

**MEMORANDUM OF REDEVELOPMENT PROJECT LEASE**

THIS MEMORANDUM OF REDEVELOPMENT PROJECT LEASE ("Memorandum") is made and entered into as of the 25th day of October, 1995 by and between THE CITY OF EAST CHICAGO, DEPARTMENT OF REDEVELOPMENT, existing pursuant to I.C. 36-7-14, ("City") and SHOWBOAT MARINA PARTNERSHIP, and Indiana general partnership ("Tenant").

**RECITALS**

A. City and Tenant have entered into a certain Redevelopment Project Lease dated the 19th day of October, 1995, wherein City leased to Tenant, and Tenant leased from City, certain real estate and all rights, privileges, easements and other interests appurtenant to such real estate situated in Lake County, Indiana, which real estate is more particularly described in Exhibit "A" attached hereto and hereby made a part hereof, which real estate and improvements are hereinafter referred to as the "Premises", and upon which Premises Tenant has the right to construct any and all buildings, structures and improvements and to make any alterations thereof for a Redevelopment Project as described in the Redevelopment Project Lease.

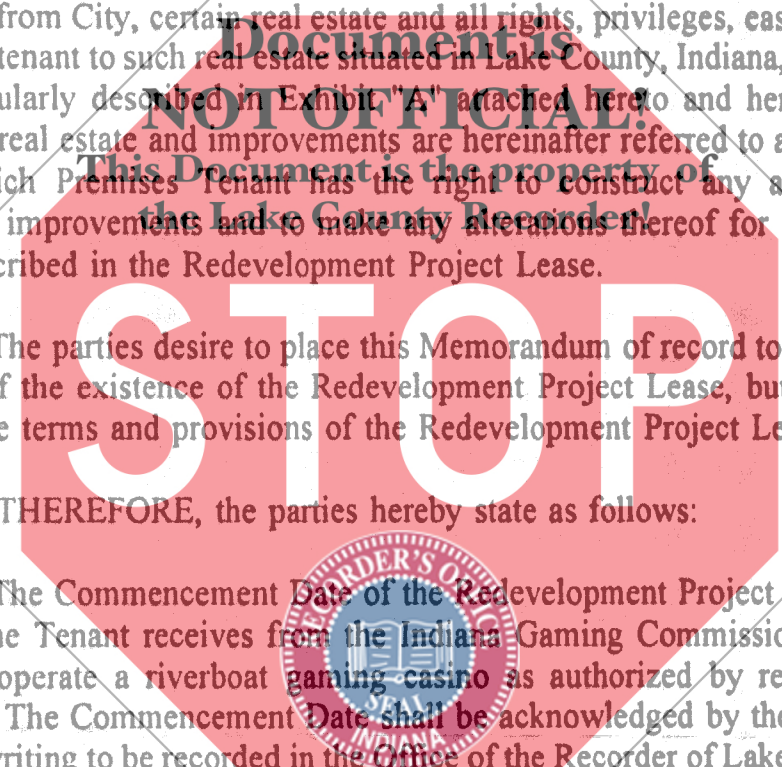
B. The parties desire to place this Memorandum of record to provide notice to third parties of the existence of the Redevelopment Project Lease, but do not desire to place all of the terms and provisions of the Redevelopment Project Lease of record.

NOW, THEREFORE, the parties hereby state as follows:

1. The Commencement Date of the Redevelopment Project Lease is the date upon which the Tenant receives from the Indiana Gaming Commission a certificate of suitability to operate a riverboat gaming casino as authorized by regulations of said Commission. The Commencement Date shall be acknowledged by the City and Tenant in a separate writing to be recorded in the Office of the Recorder of Lake County, Indiana. Tenant has the right under the Redevelopment Project Lease to exclusive possession of the Premises from and after the date that the City receives written notice from Tenant of Tenant's election to take possession of the Leased Premises.

2. The term of the Redevelopment Project Lease is a period of thirty (30) years from the Commencement Date to and including the thirtieth (30th) anniversary of the Commencement Date or the last day of any renewal term under Section 2.04 of the Redevelopment Project Lease.

3. City has granted to Tenant two (2) successive renewal options to extend the term of the Redevelopment Project Lease for periods of thirty (30) years each.



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4. This Memorandum of Redevelopment Project Lease shall not be construed or be deemed to constitute the taking of possession of the Premises by Tenant or as a waiver of any right of Tenant under the Redevelopment Project Lease to make objection to any title defect, survey matter or environmental condition as permitted under Article I of the Redevelopment Project Lease or of any right Tenant may have under the terms of the Redevelopment Project Lease to terminate said Lease under the conditions permitted thereby.

5. Reference is made to the Redevelopment Project Lease itself for a complete and definitive statement of the terms of the rights and obligations of City and Tenant thereunder. Definitions used in this Memorandum shall have the meanings set forth in the Redevelopment Project Lease.

