



State of Louisiana
Gaming Control Board

BOBBY JINDAL
GOVERNOR

H. CHARLES GAUDIN
CHAIRMAN

IN RE: CONSOLIDATED COMPANIES INCORPORATED
NO. P082600042

ORDER

This matter was considered by the Louisiana Gaming Control Board at its meeting of February 19, 2008. The Hearing Officer's order dated January 23, 2008, based on the "Joint Motion for Approval of Compromise and Settlement Agreement" in the matter of the "Notice of Recommendation of Denial of Renewal of Application," No. P082600041, by and between Consolidated Companies Incorporated, and the State of Louisiana, Department of Public Safety and Corrections, Office of State Police, which is attached hereto and incorporated herein, is APPROVED.

THUS DONE AND SIGNED on this the 19th day of February, 2008.

LOUISIANA GAMING CONTROL BOARD

BY: H. Charles Gaudin
H. CHARLES GAUDIN, CHAIRMAN

HJC/gac

LOUISIANA GAMING CONTROL BOARD
I HEREBY CERTIFY THAT A CERTIFIED
COPY HAS BEEN MAILED OR SERVED ON
ALL PARTIES THIS 20th DAY
OF February 2008
APPEAL DOCKET CLERK
[Signature]

STATE OF LOUISIANA
LOUISIANA GAMING CONTROL BOARD
ADMINISTRATIVE HEARING OFFICE

RECEIVED

JAN 23 2008

LGCB
ADMINISTRATIVE HEARING OFFICE

IN RE: CONSOLIDATED COMPANIES, INC.

PERMIT NO.: P082600041

**JOINT MOTION FOR APPROVAL OF
COMPROMISE AND SETTLEMENT AGREEMENT**

TO THE HONORABLE ADMINISTRATIVE HEARING OFFICER:

NOW COMES the State of Louisiana, Department of Public Safety and Corrections, Office of State Police (hereinafter, the "Division") and Consolidated Companies, Inc. (hereinafter, "Conco"), and hereinafter the Division and Conco are sometimes collectively called the "Parties," who file this their Joint Motion for Approval of Compromise and Settlement Agreement, and in support thereof would respectively show unto the Hearing Officer as follows:

1.

The Division and Conco are desirous of compromising and settling all disputes between them relative to the referenced administrative proceeding. In connection therewith, the Parties have entered into a compromise and settlement agreement which by its terms will become effective upon approval by the Administrative Hearing Office and the Louisiana Gaming Control Board.

2.

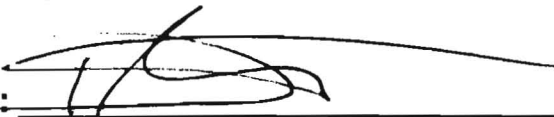
A true and correct copy of the proposed Compromise and Settlement Agreement is attached hereto as Exhibit "A" and incorporated by reference for all purposes.



WHEREFORE, PREMISES CONSIDERED, the Division and Conco respectfully request that this Honorable Administrative Hearing Officer approve the Parties' Compromise and Settlement Agreement.

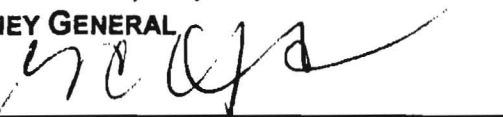
Respectfully submitted,

ADAMS AND REESE LLP

By: 

Daniel K. Rester, Bar Roll #11186
450 Laurel Street, Suite 1900
Baton Rouge, Louisiana 70801
Telephone: (225) 336-5200
Facsimile: (225) 336-5220
Counsel for Consolidated Companies, Inc.

**CHARLES C. FOTI, JR.,
ATTORNEY GENERAL**

By: 

Gail C. Holland, Bar Roll #23783
Assistant Attorney General
1885 North Third Street, 5th Floor
Baton Rouge, Louisiana 70802
Telephone: (225) 326-6500
Facsimile: (225) 326-6599
Counsel for the Office of State Police

STATE OF LOUISIANA
LOUISIANA GAMING CONTROL BOARD
ADMINISTRATIVE HEARING OFFICE

IN RE: CONSOLIDATED COMPANIES, INC.

