

SPECIAL MEETING

DISPOSITION

SPECIAL STATE GAMING CONTROL BOARD MEETING

State Gaming Control Board Offices
Grant Sawyer Building
Hearing Room 2450
555 East Washington Avenue
Las Vegas, NV 89101

Thursday, March 20, 2014

Board Members Present:

A.G. Burnett, Chairman
Shawn Reid, Member
Terry Johnson, Member

SPECIAL NEVADA GAMING COMMISSION MEETING

State Gaming Control Board Offices
Grant Sawyer Building
Hearing Room 2450
555 East Washington Avenue
Las Vegas, NV 89101

Thursday, March 20, 2014

Members Present:

Peter Bernhard, Chairman
Tony Alamo, M.D., Member
Joseph W. Brown, Member
John T. Moran, Jr., Member
Randolph J. Townsend, Member

SPECIAL MEETING AGENDA

Thursday, March 20, 2014 at 9:00 A.M.

I. 1st PUBLIC COMMENT

This public comment agenda item is provided in accordance with NRS 241.020(2)(d)(3) which requires an agenda provide for a period devoted to comments by the general public, if any, and discussion of those comments. No action may be taken upon a matter raised under this item of the agenda until the matter itself has been specifically included on an agenda as an item upon which action will be taken.

No Comments.

II. NONRESTRICTED AND RESTRICTED GAMING ITEMS

Action taken as reflected on the following material.

III. 2nd PUBLIC COMMENT

This public comment agenda item is provided in accordance with NRS 241.020(2)(d)(3) which requires an agenda provide for a period devoted to comments by the general public, if any, and discussion of those comments. No action may be taken upon a matter raised under this item of the agenda until the matter itself has been specifically included on an agenda as an item upon which action will be taken.

No Comments.

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01-03-14 **N14-0113** **Re:** 14183-01
N14-0253 CAESARS ENTERTAINMENT CORPORATION (PTC)
N14-0357 ONE CAESARS PALACE DR
R14-0531 LAS VEGAS, NV 89109

APPLICATION FOR AMENDMENT TO ORDER OF REGISTRATION

**APPLICATIONS FOR FINDINGS OF SUITABILITY AS SOLE MEMBER AND
MANAGER OF CAESARS ENTERTAINMENT RESORT PROPERTIES HOLDCO, LLC,
RIO PROPERTIES HOLDCO, LLC, HARRAH'S LAUGHLIN HOLDCO, LLC AND
HARRAH'S LAS VEGAS HOLDCO, LLC**

**APPLICATION FOR A DISPOSITION OF SECURITIES OF RIO PROPERTIES, LLC TO
RIO PROPERTIES HOLDCO, LLC**

**APPLICATION FOR A DISPOSITION OF SECURITIES OF HARRAH'S LAUGHLIN,
LLC TO HARRAH'S LAUGHLIN HOLDCO, LLC**

**APPLICATION FOR A DISPOSITION OF SECURITIES OF HARRAH'S LAS VEGAS,
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**APPLICATION TO MERGE RIO PROPERTIES HOLDCO, LLC INTO FLAMINGO LAS
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SURVIVING ENTITY**

**APPLICATION TO MERGE FLAMINGO LAS VEGAS HOLDING, LLC INTO PARIS LAS
VEGAS HOLDING, LLC WITH PARIS LAS VEGAS HOLDING, LLC AS THE
SURVIVING ENTITY**

**APPLICATION TO MERGE PARIS LAS VEGAS HOLDING, LLC INTO HARRAH'S
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SURVIVING ENTITY**

**APPLICATION TO MERGE HARRAH'S LAUGHLIN HOLDCO, LLC INTO HARRAH'S
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**APPLICATION TO MERGE HARRAH'S LAS VEGAS HOLDCO, LLC INTO HARRAH'S
ATLANTIC CITY HOLDING, INC. WITH HARRAH'S ATLANTIC CITY HOLDING, INC.
AS THE SURVIVING ENTITY**

**APPLICATION FOR FINDING OF SUITABILITY AS SOLE SHAREHOLDER OF
HARRAH'S ATLANTIC CITY HOLDING, INC.**

**APPLICATION TO MERGE HARRAH'S ATLANTIC CITY HOLDING, INC. INTO
CAESARS ENTERTAINMENT RESORT PROPERTIES, LLC WITH CAESARS
ENTERTAINMENT RESORT PROPERTIES, LLC AS THE SURVIVING ENTITY**

