Bally's Park Place Inc. (Bally's Atlantic City)

QUARTERLY REPORT

FOR THE QUARTER ENDED JUNE 30, 2017

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

OFFICE OF FINANCIAL INVESTIGATIONS
REPORTING MANUAL

Bally's Park Place Inc. (Bally's Atlantic City)
BALANCE SHEETS

AS OF JUNE 30, 2017 AND 2016

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2017 (c)	2016 (d)
	ASSETS:			
	Current Assets:			
1	Cash and Cash Equivalents		$14,931	$16,271
2	Short-Term Investments		0	0
3	Receivables and Patrons' Checks (Net of Allowance for Doubtful Accounts - 2017, $3,559; 2016, $3,751)	2, 4	6,428	6,998
4	Inventories	2	756	774
5	Other Current Assets	5	2,150	2,485
6	Total Current Assets		24,265	26,528
7	Investments, Advances, and Receivables	6	10,681	14,617
8	Property and Equipment - Gross	2,7	83,511	77,124
9	Less: Accumulated Depreciation and Amortization	2,7	(28,010)	(20,582)
10	Property and Equipment - Net	7	55,501	56,542
11	Other Assets	8	45,981	66,041
12	Total Assets		$136,428	$163,728
	LIABILITIES AND EQUITY:			
	Current Liabilities:			
13	Accounts Payable		$6,429	$6,341
14	Notes Payable		0	0
	Current Portion of Long-Term Debt:			
15	Due to Affiliates			
16	External		2,363	1,971
17	Income Taxes Payable and Accrued		0	0
18	Other Accrued Expenses	9	356,093	362,814
19	Other Current Liabilities		2,067	1,926
20	Total Current Liabilities		366,952	373,052
	Long-Term Debt:			
21	Due to Affiliates	10	583,500	583,500
22	External	10	1,722	2,405
23	Deferred Credits		0	0
24	Other Liabilities	11	1,838	1,844
25	Commitments and Contingencies	12	0	0
26	Total Liabilities		954,012	960,801
27	Stockholders', Partners', or Proprietor's Equity		(817,584)	(797,073)
28	Total Liabilities and Equity		$136,428	$163,728

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

Bally's Park Place Inc. (Bally's Atlantic City)
STATEMENTS OF INCOME

FOR THE SIX MONTHS ENDED JUNE 30, 2017 AND 2016

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2017 (c)	2016 (d)
	Revenue:			
1	Casino		$99,978	$101,121
2	Rooms		19,598	18,339
3	Food and Beverage		22,489	21,125
4	Other		4,675	4,734
5	Total Revenue		146,740	145,319
6	Less: Promotional Allowances		38,350	37,287
7	Net Revenue		108,390	108,032
	Costs and Expenses:			
8	Casino		53,068	52,134
9	Rooms, Food and Beverage		9,871	8,795
10	General, Administrative and Other		29,521	30,191
11	Total Costs and Expenses		92,460	91,120
12	Gross Operating Profit		15,930	16,912
13	Depreciation and Amortization	2	4,647	5,542
	Charges from Affiliates Other than Interest:			
14	Management Fees		0	0
15	Other	3	11,026	11,360
16	Income (Loss) from Operations		257	10
	Other Income (Expenses):			
17	Interest Expense - Affiliates	10	0	0
18	Interest Expense - External	10	(28)	(15)
19	CRDA Related Income (Expense) - Net	12	61	(84)
20	Nonoperating Income (Expense) - Net		254	(218)
21	Total Other Income (Expenses)		287	(317)
22	Income (Loss) Before Taxes		544	(307)
23	Provision (Credit) for Income Taxes	2	6	5
24	Net Income (Loss)		$538	($312)

The accompanying notes are an integral part of the financial statements.
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Bally's Park Place Inc. (Bally's Atlantic City)
STATEMENTS OF INCOME

