HARRAH'S RESORT, ATLANTIC CITY

QUARTERLY REPORT

FOR THE QUARTER ENDED JUNE 30, 2019

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

OFFICE OF FINANCIAL INVESTIGATIONS
REPORTING MANUAL

HARRAH'S RESORT, ATLANTIC CITY
BALANCE SHEETS

AS OF JUNE 30, 2019 AND 2018

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
	ASSETS:			
	Current Assets:			
1	Cash and Cash Equivalents	2	$24,540	$22,492
2	Short-Term Investments			
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2019, $6,208; 2018, $4,271)	2,4,12	17,099	20,365
4	Inventories	2	1,229	1,108
5	Other Current Assets	5	4,092	3,479
6	Total Current Assets		46,960	47,444
7	Investments, Advances, and Receivables	6	6,408	6,684
8	Property and Equipment - Gross	2,7	299,878	238,402
9	Less: Accumulated Depreciation and Amortization	2,7	(83,595)	(44,127)
10	Property and Equipment - Net	2,7	216,283	194,275
11	Other Assets	9	2,263	2,445
12	Total Assets		$271,914	$250,848
	LIABILITIES AND EQUITY:			
	Current Liabilities:			
13	Accounts Payable		$10,365	$9,406
14	Notes Payable			
	Current Portion of Long-Term Debt:			
15	Due to Affiliates			
16	External			
17	Income Taxes Payable and Accrued		1	0
18	Other Accrued Expenses	3,10	89,723	87,878
19	Other Current Liabilities		2,084	2,026
20	Total Current Liabilities		102,173	99,310
	Long-Term Debt:			
21	Due to Affiliates			
22	External			
23	Deferred Credits			
24	Other Liabilities	11	525	0
25	Commitments and Contingencies	15		
26	Total Liabilities		102,698	99,310
27	Stockholders', Partners', or Proprietor's Equity	3	169,216	151,538
28	Total Liabilities and Equity		$271,914	$250,848

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

HARRAH'S RESORT, ATLANTIC CITY
STATEMENTS OF INCOME

FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
	Revenue:			
1	Casino	12	$86,835	$107,173
2	Rooms	12	42,786	43,777
3	Food and Beverage	12	39,445	43,078
4	Other	12	12,081	12,688
5	Net Revenue	12	181,147	206,716
	Costs and Expenses:			
6	Casino		50,495	54,226
7	Rooms, Food and Beverage		41,483	43,063
8	General, Administrative and Other		49,620	49,469
9	Total Costs and Expenses		141,598	146,758
10	Gross Operating Profit		39,549	59,958
11	Depreciation and Amortization		8,328	7,966
	Charges from Affiliates Other than Interest:			
12	Management Fees			
13	Other	3	16,314	16,565
14	Income (Loss) from Operations		14,907	35,427
	Other Income (Expenses):			
15	Interest Expense - Affiliates			
16	Interest Expense - External		(51)	0
17	CRDA Related Income (Expense) - Net	13	793	(513)
18	Nonoperating Income (Expense) - Net		(254)	(115)
19	Total Other Income (Expenses)		488	(628)
20	Income (Loss) Before Taxes		15,395	34,799
21	Provision (Credit) for Income Taxes			
22	Net Income (Loss)		$15,395	$34,799

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HARRAH'S RESORT, ATLANTIC CITY
STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED JUNE 30, 2019 AND 2018

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
	Revenue:			
1	Casino	12	$44,691	$52,801
2	Rooms	12	25,132	24,564
3	Food and Beverage	12	20,120	22,329
4	Other	12	6,491	6,591
5	Net Revenue	12	96,434	106,285
	Costs and Expenses:			
6	Casino		26,409	27,230
7	Rooms, Food and Beverage		21,587	22,766
8	General, Administrative and Other		25,399	24,746
9	Total Costs and Expenses		73,395	74,742
10	Gross Operating Profit		23,039	31,543
11	Depreciation and Amortization		4,870	3,975
	Charges from Affiliates Other than Interest:			
12	Management Fees			
13	Other	3	7,800	8,794
14	Income (Loss) from Operations		10,369	18,774
	Other Income (Expenses):			
15	Interest Expense - Affiliates			
16	Interest Expense - External		0	(36)
17	CRDA Related Income (Expense) - Net	13	(139)	(214)
18	Nonoperating Income (Expense) - Net		(167)	(139)
19	Total Other Income (Expenses)		(306)	(389)
20	Income (Loss) Before Taxes		10,063	18,385
21	Provision (Credit) for Income Taxes			
22	Net Income (Loss)		$10,063	$18,385

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

HARRAH'S RESORT, ATLANTIC CITY
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2018 AND THE SIX MONTHS ENDED JUNE 30, 2019