Re: 14184-01
CAESARS ENTERTAINMENT OPERATING COMPANY, INC. (PTC)
(Caesars Entertainment Corporation – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR AMENDMENT TO ORDER OF REGISTRATION

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**APPLICATION FOR A FINDING OF SUITABILITY AS SOLE MEMBER AND
MANAGER OF CORNER INVESTMENT COMPANY NEWCO, LLC**

**APPLICATION FOR LICENSURE AS SOLE MEMBER AND MANAGER OF THE QUAD
MANAGER, LLC, CROMWELL MANAGER, LLC, AND BALLY'S LAS VEGAS
MANAGER, LLC**

Re: 32363-01
CAESARS ACQUISITION COMPANY (PTC)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR AMENDMENT TO ORDER OF REGISTRATION

Re: 32364-01
CAESARS GROWTH PARTNERS, LLC
(Caesars Acquisition Company – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

**APPLICATION FOR A FINDING OF SUITABILITY AS SOLE MEMBER AND
MANAGER OF CAESARS GROWTH PROPERTIES PARENT, LLC**

Re: 32663-01
CAESARS ENTERTAINMENT RESORT PROPERTIES HOLDCO, LLC
(Caesars Entertainment Corporation – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

**APPLICATION FOR FINDING OF SUITABILITY AS SOLE MEMBER AND MANAGER
OF CAESARS ENTERTAINMENT RESORT PROPERTIES, LLC**

GARY WILLIAM LOVEMAN
President

ERIC ALAN HESSION
Treasurer

MICHAEL DANIEL COHEN
Corporate Secretary

APPLICATIONS FOR FINDINGS OF SUITABILITY AS OFFICERS

Re: 32664-01
CAESARS ENTERTAINMENT RESORT PROPERTIES, LLC
(Caesars Entertainment Resort Properties Holdco, LLC – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

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APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

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APPLICATION TO PLEDGE ITS MEMBERSHIP INTEREST IN RIO PROPERTIES, LLC, FLAMINGO LAS VEGAS OPERATING COMPANY, LLC, PARIS LAS VEGAS OPERATING COMPANY, LLC, HARRAH'S LAUGHLIN, LLC, AND HARRAH'S LAS VEGAS, LLC TO CITICORP NORTH AMERICA, INC., AS COLLATERAL AGENT, IN CONJUNCTION WITH THE FIRST LIEN CREDIT AGREEMENT AND FIRST-PRIORITY SENIOR SECURED NOTES DUE 2020

APPLICATION TO PLEDGE ITS MEMBERSHIP INTEREST IN RIO PROPERTIES, LLC, FLAMINGO LAS VEGAS OPERATING COMPANY, LLC, PARIS LAS VEGAS OPERATING COMPANY, LLC, HARRAH'S LAUGHLIN, LLC, AND HARRAH'S LAS VEGAS, LLC TO U.S. BANK NATIONAL ASSOCIATION, AS COLLATERAL AGENT, IN CONJUNCTION WITH THE SECOND-PRIORITY SENIOR SECURED NOTES DUE 2021

GARY WILLIAM LOVEMAN
President

ERIC ALAN HESSION
Treasurer

MICHAEL DANIEL COHEN
Corporate Secretary

APPLICATIONS FOR FINDINGS OF SUITABILITY AS OFFICERS

Re: 32667-01
RIO PROPERTIES HOLDCO, LLC
(Caesars Entertainment Corporation – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

APPLICATION FOR LICENSURE AS SOLE MEMBER AND MANAGER OF RIO PROPERTIES, LLC

Re: 31148-01
FLAMINGO LAS VEGAS HOLDING, LLC
(Caesars Entertainment Corporation – 100%)
3667 LAS VEGAS BLVD S
LAS VEGAS, NV 89109

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APPLICATION FOR LICENSURE AS SOLE MEMBER AND MANAGER OF RIO PROPERTIES, LLC

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APPLICATION TO PLEDGE ITS MEMBERSHIP INTEREST IN FLAMINGO LAS VEGAS OPERATING COMPANY, LLC, TO U.S. BANK NATIONAL ASSOCIATION, AS COLLATERAL AGENT, IN CONJUNCTION WITH THE SECOND-PRIORITY SENIOR SECURED NOTES DUE 2021