PERMIT NO.: P082600041

COMPROMISE AND SETTLEMENT AGREEMENT

The State of Louisiana, Department of Public Safety and Corrections, Office of State Police (hereinafter, the "Division") and Consolidated Companies, Inc. (hereinafter, "Conco"), and hereinafter the Division and Conco are sometimes collectively called the "Parties," do hereby represent and agree as follows:

WHEREAS, the Louisiana Gaming Control Board has issued to Conco a Notice and an Amended Notice of Denial of Renewal Application, which notices allege certain violations of Louisiana Gaming Control Law, as cited; and

WHEREAS, the issues raised by the said Notices are set for hearing on February 20, 2008, before the Louisiana Gaming Control Board Administrative Hearing Office; and

WHEREAS, the Parties, and where applicable, their employees, agents and representatives, hereto are desirous of fully and finally compromising and settling all disputes and issues raised in connection with the said notices and annual filings in this Compromise and Settlement Agreement (the "Agreement");

NOW, THEREFORE, in consideration of the foregoing, the Parties hereto do hereby agree and stipulate as follows:

STIPULATIONS

1. Conco is permitted as a non-gaming supplier and upon issuance of the renewal permit after approval of this Agreement by the Louisiana Gaming Control Board and the payment of all penalties provided for herein, the permit shall issue for five (5) years from July 18, 2003, the date on which the permit is renewed.

2. On or about July 24, 2006, the Division issued a Notice of Denial of Renewal Application (the "Notice") to Conco, which notice alleges certain violations of Louisiana Gaming Control Law as cited.

3. On or about June 5, 2007, the Division issued an Amended Notice of Recommendation of Denial of Renewal Application (the "Amended Notice"), which amendment modified and added to the alleged violations of the Louisiana Gaming Control Law as cited (together with the Notice, collectively called the "Notices").

4. On numerous occasions over a several year period Conco did not timely notify the Division within the time periods set forth in LAC 42:XIII 2127(B), LAC 42:XIII 2901(B)(4), LAC 42:IX 2127(B); LAC 42:IX 2901(B)(4), LAC 42:VII 2127(B) and LAC 42: VII 2901 (B)(4), of changes in the corporate structure or ownership of the company and events which could have affected its permitted activity.

5. It is understood and agreed by the Parties that this is entered into for the purpose of settling and compromising the disputed allegations raised in the Notices and any untimely filing of its Annual Permit Update Form and Annual Fee Affidavit, and this Agreement is not to be construed or considered as an admission of violation of any Louisiana Gaming Control Law, other than as stipulated herein, on the part of Conco and Conco expressly denies any such violations or any such violations that could have been alleged against Conco prior to this Agreement.

TERMS AND CONDITIONS

1. Any and all information regarding the allegation stipulated to herein discovered throughout the course of this or any other investigation, may be used in any future consideration of the suitability of Conco, however, consideration of these allegations shall not be deemed as an automatic disqualifier.

2. In lieu of further administrative action, Conco agrees to pay a civil penalty of One Hundred Fifty Thousand and No/100 (\$150,000.00) Dollars, regarding the stipulated facts and settlement of all other allegations of the Notices.

3. This Agreement constitutes the entire agreement between the Division and Conco pertaining to the allegations in the Notices and supersedes all prior and contemporaneous agreements, representations and understandings of the Parties and except as provided for herein, represents the full and final discharge of Conco from any of the allegations of the Notices and any untimely filing of its Annual Permit Update Form and Annual Fee Affidavit, and the Division releases, acquits and forever discharges Conco, its agents, employees and representatives from those allegations or any untimely filing of its Annual Permit Update Form and Annual Fee Affidavit.

