

HARRAHS OPERATING CO INC  
Form S-1/A  
December 15, 2009

As filed with the Securities and Exchange Commission on December 15, 2009

Registration No. 333-163368

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Amendment No. 1**

**to**

**FORM S-1**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**HARRAH S ENTERTAINMENT, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
Incorporation or organization)

**7993**  
(Primary Standard Industrial  
Classification Code Number)  
One Caesars Palace Drive

**62-1411755**  
(I.R.S. Employer  
Identification No.)

Las Vegas, NV 89109

(702) 407-6000

(Address, including zip code, and telephone number, including  
area code, of Registrant's Principal Executive Offices)

## **HARRAH S OPERATING COMPANY, INC.**

(Exact name of registrant as specified in its charter)

|  |   |  |
|--|---|--|
| <b>DELAWARE</b><br>(State or other jurisdiction of<br>Incorporation or organization) | <b>7993</b><br>(Primary Standard Industrial<br>Classification Code Number)<br>One Caesars Palace Drive<br>Las Vegas, NV 89109<br>(702) 407-6000 | <b>75-1941623</b><br>(I.R.S. Employer<br>Identification No.) |
|--|---|--|

(Address, including zip code, and telephone number, including  
area code, of Registrant's principal executive offices)

**Michael D. Cohen, Esq.**

**Vice President and Corporate Secretary**

**Harrah's Entertainment, Inc.**

**One Caesars Palace Drive**

**Las Vegas, NV 89109**

**(702) 407-6000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With a copy to:*

**Monica K. Thurmond, Esq.**

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O Melveny & Myers LLP

7 Times Square

New York, New York 10036

(212) 326-2000

**Approximate date of commencement of proposed sale to public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

|                         |   |                           |                          |
|-------------------------|---|---------------------------|--------------------------|
| Large accelerated filer | <input type="checkbox"/>  | Accelerated filer         | <input type="checkbox"/> |
| Non-accelerated filer   | <input checked="" type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |

*(Calculation Table continued on next page)*

**The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

*(Continued from previous page)***CALCULATION OF REGISTRATION FEE**

| Title of each Class of<br>Securities to be Registered                            | Amount to be<br>Registered | Proposed Maximum           |  | Amount of<br>Registration Fee <sup>(2)</sup> |
|--|----------------------------|----------------------------|--|--|
|  |                            | Offering Price<br>Per Note | Proposed Maximum<br>Aggregate Offering<br>Price <sup>(1)</sup> |  |
| 10.00% Second-Priority Senior Secured Notes due 2015                             | \$22,206,000               | 100%                       | \$22,206,000   | \$1,239                                      |
| Guarantee of 10.00% Second-Priority Senior Secured Notes due 2015 <sup>(3)</sup> |                            |                            |  | (4)  |
| 10.00% Second-Priority Senior Secured Notes due 2018                             | \$31,765,000               | 100%                       | \$31,765,000   | \$1,772                                      |
| Guarantee of 10.00% Second-Priority Senior Secured Notes due 2018 <sup>(3)</sup> |                            |                            |  | (4)  |
| 10.00% Second-Priority Senior Secured Notes due 2018                             | \$291,146,000              | 100%                       | \$291,146,000  | \$16,246                                     |
| Guarantee of 10.00% Second-Priority Senior Secured Notes due 2018 <sup>(3)</sup> |                            |                            |  | (4)  |
| 5.625% Senior Notes due 2015   | \$398,894,000              | 100%                       | \$398,894,000  | \$22,258                                     |
| Guarantee of 5.625% Senior notes due 2015 <sup>(3)</sup>                         |                            |                            |  | (4)  |
| 6.50% Senior Notes due 2016  | \$224,520,000              | 100%                       | \$224,520,000  | \$12,528                                     |
| Guarantee of 6.50% Senior Notes due 2016 <sup>(3)</sup>                          |                            |                            |  | (4)  |
| 5.75% Senior Notes due 2017  | \$335,561,000              | 100%                       | \$335,561,000  | \$18,724                                     |
| Guarantee of 5.75% Senior Notes due 2017 <sup>(3)</sup>                          |                            |                            |  | (4)  |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended (the Securities Act).

(2) Previously paid.

(3) Harrah's Entertainment, Inc. unconditionally guarantees the 10.00% Second-Priority Senior Secured Notes due 2015, the 10.00% Second-Priority Senior Secured Notes due 2018(1); the 10.00% Second-Priority Senior Secured Notes due 2018(2), the 5.625% Senior Notes due 2015, the 6.50% Senior Notes due 2016 and the 5.75% Senior Notes due 2017 on a senior unsecured basis.

(4) Pursuant to Rule 457(n) of the rules and regulations under the Securities Act, no separate fee for the guarantee is payable.

**EXPLANATORY NOTE**

This Amendment No. 1 to the Registration Statement on Form S-1 of Harrah's Entertainment, Inc. and Harrah's Operating Company, Inc. is being filed for the purpose of filing exhibits.

**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 13. Other Expenses of Issuance and Distribution.**

Set forth below is a table of the registration fee for the Securities and Exchange Commission and estimates of all other expenses to be incurred in connection with the sale of the securities being registered:

|                              |                   |
|------------------------------|-------------------|
| SEC registration fee         | \$ 72,768         |
| Printing fees and expenses   | \$ 125,000        |
| Legal fees and expenses      | \$ 75,000         |
| Accounting fees and expenses | \$ 100,000        |
| <b>Total</b>                 | <b>\$ 372,768</b> |

**Item 14. Indemnification of Directors and Officers.**

**Harrah s Entertainment, Inc. and Harrah s Operating Company, Inc. are incorporated under the laws of Delaware.**

Section 145 of the Delaware General Corporation Law (the "DGCL") permits each corporation organized thereunder the power to indemnify any person who is or was a director, officer, employee or agent of a corporation or enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of being or having been in any such capacity, if he acted in good faith in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 102(b)(7) of the DGCL enables a corporation in its certificate of incorporation or an amendment thereto to eliminate or limit the personal liability of a director to the corporation or its stockholders of monetary damages for violations of the directors' fiduciary duty of care, except (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL (providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions) or (iv) for any transaction from which a director derived an improper personal benefit.

