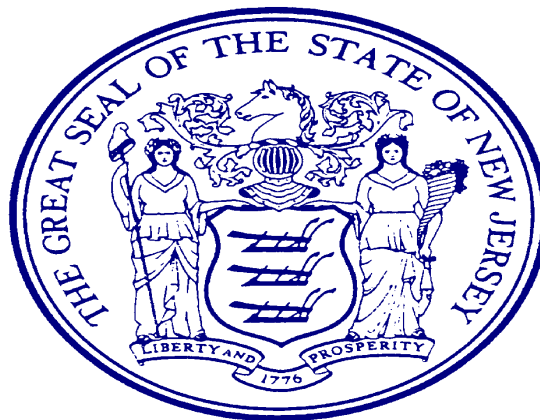


**RESORTS DIGITAL GAMING, LLC
QUARTERLY REPORT
FOR THE QUARTER ENDED MARCH 31, 2022**

**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, 2022 AND 2021

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2022 (c)	2021 (d)
	<u>ASSETS:</u>			
	Current Assets:			
1	Cash and Cash Equivalents.....	2	\$86,486	\$69,221
2	Short-Term Investments.....			
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2022, \$3,636 ; 2021, \$1,454).....	2, 3	9,801	9,001
4	Inventories			
5	Other Current Assets.....		223	162
6	Total Current Assets.....		96,510	78,384
7	Investments, Advances, and Receivables.....			
8	Property and Equipment - Gross.....		247	228
9	Less: Accumulated Depreciation and Amortization.....		(98)	(45)
10	Property and Equipment - Net.....		149	183
11	Other Assets.....			
12	Total Assets.....		\$96,659	\$78,567
	<u>LIABILITIES AND EQUITY:</u>			
	Current Liabilities:			
13	Accounts Payable.....		\$2,228	\$2,883
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.....		7,043	6,182
19	Other Current Liabilities.....	4, 6	86,457	68,344
20	Total Current Liabilities.....		95,728	77,409
	Long-Term Debt:			
21	Due to Affiliates.....			
22	External.....			
23	Deferred Credits	2	28,353	28,969
24	Other Liabilities.....			
25	Commitments and Contingencies.....	8		
26	Total Liabilities.....		124,081	106,378
27	Stockholders', Partners', or Proprietor's Equity.....		(27,422)	(27,811)
28	Total Liabilities and Equity.....		\$96,659	\$78,567

* 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 THREE MONTHS ENDED MARCH 31, 2022 AND 2021

(UNAUDITED)
(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2022 (c)	2021 (d)
	Revenue:			
1	Casino.....	2	\$12,131	\$13,568
2	Rooms.....			
3	Food and Beverage.....			
4	Other.....		300	127
5	Net Revenue.....		12,431	13,695
	Costs and Expenses:			
6	Casino.....	2	4,878	5,140 *
7	Rooms, Food and Beverage.....			
8	General, Administrative and Other.....		3,424	4,292 *
9	Total Costs and Expenses.....		8,302	9,432 *
10	Gross Operating Profit.....		4,129	4,263
11	Depreciation and Amortization.....		12	9
	Charges from Affiliates Other than Interest:			
12	Management Fees.....			
13	Other.....	4	261	231
14	Income (Loss) from Operations.....		3,856	4,023
	Other Income (Expenses):			
15	Interest Expense - Affiliates.....			
16	Interest Expense - External.....			
17	CRDA Related Income (Expense) - Net.....	5	(289)	(327)
18	Nonoperating Income (Expense) - Net.....			
19	Total Other Income (Expenses).....		(289)	(327)
20	Income (Loss) Before Taxes		3,567	3,696
21	Provision (Credit) for Income Taxes.....	7		
22	Net Income (Loss).....		\$3,567	\$3,696

* 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 CHANGES IN PARTNERS', PROPRIETOR'S OR MEMBERS' EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2021
AND THE THREE MONTHS ENDED MARCH 31, 2022

(UNAUDITED)
(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	Contributed Capital (c)	Accumulated Earnings (Deficit) (d)	Special Equity Distribution (e)	Total Equity (Deficit) (f)
1	Balance, December 31, 2020.....		\$5,000	\$32,662	(\$67,169)	(\$29,507)
2	Net Income (Loss) - 2021.....			10,955		10,955
3	Capital Contributions.....					0
4	Capital Withdrawals.....					0
5	Partnership Distributions.....				(14,200)	(14,200)
6	Prior Period Adjustments.....					0
7	Special Capital Contribution				1,763	1,763
8						0
9						0
10	Balance, December 31, 2021.....		5,000	43,617	(79,606)	(30,989)
11	Net Income (Loss) - 2022.....			3,567		3,567
12	Capital Contributions.....					0
13	Capital Withdrawals.....					0
14	Partnership Distributions.....					0
15	Prior Period Adjustments.....					0
16	Special Capital Contribution					0
17						0
18						0
19	Balance, March 31, 2022.....		\$5,000	\$47,184	(\$79,606)	(\$27,422)

