

ORDER 2009-96

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 a letter dated May 20, 2009, Harrah's Entertainment, Inc. ("Harrah's"), through counsel, requested Commission approval to sell new notes, along with a waiver of the applicable procedural requirements set forth in 68 IAC 5-3.
2. Specifically, Harrah's sought authorization to offer \$1.375 billion 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 Harrah's senior secured 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 June 2, 2009.
4. Subject to certain enumerated and continuing conditions, the June 2, 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.

Based on the foregoing, the Commission hereby **RATIFIES** the Executive Director's June 2, 2009 interim approval and waiver.

IT IS SO ORDERED THIS THE 11TH DAY OF JUNE, 2009.

THE INDIANA GAMING COMMISSION:


Timothy Murphy, Chair

ATTEST:


Thomas Swihart, Secretary