# RESORTS DIGITAL GAMING, LLC QUARTERLY REPORT

FOR THE QUARTER ENDED SEPTEMBER 30, 2020

## 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 SEPTEMBER 30, 2020 AND 2019

(UNAUDITED) (\$ IN THOUSANDS)

Line	Description	Notes	2020	2019
<b>(a)</b>	(b)		(c)	( <b>d</b> )
	ASSETS:			
	Current Assets:			
1	Cash and Cash Equivalents	2	\$69,082	\$34,732
2	Short-Term Investments			
	Receivables and Patrons' Checks (Net of Allowance for			
3	Doubtful Accounts - 2020, \$1,133; 2019, \$804)	2, 3	5,532	4,865
4	Inventories			
5	Other Current Assets		200	615
6	Total Current Assets		74,814	40,212
7	Investments, Advances, and Receivables			
8	Property and Equipment - Gross		71	66
9	Less: Accumulated Depreciation and Amortization		(32)	(21)
10	Property and Equipment - Net		39	45
11	Other Assets	L		
12	Total Assets		\$74,853	\$40,257
	LIABILITIES AND EQUITY:	[		
	Current Liabilities:			
13	Accounts Payable		\$3,777	\$2,407
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		4,490	3,192
19	Other Current Liabilities	6	61,260	30,672
20	Total Current Liabilities		69,527	36,271
	Long-Term Debt:			
21	Due to Affiliates			
22	External			
23	Deferred Credits	2	29,445	30,039
24	Other Liabilities	L	8,077	7,447
25	Commitments and Contingencies			
26	Total Liabilities		107,049	73,757
27	Stockholders', Partners', or Proprietor's Equity		(32,196)	(33,500)
28	Total Liabilities and Equity		\$74,853	\$40,257

\* Prior year amounts have been restated to conform with current year presentation.

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 NINE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

(UNAUDITED) (\$ IN THOUSANDS)

Line	Description	Notes	2020	2019
(a)	( <b>b</b> )		( <b>c</b> )	( <b>d</b> )
	Revenue:			
1	Casino	. 2	\$41,157	\$25,639
2	Rooms			
3	Food and Beverage			
4	Other		386	466
5	Net Revenue	•	41,543	26,105
	Costs and Expenses:			
6	Casino	. 2	17,164	12,402
7	Rooms, Food and Beverage			
8	General, Administrative and Other		9,929	8,186
9	Total Costs and Expenses		27,093	20,588
10	Gross Operating Profit		14,450	5,517
11	Depreciation and Amortization		6	15
	Charges from Affiliates Other than Interest:			
12	Management Fees			
13	Other	5	554	589
14	Income (Loss) from Operations		13,890	4,913
	Other Income (Expenses):			
15	Interest Expense - Affiliates			
16	Interest Expense - External			
17	CRDA Related Income (Expense) - Net	5	(1,043)	(676)
18	Nonoperating Income (Expense) - Net			
19	Total Other Income (Expenses)		(1,043)	(676)
20	Income (Loss) Before Taxes		12,847	4,237
21	Provision (Credit) for Income Taxes			
22	Net Income (Loss)		\$12,847	\$4,237

## **RESORTS DIGITAL GAMING, LLC STATEMENTS OF INCOME**

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

(UNAUDITED) (\$ IN THOUSANDS)

Line	Description	Notes	2020	2019
(a)	( <b>b</b> )		(c)	( <b>d</b> )
	Revenue:			
1	Casino	. 2	\$15,230	\$8,286
2	Rooms			
3	Food and Beverage			
4	Other		97	(176)
5	Net Revenue		15,327	8,110
	Costs and Expenses:			
6	Casino	. 2	6,146	4,113
7	Rooms, Food and Beverage			
8	General, Administrative and Other		3,153	2,277
9	Total Costs and Expenses		9,299	6,390
10	Gross Operating Profit		6,028	1,720
11	Depreciation and Amortization		3	10
	Charges from Affiliates Other than Interest:			
12	Management Fees			
13	Other	5	185	188
14	Income (Loss) from Operations		5,840	1,522
	Other Income (Expenses):			
15	Interest Expense - Affiliates			
16	Interest Expense - External			
17	CRDA Related Income (Expense) - Net	5	(371)	(213)
18	Nonoperating Income (Expense) - Net			
19	Total Other Income (Expenses)		(371)	(213)
20	Income (Loss) Before Taxes		5,469	1,309
21	Provision (Credit) for Income Taxes			
22	Net Income (Loss)		\$5,469	\$1,309

## RESORTS DIGITAL GAMING, LLC STATEMENTS OF CHANGES IN PARTNERS', PROPRIETOR'S OR MEMBERS' EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2019 AND THE NINE MONTHS ENDED SEPTEMBER 30, 2020

