

MISSOURI GAMING COMMISSION  
COMMISSION RESOLUTION NO. 19-051  
APPROVING THE JOINT PETITION FOR  
APPROVAL OF TRANSFER OF INTEREST AND CHANGE IN CONTROL filed by  
ELDORADO RESORTS, INC. AND CAESARS ENTERTAINMENT CORPORATION

December 4, 2019

WHEREAS, Caesars Entertainment Corporation (“Caesars”) is a duly organized Delaware corporation. Caesars is the ultimate parent of Harrah’s North Kansas City, LLC d/b/a Harrah’s North Kansas City Hotel and Casino, a Missouri limited liability company (“Harrah’s”). Caesars is currently licensed by the Commission as a Class A Licensee; and

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

WHEREAS, the parties have entered into an agreement in which Eldorado will acquire Caesars, resulting in the change in ownership or control of Harrah’s to Eldorado, and making Eldorado the ultimate parent of Harrah’s; 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 Joint Petition for Approval of Transfer of Interest and Change in Control filed by Eldorado Resorts, Inc., and Caesars Entertainment Corporation, a copy of which is attached hereto and incorporated herein by reference, is hereby approved.



ROBERT D. CANTWELL  
DIRECT LINE: 314.613.2831  
EMAIL: RCANTWELL@LATHROPGAGE.COM  
WWW.LATHROPGAGE.COM

PIERRE LACLEDE CENTER  
7701 FORSYTH BOULEVARD, SUITE 500  
CLAYTON, MISSOURI 63105  
PHONE: 314.613.2800  
FAX: 314.613.2801

RECEIVED  
JUL 29 2019  
MISSOURI GAMING COMMISSION

July 26, 2019

VIA OVERNIGHT MAIL

Edward Grewach, Esq.  
General Counsel  
Missouri Gaming Commission  
3417 Knipp Drive  
Jefferson City, MO 65109

Re: Merger of Caesars Entertainment Corporation into Eldorado Resorts, Inc.

Dear Ed:

As a followup to our recent meeting regarding the referenced proposed transaction, I am enclosing a Joint Petition for Approval of Transfer of Interest and Change in Control. I understand that Key Business Entity applications have been filed for Caesars Growth Partners LLC and Caesars Resort Collection LLC in order to allow for a restructuring of Caesars Entertainment Corporation immediately prior to closing. I will call you next week to discuss the treatment of Caesars Entertainment Corporation. If this transaction is treated similar to recent transactions, the current Class A License of that entity would be extinguished in connection with the change in control and it would need to apply and obtain Key Business Entity License.

I thought we could discuss the proposed transaction as well as any questions on the petition next week if you have time. I am available at your convenience. Thank you.

Very truly yours,

LATHROP GAGE LLP

By: 

Robert D. Cantwell

RDC/lde

CALIFORNIA COLORADO ILLINOIS KANSAS MASSACHUSETTS MISSOURI NEW YORK

8831

**IN THE MISSOURI GAMING COMMISSION  
STATE OF MISSOURI**

In re: )  
)  
ELDORADO RESORTS, INC. )  
100 West Liberty Street, Suite 1150 )  
Reno, Nevada 89501 )  
)  
CAESARS ENTERTAINMENT CORPORATION )  
One Caesars Palace Drive )  
Las Vegas, NV 89109 )  
)  
And )  
)  
HARRAH'S NORTH KANSAS CITY LLC )  
1 Riverboat Dr. )  
North Kansas City, MO 64116 )

**JOINT PETITION FOR APPROVAL  
OF TRANSFER OF INTEREST AND CHANGE IN CONTROL**

COME NOW ELDORADO RESORTS, INC. ("Eldorado"), a Nevada corporation, CAESARS ENTERTAINMENT CORPORATION, a Delaware corporation ("Caesars") and HARRAH'S NORTH KANSAS CITY LLC, a Missouri limited liability company doing business as Harrah's North Kansas City Hotel and Casino ("Harrah's" and along with Eldorado and Caesars collectively referred to herein as the "Petitioners"), by and through Missouri counsel and pursuant to 11 CSR 45-10.040 and other applicable regulations, to petition the Missouri Gaming Commission ("Commission") for its approval of the acquisition of Caesars (including its indirect subsidiary Harrah's) by Eldorado through the merger of Colt Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Eldorado ("Merger Sub"), with and into Caesars with Caesars being the surviving entity (collectively, the "Acquisition"). The

