

WINNICK PARENT, LLC  
Form T-3  
July 08, 2016

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

**FORM T-3**

**FOR APPLICATIONS FOR QUALIFICATION OF INDENTURES**  
**UNDER THE TRUST INDENTURE ACT OF 1939**

**CAESARS ENTERTAINMENT OPERATING COMPANY, INC.**

**(Name of Applicant)\***

**One Caesars Palace Drive**

**Las Vegas, Nevada 89109**

**(Address of Principal Executive Offices)**

**Securities to be Issued Under the Indenture to be Qualified**

<b>Title of Class</b>	<b>Amount</b>
<b>8.50% Second-Priority Senior Secured Notes Due 2024</b>	<b>\$547,000,000</b>

**Approximate date of proposed public offering:**

**On, or as soon as practicable following, the effective date (the *Effective Date* ) under the Second Amended Joint Plan of Reorganization of Caesars Entertainment Operating Company, Inc., et al. pursuant to Chapter 11 of the Bankruptcy Code (as amended or supplemented, the *Plan of Reorganization* ).**

**John Payne**

**Chief Executive Officer**

**Caesars Entertainment Operating Company, Inc.**

**One Caesars Palace Drive**

**Las Vegas, Nevada 89109**

**(Name and Address of Agent for Service)**

*Copies to:*

**Carol Anne Huff**

**Ana Sempertegui**

**Kirkland & Ellis LLP**

**300 N. LaSalle**

**Chicago, Illinois 60654**

**(312) 862-2000**

**The Applicants hereby amend this application for qualification on such date or dates as may be necessary to delay its effectiveness until (i) the 20th day after the filing of an amendment which specifically states that it shall supersede this application for qualification, or (ii) such date as the Securities and Exchange Commission, acting pursuant to section 307(c) of the Trust Indenture Act of 1939, may determine upon the written request of the Applicants.**

\* The Co-Applicants listed on the following page are also included in this Form T-3 as Applicants.

Caesars Entertainment Corporation ( *CEC* ), the parent of Caesars Entertainment Operating Company, Inc. ( *CEOC* ), is expected to give a modified collection guarantee in respect of the 8.50% Second-Priority Senior Secured Notes due 2024 (the *Notes* ) as of the Effective Date pursuant to a guaranty agreement and is a co-applicant on this Form T-3. In addition, the following direct and indirect subsidiaries of CEOC are expected to be guarantors (the *Expected Subsidiary Guarantors* ) and, together with CEC and CEOC, the *Applicants* ) of the Notes as of the Effective Date and are co-applicants on this Form T-3.

### Table of Co-Applicants

#### Name of Parent Guarantor

Caesars Entertainment Corporation

#### Name of Expected Subsidiary Guarantors (1)

190 Flamingo, LLC

3535 LV Corp. (f/k/a Harrah s Imperial Palace)

AJP Holdings, LLC

AJP Parent, LLC

B I Gaming Corporation

Bally s Midwest Casino, Inc.

Bally s Park Place, Inc.

Benco, Inc.

Biloxi Hammond, LLC

Biloxi Village Walk Development, LLC

BL Development Corp.

Boardwalk Regency Corporation

Caesars Entertainment Canada Holding, Inc.

Caesars Entertainment Finance Corp.

Caesars Entertainment Golf, Inc.

Caesars Entertainment Retail, Inc.

Caesars India Sponsor Company, LLC

Caesars License Company, LLC (f/k/a Harrah s License Company, LLC)

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Caesars Marketing Services Corporation (f/k/a Harrah's Marketing Services Corporation)

Caesars New Jersey, Inc.

Caesars Palace Corporation

Caesars Palace Realty Corporation

Caesars Palace Sports Promotions, Inc.

Caesars Riverboat Casino, LLC

Caesars Trex, Inc.

Caesars United Kingdom, Inc.

Caesars World Marketing Corporation

Caesars World Merchandising, Inc.

Caesars World, Inc.

California Clearing Corporation

Casino Computer Programming, Inc.

Chester Facility Holding Company, LLC

Consolidated Supplies, Services and Systems

CZL Development Company, LLC

DCH Exchange, LLC

DCH Lender, LLC

Desert Palace, Inc.

Durante Holdings, LLC

East Beach Development Corporation

FHR Corporation

Flamingo-Laughlin, Inc. (f/k/a Flamingo Hilton-Laughlin, Inc.)

GCA Acquisition Subsidiary, Inc.

GNOC, Corp.

Grand Casinos of Biloxi, LLC (f/k/a Grand Casinos of Mississippi, Inc. - Biloxi)

Grand Casinos of Mississippi, LLC Gulfport

Grand Casinos, Inc.

Grand Media Buying, Inc.

Harrah South Shore Corporation

Harrah s Arizona Corporation

Harrah s Bossier City Investment Company, L.L.C.

Harrah s Bossier City Management Company, LLC

Harrah s Chester Downs Investment Company, LLC

Harrah s Chester Downs Management Company, LLC

Harrah s Illinois Corporation

Harrah s Interactive Investment Company

Harrah s International Holding Company, Inc.

Harrah s Investments, Inc. (f/k/a Harrah s Wheeling Corporation)

Harrah s Iowa Arena Management, LLC

Harrah s Management Company

Harrah s Maryland Heights Operating Company

Harrah s MH Project, LLC

Harrah s NC Casino Company, LLC

Harrah s New Orleans Management Company

Harrah s North Kansas City LLC (f/k/a Harrah s North Kansas City I LLC)

Harrah s Operating Company Memphis, LLC

Harrah s Pittsburgh Management Company

Harrah s Reno Holding Company, Inc.

Harrah s Shreveport Investment Company, LLC

Harrah s Shreveport Management Company, LLC

Harrah s Shreveport/Bossier City Holding Company, LLC

Harrah s Shreveport/Bossier City Investment Company, LLC

Harrah s Southwest Michigan Casino Corporation

Harrah s Travel, Inc.

Harrah s West Warwick Gaming Company, LLC

Harveys BR Management Company, Inc.

Harveys C.C. Management Company, Inc.

Harveys Iowa Management Company, Inc.

Harveys Tahoe Management Company, Inc.

H-BAY, LLC

HBR Realty Company, Inc.

HCAL, LLC

HCR Services Company, Inc.

HEI Holding Company One, Inc.

HEI Holding Company Two, Inc.

HHLV Management Company, LLC

Hole in the Wall, LLC

Horseshoe Entertainment

Horseshoe Gaming Holding, LLC

Horseshoe GP, LLC

Horseshoe Hammond, LLC



Horseshoe Shreveport, L.L.C.

HTM Holding, Inc.

Koval Holdings Company, LLC

Koval Investment Company, LLC

Las Vegas Golf Management, LLC

Las Vegas Resort Development, Inc.

LVH Corporation

Martial Development Corp.

Nevada Marketing, LLC

New Gaming Capital Partnership

Ocean Showboat, Inc.

Parball Corporation

PHW Manager, LLC

Players Bluegrass Downs, Inc.

Players Development, Inc.

Players Holding, LLC

Players International, LLC

Players LC, LLC

Players Maryland Heights Nevada, LLC

Players Resources, Inc.

Players Riverboat II, LLC

Players Riverboat Management, LLC

Players Riverboat, LLC

Players Services, Inc.

Reno Crossroads LLC

Reno Projects, Inc.

Rio Development Company, Inc.

Robinson Property Group Corp.

Roman Entertainment Corporation of Indiana

Roman Holding Corporation of Indiana

Showboat Atlantic City Mezz 1, LLC

Showboat Atlantic City Mezz 2, LLC

Showboat Atlantic City Mezz 3, LLC

Showboat Atlantic City Mezz 4, LLC

Showboat Atlantic City Mezz 5, LLC

Showboat Atlantic City Mezz 6, LLC

Showboat Atlantic City Mezz 7, LLC

Showboat Atlantic City Mezz 8, LLC

Showboat Atlantic City Mezz 9, LLC

Showboat Atlantic City Operating Company, LLC

Showboat Atlantic City Propco, LLC

Showboat Holding, Inc.

Southern Illinois Riverboat/Casino Cruises, Inc.

Tahoe Garage Propco, LLC

TRB Flamingo, LLC

Trigger Real Estate Corporation

Tunica Roadhouse Corporation (f/k/a Sheraton Tunica Corporation)

Village Walk Construction, LLC

Winnick Holdings, LLC

Winnick Parent, LLC

- (1) It is anticipated that at the Effective Date, all Expected Subsidiary Guarantors which are corporations will be converted into limited liability companies.

### EXPLANATORY NOTE

Reference is made to the Disclosure Statement for the Plan of Reorganization (as may be amended or supplemented, the *Disclosure Statement* ) and the accompanying Plan of Reorganization, copies of which are included herein as Exhibits T3E-1 and T3E-2, respectively. Pursuant to the Plan of Reorganization, the historical business of CEOC will be separated by means of a spin off into an operating company, which will be a newly formed Delaware limited liability company (referred to herein as *CEOC LLC* ) and a real estate investment trust, which will own substantially all of CEOC 's real estate assets. On the Effective Date, CEOC will merge with and into CEOC LLC, with CEOC LLC surviving the merger. CEOC LLC will lease back the transferred real property pursuant to master leases and an affiliate of CEOC LLC will manage such properties.

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**GENERAL**
**1. General Information.**

The form of organization of and the state or other sovereign power under the laws of which each Applicant is organized are as follows:

<b>Name</b>	<b>Form of Organization (1)</b>	<b>Jurisdiction</b>
Caesars Entertainment Operating Company, Inc.	Corporation	Delaware
Caesars Entertainment Corporation	Corporation	Delaware
190 Flamingo, LLC	Limited liability company	Nevada
3535 LV Corp. (f/k/a Harrah's Imperial Palace)	Corporation	Nevada
AJP Holdings, LLC	Limited liability company	Delaware
AJP Parent, LLC	Limited liability company	Delaware
B I Gaming Corporation	Corporation	Nevada
Bally's Midwest Casino, Inc.	Corporation	Delaware
Bally's Park Place, Inc.	Corporation	New Jersey
Benco, Inc.	Corporation	Nevada
Biloxi Hammond, LLC	Limited liability company	Delaware
Biloxi Village Walk Development, LLC	Limited liability company	Delaware
BL Development Corp.	Corporation	Minnesota
Boardwalk Regency Corporation	Corporation	New Jersey
Caesars Entertainment Canada Holding, Inc.	Corporation	Nevada
Caesars Entertainment Finance Corp.	Corporation	Nevada
Caesars Entertainment Golf, Inc.	Corporation	Nevada
Caesars Entertainment Retail, Inc.	Corporation	Nevada
Caesars India Sponsor Company, LLC	Limited liability company	Nevada
Caesars License Company, LLC (f/k/a Harrah's License Company, LLC)	Limited liability company	Nevada
Caesars Marketing Services Corporation (f/k/a Harrah's Marketing Services Corporation)	Corporation	Nevada
Caesars New Jersey, Inc.	Corporation	New Jersey
Caesars Palace Corporation	Corporation	Delaware
Caesars Palace Realty Corporation	Corporation	Nevada
Caesars Palace Sports Promotions, Inc.	Corporation	Nevada
Caesars Riverboat Casino, LLC	Limited liability company	Indiana
Caesars Trex, Inc.	Corporation	Delaware
Caesars United Kingdom, Inc.	Corporation	Nevada
Caesars World Marketing Corporation	Corporation	New Jersey
Caesars World Merchandising, Inc.	Corporation	Nevada
Caesars World, Inc.	Corporation	Florida
California Clearing Corporation	Corporation	California
Casino Computer Programming, Inc.	Corporation	Indiana
Chester Facility Holding Company, LLC	Limited liability company	Delaware