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, 2022 AND 2021

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2022 (c)	2021 (d)
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES..		\$44	\$3,784
	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.....		0	(88)
5	Proceeds from Disposition of Property and Equipment.....			
6	CRDA Obligations	5	(2,878)	(2,149)
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.....		(2,878)	(2,237)
	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.....		0	(2,000)
21	Net Proceeds/Payments related party			
22				
23	Net Cash Provided (Used) By Financing Activities.....		0	(2,000)
24	Net Increase (Decrease) in Cash and Cash Equivalents.....		(2,834)	(453)
25	Cash and Cash Equivalents at Beginning of Period.....		89,320	69,674
26	Cash and Cash Equivalents at End of Period.....		\$86,486	\$69,221
	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, 2022 AND 2021

(UNAUDITED)

(\$ IN THOUSANDS)

Line (a)	Description (b)	Notes	2022 (c)	2021 (d)
	CASH FLOWS FROM OPERATING ACTIVITIES:			
29	Net Income (Loss).....		\$3,567	\$3,696
30	Depreciation and Amortization of Property and Equipment.....		12	9
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.....		289	327
37	(Gain) Loss from Other Investment Activities.....			
38	(Increase) Decrease in Receivables and Patrons' Checks		426	1,126
39	(Increase) Decrease in Inventories			
40	(Increase) Decrease in Other Current Assets.....		195	(15)
41	(Increase) Decrease in Other Assets.....			
42	Increase (Decrease) in Accounts Payable.....		91	168
43	Increase (Decrease) in Other Current Liabilities		(4,972)	(1,936)
44	Increase (Decrease) in Other Liabilities		(125)	(245)
45	Increase (Decrease) in Intercompany Payable		561	654
46	Non cash tax expense			
47	Net Cash Provided (Used) By Operating Activities.....		\$44	\$3,784

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

	ACQUISITION OF PROPERTY AND EQUIPMENT:			
48	Additions to Property and Equipment.....		\$0	(\$88)
49	Less: Capital Lease Obligations Incurred.....			
50	Cash Outflows for Property and Equipment.....		\$0	(\$88)
	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

* 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
SCHEDULE OF PROMOTIONAL
EXPENSES AND ALLOWANCES**

FOR THE THREE MONTHS ENDED MARCH 31, 2022
(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	35,021	2,457		
12	Total	35,021	\$2,457	0	\$0

FOR THE THREE MONTHS ENDED MARCH 31, 2022

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	35,021	2,457		
12	Total	35,021	\$2,457	0	\$0

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

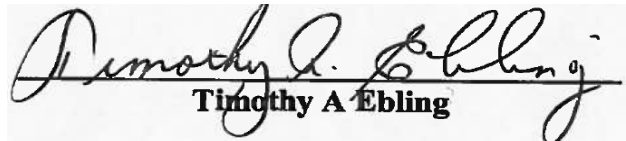
RESORTS DIGITAL GAMING, LLC STATEMENT OF CONFORMITY, ACCURACY, AND COMPLIANCE

FOR THE QUARTER ENDED MARCH 31, 2022

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.

05/16/22

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)

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 operates both the ResortsCasino.com and MoheganSunCasino.com online casino websites. In April 2014, Resorts entered into an agreement with TSG Interactive US Services Limited d/b/a PokerStars (“PokerStars”). The Company licensed PokerStars to operate an online casino website, which includes poker, utilizing the Company’s Internet Gaming Permit. PokerStars launched its gaming operations in March of 2016.

In 2018, legalized sports betting was approved in New Jersey and on May 21, 2018, the Company entered into an online gaming agreement with Crown NJ Gaming, Inc., 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. DraftKings began operations in August of 2018. In addition, PokerStars, using the FoxBet brand through NJ.foxbet.com, and ResortsCasino.com were expanded to offer sports betting.

In addition, on September 1, 2020, the Company entered into an online gaming agreement with Penn Interactive Ventures, LLC, d/b/a Penn (“Penn”) whereby the Company licensed Penn to operate an online casino website (with the exception of poker) utilizing the Company’s Internet Gaming Permit. Penn launched its Barstool branded online casino website in August of 2021.

