BOARDWALK REGENCY LLC

QUARTERLY REPORT

FOR THE QUARTER ENDED MARCH 31, 2020

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

OFFICE OF FINANCIAL INVESTIGATIONS
REPORTING MANUAL

BOARDWALK REGENCY LLC
BALANCE SHEETS

AS OF MARCH 31, 2020 AND 2019

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2020 (c)	2019 (d)
	ASSETS:			
	Current Assets:			
1	Cash and Cash Equivalents	2	$123	$14,244
2	Short-Term Investments		0	0
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2020, $8,180; 2019, $10,987)	4 & 12	10,581	10,415
4	Inventories	2	378	311
5	Other Current Assets	5	1,367	1,793
6	Total Current Assets		12,449	26,763
7	Investments, Advances, and Receivables	6	3,678	3,918
8	Property and Equipment - Gross	2 & 7	289,615	282,514
9	Less: Accumulated Depreciation and Amortization	2 & 7	(53,016)	(36,455)
10	Property and Equipment - Net	2 & 7	236,599	246,059
11	Other Assets	8 & 9	9,509	10,367
12	Total Assets		$262,235	$287,107
	LIABILITIES AND EQUITY:			
	Current Liabilities:			
13	Accounts Payable		$3,646	$5,772
14	Notes Payable		0	0
	Current Portion of Long-Term Debt:			
15	Due to Affiliates		0	0
16	External		0	0
17	Income Taxes Payable and Accrued		0	0
18	Other Accrued Expenses	10	15,972	14,651
19	Other Current Liabilities	8	2,210	2,488
20	Total Current Liabilities		21,828	22,911
	Long-Term Debt:			
21	Due to Affiliates			0
22	External		0	0
23	Deferred Credits	8	0	0
24	Other Liabilities	11	258,801	253,664
25	Commitments and Contingencies	13	0	0
26	Total Liabilities		280,629	276,575
27	Stockholders', Partners', or Proprietor's Equity		(18,394)	10,532
28	Total Liabilities and Equity		$262,235	$287,107

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 LLC
STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED MARCH 31, 2020 AND 2019

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2020 (c)	2019 (d)
	Revenue:			
1	Casino		$27,380	$34,330
2	Rooms		7,512	10,240
3	Food and Beverage		10,286	12,712
4	Other		3,364	3,369
5	Net Revenue	12	48,542	60,651
	Costs and Expenses:			
6	Casino		19,742	20,477
7	Rooms, Food and Beverage		12,444	13,055
8	General, Administrative and Other		16,949	16,257
9	Total Costs and Expenses		49,135	49,789
10	Gross Operating Profit		(593)	10,862
11	Depreciation and Amortization	2	4,419	4,213
	Charges from Affiliates Other than Interest:			
12	Management Fees			
13	Other	3	4,330	5,149
14	Income (Loss) from Operations		(9,342)	1,500
	Other Income (Expenses):			
15	Interest Expense - Affiliates			
16	Interest Expense - External		(12,086)	(11,783)
17	CRDA Related Income (Expense) - Net	13	457	(205)
18	Nonoperating Income (Expense) - Net		71	465
19	Total Other Income (Expenses)		(11,558)	(11,523)
20	Income (Loss) Before Taxes		(20,900)	(10,023)
21	Provision (Credit) for Income Taxes		0	0
22	Net Income (Loss)		($20,900)	($10,023)

The accompanying notes are an integral part of the financial statements.
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BOARDWALK REGENCY LLC
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2019 AND THREE MONTHS ENDED MARCH 31, 2020

