to the sealing

1 ITEM NO. 14

2 request or the marking of exhibits into
3 evidence?

4 MR. ADAMS: No objection.

5 CHAIR LEVINSON: Miss Kaufman? You
6 good?

7 MS. KAUFMAN: I don't want -- I move the
8 Petition.

9 CHAIR LEVINSON: I move that we grant
10 the sealing request and mark the exhibits into
11 evidence.

12 Do I have a second?

13 COMMISSIONER COOPER: I'll second that,
14 Mr. Chair.

15 CHAIR LEVINSON: Any discussion?

16 (No response.)

17 CHAIR LEVINSON: All those in favor?

18 (Ayes.)

19 CHAIR LEVINSON: Opposed?

20 (No response.)

21 CHAIR LEVINSON: Motion carries.

22 Mr. Levenson or Miss Kaufman?

23 MR. LEVENSON: Ready?

24 CHAIR LEVINSON: Yup.

25 MR. LEVENSON: Chairman Levinson --

1 ITEM NO. 14

2 Sorry. I just love the way that sounds.

3 (Laughter.)

4 CHAIR LEVINSON: Spelled differently.

5 MR. ADAMS: Spelled differently, Lloyd.

6 MR. LEVENSON: He spells it correctly.

7 MR. ADAMS: Yeah.

8 VICE CHAIR HARRINGTON: Details.

9 MR. LEVENSON: Chairman Levinson, Vice
10 Chair Harrington, and Commissioner Cooper, good
11 morning.

12 Before I introduce the remaining
13 representatives of Revel we have here today, I
14 want to give you a brief overview of why we are
15 here.

16 We are today asking, as was stated,
17 seeking approval of a prepackaged Chapter 11
18 plan of reorganization, including the issuance
19 of new equity interests, the extinguishment of
20 any rights in connection with the previous
21 equity interests and the approval of an
22 immaterial debt transaction pursuant to NJAC
23 13:69C-4.2 -- 4.3, including any required
24 financial stability findings.

25 As you will hear today, Revel's debt

1 ITEM NO. 14

2 will be reduced by 84 percent from 1.2 billion
3 to 350 million through an exchange of debt for
4 equity.

5 Just recently, the other day, on May
6 13th, US Bankruptcy Court in Camden confirmed
7 the plan under Chapter 11. The plan was
8 unanimously accepted by the creditors voting on
9 the plan in connection with Revel's prepackaged
10 solicitation of votes.

11 Revel expects to emerge from bankruptcy
12 next week. Our testimony will show today that
13 not only will Revel emerge out of bankruptcy
14 with a significantly reduced debt load but that
15 the initiatives, amenities, and focus of its
16 management team, led by Jeff Hartmann, will
17 drive revenue growth by attracting gaming,
18 leisure, and convention guests to Revel.

19 Before we continue, I just want to make
20 sure that -- people that you've already met but
21 meet again is Jeff Hartmann, who is the interim
22 CEO and Dennis Stogsdill, the Chief
23 Restructuring Officer. Both of those gentlemen
24 will be testifying today, so you will see them
25 again.

1 ITEM NO. 14

2 At this point I'd like to turn the
3 proceedings over to Ms. Kaufman who will call
4 our first witness.

5 CHAIR LEVINSON: Thank you.

6 MS. KAUFMAN: Good morning again.

7 Before I call the first witness, I'd
8 like to address a few items that are in our
9 Petition.

10 One matter is that there are certain
11 provisions in our Petition requesting relief in
12 connection with an ICA. Since the ICA Petition
13 is not being heard at this time, we ask for
14 those requests to be held until such time as
15 the ICA Petition is heard.

16 Additionally, certain documents that
17 have been submitted as part of Exhibit P-2 I
18 want to reference, and they are relevant to the
19 approval in connection with the issuance of new
20 securities, and that is the amended and
21 restated formation documents of all the Revel
22 entities.

23 I want to state that the Casino Control
24 Commission mandatory required language under
25 Sections 85D and 1 and 5 are contained in those

1 ITEM NO. 14
2 documents. They have not been changed since
3 they were approved by the Commission in
4 connection with Revel's license hearing.

5 Also, I want to make reference to a
6 management incentive plan that is also part of
7 Exhibit P-2 and that, again, we're asking for
8 approval in connection with approval of the
9 issuance of new securities.

10 Also, before I call Dennis, Dennis
11 Stogsdill is the Chief Restructuring Officer,
12 and we are calling him today in furtherance of
13 our position that the papers that have been
14 submitted, as well as the evidence you will
15 hear today, show that Revel is financially
16 stable and will be financial stable, and we're
17 seeking approval of a material debt
18 transaction.

19 Usually in a case of an operating
20 casino, projections rely heavily on past
21 operating results. We submit today that the
22 forecasts that we've provided to you do not
23 heavily rely on past operating results because
24 of not only the stunning reduction in debt that
25 the plan of reorganization brings on but also

1 DENNIS STOGSDILL - KAUFMAN
2 in view of the new management team and new
3 initiatives, amenities, facilities, and
4 outlook.

5 That being said, we'll call Dennis
6 Stogsdill.

7 CHAIR LEVINSON: Thank you.

8
9 DENNIS STOGSDILL, was duly sworn to
10 testify in this matter.

11
12 MR. NANCE: Please state your name for
13 the record.

14 THE WITNESS: Dennis Stogsdill.

15 MR. NANCE: Thank you.

16

17 DIRECT EXAMINATION BY MS. KAUFMAN:

18 Q. Good morning.

19 A. Good morning.

20 Q. Could you tell us your current title and
21 how long you've held that title?

22 A. Chief Restructuring Officer of Revel
23 Entertainment since February 17th, 2013.

24 Q. And could you tell us a little about
25 your background that brought you to that position.

1 DENNIS STOGSDILL - KAUFMAN

2 A. I was first hired by Revel Entertainment
3 in November of 2012 as a financial advisor to assist
4 them in the activities of raising additional debt to
5 help them get through their issues. I was then
6 appointed to be Chief Restructuring Officer, like I
7 said, in February.

8 Q. Thank you.

9 Implementation of the plan of
10 restructuring results in complete overhaul of both the
11 debt and equity of Revel. Could you explain what will
12 be happening to the \$895 million worth of existing
13 term loans as well as the \$387 million worth of second
14 lien loans?

15 A. Both of those issuances will be
16 completely equitized and converted into new co-equity
17 of reorganized Revel.

18 Q. Okay. And what does that mean? Who is
19 going to own Revel? Sorry. For some of us.

20 A. Sure.

21 Q. Who will own Revel?

22 A. The prior owners of the term loan, the
23 \$895 million term loan will be converted into the new
24 equity holders of the new Revel. The \$387 million of
25 the second lien notes will be completely equitized.

1 DENNIS STOGSDILL - KAUFMAN

2 They will not become equity holders. Instead they
3 will get the rights in what we are called the earned
4 proceeds.

5 Q. Okay. So I think what I'm hearing you
6 say is that the \$895 million goes away.

7 A. Completely goes away.

8 Q. Okay. And the \$387 million now becomes
9 a payment right?

10 A. It does.

11 Q. Okay. And there also was debtor-in-
12 possession financing during these bankruptcy
13 proceedings. Could you tell us a little about that
14 and what will happen to that?

