



ELDORADO RESORTS ANNOUNCES PRICING OF THE OFFERINGS OF \$3,400 MILLION OF 6.250% ERI SENIOR SECURED NOTES, \$1,800 MILLION OF 8.125% ERI SENIOR NOTES AND \$1,000 MILLION OF 5.750% CRC SENIOR SECURED NOTES

June 19, 2020

RENO, Nev.--(BUSINESS WIRE)-- Eldorado Resorts, Inc. (Nasdaq: ERI) ("Eldorado" or the "Company") today announced that its wholly-owned subsidiary Colt Merger Sub, Inc. (the "Escrow Issuer"), has priced its previously announced offering of \$3,400.0 million aggregate principal amount of 6.250% senior secured notes due 2025 (the "ERI Senior Secured Notes") (the principal amount of the offering of the ERI Senior Secured Notes was increased by \$320.0 million from the previously announced offering size of \$3,080.0 million), \$1,800.0 million aggregate principal amount of 8.125% senior notes due 2027 (the "ERI Senior Notes" and, together with the ERI Senior Secured Notes, the "ERI Notes") (the principal amount of the offering of the ERI Senior Notes was decreased by \$75.0 million from the previously announced offering size of \$1,875.0 million) and \$1,000.0 million aggregate principal amount of 5.750% senior secured notes due 2025 (the "CRC Senior Secured Notes" and, together with the ERI Notes, the "Notes") (the principal amount of the offering of the CRC Senior Secured Notes was decreased by \$50.0 million from the previously announced offering size of \$1,050.0 million).

The sale and offering of the Notes is expected to close on or about July 6, 2020, subject to market and customary closing conditions.

The Notes offerings are part of the financing for the proposed acquisition by Eldorado of all of the issued and outstanding equity interests of Caesars Entertainment Corporation ("Caesars"), a Delaware corporation, pursuant to which the Escrow Issuer will merge with and into Caesars, with Caesars continuing as the surviving corporation and a wholly-owned subsidiary of Eldorado (the "Merger").

The proceeds of each of the proposed offerings will be placed in escrow pending satisfaction of certain conditions, including, without limitation, the consummation of the Merger. Upon satisfaction of such escrow conditions, (i) with respect to the ERI Notes, Eldorado will assume the Escrow Issuer's obligations under the ERI Notes and the indentures that will govern the ERI Notes, and certain of Eldorado's subsidiaries, after giving effect to the Merger (including Caesars and certain of its subsidiaries), will guarantee Eldorado's obligations under the ERI Notes, and (ii) with respect to the CRC Senior Secured Notes, Caesars Resort Collection, LLC ("CRC") and CRC Finco, Inc. ("CRC Finco") will, jointly and severally, assume the Escrow Issuer's obligations under the CRC Senior Secured Notes, and certain of CRC's subsidiaries, after giving effect to the Merger will guarantee CRC and CRC Finco's obligations under the CRC Senior Secured Notes.

Upon satisfaction of the escrow conditions, Eldorado intends to apply the net proceeds of the sale of the ERI Notes and CRC and CRC Finco intend to apply the net proceeds of the sale of the CRC Senior Secured Notes, in each case, together with proceeds of the new CRC incremental term loan, the various real estate related transactions under Eldorado's master transaction agreement with VICI Properties L.P. and cash on hand, to (i) fund a portion of the consideration for the Merger, (ii) (a) pay in full all amounts outstanding (including all accrued and unpaid interest) and terminate all commitments under Eldorado's existing credit agreement, (b) repay all of the outstanding borrowings under the CRC credit facility, (c) repay (or redeem, repurchase, defease or satisfy and discharge) in full all of Eldorado's existing senior notes, (d) repurchase certain (but potentially not all) of Caesars' convertible notes and (e) pay in full all amounts outstanding (including all accrued and unpaid interest) and terminate all commitments under the existing credit agreement of CEOC, LLC and (iii) pay fees and costs related to the foregoing.

The Notes will be offered to persons reasonably believed to be qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the "Securities Act") and to persons outside the United States under Regulation S of the Securities Act. The Notes will not be registered under the Securities Act, and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Eldorado Resorts, Inc.

