ATLANTIC CITY SHOWBOAT, INC
QUARTERLY REPORT

FOR THE QUARTER ENDED SEPTEMBER 30, 2009

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

DIVISION OF FINANCIAL EVALUATION
REPORTING MANUAL

ATLANTIC CITY SHOWBOAT, INC
BALANCE SHEETS

AS OF SEPTEMBER 30, 2009 AND 2008

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2009 (c)	2008 (d)
	ASSETS:			
	Current Assets:			
1	Cash and Cash Equivalents		$10,707	$14,004
2	Short-Term Investments		0	0
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2009, $5,604 ; 2008, $3,929)	2	8,724	8,768
4	Inventories	2	1,165	1,510
5	Other Current Assets	4	10,726	12,207
6	Total Current Assets		31,322	36,489
7	Investments, Advances, and Receivables	5	171,958	549,565
8	Property and Equipment - Gross		666,649	664,407
9	Less: Accumulated Depreciation and Amortization		(43,576)	(18,291)
10	Property and Equipment - Net	6	623,073	646,116
11	Other Assets	7	13	47,390
12	Total Assets		$826,366	$1,279,560
	LIABILITIES AND EQUITY:			
	Current Liabilities:			
13	Accounts Payable		$5,047	$4,485
14	Notes Payable		0	0
	Current Portion of Long-Term Debt:			
15	Due to Affiliates		0	0
16	External		9	14
17	Income Taxes Payable and Accrued		1,380	2,034
18	Other Accrued Expenses	8	15,088	17,692
19	Other Current Liabilities		1,074	791
20	Total Current Liabilities		22,598	25,016
	Long-Term Debt:			
21	Due to Affiliates	9	0	0
22	External		0	9
23	Deferred Credits		61,018	72,924
24	Other Liabilities	10	60,840	477,903
25	Commitments and Contingencies	12	0	0
26	Total Liabilities		144,456	575,852
27	Stockholders', Partners', or Proprietor's Equity		681,910	703,708
28	Total Liabilities and Equity		$826,366	$1,279,560

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

ATLANTIC CITY SHOWBOAT, INC
STATEMENTS OF INCOME

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2009 (c)	2008 (d)
	Revenue:			
1	Casino		$239,713	$285,447
2	Rooms		27,499	29,937
3	Food and Beverage		37,471	40,977
4	Other		8,752	10,328
5	Total Revenue		313,435	366,689
6	Less: Promotional Allowances		93,294	99,668
7	Net Revenue		220,141	267,021
	Costs and Expenses:			
8	Cost of Goods and Services		139,353	167,769
9	Selling, General, and Administrative		25,772	31,343
10	Provision for Doubtful Accounts		2,026	1,853
11	Total Costs and Expenses		167,151	200,965
12	Gross Operating Profit		52,990	66,056
13	Depreciation and Amortization		19,347	21,088
	Charges from Affiliates Other than Interest:			
14	Management Fees		0	0
15	Other	3	12,029	15,203
16	Income (Loss) from Operations		21,614	29,765
	Other Income (Expenses):			
17	Interest Expense - Affiliates		0	(4,447)
18	Interest Expense - External		(11)	(14,472)
19	CRDA Related Income (Expense) - Net		(2,291)	(2,754)
20	Nonoperating Income (Expense) - Net	11	588	917
21	Total Other Income (Expenses)		(1,714)	(20,756)
22	Income (Loss) Before Taxes and Extraordinary Items		19,900	9,009
23	Provision (Credit) for Income Taxes		11,235	3,466
24	Income (Loss) Before Extraordinary Items		8,665	5,543
25	Extraordinary Items (Net of Income Taxes - 2009, $0; 2008, $0)		0	0
26	Net Income (Loss)		$8,665	$5,543