<b>Name</b>	<b>Form of Organization (1)</b>	<b>Jurisdiction</b>
Consolidated Supplies, Services and Systems	Corporation	Nevada
CZL Development Company, LLC	Limited liability company	Delaware
DCH Exchange, LLC	Limited liability company	Nevada
DCH Lender, LLC	Limited liability company	Nevada
Desert Palace, Inc.	Corporation	Nevada
Durante Holdings, LLC	Limited liability company	Nevada
East Beach Development Corporation	Corporation	Mississippi
FHR Corporation	Corporation	Nevada
Flamingo-Laughlin, Inc. (f/k/a Flamingo Hilton-Laughlin, Inc.)	Corporation	Nevada
GCA Acquisition Subsidiary, Inc.	Corporation	Minnesota
GNOG, Corp.	Corporation	New Jersey
Grand Casinos of Biloxi, LLC (f/k/a Grand Casinos of Mississippi, Inc. - Biloxi)	Limited liability company	Minnesota
Grand Casinos of Mississippi, LLC Gulfport	Limited liability company	Mississippi
Grand Casinos, Inc.	Corporation	Minnesota
Grand Media Buying, Inc.	Corporation	Minnesota
Harrah South Shore Corporation	Corporation	California
Harrah s Arizona Corporation	Corporation	Nevada
Harrah s Bossier City Investment Company, L.L.C.	Limited liability company	Louisiana
Harrah s Bossier City Management Company, LLC	Limited liability company	Nevada
Harrah s Chester Downs Investment Company, LLC	Limited liability company	Delaware
Harrah s Chester Downs Management Company, LLC	Limited liability company	Nevada
Harrah s Illinois Corporation	Corporation	Nevada
Harrah s Interactive Investment Company	Corporation	Nevada
Harrah s International Holding Company, Inc.	Corporation	Delaware
Harrah s Investments, Inc. (f/k/a Harrah s Wheeling Corporation)	Corporation	Nevada
Harrah s Iowa Arena Management, LLC	Limited liability company	Delaware
Harrah s Management Company	Corporation	Nevada
Harrah s Maryland Heights Operating Company	Corporation	Nevada
Harrah s MH Project, LLC	Limited liability company	Delaware
Harrah s NC Casino Company, LLC	Limited liability company	North Carolina
Harrah s New Orleans Management Company	Corporation	Nevada
Harrah s North Kansas City LLC (f/k/a Harrah s North Kansas City I LLC)	Limited liability company	Missouri
Harrah s Operating Company Memphis, LLC	Limited liability company	Delaware
Harrah s Pittsburgh Management Company	Corporation	Nevada
Harrah s Reno Holding Company, Inc.	Corporation	Nevada

<b>Name</b>	<b>Form of Organization (1)</b>	<b>Jurisdiction</b>
Harrah s Shreveport Investment Company, LLC	Limited liability company	Nevada
Harrah s Shreveport Management Company, LLC	Limited liability company	Nevada
Harrah s Shreveport/Bossier City Holding Company, LLC	Limited liability company	Delaware
Harrah s Shreveport/Bossier City Investment Company, LLC	Limited liability company	Delaware
Harrah s Southwest Michigan Casino Corporation	Corporation	Nevada
Harrah s Travel, Inc.	Corporation	Nevada
Harrah s West Warwick Gaming Company, LLC	Limited liability company	Delaware
Harveys BR Management Company, Inc.	Corporation	Nevada
Harveys C.C. Management Company, Inc.	Corporation	Nevada
Harveys Iowa Management Company, Inc.	Corporation	Nevada
Harveys Tahoe Management Company, Inc.	Corporation	Nevada
H-BAY, LLC	Limited liability company	Nevada
HBR Realty Company, Inc.	Corporation	Nevada
HCAL, LLC	Limited liability company	Nevada
HCR Services Company, Inc.	Corporation	Nevada
HEI Holding Company One, Inc.	Corporation	Nevada
HEI Holding Company Two, Inc.	Corporation	Nevada
HHLV Management Company, LLC	Limited liability company	Nevada
Hole in the Wall, LLC	Limited liability company	Nevada
Horseshoe Entertainment	Limited partnership	Louisiana
Horseshoe Gaming Holding, LLC	Limited liability company	Delaware
Horseshoe GP, LLC	Limited liability company	Nevada
Horseshoe Hammond, LLC	Limited liability company	Indiana
Horseshoe Shreveport, L.L.C.	Limited liability company	Louisiana
HTM Holding, Inc.	Corporation	Nevada
Koval Holdings Company, LLC	Limited liability company	Delaware
Koval Investment Company, LLC	Limited liability company	Nevada
Las Vegas Golf Management, LLC	Limited liability company	Nevada
Las Vegas Resort Development, Inc.	Corporation	Nevada
LVH Corporation	Corporation	Nevada
Martial Development Corp.	Corporation	New Jersey
Nevada Marketing, LLC	Limited liability company	Nevada
New Gaming Capital Partnership	Limited partnership	Nevada
Ocean Showboat, Inc.	Corporation	New Jersey
Parball Corporation	Corporation	Nevada
PHW Manager, LLC	Limited liability company	Nevada
Players Bluegrass Downs, Inc.	Corporation	Kentucky
Players Development, Inc.	Corporation	Nevada
Players Holding, LLC	Limited liability company	Nevada

<b>Name</b>	<b>Form of Organization (1)</b>	<b>Jurisdiction</b>
Players International, LLC	Limited liability company	Nevada
Players LC, LLC	Limited liability company	Nevada
Players Maryland Heights Nevada, LLC	Limited liability company	Nevada
Players Resources, Inc.	Corporation	Nevada
Players Riverboat II, LLC	Limited liability company	Louisiana
Players Riverboat Management, LLC	Limited liability company	Nevada
Players Riverboat, LLC	Limited liability company	Nevada
Players Services, Inc.	Corporation	New Jersey
Reno Crossroads LLC	Limited liability company	Delaware
Reno Projects, Inc.	Corporation	Nevada
Rio Development Company, Inc.	Corporation	Nevada
Robinson Property Group Corp.	Corporation	Mississippi
Roman Entertainment Corporation of Indiana	Corporation	Indiana
Roman Holding Corporation of Indiana	Corporation	Indiana
Showboat Atlantic City Mezz 1, LLC	Limited liability company	Delaware
Showboat Atlantic City Mezz 2, LLC	Limited liability company	Delaware
Showboat Atlantic City Mezz 3, LLC	Limited liability company	Delaware
Showboat Atlantic City Mezz 4, LLC	Limited liability company	Delaware
Showboat Atlantic City Mezz 5, LLC	Limited liability company	Delaware
Showboat Atlantic City Mezz 6, LLC	Limited liability company	Delaware
Showboat Atlantic City Mezz 7, LLC	Limited liability company	Delaware
Showboat Atlantic City Mezz 8, LLC	Limited liability company	Delaware
Showboat Atlantic City Mezz 9, LLC	Limited liability company	Delaware
Showboat Atlantic City Operating Company, LLC	Limited liability company	New Jersey
Showboat Atlantic City Propco, LLC	Limited liability company	Delaware
Showboat Holding, Inc.	Corporation	Nevada
Southern Illinois Riverboat/Casino Cruises, Inc.	Corporation	Illinois
Tahoe Garage Propco, LLC	Limited liability company	Delaware
TRB Flamingo, LLC	Limited liability company	Nevada
Trigger Real Estate Corporation	Corporation	Nevada
Tunica Roadhouse Corporation (f/k/a Sheraton Tunica Corporation)	Corporation	Delaware
Village Walk Construction, LLC	Limited liability company	Delaware
Winnick Holdings, LLC	Limited liability company	Delaware
Winnick Parent, LLC	Limited liability company	Delaware

- (1) It is anticipated that at the Effective Date, all Expected Subsidiary Guarantors which are corporations will be converted into limited liability companies.



**2. Securities Act Exemption Applicable.**

Prior to the Effective Date, the Applicants intend to offer, under the terms and subject to the conditions set forth in the Disclosure Statement and the Plan of Reorganization, an aggregate principal amount of up to \$547.0 million of Notes to holders of claims under CEOC's senior secured credit facilities and under CEOC's 11.25% Senior Secured Notes due 2017, 8.50% Senior Secured Notes due 2020 and 9.00% Senior Secured Notes due 2020 (collectively, the *Claims*). The Notes will be issued pursuant to the indenture to be qualified under this Form T-3 (the *Indenture*), a copy of which will be filed by amendment as Exhibit T3C to this application.

Generally, Section 1145(a)(1) of the Bankruptcy Code exempts an offer and sale of securities under a plan of reorganization from registration under the Securities Act of 1933, as amended (the *Securities Act*), and state securities laws if three principal requirements are satisfied: (i) the securities must be offered and sold under a plan of reorganization and must be securities of the debtor, an affiliate participating in a joint plan of reorganization with the debtor or a successor to the debtor under the plan of reorganization; (ii) the recipients of the securities must hold a prepetition or administrative expense claim against the debtor or an interest in the debtor; and (iii) the securities must be issued entirely in exchange for the recipient's claim against or interest in the debtor, or principally in such exchange and partly for cash or property. The Applicants believe that the offer of the Notes under the solicitation of acceptances for the Plan of Reorganization and the exchange of the Claims for Notes, together with certain other consideration, under the Plan of Reorganization will satisfy the requirements of Section 1145(a)(1) of the Bankruptcy Code and, therefore, such offer and exchange is exempt from the registration requirements referred to above. To the extent that the solicitation of acceptances of the Plan of Reorganization constitutes an offer of new securities not exempt from registration under Section 1145(a)(1) of the Bankruptcy Code, the Applicants will also rely on Section 4(a)(2) of the Securities Act and, to the extent applicable, Regulation D promulgated thereunder.

**AFFILIATIONS**

**3. Affiliates.**

(a) The following diagram indicates the relationship of the Applicants to each of their respective affiliates as of the date of this application. Connecting lines indicate 100% ownership of voting securities, unless otherwise stated.

- (1) For a list of the subsidiaries of CEC, including CEOC and its subsidiaries, see Exhibit 99.1 hereto, which is incorporated herein by reference.
- (2) For a list of the subsidiaries of CEOC, see Exhibit 99.2 hereto, which is incorporated herein by reference.

(b) The following diagram indicates the expected relationship of the Applicants to each of their respective affiliates as of the Effective Date. All of the entities appearing below are expected to exist as of the Effective Date. Connecting lines indicate 100% ownership of voting securities, unless otherwise stated.

- (1) The percentage ownership of CEC's voting securities following the Effective Date cannot be determined at this time. On the Effective Date, Caesars Acquisition Corporation, an affiliate of CEC (CAC), will merge with and into CEC, with CEC surviving the merger. Stockholders of CAC will receive common stock of CEC in connection with this merger. The amount of voting securities held by particular parties cannot be determined until the solicitation of approval of the Plan of Reorganization and the merger of CAC into CEC are completed.
- (2) It is anticipated that, as of the Effective Date, CEC will own 100% of the limited liability company interests of CEOC LLC. For a list of the subsidiaries of CEC, including CEOC and its subsidiaries, see Exhibit 99.1 hereto, which is incorporated herein by reference.
- (3) On the Effective Date, CEOC will merge with and into CEOC LLC, with CEOC LLC surviving the merger.
- (4) It is anticipated that the subsidiaries of CEOC will continue to be subsidiaries of CEOC LLC upon the consummation of the Plan of Reorganization. For a list of the expected subsidiaries of CEOC LLC, see Exhibit 99.2 hereto, which is incorporated herein by reference.

(c) Certain directors and executive officers of the Applicants may be deemed their affiliates by virtue of their respective positions in each entity. See Item 4, Directors and Executive Officers.

(d) Certain persons may be deemed to be affiliates of the Applicants by virtue of their holdings of voting securities of the Applicants. See Item 5, Principal Owners of Voting Securities.

**MANAGEMENT AND CONTROL**

**4. Directors and Executive Officers.**

(a) *Directors and Executive Officers of CEOC.* As of the date of this application, the executive officers and directors of CEOC are as set forth below. The mailing address and telephone number of each of them is c/o Caesars Entertainment Operating Company, Inc., One Caesars Palace Drive, Las Vegas, Nevada 89109; telephone number (702) 407-6000.

<u>Name</u>	<u>Position</u>
David Bonderman	Director
Kelvin Davis	Director
Gary Loveman	Director
David Sambur	Director
Ronen Stauber	Director
Steven Winograd	Director
John Payne	President and Chief Executive Officer
Mary Elizabeth Higgins	Chief Financial Officer
Timothy Lambert	General Counsel
Randall S. Eisenberg	Chief Restructuring Officer

(b) *Directors and Executive Officers of CEC.* As of the date of this application, the executive officers and directors of CEC are as set forth below. The mailing address and telephone number of each of them is c/o Caesars Entertainment Corporation, One Caesars Palace Drive, Las Vegas, Nevada 89109; telephone number (702) 407-6000.

