

# AMERISTAR

Ameristar Casinos, Inc.

Ameristar Casino Springfield, LLC

Phase I-RFQ/P Responses for  
Proposed Destination Casino Resort Development in the  
City of Springfield, Massachusetts

October 11, 2012

1. **The name of the proposer, the contact person and the contact person's business address, telephone and facsimile numbers and e-mail address.**

**Proposer:**

Ameristar Casino Springfield, LLC  
(a wholly owned subsidiary of Ameristar Casinos, Inc.)  
3773 Howard Hughes Parkway, Suite 490 South  
Las Vegas, NV 89169  
Telephone: 702-567-7000  
Website: [www.ameristar.com](http://www.ameristar.com)

**Contact person:**

Troy Stremming  
Senior Vice President of Government Relations & Community Affairs  
Ameristar Casinos, Inc.  
3200 N. Ameristar Drive  
Kansas City, MO 64161  
Telephone: 816-414-7106  
Fax: 816-414-7360  
Email: [troy.stremming@ameristar.com](mailto:troy.stremming@ameristar.com)

**2. A brief description of proposer, its organizational structure and its business including names and biographies of its officers, directors, and key personnel, or persons serving in similar capacities.**

**Description of Proposer:**

The proposer is Ameristar Casino Springfield, LLC (the “Proposer”), a Massachusetts limited liability company whose sole member is Ameristar Casinos, Inc. The Proposer was formed to acquire and own a site for a planned destination casino resort development in Springfield, Massachusetts and to own and operate the resort development. The sole manager of the Proposer is Gordon R. Kanofsky. The officers of the Proposer are Gordon R. Kanofsky, Larry A. Hodges, Thomas M. Steinbauer and Peter C. Walsh. Each of these persons is an executive officer of Ameristar Casinos, Inc.

**Description of Ameristar Casinos, Inc.:**

Ameristar Casinos, Inc. (“ACI”), through wholly owned subsidiaries (referred to collectively in these Responses as “Ameristar”), develops, owns and operates casinos and related hotel, food and beverage, entertainment and other facilities in the United States, with an operating history that began in the 1950s. Ameristar has been a public company since November 1993 and its common stock trades on the NASDAQ Global Select Market under the symbol “ASCA”. Ameristar’s strategy is to capitalize on our high-quality facilities and products and dedication to superior guest service to effectively compete in each of our markets, and to drive growth from our existing and additionally developed or acquired properties, which creates value for our stockholders, team members, suppliers and local communities.

Ameristar operates a portfolio of eight casinos in seven markets, including: Ameristar Casino Resort Spa St. Charles (serving the St. Louis, Missouri metropolitan area); Ameristar Casino Hotel Kansas City (serving the Kansas City metropolitan area); Ameristar Casino Hotel Council Bluffs (serving Omaha, Nebraska and southwestern Iowa); Ameristar Casino Resort Spa Black Hawk (serving the Denver metropolitan area); Ameristar Casino Hotel Vicksburg (serving Jackson, Mississippi and Monroe, Louisiana); Ameristar Casino Hotel East Chicago (serving the Chicagoland area); and Cactus Petes Resort Casino and The Horseshu Hotel and Casino in Jackpot, Nevada (serving Idaho and the Pacific Northwest). Ameristar began construction on our ninth property, a casino resort in Lake Charles, Louisiana, in July 2012, which we expect will open in the third quarter of 2014.

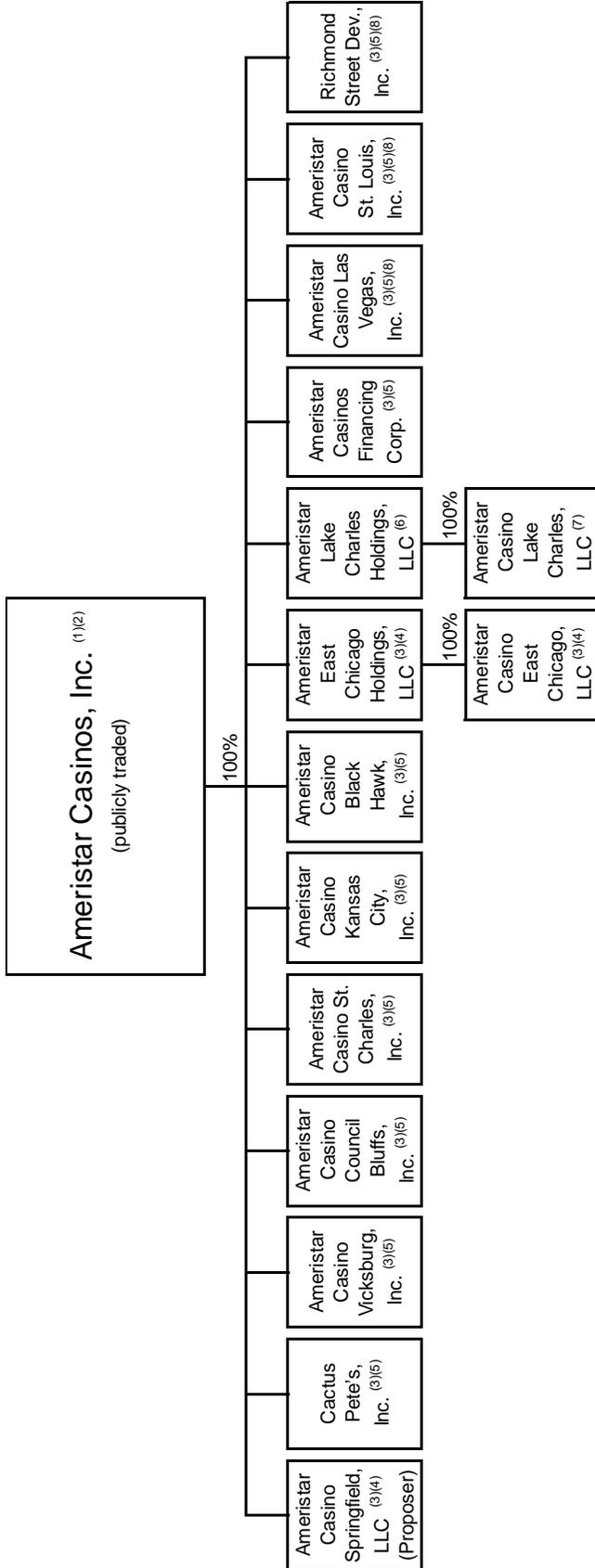
Ameristar’s guest experience differentiates us from our competitors. That experience is built upon our high-quality facilities and products, such as slot machines, food, lodging, entertainment and the appreciative service our 7,200 team members offer our guests. Ameristar’s casinos feature spacious gaming floors and

