

**RESORTS DIGITAL GAMING, LLC  
QUARTERLY REPORT  
FOR THE QUARTER ENDED MARCH 31, 2019**

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



**OFFICE OF FINANCIAL INVESTIGATIONS  
REPORTING MANUAL**

# RESORTS DIGITAL GAMING, LLC

## BALANCE SHEETS

AS OF MARCH 31, 2019 AND 2018

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
	<u>ASSETS:</u>			
	Current Assets:			
1	Cash and Cash Equivalents.....	2	\$25,697	\$7,999
2	Short-Term Investments.....			
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2019, \$660 ; 2018, \$542).....	2, 3	2,655	1,101
4	Inventories .....			
5	Other Current Assets.....		817	247
6	Total Current Assets.....		29,169	9,347
7	Investments, Advances, and Receivables.....			
8	Property and Equipment - Gross.....		66	27
9	Less: Accumulated Depreciation and Amortization.....		(8)	0
10	Property and Equipment - Net.....		58	27
11	Other Assets.....			
12	Total Assets.....		\$29,227	\$9,374
	<u>LIABILITIES AND EQUITY:</u>			
	Current Liabilities:			
13	Accounts Payable.....		\$5,292	\$4,365
14	Notes Payable.....			
	Current Portion of Long-Term Debt:			
15	Due to Affiliates.....			
16	External.....			
17	Income Taxes Payable and Accrued.....			
18	Other Accrued Expenses.....		3,325	1,324
19	Other Current Liabilities.....	6	18,543	4,756
20	Total Current Liabilities.....		27,160	10,445
	Long-Term Debt:			
21	Due to Affiliates.....			
22	External.....			
23	Deferred Credits .....	2	30,373	31,343
24	Other Liabilities.....	4	8,023	8,530
25	Commitments and Contingencies.....	7		
26	Total Liabilities.....		65,556	50,318
27	Stockholders', Partners', or Proprietor's Equity.....		(36,329)	(40,944)
28	Total Liabilities and Equity.....		\$29,227	\$9,374

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

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

# RESORTS DIGITAL GAMING, LLC

## STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND 2018

(UNAUDITED)  
(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
	Revenue:			
1	Casino.....	2	\$8,789	\$7,115
2	Rooms.....			
3	Food and Beverage.....			
4	Other.....	2	359	200
5	Net Revenue.....		9,148	7,315
	Costs and Expenses:			
6	Casino.....	2	4,285	3,565
7	Rooms, Food and Beverage.....			
8	General, Administrative and Other.....		3,017	4,565
9	Total Costs and Expenses.....		7,302	8,130
10	Gross Operating Profit.....		1,846	(815)
11	Depreciation and Amortization.....		2	0
	Charges from Affiliates Other than Interest:			
12	Management Fees.....			
13	Other.....	5	205	184
14	Income (Loss) from Operations.....		1,639	(999)
	Other Income (Expenses):			
15	Interest Expense - Affiliates.....			
16	Interest Expense - External.....			
17	CRDA Related Income (Expense) - Net.....	5	(231)	(224)
18	Nonoperating Income (Expense) - Net.....			
19	Total Other Income (Expenses).....		(231)	(224)
20	Income (Loss) Before Taxes .....		1,408	(1,223)
21	Provision (Credit) for Income Taxes.....			
22	Net Income (Loss).....		\$1,408	(\$1,223)

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

# RESORTS DIGITAL GAMING, LLC

## STATEMENTS OF CHANGES IN PARTNERS', PROPRIETOR'S OR MEMBERS' EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2018  
AND THE THREE MONTHS ENDED MARCH 31, 2019