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	Common Stock Shares (c)	Common Stock Amount (d)	Preferred Stock Shares (e)	Preferred Stock Amount (f)	Additional Paid-In Capital (g)	(h)	Retained Earnings (Accumulated Deficit) (i)	Total Stockholders' Equity (Deficit) (j)
1	**Balance, December 31, 2017..........**		25	$25	0	$0	$848,242	$0	($697,835)	$150,432
2	Net Income (Loss) - 2018.............								33,031	33,031
3	Contribution to Paid-in-Capital.....									0
4	Dividends....................................									0
5	Prior Period Adjustments..............									0
6	Equitization of Intercompany						(42,507)			(42,507)
7	ASC 606 Prior Year Revenue Adj	2							1,027	1,027
8										0
9										0
10	**Balance, December 31, 2018..........**		25	25	0	0	805,735	0	(663,777)	141,983
11	Net Income (Loss) - 2019.............								15,395	15,395
12	Contribution to Paid-in-Capital.....									0
13	Dividends....................................									0
14	Prior Period Adjustments..............									0
15	Equitization of Intercompany						11,838			11,838
16										0
17										0
18										0
19	**Balance, June 30, 2019 ....**		25	$25	0	$0	$817,573	$0	($648,382)	$169,216

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

HARRAH'S RESORT, ATLANTIC CITY
STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES..		$10,703	$2,478
	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...........................		(22,497)	(8,166)
5	Proceeds from Disposition of Property and Equipment..........			
6	CRDA Obligations		(568)	(670)
7	Other Investments, Loans and Advances made.......................			
8	Proceeds from Other Investments, Loans, and Advances		593	
9	Cash Outflows to Acquire Business Entities..........................		0	0
10	....			
11	....			
12	Net Cash Provided (Used) By Investing Activities....................		(22,472)	(8,836)
	CASH FLOWS FROM FINANCING ACTIVITIES:			
13	Proceeds from Short-Term Debt			
14	Payments to Settle Short-Term Debt......................................			
15	Proceeds from Long-Term Debt			
16	Costs of Issuing Debt..			
17	Payments to Settle Long-Term Debt......................................			
18	Cash Proceeds from Issuing Stock or Capital Contributions...		0	0
19	Purchases of Treasury Stock..			
20	Payments of Dividends or Capital Withdrawals......................			
21	Due to/from Intercompany		11,071	
22	....			
23	Net Cash Provided (Used) By Financing Activities...................		11,071	0
24	Net Increase (Decrease) in Cash and Cash Equivalents.............		(698)	(6,358)
25	Cash and Cash Equivalents at Beginning of Period...................		25,238	28,850
26	Cash and Cash Equivalents at End of Period............................		$24,540	$22,492

	CASH PAID DURING PERIOD FOR:			
27	Interest (Net of Amount Capitalized)......................................		$0	$0
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.

HARRAH'S RESORT, ATLANTIC CITY
STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED JUNE 30, 2019 AND 2018

(UNAUDITED)

($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
	CASH FLOWS FROM OPERATING ACTIVITIES:			
29	Net Income (Loss)................................		$15,395	$34,799
30	Depreciation and Amortization of Property and Equipment...		8,014	7,659
31	Amortization of Other Assets................................		314	307
32	Amortization of Debt Discount or Premium....................			
33	Deferred Income Taxes - Current			
34	Deferred Income Taxes - Noncurrent			
35	(Gain) Loss on Disposition of Property and Equipment.........		0	46
36	(Gain) Loss on CRDA-Related Obligations..........................	13	77	513
37	(Gain) Loss from Other Investment Activities......................			
38	(Increase) Decrease in Receivables and Patrons' Checks		(2,743)	(6,372)
39	(Increase) Decrease in Inventories		(84)	95
40	(Increase) Decrease in Other Current Assets......................		(2,313)	(1,775)
41	(Increase) Decrease in Other Assets................................		(436)	(51)
42	Increase (Decrease) in Accounts Payable..........................		(11,323)	(895)
43	Increase (Decrease) in Other Current Liabilities		3,277	71,976
44	Increase (Decrease) in Other Liabilities		525	(70,451)
45	(Increase) Decrease in Other Receivables or Adv..................		0	(33,373)
46	....			
47	Net Cash Provided (Used) By Operating Activities..................		$10,703	$2,478

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
	ACQUISITION OF PROPERTY AND EQUIPMENT:			
48	Additions to Property and Equipment................................		($22,497)	($8,166)
49	Less: Capital Lease Obligations Incurred............................			
50	Cash Outflows for Property and Equipment............................		($22,497)	($8,166)
	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.