typically have the largest number of gaming positions in their markets. Ameristar features more of the newest and most popular slot machines than any other casino in each market. Ameristar designs the flow of our casino floors to attractively position and draw attention to our newest and most popular games and provide convenient access to other amenities, which we believe creates a more entertaining experience for our guests. Although a majority of Ameristar's revenue comes from slot play, each casino offers a wide range of table games, including blackjack, craps and roulette, as well as poker in the majority of our markets. Ameristar's gaming revenues are derived from a broad base of guests, and we do not depend exclusively upon high- or low- stakes players. Ameristar extends gaming credit at our properties where permitted by applicable law (Indiana, Mississippi and Nevada).

Ameristar's hotels offer upscale accommodations with tastefully appointed rooms offering appealing amenities. The signature dining concepts include steakhouses, elaborate buffets and casual dining restaurants, including sports bars. Whether in our steakhouses or delis, the emphasis is on quality in all aspects of the dining experience — food, service, ambiance and facilities. Our private Star Clubs offer higher tier player's club members an exclusive place to relax and enjoy exclusive food and beverage offerings.

**Organizational Structure:**

The organizational chart on the following page shows all subsidiaries of ACI. The Proposer has no subsidiaries. The officers and directors of ACI, the Proposer and all subsidiaries are shown on the chart as well. As indicated in the chart, ACI is a public company and the sole owner of the Proposer.



(1) Board of Directors: Luther P. Cochrane (Chairman of the Board), Carl Brooks, Larry A. Hodges, Gordon R. Kanofsky, Leslie Nathanson Juris, J. William Richardson, Thomas M. Steinbauer  
 (2) Corporate Officers: Gordon R. Kanofsky (CEO), Larry A. Hodges (Pres. & COO), Thomas M. Steinbauer (SVP, CFO, Sec. & Treas.), Peter C. Walsh (SVP, GC, CAO & Asst. Sec.)  
 (3) Officers: Gordon R. Kanofsky (Pres.), Larry A. Hodges (VP), Thomas M. Steinbauer (VP, CFO, Sec. & Treas.), Peter C. Walsh (VP & Asst. Sec.)  
 (4) Manager: Gordon R. Kanofsky  
 (5) Director: Gordon R. Kanofsky  
 (6) Managers: Gordon R. Kanofsky, Larry A. Hodges, Thomas M. Steinbauer, Peter C. Walsh  
 (7) Manager: Ameristar Lake Charles Holdings, LLC  
 (8) Does not have any material assets, liabilities or operations

### **Executive Officers of ACI:**

**Gordon R. Kanofsky** (Chief Executive Officer and Director of ACI; President and Manager of the Proposer) — Gordon Kanofsky has been Chief Executive Officer of ACI since May 2008 and a director since November 2006. Mr. Kanofsky joined ACI in September 1999 and was Executive Vice President from March 2002 to May 2008, after initially serving as Senior Vice President of Legal Affairs. He served as Co-Chairman or Vice Chairman of the Board from November 2006 until May 2011.

Prior to joining ACI, Mr. Kanofsky was in private law practice in Washington, D.C., and Los Angeles, California, primarily focused on corporate and securities matters, and represented ACI beginning in 1993.

Mr. Kanofsky is a co-trustee and a member of the board of directors of the Craig H. Neilsen Foundation. The Neilsen Foundation was established as a nonprofit charitable organization by ACI's late founder, CEO and principal stockholder, Craig H. Neilsen, to improve the quality of life for those living with spinal cord injury and to support scientific exploration for effective therapies and treatments leading to a cure. Mr. Neilsen bequeathed the majority of his wealth to the Neilsen Foundation, which, with more than \$400 million in assets, is the largest private funder for spinal cord injury causes in the United States.

Mr. Kanofsky also serves on the board of directors of the American Gaming Association and previously served on the Association's Task Force on Diversity. He has also served in various volunteer leadership capacities for the Cystic Fibrosis Foundation.

Mr. Kanofsky is a graduate of the Duke University School of Law with honors and holds an undergraduate degree in History, magna cum laude, from Washington University in St. Louis. He was a member of the Duke Law Journal.

**Larry A. Hodges** (President, Chief Operating Officer and Director of ACI; Vice President of Proposer) - Mr. Hodges was named President and Chief Operating Officer of ACI in May 2008. He is responsible for gaming, hotel, food and beverage, marketing, design and construction, human resources and information technology. He has also been on the Board of Directors of ACI since March 1994.

Prior to assuming his executive positions with ACI, Mr. Hodges was a consultant for CRG Partners Group LLC, a privately held business management firm. He was President and Chief Executive Officer of Mrs. Fields Original Cookies, Inc. from April 1994 to May 2003, after serving as President of Food Barn Stores, Inc. from July 1991 to March 1994.