The bylaws of all the Delaware registrants indemnify to the fullest extent of the law every director and officer against expenses incurred by him if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the corporation.

Under the bylaws of Harrah s Operating Company, Inc., no indemnification shall be made in respect of any claim as to which such person has been adjudged to be liable to the corporation unless the court in which such action was brought shall determine that, despite adjudication of liability, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. For these registrants, any indemnification shall be made by the corporation only as authorized by (i) the Board of Directors, (ii) independent legal counsel if the Board of Directors cannot obtain a quorum, or (iii) by the stockholders. However, to the extent that a director or officer has been successful on the merits or otherwise in defense of any action, he shall be indemnified against expenses without authorization. Expenses incurred in defending or investigating a threatened or pending action may be paid by the corporation in advance of the final disposition of such action upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation.

**Item 16. Exhibits and Financial Statement Schedules.**

**(a) Exhibits**

See the Exhibit Index immediately following the signature pages included in this Registration Statement.

**(b) Financial Statement Schedules**

Schedules for the years ended December 31, 2008, 2007 and 2006, are as follows:

Schedule II Consolidated valuation and qualifying accounts.

Schedule I, III, IV, and V are not applicable and have therefore been omitted.

**Item 17. Undertakings.**

(a) Each of the undersigned registrants hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) to include any prospectus required by Section 10(a)(3) of the Securities Act;
  - (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and
  - (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.
- (2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;
- (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering; and
- (4) that, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the

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registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

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- (b) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrants have been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Harrah's Entertainment Inc. has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on the 15th day of December, 2009.

## HARRAH'S ENTERTAINMENT, INC.

By: /s/ GARY W. LOVEMAN  
Gary W. Loveman

**Chief Executive Officer and President**

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                   | Capacity  | Date              |
|-----------------------------|---|-------------------|
| /s/ GARY W. LOVEMAN         | Chairman, Chief Executive   | December 15, 2009 |
| <b>Gary W. Loveman</b>      | Officer, President and Director<br><i>(Principal Executive Officer)</i> |                   |
| /s/ JONATHAN S. HALKYARD    | Senior Vice President, Chief  | December 15, 2009 |
| <b>Jonathan S. Halkyard</b> | Financial Officer and Treasurer<br><i>(Principal Financial Officer)</i> |                   |
| *                           | Vice President, Controller  | December 15, 2009 |
| <b>Diane E. Wilfong</b>     | and Chief Accounting Officer<br><i>(Principal Accounting Officer)</i>   |                   |
| *                           | Director  | December 15, 2009 |
| <b>Jeffrey Benjamin</b>     |   |                   |
| *                           | Director  | December 15, 2009 |
| <b>David Bonderman</b>      |   |                   |
| *                           | Director  | December 15, 2009 |
| <b>Anthony Civile</b>       |   |                   |
| *                           | Director  | December 15, 2009 |
| <b>Jonathan Coslet</b>      |   |                   |
| *                           | Director  | December 15, 2009 |

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**Kelvin Davis**

\*

Director

December 15, 2009

**Karl Peterson**

Director

**Eric Press**

*[Signatures continue]*

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**Signature**

**Capacity**

**Date**

\*

Director

December 15, 2009

**Marc Rowan**

\*

Director

December 15, 2009

**Lynn C. Swann**

\*

Director

December 15, 2009

**Christopher J. Williams**

By:

/s/ JONATHAN S. HALKYARD  
**Jonathan S. Halkyard**

**Attorney-in-Fact**

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Harrah's Operating Company, Inc. has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on the 15<sup>th</sup> day of December, 2009.

**HARRAH'S OPERATING COMPANY, INC.**

By: */s/ GARY W. LOVEMAN*  
**Gary W. Loveman**

**Chief Executive Officer and President**

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>                | <b>Capacity</b>   | <b>Date</b>       |
|---------------------------------|---|-------------------|
| <i>/s/ GARY W. LOVEMAN</i>      | Chief Executive Officer,  | December 15, 2009 |
| <b>Gary W. Loveman</b>          | President and Director<br><i>(Principal Executive Officer)</i>            |                   |
| <i>/s/ JONATHAN S. HALKYARD</i> | Senior Vice President,<br>Chief Financial Officer, Treasurer and Director | December 15, 2009 |
| <b>Jonathan S. Halkyard</b>     | <i>(Principal Financial Officer)</i>                                      |                   |
| *                               | Vice President, Controller<br>and Chief Accounting Officer                | December 15, 2009 |
| <b>Diane E. Wilfong</b>         | <i>(Principal Accounting Officer)</i>                                     |                   |

\*By: */s/ JONATHAN S. HALKYARD*  
**Jonathan S. Halkyard**  
**Attorney-in-Fact**