HARRAH'S RESORT, ATLANTIC CITY
SCHEDULE OF PROMOTIONAL EXPENSES AND ALLOWANCES

FOR THE SIX MONTHS ENDED JUNE 30, 2019
(UNAUDITED)
($ IN THOUSANDS)

		Promotional Allowances		Promotional Expenses	
Line (a)	Description (b)	Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	382,604	$21,806		
2	Food	485,908	10,297		
3	Beverage	4,957,436	9,915		
4	Travel			26,945	5,702
5	Bus Program Cash	1,763	18		
6	Promotional Gaming Credits		15,462		
7	Complimentary Cash Gifts	46,481	3,986		
8	Entertainment	2,642	135	1,703	213
9	Retail & Non-Cash Gifts	55,411	1,108	16,344	1,634
10	Parking			316,342	1,265
11	Other	23,236	875	15,601	390
12	Total	5,955,481	$63,602	376,935	$9,204

FOR THE THREE MONTHS ENDED JUNE 30, 2019

		Promotional Allowances		Promotional Expenses	
Line (a)	Description (b)	Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms	201,696	$12,536		
2	Food	249,976	5,156		
3	Beverage	2,222,986	4,446		
4	Travel			16,447	3,352
5	Bus Program Cash	883	9		
6	Promotional Gaming Credits		7,545		
7	Complimentary Cash Gifts	22,756	2,226		
8	Entertainment	1,272	65	812	102
9	Retail & Non-Cash Gifts	28,657	573	8,933	893
10	Parking			163,509	654
11	Other	11,817	446	7,142	179
12	Total	2,740,043	$33,002	196,843	$5,180

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

HARRAH'S RESORT, ATLANTIC CITY
STATEMENT OF CONFORMITY, ACCURACY, AND COMPLIANCE

FOR THE QUARTER ENDED JUNE 30, 2019

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.

8/15/2019
Date

Karen Worman
Karen Worman

Vice President of Finance
Title

6320-11
License Number

On Behalf of:

HARRAH'S RESORT, ATLANTIC CITY
Casino Licensee

HARRAH'S RESORT, ATLANTIC CITY
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
(Dollars in Thousands)

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Caesars Entertainment Corporation ("CEC") is primarily a holding company with no independent operations of its own. CEC operates the business primarily through its wholly owned subsidiaries CEOC, LLC ("CEOC LLC") and Caesars Resort Collection, LLC ("CRC"). Caesars Entertainment has a total of 53 properties in 14 U.S. states and 5 countries outside of the U.S., including 50 casino properties.

Harrah's Atlantic City (the "Company") is a casino hotel resort located in the Marina District of Atlantic City, New Jersey. Harrah's Atlantic City is licensed to operate the facility by the New Jersey Division of Gaming Enforcement ("DGE") and is subject to its rules and regulations. The license is under review and under current law no longer expires.

CEC 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. As AC Conference NewCo, LLC is its own entity its results are not part of Harrah's Resort Atlantic City's financial statements.

Proposed Merger of Caesars Entertainment Corporation with Eldorado Resorts, Inc. - On June 24, 2019, Caesars, Eldorado Resorts, Inc., a Nevada corporation ("Eldorado"), and Colt Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Eldorado ("Merger Sub"), entered into an Agreement and Plan of Merger (the "Merger Agreement"), pursuant to which, on the terms and subject to the conditions set forth therein, Merger Sub will merge with and into Caesars (the "Merger"), with Caesars surviving the Merger as a direct wholly owned subsidiary of Eldorado. The transaction is expected to close in the first half of 2020. In connection with the Merger, Eldorado will change its name to Caesars Entertainment, Inc., subject to stockholder approval.

The Merger Agreement contains customary representations and warranties by each of Caesars and Eldorado, and each party has agreed to customary covenants. Each of Eldorado's and Caesars' obligation to consummate the Merger is subject to the satisfaction or waiver of certain conditions, including among others, the expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, the receipt of required regulatory and stockholder approvals, conversion or certain amendments of, or another mutually agreed arrangement with respect to, Caesars' 5.00% convertible senior notes maturing in 2024 (the "CEC Convertible Notes"), and other customary closing conditions.

The Merger Agreement also contains termination rights for each of Caesars and Eldorado under certain circumstances. If the Merger Agreement is terminated under certain circumstances, each of Caesars and Eldorado may be required to pay a termination fee as set forth in the Merger Agreement.

On June 24, 2019, VICI entered into a master transaction agreement (the "Master Transaction Agreement") with Eldorado relating to certain transactions, all of which are conditioned upon completion of the Merger. The Master Transaction Agreement contemplates, among other transactions, VICI's acquisition of all of the land and real estate assets associated with Harrah's New Orleans, Harrah's Laughlin and Harrah's Atlantic City (or, under certain circumstances, if necessary, certain replacement properties specified in the Master Transaction Agreement).

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 statements include the account balances of Harrah's Atlantic City and its wholly owned subsidiaries. As a result, all material intercompany transactions and balances have been eliminated in consolidation.

Cash and Cash Equivalents - Cash equivalents are highly liquid investments with original maturities of three months or less from the date of purchase and are stated at the lower of cost or market value.

Receivables - The Company issues credit to approved casino customers following investigations of creditworthiness. Business or economic conditions or other momentous events could affect the collectability of these receivables. Accounts receivable are typically noninterest bearing and are initially recorded at cost.