From February 1990 to October 1991, Mr. Hodges served as president of his own company, Branshan Inc., which engaged in the business of providing management consulting services to food makers and retailers. Earlier, he was with American Stores Company for 25 years, where he rose to the position of President of two substantial subsidiary corporations.

Mr. Hodges holds a Bachelor of Arts degree from California State University, San Bernardino and is a graduate of the Harvard Business School Program for Management Development.

**Thomas M. Steinbauer** (Senior Vice President of Finance, Chief Financial Officer, Secretary, Treasurer and Director of ACI; Chief Financial Officer, Vice President, Secretary and Treasurer of the Proposer) — Thomas Steinbauer joined ACI in 1991 as it was transitioning from a privately held entity into a public corporation. As Chief Financial Officer, he oversees corporate accounting functions and financial relations, as well as financial executives at each property. He has also served on ACI's Board of Directors since its inception in 1993.

Prior to joining ACI, Mr. Steinbauer was Vice President of Finance for the Sands Hotel in Las Vegas where he led the human resources and management information services departments and worked closely with security and surveillance. His 35-year career in the gaming industry also includes executive posts with Bally's Reno and the Flamingo Hilton.

Educated at the University of Nebraska-Omaha, Mr. Steinbauer holds Bachelor of Science degrees in Business Administration and Accounting.

**Peter C. Walsh** (Senior Vice President and General Counsel, Chief Administrative Officer and Assistant Secretary of ACI; Vice President and Assistant Secretary of the Proposer) — Peter Walsh has served as Senior Vice President and General Counsel and Assistant Secretary of ACI since April 2002 and assumed additional duties as Chief Administrative Officer in May 2008. He oversees legal affairs and regulatory compliance and previously had oversight responsibility for human resources, administration and communications. Mr. Walsh is President and a member of the Board of Directors of Ameristar Cares Foundation, Inc., the Company's non-profit charitable foundation.

Mr. Walsh previously served as Vice President and Assistant General Counsel of MGM MIRAGE (now known as MGM Resorts International) and as Assistant General Counsel of Mirage Resorts, Inc. for nine years. He was involved in almost every significant financing and corporate transaction engaged in by Mirage Resorts since the early 1980s. Prior to joining Mirage Resorts, he was in private legal practice in Los Angeles, California.

Mr. Walsh graduated summa cum laude from UCLA School of Law, where he was a member of the UCLA Law Review and selected for membership in the Order of the Coif. He earned an undergraduate degree in English from Loyola Marymount University, also with summa cum laude honors.

**Board of Directors of ACI:**

**Luther P. Cochrane** (Chairman) — Luther Cochrane became a director of ACI in January 2006 and was elected non-executive Chairman of the Board in May 2011. He is Chair of the Nominating Committee and a member of the Compensation Committee and the Audit Committee of the Board.

Mr. Cochrane has had a distinguished career of more than 30 years in the construction industry and the legal profession. He retired in July 2012 as Chairman of KBR Building Group, a diversified commercial, hospitality, healthcare, industrial and institutional construction firm, nationally recognized for its design-build expertise, after having previously served as Chairman and Chief Executive Officer from 2004 to 2011.

Mr. Cochrane has held several other senior executive positions, including Chairman and Chief Executive Officer of Bovis Lend Lease, a global real estate group providing a full range of construction, development, capital structuring and consulting services. Bovis Lend Lease operates in more than 30 countries on six continents, and is one of the world's leading companies in the project management and construction services industry.

Mr. Cochrane was formerly a senior partner with the Griffin, Cochrane and Marshall law firm in Atlanta, Georgia, specializing in real estate and construction law. He is a Phi Beta Kappa graduate of the University of North Carolina at Chapel Hill and holds a Juris Doctorate degree, with honors, from the University of North Carolina School of Law at Chapel Hill.

**Carl Brooks** — Carl Brooks was elected to ACI's Board of Directors in October 2006. He is a member of the Compensation Committee, the Audit Committee and the Nominating Committee of the Board.

Mr. Brooks formerly served as President and Chief Executive Officer of The Executive Leadership Council and The Executive Leadership Foundation in Washington, D.C., the nation's premier leadership organization of African-American senior executives in Fortune 500 companies. During a distinguished career of 25 years in the utility industry, Mr. Brooks served as Vice President, Human & Technical Resources of GPU Energy in Reading, Pennsylvania, one of the nation's

largest publicly traded electric utilities, and as Chief Financial Officer of GENCO, a wholly owned subsidiary of GPU Energy.

Mr. Brooks is a cum laude graduate of Hampton Institute and holds a Master in Business Administration degree from Southern Illinois University, with honors. He is a graduate of the Tuck Executive Program (President Program) at Dartmouth College and the recipient of an Honorary Doctorate of Humane Letters from the Richmond Virginia Seminary. He served on the Chrysler LLC Financial Services Diversity Council. He was Vice Chair of both the board of directors of Howard University's School of Business and Hampton Institute's board of advisers. He previously served on the GPU Energy/GENCO board of directors. In addition, he was Chairman of the GPU Diversity Action Council, winning the Edison Electric Institute Award for Diversity. Mr. Brooks is a member of the American Society of Association Executives, the National Black MBA Association and the National Urban League's Best Diversity Practices Study Advisory Council. He also served as the Honorary Chair of the 35th Anniversary of the School of Business at Howard University and was a 2004 recipient of the EEOC's Spirit of Partnership Award.

**Larry A. Hodges**— See biography under “Executive Officers of ACI” above.

**Leslie Nathanson Juris** — Leslie Nathanson Juris was elected as an ACI director in May 2003. She is Chair of the Compensation Committee and a member of the Nominating Committee of the Board. As President of Nathanson/Juris Consulting, she advises executives of publicly and privately held companies in a broad range of industries on issues of strategy, structure, succession, culture and practices to improve organizational performance.