IN WITNESS WHEREOF, City and Tenant have Executed this Memorandum of Redevelopment Project Lease as of the day, month and year first above written.



TENANT

SHOWBOAT MARINA PARTNERSHIP

ATTEST:

BY: Showboat Indiana Investment Limited Partnership, its general partner

[Signature]  
(signature)

By: Showboat Indiana, Inc., its general partner

ASSISTANT SECRETARY  
(printed name and title)

Document is NOT OFFICIAL BY: [Signature]

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Thomas E. Bonner, President

STATE OF INDIANA )  
                                  ) SS:  
COUNTY OF LAKE )

Before me, a Notary Public in and for said County and State, personally appeared Thomas C. Bonner, the President of Showboat Indiana, general partner of Showboat Indiana Investment Limited Partnership, the general partner of Showboat Marina Partnership, an Indiana general partnership, and acknowledged the execution of the foregoing instrument as such officer acting for and on behalf of said partnership.

Witness my hand and Notarial Seal this 25 day of OCTOBER, 1995.

[Signature]  
Signature

Richard J. Lesniak  
Printed Notary Public

My Commission Expires: April 13, 1998

County of Residence: LAKE

CITY

CITY OF EAST CHICAGO DEPARTMENT OF REDEVELOPMENT

ATTEST:

Deidroi Buggs  
(Signature)

BY: Walter M. Matusik  
(Signature)

Deidroi Buggs, Secretary  
(Printed name and title)

Walter M. Matusik, President  
(Printed name and title)

STATE OF INDIANA

COUNTY OF LAKE

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Before me, a Notary Public in and for said County and State, personally appeared Walter M. Matusik and Deidroi Buggs, the President and Secretary, respectively, of the East Chicago Redevelopment Commission, the governing body of the City of East Chicago Department of Redevelopment, existing under I.C. 36-7-14, and acknowledged the execution of the foregoing instrument as such officers acting for and on behalf of said corporation.

Witness my hand and Notarial Seal this 25th day of October, 1995.



Joseph E. Costanza  
Signature

Joseph E. Costanza  
Printed Notary Public

My Commission Expires: 1-31-99

County of Residence: Porter

This instrument was prepared by James B. Burroughs, ICE, MILLER, DONADIO & RYAN, One American Square, Box 82001, Indianapolis, Indiana 46282-0002

