

ORDER 2007-14

AN ORDER RATIFYING THE PREVIOUSLY AWARDED INTERIM WAIVER AND APPROVAL OF ADDITIONAL FINANCING UP TO \$2.25 BILLION PROPOSED BY HARRAH'S OPERATING COMPANY, 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.

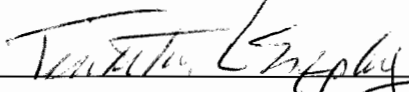
The Commission has considered the following factors:

1. In a letter dated December 22, 2006, Harrah's Operating Company, Inc. ("Harrah's") requested Commission approval to obtain additional financing up to \$2.25 billion through a new unsecured credit facility.
2. According to Harrah's, the proposed financing will consist of a \$1.125 billion term loan facility and a \$1.125 billion revolving loan facility, each of which will have a floating interest rate and a three year maturity.
3. Pursuant to Resolution 2006-10, after analyzing the proposed transaction and receiving the requisite concurrences from the Commission's Chair (William Barrett) and outside financial expert (Dr. Charlene Sullivan), Executive Director Ernest Yelton issued an interim approval and waiver of 68 IAC 5-3-2, via letter dated February 6, 2007.
4. Subject to certain enumerated and continuing conditions, the February 6th letter authorized Harrah's to close on the proposed credit facility 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. The Commission members have received a confidential financial analysis of the proposed debt transaction from Dr. Sullivan who recommends approval.
6. Resolution 2006-10 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 February 6, 2007 interim approval and waiver. The Commission's ratification is subject to Harrah's continuing compliance with the terms and conditions included in Executive Director Yelton's February 6th letter. Should Harrah's willfully fail to abide by said terms and conditions, the Commission reserves the right to withdraw this ratification; require Harrah's to obtain additional approval(s); and/or take other appropriate disciplinary action.

IT IS SO ORDERED THIS THE 8TH DAY OF MARCH, 2007.

THE INDIANA GAMING COMMISSION:



Timothy L. Murphy, Vice-Chair

ATTEST:



Donald R. Vowels, Secretary