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

ATLANTIC CITY SHOWBOAT, INC
STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2009 (c)	2008 (d)
	Revenue:			
1	Casino		$86,637	$99,289
2	Rooms		10,810	10,688
3	Food and Beverage		13,841	15,088
4	Other		3,374	4,310
5	Total Revenue		114,662	129,375
6	Less: Promotional Allowances		35,380	34,689
7	Net Revenue		79,282	94,686
	Costs and Expenses:			
8	Cost of Goods and Services		48,786	59,165
9	Selling, General, and Administrative		9,250	10,663
10	Provision for Doubtful Accounts		379	511
11	Total Costs and Expenses		58,415	70,339
12	Gross Operating Profit		20,867	24,347
13	Depreciation and Amortization		6,490	4,774
	Charges from Affiliates Other than Interest:			
14	Management Fees		0	0
15	Other	3	4,033	4,042
16	Income (Loss) from Operations		10,344	15,531
	Other Income (Expenses):			
17	Interest Expense - Affiliates		0	(128)
18	Interest Expense - External		(1)	0
19	CRDA Related Income (Expense) - Net		(1,561)	(882)
20	Nonoperating Income (Expense) - Net	10	199	292
21	Total Other Income (Expenses)		(1,363)	(718)
22	Income (Loss) Before Taxes and Extraordinary Items		8,981	14,813
23	Provision (Credit) for Income Taxes		6,262	5,403
24	Income (Loss) Before Extraordinary Items		2,719	9,410
25	Extraordinary Items (Net of Income Taxes - 2009, $; 2008, $)			0
26	Net Income (Loss)		$2,719	$9,410

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

ATLANTIC CITY SHOWBOAT, INC
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2008 AND THE NINE MONTHS ENDED SEPTEMBER 30, 2009

(UNAUDITED)
($ IN THOUSANDS)

			Common Stock		Preferred Stock		Additional		Retained Earnings	Total Stockholders'
Line (a)	Description (b)	Notes	Shares (c)	Amount (d)	Shares (e)	Amount (f)	Paid-In Capital (g)	(h)	(Accumulated Deficit) (i)	Equity (Deficit) (j)
1	**Balance, December 31, 2007..........**		1,500	$70,492	0	$0	$0	$0	$694	$71,186
2	Net Income (Loss) - 2008.............								(44,712)	(44,712)
3	Contribution to Paid-in-Capital.....		(1,500)	(70,492)			715,000			644,508
4	Dividends.....................................									0
5	Prior Period Adjustments.............									0
6	Purchase Price Adjustment								2,263	2,263
7										0
8										0
9										0
10	**Balance, December 31, 2008..........**		0	0	0	0	715,000	0	(41,755)	673,245
11	Net Income (Loss) - 2009.............								8,665	8,665
12	Contribution to Paid-in-Capital.....									0
13	Dividends.....................................									0
14	Prior Period Adjustments.............									0
15										0
16										0
17										0
18										0
19	**Balance, September 30, 2009 ....**		0	$0	0	$0	$715,000	$0	($33,090)	$681,910

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

ATLANTIC CITY SHOWBOAT, INC
STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2009 (c)	2008 (d)
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES..		($6,418)	($3,843)
	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............................		(1,618)	(3,760)
5	Proceeds from Disposition of Property and Equipment..........		16	75
6	CRDA Obligations		(2,850)	(3,410)
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....................		(4,452)	(7,095)
	CASH FLOWS FROM FINANCING ACTIVITIES:			
13	Proceeds from Short-Term Debt		0	0
14	Payments to Settle Short-Term Debt.....................................		(11)	(12)
15	Proceeds from Long-Term Debt		0	646,000
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	(646,000)
21	....		0	0
22	....		0	0
23	Net Cash Provided (Used) By Financing Activities...................		(11)	(12)
24	Net Increase (Decrease) in Cash and Cash Equivalents.............		(10,881)	(10,950)
25	Cash and Cash Equivalents at Beginning of Period...................		21,588	24,954
26	Cash and Cash Equivalents at End of Period.............................		$10,707	$14,004

	CASH PAID DURING PERIOD FOR:			
27	Interest (Net of Amount Capitalized).......................................		$0	$13,303
28	Income Taxes..		$0	$137

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

ATLANTIC CITY SHOWBOAT, INC
STATEMENTS OF CASH FLOWS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2009 AND 2008

(UNAUDITED)