Line (a)	Description (b)	Notes	Contributed Capital (c)	Accumulated Earnings (Deficit) (d)	Special Equity Distribution (e)	Total Equity (Deficit) (f)
1	Balance, December 31, 2018		\$5,000	\$9,960	(\$52,697)	(\$37,737)
23	Net Income (Loss) - 2019 Capital Contributions			5,967		5,967 0
4 5	Capital Withdrawals Partnership Distributions				(5,846)	0 (5,846)
6	Prior Period Adjustments					0
7 8	Special Capital Contribution				846	846
9						0
10	Balance, December 31, 2019		5,000	15,927	(57,697)	(36,770)
11	Net Income (Loss) - 2020			12,847		12,847
12	Capital Contributions					0
13 14	Capital Withdrawals Partnership Distributions				(8,273)	0 (8,273)
14	Prior Period Adjustments				(0,273)	(8,273)
16	Special Capital Contribution					0
17						0
18						0
19	Balance, September 30, 2020		\$5,000	\$28,774	(\$65,970)	(\$32,196)

### (UNAUDITED) (\$ IN THOUSANDS)

## **RESORTS DIGITAL GAMING, LLC STATEMENTS OF CASH FLOWS**

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

(UNAUDITED) (\$ IN THOUSANDS)

Line	Description	Notes	2020	2019
<b>(a)</b>	(b)		(c)	( <b>d</b> )
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES		\$44,746	\$15,338
	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		(5)	(21)
5	Proceeds from Disposition of Property and Equipment			
6	CRDA Obligations		(2,639)	(1,979)
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		(2,644)	(2,000)
	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		(8,273)	0
21				
22			(0.5.5.5)	
23	Net Cash Provided (Used) By Financing Activities	·	(8,273)	0
24	Net Increase (Decrease) in Cash and Cash Equivalents		33,829	13,338
25	Cash and Cash Equivalents at Beginning of Period		35,253	21,394
26	Cash and Cash Equivalents at End of Period		\$69,082	\$34,732

	CASH PAID DURING PERIOD FOR:		
27	Interest (Net of Amount Capitalized)		
28	Income Taxes	\$0	\$126

## **RESORTS DIGITAL GAMING, LLC STATEMENTS OF CASH FLOWS**

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020 AND 2019

### (UNAUDITED)

(\$ IN THOUSANDS)

Line	Description	Notes	2020	2019
<b>(a)</b>	(b)		(c)	( <b>d</b> )
	CASH FLOWS FROM OPERATING ACTIVITIES:		+ · • • · •	
29	Net Income (Loss)		\$12,847	\$4,237
30	Depreciation and Amortization of Property and Equipment		6	15
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		1,043	676
37	(Gain) Loss from Other Investment Activities			
38	(Increase) Decrease in Receivables and Patrons' Checks		(75)	(1,653)
39	(Increase) Decrease in Inventories			
40	(Increase) Decrease in Other Current Assets		(121)	47
41	(Increase) Decrease in Other Assets			
42	Increase (Decrease) in Accounts Payable		1,586	(708)
43	Increase (Decrease) in Other Current Liabilities		29,215	13,701
44	Increase (Decrease) in Other Liabilities		(725)	(544)
45	Increase (Decrease) in Intercompany Payable		970	(433)
	Non cash tax expense			
47	Net Cash Provided (Used) By Operating Activities		\$44,746	\$15,338
	SUPPLEMENTAL DISCLOSURE OF CASH FLO	OW INF	ORMATION	
	ACQUISITION OF PROPERTY AND EQUIPMENT:			
48	Additions to Property and Equipment		(\$5)	(\$21)
49	Less: Capital Lease Obligations Incurred			
50	Cash Outflows for Property and Equipment		(\$5)	(\$21)
	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			
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

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

## FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2020 (UNAUDITED) (\$ IN THOUSANDS)

		Promotional Allowances		Promotiona	al Expenses
		Number of	Dollar	Number of	Dollar
Line	Description	Recipients	Amount	Recipients	Amount
(a)	(b)	(c)	( <b>d</b> )	(e)	( <b>f</b> )
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	144,570	7,573		
12	Total	144,570	\$7,573	0	\$0

### FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2020

		Promotional Allowances		Promotiona	al Expenses
		Number of	Dollar	Number of	Dollar
Line	Description	Recipients	Amount	Recipients	Amount
(a)	(b)	( <b>c</b> )	( <b>d</b> )	(e)	( <b>f</b> )
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	42,194	1,720		
12	Total	42,194	\$1,720	0	\$0

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

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

## FOR THE QUARTER ENDED SEPTEMBER 30, 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.

11/16/20 Date

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Vice President, CFO Title

> 9194-11 icense Numb

License Number

On Behalf of:

RESORTS DIGITAL GAMING, LLC Casino Licensee

**NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS -** The accompanying financial statements have been prepared in accordance with the rules and regulations of the New Jersey Division of Gaming Enforcement ("DGE") 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 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.

