

**RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)  
QUARTERLY REPORT**

**FOR THE QUARTER ENDED JUNE 30, 2009**

**SUBMITTED TO THE  
CASINO CONTROL COMMISSION  
OF THE  
STATE OF NEW JERSEY**



**DIVISION OF FINANCIAL EVALUATION  
REPORTING MANUAL**

# RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)

## BALANCE SHEETS

AS OF JUNE 30, 2009 AND 2008

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2009 (c)	2008 (d)
	<u>ASSETS:</u>			
	Current Assets:			
1	Cash and Cash Equivalents.....		\$13,248	\$15,014
2	Short-Term Investments.....		0	0
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2009, \$8,052; 2008, \$5,527).....	Note 3	50,497	94,032
4	Inventories .....		1,494	3,425
5	Other Current Assets.....		9,696	8,993
6	Total Current Assets.....		74,935	121,464
7	Investments, Advances, and Receivables.....	Note 4	14,650	14,133
8	Property and Equipment - Gross.....		386,731	384,820
9	Less: Accumulated Depreciation and Amortization.....		(69,915)	(56,543)
10	Property and Equipment - Net.....	Note 5	316,816	328,277
11	Other Assets.....	Note 6	1,829	85,176
12	Total Assets.....		\$408,230	\$549,050
	<u>LIABILITIES AND EQUITY:</u>			
	Current Liabilities:			
13	Accounts Payable.....		\$5,803	\$9,529
14	Notes Payable.....		0	0
	Current Portion of Long-Term Debt:			
15	Due to Affiliates.....		0	0
16	External.....		236	92
17	Income Taxes Payable and Accrued.....		0	0
18	Other Accrued Expenses.....	Note 7	15,658	20,810
19	Other Current Liabilities.....	Note 8	1,712	3,194
20	Total Current Liabilities.....		23,409	33,625
	Long-Term Debt:			
21	Due to Affiliates.....	Note 9	348,207	348,207
22	External.....		240	0
23	Deferred Credits .....		0	0
24	Other Liabilities.....	Note 6	226	298
25	Commitments and Contingencies.....		0	0
26	Total Liabilities.....		372,082	382,130
27	Stockholders', Partners', or Proprietor's Equity.....		36,148	166,920
28	Total Liabilities and Equity.....		\$408,230	\$549,050

The accompanying notes are an integral part of the financial statements.

Valid comparisons cannot be made without using information contained in the notes.

# RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)

## STATEMENTS OF INCOME

FOR THE SIX MONTHS ENDED JUNE 30, 2009 AND 2008

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2009 (c)	2008 (d)
	Revenue:			
1	Casino.....		\$98,330	\$134,390
2	Rooms.....		7,858	9,874
3	Food and Beverage.....		14,241	18,971
4	Other.....		3,566	4,846
5	Total Revenue.....		123,995	168,081
6	Less: Promotional Allowances.....		40,343	48,188
7	Net Revenue.....		83,652	119,893
	Costs and Expenses:			
8	Cost of Goods and Services.....		76,453	87,646
9	Selling, General, and Administrative.....		14,510	22,544
10	Provision for Doubtful Accounts.....		1,719	1,270
11	Total Costs and Expenses.....		92,682	111,460
12	Gross Operating Profit.....		(9,030)	8,433
13	Depreciation and Amortization.....		6,893	7,957
	Charges from Affiliates Other than Interest:			
14	Management Fees.....		0	0
15	Other.....		804	1,599
16	Income (Loss) from Operations.....		(16,727)	(1,123)
	Other Income (Expenses):			
17	Interest Expense - Affiliates.....		(6,381)	(11,043)
18	Interest Expense - External.....		(19)	(6)
19	CRDA Related Income (Expense) - Net.....		(416)	(566)
20	Nonoperating Income (Expense) - Net.....		160	198
21	Total Other Income (Expenses).....		(6,656)	(11,417)
22	Income (Loss) Before Taxes and Extraordinary Items.....		(23,383)	(12,540)
23	Provision (Credit) for Income Taxes.....	Note 10	0	0
24	Income (Loss) Before Extraordinary Items.....		(23,383)	(12,540)
25	Extraordinary Items (Net of Income Taxes - 2009, \$0; 2008, \$0).....		0	0
26	Net Income (Loss).....		(\$23,383)	(\$12,540)

The accompanying notes are an integral part of the financial statements.  
Valid comparisons cannot be made without using information contained in the notes.

# RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)

## STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED JUNE 30, 2009 AND 2008

(UNAUDITED)  
(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2009 (c)	2008 (d)
	Revenue:			
1	Casino.....		\$49,709	\$67,447
2	Rooms.....		4,113	5,462
3	Food and Beverage.....		6,521	9,721
4	Other.....		1,711	2,640
5	Total Revenue.....		62,054	85,270
6	Less: Promotional Allowances.....		17,814	24,770
7	Net Revenue.....		44,240	60,500
	Costs and Expenses:			
8	Cost of Goods and Services.....		37,124	44,248
9	Selling, General, and Administrative.....		6,919	11,223
10	Provision for Doubtful Accounts.....		800	795
11	Total Costs and Expenses.....		44,843	56,266
12	Gross Operating Profit.....		(603)	4,234
13	Depreciation and Amortization.....		3,341	3,845
	Charges from Affiliates Other than Interest:			
14	Management Fees.....		0	0
15	Other.....		402	805
16	Income (Loss) from Operations.....		(4,346)	(416)
	Other Income (Expenses):			
17	Interest Expense - Affiliates.....		(3,150)	(4,999)
18	Interest Expense - External.....		(15)	(3)
19	CRDA Related Income (Expense) - Net.....		(210)	(284)
20	Nonoperating Income (Expense) - Net.....		78	134
21	Total Other Income (Expenses).....		(3,297)	(5,152)
22	Income (Loss) Before Taxes and Extraordinary Items.....		(7,643)	(5,568)
23	Provision (Credit) for Income Taxes.....		0	0
24	Income (Loss) Before Extraordinary Items.....		(7,643)	(5,568)
25	Extraordinary Items (Net of Income Taxes - 2009, \$0; 2008, \$0).....		0	0
26	Net Income (Loss).....		(\$7,643)	(\$5,568)

The accompanying notes are an integral part of the financial statements.  
Valid comparisons cannot be made without using information contained in the notes.

# RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton) STATEMENTS OF CHANGES IN PARTNERS', PROPRIETOR'S OR MEMBERS' EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2008  
AND THE SIX MONTHS ENDED JUNE 30, 2009

(UNAUDITED)  
(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	Contributed Capital (c)	Accumulated Earnings (Deficit) (d)	(e)	Total Equity (Deficit) (f)
1	Balance, December 31, 2007.....		\$138,474	\$40,986	\$0	\$179,460
2	Net Income (Loss) - 2008.....			(119,929)		(119,929)
3	Capital Contributions.....					0
4	Capital Withdrawals.....					0
5	Partnership Distributions.....					0
6	Prior Period Adjustments.....					0
7	_____					0
8	_____					0
9	_____					0
10	Balance, December 31, 2008.....		138,474	(78,943)	0	59,531
11	Net Income (Loss) - 2009.....			(23,383)		(23,383)
12	Capital Contributions.....					0
13	Capital Withdrawals.....					0
14	Partnership Distributions.....					0
15	Prior Period Adjustments.....					0
16	_____					0
17	_____					0
18	_____					0
19	Balance, March 31, 2009.....		\$138,474	(\$102,326)	\$0	\$36,148

The accompanying notes are an integral part of the financial statements.  
Valid comparisons cannot be made without using information contained in the notes.

# RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)

## STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED JUNE 30, 2009 AND 2008

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2009 (c)	2008 (d)
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES..		(\$16,065)	(\$3,993)
	CASH FLOWS FROM INVESTING ACTIVITIES:			
2	Purchase of Short-Term Investments .....		0	0
3	Proceeds from the Sale of Short-Term Investments .....		0	0
4	Cash Outflows for Property and Equipment.....		(462)	(4,191)
5	Proceeds from Disposition of Property and Equipment.....		0	0
6	CRDA Obligations .....		(1,220)	(1,698)
7	Other Investments, Loans and Advances made.....		0	0
8	Proceeds from Other Investments, Loans, and Advances .....		0	0
9	Cash Outflows to Acquire Business Entities.....		0	0
10	.....		0	0
11	.....		0	0
12	Net Cash Provided (Used) By Investing Activities.....		(1,682)	(5,889)
	CASH FLOWS FROM FINANCING ACTIVITIES:			
13	Proceeds from Short-Term Debt .....		0	0
14	Payments to Settle Short-Term Debt.....		(136)	(52)
15	Proceeds from Long-Term Debt .....		0	0
16	Costs of Issuing Debt.....		0	0
17	Payments to Settle Long-Term Debt.....		0	0
18	Cash Proceeds from Issuing Stock or Capital Contributions...		0	0
19	Purchases of Treasury Stock.....		0	0
20	Payments of Dividends or Capital Withdrawals.....		0	0
21	Changes in receivables from affiliates .....		18,707	9,417
22	.....		0	0
23	Net Cash Provided (Used) By Financing Activities.....		18,571	9,365
24	Net Increase (Decrease) in Cash and Cash Equivalents.....		824	(517)
25	Cash and Cash Equivalents at Beginning of Period.....		12,424	15,531
26	Cash and Cash Equivalents at End of Period.....		\$13,248	\$15,014
	CASH PAID DURING PERIOD FOR:			
27	Interest (Net of Amount Capitalized).....		\$19	\$6
28	Income Taxes.....		\$0	\$0

The accompanying notes are an integral part of the financial statements.  
Valid comparisons cannot be made without using information contained in the notes.

# RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)

## STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED JUNE 30, 2009 AND 2008

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2009 (c)	2008 (d)
	<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
29	Net Income (Loss).....		(\$23,383)	(\$12,540)
30	Depreciation and Amortization of Property and Equipment.....		6,455	7,447
31	Amortization of Other Assets.....		438	510
32	Amortization of Debt Discount or Premium.....		0	0
33	Deferred Income Taxes - Current .....		0	0
34	Deferred Income Taxes - Noncurrent .....		0	0
35	(Gain) Loss on Disposition of Property and Equipment.....		0	0
36	(Gain) Loss on CRDA-Related Obligations.....		416	566
37	(Gain) Loss from Other Investment Activities.....		0	0
38	(Increase) Decrease in Receivables and Patrons' Checks .....		577	(1,620)
39	(Increase) Decrease in Inventories .....		397	(1,084)
40	(Increase) Decrease in Other Current Assets.....		(1,068)	(1,400)
41	(Increase) Decrease in Other Assets.....		937	1,260
42	Increase (Decrease) in Accounts Payable.....		584	2,091
43	Increase (Decrease) in Other Current Liabilities .....		(1,418)	777
44	Increase (Decrease) in Other Liabilities .....		0	0
45	Write-off of Goodwill .....		0	0
46			0	0
47	Net Cash Provided (Used) By Operating Activities.....		(\$16,065)	(\$3,993)

### SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

	<b>ACQUISITION OF PROPERTY AND EQUIPMENT:</b>			
48	Additions to Property and Equipment.....		(\$462)	(\$4,191)
49	Less: Capital Lease Obligations Incurred.....		0	0
50	Cash Outflows for Property and Equipment.....		(\$462)	(\$4,191)
	<b>ACQUISITION OF BUSINESS ENTITIES:</b>			
51	Property and Equipment Acquired.....		\$0	\$0
52	Goodwill Acquired.....		0	0
53	Other Assets Acquired - net .....		0	0
54	Long-Term Debt Assumed.....		0	0
55	Issuance of Stock or Capital Invested.....		0	0
56	Cash Outflows to Acquire Business Entities.....		\$0	\$0
	<b>STOCK ISSUED OR CAPITAL CONTRIBUTIONS:</b>			
57	Total Issuances of Stock or Capital Contributions.....		\$0	\$0
58	Less: Issuances to Settle Long-Term Debt.....		0	0
59	Consideration in Acquisition of Business Entities.....		0	0
60	Cash Proceeds from Issuing Stock or Capital Contributions.....		\$0	\$0

The accompanying notes are an integral part of the financial statements.  
Valid comparisons cannot be made without using information contained in the notes.

**RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)  
STATEMENT OF CONFORMITY,  
ACCURACY, AND COMPLIANCE**

FOR THE QUARTER ENDED JUNE 30, 2009

1. I have examined this Quarterly Report.
2. All the information contained in this Quarterly Report has been prepared in conformity with the Casino Control Commission's Quarterly Report Instructions and Uniform Chart of Accounts.
3. To the best of my knowledge and belief, the information contained in this report is accurate.
4. To the best of my knowledge and belief, except for the deficiencies noted below, the licensee submitting this Quarterly Report has remained in compliance with the financial stability regulations contained in N.J.A.C. 19:43-4.2(b)1-5 during the quarter.

8/17/2009

Date



[Gregory J. Sherbon]

Director - Finance

Title

008983-11

License Number

On Behalf of:

RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)

Casino Licensee



**RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Basis of Presentation and Consolidation**

RIH Acquisitions NJ, LLC, a New Jersey limited liability company (the “Company”), owns and operates the Atlantic City Hilton (“ACH”), a casino/hotel located in Atlantic City, NJ. The Company is a wholly owned subsidiary of Resorts International Holdings, LLC, a Delaware limited liability company (“RIH”). The Company’s operations commenced on April 26, 2005.

On April 26, 2005, RIH acquired most of the assets and assumed certain liabilities of four casino properties, including ACH, from Caesars Entertainment Inc. and Harrah’s Entertainment Inc. (the “Acquisition”). The debt incurred to finance the Acquisition (the “Term Loans”) was carried on the balance sheet of RIH and was not allocated to the Company. The assets acquired and liabilities assumed of the Atlantic City Hilton as a result of the Acquisition were recorded, via a capital contribution, on the balance sheet of the Company. The Acquisition was accounted for using the purchase method of accounting, and accordingly, the aggregate purchase price, including transaction fees and expenses, was allocated based on the estimated fair value of the assets acquired and the liabilities assumed.

In October 2006, RIH refinanced its outstanding debt by entering into a Commercial Mortgage Backed Security with JP Morgan Chase. The Loan Agreement (the “Loan”) has a principal amount of \$960 million. Under the Loan the total principal is allocated to each of the RIH operating properties including the Atlantic City Hilton. The Loan originally was to mature November 9, 2008 and included the option to extend the life of the Loan for three successive terms of one year each. In November 2008, RIH exercised this option and extended the term of the loan for at least one year. The balance of the debt continues to be listed as long-term on the Company’s balance sheet.

The Loan Agreement does not require periodic principal payments prior to the maturity date. However, monthly interest payments are required using a rate of LIBOR plus 2.65%. As of June 30, 2009, the interest rate was approximately 2.97%.

On July 9, 2009, as a result of the severe impact of the current economic conditions, the Company failed to make its monthly interest payment and other monthly funding requirements related to the Loan Agreement. See the Subsequent Event Footnote 11 for further discussion.

The cash flows of ACH and the other casino properties acquired by RIH are the only source to fund the interest payments of the debt issued by RIH. Substantially all of the Company’s assets are pledged as collateral on the RIH credit facility, and the Company is named as a guarantor on RIH’s credit agreement.

In conjunction with the refinancing in October 2006, RIH Propco NJ, LLC (“Propco”) was formed on October 11, 2006. Propco, a wholly-owned subsidiary of the Company, holds all of the real estate associated with ACH, as well as its non-gaming FF&E. The Company leases these assets from Propco for an amount which will cover the debt service under the loan.

The consolidated financial statements include the accounts of RIH Acquisitions NJ, LLC and its wholly-owned subsidiary, Propco. All material intercompany balances and transactions have been eliminated in consolidation.

**2. Summary of Significant Accounting Policies**

**Use of Estimates**

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

**Cash Equivalents**

Short-term money market securities purchased with original maturities of three months or less are considered to be cash equivalents. The carrying value of cash equivalents approximates fair value due to the short-term maturity of these instruments.

**RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**2. Summary of Significant Accounting Policies (continued)**

**Allowance for Accounts Receivable**

Allowances for doubtful accounts arising from casino, hotel and other services, are based upon a specific review of certain outstanding receivables. In determining the amounts of the allowances, certain estimates and assumptions are made, and actual results may differ from those assumptions.

