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August 1, 2008

VIA EMAIL TO: rsandusky@state.pa.us
and REGULAR MAIL
Richard Sandusky, Director of Regulatory Review
PENNSYLVANIA GAMING CONTROL BOARD
P.O. Box 69060
Harrisburg, PA 17106

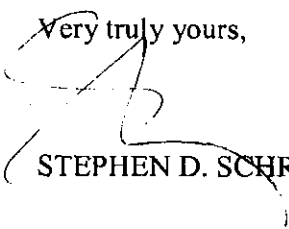
Re: Philadelphia Entertainment and Development Partners, L.P. d/b/a
Foxwoods Casino Philadelphia's Comments to Proposed Rulemaking
In re: Regulation #125-82

Dear Mr. Sandusky:

Enclosed please find Philadelphia Entertainment and Development Partners, L.P.'s comments to the Pennsylvania Gaming Control Board's Proposed Rulemaking regarding Regulation No. 125-82, 58 Pa. Code § 441a.24.

Should you have any questions, please feel free to contact the undersigned. Thank you for your attention to this matter.

Very truly yours,


STEPHEN D. SCHRIER

SDS/lm

Enclosure

**BEFORE THE
PENNSYLVANIA GAMING CONTROL BOARD**

In re: Proposed Regulation #125-82 –	:	
Independent Audit Committee	:	
Proposed Rulemaking – 58 Pa. Code,	:	<u>Counsel of Record:</u>
Chapter 441a	:	Stephen D. Schrier, Esquire
	:	Pennsylvania Attorney ID: 31488
Filed By: Philadelphia Entertainment and	:	Eric G. Fikry, Esquire
Development and Development Partners,	:	Pennsylvania Attorney ID: 78249
L.P., d/b/a Foxwoods Casino Philadelphia	:	BLANK ROME LLP
Category 2 Slot Machine Licensee	:	One Logan Square
	:	130 North 18th Street
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**PHILADELPHIA ENTERTAINMENT AND DEVELOPMENT PARTNERS, L.P., D/B/A
FOXWOODS CASINO PHILADELPHIA'S COMMENTS TO PROPOSED
RULEMAKING, 58 Pa. Code § 441a.24**

Philadelphia Entertainment and Development and Development Partners, L.P., d/b/a Foxwoods Casino Philadelphia (“Foxwoods Casino Philadelphia” or “Foxwoods”) was awarded a Category 2 slot machine facility license for the City of Philadelphia by the Pennsylvania Gaming Control Board (“PGCB”) on December 20, 2006. Foxwoods Casino Philadelphia submits these comments to the PGCB’s Draft Final-Form Rulemaking regarding Proposed Regulation 125-82, 58 Pa. Code § 441a.24, which was received from the Director of Regulatory Review by letter dated, July 11, 2008.

COMMENTS TO CHAPTER 441a.24

As the PGCB is well-aware, various events beyond the control of Foxwoods Casino Philadelphia have delayed the development of its property, and frustrated the implementation of the *Pennsylvania Race Horse Development and Gaming Act*, 4 Pa. C.S. §§ 11-1. *et seq.* (the “Gaming Act”). The regulation provides that the independent audit committee shall, *inter alia*, “[b]e established with the general purpose and duty to monitor and report to the Board on the

operations and financial control of the slot machine licensee ..." 58 Pa. Code § 441a.24(a)(1) (emphasis added). Since there is no activity during the pre-opening period for an independent audit committee to monitor, Foxwoods Casino Philadelphia suggests that the regulation be clarified to confirm that the obligation of non-publicly traded licensees to establish an independent audit committee must be satisfied by the time the licensed facility commences operations, and not during the pre-opening period. Given the substantial costs of compliance with the requirements of the regulation, and the fact that the express purpose of the regulation is to monitor the operations and financial control of the licensee, it is both reasonable and appropriate to defer the establishment of the independent audit committee until the commencement of operations. 58 Pa. Code § 441a.24(a)(1).

Accordingly, Foxwoods Casino Philadelphia proposes the following modification to 58 Pa. Code § 441a.24(a):¹

§ 441a.24. Independent audit committee.

(a) Slot machine licensees that are not publicly traded corporations or whose holding or intermediary companies are not publicly traded corporations shall establish **no later than the commencement of operations** an independent audit committee as required under § 465a.11(c) (relating to slot machine licensee's organization) which meets the following requirements:

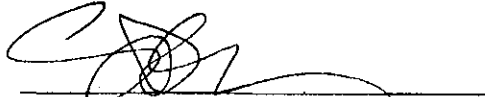
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¹ Addition in bold-face type.

WHEREFORE, for the foregoing reasons, Foxwoods Casino Philadelphia requests that the Board consider and incorporate its comments into its final rulemaking.

Respectfully submitted,

By:



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ERIC G. FIKRY, ESQUIRE

Pennsylvania Attorney ID: 78249

BLANK ROME LLP

Attorneys for Philadelphia Entertainment and
Development and Development Partners, L.P., d/b/a
Foxwoods Casino Philadelphia

Dated: August 1, 2008