($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2009 (c)	2008 (d)
	CASH FLOWS FROM OPERATING ACTIVITIES:			
29	Net Income (Loss)...		$8,665	$5,543
30	Depreciation and Amortization of Property and Equipment...		19,333	21,088
31	Amortization of Other Assets..		14	0
32	Amortization of Debt Discount or Premium..........................		0	0
33	Deferred Income Taxes - Current		6,530	1,093
34	Deferred Income Taxes - Noncurrent		(276)	51,544
35	(Gain) Loss on Disposition of Property and Equipment.........		(13)	(2)
36	(Gain) Loss on CRDA-Related Obligations...........................		2,291	2,754
37	(Gain) Loss from Other Investment Activities.......................		0	0
38	(Increase) Decrease in Receivables and Patrons' Checks		(430)	3,446
39	(Increase) Decrease in Inventories		203	519
40	(Increase) Decrease in Other Current Assets.........................		(4,846)	(1,808)
41	(Increase) Decrease in Other Assets......................................		21	183,697
42	Increase (Decrease) in Accounts Payable..............................		356	(1,420)
43	Increase (Decrease) in Other Current Liabilities		1,765	(4,706)
44	Increase (Decrease) in Other Liabilities		8,805	436,343
45	Net (Increase) Decrease in Invest. Advances and R....................		(48,836)	(696,955)
46	Amortization of Deferred Finance Charges		0	(4,979)
47	Net Cash Provided (Used) By Operating Activities....................		($6,418)	($3,843)

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

Line (a)	Description (b)	Notes	2009 (c)	2008 (d)
	ACQUISITION OF PROPERTY AND EQUIPMENT:			
48	Additions to Property and Equipment....................................		($1,618)	($3,760)
49	Less: Capital Lease Obligations Incurred..............................		0	0
50	Cash Outflows for Property and Equipment...............................		($1,618)	($3,760)
	ACQUISITION OF BUSINESS ENTITIES:			
51	Property and Equipment Acquired..			
52	Goodwill Acquired...			
53	Other Assets Acquired - net			
54	Long-Term Debt Assumed..			
55	Issuance of Stock or Capital Invested..................................			
56	Cash Outflows to Acquire Business Entities.............................		$0	$0
	STOCK ISSUED OR CAPITAL CONTRIBUTIONS:			
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.

ATLANTIC CITY SHOWBOAT, INC
STATEMENT OF CONFORMITY, ACCURACY, AND COMPLIANCE

FOR THE QUARTER ENDED SEPTEMBER 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.

11/15/2009
Date

Mary Cheeks
Mary Cheeks

Vice President of Finance
Title

004960-11
License Number

On Behalf of:

ATLANTIC CITY SHOWBOAT, INC
Casino Licensee

ATLANTIC CITY SHOWBOAT, INC.
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
(Dollars in Thousands)

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

Showboat Atlantic City Operating Company, LLC (the “Company”), is a wholly-owned subsidiary of Ocean Showboat, Inc. (“OSI”), which is a wholly-owned subsidiary of Showboat Holding, Inc. (“SHI”). SHI is a wholly owned subsidiary of Harrah’s Operating Company, Inc. (“HOC”). OSI is a holding company with its principal assets being investments in the Company and other subsidiaries. OSI is an indirect wholly owned subsidiary of Harrah’s Entertainment, Inc. (“Harrah’s”). The Company conducts casino gaming operations and operates full supportive services of hotel, restaurant, bar and entertainment facilities at the Showboat Hotel and Casino in Atlantic City, New Jersey (“Atlantic City Showboat”).

On January 28, 2008, Harrah’s was acquired by affiliates of Apollo Global Management, LLC and TPG Capital, LP. hereinafter referred to as the “Merger.” Prior to the Merger, Atlantic City Showboat, Inc. (the “Predecessor Company”) operated and owned the Showboat Hotel and Casino. The Predecessor Company was an indirect, wholly-owned subsidiary of HOC, which is a direct wholly-owned subsidiary Harrah’s.

In conjunction with the Merger, the Predecessor Company, along with five affiliates, was spun off from HOC for the purpose of obtaining financing in the form of commercial mortgaged-backed securities (“CMBS”) in order to effect the Merger. A series of transactions, hereinafter referred to as the “Restructuring”, were executed that, among other things, dissolved the Predecessor Company and liquidated its assets, net of liabilities, to various affiliates and created the Company. CMBS financing was obtained by subsidiaries of OSI.

On May 22, 2008, two additional affiliates and their related operating assets were spun out of HOC to Harrah’s and the Company, along with one of the original five affiliates, was transferred to HOC from Harrah’s as contemplated under the debt agreements effective pursuant to the Merger. An additional series of transactions, hereinafter referred to as the “Post-Closing Restructuring”, were executed that, among other things, contributed the CMBS financing to Harrah’s and released the Company from the CMBS financing liabilities and created SHI and merged Showboat, Inc. (“SBO”), into SHI. Prior to the Post-Closing Restructuring, OSI was a wholly-owned subsidiary of SBO.