**Inventories**

Inventories of provisions, supplies and spare parts are valued at the lower of cost (first-in, first-out) or market.

**Property and Equipment**

Property and equipment are stated at cost and are depreciated over their estimated useful lives reported below using the straight-line method.

Hotels and other buildings	35 – 40 years
Furniture fixtures and equipment	2 – 5 years

The provisions of SFAS No. 144 “Accounting for the Impairment or Disposal of Long- Lived Assets” (“SFAS No. 144”) require, among other things, that an entity review its long-lived assets and certain intangibles for impairment whenever changes in circumstances indicate that the carrying amount of an asset may not be fully recoverable. SFAS No. 144 requires an impairment loss to be recognized only if the carrying amounts of long-lived assets to be held and used are not recoverable from their expected undiscounted future cash flows. There were no impairment losses recognized for the six months ended June 30, 2009 and 2008.

**Income Taxes**

The Company has elected to be treated as a partnership for federal income tax purposes; therefore, no provision or benefit for federal income taxes for the six months ended June 30, 2009 and 2008 has been recorded. New Jersey state income taxes have been calculated under an alternative minimum assessment of a percentage of gross revenues.

**Goodwill**

In accordance with the provisions of Statement of Financial Accounting Standards (“SFAS”) No. 142, “Goodwill and Other Intangible Assets” (“SFAS 142”), intangible assets are amortized over their estimated useful lives unless their lives are determined to be indefinite. Goodwill and other intangible assets with indefinite lives are not amortized but are subject to tests for impairment at least annually. SFAS 142 requires that impairment tests be performed more frequently than annually if events or circumstances indicate that the value of goodwill or intangible assets with indefinite lives might be impaired. See Note 6 regarding intangible asset impairment charges recorded during 2008 resulting from the annual impairment test.

**RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**2. Summary of Significant Accounting Policies (continued)**

**Revenue Recognition**

Gaming revenue is recorded as the net win from gaming activities, which represents the difference between amounts wagered and amounts won by patrons. Revenues from hotel and related services and from theater ticket sales are recognized at the time the related service is performed.

**Self Insured Health Insurance**

The Company provides medical coverage for its non-union employees under a self-insured medical plan up to a maximum of \$225,000 per year for each insured person. Amounts in excess of these thresholds are covered by the Company's insurance programs subject to customary policy limits.

**Promotional Allowances**

The retail value of hotel accommodations, food, beverage, and other services provided to customers without charge is included in gross revenues and deducted as promotional allowances.

Cash discounts based upon a negotiated amount with each customer are recognized as a promotional allowance on the date the related revenues are recorded. Cash-back awards given to a customer based upon earning points for future awards are accrued as the customer earns the points. The amount is recorded as a promotional allowance in the statement of operations. When estimating the amount of the accrual, the company calculates a redemption rate based on historical redemption rates.

The Company offers other incentive programs. These are gifts and other promotional items, the type and distribution of which is determined by management. Since these awards are not cash awards, the Company records them as gaming expenses in the statement of operations. Such amounts are expensed on the date the award can be utilized by the customer.

**Fair Value of Financial Instruments**

The carrying values of cash and cash equivalents are reasonable estimates of fair values because of the short term maturities of these investments. CRDA Deposits, bonds, and other investments are stated net of a valuation allowance reflecting the below-market interest rates associated with these investments; therefore the carrying values approximate their fair values. The carrying value of long-term debt approximates its fair value.

**Advertising**

The Company expenses direct-response advertising at the time of the event. Costs associated with mailings for future promotions are included in prepaid expenses on the Company's Balance Sheet.

The Company expenses all other advertising costs as incurred. These costs are included in Selling, General and Administrative costs on the Company's Statements of Operations.

**RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**3. Receivables**

Components of receivables were as follows at June 30 (in thousands):

	2009	2008
Gaming .....	\$ 15,211	\$ 17,349
Less: allowance for doubtful accounts .....	(8,004)	(5,450)
	7,207	11,899
Non-gaming:		
Hotel and related .....	510	726
Due from affiliates, net .....	40,577	78,330
Other .....	2,251	3,154
	43,338	82,210
Less: allowance for doubtful accounts .....	(48)	(77)
	43,290	82,133
Receivables, net .....	\$ 50,497	\$ 94,032

As a wholly-owned subsidiary of RIH, ACH is a party to a joint services agreement between affiliated companies including RIH, Resorts International Hotel, Inc. (which owns and operates Resorts Atlantic City) and Colony Resorts LVH Acquisitions, LLC (which owns and operates the Las Vegas Hilton). Under the terms of this agreement, if any of the companies that are parties to the agreement incur costs in excess of its direct share or any expenses which are directly allocable to or incurred on behalf of one of the other companies, such excess costs will be reimbursed.

