

Skadden regularly represents companies and investment banks involved in the development, management, financing, acquisition and restructuring of gaming projects. The firm has handled numerous transactions involving casinos in established and emerging casino gaming markets in and outside the United States, and has advised clients on compliance issues and acquisitions involving the online gaming industry. Attorneys from the firm's real estate, corporate finance, mergers and acquisitions, restructuring and banking practices have substantial experience in the gaming industry.

Mergers and Acquisitions

Skadden has represented parties to some of the largest mergers, acquisitions and restructurings in the gaming industry. For example, the firm has been involved in the following merger and acquisition transactions:

- Amaya Gaming Group Inc. (Canada) in its US\$36 million acquisition of CryptoLogic Limited (Ireland). Both parties are providers of software services for the gaming industry;
- the special committee of Caesars Acquisition Company in connection with Caesars Growth Partners, LLC's US\$2 billion acquisition of Bally's Las Vegas, The Cromwell, The Quad Resort and Casino and Harrah's New Orleans from Caesars Entertainment Corporation;
- Deutsche Bank AG in its US\$1.7 billion sale of The Cosmopolitan of Las Vegas, a hotel and casino, to Blackstone Real Estate Partners VII, L.P.;
- Galaxy Entertainment Group Limited in:
 - the US\$554 million acquisition of Best Max by Neptune Group Limited (Hong Kong); and
 - the US\$840 million sale of a 20 percent stake to Permira Advisers Limited (United Kingdom);
- Gaming and Leisure Properties, Inc. in its US\$140 million acquisition of the real estate assets of the Casino Queen in East St. Louis, Miss., and the lease-back of the property to Casino Queen, Inc.;
- Hard Rock Hotel, Inc. (owner of the Hard Rock Hotel and Casino) and Peter Morton in Hard Rock Hotel's \$770 million acquisition by Morgans Hotel Group Co. and DLJ Merchant Banking Partners;
- Hony Capital as part of a buyer consortium in the proposed US\$2.8 billion going-private acquisition of Giant Interactive Group, Inc. Both Hony Capital and Giant are based in China;
- New Cotai Holdings Inc., an entity controlled by funds managed by Silver Point Capital, L.P. and Oaktree Capital Management, L.P., in the US\$360 million sale of a 60 percent stake in Macau Studio City to Melco Crown Entertainment Limited (Hong Kong);