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Exhibit</b>  |
|--------------------|---|
| 2.1                | Agreement and Plan of Merger among Hamlet Holdings LLC, Hamlet Merger Inc. and Harrah's Entertainment, Inc. dated as of December 19, 2006 (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed December 20, 2006).   |
| 3.1                | Amended Certificate of Incorporation of Harrah's Entertainment, Inc. (incorporated by reference to the exhibit to the Company's Registration Statement on Form S-8 filed January 31, 2008.)   |
| 3.2                | Bylaws of Harrah's Entertainment, Inc., as amended on January 28, 2008. (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed February 1, 2008.)   |
| 3.3                | Restated Certificate of Incorporation of Harrah's Operating Company, Inc. (f/k/a Embassy Suites, Inc.), as amended. (incorporated by reference to the exhibit to the Company's Registration Statement on Form S-4 filed October 29, 2008.)  |
| 3.4                | Certificate of Amendment of Restated Certificate of Incorporation of Harrah's Operating Company, Inc. (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2008.)  |
| 3.5                | Bylaws of Harrah's Operating Company, Inc., as amended. (incorporated by reference to the exhibit to the Company's Registration Statement on Form S-4 filed October 29, 2008.)  |
| 4.1                | Certificate of Designation of Non-Voting Perpetual Preferred Stock of Harrah's Entertainment, Inc., dated January 28, 2008 (incorporated by reference to the exhibit to the Company's Registration Statement on Form S-8 filed January 31, 2008).   |
| 4.2                | Indenture, dated as of December 18, 1998, among Harrah's Operating Company, Inc. as obligor, Harrah's Entertainment, Inc., as Guarantor, and IBJ Schroder Bank & Trust Company, as Trustee relating to the 7 1/2% Senior Notes Due 2009 (incorporated by reference to the exhibit to the Registration Statement on Form S-3 of Harrah's Entertainment, Inc. and Harrah's Operating Company, Inc., File No. 333-69263, filed December 18, 1998).   |
| 4.3                | Indenture, dated as of November 9, 1999 between Park Place Entertainment Corp., as Issuer, and Norwest Bank Minnesota, N.A., as Trustee relating to the 8.5% Senior Notes due 2006 and 8.875% Senior Subordinated Notes due 2008 (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005).   |
| 4.4                | Officers' Certificate, dated as of September 12, 2000 with respect to the 8.875% Senior Subordinated Notes due 2008 (incorporated by reference to the exhibit to Park Place Entertainment Corporation's Current Report on Form 8-K, filed September 19, 2000).  |
| 4.5                | First Supplemental Indenture, dated as of June 13, 2005, to Indenture dated as of November 9, 1999, between Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Caesars Entertainment, Inc. and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 8.5% Senior Notes due 2006 and the 8.875% Senior Subordinated Notes due 2008 (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005). |

| Exhibit No. | Exhibit  |
|-------------|--|
| 4.6         | Second Supplemental Indenture, dated as of July 28, 2005, among Harrah's Entertainment, Inc., as Guarantor, Harrah's Operating Company, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, to the Indenture, dated as of November 9, 1999, as supplemented by certain Officers' Certificates dated as of November 9, 1999 and September 12, 2000, and as further amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 8.5% Senior Notes due 2006 and the 8.875% Senior Subordinated Notes due 2008 (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed August 2, 2005). |
| 4.7         | Indenture, dated as of January 29, 2001, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and Bank One Trust Company, N.A., as Trustee, relating to the 8.0% Senior Notes Due 2011 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000).   |
| 4.8         | Indenture, dated as of May 14, 2001, between Park Place Entertainment Corp., as Issuer, and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 8 1/8% Senior Subordinated Notes due 2011 (incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Park Place Entertainment Corporation, File No. 333-62508, filed June 7, 2001).  |
| 4.9         | First Supplemental Indenture, dated as of June 13, 2005, to Indenture, dated as of May 14, 2001, between Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Caesars Entertainment, Inc. and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 8 1/8% Senior Subordinated Notes due 2011 (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005).  |
| 4.10        | Second Supplemental Indenture, dated as of July 28, 2005, among Harrah's Entertainment, Inc., as Guarantor, Harrah's Operating Company, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, to the Indenture, dated as of May 14, 2001, as amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 8 1/8% Senior Subordinated Notes due 2011 (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed August 2, 2005).   |
| 4.11        | Indenture, dated as of August 22, 2001, between Park Place Entertainment Corp., as Issuer, and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 7.50% Senior Notes due 2009 (incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Park Place Entertainment Corporation, File No. 333-69838, filed September 21, 2001).   |
| 4.12        | First Supplemental Indenture, dated as of June 13, 2005, to Indenture, dated as of August 22, 2001, between Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Caesars Entertainment, Inc. and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 7.50% Senior Notes due 2009 (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005).   |
| 4.13        | Second Supplemental Indenture, dated as of July 28, 2005, among Harrah's Entertainment, Inc., as Guarantor, Harrah's Operating Company, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, to the Indenture, dated as of August 22, 2001, as amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 7.50% Senior Notes due 2009 (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed August 2, 2005).  |

| Exhibit No. | Exhibit   |
|-------------|---|
| 4.14        | Indenture, dated as of March 14, 2002, between Park Place Entertainment Corp., as Issuer, and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 7 <sup>7</sup> / <sub>8</sub> % Senior Subordinated Notes due 2010 (incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Park Place Entertainment Corporation, File No. 333-86142, filed April 12, 2002).  |
| 4.15        | First Supplemental Indenture, dated as of June 13, 2005, to Indenture, dated as of March 14, 2002, between Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Caesars Entertainment, Inc. and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 7 <sup>7</sup> / <sub>8</sub> % Senior Subordinated Notes due 2010 (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005).  |
| 4.16        | Second Supplemental Indenture, dated as of July 28, 2005, among Harrah's Entertainment, Inc., as Guarantor, Harrah's Operating Company, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, to the Indenture, dated as of March 14, 2002, as amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 7 <sup>7</sup> / <sub>8</sub> % Senior Subordinated Notes due 2010 (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed August 2, 2005). |
| 4.17        | Indenture, dated as of April 11, 2003, between Park Place Entertainment Corp., as Issuer, and U.S. Bank National Association, as Trustee, with respect to the 7% Senior Notes due 2013 (incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Park Place Entertainment Corporation, File No. 333-104829, filed April 29, 2003).   |
| 4.18        | First Supplemental Indenture, dated as of June 13, 2005, to Indenture, dated as of April 11, 2003, between Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Caesars Entertainment, Inc. and U.S. Bank National Association, as Trustee, with respect to the 7% Senior Notes due 2013 (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005).  |
| 4.19        | Second Supplemental Indenture, dated as of July 28, 2005, among Harrah's Entertainment, Inc., as Guarantor, Harrah's Operating Company, Inc., as Issuer, and U.S. Bank National Association, as Trustee, to the Indenture, dated as of April 11, 2003, as amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 7% Senior Notes due 2013 (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed August 2, 2005).   |
| 4.20        | Indenture, dated as of December 11, 2003, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.375% Senior Notes due 2013 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003).   |
| 4.21        | Indenture, dated as of June 25, 2004, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.50% Senior Notes due 2010 (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004).   |
| 4.22        | Indenture, dated as of February 9, 2005, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the Senior Floating Rate Notes due 2008 (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005).   |