Certain executive, administrative and support operations of the Company and other affiliates are consolidated, including limousine services, sales and marketing services, purchasing, financial, human resources, and other administrative departments. The costs of these operations are allocated to or from the Company either directly or indirectly or using various formulas based on estimates of utilization of such services. Management believes the methods used to allocate these costs are reasonable. The net amount of these charges was \$440,000 and \$695,000 for the six months ended June 30, 2009 and 2008, respectively. The operating results of the Company may be different if the Company operated autonomously and without these transactions with its affiliates.

The Company transfers cash in excess of its operating needs to RIH on a periodic basis. RIH provides the Company with cash advances for capital expenditures and working capital needs. As of June 30, 2009, the Company had a net receivable from RIH of \$138.0 million for these cash transfers.

**4. Investments, Advances and Receivables**

Components of investments, advances and receivables were as follows at June 30 (in thousands):

	2009	2008
CRDA bonds and direct investments .....	\$ 9,074	\$ 9,957
CRDA deposits .....	15,169	13,123
Valuation allowance .....	(9,593)	(8,947)
	\$ 14,650	\$ 14,133

The New Jersey Casino Control Act, as amended, requires ACH to purchase bonds issued by the Casino Reinvestment Development Authority ("CRDA") or make other investments authorized by the CRDA, in an amount equal to 1.25% of RIH's gross gaming revenue, as defined.

The CRDA bonds have interest rates ranging from 3.5% to 7.0% and have repayment terms of between 20 and 50 years. ACH records charges to expense to reflect the below-market interest rate payable on the bonds it may have to purchase to fulfill its investment obligation at the date the obligation arises. The charges for the six months ended June 30, 2009 and 2008 for discounts on obligations arising in that period were \$416,000 and \$566,000, respectively.

**RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**4. Investments, Advances and Receivables (continued)**

From time to time ACH has donated certain funds it has had on deposit with the CRDA in return for either relief from its obligation to purchase CRDA bonds or credits against future CRDA deposits. At June 30, 2009, ACH owned \$8.8 million face value of bonds, issued by the CRDA and had \$15.2 million on deposit with the CRDA. The majority of the Company's deposits have been pledged for specific projects.

**5. Property and Equipment**

Components of property and equipment were as follows at June 30 (in thousands):

	2009	2008
Land and land rights.....	\$ 50,550	\$ 50,550
Hotels and other buildings.....	276,931	273,582
Furniture, fixtures and equipment.....	58,779	55,701
Construction in progress.....	471	4,987
	386,731	384,820
Less: accumulated depreciation.....	(69,915)	(56,543)
Net property and equipment.....	\$ 316,816	\$ 328,277

**6. Other Assets**

Components of deferred charges and other assets were as follows at June 30 (in thousands):

	2009	2008
Goodwill.....	\$ -	\$ 81,527
Definite-lived intangibles, net of accumulated amortization.....	-	-
Loan fees & Cost, net of accumulated amortization.....	746	2,535
Restricted cash.....	996	311
Other.....	87	803
	\$ 1,829	\$ 85,176

In accordance with SFAS 142, the Company performed its annual goodwill and other intangible asset impairment test as of December 31, 2008. The Company used discounted cash flows in the determination of the estimated fair value of the Company. Estimated future cash flows assumed under the discounted cash flow approach were negatively impacted by the recent increase in regional competition, the partial smoking ban in Atlantic City and a general weakening of the economy. Based upon the results of the impairment testing, the Company determined that its goodwill was fully impaired. As a result, the Company recorded a goodwill impairment charge of \$81.5 million in December 2008. The impairment test procedures performed in accordance with SFAS 142 require comprehensive estimates of the future cash flows of the Company. Due to uncertainties associated with such estimates, actual results could differ from such estimates. A continuation of the previously mentioned conditions may result in the determination that some or all of the Company's remaining other intangible assets have become impaired, which could result in additional impairment charges.