Acquisition is proposed to be accomplished through the consummation of that certain Agreement and Plan of Merger by and among Eldorado, Merger Sub, and Caesars dated as of June 24, 2019 (the “Merger Agreement”). In support of their Joint Petition for Approval of Transfer of Interest and Change in Control, Petitioners state as follows:

**FACTS**

1. Under this Petition, the real estate on which Harrah’s operates will remain in New Harrah’s North Kansas City LLC, an indirect subsidiary of an existing Key Business Entity Licensee in Missouri, VICI Properties Inc. Pursuant to a Master Transaction Agreement by and between VICI Properties L.P. and Eldorado dated as of June 24, 2019 executed in connection with the execution of the Merger Agreement (“the Master Agreement”), the lease for the real estate on which Harrah’s operates will be amended. A copy of the Master Agreement is attached hereto as Exhibit A.

2. VICI Properties Inc.’s Key Business Entity License was originally issued on September 27, 2017, and its current period of licensure is set to expire on September 30, 2021.

3. Eldorado is a publicly traded corporation that owns and operates twenty-six (26) gaming entertainment properties located in twelve (12) states with nearly eighteen thousand (18,000) employees enterprise-wide. Eldorado is currently the ultimate parent company of Isle of Capri Boonville, Inc., IOC-Kansas City, Inc., IOC-Caruthersville, LLC, IOC-Cape Girardeau LLC and Tropicana St. Louis LLC, and, as such, was required by the Commission to obtain a Class A Riverboat Gaming License.

4. Eldorado holds a Class A License in Missouri, originally issued April 26, 2017. Eldorado's current period of licensure is set to expire on April 30, 2023.

5. Caesars is a publicly traded corporation that owns and operates fifty (50) gaming entertainment properties, located in thirteen (13) states and five (5) countries with nearly seventy thousand (70,000) employees enterprise-wide. Caesars is currently the ultimate parent company of Harrah's and as such was required by the Commission to obtain a Class A Riverboat Gaming License.

6. Caesars holds a Class A License in Missouri, originally issued April 2, 2000. Caesars's current period of licensure is set to expire on May 30, 2022. Caesars operates only one Class B licensee in Missouri, Harrah's. Harrah's Class B License was last renewed on June 1, 2018, and is set to expire on May 30, 2022.

7. The Petitioners wish to consummate the Acquisition upon the terms and conditions set forth in the Merger Agreement and the Master Agreement. In order to accomplish this transfer of equity from the current owners of Caesars to Eldorado, it is necessary to merge Merger Sub with and into Caesars with Caesars surviving the merger as a direct wholly owned subsidiary of Eldorado (the "Merger").

8. In connection with the Merger, it is anticipated that the current Class A License for Caesars will be automatically extinguished by operation of 11 CSR 10.040(8).

9. Following the Merger, Caesars will continue as an intermediary holding company of Harrah's, wholly owned and controlled thereafter by Eldorado. Consequently, subject to

regulatory approval, Eldorado will be the ultimate parent company for Harrah's. The proposed transfer of the equity of Harrah's from the current owners of Caesars to Eldorado by operation of law in connection with the Merger would amount to a material change in ownership or control under 11 CSR 10.040(8)(1) (such transfer of equity hereinafter referred to as the "Harrah's Change in Control").

10. The Petitioners have supplied the Commission staff with substantial documentation regarding the Harrah's Change in Control and the Master Agreement. Eldorado and all the key persons and key business entities associated with it are current Missouri Class A, Key Person or Key Business Entity Licensees, as the case may be, and are fully available to provide additional data to assist the Commission staff in assessing whether the Harrah's Change in Control (i) are in the best interest of the state of Missouri, (ii) are not injurious to the public health, safety, morals, good order, or general welfare of the people of the state of Missouri, or a discredit to the gaming industry or the state of Missouri, (iii) would have no material negative competitive impact, (iv) would have no potential to affect the licensee's suitability to hold a gaming license and (v) would not potentially result in any significant negative changes in the financial condition of the licensee.


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**WHEREFORE**, the Petitioners respectfully request that the transfer of ownership interest and change in control of the Class B Licensee Harrah's in connection with the Harrah's Change in Control be approved by the Missouri Gaming Commission in accordance with 11 CSR 10.040(12).

Dated: July 25, 2019

Respectfully submitted,

LATHROP GAGE LLP

By:   
Robert D. Cantwell, Bar Number 45027  
Lathrop Gage LLP  
7701 Forsyth Boulevard, Suite 400  
Clayton, Missouri 63105  
Telephone No.: (314) 613-2831  
Facsimile No.: (314) 613-2801

Counsel for Eldorado Resorts Inc. and  
Caesars Entertainment Corporation