

**BOARDWALK REGENCY CORPORATION  
QUARTERLY REPORT**

**FOR THE QUARTER ENDED MARCH 31, 2014**

**SUBMITTED TO THE  
DIVISION OF GAMING ENFORCEMENT  
OF THE  
STATE OF NEW JERSEY**



**OFFICE OF FINANCIAL INVESTIGATIONS  
REPORTING MANUAL**

# BOARDWALK REGENCY CORPORATION

## BALANCE SHEETS

AS OF MARCH 31, 2014 AND 2013

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2014 (c)	2013 (d)
	<u>ASSETS:</u>			
	Current Assets:			
1	Cash and Cash Equivalents.....		\$16,590	\$19,413
2	Short-Term Investments.....			
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2014, \$10,585 ; 2013, \$12,361).....	2 & 4	24,664	17,670
4	Inventories .....	2	481	451
5	Other Current Assets.....	5	6,333	7,419
6	Total Current Assets.....		48,068	44,953
7	Investments, Advances, and Receivables.....	6 & 12	16,969	570,400
8	Property and Equipment - Gross.....	2 & 7	52,460	856,685
9	Less: Accumulated Depreciation and Amortization.....	2 & 7	(648)	(203,943)
10	Property and Equipment - Net.....	2 & 7	51,812	652,742
11	Other Assets.....	2 & 8	132,007	100,591
12	Total Assets.....		\$248,856	\$1,368,686
	<u>LIABILITIES AND EQUITY:</u>			
	Current Liabilities:			
13	Accounts Payable.....		\$11,092	\$7,369
14	Notes Payable.....			
	Current Portion of Long-Term Debt:			
15	Due to Affiliates.....			
16	External.....	10	1,971	810
17	Income Taxes Payable and Accrued.....	2		37
18	Other Accrued Expenses.....	9	289,859	244,078
19	Other Current Liabilities.....		3,302	3,275
20	Total Current Liabilities.....		306,224	255,569
	Long-Term Debt:			
21	Due to Affiliates.....	10	518,330	518,330
22	External.....	10	1,811	1,069
23	Deferred Credits .....	2		84,355
24	Other Liabilities.....	11	5	243,314
25	Commitments and Contingencies.....	12		
26	Total Liabilities.....		826,370	1,102,637
27	Stockholders', Partners', or Proprietor's Equity.....		(577,514)	266,049
28	Total Liabilities and Equity.....		\$248,856	\$1,368,686

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

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

# BOARDWALK REGENCY CORPORATION

## STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

(UNAUDITED)  
(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2014 (c)	2013 (d)
	Revenue:			
1	Casino.....		\$67,117	\$71,828
2	Rooms.....		7,789	8,234
3	Food and Beverage.....		13,845	11,774
4	Other.....		4,366	3,330
5	Total Revenue.....		93,117	95,166
6	Less: Promotional Allowances.....		29,679	24,859
7	Net Revenue.....		63,438	70,307
	Costs and Expenses:			
8	Casino.....		37,958	34,358
9	Rooms, Food and Beverage.....		4,284	4,252
10	General, Administrative and Other.....		15,064	19,642
11	Total Costs and Expenses.....		57,306	58,252
12	Gross Operating Profit.....		6,132	12,055
13	Depreciation and Amortization.....	2	918	11,422
	Charges from Affiliates Other than Interest:			
14	Management Fees.....			
15	Other.....	3	5,758	6,091
16	Income (Loss) from Operations.....		(544)	(5,458)
	Other Income (Expenses):			
17	Interest Expense - Affiliates.....	10	(11,014)	(11,014)
18	Interest Expense - External.....	10	(10)	(48)
19	CRDA Related Income (Expense) - Net.....	12	(736)	(1,129)
20	Nonoperating Income (Expense) - Net.....		23	49
21	Total Other Income (Expenses).....		(11,737)	(12,142)
22	Income (Loss) Before Taxes and Extraordinary Items.....		(12,281)	(17,600)
23	Provision (Credit) for Income Taxes.....	2	(28,677)	(5,051)
24	Income (Loss) Before Extraordinary Items.....		16,396	(12,549)
25	Extraordinary Items (Net of Income Taxes - 20__, \$0; 20__, \$0 ).....			
26	Net Income (Loss).....		\$16,396	(\$12,549)