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- Pinnacle Entertainment Inc. in:
 - the unsolicited, but subsequently agreed upon, acquisition of substantially all of its real estate by Gaming and Leisure Properties, Inc. (GLPI). As part of this transaction, the Belterra Park Gaming & Entertainment unit of Pinnacle will be spun off into a separate, publicly traded company and the real estate assets held by the remaining company will be acquired by GLPI; and
 - its evaluation of a proposal from activist shareholder Orange Capital, LLC to spin off its property assets into a real estate investment trust;
 - SHFL Entertainment, Inc. in its US\$1.3 billion acquisition by Bally Technologies, Inc.; and
 - WMS Industries Inc., a manufacturer of electronic gaming machines and video lottery terminals, in its \$1.5 billion acquisition by Scientific Games Corporation, a supplier of instant-win lottery tickets and a manufacturer of lottery terminals.
- Financings**
- Skadden attorneys advise issuers, underwriters and investors in every variety of gaming financing, including public and private transactions, high-yield and investment grade debt offerings, initial public offerings and secondary equity sales. For example, Skadden has represented:
- Citigroup Global Markets Inc. and UBS AG as joint lead managers in the US\$337 million Rule 144A/Regulation S follow-on offering of common stock by Melco Crown (Philippines) Resorts Corporation, the joint developer, and the operator, of a proposed US\$1.3 billion, 900-room casino and resort complex in the Philippines;
 - CLSA Limited and UBS AG as joint lead managers in a US\$230 million Rule 144A/Regulation S offering of shares by Bloomberry Resorts Corporation, the developer of Solaire Manila, a resort and gaming complex located in Entertainment City in the Philippines;
 - Credit Suisse (Hong Kong) Limited and Deutsche Bank AG, Hong Kong Branch (as U.S. and Hong Kong counsel) as joint sponsors in the dual primary listing of shares by way of introduction on the Hong Kong Stock Exchange of Melco Crown Entertainment Limited (Hong Kong), a developer and owner of casino gaming and entertainment resort facilities in Macau;
 - Deutsche Bank AG, Citicorp International Limited, Merrill Lynch International and The Royal Bank of Scotland plc as joint bookrunners in a US\$356 million Regulation S offering of Renminbi-denominated 3.75% bonds due 2013 by Melco Crown Entertainment Limited (Hong Kong), a developer and owner of casino gaming and entertainment resort facilities in Macau. The bonds were listed on the Singapore Stock Exchange;
 - Macquarie Capital (Australia) Limited and UBS AG, Australia Branch as underwriters in a A\$454 million accelerated renounceable entitlement offer of ordinary shares by Echo Entertainment Group Limited (Australia), a hospitality, dining, nightlife and gaming business;
 - Morgan Stanley & Co. LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and RBS Securities Inc. as joint bookrunning managers in a US\$500 million offering of 5.35% senior notes due 2023 by International Game Technology;
 - New Cotai Holdings, LLC, a joint venture of funds managed by Silver Point Capital, L.P. and Oaktree Capital Management, L.P., in a US\$88 million Rule 144A/Regulation S high-yield offering of 10.625% senior pay-in-kind notes due 2019 issued by New Cotai, LLC and New Cotai Capital Corp., subsidiaries of New Cotai Holdings. This was an add-on offering to a previously issued US\$380 million of 10.625% senior pay-in-kind notes due 2019. The proceeds will be used to finance New Cotai's capital commitments to the Macau Studio City project, a US\$2 billion hotel and casino development in Macau scheduled to open in 2015;
 - Penn National Gaming, Inc. in:
 - financing and tax matters related to the separation of Penn's gaming assets and real property assets into two publicly traded companies, Penn and Gaming and Leisure Properties. The separation resulted in the first-ever tax-free spin-off of a "PropCo" real estate investment trust from a taxable C corporation; and
 - its \$2.15 billion of new senior secured credit facilities, which included a \$700 million five-year revolving credit facility, a \$700 million five-year Term Loan A, and a \$750 million seven-year Term Loan B.
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- PropCap Credit Fund I, LP in the US\$1.9 billion recapitalization of the Atlantis Bahamas Resort on Paradise Island. The complicated cross-border financing structure included mortgage and mezzanine loan components and a combination of real estate and Bahamian and U.S. equity interests securing the loans. As part of the recapitalization, the Atlantis Bahamas Resort became part of the Autograph Collection of independent hotels that are available through Marriott's international reservation and Marriott Rewards system.
 - Revel AC, Inc., a subsidiary of Revel Entertainment Group, LLC, and its affiliates in a \$1.15 billion financing, consisting of an \$850 million senior secured term loan facility and a \$304 million private placement of units consisting of 12% second lien notes due 2018 and warrants to fund the completion of construction, opening and operations of Revel's Atlantic City casino resort. Skadden also represented Revel in connection with its negotiation of an energy services agreement with a third-party energy provider that will construct a central utility plant for the project;
 - the sponsor and the underwriters in connection with the £375 million rights issue by William Hill PLC, a provider of betting services in the United Kingdom;
 - Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp., wholly owned subsidiaries of Wynn Resorts, Limited, in:
 - a \$1.32 billion Rule 144A/Regulation S offering of 7.75% first mortgage notes due 2020, and in a tender offer and consent solicitation for \$1.3 billion of its 6.625% first mortgage notes due 2014. Skadden also represented Wynn Las Vegas in a concurrent seventh amendment of its senior secured credit facility, which extended the maturity on a portion on its term loans and revolving commitments by approximately two years and provided for approximately \$248 million in new term loans; and
 - a \$900 million Rule 144A/Regulation S offering of 5.375% first mortgage notes due 2022, and in a related amendment to their senior secured credit facility;
 - Wynn Macau, Limited, the Macau business of resort and casino operator Wynn Resorts, Limited, in:
 - (as U.S. and Hong Kong counsel) its US\$1.87 billion initial public offering and listing in Hong Kong. This is the first U.S.-controlled company to seek a listing on the Main Board of the Hong Kong Stock Exchange;
 - its US\$750 million Rule 144A/Regulation S offering of 5.25% senior unsecured notes due 2021. The notes were listed on the Hong Kong Stock Exchange. This was an add-on offering to Wynn Macau's previously issued US\$600 million of 5.25% senior unsecured notes due 2021; and
 - its US\$600 million Rule 144A/Regulation S offering of 5.25% senior unsecured notes due 2021. The notes were listed on the Hong Kong Stock Exchange; and
 - Wynn Resorts (Macau) S.A., a subsidiary of Wynn Resorts (Macau), Ltd., in connection with a new US\$2.3 billion dual-currency secured credit facility, which consisted of a US\$750 million senior secured term loan facility, a US\$1.55 billion senior secured term loan facility and an option to upsize the total senior secured facilities by an additional US\$200 million. The borrowings will be used to refinance Wynn Macau's existing indebtedness and to fund the design, development and construction of Wynn Macau's new casino resort in the Cotai area of Macau.
- Skadden's experience also includes representing Dr. James Nave, the independent director of Station Casinos, Inc., in Station Casinos' prepackaged Chapter 11 bankruptcy filing, including a potential auction of assets, and Column Financial Inc. in connection with the \$360 million mortgage loan on the Resorts Atlantic City Casino Hotel. We also advised Penn National Gaming (as REIT tax counsel) in the separation of its gaming operating assets and real estate property assets into two publicly traded companies.