GARY WILLIAM LOVEMAN
President

ERIC ALAN HESSION
Treasurer

MICHAEL DANIEL COHEN
Corporate Secretary

APPLICATIONS FOR FINDINGS OF SUITABILITY AS OFFICERS

Re: 31149-01
PARIS LAS VEGAS HOLDING, LLC
(Caesars Entertainment Corporation – 100%)
3667 LAS VEGAS BLVD S
LAS VEGAS, NV 89109

APPLICATIONS FOR LICENSURE AS SOLE MEMBER OF AND MANAGER OF RIO PROPERTIES, LLC AND FLAMINGO LAS VEGAS OPERATING COMPANY, LLC

APPLICATION TO PLEDGE ITS MEMBERSHIP INTEREST IN PARIS LAS VEGAS OPERATING COMPANY, LLC, TO CITICORP NORTH AMERICA, INC., AS COLLATERAL AGENT, IN CONJUNCTION WITH THE FIRST LIEN CREDIT AGREEMENT AND FIRST-PRIORITY SENIOR SECURED NOTES DUE 2020

APPLICATION TO PLEDGE ITS MEMBERSHIP INTEREST IN PARIS LAS VEGAS OPERATING COMPANY, LLC, TO U.S. BANK NATIONAL ASSOCIATION, AS COLLATERAL AGENT, IN CONJUNCTION WITH THE SECOND-PRIORITY SENIOR SECURED NOTES DUE 2021

GARY WILLIAM LOVEMAN
President

ERIC ALAN HESSION
Treasurer

MICHAEL DANIEL COHEN
Corporate Secretary

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APPLICATIONS FOR FINDINGS OF SUITABILITY AS OFFICERS

Re: 32668-01
HARRAH'S LAUGHLIN HOLDCO, LLC
(Caesars Entertainment Corporation – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

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**APPLICATION FOR LICENSURE AS SOLE MEMBER AND MANAGER OF RIO
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LAS VEGAS OPERATING COMPANY, LLC AND HARRAH'S LAUGHLIN, LLC**

Re: 32666-01
HARRAH'S LAS VEGAS HOLDCO, LLC
(Caesars Entertainment Corporation – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

**APPLICATION FOR LICENSURE AS SOLE MEMBER AND MANAGER OF RIO
PROPERTIES, LLC, FLAMINGO LAS VEGAS OPERATING COMPANY, LLC, PARIS
LAS VEGAS OPERATING COMPANY, LLC, HARRAH'S LAUGHLIN, LLC AND
HARRAH'S LAS VEGAS, LLC**

Re: 32665-01
HARRAH'S ATLANTIC CITY HOLDING, INC.
(Caesars Entertainment Corporation – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

**APPLICATION FOR LICENSURE AS SOLE MEMBER AND MANAGER OF RIO
PROPERTIES, LLC, FLAMINGO LAS VEGAS OPERATING COMPANY, LLC, PARIS
LAS VEGAS OPERATING COMPANY, LLC, HARRAH'S LAUGHLIN, LLC AND
HARRAH'S LAS VEGAS, LLC**

GARY WILLIAM LOVEMAN
President

ERIC ALAN HESSION
Treasurer

MICHAEL DANIEL COHEN
Corporate Secretary

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APPLICATIONS FOR FINDINGS OF SUITABILITY AS OFFICERS

Re: 32708-01
CAESARS GROWTH QUAD, LLC
(Caesars Growth Properties Holdings, LLC – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

**APPLICATION FOR LICENSURE AS SOLE MEMBER AND MANAGER OF
3535 LV NEWCO, LLC**

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Re: 29256-01
3535 LV CORP
(Caesars Entertainment Operating Company, Inc. – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

**APPLICATION FOR A FINDING OF SUITABILITY AS SOLE MEMBER AND
MANAGER OF 3535 LV PARENT, LLC**

Re: 32753-01
3535 LV PARENT, LLC
(3535 LV Corp – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

**APPLICATION FOR LICENSURE AS SOLE MEMBER AND MANAGER OF 3535 LV
NEWCO, LLC**

Re: 32701-01
01177-05
3535 LV NEWCO, LLC dba's
THE QUAD RESORT & CASINO AND O'SHEAS CASINO
(Caesars Growth Quad, LLC – 100%)
3535 LAS VEGAS BLVD S
LAS VEGAS, NV 89109