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

# BOARDWALK REGENCY CORPORATION

## STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2013 AND THE THREE MONTHS ENDED MARCH 31, 2014

(UNAUDITED)  
(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	Common Stock		Preferred Stock		Additional Paid-In Capital (g)	(h)	Retained Earnings (Accumulated Deficit) (i)	Total Stockholders' Equity (Deficit) (j)
			Shares (c)	Amount (d)	Shares (e)	Amount (f)				
1	Balance, December 31, 2012.....		100	\$1,370			\$915,830		(\$638,602)	\$278,598
2	Net Income (Loss) - 2013.....								(484,891)	(484,891)
3	Contribution to Paid-in-Capital.....									0
4	Dividends.....									0
5	Prior Period Adjustments.....									0
6	Equitization of Intercompany									0
7	Balances					(382,504)		(268)	(382,772)	
8										0
9										0
10	Balance, December 31, 2013.....		100	1,370	0	0	533,326	0	(1,123,761)	(589,065)
11	Net Income (Loss) - 2014.....								16,396	16,396
12	Contribution to Paid-in-Capital.....									0
13	Dividends.....									0
14	Prior Period Adjustments.....									0
15	Equitization of Intercompany									0
16	Balances					(4,845)			(4,845)	
17										0
18										0
19	Balance, March 31, 2014 .....		100	\$1,370	0	\$0	\$528,481	\$0	(\$1,107,365)	(\$577,514)

The accompanying notes are an integral part of the financial statements.  
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# BOARDWALK REGENCY CORPORATION

## STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

(UNAUDITED)  
(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2014 (c)	2013 (d)
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES..		\$6,236	\$28,506
	CASH FLOWS FROM INVESTING ACTIVITIES:			
2	Purchase of Short-Term Investments .....			
3	Proceeds from the Sale of Short-Term Investments .....			
4	Cash Outflows for Property and Equipment.....		(3,706)	(2,209)
5	Proceeds from Disposition of Property and Equipment.....			64
6	CRDA Obligations .....		(1,008)	(867)
7	Other Investments, Loans and Advances made.....			
8	Proceeds from Other Investments, Loans, and Advances .....			1
9	Cash Outflows to Acquire Business Entities.....		0	0
10				
11				
12	Net Cash Provided (Used) By Investing Activities.....		(4,714)	(3,011)
	CASH FLOWS FROM FINANCING ACTIVITIES:			
13	Proceeds from Short-Term Debt .....			
14	Payments to Settle Short-Term Debt.....			
15	Proceeds from Long-Term Debt .....			44
16	Costs of Issuing Debt.....			
17	Payments to Settle Long-Term Debt.....		(212)	(184)
18	Cash Proceeds from Issuing Stock or Capital Contributions...		0	0
19	Purchases of Treasury Stock.....			
20	Payments of Dividends or Capital Withdrawals.....			
21	Borrowings/Payments of Intercompany Payable .....		(4,845)	(28,394)
22				
23	Net Cash Provided (Used) By Financing Activities.....		(5,057)	(28,534)
24	Net Increase (Decrease) in Cash and Cash Equivalents.....		(3,535)	(3,039)
25	Cash and Cash Equivalents at Beginning of Period.....		20,125	22,452
26	Cash and Cash Equivalents at End of Period.....		\$16,590	\$19,413
	CASH PAID DURING PERIOD FOR:			
27	Interest (Net of Amount Capitalized).....		\$38	\$44
28	Income Taxes.....			

The accompanying notes are an integral part of the financial statements.  
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# BOARDWALK REGENCY CORPORATION

## STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2014 (c)	2013 (d)
	<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
29	Net Income (Loss).....		\$16,396	(\$12,549)
30	Depreciation and Amortization of Property and Equipment.....		764	9,207
31	Amortization of Other Assets.....		154	2,215
32	Amortization of Debt Discount or Premium.....			
33	Deferred Income Taxes - Current .....		(40,194)	1,773
34	Deferred Income Taxes - Noncurrent .....		16,852	13,239
35	(Gain) Loss on Disposition of Property and Equipment.....			(25)
36	(Gain) Loss on CRDA-Related Obligations.....		898	872
37	(Gain) Loss from Other Investment Activities.....			116
38	(Increase) Decrease in Receivables and Patrons' Checks .....		(2,069)	4,719
39	(Increase) Decrease in Inventories .....		16	51
40	(Increase) Decrease in Other Current Assets.....		(326)	150
41	(Increase) Decrease in Other Assets.....		13	253
42	Increase (Decrease) in Accounts Payable.....		2,210	(1,216)
43	Increase (Decrease) in Other Current Liabilities .....		11,521	9,126
44	Increase (Decrease) in Other Liabilities .....		1	575
45				
46				
47	Net Cash Provided (Used) By Operating Activities.....		\$6,236	\$28,506

### SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

	<b>ACQUISITION OF PROPERTY AND EQUIPMENT:</b>			
48	Additions to Property and Equipment.....		(\$3,706)	(\$3,191)
49	Less: Capital Lease Obligations Incurred.....			982
50	Cash Outflows for Property and Equipment.....		(\$3,706)	(\$2,209)
	<b>ACQUISITION OF BUSINESS ENTITIES:</b>			
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
	<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.

**BOARDWALK REGENCY CORPORATION**  
**SCHEDULE OF PROMOTIONAL**  
**EXPENSES AND ALLOWANCES**

FOR THE THREE MONTHS ENDED MARCH 31, 2014  
(UNAUDITED)  
(\$ IN THOUSANDS)

Amended August 28, 2014

Line (a)	Description (b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	116,316	\$4,373		
2	Food	166,925	6,819		
3	Beverage	1,601,152	3,202		
4	Travel			31,178	1,045
5	Bus Program Cash	248	21		
6	Promotional Gaming Credits	167,264	10,097		
7	Complimentary Cash Gifts	23,286	4,143		
8	Entertainment	6,347	349	4,230	1,541
9	Retail & Non-Cash Gifts	15,859	317		
10	Parking				
11	Other	15,249	358	63,392	1,729
12	Total	2,112,646	\$29,679	98,800	\$4,315

FOR THE THREE MONTHS ENDED MARCH 31, 2014

Line (a)	Description (b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	116,316	\$4,373		
2	Food	166,925	6,819		
3	Beverage	1,601,152	3,202		
4	Travel			31,178	1,045
5	Bus Program Cash	248	21		
6	Promotional Gaming Credits	167,264	10,097		
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9	Retail & Non-Cash Gifts	15,859	317		
10	Parking				
11	Other	15,249	358	63,392	1,729
12	Total	2,112,646	\$29,679	98,800	\$4,315

\*No item in this category (Other) exceeds 5%.

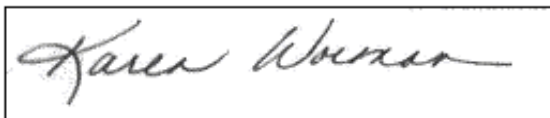
# BOARDWALK REGENCY CORPORATION STATEMENT OF CONFORMITY, ACCURACY, AND COMPLIANCE

FOR THE QUARTER ENDED MARCH 31, 2014

1. I have examined this Quarterly Report.
2. All the information contained in this Quarterly Report has been prepared in conformity with the Division'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.S.A. 5:12-84a(1)-(5) during the quarter.

5/15/2014

Date



Karen Worman

Vice President of Finance

Title

006320-11

License Number

On Behalf of:

BOARDWALK REGENCY CORPORATION

Casino Licensee



**Boardwalk Regency Corporation (Caesars Atlantic City)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(All dollar amounts in thousands)**

**NOTE 1 – ORGANIZATION AND BASIS OF PRESENTATION**

Boardwalk Regency Corporation (the “Company”), a New Jersey corporation, is a wholly owned subsidiary of Caesars New Jersey, Inc. (“CNJ”), a New Jersey corporation. The Company owns and operates the casino hotel resort in Atlantic City, New Jersey known as “Caesars Atlantic City”. CNJ is a wholly owned subsidiary of Caesars World, Inc. (“CWI”), a Florida corporation, and CWI is a wholly owned subsidiary of Caesars Entertainment Operating Company, Inc. (“CEOC”) (formerly Harrah’s Operating Company), a direct wholly owned subsidiary of Caesars Entertainment, Inc. (“Caesars”) (formerly Harrah’s Entertainment Inc.). The Company operates in one industry segment and all significant revenues arise from its casino and supporting hotel operations.