| Exhibit No. | Exhibit  |
|-------------|--|
| 4.23        | Amended and Restated Indenture, dated as of July 28, 2005, among Harrah's Entertainment, Inc., as Guarantor, Harrah's Operating Company, Inc., as Issuer, and U.S. Bank National Association, as Trustee, relating to the Floating Rate Contingent Convertible Senior Notes due 2024 (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed August 2, 2005).   |
| 4.24        | First Supplemental Indenture, dated as of September 9, 2005, to Amended and Restated Indenture, dated as of July 28, 2005, among Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc. as Guarantor, and U.S. Bank National Association, as Trustee, relating to the Floating Rate Contingent Convertible Senior Notes due 2024 (incorporated by reference to the exhibit to the Registration Statement on Form S-3/A of Harrah's Entertainment, Inc., File No. 333-127210, filed September 19, 2005). |
| 4.25        | Second Supplemental Indenture, dated as of January 8, 2008, to Amended and Restated Indenture, dated as of July 28, 2005, among Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc. as Guarantor, and U.S. Bank National Association, as Trustee, relating to the Floating Rate Contingent Convertible Senior Notes due 2024 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007)                                      |
| 4.26        | Third Supplemental Indenture, dated as of January 28, 2008, to Amended and Restated Indenture, dated as of July 28, 2005, among Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc. as Guarantor, and U.S. Bank National Association, as Trustee, relating to the Floating Rate Contingent Convertible Senior Notes due 2024 (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed January 28, 2008)  |
| 4.27        | Indenture, dated as of May 27, 2005, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.625% Senior Notes due 2015 (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed June 3, 2005).   |
| 4.28        | First Supplemental Indenture, dated as of August 19, 2005, to Indenture, dated as of May 27, 2005, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.625% Senior Notes due 2015 (incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Harrah's Entertainment, Inc., File No. 333-127840, filed August 25, 2005).   |
| 4.29        | Second Supplemental Indenture, dated as of September 28, 2005, to Indenture, dated as of May 27, 2005, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.625% Senior Notes due 2015 (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed October 3, 2005).  |
| 4.30        | Indenture dated as of September 28, 2005, among Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.75% Senior Notes due 2017 (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed October 3, 2005).  |
| 4.31        | Indenture, dated as of June 9, 2006, between Harrah's Operating Company, Inc., Harrah's Entertainment, Inc. and U.S. National Bank Association, as Trustee, relating to the 6.50% Senior Notes due 2016 (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed June 14, 2006).   |

| Exhibit No. | Exhibit   |
|-------------|---|
| 4.32        | Officers Certificate, dated as of June 9, 2006, pursuant to Sections 301 and 303 of the Indenture dated as of June 9, 2006 between Harrah's Operating Company, Inc., Harrah's Entertainment, Inc. and U.S. National Bank Association, as Trustee, relating to the 6.50% Senior Notes due 2016 (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed June 14, 2006).  |
| 4.33        | Indenture, dated as of February 1, 2008, by and among Harrah's Operating Company, Inc., the Guarantors (as defined therein) and U.S. Bank National Association, as Trustee, relating to the 10.75% Senior Cash Pay Notes due 2016 and 10.75%/11.5% Senior Toggle Notes due 2018 (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed February 4, 2008).   |
| 4.34        | First Supplemental Indenture, dated as of June 12, 2008, by and among Harrah's Operating Company, Inc., the Guarantors (as defined therein) and U.S. Bank National Association, as Trustee, relating to the 10.75% Senior Cash Pay Notes due 2016 and 10.75%/11.5% Senior Toggle Notes due 2018 (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).   |
| 4.35        | Second Supplemental Indenture, dated as of January 9, 2009, to the Indenture, dated as of February 1, 2008, by and among Harrah's Operating Company, Inc., the Guarantors (as defined therein) and U.S. Bank National Association, as Trustee, relating to the 10.75% Senior Cash Pay Notes due 2016 and 10.75%/11.5% Senior Toggle Notes due 2018 (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending March 31, 2009).   |
| 4.36        | Third Supplemental Indenture, dated as of March 26, 2009, by and among Harrah's Operating Company, Inc., the Note Guarantors (as defined therein) and U.S. Bank National Association, as Trustee, relating to the 10.75% Senior Notes due 2016 and 10.75%/11.5% Senior Toggle Notes due 2018 (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed March 31, 2009).  |
| 4.37        | Registration Rights Agreement, dated as of February 1, 2008, by and among Harrah's Operating Company, Inc., the Guarantors (as defined therein), Citigroup Global Markets Inc., Banc of America Securities LLC, Credit Suisse Securities (USA), LLC, Deutsche Bank Securities, Inc., J.P. Morgan Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated as representatives of Citigroup Global Markets Inc., Deutsche Bank Securities Inc., Banc of America Securities LLC, Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Bear, Sterns & Co., Inc., Goldman, Sachs & Co., Morgan Stanley & Co (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed February 4, 2008). |
| 4.38        | Indenture, dated as of December 24, 2008, by and among Harrah's Operating Company, Inc., Harrah's Entertainment, Inc. and U.S. Bank National Association, as Trustee, relating to the 10.00% Second-Priority Senior Secured Notes due 2018 and 10.00% Second-Priority Senior Secured Notes due 2015 (incorporated by reference to the exhibit filed with the Company's Registration Statement on Form S-4/A, filed December 24, 2008).  |
| 4.39        | First Supplemental Indenture, dated as of July 22, 2009, to Indenture, dated as of December 24, 2008, by and among Harrah's Operating Company, Inc., Harrah's Entertainment, Inc. and U.S. Bank National Association, as Trustee, relating to the 10.00% Second-Priority Senior Secured Notes due 2018 and 10.00% Second-Priority Senior Secured Notes due 2015 (incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2009).   |

