

REC'D SEP 08 2008

SETTLEMENT AGREEMENT

WHEREAS, this Settlement Agreement ("Agreement") is entered into by and between the New York State Commission on Public Integrity ("Commission") and Kelly & Roth on behalf of Erie Basin Marine Associates; and

WHEREAS, the Commission is the State agency responsible for enforcing Article 1-A of the New York State Legislative Law, as amended ("Lobbying Act"); and

WHEREAS, as a registered client in 2007, Kelly & Roth on behalf of Erie Basin Marine Associates is therefore required to comply with the reporting requirements set forth in the Lobbying Act; and

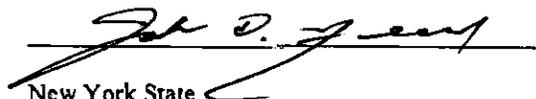
WHEREAS, it is clearly established that Kelly & Roth on behalf of Erie Basin Marine Associates failed to file report(s) for the year 2007, specifically a 2007 July/December Client Semi-Annual Report, as required by § 1-j of the Lobbying Act; and

WHEREAS, in lieu of appearing for an adjudicatory hearing that could result in the assessment of a civil penalty, the parties to this Agreement have agreed to resolve their dispute in a manner that avoids further administrative litigation;

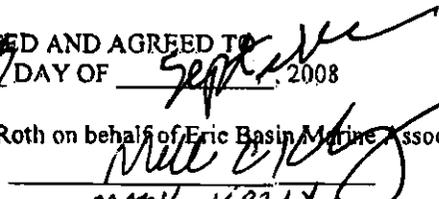
NOW THEREFORE, in consideration of the mutual covenants made herein, as the final settlement of the violation set forth herein, the parties agree that:

- I. Kelly & Roth on behalf of Eric Basin Marine Associates admits that it violated § 1-j of the Lobbying Act as set forth herein and agrees to pay to the Commission the amount of \$250 in settlement of said violation within 15 days of the execution of this Agreement. If full payment is not received within 15 days of the execution of this Agreement, this Agreement shall become null and void in its entirety.
- II. Kelly & Roth on behalf of Eric Basin Marine Associates further agrees to submit the accurately completed 2007 July/December Client Semi-Annual Report within 15 days of your execution of this Agreement. If the outstanding report is not received within 15 days of your execution of this Agreement, this Agreement shall become null and void in its entirety.
- III. Notwithstanding the provisions of this Agreement, Kelly & Roth on behalf of Erie Basin Marine Associates understands and acknowledges that the Commission may investigate other knowing and willful violations, if any, by Kelly & Roth on behalf of Erie Basin Marine Associates, of the Lobbying Act.
- IV. Kelly & Roth on behalf of Eric Basin Marine Associates hereby waives (its, their, his, her) right to cure, as provided in § 1-o(c)(iii) of the Lobbying Act and may not assert such right at any future time.
- V. Any amendment or modification to this Agreement shall be in writing and signed by both parties.

Dated: Oct 7, 2008


 New York State
 Commission on Public Integrity

ACCEPTED AND AGREED TO
 THIS 7 DAY OF Sept, 2008

Kelly & Roth on behalf of Eric Basin Marine Associates
 By: 
 Name: Mark Kelly
 Title: _____