

MISSOURI GAMING COMMISSION
COMMISSION RESOLUTION NO. 19-049
APPROVING THE OMNIBUS PETITION FOR APPROVAL OF
TRANSFER OF INTEREST AND CHANGE IN CONTROL filed by
CENTURY CASINOS, INC., ELDORADO RESORTS, INC., AND VICI PROPERTIES, INC.

December 4, 2019

WHEREAS, Eldorado Resorts, Inc. (“Eldorado”) is a duly organized Nevada corporation. Eldorado is the ultimate parent of IOC-Caruthersville, LLC d/b/a Lady Luck Casino, Caruthersville, a Missouri limited liability company (“IOC-Caruthersville”) and IOC-Cape Girardeau, LLC d/b/a Isle Casino Cape Girardeau, a Missouri limited liability company (“IOC-Cape Girardeau”). Eldorado is currently licensed by the Commission as a Class A Licensee; and

WHEREAS, Century Casinos, Inc. (“Century”) is a duly organized Delaware corporation. Century is currently licensed by the Commission as a Class A Licensee; and

WHEREAS, VICI Properties, Inc. (“VICI”), is a duly organized Maryland corporation. VICI is currently licensed by the Commission as a Key Business Entity Licensee;

WHEREAS, the parties have entered into an agreement in which Century will acquire Eldorado’s ownership and equity interest and control of IOC-Caruthersville and IOC-Cape Girardeau, becoming the ultimate parent company of both companies; Century will sell the operating real estate upon which IOC-Caruthersville and IOC-Cape Girardeau are located to VICI; and Century will enter into a Master Lease with VICI to lease back all of the real estate assets transferred to VICI; and

WHEREAS, 11 CSR 45-10.040(12) requires approval of the Commission prior to the closing of any sale which would constitute a change of control; and

WHEREAS, 11 CSR 45-10.040(8)(A)1. defines a change of control as the acquisition of any ownership interest of 25% or more; and

THEREFORE, BE IT RESOLVED by the Missouri Gaming Commission that the Omnibus Petition for Approval of Transfer of Interest and Change in Control filed by Eldorado Resorts, Inc., Century Casinos, Inc., and VICI Properties, Inc., a copy of which is attached hereto and incorporated herein by reference, is hereby approved.