FOR THE THREE MONTHS ENDED JUNE 30, 2017 AND 2016

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2017 (c)	2016 (d)
	Revenue:			
1	Casino		$52,779	$52,692
2	Rooms		10,786	10,237
3	Food and Beverage		12,443	11,999
4	Other		2,527	2,602
5	Total Revenue		78,535	77,530
6	Less: Promotional Allowances		19,818	19,345
7	Net Revenue		58,717	58,185
	Costs and Expenses:			
8	Casino		26,286	26,449
9	Rooms, Food and Beverage		5,781	5,446
10	General, Administrative and Other		15,220	14,996
11	Total Costs and Expenses		47,287	46,891
12	Gross Operating Profit		11,430	11,294
13	Depreciation and Amortization	2	2,345	1,963
	Charges from Affiliates Other than Interest:			
14	Management Fees		0	0
15	Other	3	5,551	5,682
16	Income (Loss) from Operations		3,534	3,649
	Other Income (Expenses):			
17	Interest Expense - Affiliates	10	0	0
18	Interest Expense - External	10	(28)	(11)
19	CRDA Related Income (Expense) - Net	12	152	203
20	Nonoperating Income (Expense) - Net		119	(100)
21	Total Other Income (Expenses)		243	92
22	Income (Loss) Before Taxes		3,777	3,741
23	Provision (Credit) for Income Taxes	2	3	2
24	Net Income (Loss)		$3,774	$3,739

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

Bally's Park Place Inc. (Bally's Atlantic City)
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2016 AND THE SIX MONTHS ENDED JUNE 30, 2017

(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, 2015..........**		100	$1	0	$0	($86,707)	$0	($703,618)	($790,324)
2	Net Income (Loss) - 2016.............								3,986	3,986
3	Contribution to Paid-in-Capital.....									0
4	Dividends....................................									0
5	Prior Period Adjustments.............									0
6	Equitization of Intercompany						(28,078)			(28,078)
7										0
8										0
9										0
10	**Balance, December 31, 2016..........**		100	1	0	0	(114,785)	0	(699,632)	(814,416)
11	Net Income (Loss) - 2017.............								538	538
12	Contribution to Paid-in-Capital.....									0
13	Dividends....................................									0
14	Prior Period Adjustments.............									0
15	Equitization of Intercompany						(3,706)			(3,706)
16										0
17										0
18										0
19	**Balance, June 30, 2017 ....**		100	$1	0	$0	($118,491)	$0	($699,094)	($817,584)

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

Bally's Park Place Inc. (Bally's Atlantic City)
STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED JUNE 30, 2017 AND 2016

(UNAUDITED)
($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2017 (c)	2016 (d)
1	CASH PROVIDED (USED) BY OPERATING ACTIVITIES..		$2,208	$9,466
	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		(2,624)	(3,209)
5	Proceeds from Disposition of Property and Equipment		21	59
6	CRDA Obligations		(1,196)	(665)
7	Other Investments, Loans and Advances made			
8	Proceeds from Other Investments, Loans, and Advances		4,898	441
9	Cash Outflows to Acquire Business Entities		0	0
10				
11				
12	Net Cash Provided (Used) By Investing Activities		1,099	(3,374)
	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	Change in Payable to / Receivable from affiliates		(3,862)	(7,851)
22				
23	Net Cash Provided (Used) By Financing Activities		(3,862)	(7,851)
24	Net Increase (Decrease) in Cash and Cash Equivalents		(555)	(1,759)
25	Cash and Cash Equivalents at Beginning of Period		15,486	18,030
26	Cash and Cash Equivalents at End of Period		$14,931	$16,271

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

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

Bally's Park Place Inc. (Bally's Atlantic City)
STATEMENTS OF CASH FLOWS

FOR THE SIX MONTHS ENDED JUNE 30, 2017 AND 2016

(UNAUDITED)

($ IN THOUSANDS)