From 1994 to 1999, Ms. Nathanson Juris was Managing Partner of Roberts, Nathanson & Wolfson Consulting, Inc. (now known as RNW Consulting), a management consulting firm. She has more than 30 years of experience in the areas of strategy implementation and the management of complex organizational change. She was also a lecturer at the Kellogg School of Management at Northwestern University in Chicago for more than 20 years.

Ms. Nathanson Juris holds a Bachelor's degree from Tufts University, as well as a Master's degree with emphasis in management and education and a Doctorate degree specializing in organizational behavior, both from Northwestern University.

**Gordon R. Kanofsky**— See biography under “Executive Officers of ACI” above.

**J. William Richardson** — Bill Richardson was elected as a director of ACI in July 2003. He serves as Chair of the Audit Committee and a member of the Compensation Committee and the Nominating Committee of the Board.

Mr. Richardson has had a notable career of more than 30 years in the hotel industry. He was Chief Financial Officer of Interstate Hotels & Resorts, Inc. (“IHR”) from February 2004 until his retirement in May 2006. IHR is the nation's largest independent hotel management company, managing more than 300 hotels for third-party owners, including REITs, institutional real estate owners and privately held companies. He also held several executive positions with Interstate Hotels Corporation (a predecessor of IHR), including Chief Executive Officer and most recently Vice Chairman/Chief Financial Officer.

Mr. Richardson holds a Bachelor of Arts degree in Business/Finance from the University of Kentucky.

**Thomas M. Steinbauer**— See biography under “Executive Officers of ACI” above.

#### **Additional Senior Management of ACI:**

**Paul Eagleton** (Senior Vice President of Marketing) – Paul Eagleton joined ACI in 1999 as Vice President of Marketing and he was promoted to Chief Marketing Officer in 2003. His key accomplishments include centralizing the company's marketing functions, creating a consistent brand message and refining our direct mail strategy. Under his guidance, the Ameristar marketing department has become one of the most recognized in the industry, earning numerous national and international awards for our annual reports and advertising that have been featured in publications such as *Communication Arts*, *Graphis*, *How* and *Business Week*.

Prior to joining ACI, Mr. Eagleton served as Senior Vice President of Marketing for Rysher Entertainment, where he was responsible for all worldwide television advertising, promotion and publicity. While at Rysher, he launched 19 television series worldwide and he and his team received 26 national creative awards.

Mr. Eagleton holds a Bachelor of Arts degree in Economics from the University of California, Los Angeles and an MBA degree in Marketing from the University of Michigan in Ann Arbor.

**Sheleen Quish** (Senior Vice President of Information Technology and Human Resources) – Sheleen Quish became the Chief Information Officer at ACI in January 2007. In this role she transformed information technology (“IT”) within Ameristar from a business obstacle to a business enabler. In 2011, she assumed additional responsibilities and was named Senior Vice President of Human Resources and Information Technology. Under her leadership, Human Resources is now generating more value through the use of IT.

Prior to joining ACI, Ms. Quish formed a consulting firm, Box 9 Consulting, providing IT leadership in a variety of industries. Previously, she was VP & Global CIO for US Can Company, based in Chicago, Illinois. At US Can she was responsible for the global infrastructure, three data centers and a wide array of applications to support the \$750 million company in 24 locations in six countries. Ms. Quish had 20 years of marketing and operations experience in health care, retail and insurance before venturing into IT management. She shares her experiences with IT leadership and their staffs through writing, speaking engagements, radio broadcasts, coaching and mentoring.

Ms. Quish is a graduate of the College of New Rochelle, New Rochelle, New York and has also been a Senior Consultant with the Cutter Consortium in Boston, Massachusetts. She is an Emeritus Member of the *CIO Magazine* Editorial Advisory Board.

**Michelle Shriver** (Senior Vice President of Operations) – Michelle Shriver is responsible for all gaming and hotel operations, with a focus on generating industry-leading operating results. This includes attention to identifying and promoting best practices to ensure Ameristar continues to deliver outstanding guest service and financial performance, while maintaining a culture that fosters the engagement and career growth of Ameristar's team members. The General Manager of each Ameristar property reports to Ms. Shriver, as do the corporate slot, table games, hotel and security/surveillance functions.

Ms. Shriver's career with Ameristar began in 1996 in the corporate marketing department. She transferred to a property marketing position in 1998 and returned to the corporate office in 2000 as Director of Marketing. In that role, she was instrumental in the introduction of Star Awards, Ameristar's player awards program, as well as the development of strategic plans for marketing operations and Ameristar brand promotional and advertising campaigns. She was promoted to Vice President and Assistant General Manager of Ameristar Kansas City in December 2002 and was named Senior Vice President and General Manager of the Black Hawk property in November 2005.

Ms. Shriver holds a Bachelor's degree in Journalism and Sociology from the University of Southern California and was named one of "25 People to Watch in 2004" by *Global Gaming Business* magazine. She is active in the community, with a history of involvement with various organizations, including Interface – Children & Family Services in her hometown of Camarillo, California; the Boys and Girls Club and the Salvation Army of Henderson, Nevada; the Northland United Way in Kansas City, Missouri, where she was a member of the board; and as a board member of Craig Hospital in Englewood, Colorado.

**Troy Stremming** (Senior Vice President of Government Relations and Public Affairs) – Troy Stremming has been Senior Vice President of Government Relations and Public Affairs of ACI since January 2009. He joined ACI in December 2000 and was Chief Governmental Affairs Officer from January 2007 until January 2009, after initially serving as Vice President of Government Affairs. In his current role, he works to enhance the public and governmental perceptions of ACI and our subsidiaries through continual involvement in political, regulatory, community and social responsibility affairs. He represents and advocates for Ameristar nationwide and at the federal level. In addition, he oversees all public relation activities.