15 A. Sure.

16 As of the emergence date, which we
17 anticipate to be May 21st, next week, that roughly
18 \$250 million of debtor-in-possession financing will be
19 refinanced with the proceeds of what we call it our
20 exit financing. Exactly. Yes.

21 Q. Okay. Now would be a good time for me
22 to ask you about the exit financing.

23 A. Sure.

24 Exit financing is two tranches of debt.
25 A \$250 million -- I'm sorry. Excuse me.

1 DENNIS STOGSDILL - KAUFMAN

2 (Laughter.)

3 A. A \$275 million --

4 THE WITNESS: It's changing, Jack;
5 right?

6 MR. ADAMS: Yes, it has.

7 A. It's a \$275 million term loan and also a
8 \$275 million revolving credit facility, totaling \$350
9 million.

10 MS. KAUFMAN: Okay. I would just like
11 to make sure that the record reflects that that
12 amount is different than the amount on our
13 Petition and also in the exhibits we submitted,
14 but what Mr. Stogsdill is testifying to is the
15 actual correct amount.

16 Q. And how much the exit facility, the
17 revolver part, will you be using about the time you
18 emerge from bankruptcy?

19 A. At the time of emergence, we expect to
20 use roughly between 6 and \$10 million of the revolving
21 credit facility. The other -- the \$275 million is
22 effectively drawn and used at emergence.

23 Q. Okay. And under the new -- with the new
24 debt, what -- what are your interest requirements
25 going to look like? And how do they compare to what

1 DENNIS STOGSDILL - KAUFMAN

2 you were paying before?

3 A. The interest rate on the revolving
4 credit facility is Libor plus six percent, which is
5 really, one is our one-percent floor. It's a total of
6 7 percent interest on the drawn amounts on the
7 revolver. So that 6 to \$10 million at emergence will
8 have a 7 percent interest rate. The term loan will be
9 a 14 and a half percent interest rate in what's called
10 payment-in-kind, which will just accrue to the
11 balance. It essentially is not a cash outlay by the
12 company. We have the option to pay in cash or in
13 payment-in-kind.

14 Q. Okay. And how does that compare -- what
15 you're going to be paying -- how does that compare to
16 what you were paying before?

17 A. On the basis of what's paid in cash,
18 it's roughly a 96 percent reduction. I'd say a
19 massive, drastic -- pick your adjective -- reduction.
20 And the amount of cash interest paid. Going forward,
21 we'll at most be paying 4 to \$5 million annually in
22 cost.

23 Q. Okay. That is significant.

24 As you know, though, we are not only
25 here because of the large debt load of Revel, but

1 DENNIS STOGSDILL - KAUFMAN

2 we're also here because of the failure to achieve
3 revenue goals. The plan projects a quick operational
4 turnaround, and Jeff Hartmann will be testifying as to
5 what Revel will be doing to achieve that.

6 My question for you is: Often when you
7 do have new initiatives, you also have many more
8 expenses. Could you tell me what Revel's going to
9 look like on the expense side now?

10 A. Well, we have embarked on several
11 initiatives to reduce the overall cost structure of
12 Revel. The first, as you've probably read in the
13 newspapers recently, we had a reduction in our labor
14 force that will save the entity roughly \$14 million
15 annually.

16 We are also currently going through an
17 exercise to better deploy our existing labor assets,
18 and we hope that to save many more millions of
19 dollars.

20 And, lastly, just actually yesterday, we
21 kicked off an initiative to further rationalize our
22 cost basis, the non-labor cost basis, and we hope that
23 to save tens of millions of dollars going forward as
24 well. So we're working feverishly to reduce the cost
25 structure as well.

1 DENNIS STOGSDILL - KAUFMAN

2 Q. Okay. You were recently quoted in the
3 paper -- and I can't always believe everything you
4 read -- but as saying that Revel will still sustain
5 losses after the bank -- after you emerge. Could you
6 elaborate on that a bit?

7 A. Sure.

8 Well, in a lot of ways, the company is
9 still in a startup mode. The business has only been
10 opened I think a year, and we're still getting our
11 footing underneath us. And especially during the off
12 season or shoulder season, we'll be continuing and
13 expect to lose money going forward. We -- as our
14 projections that are underlying our plan of
15 reorganization and disclosure statement filed in the
16 Bankruptcy Court, we expect to become profitable at
17 the beginning of the summer of 2014.

18 Q. Okay. I mentioned that we are relying
19 heavily on forecasts. And the initial licensure
20 forecasts, which I know you were not involved with,
21 were, let's just say, a bit off.

22 A. They are very ambitious. Yes.

23 Q. How should we be confident about your
24 forecasts? Or why should be confident?

25 A. Because I did them? That's not good

1 DENNIS STOGSDILL - KAUFMAN

2 enough?

3 (Laughter.)

4 A. No.

5 Q. Well, could you tell us a little bit
6 about the history --

7 A. Sure.

8 Q. -- because you have been here a few
9 months. I know you did some forecasting.

10 A. Yes. So the forecasts that we put
11 together, again, that underlie the disclosure
12 statement were put together in February, March time
13 frame, like you said in your opening statement, do
14 take into conversation a lot of facts and
15 circumstances of what's going on currently at the
16 business. So as Jeff will get into with the new
17 amenities, the cost rationalization initiatives, and
18 just a better acceptance of what's going on in the
19 marketplace, we think that the forecasts adequately
20 and conservatively represent what Revel is capable of
21 producing in earnings capacity.

22 Q. Now, the DGE does call the forecasts
23 "optimistic." Is there any flexibility if you don't
24 meet those targets?

25 A. Certainly. You know, the projections

1 DENNIS STOGSDILL - KAUFMAN
2 are just numbers on a piece of paper. They are fluid.
3 You know, the actual operations are fluid. And we do
4 have levers to pull, whether it's additional cost
5 savings or there are other things that are not
6 necessarily in the projections, such as the cost
7 rationalization issues or initiatives that I mentioned
8 a few minutes ago. Those were not incorporated into
9 those forecasts.

10 Also, as you may have heard, we are
11 considering going to smoking, and that will increase
12 our revenue base as well. And some of the actual
13 amenities that we're bringing on-line this summer were
14 not included in that forecast as well. So there is
15 some upside not included in that forecast.

16 As far as financial flexibility, we have
17 the ability -- the reason it's there is that the
18 revolving credit facility is roughly \$75 million of
19 funds to offset those losses or projected losses for
20 the next 12 months.

21 Q. Okay. And in addition to what you've
22 just described, do you believe that, if necessary --
23 and I know this is conjecture, but just maybe based on
24 past history, if you -- Revel will have access to
25 additional capital if needed?

1 DENNIS STOGSDILL - KAUFMAN

2 A. Yeah. I believe so. It's -- the record
3 is -- it's littered with consistent support from our
4 investor base, going back to last summer when the
5 company was first having liquidity problems raised a
6 hundred million dollars from it's existing lender
7 base. And then in December of 2012 when I was
8 involved, we raised another \$150 million. Then again
9 with the filing, raised another \$42 million. And then
10 again with this exit facility, another \$75 million of
11 fresh capital. I would say that is a pretty
12 consistent record of support from our investor base.