Line (a)	Description (b)	Notes	2017 (c)	2016 (d)
	CASH FLOWS FROM OPERATING ACTIVITIES:			
29	Net Income (Loss)..		$538	($312)
30	Depreciation and Amortization of Property and Equipment...		4,647	5,542
31	Amortization of Other Assets..		0	0
32	Amortization of Debt Discount or Premium..........................		0	0
33	Deferred Income Taxes - Current		0	0
34	Deferred Income Taxes - Noncurrent		0	0
35	(Gain) Loss on Disposition of Property and Equipment.........		(21)	(60)
36	(Gain) Loss on CRDA-Related Obligations...........................		(61)	84
37	(Gain) Loss from Other Investment Activities.......................		0	0
38	(Increase) Decrease in Receivables and Patrons' Checks		(97)	(812)
39	(Increase) Decrease in Inventories		(113)	100
40	(Increase) Decrease in Other Current Assets..........................		(569)	(206)
41	(Increase) Decrease in Other Assets......................................		180	215
42	Increase (Decrease) in Accounts Payable..............................		(736)	(859)
43	Increase (Decrease) in Other Current Liabilities		(1,579)	5,788
44	Increase (Decrease) in Other Liabilities		19	(14)
45	....			
46	....			
47	Net Cash Provided (Used) By Operating Activities..................		$2,208	$9,466

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

Line (a)	Description (b)	Notes	2017 (c)	2016 (d)
	ACQUISITION OF PROPERTY AND EQUIPMENT:			
48	Additions to Property and Equipment...................................		($2,624)	($3,209)
49	Less: Capital Lease Obligations Incurred..............................		0	0
50	Cash Outflows for Property and Equipment.............................		($2,624)	($3,209)
	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.

Bally's Park Place Inc. (Bally's Atlantic City)
SCHEDULE OF PROMOTIONAL EXPENSES AND ALLOWANCES

FOR THE SIX MONTHS ENDED JUNE 30, 2017
(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	251,300	$10,428		
2	Food	2,686,438	5,551		
3	Beverage	3,454,962	6,910		
4	Travel	0	0	32,499	2,166
5	Bus Program Cash	6,081	61		
6	Promotional Gaming Credits	45,560	11,617		
7	Complimentary Cash Gifts	45,539	2,937		
8	Entertainment	0	0	1,147	143
9	Retail & Non-Cash Gifts	26,506	530	14,926	1,493
10	Parking	0	0	258,080	774
11	Other	63,121	316	18,406	460
12	Total	6,579,507	$38,350	325,058	$5,036

FOR THE THREE MONTHS ENDED JUNE 30, 2017

		Promotional Allowances		Promotional Expenses	
Line (a)	**Description (b)**	**Number of Recipients (c)**	**Dollar Amount (d)**	**Number of Recipients (e)**	**Dollar Amount (f)**
1	Rooms	132,106	$5,482		
2	Food	2,553,501	2,826		
3	Beverage	1,790,184	3,580		
4	Travel	0	0	16,546	1,134
5	Bus Program Cash	4,463	45		
6	Promotional Gaming Credits	4,238	5,899		
7	Complimentary Cash Gifts	23,582	1,571		
8	Entertainment	0	0	265	33
9	Retail & Non-Cash Gifts	13,782	276	5,111	511
10	Parking	0	0	137,013	411
11	Other	27,883	139	11,131	278
12	Total	4,549,739	$19,818	170,066	$2,367

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

Bally's Park Place Inc. (Bally's Atlantic City)
STATEMENT OF CONFORMITY, ACCURACY, AND COMPLIANCE

FOR THE QUARTER ENDED JUNE 30, 2017

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 <u>N.J.S.A.</u> 5:12-84a(1)-(5) during the quarter.

