

Tropicana enters into definitive agreement to sell Casino Aztar

Tropicana Entertainment, an indirect subsidiary of Tropicana Casinos and Resorts, announced that it has entered into a definitive agreement to sell its Casino Aztar riverboat gaming and hotel property in Evansville, Indiana, to Eldorado Resorts, LLC for up to USD 245 million.

The operation consists on USD 190 million of cash consideration, a USD 30 million note, and USD 25 million in potential earnings incentives linked to the operating performance of the property. Tropicana intends to use the proceeds of the sale to reduce debt.

The sale is subject to customary conditions including financing and approval by the Indiana Gaming Commission (IGC), which must license Eldorado before the transaction can close. At any time prior to Eldorado receiving a financing commitment, Tropicana may accept a superior proposal to acquire Casino Aztar, subject to the payment of a breakup fee.

Separately, Tropicana also voluntarily agreed to have an IGC-appointed trustee act as manager of Casino Aztar until any pending sale is completed. Tom Dingman, a former Harrah's executive, was appointed trustee today by the IGC and will manage the day-to-day operations subject to Tropicana's approval of significant decisions such as entering into material agreements, incurring debt and settling lawsuits. Dingman also will be required to consult with Tropicana before setting an annual budget, making executive compensation decisions and settling administrative actions.

Dingman is an experienced casino hotel manager who has held management positions at Harrah's properties in the US – San

Diego, New Orleans, and Vicksburg – and in Auckland, New Zealand. He retired from Harrah's in 2003 and currently acts as a consultant to companies in the gaming industry. His appointment is effective immediately.

Credit Suisse acted as exclusive financial advisor to Tropicana for the sale of Casino Aztar and Innovation Capital, LLC rendered an opinion that the agreed-upon sale price was at least equal to fair market value.