The Company is licensed to operate the facility by the New Jersey Casino Control Commission (the “CCC”) and is subject to rules and regulations established by the CCC. The Company’s license was renewed July 1, 2008 and will expire on June 30, 2013.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation - The accompanying consolidated financial statements include the account balances of OSI and its wholly-owned subsidiaries. As a result, all material intercompany transactions and balances have been eliminated in consolidation.

Allowance for Doubtful Accounts - The Company reserves an estimated amount for receivables that may not be collected. The methodology for estimating the allowance includes using specific reserves and applying various percentages to aged receivables. Historical collection rates are considered, as are customer relationships, in determining specific allowances. As with many estimates management must make judgments about potential actions by third parties in establishing and evaluating the allowance for bad debts.

Inventories - Inventories, which consist primarily of food, beverage, and operating supplies, are stated at the lower of average cost or market value.

Land, Buildings and Equipment - As a result of the application of purchase accounting, land, buildings and equipment were recorded at their estimated fair values and useful lives as of the Merger date. Additions to land, buildings, and equipment are stated at cost, including capitalized interest on intercompany funds used to finance construction calculated at Harrah’s overall weighted-average borrowing rate of interest.

Improvements that extend the life of the asset are capitalized. Building improvements are depreciated over the remaining life of the building. Maintenance and repairs are expensed as incurred.

(Dollars in Thousands)

Depreciation is provided using the straight-line method over the shorter of the estimated useful life of the asset or the related lease term, as follows:

Land improvements	12 years
Buildings and improvements	5 to 40 years
Furniture, fixtures and equipment	3 to 12 years

The Company reviews the carrying value of land, buildings, and equipment for impairment whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. If undiscounted expected future cash flows were less than the carrying value, an impairment loss would be recognized equal to an amount by which the carrying value exceeds the fair value of the asset. The factors considered by the Company in performing this assessment include current operating results, trends and prospects, as well as the effect of obsolescence, demand, competition and other economic factors.

Deferred Financing Cost - On January 28, 2008, the subsidiaries of OSI entered into an interest rate cap agreement to partially hedge the risk of future increases in the variable rate of the CMBS debt. The interest rate cap agreement, which was effective January 28, 2008, and terminates February 13, 2013, was for a notional amount of $646,000 at a LIBOR cap rate of 4.5%.

Costs associated with the issuance of debt were deferred and were being amortized to interest expense over the life of the related indebtedness using the effective interest method.

As a result of the Post-Closing Restructuring, the deferred finance costs and interest rate cap asset were transferred to Harrah's.

Goodwill - The Company had no goodwill recorded in the accompanying consolidated balance sheet as of September 30, 2009 as a result of an impairment charge subsequent to the acquisition date. The Company accounts for goodwill and other intangible assets in accordance with Statement of Financial Accounting Standards ("SFAS") No. 142, *Goodwill and Other Intangible Assets.* The Company performs at least an annual review of goodwill for impairment. The Company completed its annual assessment for impairment in the fourth quarter of 2008 and determined that goodwill had been impaired. A charge of $53,654 was recorded as a non-operating expense in the consolidated statement of income for the period ending December 31, 2008.

Financial Instruments - The carrying amount of receivables and all current liabilities approximates fair value due to their short-term nature. The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties. After giving effect to their allowances, the Casino Reinvestment Development Authority ("CRDA") bonds and deposits approximately reflect their fair value based upon their below-market interest rates.

Revenue Recognition - Casino revenues consist of the net win from gaming activities, which is the difference between gaming wins and losses. Food, beverage, rooms and other revenues include the aggregate amounts generated by those departments.

Total Rewards Program Liability - The Company's loyalty program, Total Rewards, offers incentives to customers who gamble at certain of the affiliated casinos throughout the United States of America. Under the program, customers are able to accumulate, or bank, Reward Credits over time that they may redeem at their discretion under the terms of the program. The Reward Credit balance will be forfeited if the customer does not earn a Reward Credit over the prior six-month period. As a result of the ability of the customer to bank the Reward Credits, the Company accrues the expense of Reward Credits, after consideration of estimated breakage, as they are earned. The estimated cost to provide Reward Credits is expensed at the property where they are earned and is included in casino expenses in the consolidated Statements of Income. To arrive at the estimated cost associated with Reward Credits, estimates and assumptions are made regarding incremental marginal costs of the benefits, breakage rates, and the mix of goods and services for which Reward Credits will be redeemed. The Company uses historical data to assist in the determination of estimated accruals. At September 30, 2009 and 2008, $2,979 and $3,458, respectively, was accrued for the cost of anticipated Total Rewards credit redemptions.