Prior to joining ACI, Mr. Stremming served as General Counsel for Station Casinos Midwest Operations. Prior to joining Station Casinos, he was in private legal practice in Kansas City, Missouri.

Mr. Stremming currently serves as the Chairman of the Board of Directors of the Kansas City Convention and Visitors Association, Board member of the National Foundation for Women Legislators and Board member of the MidAmerica Minority Supplier Development Council. He serves on the American Gaming Association's Task Forces on Internet Gaming and Diversity. He is the past President of the Missouri Gaming Association and Past Chairman of the Board of Directors of the Urban League of Greater Kansas City.

Mr. Stremming is a graduate of the Washburn University School of Law with honors and holds an undergraduate degree from Washburn University School of Business. He was a member of the Washburn Law Journal.

- 3. A description of proposer's experience during the last ten (10) years in designing, developing and/or operating destination casino resort projects. For each such project, include the name and location, the total dollar investment, number of gaming devices, number and types of amenities including hotel rooms, restaurants, convention centers, entertainment venues or others, total gaming revenues for the last three (3) years, total non-gaming revenues for the last three (3) years, number of full-time employees, and approximate size of the site on which the project is located.**

**Casino Experience:**

Ameristar has been the sole owner and operator of six properties throughout the entire past 10 years. We acquired our Black Hawk property in 2004 and our East Chicago property in 2007, both of which we also wholly own and operate.

Ameristar has designed and implemented major expansions throughout the 10-year period. This has included:

- the completion of the permanent casino facility at the St. Charles property, which includes 130,000 square feet of gaming space along with seven restaurants and entertainment venues (\$242 million aggregate);
- the addition of major restaurants and a parking structure and a comprehensive reconfiguration of the 140,000 square feet of casino space at the Kansas City property (\$93 million aggregate);
- the addition of a 397-room all-suite hotel, an additional 2,350-vehicle space parking garage, full-service spa, indoor/outdoor pool, exercise facility and event/conference center at the St. Charles property (\$270 million aggregate);
- the addition of more casino space, new restaurants and a 1,000-vehicle space parking garage at the Vicksburg property (\$100 million aggregate); and
- the addition of more casino space, a 536-room hotel, four additional levels in the parking garage, full-service spa, rooftop pool, exercise facility, event/conference center and the expansion and addition of restaurants at the Black Hawk property (\$331 million aggregate).

Ameristar has also undertaken major hotel remodeling projects at our Kansas City, Council Bluffs, Vicksburg, East Chicago and Jackpot properties during the past 10 years.

**Casino Properties:**

The chart on the following page summarizes the key facts and figures related to each property.

	Ameristar Casino Resort Spa St. Charles	Ameristar Casino Hotel Kansas City	Ameristar Casino Hotel Council Bluffs	Ameristar Casino Resort Spa Black Hawk	Ameristar Casino Hotel Vicksburg	Ameristar Casino Hotel East Chicago	The Jackpot Properties <sup>(1)</sup>
Total Investment (in millions)	\$672.1	\$431.4	\$167.1	\$445.9	\$213.8	\$740.0	\$38.0
Number of Electronic Gaming Devices	2,630	2,780	1,580	1,490	1,560	1,930	750
Number of Table Games <sup>(2)</sup>	72	72	23	41	42	41	27
Hotel Rooms	397	184	444 <sup>(3)</sup>	536	149	288	416
Restaurants	7	9	4	4	3	6	5
Convention Centers	Conference, banquet and meeting center	Conference, banquet and meeting space	Conference, banquet and meeting space	Conference, banquet and meeting space	Conference, banquet and meeting space	Conference, banquet and meeting space	Conference, banquet and meeting space
Other Amenities	Indoor/outdoor swimming pool; exercise facility; full-service spa	Kids Quest children's activity center	Swimming pool; exercise facility; Kids Quest children's activity center	Rooftop swimming pool; exercise facility; full-service spa	Swimming pool; service station; convenience store; RV park	Exercise facility	Sports book; swimming pool; service station; general store; styling salon; RV park
Entertainment Venues	Amusement arcade	Entertainment facility; 18-screen movie theater; amusement arcade	Amerisports Bar	Bar 8042	Bottleneck Blues Bar	-	Outdoor entertainment facility; showroom; amusement arcade
Total Gaming Revenue (3 yrs., in millions)	\$855.1	\$719.2	\$487.1	\$410.0	\$363.6	\$766.4	\$148.8
Total Non-Gaming Revenue (3 yrs., in millions)	\$188.7	\$104.2	\$81.3	\$104.7	\$64.1	\$101.7	\$80.1
Number of Full-time Employees	898	765	552	613	432	792	447
Size of Site (approx., in acres)	52	182	69	6	52	28	116

(1) Includes the operations of Cactus Pates Resort Casino and The Horseshu Hotel and Casino.

(2) Includes poker tables.

(3) Includes rooms operated by affiliates of Kinseth Hospitality Corporation and located on land owned by Ameristar and leased to Kinseth.

**4. A brief description of any destination casino resort or other casino projects which proposer has publicly announced that proposer is in the process of pursuing, acquiring, developing or proposing to pursue, acquire or develop. Include the same information being requested in item 3, above, to the extent applicable, for each project.**

On July 16, 2012, Ameristar purchased all of the equity interests of Creative Casinos of Louisiana, L.L.C. ("Creative") from Creative Casinos, LLC. for \$32.5 million. Creative held the fifteenth and last remaining riverboat gaming license available in the state for a development in Lake Charles, Louisiana, but had not built the property yet. Ameristar commenced construction on July 20, 2012 and expects to complete the project in the third quarter of 2014.