Marker play represents a portion of the Company's overall games volume. The Company maintains strict controls over the issuance of markers and aggressively pursues collection from those customers who fail to pay their marker balances timely. These collection efforts include the mailing of statements and delinquency notices, personal contacts, the use of outside collection agencies and civil litigation. Markers are generally legally enforceable instruments in the United States. Markers are not legally enforceable instruments in some foreign countries, but the United States' assets of foreign customers may be reached to satisfy judgments entered in the United States. The Company considers the likelihood and difficulty of enforceability, among other factors, when issuing credit to customers who are not residents of the United States.

Accounts are written off when management deems the account to be uncollectible. Recoveries of accounts previously written off are recorded when received. The Company reserves an estimated amount for gaming receivables that may not be collected to reduce the Company's receivables to their net carrying amount. Methodologies for estimating the allowance for doubtful accounts range from specific reserves to various percentages applied to aged receivables. Historical collection rates are considered, as are customer relationships, in determining specific reserves. As with many estimates, management must make judgments about potential actions by third parties in establishing and evaluating the reserve for allowance for doubtful accounts. Receivables are reported net of the allowance for doubtful accounts.

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

Long-Lived Assets - 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.

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

Useful Lives
Land improvements 12 years
Buildings 5 to 40 years
Leasehold improvements 3 to 30 years
Furniture, fixtures, and equipment 2.5 to 12 years

Goodwill and Intangible Assets Other Than Goodwill - The purchase price of an acquisition is allocated to the underlying assets acquired and liabilities assumed based upon their estimated fair values at the date of acquisition. The Companies determine the estimated fair values after review and consideration of relevant information including discounted cash flows, quoted market prices, and estimates made by management. To the extent the purchase price exceeds the fair value of the net identifiable tangible and intangible assets acquired and liabilities assumed, such excess is recorded as goodwill. Harrah's Atlantic City has gross goodwill of $185 million which has been fully impaired.

The intangible assets represent a customer database with a recorded gross carrying value of $4,352 as of June 30, 2019 and 2018, and accumulated amortization of $3,380 and $2,765 as of June 30, 2019 and 2018, respectively.

Revenue Recognition (*Adoption of New Revenue Recognition Standard)* - In May 2014, the FASB issued a new standard related to revenue recognition, Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers*. We adopted the standard effective January 1, 2018, using the full retrospective method, which requires the Company to recast each prior reporting period presented consistent with the new standard and all related amendments.

Caesars Rewards, formerly known as Total Rewards, affects revenue from our four core businesses: casino entertainment, food and beverage, rooms and hotel, and entertainment and other business operations. Previously, the Company accrued a liability based on the estimated cost of fulfilling the redemption of Reward Credits, after consideration of estimated forfeitures (referred to as "breakage"), based upon the cost of historical redemptions. Upon adoption of the new accounting standard, Reward Credits are no longer recorded at cost, and a deferred revenue model is used to account for the classification and timing of revenue recognized as well as the classification of related expenses when Reward Credits are redeemed. This results in a portion of casino revenues being recorded as deferred revenue as Reward Credits are earned. Revenue is recognized in a future period based on when and for what good or service the Reward Credits are redeemed (e.g., a hotel room).

Additionally, we previously recorded promotional allowances in a separate line item within net revenues. As part of adopting the new standard, promotional allowances are no longer presented separately. Alternatively, revenue is recognized based on relative standalone selling prices for transactions with more than one performance obligation. For example, when a casino customer is given a complimentary room, we are required to allocate a portion of the casino revenues earned from the customer to rooms revenues based on the standalone selling price of the room. As a result of this change, we are reporting substantially lower casino revenues; however, there is no material effect on total net revenues.

Revenues – We analyze our revenues based upon the type of services we provide and the geographic location of the related property. We recognize revenue when control over the goods and services we provide has transferred to the customer, which is generally when the services are performed and when we have no substantive performance obligation remaining. Sales 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.

Casino Revenues
Casino revenues include revenues generated by our casino operations and casino related activities such as poker, sports wagering, and tournaments, less sales incentives and other adjustments. Casino revenues are measured by the aggregate net difference between gaming wins and losses. Jackpots, other than the incremental amount of progressive jackpots, are recognized at the time they are won by customers. We accrue the incremental amount of progressive jackpots as the progressive machine is played, and the progressive jackpot amount increases, with a corresponding reduction to casino revenues. Funds deposited by customers in advance along with chips and slot vouchers in a customer's possession are recognized as a liability until such amounts are redeemed or used in gaming play by the customer.

Non-Gaming Revenues
Rooms revenue, food and beverage revenue, and entertainment and other revenue include: (i) the actual amounts paid for such services (less any amounts allocated to unperformed performance obligations, such as Reward Credits described below); (ii) the value of Reward Credits redeemed for such services; and (iii) the portion of the transaction price allocated to complimentary goods or services provided in conjunction with other revenue-generating activities. Rooms revenue is generally recognized over the course of the customer's reservation period. Food and beverage and entertainment and other revenues are recognized when services are performed or events are held. Amounts paid in advance, such as advance deposits on rooms and advance ticket sales, are recorded as a liability until the goods or services are provided to the customer.