In addition to Reward Credits, customers can earn points based on play that are redeemable in cash ("cash-back points"). The Company accrues the cost of cash-back points, after consideration of estimated breakage, as they are earned. The cost is recorded as contra-revenue and included in Casino promotional allowances in the accompanying statements of income. At September 30, 2009 and 2008, the liability related to outstanding cash-back points, which is based on historical redemption activity, was $510 and $673, respectively.

(Dollars in Thousands)

Casino Promotional Allowances - Casino promotional allowances consist of the retail value of complimentary food and beverages, accommodations, admissions and entertainment provided to casino patrons. Also included is the value of the coupons redeemed for cash and gaming credits at the property. The estimated costs of providing such complimentary services are classified as casino expenses in the accompanying statements of income. These costs consisted of the following at September 30:

	2009	2008
Food and Beverage	$ 19,184	$ 21,221
Rooms	6,786	7,695
Other	2,065	2,621
Bus Program Cash	4,970	12,850
Promotional Gaming Credits	29,782	19
Other Cash Complimentary	12,432	35,272
	$ 75,219	$ 79,678

Income Taxes - The Company accounts for income taxes under SFAS No. 109, Accounting for Income Taxes, whereby deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statement or income tax returns. Deferred tax assets and liabilities are determined based on differences between financial statement carrying amounts of existing assets and liabilities and their respective tax bases, using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The Company adopted the provisions of FASB Interpretation No. 48, “Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109” (“FIN 48”), on January 1, 2007.

Use of Estimates - The preparation of these financial statements in conformity with generally accepted accounting principles requires the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from these estimates.

Seasonal factors - The Company’s operations are subject to seasonal factors and, therefore, the results of operations of the nine months ended September 30, 2009 are not necessarily indicative of the results of operations for the full year.

NOTE 3 - RELATED PARTY TRANSACTIONS

The Company participates with HOC and Harrah’s other subsidiaries in marketing, purchasing, insurance, employee benefit and other programs that are defined and negotiated by HOC on a consolidated basis. The Company believes that participating in these consolidated programs is beneficial in comparison to the terms for similar programs that it could negotiate on a stand-alone basis.

Cash Activity with Harrah’s and Affiliates - The Company transfers cash in excess of its operating and regulatory needs to Harrah’s on a daily basis. Cash transfers from Harrah’s to the Company are also made based upon the needs to the Company to fund daily operations, including accounts payable and payroll, as well as capital expenditures. No interest is earned on the amount shown as due from affiliates, net, in the accompanying balance sheets.

Atlantic City Country Club - Atlantic City Country Club 1, LLC (“ACCC”) is a wholly owned subsidiary of Bally’s Atlantic City (“Bally’s”), an affiliate of the Company. The net operating costs of ACCC are allocated to the Company and Bally’s as well as Caesars Atlantic City and Harrah’s Atlantic City, also affiliates of the Company. The Company was charged approximately $75 and $103 for these costs for the nine months ended September 30, 2009 and 2008, respectively. The costs are included in selling general and administrative expenses in the accompanying statements of income.

Administrative and Other Services - The Company is charged a fee by HOC for administrative and other services (including consulting, legal, marketing, information technology, accounting and insurance). The Company was charged approximately $12,029 and $14,236 respectively for these services for the nine months ended September 30, 2009 and 2008. These fees are included in charges from affiliates other than interest in the statements of income.

(Dollars in Thousands)

Rental Agreement - The Predecessor Company leased 10½ acres of Boardwalk property in Atlantic City, New Jersey for a term ending in 2082 from an affiliate. Annual rent payments, which were payable monthly were adjusted annually based upon changes in the Consumer Price Index. The Predecessor Company was responsible for taxes, assessments, insurance and utilities. Rent expense under this lease for the nine months ended September 30, 2008 was $967. The rent is included in charges from affiliates other than interest in the statements of income.