**APPLICATION FOR A NONRESTRICTED GAMING LICENSE (INCLUDING A RACE
BOOK AND SPORTS POOL)**

**APPLICATION FOR LICENSURE TO CONDUCT OFF-TRACK PARI-MUTUEL RACE
AND SPORTS WAGERING**

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3535 LV PARENT, LLC 100%
(Transferor)

CAESARS GROWTH QUAD, LLC 100%
(Transferee)

APPLICATION FOR APPROVAL OF A TRANSFER OF INTEREST

Re: 32701-01
30618-02
3535 LV NEWCO, LLC dba
HOT SPOT OASIS
(Caesars Growth Quad, LLC – 100%)
265 EAST HARMON AVENUE
LAS VEGAS, NV 89109

APPLICATION FOR A RESTRICTED GAMING LICENSE

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Re: 32705-01
THE QUAD MANAGER, LLC
(Caesars Entertainment Operating Company, Inc. – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR LICENSURE AS A KEY EXECUTIVE OF 3535 LV NEWCO, LLC

Re: 32703-01
CAESARS GROWTH CROMWELL, LLC
(Caesars Growth Properties Holdings, LLC – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

**APPLICATION FOR LICENSURE AS SOLE MEMBER AND MANAGER OF
CORNER INVESTMENT COMPANY, LLC**

Re: 32704-01
CROMWELL MANAGER, LLC
(Caesars Entertainment Operating Company, Inc. – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

**APPLICATION FOR LICENSURE AS A KEY EXECUTIVE OF CORNER INVESTMENT
COMPANY, LLC**

Re: 23978-01
PARBALL CORPORATION
(Caesars Entertainment Operating Company, Inc. – 100%)

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ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

**APPLICATION FOR A FINDING OF SUITABILITY AS SOLE MEMBER AND
MANAGER OF PARBALL PARENT, LLC**

Re: 32754-01
PARBALL PARENT, LLC
(Parball Corporation– 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

**APPLICATION FOR LICENSURE AS SOLE MEMBER AND MANAGER OF PARBALL
NEWCO, LLC**

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Re: 32707-01
CAESARS GROWTH BALLY'S LV, LLC
(Caesars Growth Properties Holdings, LLC– 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

**APPLICATION FOR LICENSURE AS SOLE MEMBER AND MANAGER OF PARBALL
NEWCO, LLC**

Re: 32702-01
01891-03
32729-01 (M)
32730-01 (D)
PARBALL NEWCO, LLC dba
BALLY'S LAS VEGAS
(Parball Parent, LLC – 100%)
3645 LAS VEGAS BLVD S
LAS VEGAS, NV 89109

**APPLICATION FOR A NONRESTRICTED GAMING LICENSE (INCLUDING A RACE
BOOK AND SPORTS POOL)**

**APPLICATION FOR LICENSURE TO CONDUCT OFF-TRACK PARI-MUTUEL RACE
WAGERING**

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APPLICATION FOR LICENSURE AS A MANUFACTURER AND DISTRIBUTOR

PARBALL PARENT, LLC 100%
(Transferor)

CAESARS GROWTH BALLY'S LV, LLC 100%
(Transferee)

APPLICATION FOR APPROVAL OF A TRANSFER OF INTEREST

Re: 32706-01
BALLY'S LAS VEGAS MANAGER, LLC
(Caesars Entertainment Corporation – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR LICENSURE AS A KEY EXECUTIVE OF PARBALL NEWCO, LLC

Re: 32755-01
CORNER INVESTMENT COMPANY NEWCO, LLC
(Caesars Entertainment Operating Company, Inc. – 100%)
3595 LAS VEGAS BLVD S
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

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**APPLICATION FOR LICENSURE AS SOLE MEMBER AND MANAGER OF
CORNER INVESTMENT COMPANY, LLC**

Re: 29808-01
03005-04
CORNER INVESTMENT COMPANY, LLC dba
THE CROMWELL
(Caesars Entertainment Operating Company, Inc. – 100%)
3595 LAS VEGAS BLVD S
LAS VEGAS, NV 89109

CAESARS ENTERTAINMENT OPERATING COMPANY, INC. 100%
(Transferor)

CORNER INVESTMENT COMPANY NEWCO, LLC 100%
(Transferee)