The project, which will be named Ameristar Casino Resort Spa Lake Charles, will include a casino with approximately 1,600 electronic gaming devices and 60 table games, a hotel with 700 guest rooms (including 70 suites), eight to 10 food and beverage outlets, an 18-hole golf course, a tennis club, swimming pools, a full-service spa and other resort amenities. The property will also include 3,000 parking spaces, 1,000 of which will be in a garage.

The resort is being developed on a 243-acre leased site. The cost of the project, inclusive of the purchase price of the equity interests, is expected to be between \$560 million and \$580 million, excluding capitalized interest and pre-opening expenses. In addition to southwestern Louisiana, the primary market for Ameristar Lake Charles will be the greater Houston, Texas metropolitan area.

**5. An indication as to whether proposer or its representatives have visited the City at any time during the last six (6) months for the purpose of determining whether the City would be a suitable location for the development of the Project.**

Ameristar identified the City of Springfield (the "City") as our preferred location in Region B for the development of a casino resort last fall. We then explored the viability of numerous different locations within the City. It quickly became clear that an expansive parcel in the East Springfield neighborhood was the only viable site for a true destination casino resort within the City. Shortly thereafter, Ameristar entered into a definitive agreement with an affiliate of the O'Connell Development Group, Inc. to purchase the 40-acre site on Page Boulevard, just west of Interstate Highway 291. In January 2012, the Proposer closed on the \$16 million purchase of the site. The site has been cleared and is ready for construction.

While we considered the possibility of assembling a large number of small parcels in other parts of the City, including in and near the City's center, we concluded that the costs of land acquisition, demolition, site development and infrastructure improvements of such alternate locations, as well as the incremental costs of project development, the additional time necessary for project development and construction prior to opening, and unavoidable inefficiencies in flow and layout that would materially detract from the guest experience and revenue generation in such locations, would make it extremely difficult, if not impossible, for such a project to satisfy the requirement of Section 18(3) of the Act Establishing Gaming in the Commonwealth (Chapter 194 of the Acts of 2011) to realize maximum capital investment exclusive of land acquisition and infrastructure improvements when compared to the site we purchased on Page Boulevard or other possible sites within Region B outside the City.

Ameristar senior management members and other representatives have made numerous visits to the City. The trips have provided opportunities for the Ameristar team to meet a large number of civic, community and business leaders. This includes many members of the East Springfield Neighborhood Council. The meetings have enabled our team to better understand the issues challenging the City and identify opportunities to advance the City. Ameristar has already begun to be a community partner by joining various community organizations and participating in and supporting charity events. Our team has explored partnerships with area businesses, organizations and philanthropic entities. The visits have also been useful in assisting our team as we solidify our plans for our proposed casino resort, the emphasis being the ultimate creation of a complex that complements the City, through economic development, employment, local purchasing and esthetics.

In May 2012, ACI hired Jonathan Little as our Director of Government and Community Relations, based in Springfield. An area native, Jonathan has participated in many of the meetings and events referenced above, and he continues to have meetings daily on the same topics.

**6. An indication of the minimum amount of land proposer reasonably believes it will require for the Project.**

The 40-acre site that the Proposer already owns in fee simple will be sufficient for our proposed casino resort complex and its future expansion. We intend to utilize the entire site for the casino resort and the ancillary amenities serving the resort and the local community.

- 7. An indication of the amount of land the proposer currently has under control (whether by contract, option or other means) in the City for the Project and/or proposer reasonably will be able to have under control within the next ninety (90) days. If proposer reasonably believes it will require the assistance of the City or one of its instrumentalities in order to obtain title to such land, please so indicate. Unless proposer would prefer to keep confidential its site description due to continuing negotiations with land owners or similar reasons, indicate with specificity the location of the proposer's site.**

As referenced in the previous response, the Proposer owns in fee simple a 40-acre site on Page Boulevard, just west of Interstate Highway 291. No assistance will be needed from the City or its instrumentalities in order to obtain additional land for the proposed casino complex. Further, no businesses or residents will be displaced for the project.

8. A summary of the projected total costs of the Project showing estimated land acquisition costs, hard costs (e.g., construction, site improvements, infrastructure, furnishings, etc.), construction soft costs (e.g., architectural, consulting fees, etc.), financial and other expenses.

The table below summarizes the Proposer's projected costs for our proposed Springfield casino resort.

<u>Item</u>	<u>Cost (in millions)</u>
<b>Total Projected Project Cost</b>	<b>\$910.0</b>

**9. A description of proposer's currently available sources of financing for all or a portion of the total costs of the Project, the dollar amount of any such currently available financing and the extent to which proposer reasonably believes such currently available financing will be committed to projects other than the Project over the next twenty-four (24) months.**

Based on a project with an estimated total cost of \$910 million, approximately \$710 million will be financed with funds available through Ameristar's current credit structure and from free cash flow from operations. Ameristar will finance the remaining \$200 million through additional borrowings from our existing credit group, which we are highly confident we can secure.

