

RESOLUTION 2001-19

A RESOLUTION CONCERNING THE FINANCING BY PARK PLACE ENTERTAINMENT CORPORATION

The Indiana Gaming Commission (“Commission”) adopts the following resolution pursuant to the authority granted to it under IC 4-33 and pursuant to 68 IAC 1-2-6.

The following factors have been considered by the Commission:

1. Pursuant to IC 4-33-4-21, the Commission must review proposed debt transactions to ensure that the riverboat owner’s license is not leased, hypothecated, or money is not borrowed or loaned against the riverboat owner’s license.
2. By letter dated April 30, 2001, Park Place Entertainment Corporation (“Park Place”) requested a waiver by the Executive Director under 68 IAC 5-3-6 of the financing approval requirements set forth in 68 IAC 5-3 with respect to a Rule 144A interim offering, and subsequent approval by the Commission of the registered public offering of Senior Subordinated Notes (“the Notes”) in the amount of \$350 million at an interest rate of 8.125 percent for a term of 10 years. The Executive Director granted the request for waiver under 68 IAC 5-3-6 of the financing approval requirements set forth in 68 IAC 5-3 with respect to the interim offering and at this time Park Place requests approval of the Commission of the public offering of the Notes.
3. Park Place requests a waiver of 68 IAC 5-3-2-(b)(3), the two (2) meeting rule.

**NOW, THEREFORE, BE IT RESOLVED BY THE INDIANA GAMING
COMMISSION, THAT THE FOLLOWING RESOLUTION IS ADOPTED:**

SECTION 1. SCOPE.

This resolution applies to Park Place Entertainment Corporation.

SECTION 2. DEFINITIONS.

The definitions set forth in IC 4-33-2 and 68 IAC apply to this resolution.

**SECTION 3. ACTION ON REQUEST FOR APPROVAL OF FINANCING BY
PARK PLACE ENTERTAINMENT CORPORATION.**

The request for a waiver of 68 IAC 5-3-2(b)(3), the two (2) meeting rule is hereby:

APPROVED

APPROVED OR DISAPPROVED

And the request for approval of Park Place's \$350 million, 10 year Senior Subordinated Notes is hereby:

APPROVED

APPROVED OR DISAPPROVED

subject to a review and approval of the terms of the final draft and associated documents by the Commission staff.

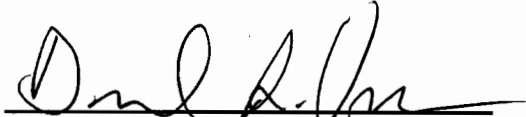
Adoption of this resolution and the approval of the proposed financing does not in any way constitute a waiver of the Commission's authority and ability to approve or disapprove any future changes in the ownership of the riverboat owner's license, or assets incident thereto which may occur in the event of a default.

SECTION 4. EFFECTIVE DATE.

This resolution is effective immediately.

ADOPTED THIS THE 29th DAY OF MAY, 2001:

THE INDIANA GAMING COMMISSION:



Donald R. Vowels, Chair

ATTEST:



Thomas Milcarek, Secretary