The Company operates in one industry segment and all significant revenues arise from its casino and supporting hotel operations. The Company is licensed to operate the facility by the New Jersey Division of Gaming Enforcement, (the “DGE”) and is subject to rules and regulations established by the DGE. The Company’s license is subject to resubmission every five years.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation** - The Company’s financial statements are prepared in accordance with accounting principles generally accepted in the United States ("GAAP"), which require the use of estimates and assumptions that affect the reported amounts of assets, liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses during the reporting periods. Management believes the accounting estimates are appropriate and reasonably stated; however, due to the inherent uncertainties in making these estimates, actual amounts could differ.

**Principles of Consolidation** - The accompanying consolidated financial statement schedules include the account balances of the Company 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 doubtful accounts.

**Inventories** - Inventories of provisions and supplies are valued at the lower of average cost, or market.

**Boardwalk Regency Corporation (Caesars Atlantic City)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(All dollar amounts in thousands)**

**Long-Lived Assets** – The Company has significant capital invested in long-lived assets, and judgments are made in determining the estimated useful lives of assets and salvage values and if or when an asset (or asset group) has been impaired. The accuracy of these estimates affects the amount of depreciation and amortization expense recognized in the Company’s financial results and whether the Company has a gain or loss on the disposal of an asset. The Company assigns lives to its assets based on its standard policy, which is established by management as representative of the useful life of each category of asset.

The Company reviews the carrying value of its long-lived assets 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. The Company typically estimates its fair value of assets starting with a "Replacement Cost New" approach and then deducting appropriate amounts for both functional and economic obsolescence to arrive at fair value estimates. Other factors considered by management in performing this assessment may include current operating results, trends, prospects, and third-party appraisals, as well as the effect of demand, competition, and other economic, legal, and regulatory factors. In estimating expected future cash flows for determining whether an asset is impaired, assets are grouped at the lowest level of identifiable cash flows. These analyses are sensitive to management assumptions and the estimates of the obsolescence factors, and changes in the assumptions and estimates, could have a material impact on the analysis and the supplemental consolidated financial statements schedules.

Additions to property and equipment are stated at cost. The Company capitalizes the costs of improvements that extend the life of the asset. The Company expenses maintenance and repair costs as incurred. Gains or losses on the disposition of property and equipment are recognized in the period of disposal. Interest expense is capitalized on internally constructed assets at the applicable weighted-average borrowing rates of interest. Capitalization of interest ceases when the project is substantially complete or construction activity is suspended for more than a brief period of time.

**Useful Lives**

Land improvements	12 years
Buildings	30 to 40 years
Leasehold improvements	5 to 15 years
Furniture, fixtures, and equipment	2.5 to 20 years

**Intangible Assets Other Than Goodwill** – Intangible assets other than goodwill represents the customer database with a gross carrying value of \$3,737 and \$106,200 as of March 31, 2014 and 2013, respectively, with accumulated amortization of \$154 and \$45,725 for the three months ended March 31, 2014 and 2013, respectively. The customer database was determined to have a 12 year life based upon attrition rates and computations of incremental value derived from existing relationships.

**Boardwalk Regency Corporation (Caesars Atlantic City)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(All dollar amounts in thousands)**

**Impairment of Intangible Assets** - Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principle market or, if none exists, the most advantageous market, for the specific asset or liability at the measurement date (referred to as the "exit price"). Fair value is a market-based measurement that should be determined based upon assumptions that market participants would use in pricing an asset or liability, including consideration of nonperformance risk.

We assess the inputs used to measure fair value using the three-tier hierarchy promulgated under GAAP. This hierarchy indicates the extent to which inputs used in measuring fair value are observable in the market.

- Level 1: Inputs include quoted prices in active markets for identical assets or liabilities that are accessible at the measurement date.
- Level 2: Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly, including quoted prices for similar assets in active markets, quoted prices from identical or similar assets in inactive markets, and observable inputs such as interest rates and yield curves.
- Level 3: Inputs that are significant to the measurement of fair value that are not observable in the market and include management's judgments about assumptions market participants would use in pricing the asset or liability (including assumptions about risk).

Our assessment of goodwill and other intangible assets for impairment includes an assessment using various Level 2 (EBITDA multiples and discount rate) and Level 3 (forecasted cash flows) inputs.

**Investment in Atlantic City Express Service, LLC "ACES"** – In 2006, Caesars Atlantic City and Harrah's Atlantic City together with one other Atlantic City casino (the "Members") entered into an agreement to form Atlantic City Express Service, LLC ("ACES"). The Members each had a 33% interest, this New Jersey limited liability company was formed for the purpose of contracting with New Jersey Transit to operate express rail service between Manhattan, New York, and Atlantic City. ACES suspended services during 2011 and the joint venture agreement terminated, which forced a liquidation of the joint venture's assets. In 2013, the Members each received \$39 in final settlement of the remaining assets.