As a result of the Restructuring, on January 28, 2008, the property was transferred to the Predecessor Company from the affiliate and the lease was cancelled.

NOTE 4 - PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid Expenses and Other Current Assets as of September 30 consisted of the following:

	2009	2008
Slot License	$ 1,068	$ 1,241
License Fee - House of Blues	2,083	2,083
Income Taxes	822	1,545
Contracts / Utilities	381	326
Entertainment	288	254
Current Deferred Tax Asset	3,606	6,007
Other	2,478	751
	$ 10,726	$ 12,207

NOTE 5 - INVESTMENTS, ADVANCES AND RECEIVABLES

Investments, Advances and Receivables as of September 30 consisted of the following:

	2009	2008
Due from Affiliates	$ 139,356	$ 517,290
CRDA Deposits	24,105	20,921
CRDA Bonds	21,417	22,893
	45,522	43,814
Less: Valuation Allowance on CRDA Investments	(12,920)	(11,539)
CRDA Investments, Net	32,602	32,275
	$ 171,958	$ 549,565

Due from Affiliates as of September 30, consisted of the following unsecured, non-interest bearing intercompany amounts:

	2009	2008
Harrahs	$ 139,356	$ 517,290
	$ 139,356	$ 517,290

(Dollars in Thousands)

As a result of the Restructuring, all Due from Affiliate balances as of January 28, 2008 were assigned to Harrah's. As a result of the Post-Closing Restructuring, all Due from Affiliate balances as of January 28, 2008 were assigned back to the Company.

NOTE 6 – LAND, BUILDINGS AND EQUIPMENT

Land, Buildings and Equipment as of September 30 consisted of the following:

	2009	2008
Land and land Improvements	$ 216,245	$ 219,616
Building and Improvements	379,870	381,018
Furniture Fixtures & Equipment	69,684	62,619
Construction in Progress	815	746
Other Property and Equipment	35	408
	666,649	664,407
Less: Accumulated Depreciation and Amortization	(43,576)	(18,291)
Land, Building and Equipment, Net	$ 623,073	$ 646,116

NOTE 7 - OTHER ASSETS

Other Assets as of September 30 consisted of the following:

	2009	2008
Goodwil	$ -	$ 46,691
Other	13	699
	$ 13	$ 47,390

(Dollars in Thousands)

NOTE 8 - OTHER ACCRUED EXPENSES

Other Accrued Expenses as of September 30 consisted of the following:

	2009	2008
Salaries and Wages	$ 6,113	$ 7,502
Taxes, Other Than taxes on Income	1,918	1,680
Progressive Liability	1,590	1,618
Utilities	456	1,185
Regulatory Fees	656	644
Slot Tickets	452	280
Advertising	553	613
Other	3,350	4,170
	$ 15,088	$ 17,692

NOTE 9 – NOTE PAYABLE TO AFFILIATE

On May 18, 1993, SBO issued $275,000 of 9¼% First Mortgage Bonds (“9¼% Bonds”) and subsequently loaned approximately $215,000 of the proceeds to the Company evidenced by an intercompany note with terms and conditions consistent with those of the 9¼% Bonds. Subsequent to the acquisition of SBO by Harrah’s on June 1, 1998, Harrah’s completed tender offers and consent solicitations for SBO’s 9¼% Bonds. As a result of the receipt of the requisite consents, Harrah’s eliminated or modified substantially all of the negative covenants, certain events of default and made other changes to the respective indentures governing the 9¼% Bonds.

On January 15, 1999, the Company entered into a $500,000 promissory note (the “Promissory Note”) with HOC. The debt terms were consistent with the provisions of third-party credit agreements arranged by HOC. Interest was payable semiannually at a rate of 7½%.

On March 12, 2003, both the 9¼% Bonds and the Promissory Note were assigned by their respective holders to Harrah’s Entertainment Limited (“HEL”). The terms and amounts of the debt were not affected by this assignment. As of December 31, 2007, accrued interest was approximately $4,782. Prior to December 31, 2003, accrued interest was paid by the Company on a monthly basis. However, for subsequent tax years, interest payments were remitted annually. Because the 9¼% Bonds and the 7½% Promissory Note were due to an affiliate, a determination of fair value was not considered meaningful.

As a result of the Restructuring, HOC and SBO contributed the promissory notes to the Predecessor Company. The Predecessor Company then transferred the promissory note to HEL in satisfaction of its payable to HEL.