13 Q. Okay. I would add that these investors
14 are now also going to be the owners?

15 A. They are going to be the owners, and
16 they are economically incented [sic] to continue to
17 support their investment.

18 Q. Okay. After you emerge, what happens to
19 the unsecured creditors' claims?

20 A. They are reinstated a hundred percent.
21 They are not compromised whatsoever. And, in fact,
22 many of them have been getting paid in the ordinary
23 course throughout the bankruptcy period. So that's
24 local trade vendors, construction vendors, employees
25 have all been getting paid at a hundred cents.

1 DENNIS STOGSDILL - KAUFMAN

2 Q. Okay. A while back there was a -- there
3 was much publicity about contractors not receiving
4 payments and many outstanding claims. Could you
5 update us on that?

6 A. Oh, sure. As part of the \$150 million
7 new capital we raised in December, \$35 million of that
8 was set aside explicitly for construction claims that
9 were left over from the base building construction.
10 And as of today, that \$35 million has been almost
11 completely deployed -- I think there's about 4
12 million, \$4.1 million left. And out of a hundred
13 and -- 160-plus construction vendors that were owed
14 monies, when I came to work with the company in
15 December and November, all but -- I think all about
16 four have been paid.

17 Q. Okay. I just can't overemphasize how
18 pleased I know everyone is with that, and we haven't
19 been reading what we have been reading in the paper.
20 And I think it certainly shows Revel is on the right
21 track now.

22 MS. KAUFMAN: That's all for my direct
23 at this time.

24 CHAIR LEVINSON: Thank you, Miss
25 Kaufman.

1 DENNIS STOGSDILL - ADAMS

2 Mr. Adams?

3 MR. ADAMS: Thank you, Mr. Chairman.

4

5 CROSS-EXAMINATION BY MR. ADAMS:

6 Q. I want to start with the exit revolver.
7 You mentioned that coming out you will need to spend 6
8 to 10 of that exit revolver coming out of bankruptcy;
9 is that right?

10 A. Yes, sir.

11 Q. All right. So coming out, you will have
12 anywhere between 65 to 69 available; is that correct?

13 A. Exactly.

14 Q. Okay. And you mentioned in response to
15 Ms. Kaufman's question about the statement about
16 losing money going forward. Do you anticipate over
17 the next six months losing money? And if you do or
18 don't, could you elaborate on that?

19 A. Yes, we do. Although, obviously, not
20 every day of that period or every month of that
21 period. The summer is going to be drastically better
22 than, for example, November.

23 Q. Okay. You also mentioned that assuming
24 things don't go quite as well as you forecast, what --
25 how do you envision handling the situation? For

1 DENNIS STOGSDILL - ADAMS

2 example, there are some financial covenants, I
3 believe, that are involved with respect to the
4 revolver. And can you elaborate how they are
5 implicated in this whole situation and what's your
6 methodology to address them?

7 A. Sure. The majority of the financial
8 covenants, mainly the profitability covenants, do not
9 really kick in until 2015, December of 2015. So we
10 have quite a bit of time before we're really measured
11 by profitability covenants. There is one covenant
12 called a minimum liquidity covenant. That is a daily
13 test throughout that period. And we have structured
14 it and negotiated it in such a way that we believe we
15 have sufficient liquidity and sufficient cushion in
16 that covenant to operate with tons of flexibility
17 between now and next year.

18 Q. Okay. And I believe you testified on
19 direct that you expect Revel to be profitable next
20 summer; is that correct?

21 A. Yes.

22 Q. And can you elaborate on how you came to
23 that determination?

24 A. Well, to be clear, actually, we expect
25 to be profitable at various times this summer as well.

1 DENNIS STOGSDILL - ADAMS

2 But it's really not until next summer that we are
3 profitable on a trailing 12 months point of view,
4 until we're profitable in that point of view. But we
5 expect to be -- for example, we're profitable on
6 weekends. We're profitable on certain portions of the
7 summer. Or expect to be this summer. But not until
8 next summer that we expect to be over a longer period
9 of time sustainably profitable.

10 Q. Okay. This may be somewhat repetitious,
11 but I believe it's worth noting. On a going-forward
12 basis, assuming your revenue projections are not met,
13 and you have to dip into the revolver as has been the
14 case, as you know, for the past 13, 15 months, how do
15 you -- how do you propose to handle that situation?

16 A. You mean if a revenue -- actual revenue
17 is less than what we expect?

18 Q. Yes.

19 A. Well, like any company, there are other
20 levers that you can pull. And when revenue is not
21 going as expected, your variable costs go down as
22 well, so it doesn't exactly drop to the bottom line,
23 as we said. There are certain levers in the business
24 that we would expect to pull to reduce costs to offset
25 those revenue shortages.

1 DENNIS STOGSDILL - ADAMS

2 Q. Okay. Let's talk about reducing the
3 costs, which you've testified about. Can you go into
4 some detail about these costs savings that you've
5 already talked about? You mentioned the employees and
6 saving money there. And then you mentioned something
7 else about cost savings. Can you elaborate on that a
8 little bit further?

9 A. Sure.

10 The labor reduction, obviously, the
11 expectations for the property was that volume and
12 revenue was going to be greater than it has been. So,
13 essentially, the property was staffed up greater than
14 it needed to be. So by reducing the overall full-time
15 employees, we reduced overall cost basis.

16 Then a second point of the cost --
17 second point I made about cost reduction was to better
18 staff the employees that we they have. So that's
19 better scheduling. That's, you know, fewer employees
20 in the cage or fewer dealers during slow times.
21 Hundreds of different examples like that.

22 And then, lastly, the cutting the
23 non-labor expenses goes from anything from -- frankly,
24 we negotiated a pretty publicized reduction in our
25 real estate tax with the City to reducing the utility

1 DENNIS STOGSDILL - ADAMS
2 costs to reducing food and beverage costs. I don't
3 want to bore you with too much, but I could go down
4 the list on a profit-and-loss statement. But it's a
5 big property, and there are a lot of costs, roughly
6 \$300 million a year. So there are a lot of things for
7 us to address from -- you know, to give you one
8 example, we are going to reduce the -- change out the
9 lights in the parking lot to switch out with energy
10 efficient LED lights. That will save us \$400,000 a
11 year and also provide us with a \$450,000 tax grant.
12 Just one example. We have a long list like that to
13 address in our cost structure.

14 Q. Okay. You mentioned, I think, saving
15 tens of millions of dollars potentially by doing this.
16 Is that a fair statement?

17 A. Yes.

18 Q. Okay. And this is on a yearly basis?

19 A. Well, we haven't --

20 Q. Over the course --

21 A. Over the course of --

22 Q. Over the course.

23 A. Because we haven't exactly quantified
24 what the potential savings are from an initiative.

25 Q. Now, one of the areas, and perhaps Mr.

1 DENNIS STOGSDILL - ADAMS

2 Hartmann will testify to this as well, that needs a
3 tremendous turnaround is slot revenue. What -- what
4 is happening, and what will happen with Revel to
5 increase slot revenue?