4. The terms of this Agreement are, and shall remain, confidential between the Parties and the Parties shall not disclose or release information regarding the contents hereof to any third party; provided, however, the Parties shall not be precluded from disclosing the terms of this Agreement to any federal or state agency, board, commission or similar entity if required to do so.

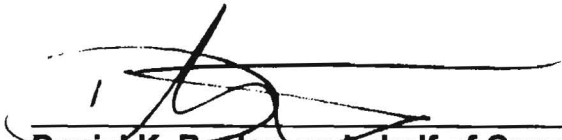
5. This Agreement is subject to approval by the Hearing Officer and the Louisiana Gaming Control Board. It is expressly understood that if this proposed settlement is approved by the Hearing Officer, this agreement is not thereby executory, but will be submitted to the Louisiana Gaming Control Board for its determination as to

whether to approve same or to remand the matter to the Hearing Officer for a full hearing on the merits.

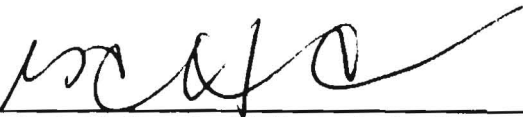
6. If approved, Conco must make payment of the civil penalty to the Division within fifteen (15) days of approval by the Louisiana Gaming Control Board. Failure to do so shall result in the immediate suspension of the permit without the necessity of any further administrative action until such time as the penalty is paid in full.

7. The terms of this Agreement shall be interpreted under the laws of the State of Louisiana.

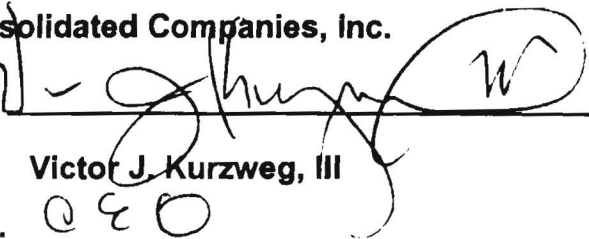
I have read this entire Compromise Settlement Agreement, understand it, and agree to all stipulations and terms and conditions hereof.

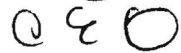


**Daniel K. Rester, on behalf of Consolidated
Companies, Inc.**



**Gall C. Holland, AAG, on behalf of
State of Louisiana, Department of Public
Safety & Corrections, Office of State Police**

Consolidated Companies, Inc.
BY: 

Victor J. Kurzweg, III
Title: 

Date Signed: 11/17/08

STATE OF LOUISIANA
LOUISIANA GAMING CONTROL BOARD
ADMINISTRATIVE HEARING OFFICE

IN RE: CONSOLIDATED COMPANIES, INC.

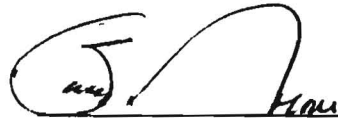
PERMIT NO.: P082600041

ORDER

BE IT REMEMBERED that on the 25th day of January, 2008, came on for consideration the Joint Motion for Approval of Compromise and Settlement Agreement. The Hearing Officer having considered the pleadings on file, the proposed Settlement Agreement, and the said Motion and it appearing to the Hearing Officer that the said Compromise and Settlement Agreement should be approved; it is, therefore,

ORDERED, ADJUDGED, AND DECREED that the Compromise and Settlement Agreement attached to the Parties' Joint Motion for Approval of Compromise and Settlement Agreement be, and the same is hereby, **APPROVED**.

SIGNED AND ENTERED this 23 day of January, 2008, in
Baton Rouge, Louisiana.



HEARING OFFICER

FILED
THIS 23rd DAY
January 192008
Gill Damme
CLERK, ADMINISTRATIVE HEARING OFFICE
cc: Daniel K. Roster
Gail Holland
Lt. James McCune

A TRUE COPY ATTEST
LOUISIANA GAMING CONTROL BOARD
HEARING OFFICE

TE. LA. 1/23/08
Gill Damme
CLERK