

BEFORE THE INDIANA HORSE RACING COMMISSION

IN RE:

THE PETITION OF ELDORADO RESORTS, INC. FOR)
(1)ALL NECESSARY APPROVALS INCLUDING APPROVAL)
TO ACQUIRE ALL OF THE OWNERSHIP OF CAESARS)
ENTERTAINMENT CORPORATION AND ITS DIRECT)
AND INDIRECT SUBSIDIARIES INCLUDING HOOSIER)
PARK, LLC AND CENTAUR ACQUISITION, LLC AS SET)
FORTH IN THE MATERIAL DEFINITIVE AGREEMENT)
AND PLAN OF MERGER; (2) TO FIND THE CHANGE IN)
OWNERSHIP IS IN THE BEST INTERESTS OF THE STATE)
OF INDIANA AND HORSE RACING; (3) APPROVAL OF)
THE ACQUISITION FINANCING; (4) APPROVAL OF)
PRESERVATION OR TRANSFER OF RECOGNIZED)
MEETING PERMITS AND SATELLITE FACILITY LICENSES)
RELATED TO THE OPERATIONS OF INDIANA GRAND)
AND HOOSIER PARK; AND (5) SUCH OTHER APPROVALS)
AS MAY BE NECESSARY TO IMPLEMENT THE)
CONTEMPLATED TRANSACTION)

(REDACTED) EXHIBIT LIST OF INDIANA HORSE RACING COMMISSION

Comes now the Indiana Horse Racing Commission (“Commission”), by counsel, pursuant to the Notice of Hearing and Pre-Hearing Order dated June 25, 2020 and submits the following (Redacted) List of Exhibits that counsel will offer into evidence during the hearing of the above-captioned matter scheduled for July 13, 2020:

- A. Petition of Eldorado Resorts, Inc. (hereinafter the “Petitioner”, “Applicant”, and/or “ERI”) dated July 31, 2020, requesting any and all necessary Commission approvals to acquire all of the ownership interests of Caesars Entertainment Corporation and its direct and indirect subsidiaries (“Caesars”).
- B. ERI’s Application for Transfer of Ownership Interest in Hoosier Park and Indiana Grand Racetrack and Casino (the “Transfer Application”) (with multiple Exhibits) filed with the Commission’s Executive Director by Mathew W. Norris of Krieg Devault on July 16, 2019. Designated Binders and/or attached Exhibits are **CONFIDENTIAL** and the others are not.
- C. Redacted Staff Report of the Commission’s Executive Director filed on July 6, 2020, with attached exhibits:
 1. Copy of **71 IAC 11-1-6 “Permit Criteria”**.
 2. RG & E Report titled “A Report for the Indiana Horse Racing Commission- Considerations and Recommendations for the Commission” dated May 29, 2018 (“Reed’s First Report”).
 3. RG & E Report titled “A Report for the Indiana Horse Racing Commission- Considerations and Recommendations for the Commission” dated January 9,

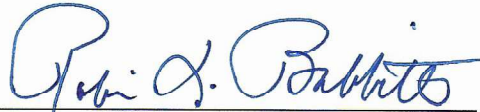
- 2020 (“Reed’s Second Report”).
4. Minutes of the December 3, 2019 Meeting of the Indiana Horse Racing Commission.
 5. **CONFIDENTIAL document obtained from the Indiana Gaming Commission.** This document is not attached to the public version of this exhibit list.
 6. **CONFIDENTIAL document obtained from the Indiana Gaming Commission.** This document is not attached to the public version of this exhibit list.
 7. Letter from Commission Executive Director Mike Smith to Jeff Hendricks of ERI dated September 24, 2019 with requests for information (the “September letter”).
 8. **CONFIDENTIAL document.** ERI letter from Jeff Hendricks to Executive Director Pitman (with attachments) dated October 17, 2019 responding to the “September Letter”. This letter (and attachments) **are not attached to the public version of this exhibit list.**
 9. Letter from Commission Executive Director Deena Pitman to Jeff Hendricks of ERI dated November 21, 2019 with follow-up requests for information (the “November letter”).
 10. **CONFIDENTIAL document.** ERI letter from Jeff Hendricks to Executive Director Pitman (with attachments) dated December 18, 2019 responding to the “November Letter” (“ERI’s Second Response”). This letter (and attachments) **are not attached to the public version of this exhibit list.**
 11. ERI letter from Jeff Hendricks to Executive Director Pitman dated February 5, 2020 initially responding to “Reed’s Second Report” (the “February Letter”).
 12. ERI letter from Tom Reeg, Anthony Carano and Joe Morris to Executive Director Pitman dated March 3, 2020 after collaboration with the Indiana racing industry making additional commitments to the Commission and Commission Staff (the “March Letter”).
 13. Undated Letter from Gaskin, Hill and Blackwell to the Commission provided to the Commission’s Executive Director on or about February 26, 2020.
 14. Undated Letter from Dwayne Rhule, Chairman of the Standardbred Advisory Board to the Commission provided to the Commission’s Executive Director on or about March 18, 2020.
 15. Hoosier Park and Indiana Grand Equipment Summary, Revised May 18, 2018.
 16. Centaur’s 2017 State and Community Impact Report. A copy is not attached but a digital version may be downloaded directly from www.hoosierpark.com or www.indianagrand.com.
- D. Commission Final Order (In re: Centaur’s Acquisition of Indiana Grand) dated Jan. 7, 2013.
- E. Commission Final Order (In re: Approval of Initial Distribution Agreement) dated December 10, 2013, file marked Jan. 2, 2014.
- F. Commission Final Order (In re: Conditional Approval of Transfer from Centaur to Caesars) dated July 10, 2018.