(UNAUDITED)  
(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	Contributed Capital (c)	Accumulated Earnings (Deficit) (d)	Special Equity Distribution (e)	Total Equity (Deficit) (f)
1	<b>Balance, December 31, 2017.....</b>		\$5,000	\$8,248	(\$52,969)	(\$39,721)
2	Net Income (Loss) - 2018.....			1,712		1,712
3	Capital Contributions.....					0
4	Capital Withdrawals.....					0
5	Partnership Distributions.....					0
6	Prior Period Adjustments.....					0
7	Special Capital Contribution				272	272
8	_____					0
9	_____					0
10	<b>Balance, December 31, 2018.....</b>		5,000	9,960	(52,697)	(37,737)
11	Net Income (Loss) - 2019.....			1,408		1,408
12	Capital Contributions.....					0
13	Capital Withdrawals.....					0
14	Partnership Distributions.....					0
15	Prior Period Adjustments.....					0
16	_____					0
17	_____					0
18	_____					0
19	<b>Balance, March 31, 2019.....</b>		\$5,000	\$11,368	(\$52,697)	(\$36,329)

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

# RESORTS DIGITAL GAMING, LLC

## STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND 2018

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES..		\$4,845	\$333
	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.....		(20)	(27)
5	Proceeds from Disposition of Property and Equipment.....			
6	CRDA Obligations .....		(522)	(255)
7	Other Investments, Loans and Advances made.....			
8	Proceeds from Other Investments, Loans, and Advances .....			
9	Cash Outflows to Acquire Business Entities.....		0	0
10	.....			
11	.....			
12	Net Cash Provided (Used) By Investing Activities.....		(542)	(282)
	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	Net Proceeds/Payments related party .....			
22	Increase in Interest Due from Affiliates .....			
23	Net Cash Provided (Used) By Financing Activities.....		0	0
24	Net Increase (Decrease) in Cash and Cash Equivalents.....		4,303	51
25	Cash and Cash Equivalents at Beginning of Period.....		21,394	7,948
26	Cash and Cash Equivalents at End of Period.....		\$25,697	\$7,999
	CASH PAID DURING PERIOD FOR:			
27	Interest (Net of Amount Capitalized).....			
28	Income Taxes.....			

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

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

# RESORTS DIGITAL GAMING, LLC

## STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2019 AND 2018

(UNAUDITED)  
(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2019 (c)	2018 (d)
	<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
29	Net Income (Loss).....		\$1,408	(\$1,223)
30	Depreciation and Amortization of Property and Equipment.....		2	0
31	Amortization of Other Assets.....			
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.....			
36	(Gain) Loss on CRDA-Related Obligations.....		522	224
37	(Gain) Loss from Other Investment Activities.....			
38	(Increase) Decrease in Receivables and Patrons' Checks .....		(746)	95
39	(Increase) Decrease in Inventories .....			
40	(Increase) Decrease in Other Current Assets.....		(156)	(197)
41	(Increase) Decrease in Other Assets.....			
42	Increase (Decrease) in Accounts Payable.....		2,177	1,357
43	Increase (Decrease) in Other Current Liabilities .....		1,705	(401)
44	Increase (Decrease) in Other Liabilities .....		(210)	238
45	Increase (Decrease) in Intercompany Payable .....		143	240
46	Non cash tax expense .....			
47	Net Cash Provided (Used) By Operating Activities.....		\$4,845	\$333

### SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

	<b>ACQUISITION OF PROPERTY AND EQUIPMENT:</b>			
48	Additions to Property and Equipment.....		(\$20)	(\$27)
49	Less: Capital Lease Obligations Incurred.....			
50	Cash Outflows for Property and Equipment.....		(\$20)	(\$27)
	<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.....			
58	Less: Issuances to Settle Long-Term Debt.....			
59	Consideration in Acquisition of Business Entities.....			
60	Cash Proceeds from Issuing Stock or Capital Contributions.....		\$0	\$0

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

**RESORTS DIGITAL GAMING, LLC**  
**SCHEDULE OF PROMOTIONAL**  
**EXPENSES AND ALLOWANCES**

FOR THE THREE MONTHS ENDED MARCH 31, 2019  
(UNAUDITED)  
(\$ IN THOUSANDS)