Other Revenue
Other revenue primarily includes revenue from third-party real estate leasing arrangements at our casino properties. Rental income is recognized ratably over the lease term with contingent rental income being recognized when the right to receive such rental income is established according to the lease agreements.

Caesars Rewards Loyalty Program – Caesars' customer loyalty program, Caesars Rewards, grants Reward Credits to Caesars Rewards Members based on on-property spending, including gaming, hotel, dining, and retail shopping at all Caesars-affiliated properties. Members may redeem Reward Credits for complimentary or discounted goods and services such as rooms, food and beverages, merchandise, entertainment, and travel accommodations. Members are able to accumulate Reward Credits over time that they may redeem at their discretion under the terms of the program. A member's Reward Credit balance is forfeited if the member does not earn a Reward Credit for a continuous six-month period.

Because of the significance of the Caesars Rewards program and the ability for customers to accumulate Reward Credits based on their past play, we have determined that Reward Credits granted in conjunction with other earning activity represent a performance obligation. As a result, for transactions in which Reward Credits are earned, we allocate a portion of the transaction price to the Reward Credits that are earned based upon the relative standalone selling prices ("SSP") of the goods and services involved. When the activity underlying the "earning" of the Reward Credits has a wide range of selling prices and is highly variable, such as in the case of gaming activities, we use the residual approach in this allocation by computing the value of the Reward Credits as described below and allocating the residual amount to the gaming activity. This allocation results in a significant portion of the transaction price being deferred and presented as a Contract Liability on our accompanying Balance Sheets. Any amounts allocated to the Contract Liabilities are recognized as revenue when the Reward Credits are redeemed in accordance with the specific recognition policy of the activity for which the credits are redeemed. This balance is further described below under Contract Liabilities.

Our Caesars Rewards loyalty program includes various tiers that offer different benefits, and members can earn credits towards tier status, which generally enables them to receive discounts similar to those provided as complimentaries described below. We have determined that any such discounts received as a result of tier status do not represent material rights, and therefore, we do not account for them as distinct performance obligations.

We have determined the SSP of a Reward Credit by computing the redemption value of credits expected to be redeemed. Because Reward Credits are not otherwise independently sold, we analyzed all Reward Credit redemption activity over the preceding calendar year and determined the redemption value based on the fair market value of the goods and services for which the Reward Credits were redeemed. We have applied the practical expedient under the portfolio approach to our Reward Credit transactions because of the similarity of gaming and other transactions and the homogeneity of Reward Credits.

As part of determining the SSP for Reward Credits, we also determined that there is generally an amount of Reward Credits that are not redeemed, which is considered “breakage.” We recognize the expected breakage proportionally with the pattern of revenue recognized related to the redemption of Reward Credits. We periodically reassess our customer behaviors and revise our expectations as deemed necessary on a prospective basis.

In addition to Reward Credits, customers can earn points based on play that are redeemable in Non-Negotiable Reel Rewards (“NNRR”). The Company accrues the cost of NNRR, after consideration of estimated breakage, as they are earned. The cost is recorded as contra-revenue and included in casino promotional allowances on the accompanying Consolidated Statements of Income. At June 30, 2019 and 2018, the liability related to outstanding NNRR, which is based on historical redemption activity, were $854 and $917 respectively.

Complimentaries - As part of our normal business operations, we often provide lodging, transportation, food and beverage, entertainment and other goods and services to our customers at no additional charge. Such complimentaries are provided in conjunction with other revenue earning activities and are generally provided to encourage additional customer spending on those activities. Accordingly, we allocate a portion of the transaction price we receive from such customers to the complimentary goods and services. We perform this allocation based on the SSP of the underlying goods and services, which is determined based upon the weighted-average cash sales prices received for similar services at similar points during the year.

Gaming Tax – The Company remits weekly to the State of New Jersey a tax equal to eight percent of the gross gaming revenue, as defined. Gaming taxes paid to the State of New Jersey for the six months ended June 30, 2019 and 2018, which are included in cost of goods and services in the statement of income, were approximately $11,949 and $13,574 respectively.

Advertising Expenses — Advertising costs are expensed as incurred. Advertising expenses are $494 and $378 for the six months ended June 30, 2019 and 2018, respectively. Advertising expenses are included in general, administrative and other expenses in the statements of income.

City of Atlantic City Real Property Tax and Interim Payment In lieu of Taxes (PILOT) Financial Management - Beginning for calendar year 2017, each casino licensee entered into a 10-year financial agreement with the City of Atlantic City quarterly payments in lieu of real estate taxes. The Company is responsible for the payments based on its share as referenced in the agreement and will be subject to lien provisions if the payments are not made. Property Tax expenses are $12,509 and $12,503 for the six months ended June 30, 2019 and 2018, respectively.