<u>Name</u>	<u>Position</u>
Jeffrey Benjamin	Director
David Bonderman	Director
Kelvin Davis	Director
Mark P. Frissora	Director, Chief Executive Officer and President
Fred J. Kleisner	Director
Gary Loveman	Director
Eric Press	Director
Marc Rowan	Director
David Sambur	Director
Christopher J. Williams	Director
Janis Jones Blackhurst	Executive Vice President, Communications and Government Relations



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Richard D. Broome	Executive Vice President, Public Affairs and Communications
Keith A. Causey	Chief Accounting Officer
Timothy Donovan	Executive Vice President, General Counsel and Chief Regulatory and Compliance Officer
Eric Hession	Executive Vice President and Chief Financial Officer
Thomas Jenkin	Global President of Destination Markets
Gregory Miller	Executive Vice President, Domestic Development
Bob Morse	President of Hospitality
Les Ottolenghi	Executive Vice President and Chief Information Officer
Mary Thomas	Executive Vice President, Human Resources
Steven Tight	President, International Development

(c) *Directors and Executive Officers of the Expected Subsidiary Guarantors.* As of the date of this application, the executive officers and directors, managers, managing members or general partners, as applicable, of the Expected Subsidiary Guarantors are set forth on Exhibit 99.3 hereto, which is incorporated herein by reference. The mailing address and telephone number of each of them is c/o Caesars Entertainment Operating Company, Inc., One Caesars Palace Drive, Las Vegas, Nevada 89109; telephone number (702) 407-6000.

#### **5. Principal Owners of Voting Securities.**

(a) As of July 1, 2016, CEC owned 1,293,900 shares of common stock of CEOC, representing 89% of CEOC's voting securities. The mailing address and telephone number of CEC is c/o Caesars Entertainment Corporation, One Caesars Palace Drive, Las Vegas, Nevada 89109; telephone number (702) 407-6000. As of the date of this application, no other person owned more than 10% of the voting securities of CEOC.

It is anticipated that, as of the Effective Date, CEC will own 100% of the limited liability company interests of CEOC LLC.

(b) As of July 1, 2016, affiliates of Apollo Global Management, LLC and TPG Capital, LP owned an aggregate 87,605,299 shares of common stock of CEC, representing 60.1% of CEC's voting securities. All shares held by these entities are subject to the irrevocable proxy granting Hamlet Holdings LLC sole voting and sole dispositive power with respect to such shares. The members of Hamlet Holdings LLC are Leon Black, Joshua Harris and Marc Rowan, each of whom is affiliated with Apollo Global Management, LLC, and David Bonderman and James Coulter, each of whom is affiliated with the TPG Capital, LP. The address of the affiliates of Apollo Global Management, LLC is c/o Apollo Management, LP, 9 West 57th Street, 43rd Floor, New York, New York 10019. The address of the affiliates of TPG Capital, LP is c/o TPG Global, 301 Commerce Street, Suite 3300, Fort Worth, Texas 76102. As of the date of this application, no other person owned more than 10% of the voting securities of CEC.

At this time it is not possible to determine the percentage ownership of CEC's voting securities following the Effective Date. On the Effective Date, CAC will merge with and into CEC, with CEC surviving the merger. Stockholders of CAC will receive common stock of CEC in connection with this merger. The amount of voting securities held by particular parties cannot be determined until the solicitation of approval of the Plan of Reorganization and the merger of CAC into CEC are completed.

(c) As of July 1, 2016, the ownership of voting securities of each of the Expected Subsidiary Guarantors is set forth in Exhibit 99.4 hereto, which is incorporated herein by reference.

It is anticipated that, as of the Effective Date, the owners of voting securities of the Expected Subsidiary Guarantors will continue as set forth in Exhibit 99.4 hereto, which is incorporated herein by reference.

## UNDERWRITERS

### 6. Underwriters.

(a) No person has acted as an underwriter of any securities of CEOC or the Expected Subsidiary Guarantors within three years prior to the date of filing this application.

In October 2013, Credit Suisse Securities (USA) LLC (Eleven Madison Avenue, New York, New York 10010) was the underwriter of 10,000,000 shares of common stock, par value \$0.01 per share, issued by CEC.

(b) No person is acting as a principal underwriter of the Notes proposed to be offered pursuant to the Indenture.

## CAPITAL SECURITIES

### 7. Capitalization.

(a) The following table sets forth information with respect to each authorized class of securities of CEOC as of July 1, 2016:

Title of Class	Amount Authorized	Amount Outstanding
Common Stock, par value \$0.01 per share	1,250,000,000	1,457,795
Preferred Stock, par value \$0.01 per share	125,000,000	
11.25% Senior Secured Notes due 2017	N/A	\$ 2,095,000,000
8.50% Senior Secured Notes due 2020	N/A	\$ 1,250,000,000
9.00% Senior Secured Notes due 2020	N/A	\$ 3,000,000,000
12.75% Second-Priority Senior Secured Notes due 2018	N/A	\$ 750,000,000
10.00% Second-Priority Senior Secured Notes due 2018	N/A	\$ 4,484,600,000
10.00% Second-Priority Senior Secured Notes due 2015	N/A	\$ 3,600,000
10.75% Senior Notes due 2016	N/A	\$ 478,600,000
6.50% Unsecured Senior Debt due 2016	N/A	\$ 296,700,000
5.75% Unsecured Senior Debt due 2017	N/A	\$ 233,300,000

Each holder of common stock of CEOC has one vote on all matters to be voted upon by stockholders with no cumulative voting rights. CEOC has not issued certificates of designations specifying, or otherwise amended its charter to specify, the voting rights of holders of preferred stock. Holders of the series of notes of CEOC listed above have the voting rights with respect to the respective series of notes set forth under the respective indenture.

At this time, it is not possible to provide the amount of CEOC LLC's limited liability company interests authorized and outstanding following the Effective Date. It is anticipated that, as of the Effective Date, CEOC LLC will have (i) issued the Notes and (ii) issued approximately up to \$306.0 million in aggregate principal amount of First-Priority Senior Secured Floating Rate Notes due 2023.



(b) The following table sets forth information with respect to each authorized class of securities of CEC as of July 1, 2016:

Title of Class	Amount Authorized	Amount Outstanding
Common Stock, par value \$0.01 per share	1,250,000,000	145,981,454
Preferred Stock, par value \$0.01 per share	125,000,000	

Each holder of common stock of CEC has one vote on all matters to be voted upon by stockholders. CEC has not issued certificates of designations specifying, or otherwise amended its charter to specify, the voting rights of holders of preferred stock.

At this time, it is not possible to determine the amount of CEC's authorized and outstanding voting securities following the Effective Date. On the Effective Date, CAC will merge with and into CEC, with CEC surviving the merger. Stockholders of CAC will receive common stock of CEC in connection with this merger. The amount of voting securities held by particular parties cannot be determined until the solicitation of approval of the Plan of Reorganization and the merger of CAC into CEC are completed.

(c) The information with respect to each authorized class of securities of the Expected Subsidiary Guarantors as of July 1, 2016 is set forth in the capitalization table attached to this Form T-3 as Exhibit 99.3 hereto, which is incorporated herein by reference.

Except as otherwise set forth in such Expected Subsidiary Guarantor's governing document, or with respect to Expected Subsidiary Guarantors, which interests are held by a sole member or sole partner, as applicable, holders of membership interests of each Expected Subsidiary Guarantor that is a limited liability company are entitled to one vote per limited liability company interest, holders of limited partnership interests of each Expected Subsidiary Guarantor that is a partnership are entitled to one vote per partnership interest, and holders of common stock of each Expected Subsidiary Guarantor that is a corporation are entitled to one vote per share and vote as a single class.

It is anticipated that, as of the Effective Date, all Expected Subsidiary Guarantors which are corporations will be converted into limited liability companies.

## INDENTURE SECURITIES

### 8. Analysis of Indenture Provisions.

The Notes will be subject to the Indenture among CEOC LLC, the guarantors named therein and a trustee to be identified by amendment hereof (the *Trustee*). The following is a general description of certain provisions of the Indenture, and the description is qualified in its entirety by reference to the form of Indenture to be filed by amendment as Exhibit T3C therewith. Capitalized terms used below and not defined herein have the meanings ascribed to them in the Indenture.

#### (a) *Events of Default; Withholding of Notice of Default.*

The occurrence of any of the following events will constitute an Event of Default under the Indenture:

(i) there is a default in any payment of interest on any Note when the same becomes due and payable, and such default continues for a period of 30 days;



(ii) there is a default in the payment of principal or premium, if any, of any Note when due at its Stated Maturity, upon optional redemption, upon required repurchase, upon declaration or otherwise;

(iii) the failure by the Issuer or any Restricted Subsidiary to comply for 60 days after notice with its other agreements contained in the Notes or the Indenture (other than a default referred to in clause (i) or (ii) above); *provided* that in the case of a failure to comply with Section 4.02 Reports and Other Information, such period of continuation of such default or breach shall be 150 days after written notice described in this clause (iii) has been given;

(iv) the failure by the Issuer or any Significant Subsidiary (or any group of Subsidiaries that together would constitute a Significant Subsidiary) to pay any Indebtedness (other than Indebtedness owing to the Issuer or a Restricted Subsidiary) within any applicable grace period after final maturity or the acceleration of any such Indebtedness by the holders thereof because of a default, in each case, if the total amount of such Indebtedness unpaid or accelerated exceeds \$50.0 million or its foreign currency equivalent;

(v) either the Issuer or a Significant Subsidiary, pursuant to or within the meaning of any Bankruptcy Law:

(1) commences a voluntary case;

(2) consents to the entry of an order for relief against it in an involuntary case;

(3) consents to the appointment of a Custodian of it or for any substantial part of its property; or

(4) makes a general assignment for the benefit of its creditors or takes any comparable action under any foreign laws relating to insolvency;

(vi) a court of competent jurisdiction enters an order or decree under any Bankruptcy Law that:

(1) is for relief against either the Issuer or a Significant Subsidiary in an involuntary case;

(2) appoints a Custodian of either the Issuer or a Significant Subsidiary or for any substantial part of their property; or

(3) orders the winding up or liquidation of either the Issuer or a Significant Subsidiary;

or any similar relief is granted under any foreign laws and the order or decree remains unstayed and in effect for 60 days;

(vii) failure by the Issuer or any Significant Subsidiary (or any group of Subsidiaries that together would constitute a Significant Subsidiary) to pay final judgments aggregating in excess of \$50.0 million or its foreign currency equivalent (net of any amounts which are covered by enforceable insurance policies issued by solvent carriers), which judgments are not discharged, waived or stayed for a period of 60 days;

(viii) the Note Guarantee of a Significant Subsidiary (or any group of Subsidiaries that together would constitute a Significant Subsidiary) ceases to be in full force and effect (except as contemplated by the terms thereof);

(ix) unless all of the Collateral has been released from the Second Priority Liens in accordance with the provisions of Article XI, the Second Priority Liens on any material Collateral cease to be valid or enforceable and such Default continues for 30 days, or the Issuer shall assert, in any pleading in any court of competent jurisdiction, that any such security interest is invalid or unenforceable and, in the case of any such Person that is a Subsidiary of the Issuer, the Issuer fails to cause such Subsidiary to rescind such assertions within 30 days after the Issuer has actual knowledge of such assertions (in each case, other than any releases contemplated by the terms thereof);

(x) the failure by the Issuer or any Subsidiary Guarantor to comply for 60 days after notice with its other agreements contained in the Security Documents except for a failure that would not be material to the holders of the Notes and would not materially affect the value of the Collateral taken as a whole; or

(xi) the occurrence of a Holdco Covenant Breach or a Holdco Filing.

However, a default under clauses (iii) or (x) above shall not constitute an Event of Default until the Trustee or the holders of 30% in principal amount of outstanding Notes notify the Issuer of the default and the Issuer does not cure such default within the time specified in clauses (iii) or (x) listed above after receipt of such notice.

If an Event of Default (other than an Event of Default specified in clauses (v) or (vi) listed above with respect to the Issuer) occurs and is continuing, the Trustee or the holders of at least 30% in principal amount of outstanding Notes by notice to the Issuer may declare the principal of, premium, if any, and accrued but unpaid interest on all the Notes to be due and payable; *provided, however*, that so long as any Bank Indebtedness remains outstanding, no such acceleration shall be effective until the earlier of (1) five Business Days after the giving of written notice to the Issuer and the Representative under the Credit Agreement and (2) the day on which any Bank Indebtedness is accelerated. Upon such a declaration, such principal and interest shall be due and payable immediately.

If an Event of Default specified in clauses (v) or (vi) listed above with respect to the Issuer occurs, the principal of, premium, if any, and interest on all the Notes will become immediately due and payable without any declaration or other act on the part of the Trustee or any holders.

Under certain circumstances, the holders of a majority in principal amount of outstanding Notes may rescind any such acceleration with respect to the Notes and its consequences.