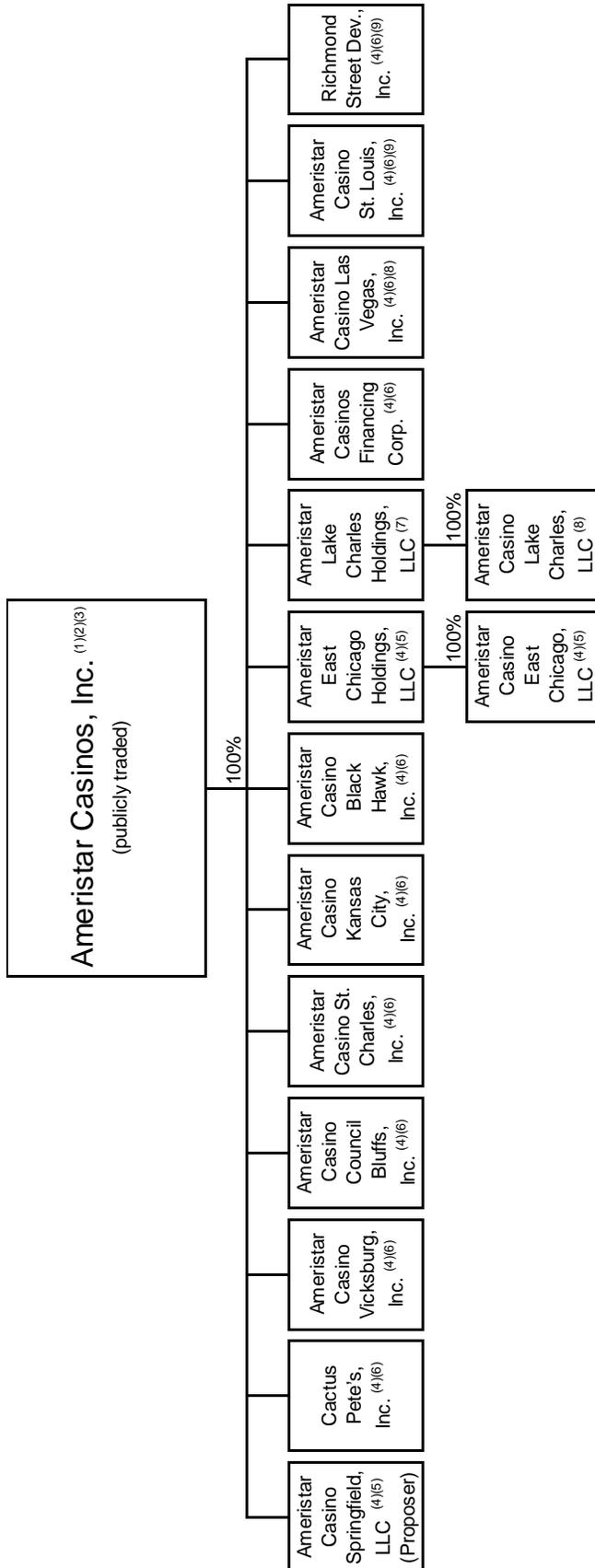
The current credit structure totals \$2.44 billion. It consists of \$1.04 billion in outstanding unsecured senior notes due 2021. It also includes a senior credit facility totaling \$1.4 billion. The credit facility consists of (i) a \$200 million A term loan that is fully borrowed and matures in 2016, (ii) a \$700 million B term loan that is fully borrowed and matures in 2018 and (iii) a \$500 million revolving loan facility, \$4 million of which is borrowed as of this date and which matures in 2016. Ameristar has the right to increase the B term loan by up to \$200 million as long as we continue to maintain compliance with the covenants in the credit facility. Ameristar is fully capable of and intends to maintain that compliance.

Over the next 24 months, approximately \$240 million of Ameristar's existing credit structure will be used to fund our ongoing Lake Charles, Louisiana project. This amount is reflected in the calculations referenced above regarding the additional borrowings needed for the Springfield project.

**10. An organizational chart of the proposer including any subsidiaries showing all officers, directors (or equivalent position) and owners. For privately held companies, include the names of all ultimate individual owners, a description of their business background and a description of their role in the enterprise. For publicly traded companies, include the names of all owners owning 5% or more of the publicly traded company. If proposer currently has or expects to have “local” partners who will have an ownership in the entity developing the Project, that same information must be provided for each local partner.**

**Organizational Chart:**

The organizational chart on the following page shows all officers, directors and subsidiaries of ACI and the Proposer. As indicated in the chart, ACI is a public company and the sole owner of the Proposer.



(1) Board of Directors: Luther P. Cochrane (Chairman of the Board), Carl Brooks, Larry A. Hodges, Gordon R. Kanofsky, Leslie Nathanson Juris, J. William Richardson, Thomas M. Steinbauer  
 (2) Corporate Officers: Gordon R. Kanofsky (CEO), Larry A. Hodges (Pres. & COO), Thomas M. Steinbauer (SVP, CFO, Sec. & Treas.), Peter C. Walsh (SVP, GC, CAO & Asst. Sec.)  
 (3) ≥ 5% shareholders are identified on the next page  
 (4) Officers: Gordon R. Kanofsky (Pres.), Larry A. Hodges (VP), Thomas M. Steinbauer (VP, CFO, Sec. & Treas.), Peter C. Walsh (VP & Asst. Sec.)  
 (5) Manager: Gordon R. Kanofsky  
 (6) Director: Gordon R. Kanofsky  
 (7) Managers: Gordon R. Kanofsky, Larry A. Hodges, Thomas M. Steinbauer, Peter C. Walsh  
 (8) Manager: Ameristar Lake Charles Holdings, LLC  
 (9) Does not have any material assets, liabilities or operations

**≥ 5% Shareholders:**

ACI is aware of five shareholders owning 5% or more of ACI's publicly traded stock. These are: Addison Clark Management, LLC (9.7%); PAR Investment Partners, L.P. (8.8%); the Vanguard Group, LLC (6.6%); BlackRock, Inc. (5.6%); and Kornitzer Capital Management, Inc. (5.1%). This is based on information contained in public filings by each such investor with the Securities and Exchange Commission on Schedule 13G. In order to qualify to use Schedule 13G, a shareholder must be an institutional investor and hold its shares as a passive investment without the intention of exerting any control over Ameristar management.