Line (a)	Description (b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms				
2	Food				
3	Beverage				
4	Travel				
5	Bus Program Cash				
6	Promotional Gaming Credits				
7	Complimentary Cash Gifts				
8	Entertainment				
9	Retail & Non-Cash Gifts				
10	Parking				
11	Other	40,193	1,628		
12	Total	40,193	\$1,628	0	\$0

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FOR THE THREE MONTHS ENDED MARCH 31, 2019

Line (a)	Description (b)	Promotional Allowances		Promotional Expenses	
		Number of Recipients (c)	Dollar Amount (d)	Number of Recipients (e)	Dollar Amount (f)
1	Rooms				
2	Food				
3	Beverage				
4	Travel				
5	Bus Program Cash				
6	Promotional Gaming Credits				
7	Complimentary Cash Gifts				
8	Entertainment				
9	Retail & Non-Cash Gifts				
10	Parking				
11	Other	40,193	1,628		
12	Total	40,193	\$1,628	0	\$0

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

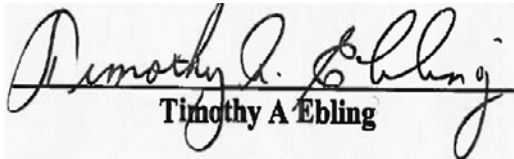
# RESORTS DIGITAL GAMING, LLC STATEMENT OF CONFORMITY, ACCURACY, AND COMPLIANCE

FOR THE QUARTER ENDED MARCH 31, 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.

05/15/19

Date



Timothy A Ebling

Vice President, CFO

Title

9194-11

License Number

On Behalf of:

RESORTS DIGITAL GAMING, LLC  
Casino Licensee



**RESORTS DIGITAL GAMING, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(\$ in Thousands)**

**1. Basis of Presentation**

The accompanying financial statements have been prepared in accordance with the rules and regulation of the New Jersey Division of Gaming Enforcement and include the accounts of Resorts Digital Gaming, LLC (the "Company"), a New Jersey limited liability company that was formed on June 27, 2014. The Company is owned 100% by DGMB Casino Holding, LLC ("Holding"), a Delaware limited liability company, through a 99.5% direct ownership and a 0.5 % indirect ownership through DGMB Casino SPE Corp. ("SPE"), a Delaware corporation, which is the managing member of the Company. MGA Gaming NJ, LLC (MGA), a New Jersey limited liability company, is a non-managing member of Holding and 10% owner.

The Company holds a casino license issued on August 12, 2015 by the State of New Jersey Casino Control Commission ("Commission") and, as an Internet Gaming Affiliate of DGMB Casino, LLC ("Resorts"), has been authorized by the State of New Jersey Division of Gaming Enforcement ("DGE") to operate real money online gaming in New Jersey under the Internet Gaming Permit (NJIGP-18-008) issued to Resorts. Resorts operates Resorts Casino Hotel located in Atlantic City, NJ.

The Company has agreements with certain providers of online gaming platforms who advanced funds for future revenues. Those advances were transferred to a related party and, as discussed below in Note 4, are included in the equity section of the balance sheet.

The Company operates the ResortsCasino.com, MoheganSunCasino.com and PokerStarsNJ.com websites, which were approved by the DGE. In 2018, legalized sports betting was approved in New Jersey. On May 21, 2018, the Company entered into an online gaming agreement with Crown NJ Gaming, Inc., a Delaware corporation, d/b/a DraftKings ("DraftKings") whereby the Company licensed DraftKings to operate (i) an online casino website (with the exception of poker) utilizing the Company's Internet Gaming Permit and (ii) an online sports betting website utilizing the Company's Sports Wagering License. In addition, PokerStarsNJ.com and ResortsCasino.com offer sports betting.

**2. Summary of Significant Accounting Policies**

**Cash and Cash Equivalents**

Cash and cash equivalents include cash on account and cash on hand. Amounts held in financial institutions are in excess of FDIC insurance limits.

Pursuant to NJAC 13:69O-1.3(k), a unique New Jersey bank account is maintained to segregate internet gaming patron's funds on deposit, pending withdraws and active bets. The balance in this account at March 31, 2019 and 2018 was \$18,685 and \$4,556, respectively. Unrestricted cash balance at March 31, 2019 and 2018 was \$7,012 and \$3,443, respectively.