Internet Gaming - Harrah’s Resort Atlantic City did not have Internet gaming operations during 2019 or 2018.

Sportsbook Betting - On June 11, 2018, New Jersey Governor signed the NJ Sports Betting Bill. On August 1, 2018, the Company opened its retail sports betting area at the property.

(Dollars in Thousands)

Seasonal factors - The Company's operations are subject to seasonal factors and, therefore, the results of operations for the six months ended June 30, 2019 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: Employee Benefits and certain Income Tax disclosures.

NOTE 3 - RELATED PARTY TRANSACTIONS

The Company participates with Caesars and other Caesars subsidiaries in marketing, purchasing, insurance, employee benefit and other programs that are defined and negotiated by Caesars on a company-wide basis. The Company believes that participating in these consolidated programs is beneficial in comparison to the cost and terms for similar programs that it could negotiate on a standalone basis.

Cash Activity with CEC and Affiliates - The Company transfers cash in excess of its operating and regulatory needs to its parent on a daily basis. Cash transfers from the Company's parent are also made based upon the needs of the Company to fund daily operations, including accounts payable, payroll, and capital expenditures. No interest is charged on transfers made to or from the Company.

Administrative and Other Services - Pursuant to a shared services agreement, Caesars Enterprise Services ("CES") provides certain corporate and administrative services provided by corporate personnel. In addition, there are cost included for workers compensation, general liability and property insurance. The Company was charged $16,314 and $16,565 for these services for the six months ended June 30, 2019 and 2018 respectively. The fee is included in charges from affiliates in the accompanying statements of income.

Equitization of Intercompany Balances – During June 2013, the Company began the process to equitize certain intercompany balances with its parent and affiliates that were previously classified as a receivable/liability. The offset to this entry was Additional Paid in Capital. This is separately shown on the statements of changes in stockholders' equity.

VICI Call Right Agreement - On the Effective Date, in accordance with the Plan, VICI, CEC, Caesars Entertainment Resort Properties, LLC ("CERP") and Caesars Growth Properties Holdings, LLC ("CGPH") entered into certain call right agreements (collectively, the "VICI Call Right Agreements") with VICI. VICI received a call right (the "VICI Call Right") for up to five years to purchase and leaseback the real property assets associated with Harrah's Atlantic City, Harrah's Laughlin, and Harrah's New Orleans for a cash purchase price of 10 times the agreed upon annual rent for each property (subject to the terms of the CGPH and CERP credit agreements). Subsequent to the CRC Merger the VICI Call Right is subject to the terms of the CRC Credit Agreement. Our accrual represents the estimated fair value of the call right as of the Effective Date.

NOTE 4 – RECEIVABLES AND PATRONS' CHECKS

Receivables and patrons' checks as of June 30 consisted of the following:

	2019	2018
Casino Receivables (Net of Allowance for Doubtful Accounts - 2019, $5,028 & 2018, $3,874)	$ 6,277	$ 8,155
Other (Net of Allowance for Doubtful Accounts- 2019, $1,180 & 2018, $397)	10,822	12,210
	$ 17,099	$ 20,365

(Dollars in Thousands)

NOTE 5 - PREPAID EXPENSES AND OTHER CURRENT ASSETS

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

	2019	2018
Prepaid State Income Tax	$ 362	$ 362
Prepaid Taxes	1,300	1,065
Prepaid Marketing & Entertainment	347	172
Prepaid Contracts / Utilities	1,045	1,252
Prepaid Other & Other Current Assets	1,038	628
	$ 4,092	$ 3,479

NOTE 6 - INVESTMENTS, ADVANCES AND RECEIVABLES

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

	2019	2018
CRDA obligation deposit-Net of Valuation Allowance of $1,040 and $2,037 at June 30, 2019 and 2018, respectively	37	-
CRDA obligation bonds-Net of Valuation Allowance of $5,772 and $6,318 at June 30, 2019 and 2018, respectively	6,371	6,684
Other	-	-
	$ 6,408	$ 6,684

NOTE 7 – LAND, BUILDINGS AND EQUIPMENT

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

	2019	2018
Land and Land Improvements	$ 56,838	$ 56,838
Building and Improvements	193,211	142,397
Furniture Fixtures & Equipment	46,610	34,108
Construction in Progress	3,219	5,059
	299,878	238,402
Less: Accumulated Depreciation and Amortization	(83,595)	(44,127)
Land, Building and Equipment, Net	$ 216,283	$ 194,275

Our property and equipment is subject to various operating leases for which we are the lessor. We lease our property and equipment related to our hotel rooms, convention space and retail space through various short-term and long-term operating leases. See Note 8 for further discussion of our leases.