**Fair Value of Financial Instruments** - The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties. The carrying amount of receivables and all current liabilities approximates fair value due to their short-term nature. After giving effect to their allowances, the Casino Reinvestment Development Authority

**Boardwalk Regency Corporation (Caesars Atlantic City)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(All dollar amounts in thousands)**

("CRDA") bonds and deposits approximately reflect their fair value based upon their below-market interest rates.

**Revenue Recognition** - Casino revenues are measured by the aggregate net difference between gaming wins and losses, with liabilities recognized for funds deposited by customers before gaming play occurs and for chips in the customers' possession. Food and beverage, rooms, and other operating revenues are recognized when services are performed. Advance deposits on rooms and advance ticket sales are recorded as customer deposits until services are provided to the customer. Sales taxes and other taxes collected from customers on behalf of governmental authorities are accounted for on a net basis and are not included in net revenues or operating expenses.

**Total Rewards Program Liability** — Caesars' customer loyalty program, Total Rewards, offers incentives to customers who gamble at the Company's property and certain affiliate casinos throughout the United States. 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 forfeitures referred to as "breakage", as they are earned. The estimated cost to provide reward credits is expensed as the reward credits are earned and is included in casino expense in the accompanying consolidated statements of operations. 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 March 31, 2014 and 2013, \$2,765 and \$2,385 respectively, was accrued for the cost of anticipated Total reward credit redemptions. These amounts reside on Caesars' Balance Sheet and thus are included in the due from affiliates balance in the accompanying consolidated balance sheets of the company.

In addition to Reward Credits, the Company's customers can earn points based on play that are redeemable in Non-Negotiable Reel Rewards ("NNRR"). The Company accrues the costs of NNRR, 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 consolidated statements of operations. At March 31, 2014 and 2013, the liability related to outstanding NNRR, which is based on historical redemption, was approximately \$494 and \$541, respectively.

**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 at the property. The estimated costs of providing such complimentary services are classified as casino expenses in the

**Boardwalk Regency Corporation (Caesars Atlantic City)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(All dollar amounts in thousands)**

accompanying statements of income. These costs consisted of the following as of March 31, 2014 and 2013:

	2014	2013
Food & Beverage	\$ 7,831	\$ 6,325
Rooms	2,180	2,181
Other	1,017	519
Bus Program Cash	21	12
Promotional Gaming Credits	7,429	7,411
Other Cash Complimentaries	6,811	4,037
	\$ 25,289	\$ 20,485

**Gaming Tax** — The Company remits weekly to the State of New Jersey a tax equal to 8% of the gross gaming revenue, as defined. Gaming taxes paid to the State of New Jersey for the three months ended March 31, 2014 and 2013, which are included in casino expenses in the accompanying consolidated statements of income, were approximately \$5,416 and \$5,728, respectively.

**City of Atlantic City Real Property Tax Appeals** - During 2013, property tax for the City of Atlantic City (the “City”) was increased by approximately 17%. In 2014, the Company settled with the City with respect to their challenges to the real estate tax assessments for prior years. The City approved a refund/credit of prior year’s property taxes during the first quarter of 2014 in the amount of \$2,935. This amount was recorded as a receivable on the accompanying Balance Sheet and in general, administrative and other expense in the accompanying Statements of Income. In addition, the 2014 assessment was reduced by approximately \$400 million.

**Income Taxes** - The Company is included in the consolidated federal tax return of Caesars and files a separate New Jersey tax return. The (benefit)/provision for federal income taxes is computed based on the statutory federal rate as if the Company had filed a separate income tax return. The provision for state taxes is based on the statutory New Jersey tax.

Deferred tax assets and liabilities represent the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured 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 effect of a change in existing tax rates is recognized as an increase or decrease to the tax provision in the period that includes the enactment date. The Company follows the provisions of ASC 740-Income Taxes. The Company recognizes interest and penalties accrued related to unrecognized tax benefits in income tax expense.

**Boardwalk Regency Corporation (Caesars Atlantic City)**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(All dollar amounts in thousands)**

**Use of Estimates** - The preparation of these financial statements in conformity with generally accepted accounting principles (GAAP) 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.

