

ORDER 2009-146

**RATIFYING THE PREVIOUSLY AWARDED INTERIM WAIVER AND APPROVAL OF
THE DEBT SALE PROPOSED BY HARRAH'S ENTERTAINMENT INC.**

Under IC 4-33-4-21 and 68 IAC 5-3-2, the Indiana Gaming Commission ("Commission") reviews proposed debt transactions to analyze the financial health of riverboat licensees and to ensure that a riverboat owner's license is not leased or hypothecated, and that money is not borrowed or loaned against a riverboat owner's license.

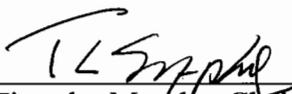
The Commission has considered the following factors:

1. In an E-mail dated August 24, 2009, Harrah's Entertainment, Inc. ("Harrah's"), through counsel, requested Commission approval to sell new notes and requested a waiver of the applicable procedural requirements set forth in 68 IAC 5-3.
2. Specifically, Harrah's sought authorization to offer up to \$720 million in First Priority lien Senior Secured Notes ("notes") due in June, 2017. The proceeds of the notes, after fees, will be used to pay down debt under Harrah's credit facility.
3. In accordance with Resolution 2008-74, after analyzing Harrah's proposal, consulting with Commission financial analyst Dr. Charlene Sullivan, and receiving the requisite concurrence from Chairman Murphy, Executive Director Yelton issued an interim approval and waiver of 68 IAC 5-3-2, via letter, dated September 8, 2009.
4. Subject to certain conditions that are hereby incorporated into this Order, the September 8, 2009 letter authorized Harrah's to proceed with its sale of the notes without receiving prior approval from the full Commission or satisfying the "two meeting requirement" of 68 IAC 5-3-2(b)(2) and (3).
5. Resolution 2008-74 requires that the Executive Director's interim approval and waiver be reported to the Commission at the next business meeting held under 68 IAC 2-1-5. Also, 68 IAC 5-3-7 requires that the waiver be reported to the Commission in order that it may have the opportunity to direct the Executive Director to take additional or different action.
6. The Commission members have received the confidential financial analysis from Dr. Sullivan and the Executive Director's interim approval and waiver.

Based on the foregoing, the Commission hereby **RATIFIES** the Executive Director's September 8, 2009 interim approval and waiver.

IT IS SO ORDERED THIS THE 17TH DAY OF SEPTEMBER, 2009.

THE INDIANA GAMING COMMISSION:



Timothy Murphy, Chair

ATTEST:



Marc Fine, Secretary