In the event of any Event of Default specified in clause (iv) listed above, such Event of Default and all consequences thereof (excluding, however, any resulting payment default) shall be annulled, waived and rescinded, automatically and without any action by the Trustee or the holders of the Notes, if within 20 days after such Event of Default arose the Issuer delivers an Officer's Certificate to the Trustee stating that (x) the Indebtedness or guarantee that is the basis for such Event of Default has been discharged or (y) the holders thereof have rescinded or waived the acceleration, notice or action (as the case may be) giving rise to such Event of Default or (z) the default that is the basis for such Event of Default has been cured, it being understood that in no event shall an acceleration of the principal amount of the Notes as described above be annulled, waived or rescinded upon the happening of any such events.

Provided the Notes are not then due and payable by reason of a declaration of acceleration, the holders of a majority in principal amount of the Notes by written notice to the Trustee may waive an existing Default and its consequences except (a) a Default in the payment of the principal of or interest on a Note, (b) a Default arising from the failure to redeem or purchase any Note when required pursuant to the terms of the Indenture or (c) a Default in respect of a provision that under Section 9.02 cannot be amended without the consent of each holder affected. When a Default is waived, it is deemed cured and the Issuer, the Trustee and the holders will be restored to their former positions and rights under the Indenture, but no such waiver shall extend to any subsequent or other Default or impair any consequent right.

If a Default occurs and is continuing and if it is actually known to the Trustee, the Trustee shall mail to each holder notice of the Default within the earlier of 90 days after it occurs or 30 days after it is actually known to a Trust Officer or written notice if it is received by the Trustee. Except in the case of a Default in the payment of principal of, premium (if any) or interest on any Note, the Trustee may withhold the notice if and so long as a committee of its Trust Officers in good faith determines that withholding the notice is in the interests of the holders.

*(b) Authentication and Delivery of the Notes; Application of Proceeds.*

The Notes to be issued under the Indenture may from time to time be executed on behalf of the Issuer by manual or facsimile signature by one of its proper officers and delivered to the Trustee for authentication and delivery in accordance with the Issuer's order and the Indenture. Each Note shall be dated the date of its authentication, and no Note shall be valid unless authenticated by manual signature of the Trustee, and such signature shall be conclusive evidence that such Note has been duly authenticated under the Indenture. The Notes shall be in denominations of \$2,000 and integral multiples of \$1,000 in excess of \$2,000. The Trustee may appoint one or more authenticating agents to authenticate the Notes. An authenticating agent may authenticate the Notes whenever the Trustee may do so unless limited by the appointment of such agent.

The Notes will be issued to Holders of Claims. As a result, the Issuer will not realize any proceeds from such issuance.

*(c) Release of Collateral.*

Pursuant to Article XI of the Indenture, subject to certain subsections of Section 11.04(a) of the Indenture, Collateral may be released from the Lien and security interest created by the Security Documents and the Indenture at any time or from time to time in accordance with the provisions of the Indenture, the Security Documents, the Intercreditor Agreement and the MLSA Consent Agreement. In addition, upon the request of the Issuer pursuant to an Officer's Certificate certifying that all conditions precedent under the Indenture have been met, the Collateral Agent shall execute, deliver or acknowledge such instruments or releases to evidence the release of any Collateral permitted to be released pursuant to the Indenture or the Security Documents or the Intercreditor Agreement or the MLSA Consent Agreement: (1) upon the Discharge of Senior Lender Claims and concurrent release of all other Liens on such property or assets securing First Priority Lien Obligations (including all commitments and letters of credit thereunder); provided, however, that if any Issuer or Subsidiary Guarantor subsequently incurs First Priority Lien Obligations that are secured by Liens on property or assets of any Issuer of the type constituting the Collateral and the related Liens are incurred in reliance on clause (6)(B) of the definition of Permitted Liens, then the Issuers will be required to reinstitute the security arrangements with respect to the Collateral in favor of the Notes, which, in the case of any such subsequent First Priority Lien Obligations, will be Second Priority Liens on the Collateral securing such First Priority Lien Obligations to the same extent provided by the Security Documents and on the terms and conditions of the security documents relating to such First Priority Lien Obligations, with the Second Priority Lien held either by



the administrative agent, collateral agent or other representative for such First Priority Lien Obligations or by a collateral agent or other representative designated by the Issuers to hold the Second Priority Liens for the benefit of the holders of the Notes and subject to an intercreditor agreement that provides the administrative agent or collateral agent substantially the same rights and powers as afforded under the Intercreditor Agreement; (2) to enable the Issuer or any Subsidiary Guarantor to consummate the disposition of such property or assets to a Person that is not the Issuer or a Subsidiary Guarantor to the extent not prohibited under the Indenture; (3) in respect of the property and assets of a Subsidiary Guarantor, upon the designation of such Subsidiary Guarantor to be an Unrestricted Subsidiary in accordance with the Indenture and the definition of Unrestricted Subsidiary, and such Subsidiary Guarantor shall be automatically released from its obligations hereunder and under the Security Documents; (4) in respect of the property or assets of the Issuer, upon the release or discharge of the Issuer's Notes Obligations in accordance with the Indenture; (5) in respect of the property and assets of a Subsidiary Guarantor, upon the release or discharge of the Note Guarantee of such Subsidiary Guarantor in accordance with the Indenture; (6) in respect of any property or assets securing First Priority Lien Obligations, upon the release of the security interests in such assets or property securing any such First Priority Lien Obligations, other than in connection with a Discharge of Senior Lender Claims; and (7) as described under Article IX.

Notwithstanding the foregoing, if an Event of Default under the Indenture exists on the date of Discharge of Senior Lender Claims, the Second Priority Liens on the Collateral securing the Notes will not be released pursuant to clause (1) or (6) of the preceding paragraph, except to the extent the Collateral or any portion thereof was disposed of in order to repay the First Priority Lien Obligations secured by the Collateral (but in such event, the Liens on the Collateral securing the Notes will be released when such Event of Default and all other Events of Default under the Indenture cease to exist).

*(d) Satisfaction and Discharge.*

The Issuer may terminate its obligations under the Indenture when (i) either (a) all the Notes theretofore authenticated and delivered (except lost, stolen or destroyed Notes which have been replaced or paid and Notes for whose payment money has theretofore been deposited in trust or segregated and held in trust by the Issuer and thereafter repaid to the Issuer or discharged from such trust) have been delivered to the Trustee for cancellation or (b) all of the Notes (x) have become due and payable, (y) will become due and payable at their stated maturity within the remaining term of the then-current Interest Period or (z) if redeemable at the option of the Issuer, are to be called for redemption within the remaining term of the then-current Interest Period under arrangements satisfactory to the Trustee for the giving of notice of redemption by the Trustee in the name, and at the expense, of the Issuer and the Issuer has irrevocably deposited with the Trustee funds in an amount sufficient to pay and discharge the entire Indebtedness on the Notes not theretofore delivered to the Trustee for cancellation, for principal of, premium, if any, and interest on the Notes to the date of deposit together with irrevocable instructions from the Issuer directing the Trustee to apply such funds to the payment thereof at maturity or redemption, as the case may be; *provided*, that upon any redemption that requires the payment of the Applicable Premium, the amount deposited shall be sufficient for purposes of the Indenture to the extent that an amount is deposited with the Trustee equal to the Applicable Premium calculated as of the date of the notice of redemption, with any deficit as of the date of the redemption only required to be deposited with the Trustee on or prior to the date of the redemption; (ii) the Issuer and/or the Subsidiary Guarantors have paid all other sums payable under the Indenture and (iii) the Issuer has delivered to the Trustee an Officer's Certificate and an Opinion of Counsel, each stating that all conditions precedent under the Indenture relating to satisfaction and discharge of the Indenture have been complied with.

*(e) Evidence of Compliance with Conditions and Covenants.*

The Issuer shall deliver to the Trustee within 120 days after the end of each fiscal year of the Issuer, beginning with the fiscal year ending on December 31, 2017, an Officer's Certificate stating that in the course of the performance by the signer of his or her duties as an Officer of the Issuer he or she would normally have knowledge of any Default and

whether or not the signer knows of any Default that occurred during such previous fiscal year. If he or she does, the certificate shall describe the Default, its status and what action the Issuer is taking or proposes to take with respect thereto. In addition, the Issuer is required to deliver to the Trustee, within 30 days after the occurrence thereof, written notice of any event which would constitute a Default, its status and what action the Issuer is taking or proposes to take with respect thereof.



**9. Other Obligors.**

It is expected that the Notes will be guaranteed by the Expected Subsidiary Guarantors. In addition, CEC is expected to give a modified collection guarantee in respect of the Notes.

The address for CEC is One Caesars Palace Drive, Las Vegas, Nevada 89109. The address for each such subsidiary is c/o Caesars Entertainment Operating Company, Inc., One Caesars Palace Drive, Las Vegas, Nevada 89109.

**Contents of application for qualification.** This application for qualification comprises:

- (a) Pages numbered one to 21, consecutively, and Index to Exhibits.
- (b) The statement of eligibility and qualification on Form T-1 of the Trustee under the Indenture to be qualified (to be filed by amendment as Exhibit T3G).
- (c) The exhibits listed on the Index to Exhibits attached hereto in addition to those filed as part of the Form T-1 statement of eligibility and qualification of the Trustee.

**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, the applicant, Caesars Entertainment Operating Company, Inc., a corporation organized and existing under the laws of the State of Delaware, has duly caused this application to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the City of New Orleans, and State of Louisiana, on the 8th day of July, 2016.

(SEAL)

CAESARS ENTERTAINMENT OPERATING  
COMPANY, INC.

Attest: /s/ Nedra S. Gaines  
Name: Nedra S. Gaines

By: /s/ John Payne  
Name: John Payne  
Title: President and Chief Executive Officer

**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, the applicant, Caesars Entertainment Corporation, a corporation organized and existing under the laws of the State of Delaware, has duly caused this application to be signed on its behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the City of Las Vegas, and State of Nevada, on the 8th day of July, 2016.

(SEAL)

CAESARS ENTERTAINMENT CORPORATION

Attest: /s/ Jill Eaton  
Name: Jill Eaton

By: /s/ Jacqueline Beato  
Name: Jacqueline Beato  
Title: Senior Vice President Finance and  
Treasurer

**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, the Expected Subsidiary Guarantors have duly caused this application to be signed on their behalf by the undersigned, thereunto duly authorized, and its seal to be hereunto affixed and attested, all in the City of New Orleans, and State of Louisiana, on the 8th day of July, 2016.

(SEAL)

Attest: /s/ Nedra S. Gaines  
Name: Nedra S. Gaines

3535 LV CORP.  
B I GAMING CORPORATION  
BALLY S MIDWEST CASINO, INC.  
BALLY S PARK PLACE, INC.  
BENCO, INC.  
BL DEVELOPMENT CORP.  
BOARDWALK REGENCY CORPORATION  
CAESARS ENTERTAINMENT CANADA  
HOLDING, INC.  
CAESARS ENTERTAINMENT FINANCE  
CORP.  
CAESARS ENTERTAINMENT GOLF, INC.  
CAESARS ENTERTAINMENT RETAIL,  
INC.  
CAESARS MARKETING SERVICES  
CORPORATION  
CAESARS NEW JERSEY, INC.  
CAESARS PALACE CORPORATION  
CAESARS PALACE REALTY  
CORPORATION  
CAESARS PALACE SPORTS  
PROMOTIONS, INC.  
CAESARS TREX, INC.  
CAESARS UNITED KINGDOM, INC.  
CAESARS WORLD MARKETING  
CORPORATION  
CAESARS WORLD MERCHANDISING,  
INC.  
CAESARS WORLD, INC.  
CALIFORNIA CLEARING CORPORATION  
CASINO COMPUTER PROGRAMMING,  
INC.  
CONSOLIDATED SUPPLIES, SERVICES  
AND SYSTEMS  
DESERT PALACE, INC.  
EAST BEACH DEVELOPMENT  
CORPORATION  
FHR CORPORATION  
FLAMINGO-LAUGHLIN, INC.  
GCA ACQUISITION SUBSIDIARY, INC.  
GNOC, CORP.  
GRAND CASINOS, INC.

GRAND MEDIA BUYING, INC.  
HARRAH SOUTH SHORE CORPORATION  
HARRAH S ARIZONA CORPORATION  
HARRAH S ILLINOIS CORPORATION  
HARRAH S INTERACTIVE INVESTMENT  
COMPANY  
HARRAH S INTERNATIONAL HOLDING  
COMPANY, INC.  
HARRAH S INVESTMENTS, INC.