Eldorado Resorts is a leading casino entertainment company that owns and operates twenty-three properties in eleven states, including Colorado, Florida, Illinois, Indiana, Iowa, Louisiana, Mississippi, Missouri, Nevada, New Jersey, and Ohio. In aggregate, Eldorado's properties feature approximately 23,900 slot machines, VLTs and e-tables and approximately 660 table games, and over 11,300 hotel rooms.

Forward-looking Statements

This press release includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include, among others, statements regarding expectations, future operating results and other information that is not historical information. When used in this press release, the terms or phrases such as "anticipates," "believes," "projects," "plans," "intends," "expects," "might," "may," "estimates," "could," "should," "would," "will likely continue," and variations of such words or similar expressions are intended to identify forward-looking statements. Although our expectations, beliefs and projections are expressed in good faith and with what we believe is a reasonable basis, there can be no assurance that these expectations, beliefs and projections will be realized. There are a number of risks and uncertainties that could cause our actual results to differ materially from those expressed in the forward-looking statements made herein.

Accordingly, the Company cautions that the forward-looking statements contained herein are qualified by important factors that could cause actual results to differ materially from those reflected by such statements. Such factors include, but are not limited to, risks related to the following: (a) the extent and duration of the impact of the global COVID-19 pandemic on the Company's business, financial results and liquidity; (b) the duration of closure of our properties, which we cannot predict at this time; (c) the impact and cost of new operating procedures expected to be implemented upon re-opening of the Company's casinos; (d) the impact of actions we have undertaken to reduce costs and improve efficiencies to mitigate losses as a result of the COVID-19 pandemic, which could negatively impact guest loyalty and our ability to attract and retain our employees; (e) the impact of the COVID-19 pandemic and resulting unemployment and changes in general economic conditions on discretionary consumer spending and customer demand; (f) our substantial indebtedness and significant financial commitments, including our lease obligations, could adversely affect our results of operations and our ability to service such obligations, react to changes in our markets and pursue development and acquisition opportunities; (g) restrictions and limitations in agreements governing our debt could significantly affect our ability to operate our business and our liquidity; (h) risks relating to payment of a significant portion of our cash flow as debt service and rent under our lease obligations; (i) financial, operational, regulatory or other potential challenges that may arise as a result of leasing of a number of our properties from a single lessor; (j) our facilities operate in very competitive environments and we face increasing competition including through legalization of online betting and gaming; (k) uncertainty regarding legalization of betting and online gaming in the jurisdictions in which we operate and conditions applicable to obtaining the licenses required to enable our betting and online gaming partners to conduct betting and gaming activities; (l) the ability to identify suitable acquisition opportunities and realize growth and cost synergies from any future acquisitions; (m) future maintenance, development or expansion projects will be subject to significant development and construction risks; (n) our gaming operations are highly regulated by governmental authorities and the cost of complying or the impact of failing to comply with such regulations; (o) changes in gaming taxes and fees in jurisdictions in which we operate; (p) risks relating to pending claims or future claims that may be brought against us; (q) changes in interest rates and capital and credit markets; (r) our ability to comply with certain covenants in our debt documents and lease obligations; (s) the effect of disruptions to our information technology and other systems and infrastructure; (t) our ability to attract and retain customers; (u) weather or road conditions limiting access to our properties; (v) the effect of war, terrorist activity, acts of violence, natural disasters and other catastrophic events; (w) the intense competition to attract and retain management and key employees in the gaming industry; and (x) other factors included in "Risk Factors," of the Company's Annual Report on Form 10-K for the year ended December 31, 2019, the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, each as filed with the SEC.

In light of these and other risks, uncertainties and assumptions, the forward-looking events discussed in this press release might not occur. These forward-looking statements speak only as of the date of this press release, even if subsequently made available on our website or otherwise, and we do not intend to update publicly any forward-looking statement to reflect events or circumstances that occur after the date on which the statement is made, except as may be required by law.

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Source: Eldorado Resorts, Inc.