| Exhibit No. | Exhibit  |
|-------------|--|
| 4.40        | Collateral Agreement, dated as of December 24, 2008, by and among Harrah's Operating Company, Inc. as Issuer, each Subsidiary of the Issuer identified therein, and U.S. Bank National Association, as Collateral Agent (incorporated by reference to the exhibit filed with the Company's Registration Statement on Form S-4/A, filed December 24, 2008).   |
| 4.41        | Registration Rights Agreement, dated as of December 24, 2008, by and among Harrah's Operating Company, Inc., Harrah's Entertainment, Inc., Citigroup Global Markets Inc. and Banc of America Securities LLC (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed December 30, 2008).   |
| 4.42        | Indenture, dated as of April 15, 2009, by and among Harrah's Operating Company, Inc., Harrah's Entertainment, Inc. and U.S. Bank National Association, as Trustee and as Collateral Agent, relating to the 10.00% Second-Priority Senior Secured Notes due 2018 (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed April 20, 2009).  |
| 4.43        | First Supplemental Indenture, dated as of May 18, 2009, to Indenture, dated as of April 15, 2009, by and among Harrah's Operating Company, Inc., Harrah's Entertainment, Inc. and U.S. Bank National Association, as Trustee and as Collateral Agent, relating to the 10.00% Second-Priority Senior Secured Notes due 2018 (incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2009). |
| 4.44        | Registration Rights Agreement, dated as of April 15, 2009, by and among Harrah's Operating Company, Inc., Harrah's Entertainment, Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities, Inc. (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed April 20, 2009).   |
| 4.45        | Indenture, dated as of June 10, 2009, by and among Harrah's Operating Escrow LLC, Harrah's Escrow Corporation, Harrah's Entertainment, Inc. and U.S. Bank National Association, as Trustee, relating to the 11.25% Senior Secured Notes due 2017 (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed June 15, 2009).  |
| 4.46        | Supplemental Indenture, dated as of June 10, 2009, to the Indenture, dated as of June 10, 2009, by and among Harrah's Operating Escrow LLC, Harrah's Escrow Corporation, Harrah's Entertainment, Inc. and U.S. Bank National Association, as Trustee, relating to the 11.25% Senior Secured Notes due 2017 (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed June 15, 2009).                                    |
| 4.47        | Supplemental Indenture, dated as of June 10, 2009, to the Indenture, dated as of June 10, 2009, by and among Harrah's Operating Escrow LLC, Harrah's Escrow Corporation, Harrah's Entertainment, Inc. and U.S. Bank National Association, as Trustee, relating to the 11.25% Senior Secured Notes due 2017 (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed September 17, 2009).                               |
| 4.48        | Registration Rights Agreement, dated as of June 10, 2009, by and among Harrah's Operating Escrow LLC and Harrah's Escrow Corporation (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed June 15, 2009).  |
| 4.49        | Registration Rights Agreement, dated as of September 11, 2009, by and among Harrah's Operating Company, Inc., the Parent Guarantor (as defined therein), Citigroup Global Markets Inc., Banc of America Securities LLC, Credit Suisse Securities (USA), LLC, Deutsche Bank Securities, Inc. and J.P. Morgan Securities Inc. (incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed September 17, 2009).              |

| Exhibit No. | Exhibit  |
|-------------|--|
| 4.50        | Stockholders Agreement, dated as of January 28, 2008, by and among Apollo Hamlet Holdings, LLC, Apollo Hamlet Holdings B, LLC, TPG Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC, Co-Invest Hamlet Holdings, Series LLC, Co-Invest Hamlet Holdings B, LLC, Hamlet Holdings LLC and Harrah's Entertainment, Inc., and, solely with respect to Sections 3.01 and 6.07, Apollo Investment Fund VI, L.P. and TPG V Hamlet AIV, L.P. (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K/A filed February 7, 2008).  |
| 4.51        | Services Agreement, dated as of January 28, 2008, by and among Harrah's Entertainment, Inc., Apollo Management VI, L.P., Apollo Alternative Assets, L.P. and TPG Capital, L.P. (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K/A filed February 7, 2008).  |
| 4.52        | Management Investor Rights Agreement, dated as of January 28, 2008, by and among Harrah's Entertainment, Inc., Apollo Hamlet Holdings, LLC, Apollo Hamlet Holdings B, LLC, TPG Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC, Hamlet Holdings LLC and the stockholders that are parties thereto (incorporated by reference to Exhibit 4.2 to Harrah's Entertainment, Inc.'s Registration Statement on Form S-8 filed January 31, 2008)  |
| *5.1        | Opinion of O Melveny & Myers LLP regarding the validity of the registered 10.00% Second-Priority Senior Secured Notes due 2015, registered 10.00% Second-Priority Senior Secured Notes due 2018, the registered 10.00% Second-Priority Senior Secured Notes due 2018, the registered 5.625% Senior Notes due 2015, the registered 6.50% Senior Notes due 2016, and the registered 5.75% Senior Notes due 2017 registered hereby.   |
| 10.1        | Credit Agreement, dated as of January 28, 2008, by and among Hamlet Merger Inc., Harrah's Operating Company, Inc. as Borrower, the Lenders party thereto from time to time, Bank of America, N.A., as Administrative Agent and Collateral Agent, Deutsche Bank AG New York Branch, as Syndication Agent, and Citibank, N.A., Credit Suisse, Cayman Islands Branch, JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs Credit Partners L.P., Morgan Stanley Senior Funding, Inc., and Bear Sterns Corporate Lending, Inc., as Co-Documentation Agents (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K/A filed February 7, 2008).  |
| 10.2        | Amendment and Waiver, dated June 3, 2009, to Credit Agreement, dated as of January 28, 2008, by and among Hamlet Merger Inc., Harrah's Operating Company, Inc. as Borrower, the Lenders party thereto from time to time, Bank of America, N.A., as Administrative Agent and Collateral Agent, Deutsche Bank AG New York Branch, as Syndication Agent, and Citibank, N.A., Credit Suisse, Cayman Islands Branch, JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs Credit Partners L.P., Morgan Stanley Senior Funding, Inc., and Bear Sterns Corporate Lending, Inc., as Co-Documentation Agents (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K/A filed June 11, 2009).                    |
| 10.3        | Incremental Facility Amendment, dated September 26, 2009, to Credit Agreement, dated as of January 28, 2008, by and among Hamlet Merger Inc., Harrah's Operating Company, Inc. as Borrower, the Lenders party thereto from time to time, Bank of America, N.A., as Administrative Agent and Collateral Agent, Deutsche Bank AG New York Branch, as Syndication Agent, and Citibank, N.A., Credit Suisse, Cayman Islands Branch, JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs Credit Partners L.P., Morgan Stanley Senior Funding, Inc., and Bear Sterns Corporate Lending, Inc., as Co-Documentation Agents (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed September 26, 2009). |
| 10.4        | Amended and Restated Collateral Agreement, dated and effective as of January 28, 2008 (as amended and restated on June 10, 2009), among Harrah's Operating Company, Inc., each Subsidiary Party that is party thereto and Bank of America, N.A., as Collateral Agent (incorporated by reference to the exhibit to the Registrant's Current Report on Form 8-K/A filed June 11, 2009).  |