**Internet Gaming** - Caesars Interactive Entertainment New Jersey, LLC as the affiliate of Boardwalk Regency Corporation, was issued an internet gaming permit on November 20, 2013 to conduct real money online gaming in the State of New Jersey. All real money online gaming is reported in the financial statements of Caesars Interactive Entertainment New Jersey, LLC.

**Seasonal factors** - The Company's operations are subject to seasonal factors and, therefore, the results of operations of the three months ended March 31, 2014 are not necessarily indicative of the results of operations for the full year.

**Omission of Disclosures** - In accordance with the Financial Reporting guidelines provided by the Division of Gaming Enforcement, the Company has elected not to include certain disclosures, which have not significantly changed since filing the most recent Annual Report. Accordingly, the following disclosures have been omitted: Future Lease Obligations, Employee Benefits and certain Income Tax disclosures.

**NOTE 3 - RELATED PARTY TRANSACTIONS**

The Company participates with CEOC and its other subsidiaries in marketing, purchasing, insurance, employee benefit and other programs that are defined and negotiated by CEOC 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 CEOC and Affiliates** - The Company transfers cash in excess of its operating and regulatory needs to CEOC on a daily basis. Cash transfers from CEOC to the Company are also made based upon the needs of 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 in the accompanying financial statements.

**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 Harrah's Atlantic City and Showboat Atlantic City, also affiliates of the Company. The Company was charged approximately \$106 and \$119 for these costs for the three months ended March 31, 2014 and 2013, respectively. The costs

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are included in other operating expenses in the accompanying statements of income.

**Administrative and Other Services** - The Company is charged a fee by CEOC for administrative and other services (including consulting, legal, marketing, information technology, accounting and insurance). The Company was charged \$5,758 and \$6,091 for these services for the three months ended March 31, 2014 and 2013, respectively. The fee is included in charges from affiliates in the accompanying statements of income.

**Equitization of Intercompany Balances** - During June 2013, the Company elected to equitize certain intercompany balances with its parent and affiliates that were previously classified as a receivable/liability. The offset to this was Additional Paid in Capital and Retained Earnings. This is shown separately on the Statement of Changes in Stockholder's Equity.

**NOTE 4 – RECEIVABLES AND PATRONS' CHECKS**

Receivables and patrons' checks as of March 31 consist of the following:

	2014	2013
Casino Receivables (Net of Allowance for Doubtful Accounts - 2014, \$9,896 & 2013, \$12,051)	\$ 13,124	\$ 11,995
Other (Net of Allowance for Doubtful Accounts - 2014, \$689 & 2013, \$310)	11,540	5,675
	\$ 24,664	\$ 17,670

**NOTE 5 – OTHER CURRENT ASSETS**

Other Current Assets as of March 31 consist of the following:

	2014	2013
Tax Deferred Asset	\$ 4,554	\$ 6,064
Other	1,779	1,355
	\$ 6,333	\$ 7,419

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**NOTE 6 - INVESTMENTS, ADVANCES AND RECEIVABLES**

Investments, advances and receivables as of March 31 consist of the following:

	<u>2014</u>	<u>2013</u>
Due from Caesars	\$ -	\$ 549,739
Casino Reinvestment Development Authority Obligation ("CRDA") (net of valuation reserves- 2014, \$8,844 and 2013, \$10,740)	16,969	20,661
	<u>\$ 16,969</u>	<u>\$ 570,400</u>

The amounts due from Caesars as of March 31 are unsecured and non-interest bearing.

**NOTE 7 – PROPERTY AND EQUIPMENT**

Property and Equipment as of March 31 consist of the following:

	<u>2014</u>	<u>2013</u>
Land	\$ 12,568	\$ 182,580
Buildings and Improvements	31,506	534,443
Furniture, Fixtures, and Equipment	4,504	139,312
Construction in Progress	3,882	350
	<u>\$ 52,460</u>	<u>\$ 856,685</u>
Less Accumulated Depreciation & Amortization	(648)	(203,943)
	<u>\$ 51,812</u>	<u>\$ 652,742</u>

The Company held investments in two townhouse complexes, both of which are located in Atlantic City, NJ and are collectively referred to as the "CRDA Real Estate". In June 2013, the Company recorded impairments on the CRDA Real Estate in the amount of \$559 reflected in tangible and intangible asset impairments of the accompanying supplemental consolidating balance sheet schedule. In October 2013, Company agreed to sell the CRDA Real Estate to Harbour Pointe Properties, LLC in exchange for \$661 upon expiration of a mandatory 20 year hold period. The sale closed in December 2013.