- G. Indiana Equine Industry Economic Impact and Health Study, September 2011, Authored by Susan E. Conners, Ph.D., Purdue University Calumet, Laurent Couetil, DVM, Ph.D., Purdue University, Jonathan M. Furdek, Ph.D., Purdue University Calumet, and Mark A. Russell, Ph.D., Purdue University. A digital version may be downloaded directly from 'www.vet.purdue.edu/esmc/files/documents/Indiana-Equine-Industry-Economic-Impact-and-Health-Study-2011.pdf'.
- H. **CONFIDENTIAL document.** Letter from Carolyn Spoletini of Caesars to Commission Executive Director Deena Pitman dated Sept.11, 2019 with litigation update. A copy of this document is **not attached to the public version of this exhibit list.**
- I. **CONFIDENTIAL document.** ERI email from Jeff Hendricks to Executive Director Pitman (and others) dated November 21, 2019 providing an Eldorado financing update. This letter is **not attached to the public version of this exhibit list.**
- J. Letter from Jeffrey Stemerick of Taft (sent on behalf of IHBPA & QHRAI) to the Commission dated Nov. 27, 2019 relating to alleged deficiencies in Caesars' 2020 Operational Plan.
- K. Document emailed by Jeff Hendricks of ERI on Feb. 2, 2020 Identifying Post Merger Leadership Team (which includes SVP of Racing with Direct Report to President and COO).
- L. **CONFIDENTIAL document.** ERI letter from Jeff Hendricks to Executive Director Pitman dated March 30, 2020 providing a "post-pandemic" general business, transaction and financing update. This letter is **not attached to the public version of this exhibit list.**
- M. Letter from Commission Executive Director Deena Pitman to Jeff Hendricks of ERI dated April 22, 2020 with follow-up requests for information relating to financing models and Put-Call Agreement.
- N. **CONFIDENTIAL document.** Letter from Jeff Hendricks of ERI responding to additional questions relating to financing models and Put-Call Agreement from Deena Pitman, Commission Executive Director dated April 28, 2020." A copy of this document is **not attached to the public version of this exhibit list.**
- O. **CONFIDENTIAL document.** Document emailed by Jeff Hendricks to Commission Executive Director Deena Pitman on April 30, 2020, entitled "Executive Update-Eldorado Resorts & Caesars Entertainment Integration 4/29/2020". A copy of this document is **not attached to the public version of this exhibit list.**
- P. **CONFIDENTIAL document obtained from the Indiana Gaming Commission.** This document is **not attached to the public version of this exhibit list.**
- Q. **CONFIDENTIAL document.** Powerpoint provided by ERI to the Commission during IGC/IHRC Staff Meeting on October 22, 2019 titled "Presentation to Indiana Gaming Commission & Indiana Horse Racing Commission Transformational Strategic Combination". A copy of this document is **not attached to the public version of this exhibit list.**
- R. **CONFIDENTIAL document.** Powerpoints provided by ERI to the Commission during IGC/IHRC Staff Meeting on December 19, 2019 titled "Presentation to Indiana Gaming Commission & Indiana Horse Racing Commission Regarding Eldorado Resorts, Inc. Merger with Caesars Entertainment Corporation" and "Eldorado Synergy Update". A copy of these documents are **not attached to the**

public version of this exhibit list.

- S. Any Order issued by the Indiana Gaming Commission as a result of its scheduled 7/10/20 Hearing on the Petition Concerning Granting Transfer of Ownership Interest in Owners Licenses to Eldorado.
- T. **CONFIDENTIAL document.** Letter from Indiana Gaming Commission Executive Director, Sara Tait, to Deena Pitman, Commission Executive Director dated 7/6/2020 re good standing and suitability of ERI and Caesars Key Personnel. A copy of this document is **not attached to the public version of this exhibit list.**
- U. Letter from The Honorable Thomas D. DeBaun, Mayor of Shelbyville, to the Commission dated July 1, 2020.
- V. Letter from the Indiana HBPA to the Commission dated July 7, 2020 expressing (conditional) support for the ERI Petition.
- W. Any letters and/or submissions provided in response to the Public Version of the Commission Executive Director's Report dated July 6, 2020.

WHEREFORE, counsel for the Commission respectfully requests that the Commission make the designated exhibits a part of the record of the proceedings during the public hearing noticed and scheduled to take place on July 13, 2020.



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Attorney for Indiana Horse Racing Commission

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing has been served upon the following parties by email this 8th day of July, 2020:

Deena Pitman, Executive Director
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Mathew W. Norris
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