Loan fees and costs of \$746,000 at June 30, 2009 were incurred in connection with obtaining the new loan agreement signed in October 2006 as described in Note 9. The debt issuance costs are amortized on a straight-line basis, which approximates the effective interest method, over the contractual life of the loan, and amortization of such costs is included in interest expense on the accompanying consolidated statements of operations. Amortization expenses were \$895,000 and \$895,000 for the years ended June 30, 2009 and 2008, respectively.

**RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**6. Other Assets (continued)**

As a condition of the sale, the Company was required to deposit \$500,000 from the sale price in an escrow account to be used for potential future environmental clean-up costs for certain portions of the parcels sold (see Note 11). The current escrow balance is \$226,000 and is included in Other Assets and Other Long-Term Liabilities on the consolidated balance sheet at June 30, 2009.

**7. Other Accrued Expenses**

Components of other accrued expenses were as follows at June 30 (in thousands):

	2009	2008
Payroll .....	\$ 9,090	\$ 10,694
Unredeemed customer incentives.....	1,223	1,831
Gaming taxes and fees.....	732	590
Non-gaming taxes and fees.....	639	895
Other .....	3,974	6,800
	\$ 15,658	\$ 20,810

**8. Other Current Liabilities**

Components of other current liabilities were as follows at June 30 (in thousands):

	2009	2008
Unredeemed chip liability .....	\$ 663	\$ 1,290
CRDA obligation.....	630	854
Other .....	419	1,050
	\$ 1,712	\$ 3,194

**9. Debt**

In October 2006, the RIH refinanced its outstanding debt by entering into a Commercial Mortgage Backed Security with JP Morgan Chase. The Loan Agreement (the "Loan") has a principal amount of \$960 million. Under the Loan the total principal is allocated to each of RIH's operating properties, including the Atlantic City Hilton. The Loan originally was to mature November 9, 2008 and included the option to extend the life of the Loan for three successive terms of one year each. In November 2008, RIH exercised this option and extended the term of the loan for at least one year. The balance of the debt continues to be listed as long-term on the Company's balance sheet.

The proceeds of the Loan were used to retire the existing Term Loans in their entirety. The portion of the Loan that was allocated to the Company was \$405.3 million, and was based upon the relative fair market value of the assets acquired by RIH.

On April 4, 2007, RIH announced that it had entered into a definitive agreement with Ameristar Casinos to sell its casino and hotel in East Chicago, Illinois for \$675 million in cash. The transaction was completed on September 17, 2007. A portion of the proceeds from the sale were used to pay down the outstanding debt under the loan.

The Loan Agreement does not require periodic principal payments prior to the maturity date. However, monthly interest payments are required using a rate of LIBOR plus 2.65%. As of June 30, 2009 the interest rate was approximately 2.97%. Through June 30, 2009, RIH paid down \$464.0 million of the outstanding debt, which included approximately \$60.4 million of the Company's allocated portion of the loan.

On July 9, 2009, as a result of the severe impact of the current economic conditions, the Company failed to make its monthly interest payment and other monthly funding requirements related to the Loan Agreement. See the Subsequent Event Footnote 11 for further discussion.

**RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**9. Debt (continued)**

The cash flows of ACH and the other casino properties acquired by RIH are the only source to fund the interest payments of the debt issued by RIH. Substantially all of the Company's assets are pledged as collateral on the RIH credit facility, and the Company is named as a guarantor on RIH's credit agreement. In accordance with FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements of Guarantees, Including Indirect Guarantees of Indebtedness of Others, the Company's allocated portion of the Loan is recorded as long-term debt and a reduction in member's equity in the consolidated balance sheets at June 30, 2009.

**10. Income Taxes**

The Company has elected to be treated as a partnership for federal income tax purposes: therefore, no provision or benefit for federal income taxes for the six months ended June 30, 2009 and 2008 has been recorded. New Jersey state income taxes have been calculated under an alternative minimum assessment of a percentage of gross revenues ("NJAMA").