PART OF FRACTIONAL SECTION 15 AND FRACTIONAL SECTION 22, TOWNSHIP 37 NORTH, RANGE 9 WEST OF THE SECOND PRINCIPAL MERIDIAN, IN LAKE COUNTY, INDIANA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: COMMENCING AT POINT "G" WHICH POINT IS ON THE SOUTHEASTERLY BULKHEAD LINE (ESTABLISHED BY U. S. GOVERNMENT PERMITS OF MARCH 27, 1908, OCTOBER 15, 1929 AND JULY 5, 1932), AND THE SOUTHWESTERLY RIGHT OF WAY LINE OF ALDIS AVENUE EXTENDED, THIS POINT BEING ESTABLISHED BY A "T" RAIL SET IN CONCRETE; THENCE ALONG THE SOUTHWESTERLY LINE OF ALDIS AVENUE, SOUTH 46 DEGREES 46 MINUTES 06 SECONDS EAST, 1376.00 FEET TO POINT "R" ON PLAT OF SURVEY PREPARED BY THE COUNTY SURVEYOR OF LAKE COUNTY, INDIANA, AND DATED JULY 3, 1959, WHICH IS THE POINT OF BEGINNING, SAID POINT BEING AT THE INTERSECTION OF THE CENTERLINE OF VACATED LAKE PLACE AND THE SOUTHWESTERLY RIGHT OF WAY LINE OF ALDIS AVENUE; THENCE ALONG THE CENTERLINE OF VACATED LAKE PLACE, NORTH 43 DEGREES 15 MINUTES 00 SECONDS EAST, A DISTANCE OF 66.30 FEET TO A POINT "Q" ON THE NORTHEASTERLY RIGHT OF WAY LINE OF ALDIS AVENUE; THENCE NORTH 35 DEGREES 15 MINUTES 53 SECONDS EAST, 134.74 FEET TO A POINT; THENCE NORTH 87 DEGREES 48 MINUTES 17 SECONDS EAST, 79.47 FEET TO A POINT; THENCE NORTH 45 DEGREES 33 MINUTES 40 SECONDS EAST, 100.30 FEET TO A POINT; THENCE NORTH 27 DEGREES 28 MINUTES 34 SECONDS EAST, 102.39 FEET TO A POINT; THENCE NORTH 35 DEGREES 50 MINUTES 46 SECONDS EAST, 100.24 FEET TO A POINT; THENCE NORTH 43 DEGREES 17 MINUTES 00 SECONDS EAST, 100.18 FEET TO A POINT; THENCE NORTH 71 DEGREES 22 MINUTES 09 SECONDS EAST, 92.36 FEET TO A POINT; THENCE SOUTH 88 DEGREES 52 MINUTES 08 SECONDS EAST, 115.00 FEET TO A POINT; THENCE SOUTH 45 DEGREES 50 MINUTES 45 SECONDS EAST, 106.63 FEET TO A POINT; THENCE SOUTH 28 DEGREES 53 MINUTES 00 SECONDS EAST, 115.00 FEET TO A POINT; THENCE SOUTH 29 DEGREES 55 MINUTES 11 SECONDS EAST, 84.42 FEET TO A POINT; THENCE SOUTH 20 DEGREES 54 MINUTES 05 SECONDS EAST, 100.04 FEET TO A POINT; THENCE SOUTH 19 DEGREES 45 MINUTES 23 SECONDS EAST, 100.01 FEET TO A POINT; THENCE SOUTH 15 DEGREES 10 MINUTES 45 SECONDS EAST, 100.24 FEET TO A POINT; THENCE SOUTH 13 DEGREES 49 MINUTES 39 SECONDS EAST, 64.28 FEET TO A POINT; THENCE SOUTH 09 DEGREES 56 MINUTES 52 SECONDS EAST, 113.06 FEET TO A POINT; THENCE SOUTH 04 DEGREES 06 MINUTES 11 SECONDS EAST, 100.97 FEET TO A POINT; THENCE SOUTH 13 DEGREES 30 MINUTES 52 SECONDS WEST, 101.43 FEET TO A POINT; THENCE SOUTH 12 DEGREES 57 MINUTES 25 SECONDS WEST, 101.27 FEET TO A POINT; THENCE SOUTH 28 DEGREES 36 MINUTES 02 SECONDS EAST, 100.89 FEET TO A POINT; THENCE SOUTH 36 DEGREES 52 MINUTES 10 SECONDS EAST, 100.12 FEET TO A POINT; THENCE SOUTH 44 DEGREES 18 MINUTES 18 SECONDS EAST, 100.12 FEET TO A POINT; THENCE SOUTH 63 DEGREES 14 MINUTES 35 SECONDS EAST, 107.70 FEET TO A POINT; THENCE SOUTH 83 DEGREES 56 MINUTES 42 SECONDS EAST, 90.42 FEET TO A POINT; THENCE NORTH 03 DEGREES 18 MINUTES 06 SECONDS EAST, 100.05 FEET TO A POINT; THENCE NORTH 16 DEGREES 03 MINUTES 33 SECONDS EAST, 38.83 FEET TO A POINT; THENCE SOUTH 30 DEGREES 27 MINUTES 20 SECONDS EAST, 37.74 FEET TO A POINT; THENCE SOUTH 03 DEGREES 15 MINUTES 32 SECONDS EAST, 100.40 FEET TO A POINT; THENCE SOUTH 01 DEGREE 33 MINUTES 00 SECONDS WEST, 100.00 FEET TO A POINT; THENCE SOUTH 02 DEGREES 24 MINUTES 49 SECONDS WEST, 112.44 FEET TO A POINT; THENCE SOUTH 06 DEGREES 04 MINUTES 10 SECONDS EAST, 58.35 FEET TO A POINT; THENCE SOUTH 08 DEGREES 43 MINUTES 41 SECONDS EAST, 182.27 FEET TO A POINT ON THE SOUTHWESTERLY LINE OF ALDIS AVENUE EXTENDED; THENCE SOUTHEASTERLY ALONG THE SOUTHWESTERLY LINE OF ALDIS AVENUE, SOUTH 46 DEGREES 46 MINUTES 06 SECONDS EAST, 15.24 FEET TO A POINT; THENCE SOUTH 01 DEGREE 46 MINUTES 06 SECONDS EAST, 325.27 FEET TO A POINT "C", ON THE NORTHEASTERLY RIGHT OF WAY LINE OF VACATED BALTIMORE STREET; THENCE NORTHWESTERLY ALONG THE NORTHEASTERLY RIGHT OF WAY LINE OF VACATED BALTIMORE STREET, NORTH 46 DEGREES 46 MINUTES 06 SECONDS WEST, 1,285.87 FEET TO A POINT; THENCE SOUTH 43 DEGREES 13 MINUTES 54 SECONDS WEST, 15.90 FEET TO A POINT; THENCE NORTH 55 DEGREES 51 MINUTES 16 SECONDS WEST, 465.73 FEET TO A POINT; THENCE NORTH 43 DEGREES 15 MINUTES 00 SECONDS EAST, 319.49 FEET TO A POINT ON THE SOUTHWESTERLY LINE OF ALDIS AVENUE EXTENDED; THENCE NORTHWESTERLY ALONG THE SOUTHWESTERLY LINE OF ALDIS AVENUE EXTENDED, NORTH 46 DEGREES 46 MINUTES 06 SECONDS WEST, 330.00 FEET TO THE POINT OF BEGINNING.

\*EXTENDED