| Exhibit No. | Exhibit  |
|-------------|--|
| 10.5        | Other First Lien Secured Party Consent, dated as of September 11, 2009, of U.S. Bank National Association, as Authorized Representative, to the Collateral Agreement, dated and effective as of January 28, 2008 (as amended and restated on June 10, 2009), among Harrah's Operating Company, Inc., each Subsidiary Party that is party thereto and Bank of America, N.A., as Collateral Agent (incorporated by reference to the exhibit to the Registrant's Current Report on Form 8-K filed September 17, 2009).  |
| 10.6        | Intercreditor Agreement, dated as of January 28, 2008, by and among Bank of America, N.A. as administrative agent and collateral agent under the Credit Agreement, Citibank, N.A. as administrative agent under the Bridge-Loan Agreement and U.S. Bank National Association as Trustee under the Indenture (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2008).   |
| 10.7        | Intercreditor Agreement, dated as of December 24, 2008, by and among Bank of America, N.A. as Credit Agreement Agent, each other First Priority Lien Obligations Agent from time to time, U.S. Bank National Association as Trustee and each collateral agent for any Future Second Lien Indebtedness from time to time (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2008).   |
| 10.8        | Joinder and Supplement, dated as of September 11, 2009, to the Intercreditor Agreement, dated as of December 24, 2008, by and among Bank of America, N.A. as Credit Agreement Agent, each other First Priority Lien Obligations Agent from time to time, U.S. Bank National Association as Trustee and each collateral agent for any Future Second Lien Indebtedness from time to time (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed September 17, 2009).  |
| 10.9        | Amended and Restated Guaranty and Pledge Agreement dated and effective as of January 28, 2008 (as amended and restated on June 10, 2009), made by Harrah's Entertainment, Inc. (as successor to Hamlet Merger Inc.) in favor of Bank of America, N.A., as Administrative Agent and Collateral Agent (incorporated by reference to the exhibit to the Registrant's Current Report on Form 8-K/A filed June 11, 2009).   |
| 10.10       | Other First Lien Secured Party Consent, dated as of September 11, 2009, of U.S. Bank National Association, as Authorized Representative, to the Amended and Restated Guaranty and Pledge Agreement dated and effective as of January 28, 2008 (as amended and restated on June 10, 2009), made by Harrah's Entertainment, Inc. (as successor to Hamlet Merger Inc.) in favor of Bank of America, N.A., as Administrative Agent and Collateral Agent (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed September 17, 2009).   |
| 10.11       | Senior Unsecured Interim Loan Agreement, dated as of January 28, 2008, by and among Harrah's Operating Company, Inc., as Borrower, the Lenders party thereto from time to time, Citibank, N.A., as Administrative Agent, Deutsche Bank AG New York Branch, as Syndication Agent, Banc of America Bridge LLC, Credit Suisse, Cayman Islands Branch, JPMorgan Chase Bank, N.A., and Merrill Lynch Capital Corporation, as Co-Documentation Agents, Citigroup Global Markets Inc., Deutsche Bank Securities, Inc., Banc of America Securities LLC, Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Joint Bookrunners and Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as Joint Lead Arrangers (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K/A filed February 7, 2008). |
| 10.12       | Amendment and Waiver, dated as of March 26, 2009, to Senior Unsecured Interim Loan Agreement, dated as of January 28, 2008, by and among Harrah's Operating Company, Inc., as Borrower, the Lenders party thereto from time to time, Citibank, N.A., as Administrative Agent, Deutsche Bank AG New York Branch, as Syndication Agent, Banc of America Bridge LLC, Credit Suisse, Cayman Islands Branch, JPMorgan Chase Bank, N.A., and Merrill Lynch Capital   |