**11. Commitments and Contingencies**

**Litigation**

ACH is a defendant in certain litigation. In the opinion of management, based upon advice of counsel, the aggregate liability, if any, arising from such litigation will not have a material adverse effect on the financial position, results of operations, or liquidity of ACH.

**New Jersey Sports & Exposition Authority**

The twelve Atlantic City casino properties (the "AC Industry") and the CRDA have entered into an agreement with the New Jersey Sports & Exposition Authority (the "NJSEA") to provide funding to subsidize New Jersey's horseracing industry. In exchange for this funding, the NJSEA and the three active New Jersey racetracks will not conduct any casino gaming at the racetracks prior to January 1, 2009. As part of the agreement, the AC Industry provided \$34 million over a four-year period to the NJSEA and deposited another \$62 million into the Casino Expansion Fund (managed by the CRDA). The \$62 million was derived from funds either currently on deposit or to be deposited with the CRDA pursuant to each casino property's investment obligation. The Company's obligation was equal to its fair-share of AC Industry casino revenues. The company made its final payment in October 2007, fully satisfying its obligation, with the total estimated commitment charged to operations on a straight-line basis through December 31, 2008. As such, the Company has met its deposit obligation related to its fair share of the \$62 million, and the Company is eligible to receive funds from the Casino Expansion Fund for qualified construction expenditures. The Company has until December 31, 2014 to submit an application to exhaust its share of the Casino Expansion Fund. Any funds not transferred out of the Casino Expansion Fund by the required date will be transferred to funds on deposit with the CRDA pursuant to its ongoing investment obligations.

With the end of the original agreement, the AC Industry and the CRDA have entered into another agreement with the NJSEA to provide funding to subsidize New Jersey's horseracing industry. As part of the agreement, the AC Industry will provide \$90 million over a three-year period, deriving entirely of funds from the AC Industry. The Company's obligation will be equal to its fair-share of the AC Industry casino revenues. In exchange for this funding, the NJSEA and the three active New Jersey racetracks will not conduct any casino gaming at the racetracks prior to January 1, 2012.

**RIH ACQUISITIONS NJ, LLC (Atlantic City Hilton)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**11. Commitments and Contingencies (continued)**

**Environmental Matters**

An independent environmental consultant performed a Phase I environment site assessment in accordance with American Society for Testing and Materials standards on the Atlantic City Hilton property dated November 18, 2004. In August 2004, the New Jersey Department of Environmental Protection, or the NJDEP, inspected the onsite BP Service Station which resulted in the detection of volatile organic compounds in excess of applicable regulatory standards. The Phase I report notes that this matter remains open and the future action is subject to regulatory agency requirements. At the location of a former high school building onsite, contaminated soils and groundwater associated with the removal of an underground storage tank were identified. The Phase I report notes that this contamination may extend beneath a public right-of-way. In addition, site impacts still remain from several underground storage tanks. The Company expects to manage these environmental conditions with the completion of additional site investigations and approval of remedial action work plans from the NJDEP. There can be no assurance, however, that the remedial activity for the Atlantic City Hilton property will not exceed the Company's estimates based upon the current limited available site information. The former high school site was one of the parcels sold by the Company in November 2006; under the terms of the sale, the Company was required to deposit \$500,000 from the sale price in an escrow account to be used for future clean-up costs of the site (see Note 6).

On July 21, 2005, an oil pipeline ruptured at the Atlantic City Hilton which resulted in an oil spill. The Company is in the process of resolving the issue in accordance with NJDEP and U.S. Environmental Protection Agency guidelines. At this time, the Company has no indication that surrounding areas of other properties sustained any damage.

**Subsequent Events**

On July 9, 2009, as a result of the severe impact of the current economic conditions, the Company failed to make its monthly interest payment and other monthly funding requirements related to the Loan Agreement. This triggered an event of default of its obligations under the Loan Agreement. Since then, the Company has been in negotiations with the lender to modify the terms of the Loan Agreement. As of June 30, 2009, the outstanding indebtedness under the Loan Agreement was \$348.2 million, plus related accrued interest of \$868,000.

**Licensing**

On April 18, 2007, the New Jersey Casino Control Commission (the "NJCCC") granted the Company a five-year casino license to operate ACH, subject to certain conditions.