6 A. You're right. You are stealing a little
7 bit of Jeff's thunder there. But generally we are
8 going to be better communicating with the slot
9 customer and provide for a better experience and
10 communication with the gaming customer. We also, you
11 have heard recently, opened a high-limit slots lounge
12 just this past weekend. But I'll let Jeff go into
13 that a little bit more.

14 Q. Okay. Would it be fair to say -- and,
15 again, Jeff's right here -- that this is a key
16 component of Revel's potential turnaround, absent a
17 significant increase in slot revenue, Revel is still
18 going to be in trouble. Would that be a fair
19 statement?

20 A. Say that one more time, Mr. Adams?

21 Q. Absent an increase -- a substantial
22 increase in slot revenue, Revel will still struggle to
23 survive in this market.

24 A. Well, it depends on the increase. I
25 don't like to pin all of the hopes or problems of

1 DENNIS STOGSDILL - ADAMS

2 Revel on just slots. There are a lot things for us to
3 address from slots, table games, and expenses. But
4 certainly slots -- the slot performance has been a
5 problem for last 12 months.

6 Q. Now, you have had a chance, obviously,
7 to review our report that we've filed with the
8 Commission, and you touched on this briefly in your
9 initial testimony that the -- the exit facility has
10 increased in total to 350 million; 275 term loan, and
11 75 revolver. The Division's report focused on a term
12 of, I believe, 260?

13 A. Yes.

14 Q. Would you agree that the analysis
15 contained in our report is still viable even though an
16 extra 15 million was put onto the term loan?

17 A. Yes.

18 Q. And that is also due, in part, because
19 we suggested an uptick in the revolver was being
20 discussed at one point up to 25 million; is that
21 correct?

22 A. Yes.

23 Q. And that's now gone.

24 A. That exact provision --

25 Q. Yes.

1 DENNIS STOGSDILL - ADAMS

2 A. -- build in, call it a 25 million
3 upsizing, is out.

4 Q. Yes.

5 A. But we still have the ability to upsize
6 the revolver. It's just not technically built into
7 the structure.

8 Q. And that will continue post bankruptcy;
9 correct?

10 A. Yes. Yes.

11 Q. With the new owners, as you've already
12 described.

13 A. Yes. Upon a 51 percent vote, we could
14 upsize the revolver if we needed to.

15 MR. ADAMS: Just one second.

16 (Conferring.)

17 MR. ADAMS: I don't have anything
18 further at this time.

19 CHAIR LEVINSON: Thank you.

20 Miss Kaufman? Mr. Levenson? Anything
21 further questions?

22 MS. KAUFMAN: No.

23 MR. ADAMS: Thank you.

24 CHAIR LEVINSON: Okay. Commissioners,
25 do you have any questions for the witness?

1 DENNIS STOGSDILL

2 THE WITNESS: Oops.

3 (Laughter.)

4 CHAIR LEVINSON: Not so fast.

5 (Laughter.)

6 CHAIR LEVINSON: Not so fast. Drink
7 some more water.

8 (Laughter.)

9 THE WITNESS: Oh, really?

10 VICE CHAIR HARRINGTON: Chair, a couple
11 of questions, if I may.

12 CHAIR LEVINSON: Sure. Vice Chair
13 Harrington?

14 VICE CHAIR HARRINGTON: First, thank
15 you. A lot of what I was curious about has
16 been answered. And I was particularly
17 interested in hearing who was going to be paid.
18 And if I'm understanding, the unsecured claims,
19 and that satisfaction.

20 Is Revel still in dispute or litigation
21 with Tishman Construction?

22 THE WITNESS: Yes. Very much so.

23 VICE CHAIR HARRINGTON: Okay.

24 (Laughter.)

25 VICE CHAIR HARRINGTON: Okay.

1 DENNIS STOGSDILL

2 THE WITNESS: We have drafted a
3 Complaint, and very shortly may be filing it
4 against Tishman.

5 VICE CHAIR HARRINGTON: Okay.

6 CHAIR LEVINSON: Okay.

7 VICE CHAIR HARRINGTON: Okay. And then
8 with regard to -- let me see. You talked about
9 reducing your expenses with regard to the labor
10 costs. In the Petition it states that Revel
11 supports approximately 4400 permanent
12 employees, of which 3250 are employed by Revel
13 and the remainder by their food and beverage --
14 retail food and beverage partners. In that 14
15 million savings, is that reflected in that
16 number? Or, you know, how significant has --

17 THE WITNESS: It is.

18 VICE CHAIR HARRINGTON: -- has the RIF
19 been?

20 THE WITNESS: It is. We've impacted
21 roughly 87 permanent jobs and 150 or so
22 semi-permanent part-time jobs. So those new
23 numbers do reflect the reduction in labor.

24 VICE CHAIR HARRINGTON: Okay.

25 THE WITNESS: Because it obviously

1 DENNIS STOGSDILL

2 does -- fair to say, it does fluctuate from
3 week to week and month to month and based on
4 the summer season, we have been hiring
5 recently.

6 VICE CHAIR HARRINGTON: Okay. That was
7 another question. Will there be a spike in
8 hiring during the summer or seasonally?

9 THE WITNESS: Yes. Absolutely.

10 VICE CHAIR HARRINGTON: Okay. And then
11 I was going to ask a question about
12 nonrationaling the non-labor cost, which
13 you've -- you enlightened us. But can you talk
14 a little bit -- and this will be my last
15 question -- about the economic recovery grants
16 and how that still factors into your expenses
17 or your finances.

18 THE WITNESS: Sure. Yeah. Actually,
19 the economic recovery grant is a source of a
20 lot of confusion, frankly.

21 VICE CHAIR HARRINGTON: Yeah. That's
22 why I asked.

23 THE WITNESS: And the -- the second lien
24 lenders, or the mezzanine lenders as they're
25 called, the \$387 million facility, they had a

1 DENNIS STOGSDILL
2 collateral interest in those proceeds. So the
3 first \$70 million of those proceeds, it was
4 projected at one point that those proceeds
5 could be roughly up to \$250 million over a 20
6 million -- or I'm sorry -- a 20-year period.
7 The first 70 million of those proceeds would go
8 to those lenders, or those investors. And then
9 the proceeds thereafter would come to Revel.
10 But because it's over a 20, 25-year period,
11 it's -- it's a long ways away, frankly.

12 VICE CHAIR HARRINGTON: Okay.

13 CHAIR LEVINSON: Comes to Revel to
14 redevelopment the area around them.

15 THE WITNESS: Redevelopment the area.
16 Yes. Not to invest in the property or --

17 CHAIR LEVINSON: Right.

18 THE WITNESS: -- anything like that.

19 CHAIR LEVINSON: Make sure that's clear.

20 VICE CHAIR HARRINGTON: Thank you. I
21 think that -- that's the point.

22 THE WITNESS: Yeah.

23 VICE CHAIR HARRINGTON: Every
24 opportunity we have to explain what that
25 actually is, I think it's helpful.

1 DENNIS STOGSDILL

2 So thank you, Mr. Stogsdill.

3 CHAIR LEVINSON: And I just have one
4 question, and Miss Cooper can ask what you
5 have.

6 I know you talked about it a little bit
7 during the questioning, but when I look at
8 this, my main question to you is, you know, why
9 do you feel that a \$75 million revolver is
10 sufficient? And then with the very little
11 flexibility of any kind of shortfall, can you
12 just talk a little bit more in depth in that
13 flexibility that you have if there's a
14 shortfall?