| Exhibit No. | Exhibit  |
|-------------|--|
|             | Corporation, as Co-Documentation Agents, Citigroup Global Markets Inc., Deutsche Bank Securities, Inc., Banc of America Securities LLC, Credit Suisse Securities (USA) LLC, J.P. Morgan Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Joint Bookrunners and Citigroup Global Markets Inc. and Deutsche Bank Securities Inc., as Joint Lead Arrangers (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed March 31, 2009). |
| 10.13       | Amended and Restated Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Propco, LLC, Harrah's Atlantic City Propco, LLC, Rio Propco, LLC, Flamingo Las Vegas Propco, LLC, Paris Las Vegas Propco, LLC and Harrah's Laughlin Propco, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).   |
| 10.14       | Amended and Restated First Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 1, LLC, Harrah's Atlantic City Mezz 1, LLC, Rio Mezz 1, LLC, Flamingo Las Vegas Mezz 1, LLC, Paris Las Vegas Mezz 1, LLC and Harrah's Laughlin Mezz 1, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).                         |
| 10.15       | Amended and Restated Second Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 2, LLC, Harrah's Atlantic City Mezz 2, LLC, Rio Mezz 2, LLC, Flamingo Las Vegas Mezz 2, LLC, Paris Las Vegas Mezz 2, LLC and Harrah's Laughlin Mezz 2, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).                        |
| 10.16       | Amended and Restated Third Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 3, LLC, Harrah's Atlantic City Mezz 3, LLC, Rio Mezz 3, LLC, Flamingo Las Vegas Mezz 3, LLC, Paris Las Vegas Mezz 3, LLC and Harrah's Laughlin Mezz 3, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).                         |
| 10.17       | Amended and Restated Fourth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 4, LLC, Harrah's Atlantic City Mezz 4, LLC, Rio Mezz 4, LLC, Flamingo Las Vegas Mezz 4, LLC, Paris Las Vegas Mezz 4, LLC and Harrah's Laughlin Mezz 4, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).                        |
| 10.18       | Amended and Restated Fifth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 5, LLC, Harrah's Atlantic City Mezz 5, LLC, Rio Mezz 5, LLC, Flamingo Las Vegas Mezz 5, LLC, Paris Las Vegas Mezz 5, LLC and Harrah's Laughlin Mezz 5, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).                         |
| 10.19       | Amended and Restated Sixth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 6, LLC, Harrah's Atlantic City Mezz 6, LLC, Rio Mezz 6, LLC, Flamingo Las Vegas Mezz 6, LLC, Paris Las Vegas Mezz 6, LLC and Harrah's Laughlin Mezz 6, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).                         |
| 10.20       | Amended and Restated Seventh Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 7, LLC, Harrah's Atlantic City Mezz 7, LLC, Rio Mezz 7, LLC, Flamingo Las Vegas Mezz 7, LLC, Paris Las Vegas Mezz 7, LLC and Harrah's Laughlin Mezz 7, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).                       |

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| <b>Exhibit No.</b> | <b>Exhibit</b>  |
|--------------------|---|
| 10.21              | Amended and Restated Eighth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 8, LLC, Harrah's Atlantic City Mezz 8, LLC, Rio Mezz 8, LLC, Flamingo Las Vegas Mezz 8, LLC, Paris Las Vegas Mezz 8, LLC and Harrah's Laughlin Mezz 8, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008). |
| 10.22              | Amended and Restated Ninth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 9, LLC, Harrah's Atlantic City Mezz 9, LLC, Rio Mezz 9, LLC, Flamingo Las Vegas Mezz 9, LLC, Paris Las Vegas Mezz 9, LLC and Harrah's Laughlin Mezz 9, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).  |
| 10.23              | Employment Agreement, dated as of January 28, 2008, by and between Harrah's Entertainment, Inc. and Gary W. Loveman (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K/A filed February 7, 2008).  |
| 10.24              | Rollover Option Agreement, dated as of January 28, 2008, by and between Harrah's Entertainment, Inc. and Gary W. Loveman (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K/A filed February 7, 2008).   |
| 10.25              | Form of Employment Agreement between Harrah's Operating Company, Inc. and Charles L. Atwood and J. Carlos Tolosa (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed April 11, 2008).   |
| 10.26              | Form of Employment Agreement between Harrah's Operating Company, Inc. and Jonathan S. Halkyard and Thomas M. Jenkin (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed April 11, 2008).  |
| 10.27              | Form of Severance Agreement entered into with Charles L. Atwood, Jonathan S. Halkyard, Thomas M. Jenkin, John W. R. Payne and J. Carlos Tolosa (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003).  |
| 10.28              | Form of Indemnification Agreement entered into by the Company and each of its directors and executive officers (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed October 6, 2008).   |
| 10.29              | Financial Counseling Plan of Harrah's Entertainment, Inc. as amended June 1996 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1995).  |
| 10.30              | Summary Plan Description of Executive Term Life Insurance Plan (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1996).  |
| 10.31              | Harrah's Entertainment, Inc. 2009 Senior Executive Incentive Plan (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed December 15, 2008).   |
| 10.32              | The 2001 Restatement of the Harrah's Entertainment, Inc. Savings And Retirement Plan, effective January 1, 2002 (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002).   |
| 10.33              | First Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan effective January 1, 1997 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006).   |
| 10.34              | Second Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan effective January 1, 2002 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006).  |

## Edgar Filing: HARRAHS OPERATING CO INC - Form S-1/A

| <b>Exhibit No.</b> | <b>Exhibit</b>  |
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| 10.35              | Third Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan effective November 24, 2003 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006).                                     |
| 10.36              | Fourth Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan executed December 22, 2003 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006).                                     |
| 10.37              | Fifth Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan effective January 1, 2005 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006).                                       |
| 10.38              | Sixth Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan adopted July 20, 2005 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006).   |
| 10.39              | Seventh Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan effective August 30, 2005 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006).                                     |
| 10.40              | Eighth Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan adopted September 20, 2006 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006).                                     |
| 10.41              | Ninth Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan adopted November 7, 2006 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006).  |
| 10.42              | Tenth Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan executed December 29, 2006 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006).                                      |
| 10.43              | Eleventh Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan executed July 11, 2008 (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).   |
| 10.44              | Twelfth Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan executed July 11, 2008 (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed February 13, 2009).  |
| 10.45              | Trust Agreement dated June 20, 2001 by and between Harrah's Entertainment, Inc. and Wells Fargo Bank Minnesota, N.A (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001).   |
| 10.46              | Escrow Agreement, dated February 6, 1990, by and between The Promus Companies Incorporated, certain subsidiaries thereof, and Sovran Bank, as escrow agent (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 1989).              |
| 10.47              | Amendment to Escrow Agreement dated as of October 29, 1993 among The Promus Companies Incorporated, certain subsidiaries thereof, and NationsBank, formerly Sovran Bank (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1993). |
| 10.48              | Amendment, dated as of June 7, 1995, to Escrow Agreement among The Promus Companies Incorporated, certain subsidiaries thereof and NationsBank (incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed June 15, 1995).  |