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

**Basis of Presentation -** 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.

**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 September 30, 2020 and 2019 was \$59,966 and \$29,774, respectively. Unrestricted cash balance at September 30, 2020 and 2019 was \$9,116 and \$4,958, respectively.

**Receivables** - Receivables consist of amounts due from patrons and third-party processors and online gaming platforms. As of September 30, 2020, and 2019, there was \$5,532 and \$4,865, 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.

**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.

As of January 1, 2019, the Company adopted the provisions of FASB Accounting Standards Codification Topic 606, Revenue from Contracts with Customers ("Topic 606"), which provides a comprehensive revenue recognition model for all contracts with customers. The new model requires revenue recognition to depict the transfer of promised goods or services to customers at an amount that reflects the consideration expected to be received in exchange for those goods or services.

The Company's revenue contracts with customers consist of gaming wagers and other transactions. The transaction price for a gaming wager contract is the difference between gaming wins and losses, not the total amount wagered. Gaming wager contracts involve two performance obligations for those customers earning points under the Company's players' club and a single performance obligation for customers who do not participate in the program. The Company applies a practical expedient by accounting for its gaming contracts on a portfolio basis because such wagers have similar characteristics and the Company reasonably expects the effects on the financial statements of applying the revenue recognition guidance to the portfolio to not differ materially from that which would result if applying the guidance to an individual wagering contract. For purposes of allocating the transaction price in a wagering contract between the wagering performance obligation and the obligation associated with loyalty points earned, the Company allocates an amount to the loyalty credit liability based on the stand-alone selling price of the points earned. An amount is allocated to the gaming wager performance obligation using the residual approach because the stand-alone price for wagers is highly variable and no set established price exists for such wagers. The allocated revenue for gaming wagers is recognized when the wagers occur because all such wagers settle immediately.

**Loyalty Program** - The Company's customer loyalty program offers incentives to customers. Under the program, customers can 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 \$150 and \$91 at September 30, 2020 and 2019, 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 and a tax equal to 13% of gross internet sports wagering revenue, as defined. Gaming tax expense was \$6,321 and \$4,094 for the nine months ended September 30, 2020 and 2019, respectively. Gaming tax is included in casino expenses in the accompanying statements of income.

**Recent Accounting Pronouncements -** In February 2016, the FASB issued ASU 2016-02 "Leases" which replaces the existing guidance in ASC 840 "Leases". The standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2020. This standard requires a dual approach for lessee accounting under which a lessee would account for leases as finance leases or operating leases. Both finance leases and operating leases will result in the lessee recognizing a right-of-use ("ROU") asset and a corresponding lease liability. For finance leases, the lessee would recognize interest expense and amortization of the ROU asset and for operating leases the lessee would recognize a straight-line total lease expense. The Company is currently assessing the impact the adoption of this standard will have on its financial statements and footnote disclosures.

**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, 2019 report. Accordingly, the following disclosures have been omitted: certain Income Tax disclosures and Leases.

### NOTE 3 - RECEIVABLES AND PATRONS' CHECKS

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

	_	2020	2019
Gaming Related	\$	1,314	\$ 835
Less reserve		(1,133)	(804)
Third Party Receivable		5,348	4,713
Other	_	3	121
Receivables, net	\$	5,532	\$ 4,865

### NOTE 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 \$554 and \$589 for the nine months ended September 30, 2020 and 2019, respectively, and is included in general, administrative and other in the accompanying statements of operations. The Company owed an affiliate, DGMB Casino, LLC, \$8,077 and \$7,447 as of September 30, 2020 and 2019, respectively, and is recorded as other liabilities.

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 \$32,000 in cash advances, which will be earned and recognized as revenue, based upon various events and conditions, over the next ten years.

### NOTE 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.

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.

### **NOTE 6 – OTHER CURRENT LIABILITES**

Other current liabilities as of September 30, consisted of the following:

	_	2020	_	2019
Patron Deposits	\$	59,463	\$	29,714
CRDA Obligations		1,676		845
Other		121		113
	\$	61,260	\$	30,672

### **NOTE 8 – 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.

### **NOTE 9 – SUBSEQUENT EVENTS**

The Company completed its subsequent events review through November 16<sup>th</sup>, 2020, the date on which the financial statements were issued. Subsequent to quarter-end, the global markets have continued to be impacted by the effects of the world-wide coronavirus pandemic. The Company is closely monitoring its operations, liquidity, and capital resources and is actively working to minimize the current and future impact of this unprecedented situation. As of the date of issuance of these financial statements, the full impact to the Company's financial position is not known.