15 THE WITNESS: Sure. You know, I'd be
16 remiss if I didn't say there is some, you know,
17 agita, I suppose, about not having enough
18 money. You always want more money. But we put
19 a lot of work into our forecasts and considered
20 a lot of things and negotiated very -- a lot
21 with our investors to get the \$75 million. So
22 where I sit today, I feel comfortable that it's
23 enough. You know, there are some levers to
24 pull in a big business with a \$300 million
25 annual cost structure. That said, it's a lot

1 DENNIS STOGSDILL
2 of fixed costs, so there's not too many levers
3 to pull. So we do have a lot of work ahead of
4 us. And so I won't say it will be easy. But,
5 again, where I sit today, I feel pretty
6 comfortable with what we have. And again, like
7 what I said on the record about having the
8 support of our investors, that also is very
9 helpful.

10 CHAIR LEVINSON: Okay. Thank you very
11 much.

12 Miss Cooper?

13 COMMISSIONER COOPER: Thank you.

14 First I want to thank you for being
15 here.

16 THE WITNESS: You're welcome.

17 COMMISSIONER COOPER: Just a couple of
18 license questions that I have jotted down were
19 answered, but I do have another question for
20 you.

21 When Revel initially opened, you were
22 100 percent smoke free. I've read that now, to
23 increase revenues and with the changes that are
24 taking place, you are now going to have smoking
25 in designated areas. You mentioned smoking

1 DENNIS STOGSDILL
2 very briefly a few moments ago. Would you tell
3 us a little bit more about your plans to now
4 allow smoking at Revel and how do you think the
5 impact will be?

6 THE WITNESS: I'm still --
7 (Laughter.)

8 THE WITNESS: Checking my posse. I'm
9 stealing a little bit from him. But we are in
10 the midst of planning on offering up smoking to
11 up to 25 percent of the floor, as is allowed by
12 the regulatory limit, like all of the other 11
13 casino properties in town. We do not think it
14 will impact our nonsmoking customers because
15 they'll still have 75 percent of the gaming
16 floor to enjoy. And the entire rest of the
17 resort will remain nonsmoking.

18 COMMISSIONER COOPER: Okay.

19 CHAIR LEVINSON: And the infrastructure
20 of Revel can take for the smoking? It was
21 built to do that?

22 THE WITNESS: Yes.

23 CHAIR LEVINSON: The ventilation?

24 THE WITNESS: Yes. And we're planning
25 to augment that installation with some

1 JEFFREY HARTMANN - LEVENSON
2 additional mechanical HVAC equipment to better
3 pump the air in and out. And, also, as you
4 probably know, we have pretty high ceilings.
5 So I think that will be helpful as well.

6 COMMISSIONER COOPER: Okay. I'm fine.
7 Thank you.

8 CHAIR LEVINSON: Thank you. We'll call
9 our next witness.

10 Thank you very much.

11 THE WITNESS: Thank you.

12 VICE CHAIR HARRINGTON: Yes. Thank you.

13 MR. LEVENSON: Ask Jeff Hartmann to take
14 the stand.

15
16 JEFFREY E. HARTMANN, was duly sworn to
17 testify in this matter.

18
19 MR. NANCE: Please state your name for
20 the record.

21 THE WITNESS: Jeffrey E. Hartmann.

22 MR. NANCE: Thank you.

23 THE WITNESS: Take my cue from Dennis
24 and pour my water upfront.

25 (Laughter.)

1 JEFFREY HARTMANN - LEVENSON

2 MR. LEVENSON: Don't spill it, either.

3 THE WITNESS: Okay.

4 Good morning, everyone.

5 CHAIR LEVINSON: Good morning.

6 Mrs. Kaufman, whenever you're ready.

7 MR. LEVENSON: Oh, it's --

8 CHAIR LEVINSON: Oh, Mr. Levenson?

9 Sorry.

10

11 DIRECT EXAMINATION BY MR. LEVENSON:

12 Q. Good morning.

13 Mr. Hartmann, just, even though
14 everybody knows who you are, tell us, if you will,
15 what your title is at Revel.

16 A. I'm the Interim Chief Executive Officer
17 at Revel Entertainment. I've held that position since
18 March 22nd of 2013.

19 Q. And you were at Revel, though, prior to
20 that date; is that correct?

21 A. Yes. I started approximately in January
22 of 2013 as a consultant working for the company.

23 Q. And so you've had these five months or
24 so to digest what's going on at Revel. And we're
25 going to just go over the ideas that your team has and

1 JEFFREY HARTMANN - LEVENSON

2 the actual things that are going on now at Revel and
3 what you anticipate in the future.

4 A. Sure.

5 Q. So, overall, I think Dennis was asked a
6 question with regard to slot revenue, for example, and
7 broadening that to gaming revenue. What are your
8 plans at Revel in order to increase gaming revenue?

9 A. Well, I think it starts with a
10 philosophy. We have great amenities at the property.
11 But were we are really positioning the asset as a
12 gaming-centric property. You know, our primary focus
13 is gaming. We're focused on driving gaming revenue.
14 Using the assets that -- you know, the tremendous
15 assets at Revel. Revel's casino floor, the dining and
16 shopping, the hotel rooms, the spa, some of the new
17 amenities and are really going to appeal to that
18 casino customer that probably in 2012 and early 2013
19 gave us a test. But, you know, some stayed, but the
20 vast majority did not come back for various reasons.
21 So we are focusing all of the efforts of our team to
22 appeal -- have Revel appeal to the casino customer.

23 It starts with a sense of urgency. I
24 mean, one of the things that a sense of urgency in a
25 situation. There's a lot of people depending on Revel

1 JEFFREY HARTMANN - LEVENSON

2 to succeed. There's 4600 direct employed --
3 employees. There's countless hundreds of vendors.
4 There's people throughout South Jersey and the state
5 that are depending on Revel to succeed. So I started
6 my mission with a sense of urgency. Along with
7 Dennis, we've created -- you know, increased the pace
8 of getting things done. And, you know, if you look at
9 our 90-day plan, first 30 days was to observe, look at
10 what's happening at the property. Make some changes.
11 Unfortunately, we had to, you know, lay some people
12 off that were very qualified. But, you know, due to
13 the economic situation, we had to -- to let them go.

14 The second 60-day traunch of time,
15 which -- which concludes with Memorial Day, is
16 bringing amenities that appeal to casino customers
17 such as our Pearl Slot Lounge that we opened last
18 Friday. We're -- we have worked on increasing
19 visibility on the casino floor, improving sight lines.
20 We're working on a signage enhancement project, that
21 signs will be deployed next week to help better
22 navigate patrons at he Revel.

