

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

HARRAH'S ENTERTAINMENT, INC., and
HARRAH'S OPERATING COMPANY, INC.

(Delayed Public Offering)

REVISED ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 6, 2009, and before the Nevada Gaming Commission ("Commission") on May 21, 2009, in Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:
 - a. The applications of Caesars Entertainment Corporation and Caesars Operating Company, Inc., for an amendment to their previously approved continuous or delayed public offering Order dated November 20, 2008.
2. THAT for a period of eighteen months, Harrah's Entertainment, Inc, Harrah's Operating Company, Inc. and any affiliated company wholly-owned by either of them which is or would thereby become a publicly traded corporation ("Affiliate") are granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:

a. That at all times during the eighteen month period, Harrah's Entertainment, Inc., Harrah's Operating Company, Inc. and their Affiliate(s) shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended;

b. That upon filing documents with the United States Securities and Exchange Commission ("SEC") regarding the sale of any securities for which approval would otherwise be required, Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., and their Affiliate(s) shall contemporaneously provide written notice and copies of such documents to the Board's Corporate Securities Division, and shall keep said Division continuously and promptly informed as to the progress of any public offering made hereunder and as to any other event that would have a material effect on Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., or their subsidiaries, which would be subject to reporting on SEC Form 8-K;

c. That the approval herein granted may be rescinded without prior notice upon the issuance of an interlocutory stop order by the Chairman of the Board. Said interlocutory stop order, if issued, shall remain in effect until the interlocutory stop order is lifted by the Commission upon such terms as are satisfactory to the Commission; and

d. THAT the approval to make public offerings granted herein to Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., and their Affiliates is limited to the issuance or sale of public debt securities.

3. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for any cause deemed reasonable by the Chairman, which shall remain in effect until lifted by the Commission as provided in Paragraph 2(c) above.

4. THAT for a period of eighteen months, Harrah's Entertainment, Inc. is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Harrah's Operating Company, Inc., Flamingo Las Vegas Holding, Inc., Rio

Properties, Inc., Harrah's Las Vegas, Inc., Harrah's Laughlin, Inc. and Paris Las Vegas Holding, Inc. in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

5. THAT for a period of eighteen months, Harrah's Operating Company, Inc., is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Caesars World, Inc., Parball Corporation, Harrah's Imperial Palace Corp., HTM Holding, Inc. and Consolidated Supplies, Services and Systems in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

6. THAT for a period of eighteen months, Caesars World, Inc. is granted approval, pursuant to NGC Regulation 15.585.7-3, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Caesars Palace Corporation in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

7. THAT for a period of eighteen months, Caesars Palace Corporation is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Desert Palace, Inc., in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

8. THAT for a period of eighteen months, Desert Palace, Inc. is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Tele/Info., Inc., in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

9. THAT for a period of eighteen months, HTM Holding, Inc., is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Harveys Tahoe Management

Company, Inc. in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

10. THAT for a period of eighteen months, Harrah's Operating Company, Inc., Desert Palace, Inc., Tele/Info, Inc., Parball Corporation, Harrah's Imperial Palace Corp., Harveys Tahoe Management Company, Inc., Consolidated Supplies, Services and Systems, Rio Properties, Inc., Harrah's Las Vegas, Inc. and Harrah's Laughlin, Inc. are each granted approval, pursuant to NGC Regulation 16.100(1), to guarantee securities issued by Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., or their Affiliate(s) in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order, and to hypothecate their assets to secure the payment or performance of obligations evidenced by securities issued by Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., or their Affiliate(s) in conjunction with a public offering made under the approval granted by Paragraph 2 of this Order.

ENTERED in Las Vegas, Nevada, this 21st day of May 2009.