NOTE 10 – OTHER LIABILITIES

Other Liabilities as of September 30 consisted of the following:

	2009	2008
Due to Affiliates, Long-Term	$ 48,941	$ 461,624
FIN 48 - Tax Reserve	11,636	15,974
Other	263	305
	60,840	477,903
Atlantic City Region	15,746	366,802
Other	33,195	94,822
	$ 48,941	$ 461,624

The Atlantic City Region consists of Harrah’s casino licenses operating in Atlantic City, New Jersey.

(Dollars in Thousands)

NOTE 11 – NON-OPERATING INCOME (EXPENSE)

For the nine months ended September 30, 2009 and 2008, Non-Operating Income (Expense) consisted of the following:

	2009	2008
Interest Income	$ 786	$ 857
Project Write Downs & Reserves	(181)	-
Gain/Loss on Asset Sales	13	2
Other Non Operating	(30)	58
	$ 588	$ 917

NOTE 12 – COMMITMENTS AND CONTINGENCIES

Litigation - The Company is involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, these matters will not have a material effect on the Company's financial position or results of operations.

CRDA Investment Obligation - The New Jersey Casino Control Act provides, among other things, for an assessment of licenses equal to 1.25% of their gross gaming revenues in lieu of an investment alternative tax equal to 2.5% of gross gaming revenues. The Company may satisfy this investment obligation by investing in qualified eligible direct investments, by making qualified contributions or by depositing funds with the CRDA. Funds deposited with the CRDA may be used to purchase bonds designated by the CRDA or, under certain circumstances, may be donated to the CRDA in exchange for credits against future CRDA investment obligations. CRDA bonds have terms up to 50 years and bear interest at below-market rate. The Company includes CRDA investment bonds and funds on deposit in Investments, Advances, and Receivables in the accompanying balance sheets totaling $24,105 and $21,417, respectively, at September 30, 2009 and $20,921 and 22,893 respectively, at September 30, 2008. The Company records charges to operations to reflect the estimated net realizable value of its CRDA investment.

The estimate for Valuation Allowance for the CRDA Bonds considered guidance primarily under FAS 115 "Accounting for Certain Investments in Debt and Equity Securities," FASB SOP FAS 115-1/124-1 "The Meaning of Other-than-temporary Impairment and its Application to Certain Investments" and FAS 157 "Fair Value Measurements." Since there is no market for the bonds issued through the CRDA, initial obligation deposits are marked down by 33% to represent their fair value and eventual expected conversion into bonds by the CRDA. Once CRDA Bonds are issued we have concluded that the bonds are held-to-maturity due to their nature. The bonds held by the Company through CRDA are held to maturity since the Company has the ability and the intent to hold these bonds to maturity and under the CRDA, they are not permitted to do otherwise. As such the CRDA Bonds are measured at amortized cost.

The Company also considered whether any impairment indicators were present for its CRDA bonds that would indicate whether the CRDA Bond's fair value was less than its cost. As noted above, there is no market for the CRDA Bonds and as such its fair value could only be determined based on unobservable inputs. Such inputs are limited to the historical carrying value of the CRDA Bonds that are reduced, consistent with industry practice, by 1/3 of their face value at the time of issuance to represent fair value and amortizes the cost subsequent to that date. The discount for the bonds is being amortized over the remaining life of the bonds.

The Atlantic City casino properties (the "AC Industry") and the CRDA have entered into 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 $34,000 over a four year period to the NJSEA and must deposit another $62,000 in the Casino Expansion Fund (managed by the CRDA). The $62,000 will be 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 is equal to its fair-share of AC Industry casino revenues which is $ 2,807. The Company's obligation was being charged to operations on a straight line basis through June 30, 2008. Once the Company meets its deposit obligation related to its fair share of the $62,000, the Company is eligible to receive funds from the Casino Expansion Fund for qualified construction expenditures. The Company has until June 30, 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.

In August 2008, the AC Industry entered into a new agreement with the NJSEA that will provide $90 million in funding to subsidize New Jersey's horseracing industry. The funding will be provided in installments through 2011. 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 December 31, 2011. The Company's obligation is equal to its fair-share of AC Industry casino revenues. The Company's estimated obligation is $ 7,261. The total commitment will be charged to operations on a straight line basis beginning January 2009 through December 31, 2011.