23 We've heard a lot of feedback from our
24 customers, not having a 24-hour restaurant with value,
25 so we're opening our Relish restaurant at the old

1 JEFFREY HARTMANN - LEVENSON

2 Central location on the casino floor next week. We
3 will probably shortly be introducing some additional
4 value food in one of our food and beverage locations.
5 I can't really disclose that, but there will be more
6 value food because we heard that from our customers
7 that have a nice amenities package for leisure guests,
8 groups guests, some casino guests. But some of the
9 traditional customers who may be on budgets that
10 support value. That product was missing.

11 So, you know, for our leisure guests,
12 we're going to continue -- our group guests, our Day
13 Club -- outdoor Day Club will be introduced and opened
14 Memorial Day Weekend. So those are just some of the
15 things that we have done to kind of broaden the
16 appeal.

17 Most importantly, to drive slot revenue,
18 we really looked at how we talk to our customers, not
19 only our slot customers but our table game customers.
20 You know, we recently made a change to bring in Randy
21 Fine and his team, very qualified. And we're going to
22 talk to customers, whether they were a customer who
23 comes frequently from Brigantine, we're going to speak
24 to you differently in the mail or through -- through
25 e-mail versus that leisure customer who may live in

1 JEFFREY HARTMANN - LEVENSON

2 the Upper West Side of New York City and may come for
3 the weekend. And, you know, we're going to go after
4 that Cherry Hill customer who has probably been once
5 or twice to us. But we're going to get them back
6 through various communications, promotions. We're
7 going to be a little more promotional. You know, and
8 we will be aggressive to grow revenues.

9 Because, as all of you have indicated,
10 you know, this is a critical summer for Revel. You
11 know, I can't stress to you the sense of urgency that
12 I am stressing with the team in terms of driving
13 revenue but also looking at our client structure.

14 You know, we are -- you know, as Dennis
15 indicated, we are trying to be more efficient, lean
16 organization, scheduling people when these volumes
17 occur. And that, you know, work smarter. How we buy,
18 you know, water. Everything is being, you know,
19 looked at. And with a sense of urgency and a sense of
20 purpose. We have a great obligation, not only to our
21 shareholders, but all our employees and our vendors of
22 this area. So we take that very seriously.

23 Q. And I haven't seen in several months
24 commercials or media launches to try to encourage new
25 customers or reattract some people who had been there

1 JEFFREY HARTMANN - LEVENSON

2 before. Is there anything on the horizon with regard
3 to that?

4 A. Yes. You know, we have suffered, you
5 know, due to our liquidity challenges, we have been
6 basically off the air for the last seven months. You
7 know, we've recently put together a new TV shoot,
8 acquired some digital assets to use for the TV,
9 website, YouTube, to show the property and focus on
10 the gaming resort. We're going to show, you know,
11 gamblers at Revel and we're going to profile the
12 property and show the beauty -- how beautiful the
13 property is. And I really think that is something
14 that we failed in the first year to show how beautiful
15 the property is and the magnificent design.

16 Unfortunately, as I refer, the exterior
17 is always shown on the property. I don't think it
18 really does justice in terms of the design and the
19 layout and the restaurants of the property. So we're
20 going to focus on that. And we'll be launching that
21 campaign shortly. I don't want to tell when, for our
22 competitors, but we'll be launching that shortly. You
23 know, and around more call to action. The commercials
24 will not only show the property but will drive
25 visitation to Revel and call to action. And we're

1 JEFFREY HARTMANN - LEVENSON

2 working closely with Randy Fine and his team to do
3 that. On all our management team to do that. So
4 we're very excited about what's going to happen this
5 summer.

6 And I guess talking to Randy, you know,
7 everybody deserves a second chance. So we're looking
8 for a second chance. And we are preparing our
9 employees through various meetings. And when the
10 customers come back, to be ready with service, ready
11 with attention, and we're going to retain customers
12 this year.

13 Q. Okay. You mentioned already some of the
14 enhancements, but I want to go back to maybe one or
15 two of them just so we can expand the record.

16 You mentioned the Day Club. Can you
17 explain more of what you expect from the opening of a
18 club like that and the fact that how unique it is on
19 the East Coast?

20 A. Yes. It's one of a kind. Typically
21 these outdoor day clubs you'll see in Las Vegas. You
22 know, Steve Wynn has a number of those. They have
23 them at MGM. You know, we're lucky to be partnered
24 with a gentleman name Neil Moffitt, AMG Entertainment.
25 You know, outdoor day club with cabanas and pools and

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2 things like that. And you say, well, that may appeal
3 to the leisure guests. But, quite honestly, that is a
4 tool in our tool kit for our player development team
5 to have parties there, to do very creative things.
6 It's a beautiful atmosphere. So not only does it
7 appeal to our leisure guests, it appeals to our player
8 development, which is an area which, quite honestly,
9 has been neglected over the last seven months and will
10 be a great -- you know, it will be a great focus of
11 ours, not only from a hosted player development. But
12 our junket program has been neglected over the last
13 six, seven months. So that will be a way not only to
14 introduce table game revenues, and we do have the
15 amenities to cater to the higher-end customers, using
16 Day Club for parties and things like that. It's
17 just -- it's great to have the assets we have at
18 Revel.

19 Q. And everybody can certainly envision a
20 24-hour restaurant.

21 A. Uh-huh.

22 Q. But just describe a little more fully,
23 Pearl, which is your high-limit slot lounge, which
24 didn't exist before and various other casinos in town
25 have that. And I assume that you are doing that for a

1 JEFFREY HARTMANN - LEVENSON

2 specific purpose. Can you describe it and --

3 A. Well, first of all, we're trying to
4 listen and respond to customers. We probably didn't
5 do a great job over our first year, but we're
6 listening to customers and what they're looking for.
7 You know, we are soliciting customer feedback. We're
8 now starting to do customer focus groups. And Pearl
9 is one of the things that, you know, we heard in 2012
10 and early 2013 were lacking. You know, it's a
11 beautiful room. There's 74 slot machines.
12 Approximately 74 that are off the casino floor. And
13 behind the Pearl slot area is a little lounge. You
14 have a bar. You can get an adult beverage or and
15 something to eat at a small, little buffet area. So
16 it's something that will help us broaden the appeal to
17 our existing Pearl tier card members, but also help
18 probably bring over some new slot customers that are
19 playing, whether in Atlantic City or in Pennsylvania.
20 I think, you know, it will help broaden the appeal of
21 the property.

22 Q. Now, no one could ever say that you
23 don't have a magnificent hall for entertainment over
24 there. Ovations Hall. Do you have any plans with
25 regard to the entertainment and to -- particularly

1 JEFFREY HARTMANN - LEVENSON

2 that venue?

3 A. Yeah. We view Ovation Hall as one of
4 our core competitive advantages. There's not a
5 facility like that in Atlantic City. Again, another
6 great asset that we have. You know, we lost way too
7 much money in entertainment in 2012 because we did not
8 have a broad appeal of acts that appealed to the
9 cross-section of customers that come to Atlantic City.