8/15/2017
Date

[Insert Name Here]

Vice President of Finance
Title

6320-11
License Number

On Behalf of:

Bally's Park Place Inc. (Bally's Atlantic City)
Casino Licensee

NOTE 1 – ORGANIZATION AND BASIS OF PRESENTATION

The accompanying financial statements include the accounts of Bally's Park Place, Inc., a New Jersey corporation (the "Company"), an indirect, wholly owned subsidiary of Caesars Operating Company, Inc. ("CEOC") which is a direct wholly owned subsidiary of Caesars Entertainment Corporation ("CEC"). The Company owns and operates the casino hotel resort in Atlantic City, New Jersey known as "Bally's Atlantic City."

The Company operates in one industry segment and all significant revenues arise from its casino and supporting hotel operations. The Company is licensed to operate the facility by the New Jersey Division of Gaming Enforcement, (the "DGE") and is subject to rules and regulations established by the DGE. The Company's license is subject to resubmission every five years.

CEOC Reorganization - On January 15, 2015 (the "Petition Date"), CEOC and certain of its United States subsidiaries, including the Companies, (the "Debtors") voluntarily filed for reorganization under Chapter 11 of the Bankruptcy Code. As a result of this filing, CEOC and the Companies operate as debtors-in-possession under the Bankruptcy Code.

Going Concern - The accompanying financial statements have been prepared on a going concern basis, which assumes continuity of operations and realization of assets and liabilities in the ordinary course of business. Although CEOC's plan of reorganization was confirmed by order of the Bankruptcy Court on January 17, 2017, several issues must be resolved before the CEOC, including the Company, successfully emerges from bankruptcy. The Companies' ability to continue as a going concern continues to be dependent upon CEOC's ability to restructure its indebtedness and emerge from bankruptcy and a favorable resolution to the continued ability to use cash collateral. These uncertainties raise substantial doubt about the Companies' ability to continue as a going concern. The accompanying Consolidating Schedules do not include any adjustments that might result from the outcome of uncertainties, including the possibility that the Companies lose some or substantially all of their assets to foreclosure as a result of these uncertainties

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation - The Companies 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.

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.

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.

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

Long-Lived Assets - The Companies have significant capital invested in long-lived assets, and judgments are made in determining the estimated useful lives of assets and salvage values and if or when an asset (or asset group) has been impaired. The accuracy of these estimates affects the amount of depreciation and amortization expense recognized in the Companies' financial results and whether the Companies have a gain or loss on the disposal of an asset. The Companies assign lives to their assets based on their standard policy, which is established by management as representative of the useful life of each category of asset.

The Companies review the carrying value of their long-lived assets whenever events and circumstances indicate that the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. The Companies typically estimate their fair value of assets starting with a "Replacement Cost New" approach and then deducting appropriate amounts for both functional and economic obsolescence to arrive at fair value estimates. Other factors considered by management in performing this assessment may include current operating results, trends, prospects, and third-party appraisals, as well as the effect of demand, competition, and other economic, legal, and regulatory factors. In estimating expected future cash flows for determining whether an asset is impaired, assets are grouped at the lowest level of identifiable cash flows, which, for the Companies, is the individual property. These analyses are sensitive to management assumptions and the estimates of the obsolescence factors, and changes in the assumptions and estimates, could have a material impact on the analysis and the supplemental consolidated financial statements schedules.

Additions to property and equipment are stated at cost. The Companies capitalize the costs of improvements that extend the life of the asset. The Companies expense maintenance and repair costs as incurred. Gains or losses on the disposition of property and equipment are recognized in the period of disposal. Interest expense is capitalized on internally constructed assets at the applicable weighted-average borrowing rates of interest. Capitalization of interest ceases when the project is substantially complete or construction activity is suspended for more than a brief period of time.

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

Useful Lives	
Land improvements	12 years
Buildings	20 to 40 years
Leasehold improvements	5 to 20 years
Furniture, fixtures, and equipment	2.5 to 20 years

Impairment of Intangible Assets - Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants in the principle market or, if none exists, the most advantageous market, for the specific asset or liability at the measurement date (referred to as the "exit price"). Fair value is a market-based measurement that should be determined based upon assumptions that market participants would use in pricing an asset or liability, including consideration of nonperformance risk.