NOTE 8 – LEASES

Adoption of New Lease Accounting Standard - In February 2016, the FASB issued a new standard related to leases, ASU 2016-02, *Leases (Topic 842)* (“ASC 842”). We adopted the standard effective January 1, 2019, using the retrospective approach applied as of the beginning of the period of adoption. The Company elected to utilize the transition guidance within the new standard that permits us to (i) continue to report under legacy lease accounting guidance for comparative periods consistent with previously issued financial statements; and (ii) carryforward our prior conclusions about lease identification, lease classification, and initial direct costs. The most significant effects of adopting the new standard relate to the recognition of right-of-use (“ROU”) assets and liabilities for leases classified as operating leases when the Company is the lessee in the arrangement. Adopting the new standard did not affect our accounting related to leases when the Company is the lessor in the arrangement.

We assess whether an arrangement is or contains a lease at the inception of the agreement. ROU assets represent our right to use an underlying asset for the lease term, and lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the commencement date based on the present value of lease payments over the lease term using our incremental borrowing rate, which is consistent with interest rates of similar financing arrangements based on the information available at the commencement date. The ROU assets were also adjusted to include any prepaid lease payments and reduced by any previously accrued lease liabilities. The terms of our leases used to determine the ROU asset and lease liability take into account options to extend when it is reasonably certain that we will exercise those options. Lease expense is recognized on a straight-line basis over the lease term. Additionally, we have elected the short-term lease measurement and recognition exemption and do not establish ROU assets or lease liabilities for operating leases with terms of 12 months or less.

(Dollars in Thousands)

Lessee Arrangements

Operating Leases - We lease real estate and equipment used in our operations from third parties. As of June 30, 2019, the remaining term of our operating leases ranged from 1 to 4 years with various automatic extensions. In addition to minimum rental commitments, certain of our operating leases provide for contingent rentals based on a percentage of revenues in excess of specified amounts.

Effect of Adopting New Lease Standard - January 1, 2019 Balance Sheet	Prior to Adoption	Effect of Adoption	Post Adoption
Other assets [(1)]	2,141	350	2,491
Other current liabilities [(1)]	$ 110,219	89	$ 110,308
Other liabilities [(1)]	-	263	263

(1)Operating leases previously considered as off-balance sheet obligations are now recognized as operating lease liabilities with corresponding ROU assets.

The following are additional details related to leases recorded on our Balance Sheet as of June 30, 2019:

	Balance Sheet Classification	June 30, 2019
Assets		
Operating lease ROU assets	Deferred charges and other assets	$ 307
Liabilities		
Current operating lease liabilities	Accrued expenses and other current liabilities	92
Non-current operating lease liabilities	Deferred credits and other liabilities	215

Maturity of Lease Liabilities as of June 30, 2019

	Operating Leases
Remaining 2019	$ 55
2020	110
2021	112
2022	46
2023	20
Thereafter	
Total	343
Less: present value discount	(36)
Lease liability	$ 307

HARRAH'S RESORT, ATLANTIC CITY
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
(Dollars in Thousands)

Lease Costs

	Six Months Ended June 30, 2019
Operating lease expense	$ 29
Short-term lease expense	259
Variable lease expense	44
Total lease costs	$ 332

Other Information

	Six Months Ended June 30, 2019
Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows for operating leases	$ 55

Weighted-Average Details

	June 30, 2019
Weighted-average remaining lease term (in years)	3.46
Weighted-average discount rate	6.76%

Finance Leases - We have finance leases for certain equipment. As of June 30, 2019, our finance leases had remaining lease terms of up to 4 years, some of which include options to extend the lease terms in one-year increments. Our finance lease ROU assets and liabilities were immaterial to our Financial Statements as of June 30, 2019.

Lessor Arrangements

Lodging Arrangements - Lodging arrangements are considered short-term and generally consist of lease and non-lease components. The lease component is the predominant component of the arrangement and consists of the fees charged for lodging. The non-lease components primarily consist of resort fees and other miscellaneous items. As the timing and pattern of transfer of both the lease and non-lease components are over the course of the lease term, we have elected to combine the revenue generated from lease and non-lease components into a single lease component based on the predominant component in the arrangement. During the six months ended June 30, 2019, we recognized approximately $42,786 in lease revenue related to lodging arrangements, which is included in Rooms revenue in the Statement of Operations.

Real Estate Operating Leases - We enter into long-term real estate leasing arrangements with third-party lessees at our properties. As of June 30, 2019, the remaining terms of these operating leases ranged from 1 to 4 years, some of which include options to extend the lease term for up to 5 years. In addition to minimum rental commitments, certain of our operating leases provide for contingent rentals based on a percentage of revenues in excess of specified amounts. In addition, to maintain the value of our leased assets, certain leases include specific maintenance requirements of the lessees or maintenance is performed by the Company on behalf of the lessees.

