

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)
 QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended March 31, 2009

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 1-10410

HARRAH'S ENTERTAINMENT, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

I.R.S. No. 62-1411755

(I.R.S. Employer
Identification No.)

**One Caesars Palace Drive
Las Vegas, Nevada**
(Address of principal executive offices)

89109
(Zip Code)

(702) 407-6000

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 1, 2009, the Registrant had 10 shares of voting Common Stock and 40,692,782 shares of non-voting Common Stock outstanding.

Item 1. Financial Statements

The accompanying unaudited Consolidated Condensed Financial Statements of Harrah's Entertainment, Inc., a Delaware corporation, have been prepared in accordance with the instructions to Form 10-Q and, therefore, do not include all information and notes necessary for complete financial statements in conformity with generally accepted accounting principles in the United States. The results for the periods indicated are unaudited, but reflect all adjustments (consisting only of normal recurring adjustments) that management considers necessary for a fair presentation of operating results.

Results of operations for interim periods are not necessarily indicative of a full year of operations. These Consolidated Condensed Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2008.

HARRAH'S ENTERTAINMENT, INC.
CONSOLIDATED CONDENSED BALANCE SHEETS
(UNAUDITED)

<u>(In millions, except share amounts)</u>	<u>Successor</u>	
	<u>March 31, 2009</u>	<u>December 31, 2008</u>
ASSETS		
Current assets		
Cash and cash equivalents	\$ 1,759.4	\$ 650.5
Receivables, less allowance for doubtful accounts of \$212.9 and \$201.4	339.4	394.0
Deferred income taxes	143.1	157.6
Income tax receivable	27.4	5.5
Prepayments and other	237.9	216.4
Inventories	61.0	62.7
Total current assets	<u>2,568.2</u>	<u>1,486.7</u>
Land, buildings, riverboats and equipment	18,999.8	18,881.4
Less: accumulated depreciation	<u>(782.1)</u>	<u>(614.3)</u>
	18,217.7	18,267.1
Assets held for sale	7.3	49.3
Goodwill (Note 4)	4,902.2	4,902.2
Intangible assets (Note 4)	5,262.8	5,307.9
Investments in and advances to non-consolidated affiliates	29.3	30.4
Deferred costs and other	962.3	1,005.0
	<u>\$ 31,949.8</u>	<u>\$ 31,048.6</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable	\$ 262.7	\$ 382.3
Accrued expenses	1,389.8	1,532.7
Current portion of long-term debt (Note 6)	<u>376.2</u>	<u>85.6</u>
Total current liabilities	2,028.7	2,000.6
Long-term debt (Note 6)	24,188.8	23,123.3
Deferred credits and other	584.6	669.1
Deferred income taxes	4,299.9	4,327.0
	<u>31,102.0</u>	<u>30,120.0</u>
Commitments and contingencies (Notes 6, 9 and 10)		
Preferred stock; \$0.01 par value; 40,000,000 shares authorized; 19,903,865 and 19,912,447 shares issued and outstanding (net of 31,668 and 23,088 shares held in treasury)	<u>2,374.6</u>	<u>2,289.4</u>
Stockholders' deficit (Notes 3, 5 and 6)		
Common stock, non-voting and voting; \$0.01 par value; 80,000,020 shares authorized; 40,693,462 and 40,711,008 shares issued and outstanding (net of 64,748 and 47,201 shares held in treasury)	0.4	0.4
Additional paid-in capital	3,742.6	3,825.1
Accumulated deficit	(5,229.0)	(5,096.3)
Accumulated other comprehensive loss	<u>(93.6)</u>	<u>(139.6)</u>
Total Harrah's Entertainment, Inc. Stockholders' deficit	(1,579.6)	(1,410.4)
Non-controlling interests	52.8	49.6
Total deficit	<u>(1,526.8)</u>	<u>(1,360.8)</u>
	<u>\$ 31,949.8</u>	<u>\$ 31,048.6</u>

See accompanying Notes to Consolidated Condensed Financial Statements.