(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, 2018..........**		100	$1,370	0	$0	$47,578	$0	($20,609)	$28,339
2	Net Income (Loss) - 2019.............								(18,730)	(18,730)
3	Contribution to Paid-in-Capital.....									0
4	Dividends....................................									0
5	Prior Period Adjustments..............									0
6	Equitization						(1,530)			(1,530)
7	Adj. prior year - Rev Recognition									0
8	Reclassification of Equity									0
9										0
10	**Balance, December 31, 2019..........**		100	1,370	0	0	46,048	0	(39,339)	8,079
11	Net Income (Loss) - 2020.............								(20,900)	(20,900)
12	Contribution to Paid-in-Capital.....									0
13	Dividends....................................									0
14	Prior Period Adjustments..............									0
15	Equitization						(5,573)			(5,573)
16	Adj. prior year-Rev. Recognition									0
17	Reclassification of Equity									0
18										0
19	**Balance, March 31, 2020 ....**		100	$1,370	0	$0	$40,475	$0	($60,239)	($18,394)

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 LLC
STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2020 AND 2019

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2020 (c)	2019 (d)
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES...		($11,853)	$2,862
	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		(867)	(520)
5	Proceeds from Disposition of Property and Equipment			
6	CRDA Obligations		(74)	(281)
7	Other Investments, Loans and Advances made			
8	Proceeds from Other Investments, Loans, and Advances		539	0
9	Cash Outflows to Acquire Business Entities		0	0
10				
11				
12	Net Cash Provided (Used) By Investing Activities		(402)	(801)
	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	Borrowings/Payments of Intercompany Payable		(5,573)	(8,395)
22				
23	Net Cash Provided (Used) By Financing Activities		(5,573)	(8,395)
24	Net Increase (Decrease) in Cash and Cash Equivalents		(17,828)	(6,334)
25	Cash and Cash Equivalents at Beginning of Period		17,951	20,578
26	Cash and Cash Equivalents at End of Period		$123	$14,244

	CASH PAID DURING PERIOD FOR:			
27	Interest (Net of Amount Capitalized)		$7,186	$7,891
28	Income Taxes		$0	$0

The accompanying notes are an integral part of the financial statements.
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BOARDWALK REGENCY LLC
STATEMENTS OF CASH FLOWS

FOR THE THREE MONTHS ENDED MARCH 31, 2020 AND 2019

(UNAUDITED)

($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2020 (c)	2019 (d)
	CASH FLOWS FROM OPERATING ACTIVITIES:			
29	Net Income (Loss)..		($20,900)	($10,023)
30	Depreciation and Amortization of Property and Equipment...		4,236	4,030
31	Amortization of Other Assets..		183	183
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...........................		(457)	205
37	(Gain) Loss from Other Investment Activities.......................			
38	(Increase) Decrease in Receivables and Patrons' Checks		2,221	2,749
39	(Increase) Decrease in Inventories		(56)	(6)
40	(Increase) Decrease in Other Current Assets..........................		75	395
41	(Increase) Decrease in Other Assets......................................		14	(155)
42	Increase (Decrease) in Accounts Payable..............................		(1,929)	382
43	Increase (Decrease) in Other Current Liabilities		3,465	3,636
44	Increase (Decrease) in Other Liabilities		1,295	1,466
45	....			
46	....			
47	Net Cash Provided (Used) By Operating Activities..................		($11,853)	$2,862

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

Line (a)	Description (b)	Notes	2020 (c)	2019 (d)
	ACQUISITION OF PROPERTY AND EQUIPMENT:			
48	Additions to Property and Equipment..................................		($867)	($520)
49	Less: Capital Lease Obligations Incurred..............................			
50	Cash Outflows for Property and Equipment..............................		($867)	($520)
	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.

BOARDWALK REGENCY LLC
SCHEDULE OF PROMOTIONAL EXPENSES AND ALLOWANCES

FOR THE THREE MONTHS ENDED MARCH 31, 2020
(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	93,164	$4,416		
2	Food	116,105	3,628		
3	Beverage	1,668,955	3,338		
4	Travel			20,160	1,932
5	Bus Program Cash	135	10		
6	Promotional Gaming Credits	227,570	5,689		
7	Complimentary Cash Gifts	27,420	2,436		
8	Entertainment			1,152	144
9	Retail & Non-Cash Gifts	16,899	338	3,485	697
10	Parking			108,141	349
11	Other	1,181	429	7,357	184
12	Total	2,151,429	$20,284	140,295	$3,306