During the fourth quarter 2013, casino property sales occurred in the Atlantic City market. The pricing of the transactions indicated a substantial decline in market price had occurred for Casinos in Atlantic City. As a result of this triggering event, Caesars determined it was necessary to perform a recoverability test of the carrying amount of the Companies. It was determined the carrying values of the Companies was not recoverable. Therefore, a fair value assessment of the properties was performed. Impairment losses were \$594,059.



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**NOTE 8 – OTHER ASSETS**

Other assets as of March 31 consist of the following:

	<u>2014</u>	<u>2013</u>
Customer Database (less Accumulated Amortization of \$154 in 2014 & \$45,725 in 2013)	\$ 3,584	\$ 60,475
L/T Deferred Income Tax	124,797	-
Other	3,626	40,116
	<u>\$ 132,007</u>	<u>\$ 100,591</u>

During May 2003, the Company entered into an agreement to lease The Pier at Caesars (the “Pier”) to developers for an initial term of 75 years. The 75 year term commenced upon completion of the Pier’s construction in 2006. The lease agreement provides for the repayment of certain qualified pier development costs incurred by the developers.

During the fourth quarter of 2013, the Company completed its annual assessment of other amortizing intangible assets, as of December 31, 2013, which resulted in impairment charges of \$84,926. These impairment charges were the result of reduced projections associated with these intangible assets within our long-term operating plan.

**NOTE 9 - OTHER ACCRUED EXPENSES**

Other accrued expenses as of March 31 consist of the following:

	<u>2014</u>	<u>2013</u>
Accrued Payroll	\$ 7,641	\$ 7,218
Accrued Interest Payable	272,100	228,016
Other	10,118	8,844
	<u>\$ 289,859</u>	<u>\$ 244,078</u>

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**NOTE 10- LONG-TERM DEBT**

Long-term debt, due to affiliates and other as of March 31, consists of the following:

	<u>2014</u>	<u>2013</u>
<b>Due to Affiliates</b>		
8.5% Note Payable to Caesars Entertainment, Ltd. ("CEL") due December 1, 2020	\$ 518,330	\$ 518,330
<b>Due to Other</b>		
Notes Payable	2,601	
Less: Current Portion of Notes Payable	(1,075)	
Capitalized Leases	1,181	1,879
Less: Current Portion of Capitalized Leases	<u>(896)</u>	<u>(810)</u>
Long Term Portion of Other Debt	<u>1,811</u>	<u>1,069</u>
Total Long Term Debt	<u>\$ 520,141</u>	<u>\$ 519,399</u>

On July 1, 2006, the note formerly held by CEFC was assigned to CEL. Neither the terms nor the amounts of debt were affected by this assignment. The only notable change resulting from the assignment was a change in the timing of interest payments. Prior to the assignment interest payments were made monthly. However, for subsequent tax years, interest payments will be remitted annually, payable in the following year. As of March 31, 2014 and 2013, accrued interest related to the intercompany note totaled \$272,047 and \$227,989, respectively. Since the note is due to an affiliate, a determination of fair value is not considered meaningful.

**NOTE 11 – OTHER LIABILITIES**

Other Liabilities as of March 31 consisted of the following:

	<u>2014</u>	<u>2013</u>
Due to Affiliates, Atlantic City Region	\$ -	\$ 174,807
Due to Affiliates, Other		30,089
Deferred Tax Liability		38,412
Other	5	6
	<u>\$ 5</u>	<u>\$ 243,314</u>

The Atlantic City Region consists of Caesars' casino licenses operating in Atlantic City, New Jersey.

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**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.

**Insurance Reserve** - The Company is self-insured for various levels of general liability coverage. Insurance claims and reserves include the accrual of estimated settlements for known and anticipated claims. Accrued expenses and other current liabilities in the accompanying balance sheets include insurance allowances of \$15 as of March 31, 2014 and 2013. Actual results may differ from these reserve amounts.

**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.

As of March 31, CRDA related assets were as follows:

	2014	2013
CRDA Bonds — net of amortized costs	\$ 4,161	\$ 4,185
Deposits — net of reserves of \$6,651 and \$8,492	12,808	16,476
Total	\$ 16,969	\$ 20,661

The Company records charges to operations to reflect the estimated net realizable value of its CRDA investment. Charges to operations were \$736 and \$1,013 for the three months ended March 31, 2014 and 2013, respectively, and is included in CRDA Expense, in the consolidated statements of operations.