We assess the inputs used to measure fair value using the three-tier hierarchy promulgated under GAAP. This hierarchy indicates the extent to which inputs used in measuring fair value are observable in the market.

Level 1: Inputs include quoted prices in active markets for identical assets or liabilities that are accessible at the measurement date.

Level 2: Inputs other than quoted prices included in Level 1 that are observable either directly or indirectly, including quoted prices for similar assets in active markets, quoted prices from identical or similar assets in inactive markets, and observable inputs such as interest rates and yield curves.

Level 3: Inputs that are significant to the measurement of fair value that are not observable in the market and include management's judgments about assumptions market participants would use in pricing the asset or liability (including assumptions about risk).

Our assessment of goodwill and other intangible assets for impairment includes an assessment using various Level 2 (EBITDA multiples and discount rate) and Level 3 (forecasted cash flows) inputs.

Fair Value of Financial Instruments - The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties. The carrying amount of receivables and all current liabilities approximates fair value due to their short-term nature. After giving effect to their allowances, the Casino Reinvestment Development Authority ("CRDA") bonds and deposits approximately reflect their fair value based upon their below-market interest rates.

Revenue Recognition — Casino revenues are measured by the aggregate net difference between gaming wins and losses, with liabilities recognized for funds deposited by customers before gaming play occurs and for chips in the customers' possession. Food and beverage, rooms, and other operating revenues are recognized when services are performed. Advance deposits on rooms and advance ticket sales are recorded as customer deposits until services are provided to the customer. Sales taxes and other taxes collected from customers on behalf of governmental authorities are accounted for on a net basis and are not included in net revenues or operating expenses.

(All dollar amounts in thousands)

Casino Promotional Allowances - The retail value of accommodations, food and beverage and other services furnished to casino guests without charge is included in gross revenue and then deducted as promotional allowances. Also included is the value of the coupons redeemed for cash at the property. The estimated costs of providing such complimentary services are classified as casino expenses in the accompanying statements of income. These costs consisted of the following as of June 30:

	2017	2016
Rooms	$4,951	$4,710
Food and Beverage	8,959	9,076
Other	556	430
Bus Program Cash	61	72
Promotional Gaming Credits	11,617	11,610
Other Cash Complimentaries	316	270
	$26,460	$26,168

Total Rewards Program Liability - The Company's customer loyalty program, Total Rewards, offers incentives to customers who gamble at certain of affiliated casinos throughout the United States. Under the program, customers are able to accumulate, or bank, reward credits over time that they may redeem at their discretion under the terms of the program. The reward credit balance will be forfeited if the customer does not earn a reward credit over the prior six-month period. As a result of the ability of the customer to bank the reward credits, the expense of reward credits is accrued after consideration of estimated forfeitures (referred to as "breakage"), as they are earned. The value of the cost to provide reward credits is expensed as the reward credits are earned and is included in casino expense in the accompanying statements of operations. To arrive at the estimated cost associated with reward credits, estimates and assumptions are made regarding incremental marginal costs of the benefits, breakage rates and the mix of goods and services for which reward credits will be redeemed. The Company uses historical data to assist in the determination of estimated accruals. At June 30, 2017 and 2016, the accrued balance for the estimated cost of Total Rewards credit redemptions was $1,732 and $1,552, respectively.

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 points, 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 statements of income. At June 30, 2017 and 2016, the liability related to the outstanding NNRR points, which is based on historical redemption activity, was approximately $483 and $360, respectively.

Gaming Tax — The Company remits weekly to the NJ Division of Taxation a tax equal to eight percent of the gross gaming revenue, as defined. Gaming taxes paid to the NJ Division of Taxation for the six months ended June 30, 2017 and 2016, which are included in casino expenses in the accompanying statements of income, were approximately $9,325 and $8,136, respectively.