HARRAH'S RESORT, ATLANTIC CITY
NOTES TO FINANCIAL STATEMENTS
(Unaudited)
(Dollars in Thousands)

Maturity of Lease Receivables as of June 30, 2019

	Operating Leases
Remaining 2019	$ 335
2020	659
2021	636
2022	466
2023	391
Thereafter	3063
Total	$ 5,550

NOTE 9 - OTHER ASSETS

Other Assets as of June 30 consisted of the following:

	2019	2018
Intangible Assets	$ 973	$ 1,587
Other	1,290	858
	$ 2,263	$ 2,445

NOTE 10 - OTHER ACCRUED EXPENSES

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

	2019	2018
Accrued Salaries, Wages and Benefits	$ 3,260	$ 3,138
Taxes Payable	2,896	2,606
Accrued City Wide Progressive Slot Liability	312	179
Accrued CCC/DGE Casino License Fees	666	1,113
Accrued Utilities	854	880
Accrued Health and Welfare Union	1,867	1,803
VICI Call Right (1)	70,451	70,451
Other Accrued Expenses	9,417	7,708
	$ 89,723	$ 87,878

(1) As described in Note 3, CRC is party to the VICI Call Right Agreements that provided VICI with a call right for up to five years to purchase and leaseback the real property assets associated with three of CRC's properties, including the Company, for a cash purchase price of 10 times the agreed upon annual rent for each property (subject to the terms of the CRC's credit agreements). Our accrual represents the estimated fair value of the call right related to the Company as of the Effective Date.

(Dollars in Thousands)

NOTE 11 - OTHER LIABILITIES

Other Liabilities as of June 30 consisted of the following:

	2019	2018
Long Term Lease Obligation-Operating	$ 220	$ -
Other Long Term Contract Liabilities	305	-
	$ 525	$ -

NOTE 12 – REVENUE RECOGNITION

Disaggregation of Revenue

	Six Months Ended June 30, 2019
Casino	$ 86,835
Food and beverage [(1)]	39,445
Rooms [(1)]	42,786
Entertainment and other	11,747
Total contract revenues	180,813
Real estate leases	334
Net revenues	$ 181,147

(1) As a result of the adoption of ASC 842, as of January 1, 2019, revenue generated from the lease components of lodging arrangements and conventions are no longer considered contract revenue under ASC 606, Revenue from Contracts with Customers. A portion of these balances relate to lease revenues under ASC 842. See Note 8 for further details.

Receivables

	Six Months Ended June 30, 2019
Casino	$ 6,409
Food and beverage and rooms [(1)]	7,457
Entertainment and other	31
Contract receivables, net	13,897
Real estate leases	0
Other	3,202
Receivables, net	$ 17,099

(1) As a result of the adoption of ASC 842, as of January 1, 2019, revenue generated from the lease components of lodging arrangements and conventions as well as their associated receivables are no longer considered contract revenue or contract receivables under ASC 606, Revenue from Contracts with Customers. A portion of this balance relates to lease receivables under ASC 842. See Note 8 for further details.

NOTE 13 – CASINO REINVESTMENT DEVELOPMENT AUTHORITY INVESTMENT

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 previously satisfied 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 were used to purchase bonds designated by the CRDA or, under certain circumstances, used to donate 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. Effective May 27, 2016 the CRDA investment obligation of 1.25% of gross gaming revenues was redirected to the City of Atlantic City to be used for debt service. The

CRDA investment obligation was reduced by previously pledged for bonds issued by the CRDA or otherwise contractually obligated Credit Agreements committed by the Authority.

The Company records charges to operations to reflect the estimated net realizable value of its CRDA investment. Charges to operations were ($793) and $513 for the six months ended June 30, 2019 and 2018, respectively, and is included in CRDA related expenses, in the statement of income.

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 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 six months ended June 30, 2019 and 2018 were $34 and $74 respectively, and is included in CRDA related expenses, in the statement of income.

After the initial determination of fair value, the Company will analyze the recoverability of the CRDA Bonds on a quarterly basis and its effect 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 creditworthiness 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.

Atlantic City Alliance – Beginning with 2017, as part of the PILOT program with the State of New Jersey, the AC industry is required to provide $15,000 in 2017, $10,000 in 2018 and $5,000 from 2019 thru 2023, to a separate State fund for marketing initiatives aimed at growing tourism in Atlantic City. The company expensed $329 and $722 for the six months ending June 30, 2019 and 2018, respectively.

NOTE 14 – ATLANTIC CITY CONFERENCE CENTER

As described in Note 2, 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 million (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).

In 2016, $1,490 of the Project Grant fund referred to above was reallocated to fund a Harrah’s Non-Gaming amenity project.

In return for the above, the CRDA deposited $45,000 (less $1,490) into a Project Fund from which Caesars drew on a pari-passu basis via reimbursements to NewCo based on amounts paid for the Project by NewCo. As of June 30, 2019, Caesars has been fully reimbursed from the Project Fund.

In 2019, the CRDA terminated the Marketplace Project. The CRDA returned the land parcels contributed by the Caesars' properties in accordance with the terms of the Project Grant.

NOTE 15 – 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.