FOR THE THREE MONTHS ENDED MARCH 31, 2020

		Promotional Allowances		Promotional Expenses	
Line (a)	**Description (b)**	**Number of Recipients (c)**	**Dollar Amount (d)**	**Number of Recipients (e)**	**Dollar Amount (f)**
1	Rooms	93,164	$4,416		
2	Food	116,105	3,628		
3	Beverage	1,668,955	3,338		
4	Travel			20,160	1,932
5	Bus Program Cash	135	10		
6	Promotional Gaming Credits	227,570	5,689		
7	Complimentary Cash Gifts	27,420	2,436		
8	Entertainment			1,152	144
9	Retail & Non-Cash Gifts	16,899	338	3,485	697
10	Parking		429	108,141	349
11	Other	1,181		7,357	184
12	Total	2,151,429	$20,284	140,295	$3,306

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

BOARDWALK REGENCY LLC
STATEMENT OF CONFORMITY, ACCURACY, AND COMPLIANCE

FOR THE QUARTER ENDED MARCH 31, 2020

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.

5/15/2020
Date

Karen Worman

Vice President of Finance
Title

006320-11
License Number

On Behalf of:

BOARDWALK REGENCY LLC
Casino Licensee

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

NOTE 1 – ORGANIZATION

Caesars Atlantic City Hotel & Casino is a casino hotel resort located in Atlantic City, New Jersey, owned and operated by Boardwalk Regency LLC ("Caesars Atlantic City"), an indirect wholly owned subsidiary of CEOC LLC. CEOC LLC is a majority owned subsidiary of Caesars Entertainment Corporation ("CEC"). Caesars Atlantic City is licensed by the DGE and is subject to its rules and regulations. The license is under review and under current law no longer expires.

The Company took over operations of the Pier on January 28, 2020. The Pier LLC is it's own entity and the results are not included in the Company's financials.

Effect of the COVID-19 Public Health Emergency – Portions from Caesars Entertainment Q1 2020 10-Q filing issued on May 11, 2020 appear below. For full COVID-19 footnote please see Caesars Entertainment Corporation Q1 2020 filing.

A novel strain of coronavirus ("COVID-19") was declared a public health emergency by the United States Department of Health and Human Services on January 31, 2020. On March 13, 2020, the President of the United States issued a proclamation declaring a national emergency concerning COVID-19. As a result of the public health emergency, we began to receive statutory orders for the closure of certain properties, on March 16, 2020, we announced the temporary shutdown of our owned properties in North America. COVID-19 is present in nearly all regions around the world and has resulted in travel restrictions and business slowdowns or shutdowns in affected areas. Our properties remained closed as of March 31, 2020, and as a result, the COVID-19 public health emergency continues to affect our business significantly. There is significant uncertainty as to the length of time for which these closures will remain in effect. Furthermore, there can be no assurance even after reopening as to the time required for our operations to recover to levels prior to these closures, or whether future closures related to COVID-19 could occur.

CEC paid furloughed employees for the first two weeks of the closure period, after which employees were able to use their available paid time off. CEC is paying 100% of medical insurance premiums for each furloughed employee enrolled in the Caesars health benefit plans, through the earlier of June 30, 2020 or the date that such employee returns to work. The estimated paid time off and medical benefits are recorded in General, Administrative and Other expenses in the statement of income.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was signed into law. The CARES Act is a relief package intended to assist many aspects of the American economy. Two provisions of the CARES Act will serve to aid the CEC's liquidity position, the employee retention credit and the deferral of employer-related FICA taxes.

First, the employee retention credit provides employers a refundable federal tax credit equal to 50% of the first $10,000 of qualified wages and benefits paid to employees while they are not performing services after March 12, 2020 and before January 1, 2021. Contributions to qualified medical plans also constitute creditable amounts. The credit is available to offset all federal employment withholdings owed in a particular quarter including both the employer and employee share of social security, Medicare taxes and withholdings for federal income taxes. To the extent that the credit exceeds employment withholdings, the employer may request a refund of prior taxes paid.