HARRAH S MANAGEMENT COMPANY  
HARRAH S MARYLAND HEIGHTS  
OPERATING COMPANY  
HARRAH S NEW ORLEANS  
MANAGEMENT COMPANY  
HARRAH S PITTSBURGH  
MANAGEMENT COMPANY  
HARRAH S RENO HOLDING COMPANY,  
INC.  
HARRAH S SOUTHWEST MICHIGAN  
CASINO CORPORATION  
HARRAH S TRAVEL, INC.  
HARVEYS BR MANAGEMENT  
COMPANY, INC.  
HARVEYS C.C. MANAGEMENT  
COMPANY, INC.  
HARVEYS IOWA MANAGEMENT  
COMPANY, INC.  
HARVEYS TAHOE MANAGEMENT  
COMPANY, INC.  
HBR REALTY COMPANY, INC.  
HCR SERVICES COMPANY, INC.  
HEI HOLDING COMPANY ONE, INC.  
HEI HOLDING COMPANY TWO, INC.  
HTM HOLDING, INC.  
LAS VEGAS RESORT DEVELOPMENT,  
INC.  
LVH CORPORATION  
MARTIAL DEVELOPMENT CORP.  
OCEAN SHOWBOAT, INC.  
PARBALL CORPORATION  
PLAYERS BLUEGRASS DOWNS, INC.  
PLAYERS DEVELOPMENT, INC.  
PLAYERS RESOURCES, INC.  
PLAYERS SERVICES, INC.  
RENO PROJECTS, INC.  
RIO DEVELOPMENT COMPANY, INC.  
ROBINSON PROPERTY GROUP CORP.  
ROMAN ENTERTAINMENT  
CORPORATION OF INDIANA  
ROMAN HOLDING CORPORATION OF  
INDIANA  
SHOWBOAT ATLANTIC CITY MEZZ 1,  
LLC  
SHOWBOAT ATLANTIC CITY MEZZ 2,  
LLC  
SHOWBOAT ATLANTIC CITY MEZZ 3,  
LLC  
SHOWBOAT ATLANTIC CITY MEZZ 4,  
LLC

SHOWBOAT ATLANTIC CITY MEZZ 5,  
LLC  
SHOWBOAT ATLANTIC CITY MEZZ 6,  
LLC  
SHOWBOAT ATLANTIC CITY MEZZ 7,  
LLC  
SHOWBOAT ATLANTIC CITY MEZZ 8,  
LLC  
SHOWBOAT ATLANTIC CITY MEZZ 9,  
LLC  
SHOWBOAT ATLANTIC CITY  
OPERATING COMPANY, LLC  
SHOWBOAT ATLANTIC CITY PROPCO,  
LLC

SHOWBOAT HOLDING, INC.  
SOUTHERN ILLINOIS  
RIVERBOAT/CASINO CRUISES, INC.  
TAHOE GARAGE PROPCO, LLC  
TRIGGER REAL ESTATE CORPORATION  
TUNICA ROADHOUSE CORPORATION

By: /s/ John Payne

Name: John Payne

Title: President



190 FLAMINGO, LLC  
AJP PARENT, LLC  
CAESARS LICENSE COMPANY, LLC  
CZL DEVELOPMENT COMPANY, LLC  
DCH EXCHANGE, LLC  
DCH LENDER, LLC  
HARRAH S BOSSIER CITY  
MANAGEMENT COMPANY, LLC  
HARRAH S CHESTER DOWNS  
INVESTMENT COMPANY, LLC  
HARRAH S IOWA ARENA  
MANAGEMENT, LLC  
HARRAH S MH PROJECT, LLC  
HARRAH S NORTH KANSAS CITY LLC  
HARRAH S OPERATING COMPANY  
MEMPHIS, LLC  
HARRAH S SHREVEPORT INVESTMENT  
COMPANY, LLC  
HARRAH S SHREVEPORT MANAGEMENT  
COMPANY, LLC  
HARRAH S SHREVEPORT/BOSSIER CITY  
HOLDING COMPANY, LLC  
HARRAH S WEST WARWICK GAMING  
COMPANY, LLC  
H-BAY, LLC  
HCAL, LLC  
HHLV MANAGEMENT COMPANY, LLC  
HOLE IN THE WALL, LLC  
HORSESHOE GAMING HOLDING, LLC  
KOVAL HOLDINGS COMPANY, LLC  
NEVADA MARKETING, LLC  
PLAYERS INTERNATIONAL, LLC  
RENO CROSSROADS LLC  
TRB FLAMINGO, LLC  
WINNICK PARENT, LLC

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne  
Name: John Payne  
Title: President

AJP HOLDINGS, LLC

By: AJP Parent, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne  
Name: John Payne  
Title: President

BILOXI HAMMOND, LLC  
BILOXI VILLAGE WALK  
DEVELOPMENT, LLC  
VILLAGE WALK CONSTRUCTION, LLC

By: Grand Casinos of Biloxi, LLC  
Sole Member

By: Grand Casinos, Inc.  
Sole Member

By: /s/ John Payne  
Name: John Payne  
Title: President

CAESARS INDIA SPONSOR COMPANY,  
LLC

By: California Clearing Corporation  
Sole Member

By: /s/ John Payne  
Name: John Payne  
Title: President

CAESARS RIVERBOAT CASINO, LLC

By: Roman Holding Corporation of Indiana  
Managing Member

By: /s/ John Payne

Name: John Payne

Title: President

CHESTER FACILITY HOLDING  
COMPANY, LLC

By: Harrah's Chester Downs Investment  
Company, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne

Title: President

DURANTE HOLDINGS, LLC

By: AJP Holdings, LLC  
its Sole Member

By: AJP Parent, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne

Title: President

GRAND CASINOS OF BILOXI, LLC  
GRAND CASINOS OF MISSISSIPPI,  
LLC GULFPORT

By: Grand Casinos, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne  
Title: President

HARRAH S BOSSIER CITY INVESTMENT  
COMPANY, L.L.C.

By: Harrah s Shreveport/Bossier City  
Investment  
Company, LLC  
Sole Member

By: Harrah s Shreveport/Bossier City Holding  
Company, LLC  
Managing Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne  
Title: President

HARRAH S CHESTER DOWNS  
MANAGEMENT  
COMPANY, LLC

By: Harrah s Chester Downs Investment  
Company,  
LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne  
Title: President

HARRAH S NC CASINO COMPANY, LLC

By: Harrah s Management Company  
Managing Member

By: /s/ John Payne

Name: John Payne

Title: President

HARRAH S SHREVEPORT/BOSSIER CITY  
INVESTMENT COMPANY, LLC

By: Harrah s Shreveport/Bossier City Holding  
Company, LLC  
Managing Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne

Title: President

HORSESHOE ENTERTAINMENT

By: New Gaming Capital Partnership  
General Partner

By: Horseshoe Gaming Holding, LLC  
General Partner

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne

Title: President

HORSESHOE GP, LLC  
HORSESHOE HAMMOND, LLC  
HORSESHOE SHREVEPORT, L.L.C.

By: Horseshoe Gaming Holding, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne  
Name: John Payne  
Title: President

KOVAL INVESTMENT COMPANY, LLC

By: Koval Holdings Company, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne  
Name: John Payne  
Title: President

LAS VEGAS GOLF MANAGEMENT, LLC

By: /s/ John Payne  
Name: John Payne  
Title: Manager

NEW GAMING CAPITAL PARTNERSHIP

By: Horseshoe Gaming Holding, LLC  
General Partner

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne  
Title: President

PHW MANAGER, LLC

By: /s/ John Payne

Name: John Payne  
Title: Manager

PLAYERS HOLDING, LLC

By: Players International, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne  
Title: President

PLAYERS LC, LLC  
PLAYERS MARYLAND HEIGHTS  
NEVADA, LLC  
PLAYERS RIVERBOAT MANAGEMENT,  
LLC  
PLAYERS RIVERBOAT, LLC

By: Players Holding, LLC  
Sole Member

By: Players International, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne  
Name: John Payne  
Title: President



PLAYERS RIVERBOAT II, LLC

By: Players Riverboat Management, LLC  
Member

By: Players Holding, LLC  
Sole Member

By: Players International, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne  
Title: President

By: Players Riverboat, LLC  
Member

By: Players Holding, LLC  
Sole Member

By: Players International, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne  
Title: President

WINNICK HOLDINGS, LLC

By: Winnick Parent, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne

Title: President

**INDEX TO EXHIBITS**

<b>Exhibit</b>	<b>Description</b>	<b>Filed Herewith</b>	<b>Incorporated By Reference</b>			<b>Filing Date</b>
			<b>Form</b>	<b>Period Ending</b>	<b>Exhibit</b>	
Exhibit T3A-1	Amended and Restated Certificate of Incorporation of Caesars Entertainment Operating Company, Inc.		CEOC 8-K		3.1	5/6/2014
Exhibit T3A-2	Second Amended and Restated Certificate of Incorporation of Caesars Entertainment Corporation		CEC 10-K	12/31/2011	3.7	3/15/2012
Exhibit T3A-3	Articles of Organization of 190 Flamingo, LLC		CEOC S-4		3.204	10/29/2008
Exhibit T3A-4	Articles of Incorporation of 3535 LV Corp. (f/k/a Harrah's Imperial Palace)		CEOC S-4		3.144	10/29/2008
Exhibit T3A-4.1	Certificate of Amendment to Articles of Incorporation of 3535 LV Corp.		CEOC T-3 (with respect to First Priority Senior Secured Notes)		T3A-4.1	7/8/2016
Exhibit T3A-5	Certificate of Formation of AJP Holdings, LLC		CEOC S-4		3.17	10/29/2008
Exhibit T3A-6	Certificate of Formation of AJP Parent, LLC		CEOC S-4		3.19	10/29/2008
Exhibit T3A-7	Articles of Incorporation of B I Gaming Corporation		CEOC S-4		3.104	10/29/2008
Exhibit T3A-8	Certificate of Incorporation of Bally's Midwest Casino, Inc.		CEOC S-4		3.7	10/29/2008
Exhibit T3A-9	Certificate of Incorporation of Bally's Park Place, Inc., as amended		CEOC S-4		3.250	10/29/2008
Exhibit T3A-10	Articles of Incorporation of Benco, Inc., as amended		CEOC S-4		3.106	10/29/2008
Exhibit T3A-11	Certificate of Formation of Biloxi Hammond, LLC		CEOC S-4		3.21	10/29/2008

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Exhibit T3A-12	Certificate of Formation of Biloxi Village Walk Development, LLC	CEOC S-4	3.23	10/29/2008
Exhibit T3A-13	Articles of Incorporation of BL Development Corp.	CEOC S-4	3.84	10/29/2008
Exhibit T3A-14	Certificate of Incorporation of Boardwalk Regency Corporation (f/k/a Desert Palace of New Jersey, Inc.), as amended	CEOC S-4	3.252	10/29/2008
Exhibit T3A-14.1	Certificate of Amendment to the Certificate of Incorporation of Boardwalk Regency Corporation	CEOC T-3 (with respect to First Priority Senior Secured Notes)	T-3A-14.1	7/8/2016
Exhibit T3A-15	Articles of Incorporation of Caesars Entertainment Canada Holding, Inc., as amended	CEOC S-4	3.112	10/29/2008

Exhibit	Description	Filed Herewith	Incorporated By Reference			
			Form	Period Ending	Exhibit	Filing Date
Exhibit T3A-16	Articles of Incorporation of Caesars Entertainment Finance Corp., as amended		CEOC S-4		3.114	10/29/2008
Exhibit T3A-17	Articles of Incorporation of Caesars Entertainment Golf, Inc., as amended		CEOC S-4		3.108	10/29/2008
Exhibit T3A-18	Articles of Incorporation of Caesars Entertainment Retail, Inc., as amended		CEOC S-4		3.116	10/29/2008
Exhibit T3A-19	Articles of Organization of Caesars India Sponsor Company, LLC		CEOC S-4		3.206	10/29/2008
Exhibit T3A-20	Articles of Organization of Caesars License Company, LLC (f/k/a Harrah's License Company, LLC)		CEOC S-4		3.218	10/29/2008
Exhibit T3A-20.1	Amendment to Articles of Organization of Caesars License Company, LLC		CEOC T-3 (with respect to First Priority Senior Secured Notes)		T3A-20.1	7/8/2016
Exhibit T3A-21	Articles of Incorporation of Caesars Marketing Services Corporation (f/k/a Harrah's Marketing Services Corporation)		CEOC S-4		3.154	10/29/2008
Exhibit T3A-21.1	Certificate of Amendment to Articles of Incorporation of Caesars Marketing Services Corporation		CEOC T-3 (with respect to First Priority Senior Secured Notes)		T3A-21.1	7/8/2016
Exhibit T3A-22	Certificate of Incorporation of Caesars New Jersey, Inc., as amended		CEOC S-4		3.254	10/29/2008
Exhibit T3A-23	Certificate of Incorporation of Caesars Palace Corporation		CEOC S-4		3.11	10/29/2008
Exhibit T3A-24	Articles of Incorporation of Caesars Palace Realty Corporation		CEOC S-4		3.118	10/29/2008
Exhibit T3A-24.1	Certificate of Amendment to Articles of Incorporation of Caesars Palace Realty Corporation		CEOC T-3 (with respect to First Priority Senior Secured Notes)		T3A-24.1	7/8/2016