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Development

Skadden attorneys regularly advise owners, developers and investors in connection with large-scale development and expansion projects in the gaming industry. Significant transactions include representing:

- New Cotai Holdings, LLC in a US\$380 million Rule 144A/Regulation S high-yield offering of 10.625% senior pay-in-kind notes due 2019 issued by two subsidiaries of New Cotai Holdings, LLC as co-issuers, and a 7.4 percent indirect equity interest in New Cotai Holdings, LLC. The proceeds will be used to finance New Cotai's capital commitments to the Macau Studio City project, a US\$2 billion hotel and casino development in Macau scheduled to open in 2015. This matter was named the "Asia-Pacific Leisure Deal of the Year" for 2013 by *Project Finance* magazine; and
- Wynn Resorts, Limited and Wynn Macau, Limited in connection with a US\$200 million upsizing of its commercial bank facilities for its Macau operations. The additional funds will be used towards construction costs for Wynn's proposed US\$4 billion casino resort in the Cotai area of Macau.

Online Gaming

Our attorneys have experience representing participants in the online gambling industry, including online gambling operators and the companies that support them, such as financial institutions, payment processors and gambling software providers, in all matters related to U.S. anti-gambling laws and anti-money laundering laws in connection with gaming-related issues. Our attorneys advise gaming software and services companies on compliance issues and approaches to mitigating potential risks relating to U.S. anti-gambling laws. For example, we represented:

- PokerStars in connection with government investigations into the online poker industry, in which the company settled a civil forfeiture and civil money laundering action brought by the Department of Justice;
- one of the world's largest online payment processors in connection with a prosecution brought by the DOJ in the Southern District of New York; and
- a European law firm to provide an expert opinion on U.S. anti-gambling laws and anti-money laundering laws.

We also represent clients in deal-related matters, including:

- a European private equity firm on U.S. anti-gambling laws in connection with the potential acquisition of an online gaming company;
- one of the founding shareholders of 888 Holdings plc in its US\$1.4 billion acquisition of bwin.party digital entertainment plc. Both companies are based in Gibraltar;
- Bally Technologies, Inc. in its:
 - US\$100 million acquisition of Dragonplay Ltd. (Israel); and
 - US\$5.1 billion acquisition by Scientific Games Corporation;
- GigaMedia Limited (Taiwan) in its approximately US\$100 million sale of a 60 percent stake in Everest Gaming (United Kingdom) to Mangas Gaming (France). All of the companies are online gaming and betting software and services providers. In addition, we advised GigaMedia in its licensing agreements regarding a promotional agreement;
- Ourgame International Holdings Ltd. (China) in its US\$35 million acquisition of Peerless Media Limited (Gibraltar); and
- Video Gaming Technologies, Inc. in its US\$1.4 billion acquisition by Aristocrat Leisure Ltd. (Australia).

Litigation

We have advised clients in litigation related to gaming matters. For example, Skadden represented the NCAA, NBA, NFL, NHL and MLB (as lead counsel) in securing a victory in a lawsuit brought against New Jersey Governor Chris Christie in the U.S. District Court for the District of New Jersey to prevent the authorization and licensing of gambling on the sports leagues' athletic events, which purportedly violated the federal Professional and Amateur Sports Protection Act of 1992. We also counseled SHFL Entertainment in its dismissal of a Minnesota class action litigation and staying related litigation proceedings in a Nevada state court following its announcement to merge with Bally Technologies.