The funds on deposits are held in an interest-bearing account by the CRDA. Initial obligation deposits are marked down by approximately 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 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. As

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there is no market for the CRDA Bonds, 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. The Company accretes such discount over the remaining life of the bonds. Accretion for the three months ended March 31, 2014 and 2013 was \$8 and \$9, respectively, and is included in CRDA Expense in the consolidated statements of operations.

After the initial determination of fair value, the Company will analyze the recoverability of the CRDA Bonds on a quarterly basis and its affect on reported amount based upon the ability and likelihood of bonds to be repaid. When considering recoverability of the CRDA Bonds, the Company considers the relative credit-worthiness of each bondholder, historical collection experience and other information received from the CRDA. If indications exist that the amount expected to be recovered is less than its carrying value, the asset will be written down to its expected realizable amount.

All the Atlantic City casino properties (the “AC Industry”) and the CRDA entered into an agreement with the New Jersey Sports & Exposition Authority (the “NJSEA”) to provide funding to subsidize New Jersey’s horseracing industry. This agreement expired on January 1, 2009. The agreement provided that in exchange for funding, the NJSEA and the three active New Jersey racetracks would 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 deposited another \$62,000 into the Casino Expansion Fund (managed by the CRDA). The Company’s obligation was equal to its fair-share of AC Industry casino revenues totaling \$2,812, and the Company is eligible to receive funds deposited as a result of this obligation 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.

All the Atlantic City casino properties (the “AC Industry”) and the CRDA entered into an agreement with the Atlantic City Alliance (the “ACA”) to provide funding to subsidize Atlantic City casino marketing. This agreement was signed on November 2, 2011 and is set to expire on December 31, 2016. The agreement provides that in exchange for funding, the ACA will create and implement a marketing plan for the AC Industry. As part of the agreement, the AC Industry provided an initial deposit of \$5,000 in December 2011 and will continue to pay \$30,000 annually for the next five years. The Company’s obligation was \$835 for the three months ended March 31, 2014. The Company’s obligation for its portion of future payments is estimated at \$9,396, equal to its fair-share of AC Industry casino revenues.

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**Atlantic City Conference Center** - In June 2013, Caesars established, AC Conference NewCo, LLC ("NewCo") to construct and operate a new conference center (the "Project") adjacent to Harrah's Atlantic City. NewCo is a direct wholly owned subsidiary of AC Conference HoldCo, LLC, which is a direct wholly owned subsidiary of Caesars.

Also in June 2013, Caesars signed an agreement with the CRDA regarding a grant for financial assistance in the amount of \$45,000 (the "Project Grant") wherein the CRDA will provide Caesars cash to help fund the construction of the Project. Under the Project Grant, Caesars is obligated to contribute to the CRDA the following:

- \$46,200 of Atlantic City Economic Development Investment Alternative Tax Obligation balances ("Existing Credits"), of which \$1,200 represents a 2.75% administrative fee,
- \$9,500 of CRDA Credits that the CRDA will use towards the construction of the CRDA's marketplace-style retail development project (the "Donation Credits"), and
- Land parcels with an appraised value of \$7,300 on which the CRDA's Marketplace Project will be developed (the Marketplace Parcels).

The gross value of the credits and land parcels described above held by the Companies immediately prior to the transaction were as follows:

Existing Credits

Bally's Park Place, Inc.	\$ 23,400
Boardwalk Regency Corporation	10,600
Harrah's Atlantic City Holding, Inc. and	7,000
Ocean Showboat, Inc. and Subsidiaries	5,200
	<u>\$ 46,200</u>

Donation Credits

Ocean Showboat, Inc. and Subsidiaries	\$ 9,500
	<u>9,500</u>

Marketplace Parcels

Bally's Park Place, Inc.	\$ 4,600
Boardwalk Regency Corporation	2,700
	<u>7,300</u>
	<u>\$ 7,300</u>

In return for the above, the CRDA will deposit \$45,000 into a Project Fund from which Caesars can draw on a pari-passu basis via reimbursements to NewCo based on amounts paid for the Project by NewCo. To date, Caesars received \$5,826 in reimbursements from the Project Fund.