

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

APPLICATION OF WALLACE R. WEITZ & COMPANY
FOR A WAIVER OF NRS 463.643(4) PURSUANT TO NGC
REGULATIONS 16.010(14) AND 16.430

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on January 7, 2004, and before the Nevada Gaming Commission (“Commission”) on January 22, 2004, at 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 application, as amended and supplemented, of Wallace R. Weitz & Company (“Weitz”) for a waiver of NRS 463.643(4) as an institutional investor pursuant to NGC Regulations 16.010(14) and 16.430, has been filed.
2. THAT the application of Weitz described herein has been filed on the basis that it is neither a commitment nor an admission of any present intent to purchase the securities of the companies for which a waiver has been requested.
3. THAT Weitz is hereby granted, for a period of two (2) years from the effective date of this Order, a waiver of the provisions of NRS 463.643(4), pursuant to NGC Regulations 16.010(14) and 16.430, to beneficially own not more than 15% of the total number of

outstanding shares of voting securities of Caesar's Entertainment, Inc. ("Caesar's") It is provided, however, that the foregoing waiver is expressly conditioned as follows:

a. The waiver may only be utilized for, and is limited to, Weitz's investment in the voting securities of Caesar's; provided however, Weitz may beneficially own greater than ten percent (10%) but not more than fifteen percent (15%) of the voting securities of entities not prescribed herein, which are registered with the Commission as a publicly traded corporation, upon administrative approval from the Chairman of the Board or his designee.

b. Weitz must submit to the Board by the tenth (10) business day of each month for the preceding thirty (30) day period a listing of the percentage of all voting securities held by Weitz of Caesar's or any other entities which are registered with the Commission as a publicly traded corporation for which Weitz has been granted administrative approval to beneficially own greater than ten percent (10%) but not more than fifteen percent (15%) (together "Corporations"), based on the most current information available, in a form approved by the Chairman of the Board or his designee, the confidentiality of which shall be maintained by the Board and Commission pursuant to NRS 463.120.

c. Weitz must submit the following information to the Board within thirty (30) calendar days after the end of each calendar quarter, for all Corporations in which Weitz owns ten percent (10%) or more, the confidentiality of which shall be maintained by the Board and Commission pursuant to NRS 463.120:

(1) A certification, made under oath and under the penalty of perjury, containing the following:

(a) A statement attesting that Weitz holds and/or has held the voting securities of the Corporations for (a) investment purposes only and (b) in the ordinary course of business as an institutional investor and not for the purpose of (i) causing, directly or indirectly, the election of the members of the board of directors, or (ii) affecting any change in

the corporate charter, bylaws, management, policies or operations of the Corporations or any of its affiliates.

(b) A statement that Weitz has not exceeded the provisions of NGC Regulation 16.430(2)(a) - (e), which enumerates certain activities that are deemed to be consistent with Weitz's holding voting securities for investment purposes only.

(c) The name, title and telephone number of the person(s) having direct control over Weitz's holdings of voting securities in the Corporations.

(d) The name, title and telephone number of the person(s) serving on Weitz's Board of Trustees, if applicable.

(e) A statement of all complaints, arrests, indictments or convictions of any officer or director of Weitz regarding the rules and regulations of the Securities and Exchange Commission and any regulatory agency of any State where it conducts business, or any offense which would constitute a gross misdemeanor or felony if committed in the State of Nevada. The name, position, charge, arresting agency, and a brief description of the event must also be included in the statement.

(f) A statement indicating any change to the structure and/or operations of Weitz which could affect its classification as an Institutional Investor as defined by NGC Regulation 16.010(14).

(g) A statement by the signatory of the certification that he/she has the authority to sign the certification and to bind Weitz to the contents therein.

4. THAT Weitz shall maintain a compliance program to implement and ensure Weitz's compliance with the Nevada Gaming Control Act (the "Act"), the regulations promulgated thereunder (the "Regulations"), and this Order. The compliance program, as it relates to the applicable requirements of the Act and the Regulations, shall be amended at the request of the Chairman of the Board or his designee. All amendments to the compliance program shall be administratively approved by the Chairman of the Board or his designee.

Weitz shall promptly report any appointments or resignations of the compliance committee members.

5. THAT Weitz shall fund and maintain with the Board a revolving fund in the total amount of \$10,000 for the purpose of funding investigative reviews by the Board for compliance with the terms and provisions of this Order or any other Orders relating to waivers of NRS 463.643(4), pursuant to NGC Regulation 16.430. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of the account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of Weitz and its affiliated entities.

6. The Commission hereby expressly finds that the waivers herein granted are consistent with the State policies set forth in NRS 463.0129, 463.489, and 463.622 and the standards set forth in NGC Regulation 16.060.

ENTERED at Las Vegas, Nevada, this 22nd day of January 2004.