Advertising Expenses — Advertising costs are expensed as incurred. Advertising expenses are approximately $379 and $292 for the six months ended June 30, 2017 and 2016, respectively. Advertising expenses are included in general, administrative and other expenses in the statements of income.

City of Atlantic City Real Property Tax and Interim Payment in Lieu of Taxes (PILOT) Financial Management —The City increased the property tax rate by approximately 12.8% for the year ending 2016. Beginning for calendar year 2017, each casino licensee entered into a 10-year financial agreement with the City of Atlantic City promising to make quarterly payments in lieu of real estate taxes. The Company will be 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 total amount of the payment in lieu of property taxes owed to the City of Atlantic City for 2017 will total $120,000. The Company paid its respective quarterly obligations in February and May 2017. For calendar year 2017, the City decreased its property tax rate by approximately 11% for the properties not included in PILOT program.

Income Taxes - The Company is included in the consolidated federal tax return of Caesars and files a separate New Jersey tax return. The provision for federal income taxes is computed based on the statutory federal rate as if the Company had filed a separate income tax return. The provision for state taxes is based on the statutory New Jersey tax.

Deferred tax assets and liabilities represent the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of a change in existing tax rates is recognized as an increase or decrease to the tax provision in the period that includes the enactment date. The Company follows the provisions of *ASC 740- Income Taxes.* The Company recognizes interest and penalties accrued related to unrecognized tax benefits in income tax expense.

Use of estimates - The preparation of financial statements in conformity with generally accepted accounting principles (GAAP) in the United States of America requires management to 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 revenue and expenses reported during the periods. Actual results could differ from such estimates and assumptions.

Internet Gaming - Caesars Interactive Entertainment New Jersey, LLC as the affiliate of Bally's Park Place, Inc. 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. Effective November 20, 2014 the Company does not have an internet gaming permit.
Seasonal factors - The Company's operations are subject to seasonal factors and, therefore, the results of operations of the three months ended June 30 are not necessarily indicative of the results of operations for the full year.

Omission of Disclosures - In accordance with the Financial Reporting guidelines provided by the Division of Gaming Enforcement, the Company has elected not to include certain disclosures, which have not significantly changed since filing the most recent Annual Report. Accordingly, the following disclosures have been omitted: Future Lease Obligations, Employee Benefits and certain Income Tax disclosures.

NOTE 3 – RELATED PARTY TRANSACTIONS

The Company participates with CEOC and its 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 debt.

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

Administrative and Other Services - Pursuant to a shared services agreement, CEOC provides certain corporate and administrative services to the Company and allocates the costs of these services to the company. In May 2014, Caesars Enterprise Services ("CES") was formed, and the Members entered into the Omnibus License and Enterprise Services Agreement (see below). Certain of these corporate and administrative services are now provided by CES. The Company was charged approximately $11,026 and $11,360 for the six months ended June 30, 2017 and 2016, respectively, for these services. The fee is included in charges from affiliates in the accompanying statements of income.

Omnibus License and Enterprise Services Agreement - On May 20, 2014, CEOC, Caesars Entertainment Resort Properties ("CERP"), and Caesars Growth Properties Holdings, LLC ("CGPH") (the "Members" and each a "Member") entered into a services joint venture, CES. CES manages certain Enterprise Assets and the other assets it owns, licenses or controls, and employs certain of the corresponding employees and other employees who previously provided services to CEOC, CERP and CGPH, their affiliates and their respective properties and systems under each property's corresponding property management agreement. Corporate expenses that are not allocated to the properties directly are allocated by CES to CEOC, CERP, and CGPH according to their allocation percentages. Operating expenses will be allocated to each Member with respect to their respective properties serviced by CES in accordance with historical allocation methodologies, subject to annual revisions and certain prefunding requirements.