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 March 31, 2022 and 2021 was \$76.0 million and \$58.9 million, respectively. Unrestricted cash balance at March 31, 2022 and 2021 was \$10.5 million and \$10.3 million, respectively.

Receivables - Receivables consist of amounts due from patrons and third-party processors and online gaming platforms. As of March 31, 2022 and 2021, there was \$11.2 million and \$8.8 million, respectively, due from gaming platform providers. Accounts receivables are non-interest bearing and are initially recorded at cost.

RESORTS DIGITAL GAMING, LLC
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

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 - The company accounts for revenue recognition in accordance with 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 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, including sports wagering, 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 obligation 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 provides customers with a loyalty program. Members of the loyalty program earn points based on gaming activity, and such points are redeemable for cash and free play based on the terms of the program. In addition, on a discretionary basis, the Company may award points to customers that can be redeemed for free play. The liability for these points is included in accrued expenses and other current liabilities on the accompany balance sheets and totaled approximately \$167,000 and \$155,000 at March 31, 2022 and 2021, respectively.

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 \$1.7 million and \$2.0 million for the three months ended March 31, 2022 and 2021, respectively. Gaming tax is included in casino expenses in the accompanying statements of income.

Use of Estimates – The preparation of the financial statements in conformity with GAAP requires that the Company makes 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.

Reclassification - Certain reclassifications of amounts previously reported have been made to the accompanying financials statements to maintain consistency between periods presented. The reclassifications had no impact on the previously reported net income.

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, 2021 report. Accordingly, the following disclosures have been omitted: certain Income Tax disclosures, Leases and Advertising.

RESORTS DIGITAL GAMING, LLC
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

NOTE 3 - RECEIVABLES AND PATRONS' CHECKS

Receivables and patrons' checks as of March 31 consisted of the following (in thousands):

	<u>2022</u>	<u>2021</u>
Gaming Related	\$ 2,164	\$ 1,620
Third Party Receivable	11,191	8,781
Other	82	54
Less reserve	(3,636)	(1,454)
Receivables, net	<u>\$ 9,801</u>	<u>\$ 9,001</u>

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 \$261,000 and \$231,000 for the three months ended March 31, 2022 and 2021, respectively, and is included in general, administrative, and other in the accompanying statements of operations. The Company owed an affiliate, DGMB Casino, LLC, \$9.2 million and \$8.4 million as of March 31, 2022 and 2021, respectively, and is recorded in other current liabilities (note 6).

During 2015, agreements between PokerStars, NYX Digital Gaming (USA), LLC and Resorts were assigned to the Company. Between 2013 and 2015, the Company received \$32.0 million in cash advances from Pokerstars, which will be earned and recognized as revenue, as per the original agreement, based upon various events and conditions, through March 2026. In 2021, the agreement was amended, which among other things, gave PokerStars the option to extend the agreement for an additional two years. The company had approximately \$28.4 million and \$29.0 million recorded as deferred revenue as a result of these advances at March 31, 2022 and 2021, respectively.

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, and 1.25% of the Company's gross internet sports wagering revenue 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, subsequently amended by Senate Bill S4007 in December 2021, which implements 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.

RESORTS DIGITAL GAMING, LLC
NOTES TO FINANCIAL STATEMENTS
(Unaudited)

NOTE 6 – OTHER CURRENT LIABILITES

Other current liabilities as of March 31 consisted of the following (in thousands):

	<u>2022</u>	<u>2021</u>
Patron Deposits	\$ 74,330	\$ 57,826
Intercompany Payable	9,183	8,399
CRDA Obligations	2,709	2,059
Other	235	60
	<u>\$ 86,457</u>	<u>\$ 68,344</u>

NOTE 7 – COMMITMENTS AND CONTINGENCIES

Litigation - The Company is involved in various claims and legal actions arising in the ordinary course of business. In the opinion of management, these matters will not have a material effect on the Company's financial position or results of operations.

Commitments - The Company entered into an agreement with Keybank National Association to be a co-borrower of debt with Resorts on March 11, 2021. The Company has not recorded any debt relating to this agreement on the financial statements as Resorts has agreed to pay the debt and the Company does not expect to pay any portion of the debt.

NOTE 8 – SUBSEQUENT EVENTS

The Company evaluated its 2022 financial statements for subsequent events through May 16, 2022, the date these financial statements were available to be issued.