APPLICATION FOR APPROVAL OF A TRANSFER OF INTEREST

CORNER INVESTMENT COMPANY NEWCO, LLC 100%
(Transferor)

CAESARS GROWTH CROMWELL, LLC 100%

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(Transferee)

APPLICATION FOR APPROVAL OF A TRANSFER OF INTEREST

Re: 32723-01
CAESARS GROWTH PROPERTIES PARENT, LLC
(Caesars Growth Partners – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

**APPLICATIONS FOR FINDINGS OF SUITABILITY AS SOLE MEMBER AND
MANAGER OF CAESARS GROWTH PROPERTIES HOLDINGS, LLC AND
CAESARS GROWTH PH, LLC**

Re: 32724-01
CAESARS GROWTH PROPERTIES HOLDINGS, LLC
(Caesars Growth Properties Parent, LLC – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

APPLICATION FOR REGISTRATION AS AN INTERMEDIARY COMPANY

**APPLICATIONS FOR FINDINGS OF SUITABILITY AS SOLE MEMBER AND
MANAGER OF CAESARS GROWTH QUAD, LLC, CAESARS GROWTH CROMWELL,
LLC, CAESARS GROWTH BALLY'S LV, LLC, AND CAESARS GROWTH PH, LLC**

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Re: 32481-01
CAESARS GROWTH PH, LLC
(Caesars Growth Properties Holdings, LLC – 100%)
ONE CAESARS PALACE DR
LAS VEGAS, NV 89109

CAESARS GROWTH PARTNERS, LLC 100%
(Transferor)

CAESARS GROWTH PROPERTIES PARENT, LLC 100%
(Transferee)

APPLICATION FOR APPROVAL OF A TRANSFER OF INTEREST

CAESARS GROWTH PROPERTIES PARENT, LLC 100%
(Transferor)

CAESARS GROWTH PROPERTIES HOLDINGS, LLC 100%
(Transferee)

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APPLICATION FOR APPROVAL OF A TRANSFER OF INTEREST

GCB RECOMMENDS:

APPROVAL, CAESARS ENTERTAINMENT CORPORATION AND CAESARS ENTERTAINMENT OPERATING CO., 34TH REVISED ORDERS OF REGISTRATION, DRAFT # 1; AND APPROVAL, CAESARS ACQUISITION COMPANY, REVISED ORDER OF REGISTRATION, DRAFT # 1: AND APPROVAL ALL APPLICATIONS.

HOT SPOT OASIS CONDITIONED:

- (1) AN ON-SITE GENERAL MANAGER APPLICATION MUST BE FILED WITHIN 60 DAYS OF ISSUANCE OF THE STATE GAMING LICENSE, AND THEREAFTER BE REFILED WITHIN 60 DAYS OF ANY CHANGE IN THE PERSON OCCUPYING THAT POSITION.**
- (2) A SIGN OF APPROPRIATE SIZE WHICH HAS BEEN ADMINISTRATIVELY APPROVED BY THE GCB CHAIRMAN, OR HIS DESIGNEE, MUST BE AT THE ENTRANCES TO THE LOCATION INDICATING THAT THE SLOT MACHINES ARE AVAILABLE TO THE PUBLIC TO PLAY.**

BALLY'S LAS VEGAS CONDITIONED:

- (1) THE MANUFACTURER'S LICENSE IS LIMITED TO THE MODIFICATION OF MACHINES THAT ARE, OR HAVE BEEN UTILIZED IN THE OPERATIONS OF THE LICENSED LOCATION OR ITS AFFILIATED COMPANIES.**
- (2) THE DISTRIBUTOR'S LICENSE IS LIMITED TO THE ACQUISITION OF MACHINES TO BE UTILIZED IN, OR THE SALE OF MACHINES WHICH HAVE BEEN UTILIZED IN THE OPERATIONS OF THE LICENSED LOCATION OR ITS AFFILIATED COMPANIES.**

NGC DISPOSITION:

APPROVED, CAESARS ENTERTAINMENT CORPORATION AND CAESARS ENTERTAINMENT OPERATING CO., 34TH REVISED ORDERS OF REGISTRATION - SAME; AND APPROVED, CAESARS ACQUISITION COMPANY, REVISED ORDER OF REGISTRATION – SAME; AND APPROVED ALL APPLICATIONS, CONDITIONED - SAME.