**Local Partners:**

Ameristar intends to involve a multitude of local businesses in the operation of our casino resort complex. However, we do not currently have or expect to have local partners who will have an ownership interest in the Proposer or the project.

**11.If the entity developing the Project or its affiliate will not be managing the Project, provide the name of the management company and key personnel and a description of their experience in managing destination resort casinos. Such description must include the name and location of all projects managed, the number of gaming devices, number and types of amenities including hotel rooms, restaurants, convention centers, entertainment venues or others, total gaming revenues for the last three (3) years, total non-gaming revenues for the last three (3) years and number of full-time employees.**

As is the case with all of our facilities, Ameristar intends to manage our proposed Springfield resort casino. An outside management company will not be utilized.

**12. With respect to: (i) the entity proposing to develop the Project; (ii) the management company who will be managing the Project (if not an affiliate of the developer); and (iii) their respective affiliates, list the jurisdictions where each are currently or have been licensed by a gaming commission or authority. For each such jurisdiction please indicate whether any license is or has ever been suspended, revoked or terminated.**

ACI and each of our operating subsidiaries are licensed by the gaming commission or other applicable gaming regulatory authority in Nevada, Mississippi, Iowa, Missouri, Colorado, Indiana and Louisiana. None of these gaming licenses, nor any occupational gaming licenses held in any of these jurisdictions by any current or former executive officer or director of ACI, has ever been suspended, revoked or terminated.

**13.A description of proposer’s (or its affiliate’s) experience in negotiating host community or similar agreements and the types and amounts of impact fees, sharing arrangements and other contributions made to each such host community.**

Four wholly owned subsidiaries of ACI have host or similar agreements in the communities in which they operate. A brief summary of the terms and purpose of each of those agreements is listed below.

**Council Bluffs:**

Ameristar Casino Council Bluffs, Inc. (“ACCB”), operates pursuant to an operating agreement with the Iowa West Racing Association (“IWRA”) that was entered into in 1994. The original agreement and amendments to the agreement were negotiated by Ameristar. The IWRA is the non-profit gaming license holder for ACCB as required under Iowa law. ACCB pays 3% of its Adjusted Gross Receipts from the operation of the casino (“AGR”) to the IWRA, which distributes the funds to the Iowa West Foundation. Both have become an important source of funding for charitable and community projects, surpassing \$285 million in grants.

**Kansas City:**

Ameristar Casino Kansas City, Inc. (“ACKC”) has a development agreement with the City of Kansas City, Missouri through the Kansas City Port Authority. The original agreement was negotiated by the previous owner of the property; however, amendments to the agreement were negotiated by Ameristar, including amendments negotiated at the time of Ameristar’s acquisition of the property in 2000 and again in 2012. As outlined in the agreement, ACKC is committed to furthering the local community. It achieves this by being an equal opportunity employer and adhering to an affirmative action policy to provide business opportunities to minorities and women as vendors and suppliers of goods and services to the property. ACKC also has had a series of voluntary funding agreements with Clay County, Missouri (the “County”), in which ACKC’s operations are located. Through the current three-year agreement, ACKC is providing \$260,000 to the County. The use of the funds by the County is not specified in the agreement.

**East Chicago:**

Ameristar Casino East Chicago, LLC (“ACEC”) has a local development agreement with the City of East Chicago, Indiana (“EC”) and the Foundations of East Chicago, an Indiana not-for-profit corporation (“FEC”). The original agreement was negotiated by the initial owner of the property; however, the current amended and restated agreement was negotiated by Ameristar. ACEC pays 1.625% of its AGR to EC and 1.625% of its AGR to FEC. The funds are to be used by the recipients solely to

support and assist economic development in the City and for reasonable and necessary administrative expenses.

**Lake Charles:**

Ameristar Casino Lake Charles, LLC (“ACLC”) has a revenue sharing agreement with the City of Lake Charles, Louisiana (“LC”), the Calcasieu Parish Police Jury (the “Police Jury”) and the Lake Charles Harbor & Terminal District (the “District”). The agreement was negotiated by the previous owner of the company Ameristar purchased. Once gaming operations commence at ACLC, ACLC will pay an amount totaling 4.2% of its AGR to LC and the District. LC will receive 83.333% of the monies and the District will receive the remaining 16.667%. A portion of the LC funds will be retained by LC and the remainder will be distributed to the Police Jury and other local governments and to local educational entities. The manner in which the funds are to be utilized by the recipient entities is not specified in the agreement.

**14.A brief description of proposer's concept of the Project including major components, types of amenities and possible theming, including site plans and renderings (if available) to the extent already made public.**

Ameristar proposes a casino resort spa complex that will provide an unmatched combination of comfort and elegance. The resort will feature contemporary décor and include a spacious 150,000-square-foot state-of-the-art casino with approximately 3,300 slot machines and 110 table games, including poker. There will be a 500-room luxury hotel including 50 suites. The property will feature multiple swimming pools, a full-service spa and retail outlets. There will be a diverse offering of dining venues, offering everything from upscale fine dining to casual quick bites. Also included will be 18,000 square feet of entertainment and meeting space. Free parking will be provided in two multi-level parking structures, with the capacity for a total of approximately 4,300 vehicles. The resort will be master-planned to accommodate significant future expansions of the casino, hotel and parking garages, each as warranted by market and competitive conditions. Renderings and additional details of the project will be made publicly available in the near future.

**15. A statement as to whether proposer owns or controls any land located outside of the City, but within Region B (as described under the Act).**

Neither Ameristar, the Proposer nor any other affiliate of Ameristar owns or controls any land in Massachusetts located outside of the City of Springfield, whether or not within Region B.