10 We have sat down with the team that
11 helps us book Ovation Hall, and we're broadening our
12 appeal to have a mix of traditional casino acts.
13 We're country, comedians, and the headliners. So
14 we're broadening the appeal so, you know, we can offer
15 to our database, you know, country guests, once we
16 obtain their preferences, we can call for a country
17 show and traditional casino acts. We have the ability
18 to do private shows where we can do it just for the
19 database. So, again, another wonderful tool in our
20 marketing tool kit for the property.

21 Q. And not last but close to last and not
22 least, is the fact that there's a beach in front of
23 Revel besides the Revel Beach --

24 A. Yes.

25 Q. -- which is the Day Club. Or you have

1 JEFFREY HARTMANN - LEVENSON

2 an actual beach.

3 A. Yes.

4 Q. What are your plans with regard to your
5 customers and the beach in front of Revel?

6 A. Yeah. We are going to have a cabana
7 program. You know, we'll have some food and beverage.
8 It will be a lovely program. Occasionally, we'll have
9 to let the customers outside the casino, but when they
10 go outside --

11 (Laughter.)

12 A. -- they'll have a beautiful beach club.
13 You know, our operations team does a phenomenal job in
14 terms of hospitality, so just another amenity that
15 we're very fortunate to have at Revel.

16 Q. And now last but not least, what would a
17 question be without asking you about a noodle bar.
18 Are we going to have a noodle bar at Revel?

19 A. Yes. We are. We're working -- it's an
20 unusual relationship with Jose Garces. He's a very
21 talented team, a team out of Philadelphia. We have a
22 number of great restaurants within, but we will be
23 introducing a noodle bar. We're still negotiating
24 back and forth with the name. Jose and I are working
25 on that together with his team so --

1 JEFFREY HARTMANN - LEVENSON

2 Q. It's not going to be Jose's Noodle Bar?

3 (Laughter.)

4 A. No, it's not be Jose's Noodle Bar.

5 We're working on that. And that will be opened at the
6 end the May. And, you know, as part of a broadening
7 appeal, you know, we will be looking at some hosted
8 Asian play that will support that restaurant. So
9 we're -- we're broadening the appeal of the property.
10 We're looking for that traditional slot and table
11 customer. We're looking for, you know, hosted player
12 development, domestic and Asian, and we're trying to
13 deliver what customers are asking for.

14 Q. And as long as we're on that, and
15 although Dennis touched on it, about the smoking?

16 A. Uh-huh.

17 Q. I have to assume -- you correct me if
18 I'm wrong -- that in your interviews of customers and
19 customer desires or potential customer desires that
20 you're introducing smoking because that is something
21 that is something that is a necessary ingredient to
22 drive revenue; is that correct?

23 A. Yes. Yes. In terms of the overall
24 viability of the property. You know, we believe we
25 can introduce smoking at Revel in a manner that's not

1 JEFFREY HARTMANN - LEVENSON
2 intrusive to the core guests we have today. As Dennis
3 indicated earlier, our HVAC infrastructure that exists
4 today will support that. The high ceilings. And we
5 will supplement with some additional HVAC equipment to
6 make sure that that we mitigate any potential impact.
7 We're working carefully with the DCA and will submit a
8 plan to introduce smoking with the DGE and, hopefully,
9 seek their approval. It's not only just introducing
10 it, it's employee education. It's signage. It's
11 enforcement policies throughout the building. We take
12 that very seriously, and we'll be working with our
13 team to make sure we have very clearly defined smoking
14 areas.

15 MR. LEVENSON: That's all the questions
16 I have, Mr. Chairman

17 CHAIR LEVINSON: Thank you.

18 Mr. Adams?

19 MR. ADAMS: No questions, Mr. Chairman.

20 MR. LEVENSON: How do you like that?

21 CHAIR LEVINSON: Wow. All right.

22 Commissioners? Do we have any questions
23 for the witness?

24 Miss Harrington?

25 VICE CHAIR HARRINGTON: No. Actually,

1 JEFFREY HARTMANN

2 anything that I was going to ask, you've
3 addressed. So thank you.

4 THE WITNESS: Okay. Thank you.

5 CHAIR LEVINSON: When do you expect
6 smoking to be to implemented? I'm guessing
7 it's something done in phases?

8 THE WITNESS: Yeah. We will work with
9 the DGE. We're going to submit our plans
10 shortly, and we'll take our cue then. We've
11 been working on this. We've received some
12 positive feedback from DCA. I think we
13 officially got our letter on Monday, and then
14 once we do that, we'll submit it to the DGE.
15 So we -- again, we'll work with a sense of
16 urgency to do this. And probably within the
17 next two or three weeks, it will be there.
18 But, you know, we'll have to wait to get our
19 DGE approval.

20 CHAIR LEVINSON: Okay. In terms of the
21 database you brought up a couple time, starting
22 as a new casino and not having relationship in
23 other gaming jurisdictions and having that kind
24 of having that and not having that and starting
25 off with a database, are things going to be

1 JEFFREY HARTMANN
2 done differently now than they were before in
3 just developing that database into a higher
4 quality of people and more people?

5 THE WITNESS: Yeah. We have a very
6 immature and, unfortunately, vastly inactive
7 database that we've been addressing since, you
8 know, since we've -- I've taken over and
9 working with the team. And, you know, in terms
10 of, you know, our actions in 2012 probably
11 didn't really support retention of casino
12 customers. You know, we're -- that is our
13 number one activity that, you know, Mr. Fine
14 and his team and we're all working together on
15 for the summer. You know, growing the
16 database, making sure that we talk to customers
17 in a targeted and personalized manner. You
18 know, I would have to say that in the past, we
19 have not really, in terms of using all the
20 technologies available to talk to customers in
21 a personalized manner, and using a lot of
22 traditional database marketing techniques in
23 the early opening stages of Revel were not
24 happening. They are happening today.

25 CHAIR LEVINSON: Okay. Thank you.

1 JEFFREY HARTMANN

2 Miss Cooper?

3 COMMISSIONER COOPER: I was just going
4 to say again, thank you for being here. I was
5 going to ask your opinion and your comments
6 regarding smoking, and just before I was -- I
7 was going to ask you that, Mr. Levenson posed
8 the question. So I'm satisfied with everything
9 I've heard.

10 Thank you.

11 THE WITNESS: Okay.

12 CHAIR LEVINSON: Thank you very much.
13 Any closing statements?

14 MR. LEVENSON: No. Nothing further to
15 add.

16 MR. ADAMS: I have one.

17 CHAIR LEVINSON: Okay. I guess it's my
18 turn then, huh?

19 MS. FAUNTLEROY: Oh, he has one.

20 CHAIR LEVINSON: Oh, do you?

21 (Laughter.)

22 MR. ADAMS: I do. I do.

23 I think it's worth pointing out that, as
24 Judge Wizmur did, that she said we might
25 question the achievability of the precise

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2 numbers, but we can rely on them in a general
3 sense, and I believe that that applies here.
4 Everybody is all familiar, I think, based on
5 our report and the testimony, of the general
6 numbers that we're talking about here. And the
7 gist of everything boils down to, can there be
8 this turnaround and can it happen when Revel
9 says it can happen?

