

ORDER 2010-110
APPROVAL OF THE DEBT TRANSACTION PROPOSED BY HARRAH'S
ENTERTAINMENT, INC.

Pursuant to 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, or that money is not borrowed or loaned against a riverboat owner's license.

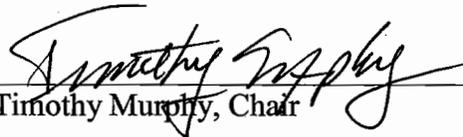
The Commission has considered the following factors:

1. Harrah's Entertainment, Inc. ("Harrah's"), through counsel, requested Commission approval for a financing issue, and requested a waiver of the "two-meeting" rule contained in 68 IAC 5-3-3, per 68 IAC 5-3-6.
2. Harrah's sought to enter a financing arrangement consisting of the issuance of up to \$750,000,000 of Senior Second Priority Notes due in 2018, with the proceeds to be used for refinancing purposes. The financing arrangement is further detailed in confidential documents provided to the Commission.
3. In accordance with Resolution 2008-74, after analyzing the proposed transaction, consulting with Commission financial investigator Thomas Piskorowski, CFE, and receiving the requisite concurrence from Chairman Murphy, Executive Director Ernest Yelton issued an interim approval and waiver of 68 IAC 5-3-2, via letter dated March 17, 2010.
4. Subject to certain enumerated and continuing conditions, the March 17th letter authorized Harrah's to close on the proposed financing transaction without receiving prior approval from the full Commission and without satisfying the "two meeting requirement" of 68 IAC 5-3-2(b)(2) and (3).
5. Resolution 2008-74 requires that Executive Director Yelton's interim approval and waiver be reported to the full Commission at the next business meeting held under 68 IAC 2-1-5. Additionally, 68 IAC 5-3-7 requires that such 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.

Based on the foregoing, the Commission hereby **RATIFIES** the Executive Director's March 17th, 2010 interim approval and waiver.

IT IS SO ORDERED THIS THE 17th OF JUNE, 2010.

THE INDIANA GAMING COMMISSION:



Timothy Murphy, Chair

ATTEST:



Thomas Swihart, Vice Chair