(All dollar amounts in thousands)

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. Offset to this was Additional Paid in Capital. This is separately shown on the Statement of Changes in Stockholder's Equity.

NOTE 4 – RECEIVABLES AND PATRONS' CHECKS

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

	2017	2016
Casino Receivable (Net of allowance for doubtful accounts $3,021 in 2017 and $3,259 in 2016)	$3,183	$2,593
Other (Net of allowance for doubtful accounts of $538 in 2017 and $492 in 2016)	2,861	4,033
Current Portion of Notes Receivable	384	372
	$6,428	$6,998

NOTE 5- OTHER CURRENT ASSETS

Prepaid Expense and Other Current Assets as of June 30 consist of the following:

	2017	2016
Prepaid Real Estate Taxes	494	0
Prepaid Gaming License Fees	0	921
Refundable Deposits	540	693
Other	1,116	871
	$2,150	$2,485

(All dollar amounts in thousands)

NOTE 6 - INVESTMENTS, ADVANCES AND RECEIVABLES

Investments, advances and receivables as of June 30 consist of the following:

	2017	2016
Casino Reinvestment Development Authority Investment obligations (net of valuation reserves of $12,005 in 2017 and $12,762 in 2016)	$10,036	$13,716
Other	645	901
	$10,681	$14,617

NOTE 7- LAND, BUILDING AND EQUIPMENT

Property and equipment as of June 30 consist of the following:

	2017	2016
Land	$27,808	$27,808
Buildings and Improvements	26,205	18,769
Furniture, Fixtures and Equipment	27,434	23,328
Construction in progress	2,064	7,219
	$83,511	$77,124
Less accumulated depreciation	(28,010)	(20,582)
	$55,501	$56,542

NOTE 8- OTHER ASSETS

Other assets as of June 30 consist of the following:

	2017	2016
Notes Receivable-Net of current portion	$7,951	$8,335
Tax Deferred Asset	37,537	57,249
Other	493	457
	$45,981	$66,041

(All dollar amounts in thousands)

NOTE 9- OTHER ACCRUED EXPENSES

Other accrued expenses as of June 30 consist of the following:

	2017	2016
Accrued Interest	$344,159	$348,292
Accrued Payroll	4,337	6,081
Other	7,597	8,441
	$356,093	$362,814

NOTE 10- LONG-TERM DEBT-DUE TO AFFILIATES AND OTHER

Long-term debt-due to affiliates and other as of June 30 consist of the following:

	2017	2016
8.5% Note payable to Harrah's Entertainment Ltd. ("HEL") due January 1, 2019	$500,000	$500,000
8.5% Note Payable To HEL due May 31, 2021	33,500	33,500
8.5% Note Payable To HEL due May 31, 2021	50,000	50,000
	$583,500	$583,500
Long-term debt-other:	$1,722	$2,405

On July 1, 2006, the three promissory notes formerly held by Caesars Entertainment Finance Corporation ("CEFC") were assigned to HEL. Neither the terms nor the amounts of debt were affected by this assignment. The only notable change resulting from the assignment was a change in the timing of interest payments. Prior to the assignment interest payments were made monthly. However, for subsequent tax years, interest payments will be remitted annually, payable in the following year. As of June 30, 2017 and 2016, accrued interest related to the three inter-company notes totaled $344,159 and $348,292 respectively. Since the notes are due to an affiliate, a determination of fair value is not considered meaningful.

The Company amended and restated its notes payable to HEL originally due January 1, 2009 in the amount of $500,000. The new amended and restated note payable has the same terms and conditions and at the same interest rate but with a new maturity date of January 1, 2019.

The Company also amended and restated its notes payable to HEL originally due May 31, 2011 in the amount of $83,500. The new amended and restated note payable has the same terms and conditions and at the same interest rate but with a new maturity date of May 31, 2021.

Due to the bankruptcy, the long term debt, accrued interest and capital leases are considered liabilities subject to compromise (LSTC).