Second, employers are permitted to defer the employer share of social security taxes otherwise owed on dates beginning March 27, 2020 and ending December 31, 2020. Half of the total deferred payments are payable on December 31, 2021 and the remaining half are payable on December 31, 2022. CEC intends to take full advantage of this tax deferral provision. The amount of the deferral is based on wages paid from April through December, for which we are unable to estimate at this time.

We continue to monitor the rapidly evolving situation and guidance from domestic authorities, including federal, state and local public health authorities and may take additional actions based on such authorities' recommendations. In these circumstances, there may be developments outside of our control that require us to adjust our operating plan. Given the dynamic nature of this situation, the full extent of the effects of the COVID-19 public health emergency on our future financial condition, results of operations or cash flows is highly uncertain.

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 (as amended by Amendment No. 1 to Agreement and Plan of Merger, dated as of August 15, 2019, and as it may be further amended from time to time, 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 continuing as the surviving corporation and a direct wholly owned subsidiary of Eldorado. On November 15, 2019, the respective stockholders of Caesars and Eldorado voted to approve the Merger. 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.

NOTE 2 – BASIS OF PRESENTATION AND 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.

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

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 significant events could affect the collectability of these receivables. Accounts receivable are typically non-interest bearing and are initially recorded at cost.

Marker play represents a portion of the Company's overall games volume. The Company maintains strict control 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 the Company issues credit to customers who are not residents of the United States.

(All dollar amounts in thousands)

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 our reserves for allowance for doubtful accounts.

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:

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

Sale of Bally's Atlantic City - On April 24^{th} 2020, Caesars Entertainment Corporation and VICI Properties announced the sale of Bally's Atlantic City to Twin River Worldwide Holdings Inc. Following the sale, Caesars Atlantic City will operate Wild Wild West Casino including The Book sports wagering operation. This transaction is subject to regulatory approvals and other closing conditions.

Intangible Assets Other Than Goodwill – Intangible assets other than goodwill represents the customer database with a gross carrying value of $11,000 as of March 31, 2020 and 2019, respectively, with accumulated amortization of $1,833 and $1,100 as of March 31, 2020 and 2019, respectively. The customer database was determined to have a 15 year life based upon attrition rates and computations of incremental value derived from existing relationships.

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.

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.

Casino Revenues - Casino revenues include revenues generated by our casino operations and casino related activities, 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.

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

Our Caesars Rewards loyalty program includes various tiers that offer different benefits, and members are able to 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, 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, 2020 and 2019, the liability related to outstanding NNRR, which is based on historical redemption, was approximately $582 and $593, 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 8% of the gross gaming revenue, as defined. Gaming taxes paid to the State of New Jersey for the three months ended March 31, 2020 and 2019, which are included in casino expenses in the accompanying consolidated statements of income, were $3,786 and $4,754, respectively.

Advertising Expenses – Advertising costs are expensed as incurred. Advertising expenses are $195 and $134 for the three months ended March 31, 2020 and 2019 respectively. Advertising expenses are included in general, administrative and other expenses in the accompanying 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 to make 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. The Company expensed $4,259 and $4,287 for the three months ended March 31, 2020 and 2019 respectively. In addition, 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 Atlantic City fiscal relief. The Company expensed $124 and $139 for the three months ending March 31, 2020 and 2019, respectively.

(All dollar amounts in thousands)

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, 2020 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, certain Income Tax disclosures have been omitted.

NOTE 3 - RELATED PARTY TRANSACTIONS

The Company participates with CEOC and CEC's 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. The Company's property, assets and capital stock are pledged as collateral for certain of CEOC's outstanding debts.

Cash Activity with CEOC and Affiliates - The Company transfers cash in excess of its operating and regulatory needs to its parent on a daily basis. Cash transfers from its parent 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 charged on transfers made to or from the companies.