10 And, as Mr. Hartmann mentioned, he said
11 that he thought that Dennis and he and Revel
12 deserve a second chance. And that's really
13 what we're talking about here. We're talking
14 about another chance, a second chance. And
15 we -- the Division believes that they deserve a
16 second chance. Not just Revel but the
17 investors who went from creditors and are going
18 to be the new owners, who have consistently
19 come through with funds during the first year
20 of Revel's existence. And even though the
21 revolver is debatable as to the size of it and
22 where it's going to go, it remains to be seen
23 what's going to happen.

24 So we urge that you grant the relief
25 requested and allow the prepackaged plan to be

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2 approved as was approved in the Bankruptcy
3 Court. And we look forward, hopefully, to a
4 successful Revel.

5 But having said that, I would be remiss
6 in saying that the Division nonetheless will
7 continually and closely monitor this operation,
8 and we will take whatever action is necessary
9 depending on what happens down the line.

10 Thank you.

11 CHAIR LEVINSON: Thank you for that
12 statement.

13 You can sit down. Thank you very much.

14 MR. HARTMANN: Okay. Thank you.

15 CHAIR LEVINSON: Okay. As we have
16 heard, the joint reorganization plan before us
17 today is the result of a restructuring support
18 agreement among Revel and its creditors. On
19 Monday, this plan was confirmed by Judge
20 Wizmur, and our approval here today is needed
21 prior to final implementation.

22 Before addressing such approval, there
23 are several related rulings that warrant
24 mention. This morning, of course, we granted
25 temporary qualifications to three designees who

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2 will serve on the new Revel Board of Directors.
3 The Division also approved a temporary and
4 conditional waiver for a new equity holder of
5 Chatham, and I note that Chatham's Petition for
6 an interim casino authorization is pending
7 before the Commission.

8 Today's proceedings have focused on
9 Revel's ability to meet the statutory financial
10 stability standards. The Casino Control Act
11 directs and authorizes the Commission to
12 determine whether Revel will continue to meet
13 those criteria upon the consummation of the
14 reorganization plan.

15 We heard detailed testimony here today
16 about the reorganization plan and the dramatic
17 reduction in debt that it provides. The
18 Division notes in its report that the
19 restructuring is a significant and necessary
20 transaction that will improve Revel's ability
21 to comply with the financial stability
22 requirements of the Act. It is clear, however,
23 that the material -- that a material
24 improvement in Revel's operating results must
25 occur in order to maintain compliance with that

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2 standard.

3 We have examined the plan, heard the
4 testimonies of Mr. Hartmann and Mr. Stogsdill,
5 and the comments of Counsel and reviewed the
6 detailed report of the Division.

7 Within the last few months, Revel has
8 taken significant steps to try to reposition
9 the property and generate increased levels of
10 business. Last week the casino opened a
11 high-limit slot area and a VIP club for its
12 premium players. By Memorial Day, hopefully,
13 it should open a new value-priced restaurant
14 and a Revel Beach Day Club. The casino also
15 intends to lift its non-smoking policy.
16 Management hopes that these changes, along with
17 an aggressive new marketing campaign, will draw
18 new customers and contribute significantly to
19 the turning this property around. We hope they
20 are right.

21 Nonetheless, it is apparent from the
22 record that there are contingencies and
23 uncertainties surrounding the aggressive
24 forecasts and projections. I agree with the
25 Division's recommendation that we impose

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2 stringent conditions that provide for close
3 monitoring of Revel's financial conditions.

4 I would, therefore, condition our
5 approval upon Revel's continued compliance with
6 the reporting and notice requirements as set
7 forth in the draft resolution.

8 With those conditions, I can conclude
9 that the Petitioner has sufficiently met its
10 statutory burden, establishing that it will
11 continue to satisfy the financial stability
12 requirements of the Act upon consummation of
13 the reorganization plan.

14 I thus move to approve the consummation
15 of Revel's joint Plan of Reorganization and to
16 grant the requested relief as set forth in and
17 subject to the conditions in the draft
18 resolution.

19 Do I have a second?

20 COMMISSIONER COOPER: I will be happy to
21 make that second.

22 CHAIR LEVINSON: Motion made and
23 seconded. Any discussion? This is --

24 Discussion?

25 VICE CHAIR HARRINGTON: Not discussion,

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2 just a comment.

3 I just want to say that a little over a
4 year ago, we were very enthusiastic and hopeful
5 with Revel's opening. I think today we are
6 taking action on something that is very
7 realistic and still optimistic, but confident
8 that we'll have great addition to our
9 stability. So thank you.

10 CHAIR LEVINSON: Thank you. I agree.

11 COMMISSIONER COOPER: I'd make like to
12 make a comment, too.

13 I personally hope that with your new
14 plans, your new marketing, your new financial
15 conditions and guidelines that Revel will
16 succeed, because if Revel is successful,
17 Atlantic City is successful. So I want to wish
18 you good luck.

19 Thank you.

20 CHAIR LEVINSON: Okay. Any more
21 discussion?

22 (No response.)

23 CHAIR LEVINSON: This is a roll call
24 vote.

25 MS. FAUNTLEROY: Commissioner Cooper?

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2 COMMISSIONER COOPER: Yes.

3 MS. FAUNTLEROY: Vice Chair Harrington?

4 VICE CHAIR HARRINGTON: Yeah.

5 MS. FAUNTLEROY: And Chairman Levinson?

6 CHAIR LEVINSON: Yes.

7 MS. FAUNTLEROY: Let the record reflect
8 that the matter passed unanimously.

9 CHAIR LEVINSON: Thank you.

10 MS. KAUFMAN: Thank you.

11 MR. LEVENSON: Thank you very much.

12 MS. FAUNTLEROY: In accordance with
13 Resolution No. 12-12-12-03, the next closed
14 session the Commission will be held on
15 Wednesday, June 12, 2013, at 9:30 a.m. in the
16 Commission offices.

17 CHAIR LEVINSON: Thank you.

18 Once everybody gets down, this is the
19 public participation portion.

20 Anyone from the public that wishes to
21 speak, please step forward.

22 (No response.)

23 CHAIR LEVINSON: Okay. Seeing and
24 hearing none, the public portion is closed.

25 Is there a motion to adjourn?

1 VICE CHAIR HARRINGTON: So moved.

2 COMMISSIONER COOPER: So moved.

3 CHAIR LEVINSON: Second?

4 VICE CHAIR HARRINGTON: Second.

5 CHAIR LEVINSON: All those in favor?

6 (Ayes.)

7 CHAIR LEVINSON: Opposed?

8 (No response.)

9 CHAIR LEVINSON: Motion -- the meeting
10 is adjourned.

11 Thank you very much.

12 (Public Meeting 13-05-15 was adjourned
13 at 11:55 a.m.)

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I, DARLENE SILLITOE, a Certified Court Reporter and Notary Public of the State of New Jersey, certify that the foregoing is a true and accurate transcript of the proceedings.

I further certify that I am neither attorney, of counsel for, nor related to or employed by any of the parties to the action; further that I am not a relative or employee of any attorney or counsel employed in this case; nor am I financially interested in the action.

DARLENE SILLITOE, CCR

License No 30XI0102300

Dated: May 20, 2013
My Notary Commission Expires
July 22, 2014
ID No 2062871