(All dollar amounts in thousands)

NOTE 11 - OTHER LIABILITIES

As of June 30, Other Liabilities were as follows:

	2017	2016
Retirement and Other Employee benefit Plans	$1,509	$1,498
Deferred Tax Liability	329	346
	$1,838	$1,844

NOTE 12 – 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.

Insurance Reserve - The Company is self-insured for various levels of general liability coverage. Insurance claims and reserves include the accrual of estimated settlements for known and anticipated claims. Accrued expenses and other current liabilities in the accompanying balance sheets include insurance allowances of $500 for the six months ended June 30, 2017 and 2016. Actual results may differ from these reserve amounts. Due to the bankruptcy, the insurance reserve is considered LSTC.

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 will be 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.

CRDA Donation Credit Agreement - In July 2016, the Company, Bally's Park Place Inc.(BPP), Caesars Interactive Entertainment New Jersey LLC (CIE), Showboat Atlantic City Operating Company LLC and Harrah's Operating Company (the Companies) entered into a Donation Credit Agreement with the CRDA. The agreement provides that the Companies donate their current Investment Alternative Tax (IAT) funds on deposit with the CRDA, through the first quarter of 2016, in exchange for a donation credit of 50%, to be used by the Companies for any eligible nongaming projects.

Upon execution of the Donation Credit Agreement, the Company entered into the agreement with CIE. CIE agreed to sell and assign all of its rights to the released IAT funds, which was approximately $700 to the Company and BRC and in exchange, BRC, on behalf of the Company and itself, agrees to and shall apply a $200 Rent Credit to CIE.

(All dollar amounts in thousands)

As of June 30, CRDA related assets were as follows:

	2017	2016
CRDA Bonds - net of amortized costs	$9,298	$9,197
Deposit - net of reserve	612	3,948
Direct Investments - net of reserves	126	571
	$10,036	$13,716

The Company records charges to operations to reflect the estimated net realizable value of its CRDA investment. Charges to operations were ($61) and $84 for the six months ended June 30, 2017 and 2016, respectively, and is included in CRDA (income) expense, in the 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 six months ended June 30, 2017 and 2016 was $40 and $53, 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.

All the Atlantic City casino properties and the CRDA entered into an agreement with the Atlantic City Alliance (the "ACA") to provide funding to subsidize the Atlantic City market. This agreement was signed on November 2, 2011 and expired on December 31, 2016. The agreement provides that in exchange for funding, the ACA will create and implement a marketing plan for the AC Industry. As part of the agreement, the AC Industry provided an initial deposit of $5,000 in December 2011 and paid $30,000 annually until December 31, 2016. A new agreement effective 2017, as part of the PILOT program, requires the AC industry to provide $15,000 in 2017, $10,000 in 2018 and $5,000 from 2019 thru 2023. The Company's obligation for 2017 is $1,276. The company expensed $638 and $1,299 for the six months ending June 30, 2017 and 2016.

(All dollar amounts in thousands)

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).

The gross value of the credits and land parcels described above held by the Companies immediately prior to the transaction were as follows:

Existing Credits	
Harrah's Atlantic City Holding, Inc. and Subsidiaries	$ 23,400
Bally's Park Place, Inc.	10,600
Boardwalk Regency Corporation	7,000
Ocean Showboat, Inc. and Subsidiaries	5,200
	$ 46,200
Donation Credits	
Ocean Showboat, Inc. and Subsidiaries	$ 9,500
Marketplace Parcels	
Bally's Park Place, Inc.	$ 4,600
Boardwalk Regency Corporation	2,700
	$ 7,300

In return for the above, the CRDA will deposit $45,000 into a Project Fund from which Caesars can draw on a pari-passu basis via reimbursements to NewCo based on amounts paid for the Project by NewCo. As of June 30, 2017, Caesars has received $43,211 in reimbursements from the Project Fund.