**Receivables**

Receivables consist of amounts due from patrons and third party processors and online gaming platforms. As of March 31 2019 and 2018, there was \$2,598 and \$172, respectively, due from gaming platform providers. Accounts receivables are non-interest bearing and are initially recorded at cost.

**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.

**RESORTS DIGITAL GAMING, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
**(Unaudited)**  
**(\$ in Thousands)**

**Deferred Revenue**

Deferred revenue consists of amounts advanced from a third party and will be recognized in future periods as a component of gaming revenue.

**Revenue Recognition**

Online real money gaming revenues are measured by the aggregate net difference between gaming wins and losses. Jackpots are recognized at the time they are won by customers.

**Loyalty Program**

The Company's customer loyalty program offers incentives to customers. Under the program, customers are able to accumulate points over time that they may redeem at their discretion under the terms of the program. The liability is included in accrued expenses and other current liabilities and was \$29 and \$13 at March 31, 2019 and 2018, respectively. The points expire if the customer does not earn points over a specified period from the date they were first earned. The points are recognized when issued and are recognized as a reduction in revenue on the statements of operations.

**Gaming Tax**

The Company remits monthly to the State of New Jersey a tax equal to 15% of gross internet gaming revenue, as defined. Gaming tax expense for the three months ended March 31, 2019 and 2018 was \$1,391 and \$1,353, respectively. Gaming tax is included in casino expenses in the accompanying statements of income.

**Income Taxes**

The Company is treated as a partnership for federal income tax purposes; therefore, federal income taxes are the responsibility of Holding and SPE. In New Jersey, casino partnerships are subject to state income taxes under the Casino Control Act; therefore, the Company is required to record a provision for New Jersey state income taxes.

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 recognizes interest and penalties accrued related to unrecognized tax benefits in the provision for income taxes.

The Company recognizes deferred tax assets to the extent that the Company believes that these assets are more likely than not to be realized. In making such a determination, the Company considers all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax-planning strategies, and results of recent operations. If the Company determines that it would be able to realize net deferred tax assets in the future in excess of their recorded amount, an adjustment to the deferred tax asset valuation allowance would be made, which would reduce the provision for income taxes.

The Company records uncertain tax positions in accordance with ASC 740 - *Income Taxes* on the basis of a two-step process in which (1) determine whether it is more likely than not that the tax positions will be sustained on the basis of the technical merits of the position and (2) for those tax positions that meet the more-likely-than-not recognition threshold, recognize the largest amount of tax benefit that is more than 50 percent likely to be realized upon ultimate settlement with the related tax authority. Generally, the statute of limitations for examination of the Company's tax returns is open for years ended December 31, 2015 through the current year.

**Use of Estimates**

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires that the Company 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 amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and assumptions.

**RESORTS DIGITAL GAMING, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
(Unaudited)  
(\$ in Thousands)

**Omitted Disclosures**

In accordance with the DGE Financial Reporting guidelines the Company has elected not to include certain disclosures that were made in the December 31, 2018 report. Accordingly, the following disclosures have been omitted: certain Income Tax disclosures and Leases.

**3. Receivables**

Receivables as of March 31 consisted of the following:

	<u>2019</u>	<u>2018</u>
Gaming Related	\$ 716	\$ 1,471
Less reserve	(660)	(542)
Third Party Receivable	2,599	172
Receivables, net	<u>\$ 2,655</u>	<u>\$ 1,101</u>

**4. Related Party Transactions**

Resorts provides the Company with administrative services such as payroll, accounting, risk management, legal, treasury, and information systems in return for a fee pursuant to the Shared Services Agreement. This fee was \$205 and \$184 for the three months ended March 31, 2019 and 2018, respectively, and is included in general, administrative and other in the accompanying statements of operations. The Company owed an affiliate, DGMB Casino, LLC, \$8,023 and \$8,530 as of March 31, 2019 and 2018, respectively, and is recorded as other liabilities on the accompanying balance sheets.