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Exhibit T3A-25	Articles of Incorporation of Caesars Palace Sports Promotions, Inc., as amended	CEOC S-4	3.120	10/29/2008
Exhibit T3A-26	Restated Articles of Organization of Caesars Riverboat Casino, LLC, as amended	CEOC S-4	3.69	10/29/2008
Exhibit T3A-27	Certificate of Incorporation of Caesars Trex, Inc.	CEOC T-3 (with respect to First Priority Senior Secured Notes)	T3A-27	7/8/2016
Exhibit T3A-28	Articles of Incorporation of Caesars United Kingdom, Inc.	CEOC S-4	3.122	10/29/2008
Exhibit T3A-29	Certificate of Incorporation of Caesars World Marketing Corporation, as amended	CEOC S-4	3.256	10/29/2008

Exhibit	Description	Filed Herewith	Incorporated By Reference			
			Form	Period Ending	Exhibit	Filing Date
Exhibit T3A-30	Articles of Incorporation of Caesars World Merchandising, Inc., as amended		CEOC S-4		3.124	10/29/2008
Exhibit T3A-31	Amended and Restated Articles of Incorporation of Caesars World, Inc., as amended		CEOC S-4		3.59	10/29/2008
Exhibit T3A-32	Articles of Incorporation of California Clearing Corporation		CEOC S-4		3.5	10/29/2008
Exhibit T3A-33	Articles of Incorporation of Casino Computer Programming, Inc.		CEOC S-4		3.63	10/29/2008
Exhibit T3A-34	Certificate of Formation of Chester Facility Holding Company, LLC		CEOC S-4		3.25	10/29/2008
Exhibit T3A-35	Articles of Incorporation of Consolidated Supplies, Services and Systems		CEOC S-4		3.128	10/29/2008
Exhibit T3A-36	Certificate of Formation of CZL Development Company, LLC		CEOC T-3 (with respect to First Priority Senior Secured Notes)		T3A-36	7/8/2016
Exhibit T3A-37	Articles of Organization of DCH Exchange, LLC		CEOC S-4		3.210	10/29/2008
Exhibit T3A-38	Articles of Organization of DCH Lender, LLC		CEOC S-4		3.298	10/29/2008
Exhibit T3A-39	Articles of Incorporation of Desert Palace, Inc., as amended		CEOC S-4		3.130	10/29/2008
Exhibit T3A-40	Articles of Organization of Durante Holdings, LLC		CEOC S-4		3.300	10/29/2008
Exhibit T3A-41	Articles of Incorporation of East Beach Development Corporation		CEOC S-4		3.96	10/29/2008
Exhibit T3A-42	Articles of Incorporation of FHR Corporation		CEOC S-4		3.134	10/29/2008
Exhibit T3A-43	Articles of Incorporation of Flamingo-Laughlin, Inc. (f/k/a Flamingo Hilton-Laughlin, Inc.), as amended		CEOC S-4		3.136	10/29/2008
Exhibit T3A-43.1					T3A-43.1	7/8/2016

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	Certificate of Amendment to Articles of Incorporation of Flamingo-Laughlin, Inc.	CEOC T-3 (with respect to First Priority Senior Secured Notes)		
Exhibit T3A-44	Articles of Incorporation of GCA Acquisition Subsidiary, Inc.	CEOC S-4	3.86	10/29/2008
Exhibit T3A-45	Certificate of Incorporation of GNOC, Corp., as amended	CEOC S-4	3.258	10/29/2008
Exhibit T3A-46	Articles of Organization of Grand Casinos of Biloxi, LLC	CEOC T-3 (with respect to First Priority Senior Secured Notes)	T3A-46	7/8/2016



Exhibit	Description	Filed Herewith	Incorporated By Reference			
			Form	Period Ending	Exhibit	Filing Date
Exhibit T3A-47	Certificate of Formation of Grand Casinos of Mississippi, LLC Gulfport		CEOC S-4		3.100	10/29/2008
Exhibit T3A-48	Second Amended and Restated Articles of Incorporation of Grand Casinos, Inc.		CEOC S-4		3.88	10/29/2008
Exhibit T3A-49	Second Amended and Restated Articles of Incorporation of Grand Media Buying, Inc.		CEOC S-4		3.90	10/29/2008
Exhibit T3A-50	Articles of Incorporation of Harrah South Shore Corporation, as amended		CEOC S-4		3.268	10/29/2008
Exhibit T3A-51	Articles of Incorporation of Harrah s Arizona Corporation		CEOC S-4		3.140	10/29/2008
Exhibit T3A-52	Articles of Organization of Harrah s Bossier City Investment Company, L.L.C.		CEOC S-4		3.75	10/29/2008
Exhibit T3A-53	Articles of Organization of Harrah s Bossier City Management Company, LLC		CEOC S-4		3.214	10/29/2008
Exhibit T3A-54	Certificate of Formation of Harrah s Chester Downs Investment Company, LLC, as amended		CEOC S-4		3.27	10/29/2008
Exhibit T3A-55	Articles of Organization of Harrah s Chester Downs Management Company, LLC		CEOC S-4		3.216	10/29/2008
Exhibit T3A-56	Articles of Incorporation of Harrah s Illinois Corporation		CEOC S-4		3.142	10/29/2008
Exhibit T3A-57	Articles of Incorporation of Harrah s Interactive Investment Company		CEOC S-4		3.146	10/29/2008
Exhibit T3A-58	Certificate of Incorporation of Harrah s International Holding Company, Inc.		CEOC S-4		3.13	10/29/2008
Exhibit T3A-59	Articles of Incorporation of Harrah s Investments, Inc. (f/k/a Harrah s Wheeling Corporation), as amended		CEOC S-4		3.148	10/29/2008
Exhibit T3A-60					T3A-60	7/8/2016

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	Certificate of Formation of Harrah s Iowa Arena Management, LLC	CEOC T-3 (with respect to First Priority Senior Secured Notes)		
Exhibit T3A-61	Articles of Incorporation of Harrah s Management Company, as amended	CEOC S-4	3.152	10/29/2008
Exhibit T3A-62	Articles of Incorporation of Harrah s Maryland Heights Operating Company, as amended	CEOC S-4	3.156	10/29/2008
Exhibit T3A-63	Certificate of Formation of Harrah s MH Project, LLC	CEOC S-4	3.31	10/29/2008
Exhibit T3A-64	Articles of Organization of Harrah s NC Casino Company, LLC	CEOC S-4	3.266	10/29/2008
Exhibit T3A-65	Articles of Incorporation of Harrah s New Orleans Management Company, as amended	CEOC S-4	3.158	10/29/2008

Exhibit	Description	Filed Herewith	Incorporated By Reference		Filing Date
			Form	Period Ending Exhibit	
Exhibit T3A-66	Articles of Organization of Harrah's North Kansas City LLC (f/k/a Harrah's North Kansas City I LLC), as amended		CEOC S-4	3.102	10/29/2008
Exhibit T3A-67	Certificate of Formation of Harrah's Operating Company Memphis, LLC		CEOC S-4	3.33	10/29/2008
Exhibit T3A-68	Articles of Incorporation of Harrah's Pittsburgh Management Company, as amended		CEOC S-4	3.160	10/29/2008
Exhibit T3A-69	Articles of Incorporation of Harrah's Reno Holding Company, Inc., as amended		CEOC S-4	3.162	10/29/2008
Exhibit T3A-70	Articles of Organization of Harrah's Shreveport Investment Company, LLC		CEOC S-4	3.220	10/29/2008
Exhibit T3A-71	Articles of Organization of Harrah's Shreveport Management Company, LLC		CEOC S-4	3.222	10/29/2008
Exhibit T3A-72	Certificate of Formation of Harrah's Shreveport/Bossier City Holding Company, LLC		CEOC S-4	3.35	10/29/2008
Exhibit T3A-73	Certificate of Formation of Harrah's Shreveport/Bossier City Investment Company, LLC, as amended		CEOC S-4	3.37	10/29/2008
Exhibit T3A-74	Articles of Incorporation of Harrah's Southwest Michigan Casino Corporation		CEOC S-4	3.164	10/29/2008
Exhibit T3A-75	Articles of Incorporation of Harrah's Travel, Inc.		CEOC S-4	3.166	10/29/2008
Exhibit T3A-76	Certificate of Formation of Harrah's West Warwick Gaming Company, LLC		CEOC S-4	3.43	10/29/2008
Exhibit T3A-77	Articles of Incorporation of Harveys BR Management Company, Inc.		CEOC S-4	3.172	10/29/2008
Exhibit T3A-78	Articles of Incorporation of Harveys C.C. Management Company, Inc., as amended		CEOC S-4	3.174	10/29/2008
Exhibit T3A-79	Articles of Incorporation of Harveys Iowa Management Company, Inc.		CEOC S-4	3.176	10/29/2008
Exhibit T3A-80	Articles of Incorporation of Harveys Tahoe Management Company, Inc.		CEOC S-4	3.292	10/29/2008
Exhibit T3A-81			CEOC S-4	3.224	10/29/2008

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Articles of Organization of H-BAY,  
LLC

Exhibit T3A-82	Articles of Incorporation of HBR Realty Company, Inc.	CEOC S-4	3.178	10/29/2008
Exhibit T3A-83	Articles of Organization of HCAL, LLC	CEOC S-4	3.225	10/29/2008
Exhibit T3A-84	Articles of Incorporation of HCR Services Company, Inc.	CEOC S-4	3.180	10/29/2008
Exhibit T3A-85	Articles of Incorporation of HEI Holding Company One, Inc.	CEOC S-4	3.182	10/29/2008

Exhibit	Description	Filed Herewith	Incorporated By Reference			
			Form	Period Ending	Exhibit	Filing Date
Exhibit T3A-86	Articles of Incorporation of HEI Holding Company Two, Inc.		CEOC S-4		3.184	10/29/2008
Exhibit T3A-87	Articles of Organization of HHLV Management Company, LLC, as amended		CEOC S-4		3.227	10/29/2008
Exhibit T3A-88	Articles of Organization of Hole in the Wall, LLC		CEOC S-4		3.229	10/29/2008
Exhibit T3A-89	Certificate of Limited Partnership of Horseshoe Entertainment		CEOC S-4		3.83	10/29/2008
Exhibit T3A-90	Certificate of Formation of Horseshoe Gaming Holding, LLC		CEOC S-4		3.44	10/29/2008
Exhibit T3A-91	Articles of Organization of Horseshoe GP, LLC		CEOC S-4		3.231	10/29/2008
Exhibit T3A-92	Articles of Incorporation of Horseshoe Hammond, LLC, as amended		CEOC S-4		3.71	10/29/2008
Exhibit T3A-93	Articles of Organization of Horseshoe Shreveport, L.L.C.		CEOC S-4		3.77	10/29/2008
Exhibit T3A-94	Articles of Incorporation of HTM Holding, Inc.		CEOC S-4		3.294	10/29/2008
Exhibit T3A-95	Certificate of Formation of Koval Holdings Company, LLC		CEOC S-4		3.48	10/29/2008
Exhibit T3A-96	Articles of Organization of Koval Investment Company, LLC		CEOC S-4		3.233	10/29/2008
Exhibit T3A-97	Articles of Organization of Las Vegas Golf Management, LLC		CEOC S-4		3.235	10/29/2008
Exhibit T3A-98	Amended and Restated Articles of Incorporation of Las Vegas Resort Development, Inc.		CEOC S-4		3.186	10/29/2008
Exhibit T3A-99	Articles of Incorporation of LVH Corporation		CEOC S-4		3.188	10/29/2008
Exhibit T3A-100	Certificate of Incorporation of Martial Development Corp.		CEOC S-4		3.260	10/29/2008
Exhibit T3A-101			CEOC S-4		3.237	10/29/2008

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	Articles of Organization of Nevada Marketing, LLC, as amended			
Exhibit T3A-102	Certificate of Limited Partnership of New Gaming Capital Partnership, as amended	CEOC S-4	3.248	10/29/2008
Exhibit T3A-103	Certificate of Incorporation of Ocean Showboat, Inc., as amended	CEOC S-4	3.304	10/29/2008
Exhibit T3A-104	Articles of Incorporation of Parball Corporation	CEOC S-4	3.190	10/29/2008
Exhibit T3A-105	Articles of Organization of PHW Manager, LLC	CEOC T-3 (with respect to First Priority Senior Secured Notes)	T3A-105	7/8/2016