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 $4,330 and $5,149 for these services for the three months ended March 31, 2020 and 2019 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:

	2020	2019
Casino Receivables (Net of Allowance for Doubtful Accounts - 2020, $8,068 & 2019, $8,253	$ 8,794	$ 7,157
Other (Net of Allowance for Doubtful Accounts - 2020, $112 & 2019, $2,734)	1,787	3,258
	$ 10,581	$ 10,415

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

NOTE 5 –OTHER CURRENT ASSETS

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

	2020	2019
Prepaid Gaming Tax & License	$ 239	$ 236
Deposits Refundable	9	420
Prepaid Contracts/Utilities	462	490
Prepaid State Income Tax	452	265
Prepaid Entertainment/Special Events	45	230
Other	160	152
	$ 1,367	$ 1,793

NOTE 6 - INVESTMENTS, ADVANCES AND RECEIVABLES

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

	2020	2019
Casino Reinvestment Development Authority Investment Obligation ("CRDA") (net of valuation reserves- 2020, $3,678 and 2019, $3,918)	$ 3,678	$ 3,918
	$ 3,678	$ 3,918

NOTE 7 – LAND, BUILDINGS AND EQUIPMENT

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

	2020	2019
Land	$ 15,532	$ 15,532
Buildings and Improvements	245,338	244,538
Furniture, Fixtures, and Equipment	27,176	21,597
Construction in Progress	1,569	847
	$ 289,615	$ 282,514
Less Accumulated Depreciation & Amortization	(53,016)	(36,455)
	$ 236,599	$ 246,059

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.

(All dollar amounts in thousands)

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.

Lessee Arrangements

Operating Leases - The Company leases both real estate and equipment used in their operations and classifies those leases as operating leases, for accounting purposes. Rent expense is associated with operating leases and is charged to expense in the year incurred. In addition to the minimum rental commitments, certain of our operating leases provide for contingent rentals based on a percentage of revenues in excess of specified amounts**.**

The following are additional details related to leases recorded on our Balance Sheet as of March 31, 2020:

	Balance Sheet Classification	March 31, 2020
Assets		
Operating Lease ROU assets	Deferred charges and other assets	$ 107
Liabilities		
Current operating lease liabilities	Accrued expenses and other current liabilities	60
Non-current operating lease liabilities	Deferred credits and other liabilities	47

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

Maturity of Lease Liabilities as of March 31, 2020

	Operating Leases	
2020	$	48
2021		65
2022		-
2023		-
Therafter		-
Total	$	113
Less: present value discount		(6)
Lease liability	$	107

Lease Costs

	Three Months Ended March 31, 2020	
Operating lease expense	$	16
Short-term lease expense		835
Variable lease expense		13
Total lease costs	$	864

Other Information

	Three Months Ended March 31, 2020	
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows for operating leases	$	16

Weighted-Average Details

	Three Months Ended March 31, 2020
Weighted-average remaining lease term (in years)	1.75
Weighted-average discount rate	6.42%

Failed Sale-Leaseback Financing Obligations - We lease certain real property assets from VICI ("Lease Agreement"). The Lease Agreement provides for annual fixed rent (subject to escalation) of $42,684 during the initial 15-year term, then rent consisting of both base rent and variable percentage rent elements, and have four five-year renewal options, subject to certain restrictions. The Lease Agreement includes escalation provisions beginning in year two of the initial term and continuing through the renewal terms. The Lease Agreement also includes provisions for contingent rental payments calculated, in part, based on increases or decreases of net revenue of the underlying lease properties, commencing in year eight of the initial term and continuing through the renewal terms.

(All dollar amounts in thousands)

The Lease Agreement was evaluated as sale-leaseback of real estate. We determined that this transaction did not qualify for sale-leaseback accounting, and we have accounted for the transaction as a financing.

For the failed sale-leaseback transaction, we continue to reflect the real estate assets on our Balance Sheets in Property and equipment, net as if we were the legal owner, and we continue to recognize depreciation expense over their estimated useful lives. We do not recognize rent expense related to the Lease Agreement, but we have recorded a liability for the failed sale-leaseback obligations and the majority of the periodic lease payments are recognized as interest expense. In the initial periods, the majority of the cash payments are less than the interest expense recognized in the Statements of Income, which causes the related failed sale-leaseback financing obligations to increase during the initial periods of the lease term.