During 2015, agreements with TSG Interactive US Services Limited (formerly Rational Services Limited) (“Rational”) and NYX Digital Gaming (USA), LLC (formerly Sportech-NYX Gaming, LLC) (“NYX”) and Resorts, which is an “Affiliated Company” as that term is defined in each of the agreements, were assigned to the Company. Between 2013 and 2015, the Company received cash advances, which will be earned and recognized as revenue, based upon various events and conditions, over the next ten years.

Between 2013 and 2015, the Company transferred the aforementioned advances to an affiliate and were recorded as due from affiliates as of December 31, 2016, on the accompanying Statement of Changes in Members’ Deficit. Effective January 1, 2017, Holding entered into the First Amendment to the Second Amended and Restated Limited Liability Company Agreement, which, among other things, converted the balance due from affiliate to a class of equity referred to as special capital distribution.

**5. Casino Reinvestment Development Authority**

The New Jersey Casino Control Act provides, among other things, for an assessment of licensee equal to 2.5% of the Company’s gross internet gaming revenues in lieu of an investment alternative tax equal to 5.0% 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 Casino Reinvestments Development Authority (“CRDA”). Funds deposited with the CRDA may be used to purchase bonds designated by the CRDA or, under certain circumstances, direct investments in approved CRDA projects may be donated to the CRDA. CRDA bonds have terms up to 50 years and bear interest at below-market rate.

**RESORTS DIGITAL GAMING, LLC**  
**NOTES TO FINANCIAL STATEMENTS**  
(Unaudited)  
(\$ in Thousands)

On May 27, 2016, the New Jersey legislature enacted Senate Bill S1715, which implemented a Payment in Lieu of Taxes Program (the “PILOT”). Commencing in 2017 and for a period of ten (10) years, each Atlantic City casino property owner would fulfill their financial obligations to all local governments serving Atlantic City thereby exempting casino gaming properties from ad valorem property taxation by the City of Atlantic City. The PILOT has an impact on, among other things, the disposition of future CRDA payments by reallocating the majority of casino investment alternative tax (“IAT”) receipts collected by the CRDA to Atlantic City for the purpose of paying debt service on municipal bonds issued prior to the effective date of the bill until December 31, 2026. IAT revenues previously pledged for the payment of bonds issued by the CRDA, or any bonds issued to refund those bonds, or otherwise contractually obligated by the CRDA prior to the effective date of the bill, are excluded from the reallocation.

To date no bonds have been purchased by the Company and the current CRDA funds on deposit are being used to fund the previously pledged grant to an affiliate or the PILOT program.

**6. Other Current Liabilities**

Current liabilities as of March 31 consisted of the following:

	<u>2019</u>	<u>2018</u>
Patron Deposits	\$ 17,998	\$ 4,186
Other	<u>545</u>	<u>570</u>
	<u>\$ 18,543</u>	<u>\$ 4,756</u>

**7. Commitments and Contingencies**

**Litigation**

There can be various claims and legal actions arising in the ordinary course of business, which can be categorized as routine business litigation, such as, without limitation, negligence, workers compensation, and employment claims. In the opinion of management, these matters would not have a material effect on the Company’s financial position or results of operations.

**Commitments**

The Company has an agreement with Rational to provide the operation of and marketing strategy for online gaming in New Jersey for peer to peer poker and casino games. As discussed in Note 4, Rational has made advance payments that are recorded as deferred credits on the accompanying balance sheets.

The Company has an agreement with NYX to serve as its platform provider and casino games content developer for the ResortsCasino.com and MoheganSunCasino.com online gaming sites. In September 2017, the agreement was modified that, among other things, settled a non-interest bearing note, accelerated certain guarantees, and increased future operational costs.

**8. Subsequent Events**

The Company completed its subsequent events review through May 15, 2019, the date on which the financial statements were available to be issued. No subsequent events have been identified that are required to be accounted for or disclosed in the financial statements.