Exhibit	Description	Filed Herewith	Incorporated By Reference		Filing Date
			Form	Period Ending	
Exhibit T3A-106	Articles of Incorporation of Players Bluegrass Downs, Inc.		CEOC S-4	3.73	10/29/2008
Exhibit T3A-107	Articles of Incorporation of Players Development, Inc.		CEOC S-4	3.192	10/29/2008
Exhibit T3A-108	Articles of Organization of Players Holding, LLC		CEOC S-4	3.239	10/29/2008
Exhibit T3A-109	Articles of Organization of Players International, LLC		CEOC S-4	3.240	10/29/2008
Exhibit T3A-110	Articles of Organization of Players LC, LLC		CEOC S-4	3.241	10/29/2008
Exhibit T3A-111	Articles of Organization of Players Maryland Heights Nevada, LLC		CEOC S-4	3.242	10/29/2008
Exhibit T3A-112	Articles of Incorporation of Players Resources, Inc.		CEOC S-4	3.194	10/29/2008
Exhibit T3A-113	Articles of Organization of Players Riverboat II, LLC		CEOC S-4	3.82	10/29/2008
Exhibit T3A-114	Articles of Organization of Players Riverboat Management, LLC		CEOC S-4	3.243	10/29/2008
Exhibit T3A-115	Articles of Organization of Players Riverboat, LLC		CEOC S-4	3.244	10/29/2008
Exhibit T3A-116	Certificate of Incorporation of Players Services, Inc.		CEOC S-4	3.262	10/29/2008
Exhibit T3A-117	Certificate of Formation of Reno Crossroads LLC		CEOC S-4	3.50	10/29/2008
Exhibit T3A-118	Articles of Incorporation of Reno Projects, Inc.		CEOC S-4	3.196	10/29/2008
Exhibit T3A-119	Articles of Incorporation of Rio Development Company, Inc., as amended		CEOC S-4	3.198	10/29/2008
Exhibit T3A-120	Articles of Incorporation of Robinson Property Group Corp.		CEOC S-4	3.98	10/29/2008
Exhibit T3A-121	Articles of Incorporation of Roman Entertainment Corporation of Indiana		CEOC S-4	3.65	10/29/2008
Exhibit T3A-122	Articles of Incorporation of Roman Holding Corporation of Indiana		CEOC S-4	3.67	10/29/2008
Exhibit T3A-123	Certificate of Formation of Showboat Atlantic City Mezz 1, LLC		CEOC S-4	3.270	10/29/2008
Exhibit T3A-124			CEOC S-4	3.272	10/29/2008

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Certificate of Formation of Showboat  
Atlantic City Mezz 2, LLC

Exhibit T3A-125

Certificate of Formation of Showboat  
Atlantic City Mezz 3, LLC

CEOC S-4

3.274

10/29/2008



Exhibit	Description	Filed Herewith	Incorporated By Reference			Filing Date
			Form	Period Ending	Exhibit	
Exhibit T3A-126	Certificate of Formation of Showboat Atlantic City Mezz 4, LLC		CEOC S-4		3.276	10/29/2008
Exhibit T3A-127	Certificate of Formation of Showboat Atlantic City Mezz 5, LLC		CEOC S-4		3.278	10/29/2008
Exhibit T3A-128	Certificate of Formation of Showboat Atlantic City Mezz 6, LLC		CEOC S-4		3.280	10/29/2008
Exhibit T3A-129	Certificate of Formation of Showboat Atlantic City Mezz 7, LLC		CEOC S-4		3.282	10/29/2008
Exhibit T3A-130	Certificate of Formation of Showboat Atlantic City Mezz 8, LLC		CEOC S-4		3.284	10/29/2008
Exhibit T3A-131	Certificate of Formation of Showboat Atlantic City Mezz 9, LLC		CEOC S-4		3.286	10/29/2008
Exhibit T3A-132	Certificate of Formation of Showboat Atlantic City Operating Company, LLC		CEOC S-4		3.306	10/29/2008
Exhibit T3A-133	Certificate of Formation of Showboat Atlantic City Propco, LLC		CEOC S-4		3.288	10/29/2008
Exhibit T3A-134	Articles of Incorporation of Showboat Holding, Inc.		CEOC S-4		3.296	10/29/2008
Exhibit T3A-135	Southern Illinois Riverboat/Casino Cruises, Inc.		CEOC S-4		3.61	10/29/2008
Exhibit T3A-136	Certificate of Formation of Tahoe Garage Propco, LLC		CEOC S-4		3.290	10/29/2008
Exhibit T3A-137	Articles of Organization of TRB Flamingo, LLC		CEOC S-4		3.246	10/29/2008
Exhibit T3A-138	Articles of Incorporation of Trigger Real Estate Corporation		CEOC S-4		3.202	10/29/2008
Exhibit T3A-139	Certificate of Incorporation of Tunica Roadhouse Corporation (f/k/a Sheraton Tunica Corporation)		CEOC S-4		3.15	10/29/2008

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Exhibit T3A-139.1	Certificate of Amendment of Certificate of Incorporation of Tunica Roadhouse Corporation	CEOC T-3 (with respect to First Priority Senior Secured Notes)	T3A-139.1	7/8/2016
Exhibit T3A-140	Certificate of Formation of Village Walk Construction, LLC	CEOC S-4	3.52	10/29/2008
Exhibit T3A-141	Certificate of Formation of Winnick Holdings, LLC	CEOC S-4	3.55	10/29/2008
Exhibit T3A-142	Certificate of Formation of Winnick Parent, LLC	CEOC S-4	3.54	10/29/2008
Exhibit T3B-1	Bylaws of Caesars Entertainment Operating Company, Inc. (f/k/a Harrah's Operating Company, Inc.), as amended.	CEOC S-4	3.4	10/29/2008

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Exhibit T3B-2	Amended Bylaws of Caesars Entertainment Corporation		CEC 10-K	12/31/2011	3.8	3/15/2012
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Exhibit T3B-5	Operating Agreement of AJP Holdings, LLC		CEOC S-4		3.18	10/29/2008
Exhibit T3B-6	Operating Agreement of AJP Parent, LLC		CEOC S-4		3.20	10/29/2008
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Exhibit T3B-11	Operating Agreement of Biloxi Hammond, LLC		CEOC S-4		3.22	10/29/2008
Exhibit T3B-12	Operating Agreement of Biloxi Village Walk Development, LLC		CEOC S-4		3.24	10/29/2008
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Exhibit T3B-14	Bylaws of Boardwalk Regency Corporation (f/k/a Desert Palace of New Jersey, Inc.)		CEOC S-4		3.253	10/29/2008
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Exhibit T3B-17	Bylaws of Caesars Entertainment Golf, Inc. (f/k/a PPE-Golf, Inc.)		CEOC S-4		3.109	10/29/2008

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Exhibit T3B-18	Bylaws of Caesars Entertainment Retail, Inc. (f/k/a Park Place Entertainment Retail, Inc.)	CEOC S-4	3.117	10/29/2008
Exhibit T3B-19	Operating Agreement of Caesars India Sponsor Company, LLC	CEOC S-4	3.207	10/29/2008
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Exhibit T3B-22	Amended and Restated Bylaws of Caesars New Jersey, Inc.		CEOC S-4	3.207	10/29/2008
Exhibit T3B-23	Amended and Restated Bylaws of Caesars Palace Corporation		CEOC T-3 (with respect to First Priority Senior Secured Notes)	T3B-23	7/8/2016
Exhibit T3B-24	Bylaws of Caesars Palace Realty Corporation		CEOC S-4	3.119	10/29/2008
Exhibit T3B-25	Amended and Restated Bylaws of Caesars Palace Sports Promotions, Inc.		CEOC S-4	3.121	10/29/2008
Exhibit T3B-26	Amended and Restated Operating Agreement of Caesars Riverboat Casino, LLC		CEOC S-4	3.70	10/29/2008
Exhibit T3B-27	Bylaws of Caesars Trex, Inc.		CEOC T-3 (with respect to First Priority Senior Secured Notes)	T3B-27	7/8/2016
Exhibit T3B-28	Bylaws of Caesars United Kingdom, Inc.		CEOC S-4	3.123	10/29/2008
Exhibit T3B-29	Bylaws of Caesars World Marketing Corporation (f/k/a Caesars World Branch Office Marketing, Inc.)		CEOC S-4	3.257	10/29/2008
Exhibit T3B-30	Code of Bylaws of Caesars World Merchandising, Inc. (f/k/a Caesars Tahoe Production, Inc.)		CEOC S-4	3.125	10/29/2008
Exhibit T3B-31	Amended and Restated Bylaws of Caesars World, Inc.		CEOC S-4	3.60	10/29/2008
Exhibit T3B-32	Bylaws of California Clearing Corporation		CEOC S-4	3.6	10/29/2008
Exhibit T3B-33	Bylaws of Casino Computer Programming, Inc.		CEOC S-4	3.64	10/29/2008
Exhibit T3B-34	Operating Agreement of Chester Facility Holding Company, LLC		CEOC S-4	3.26	10/29/2008
Exhibit T3B-35			CEOC S-4	3.129	10/29/2008

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Bylaws of Consolidated Supplies,  
Services and Systems

Exhibit T3B-36	Operating Agreement of CZL Development Company, LLC	CEOC T-3 (with respect to First Priority Senior Secured Notes)	T3B-36	7/8/2016
Exhibit T3B-37	Operating Agreement of DCH Exchange, LLC	CEOC S-4	3.211	10/29/2008

Exhibit	Description	Filed Herewith	Incorporated By Reference		Filing Date
			Form	Period Ending Exhibit	
Exhibit T3B-38	Operating Agreement of DCH Lender, LLC		CEOC S-4	3.299	10/29/2008
Exhibit T3B-39	Bylaws of Desert Palace, Inc., as amended		CEOC S-4	3.131	10/29/2008
Exhibit T3B-40	Amended and Restated Operating Agreement of Durante Holdings, LLC		CEOC S-4	3.301	10/29/2008
Exhibit T3B-41	Bylaws of East Beach Development Corporation		CEOC S-4	3.97	10/29/2008
Exhibit T3B-42	Bylaws of FHR Corporation		CEOC S-4	3.135	10/29/2008
Exhibit T3B-43	Code of Bylaws of Flamingo-Laughlin, Inc. (f/k/a Flamingo Hilton-Laughlin, Inc.)		CEOC S-4	3.137	10/29/2008
Exhibit T3B-44	Bylaws of GCA Acquisition Subsidiary, Inc.		CEOC S-4	3.87	10/29/2008
Exhibit T3B-45	Bylaws of GNOC, Corp.		CEOC S-4	3.259	10/29/2008
Exhibit T3B-46	Operating Agreement of Grand Casinos of Biloxi, LLC		CEOC S-4	3.93	10/29/2008
Exhibit T3B-47	Limited Liability Company Operating Agreement of Grand Casinos of Mississippi, LLC Gulfport		CEOC S-4	3.101	10/29/2008
Exhibit T3B-48	Amended and Restated Bylaws of Grand Casinos, Inc.		CEOC S-4	3.89	10/29/2008
Exhibit T3B-49	Bylaws of Grand Media Buying, Inc.		CEOC S-4	3.91	10/29/2008
Exhibit T3B-50	Amended and Restated Bylaws of Harrah South Shore Corporation		CEOC S-4	3.269	10/29/2008
Exhibit T3B-51	Amended and Restated Bylaws of Harrah s Arizona Corporation		CEOC S-4	3.141	10/29/2008
Exhibit T3B-52	Limited Liability Company Agreement of Harrah s Bossier City Investment Company, L.L.C.		CEOC S-4	3.76	10/29/2008
Exhibit T3B-53	Operating Agreement of Harrah s Bossier City Management Company, LLC		CEOC S-4	3.215	10/29/2008
Exhibit T3B-54	Amended and Restated Operating Agreement of Harrah s Chester Downs Investment Company, LLC		CEOC S-4	3.28	10/29/2008

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Exhibit T3B-55	Amended Operating Agreement of Harrah s Chester Downs Management Company, LLC	CEOC T-3 (with respect to First Priority Senior Secured Notes)	T3B-55	7/8/2016
Exhibit T3B-56	Amended and Restated Bylaws of Harrah s Illinois Corporation	CEOC S-4	3.143	10/29/2008