| <b>Exhibit No.</b> | <b>Exhibit</b>   |
|--------------------|--|
| 10.49              | Amendment, dated as of July 18, 1996, to Escrow Agreement between Harrah s Entertainment, Inc. and NationsBank (incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 1996).   |
| 10.50              | Amendment, dated as of October 30, 1997, to Escrow Agreement between Harrah s Entertainment, Inc., Harrah s Operating Company, Inc. and NationsBank (incorporated by reference from the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 1997, filed March 10, 1998, File No. 1-10410).                                     |
| 10.51              | Amendment to Escrow Agreement, dated April 26, 2000, between Harrah s Entertainment, Inc. and Wells Fargo Bank Minnesota, N.A., Successor to Bank of America, N.A (incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2000).  |
| 10.52              | Letter Agreement with Wells Fargo Bank Minnesota, N.A., dated August 31, 2000, concerning appointment as Escrow Agent under Escrow Agreement for deferred compensation plans (incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2000).                                       |
| 10.53              | Harrah s Entertainment, Inc. Amended and Restated Executive Deferred Compensation Trust Agreement dated January 11, 2006 by and between Harrah s Entertainment, Inc. and Wells Fargo Bank, N.A (incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2007)                      |
| 10.54              | Amendment to the Harrah s Entertainment, Inc. Amended and Restated Executive Deferred Compensation Trust Agreement effective January 28, 2008 by and between Harrah s Entertainment, Inc. and Wells Fargo Bank, N.A (incorporated by reference to the exhibit to the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2007) |
| 10.55              | Amendment and Restatement of Harrah s Entertainment, Inc. Executive Deferred Compensation Plan, effective August 3, 2007 (incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007).  |
| 10.56              | Amendment and Restatement of Harrah s Entertainment, Inc. Deferred Compensation Plan, effective as of August 3, 2007 (incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007).  |
| 10.57              | Amendment and Restatement of Park Place Entertainment Corporation Executive Deferred Compensation Plan, effective as of August 3, 2007 (incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007).  |
| 10.58              | Amendment and Restatement of Harrah s Entertainment, Inc. Executive Supplemental Savings Plan, effective as of August 3, 2007 (incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007).   |
| 10.59              | Amendment and Restatement of Harrah s Entertainment, Inc. Executive Supplemental Savings Plan II, effective as of August 3, 2007 (incorporated by reference to the exhibit to the Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007).  |
| 10.60              | First Amendment to the Amendment and Restatement of the Harrah s Entertainment, Inc. Executive Supplemental Savings Plan II executed February 9, 2009 (incorporated by reference to the exhibit to the Company s Current Report on Form 8-K filed February 13, 2009).  |
| 10.61              | Harrah s Entertainment, Inc. Management Equity Incentive Plan, as amended December 10, 2008 (incorporated by reference to the exhibit to the Company s Current Report on Form 8-K filed December 15, 2008).  |

| <b>Exhibit No.</b> | <b>Exhibit</b>  |
|--------------------|---|
| 10.62              | Stock Option Grant Agreement dated February 27, 2008 between Gary W. Loveman and Harrah's Entertainment, Inc. (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).   |
| 10.63              | Stock Option Grant Agreement dated February 27, 2008 between Charles L. Atwood and Harrah's Entertainment, Inc. (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).   |
| 10.64              | Stock Option Grant Agreement dated February 27, 2008 between Jonathan S. Halkyard and Harrah's Entertainment, Inc. (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).  |
| 10.65              | Stock Option Grant Agreement dated February 27, 2008 between J. Carlos Tolosa and Harrah's Entertainment, Inc. (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).  |
| 10.66              | Stock Option Grant Agreement dated February 27, 2008 between Thomas M. Jenkin and Harrah's Entertainment, Inc. (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).  |
| 10.67              | Form of Stock Option Grant Agreement dated July 1, 2008 between Harrah's Entertainment, Inc. and each of Lynn C. Swann and Christopher J. Williams (incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2008).  |
| **12               | Computation of Ratio of Earnings to Fixed Charges.  |
| 14                 | Harrah's Entertainment, Inc. Code of Business Conduct and Ethics for Principal Officers, adopted February 26, 2003 (incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, filed March 10, 2003).  |
| **21               | Subsidiaries of Harrah's Entertainment, Inc. and Harrah's Operating Company, Inc.   |
| **23.1             | Consent of independent registered public accounting firm to use of report relating to the consolidated financial statements of the Company, dated November 25, 2009.  |
| *23.2              | Consent of O Melveny & Myers LLP (included in Exhibit 5.1)  |
| **24               | Powers of Attorney (included on signature pages of this Registration Statement).  |
| **25               | Form T-1 statement of eligibility under the Trust Indenture Act of 1939, as amended, of U.S. National Bank Association, as Trustee with respect to the Indentures governing the registered 10.00% Second-Priority Senior Secured Notes due 2015, registered 10.00% Second-Priority Senior Secured Notes due 2018, the registered 10.00% Second-Priority Senior Secured Notes due 2018 and the registered 11.25% Senior Secured Notes due 2017 offered hereby. |

\* Filed herewith.  
 \*\* Previously filed.