Annual Estimated Failed Sale-Leaseback Financing Obligation Service Requirements as of March 31, 2020

2020	$	28,825
2021		43,888
2022		44,635
2023		45,771
2024		46,923
Thereafter		1,893,546
Total Financing obligation payments (1)	$	2,103,588

(1)Financing obligation principal and interest payments are estimated amounts based on the future minimum lease payments and certain estimates based on contingent rental payments. Actual payments may differ from the estimates.

Lessor Arrangements

Lodging Arrangements - Lodging arrangements are considered short-term and generally consist of lease and nonlease components. The lease component is the predominant component of the arrangement and consists of the fees charged for lodging. The nonlease components primarily consist of resort fees and other miscellaneous items. As the timing and pattern of transfer of both the lease and nonlease components are over the course of the lease term, we have elected to combine the revenue generated from lease and nonlease components into a single lease component based on the predominant component in the arrangement. During the three months ended March 31, 2020, we recognized approximately $7,512 in lease revenue related to lodging arrangements, which is included in Rooms revenue in the Statement of Operations.

Real Estate Operating Leases - We entered into long-term real estate leasing arrangements with third-party lessees at our properties. As of March 31, 2020, the remaining terms of these operating leases ranged from 1 to 14 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 payments including contingent rentals based on a percentage of revenues in excess of specified amounts and reimbursements for common area maintenance and utilities charges. As the timing and pattern of transfer of both the lease and nonlease components are over the course of the lease term, we have elected to combine the revenue generated from lease and nonlease components into a single lease component based on the predominant component in the arrangement. 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.

(All dollar amounts in thousands)

Maturity of Lease Receivables as of March 31, 2020

		Operating Leases
2020	$	986
2021		437
2022		275
2023		217
2024		3
Total	$	1,918

NOTE 9 – OTHER ASSETS

Other assets as of March 31 consist of the following:

		2020		2019
Customer Database (less Accumulated Amortization of $1,833 in 2020 & $1,100 in 2019)	$	9,167	$	9,900
Other		342		467
	$	9,509	$	10,367

NOTE 10 - OTHER ACCRUED EXPENSES

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

		2020		2019
Accrued Payroll	$	6,271	$	4,366
Accrued Interest Payable		3,593		3,539
Accrued Sales Tax		385		702
Accrued Gaming Tax		(43)		332
Accrued Gaming License		548		500
Accrued Utilities		1,049		804
Other		4,169		4,408
	$	15,972	$	14,651

(All dollar amounts in thousands)

NOTE 11 – OTHER LIABILITIES

Other Liabilities as of March 31 consisted of the following:

	2020	2019
Financial Lease Obligation (see note 8)	$ 258,779	$ 253,647
Other	22	17
	$ 258,801	$ 253,664

NOTE 12 – REVENUE RECOGNITION

Disaggregation of Revenue	Three Months Ended March 31, 2020
Casino	$ 27,380
Food and Beverage [(1)]	10,286
Rooms[(1)]	7,512
Entertainment and other	3,066
Total contract revenues	$ 48,244
Real estate leases	298
Net revenues	$ 48,542

(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	Three Months Ended March 31, 2020
Casino	$ 7,794
Food and Beverage and Rooms [(1)]	1,799
Entertainment and other	31
Contract receivables, net	$ 9,624
Real estate leases	-
Other	957
Receivables, net	$ 10,581

(1)As a result of the adoption of ASC 842, as of January 1, 2019, revenue generated from the lease components of lodging arrangement 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 - LITIGATION, CONTRACTUAL COMMITMENTS AND CONTINGENCIES

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 will be reduced by previously 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 ($457) and $205 for the three months ended March 31, 2020 and 2019, respectively, and is included in CRDA Income (Expense), in the consolidated statements 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 three months ended March 31, 2020 and 2019 was ($7) and $22, 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 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 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.

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).

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 March 31, 2020, Caesars was fully reimbursed from the Project Fund.

In December 2018, 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.

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.