Exhibit	Description	Filed Herewith	Incorporated By Reference		Filing Date
			Form	Period Ending Exhibit	
Exhibit T3B-57	Amended and Restated Bylaws of Harrah s Interactive Investment Company		CEOC S-4	3.147	10/29/2008
Exhibit T3B-58	Bylaws of Harrah s International Holding Company, Inc.		CEOC S-4	3.14	10/29/2008
Exhibit T3B-59	Amended and Restated Bylaws of Harrah s Investments, Inc. (f/k/a Harrah s Wheeling Corporation)		CEOC S-4	3.149	10/29/2008
Exhibit T3B-60	Operating Agreement of Harrah s Iowa Arena Management, LLC		CEOC T-3 (with respect to First Priority Senior Secured Notes)	T3B-60	7/8/2016
Exhibit T3B-61	Amended and Restated Bylaws of Harrah s Management Company		CEOC S-4	3.153	10/29/2008
Exhibit T3B-62	Amended and Restated Bylaws of Harrah s Maryland Heights Operating Company		CEOC S-4	3.157	10/29/2008
Exhibit T3B-63	Operating Agreement of Harrah s MH Project, LLC		CEOC S-4	3.32	10/29/2008
Exhibit T3B-64	Operating Agreement of Harrah s NC Casino Company, LLC		CEOC S-4	3.267	10/29/2008
Exhibit T3B-65	Amended and Restated Bylaws of Harrah s New Orleans Management Company		CEOC S-4	3.159	10/29/2008
Exhibit T3B-66	Operating Agreement of Harrah s North Kansas City LLC (f/k/a Harrah s North Kansas City I LLC)		CEOC S-4	3.103	10/29/2008
Exhibit T3B-67	Operating Agreement of Harrah s Operating Company Memphis, LLC		CEOC S-4	3.34	10/29/2008
Exhibit T3B-68	Amended and Restated Bylaws of Harrah s Pittsburgh Management Company		CEOC S-4	3.161	10/29/2008
Exhibit T3B-69	Bylaws of Harrah s Reno Holding Company, Inc.		CEOC S-4	3.163	10/29/2008
Exhibit T3B-70	Operating Agreement of Harrah s Shreveport Investment Company, LLC		CEOC S-4	3.221	10/29/2008
Exhibit T3B-71	Operating Agreement of Harrah s Shreveport Management		CEOC S-4	3.223	10/29/2008

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	Company, LLC			
Exhibit T3B-72	Limited Liability Company Agreement of Harrah s Shreveport/Bossier City Holding Company, LLC	CEOC S-4	3.36	10/29/2008
Exhibit T3B-73	Operating Agreement of Harrah s Shreveport/Bossier City Investment Company, LLC	CEOC S-4	3.38	10/29/2008
Exhibit T3B-74	Amended and Restated Bylaws of Harrah s Southwest Michigan Casino Corporation	CEOC S-4	3.165	10/29/2008
Exhibit T3B-75	Bylaws of Harrah s Travel, Inc.	CEOC S-4	3.167	10/29/2008

Exhibit	Description	Filed Herewith	Incorporated By Reference		Filing Date
			Form	Period Ending	
Exhibit T3B-76	Bylaws of Harveys BR Management Company, Inc.		CEOC S-4		3.173 10/29/2008
Exhibit T3B-77	Revised Bylaws of Harveys C.C. Management Company, Inc.		CEOC S-4		3.175 10/29/2008
Exhibit T3B-78	Bylaws of Harveys Iowa Management Company, Inc.		CEOC S-4		3.177 10/29/2008
Exhibit T3B-79	Bylaws of Harveys Tahoe Management Company, Inc.		CEOC S-4		3.293 10/29/2008
Exhibit T3B-80	Bylaws of HBR Realty Company, Inc.		CEOC S-4		3.179 10/29/2008
Exhibit T3B-81	Operating Agreement of HCAL, LLC		CEOC S-4		3.226 10/29/2008
Exhibit T3B-82	Bylaws of HCR Services Company, Inc.		CEOC S-4		3.181 10/29/2008
Exhibit T3B-83	Bylaws of HEI Holding Company One, Inc.		CEOC S-4		3.183 10/29/2008
Exhibit T3B-84	Bylaws of HEI Holding Company Two, Inc.		CEOC S-4		3.185 10/29/2008
Exhibit T3B-85	Operating Agreement of HHLV Management Company, LLC		CEOC S-4		3.228 10/29/2008
Exhibit T3B-86	Amended and Restated Operating Agreement of Hole in the Wall, LLC		CEOC S-4		3.230 10/29/2008
Exhibit T3B-87	Limited Partnership Agreement of Horseshoe Entertainment		CEOC S-4		3.83 10/29/2008
Exhibit T3B-88	Operating Agreement of Horseshoe Gaming Holding, LLC		CEOC S-4		3.45 10/29/2008
Exhibit T3B-89	Operating Agreement of Horseshoe GP, LLC		CEOC S-4		3.45 10/29/2008
Exhibit T3B-90	Operating Agreement of Horseshoe Hammond, LLC		CEOC S-4		3.72 10/29/2008
Exhibit T3B-91	Bylaws of HTM Holding, Inc. (f/k/a HTM Operating Company, Inc.)		CEOC S-4		3.295 10/29/2008
Exhibit T3B-92	Operating Agreement of Koval Holdings Company, LLC		CEOC S-4		3.49 10/29/2008
Exhibit T3B-93	Operating Agreement of Koval Investment Company, LLC		CEOC S-4		3.234 10/29/2008
Exhibit T3B-94	Amended and Restated Operating Agreement of Las Vegas Golf Management, LLC (f/k/a Harrah's Las Vegas National Golf Management		CEOC S-4		3.236 10/29/2008

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Company, LLC)

Exhibit T3B-95

Bylaws of Las Vegas Resort  
Development, Inc.

CEOC S-4

3.187

10/29/2008

Exhibit	Description	Filed Herewith	Incorporated By Reference			Filing Date
			Form	Period Ending	Exhibit	
Exhibit T3B-96	Bylaws of LVH Corporation		CEOC S-4		3.189	10/29/2008
Exhibit T3B-97	Bylaws of Martial Development Corp.		CEOC S-4		3.261	10/29/2008
Exhibit T3B-98	Operating Agreement of Nevada Marketing, LLC		CEOC S-4		3.238	10/29/2008
Exhibit T3B-99	Second Amended and Restated Limited Partnership Agreement of New Gaming Capital Partnership		CEOC S-4		3.249	10/29/2008
Exhibit T3B-100	Amended and Restated Bylaws of Ocean Showboat, Inc.		CEOC S-4		3.305	10/29/2008
Exhibit T3B-101	Bylaws of Parball Corporation		CEOC S-4		3.191	10/29/2008
Exhibit T3B-101.1	Amendment of Bylaws of Parball Corporation		CEOC T-3 (with respect to First Priority Senior Secured Notes)		T3B-101.1	7/8/2016
Exhibit T3B-102	Operating Agreement of PHW Manager, LLC		CEOC T-3 (with respect to First Priority Senior Secured Notes)		T3B-102	7/8/2016
Exhibit T3B-103	Bylaws of Players Bluegrass Downs, Inc.		CEOC S-4		3.74	10/29/2008
Exhibit T3B-104	Bylaws of Players Development, Inc.		CEOC S-4		3.193	10/29/2008
Exhibit T3B-105	Bylaws of Players Resources, Inc.		CEOC S-4		3.195	10/29/2008
Exhibit T3B-106	Operating Agreement of Players Riverboat, LLC		CEOC T-3 (with respect to First Priority Senior Secured Notes)		T3B-106	7/8/2016
Exhibit T3B-107	Bylaws of Players Services, Inc.		CEOC S-4		3.263	10/29/2008
Exhibit T3B-108	Amended and Restated Operating Agreement of Reno Crossroads LLC		CEOC S-4		3.51	10/29/2008
Exhibit T3B-109	Bylaws of Reno Projects, Inc.		CEOC S-4		3.197	10/29/2008

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Exhibit T3B-110	Bylaws of Rio Development Company, Inc., as amended (f/k/a Marcor Development - Nevada, Inc.)	CEOC S-4	3.199	10/29/2008
Exhibit T3B-111	Bylaws of Robinson Property Group Corp.	CEOC S-4	3.99	10/29/2008
Exhibit T3B-112	Bylaws of Roman Entertainment Corporation of Indiana	CEOC S-4	3.66	10/29/2008

<b>Exhibit</b>	<b>Description</b>	<b>Filed Herewith</b>	<b>Incorporated By Reference</b>		<b>Filing Date</b>
			<b>Form</b>	<b>Period Ending</b>	
Exhibit T3B-113	Bylaws of Roman Holding Corporation of Indiana		CEOC S-4	3.68	10/29/2008
Exhibit T3B-114	Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 1, LLC		CEOC S-4	3.271	10/29/2008
Exhibit T3B-115	Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 2, LLC		CEOC S-4	3.273	10/29/2008
Exhibit T3B-116	Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 3, LLC		CEOC S-4	3.275	10/29/2008
Exhibit T3B-117	Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 4, LLC		CEOC S-4	3.277	10/29/2008
Exhibit T3B-118	Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 5, LLC		CEOC S-4	3.279	10/29/2008
Exhibit T3B-119	Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 6, LLC		CEOC S-4	3.281	10/29/2008
Exhibit T3B-120	Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 7, LLC		CEOC S-4	3.283	10/29/2008
Exhibit T3B-121	Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 8, LLC		CEOC S-4	3.285	10/29/2008
Exhibit T3B-122	Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 9, LLC		CEOC S-4	3.287	10/29/2008
Exhibit T3B-123	Limited Liability Company Agreement of Showboat Atlantic City Operating Company, LLC		CEOC S-4	3.307	10/29/2008
Exhibit T3B-124	Amended and Restated Operating Agreement of Showboat Atlantic City Propco, LLC		CEOC S-4	3.289	10/29/2008
Exhibit T3B-125	Bylaws of Showboat Holding, Inc.		CEOC S-4	3.297	10/29/2008
Exhibit T3B-126	Bylaws of Southern Illinois Riverboat/Casino Cruises, Inc.		CEOC S-4	3.62	10/29/2008
Exhibit T3B-127	Amended and Restated Operating Agreement of Tahoe Garage Propco,		CEOC S-4	3.291	10/29/2008

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LLC

Exhibit T3B-128	Amended and Restated Operating Agreement of TRB Flamingo, LLC	CEOC S-4	3.247	10/29/2008
Exhibit T3B-129	Bylaws of Trigger Real Estate Corporation	CEOC S-4	3.203	10/29/2008
Exhibit T3B-130	Bylaws of Tunica Roadhouse Corporation (f/k/a Sheraton Tunica Corporation)	CEOC S-4	3.16	10/29/2008



Exhibit	Description	Filed Herewith	Incorporated By Reference		Filing Date
			Form	Period Ending Exhibit	
Exhibit T3B-131	Operating Agreement of Village Walk Construction, LLC		CEOC S-4	3.53	10/29/2008
Exhibit T3B-132	Amended and Restated Operating Agreement of Winnick Holdings, LLC		CEOC S-4	3.56	10/29/2008
Exhibit T3C*	Form of Indenture governing the Notes.				
Exhibit T3D	Not applicable.				
Exhibit T3E-1	Disclosure Statement for the Second Amended Joint Plan of Reorganization of Caesars Entertainment Operating Company, Inc., et al., Chapter 11 of the Bankruptcy Code, dated June 28, 2016.		CEOC T-3 (with respect to First Priority Senior Secured Notes)	T-3E1	7/8/2016
Exhibit T3E-2	Second Amended Joint Plan of Reorganization of Caesars Entertainment Operating Company, Inc., et al., under Chapter 11 of the Bankruptcy Code, dated June 28, 2016.		CEOC T-3 (with respect to First Priority Senior Secured Notes)	T-3E2	7/8/2016
Exhibit T3F*	Cross-reference sheet (included in Exhibit T3C).				
Exhibit T3G*	Form T-1 qualifying the Trustee under the Indenture to be qualified pursuant to this Form T-3.				
Exhibit 99.1*	List of subsidiaries of Caesars Entertainment Corporation				
Exhibit 99.2	List of subsidiaries of Caesars Entertainment Operating Company, Inc.		CEOC T-3 (with respect to First Priority Senior Secured Notes)	99.2	7/8/2016
Exhibit 99.3	Directors, executive officers and capitalization of the Expected Subsidiary Guarantors.		CEOC T-3 (with respect to First Priority Senior Secured Notes)	99.3	7/8/2016
Exhibit 99.4	Principal ownership of voting securities of the Expected Subsidiary Guarantors.		CEOC T-3 (with respect to First Priority	99.4	7/8/2016

\* To be filed by amendment.