HARRAH'S ENTERTAINMENT, INC.
CONSOLIDATED CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

<u>(In millions)</u>	Successor		Predecessor
	Three Months Ended March 31, 2009	January 28, 2008 Through March 31, 2008	January 1, 2008 Through January 27, 2008
Revenues			
Casino	\$ 1,812.2	\$ 1,465.7	\$ 614.6
Food and beverage	370.9	301.3	118.4
Rooms	274.7	241.5	96.4
Management fees	13.4	12.1	5.0
Other	139.5	111.8	42.7
Less: casino promotional allowances	(356.0)	(291.9)	(117.0)
Net revenues	2,254.7	1,840.5	760.1
Operating expenses			
Direct			
Casino	993.3	776.6	340.6
Food and beverage	143.8	124.3	50.5
Rooms	52.0	50.4	19.6
Property general, administrative and other	504.3	409.9	178.2
Depreciation and amortization	172.4	124.2	63.5
Write-downs, reserves and recoveries	27.4	(158.8)	4.7
Project opening costs	2.0	2.8	0.7
Corporate expense	30.3	24.7	8.5
Merger and integration costs	0.2	17.0	125.6
Income on interests in non-consolidated affiliates	(0.2)	(0.7)	(0.5)
Amortization of intangible assets	43.8	32.3	5.5
Total operating expenses	1,969.3	1,402.7	796.9
Income/(loss) from operations	285.4	437.8	(36.8)
Interest expense, net of interest capitalized	(496.8)	(467.9)	(89.7)
Gains/(losses) on early extinguishments of debt	1.2	(211.3)	—
Other income, including interest income	8.5	7.7	1.1
Loss from continuing operations before income taxes	(201.7)	(233.7)	(125.4)
Benefit for income taxes	74.3	58.1	26.0
Loss from continuing operations, net of tax	(127.4)	(175.6)	(99.4)
Discontinued operations			
(Loss)/income from discontinued operations	(0.1)	141.0	0.1
Provision for income taxes	—	(53.7)	—
(Loss)/income from discontinued operations, net	(0.1)	87.3	0.1
Net loss	(127.5)	(88.3)	(99.3)
Less: net (income)/loss attributable to non-controlling interests	(5.2)	1.4	(1.6)
Net loss attributable to Harrah's Entertainment, Inc.	\$ (132.7)	\$ (86.9)	\$ (100.9)

See accompanying Notes to Consolidated Condensed Financial Statements.

HARRAH'S ENTERTAINMENT, INC.
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(UNAUDITED)

(In millions)	Successor		Predecessor
	Three Months Ended March 31, 2009	January 28, 2008 Through March 31, 2008	January 1, 2008 Through January 27, 2008
Cash flows from operating activities			
Net loss attributable to Harrah's Entertainment, Inc.	\$ (132.7)	\$ (86.9)	\$ (100.9)
Adjustments to reconcile net loss to cash flows from operating activities:			
Loss/(income) from discontinued operations, before income taxes	0.1	(141.0)	(0.1)
Income from insurance claims for hurricane damage	—	(185.4)	—
(Gains)/losses on early extinguishments of debt	(1.2)	211.3	—
Depreciation and amortization	276.8	200.1	104.9
Write-downs, reserves and recoveries	7.8	12.7	(0.1)
Other non-cash items	15.5	7.7	34.4
Share-based compensation expense	4.1	1.7	50.9
Deferred income taxes	(28.2)	(138.4)	(19.0)
Tax benefit from stock equity plans	—	—	42.6
Non-controlling interests' share of net income/(loss)	5.2	(1.4)	1.6
Income on interests in non-consolidated affiliates	(0.2)	(0.8)	(0.5)
Net change in insurance receivables for hurricane damage	—	0.9	—
Returns on investment in non-consolidated affiliates	0.9	0.3	0.1
Insurance proceeds for hurricane losses	—	97.9	—
Net (gains)/losses from asset sales	(0.4)	0.1	(7.4)
Net change in long-term accounts	11.2	132.4	68.3
Net change in working capital accounts	(180.9)	371.3	(167.6)
Cash flows (used in)/provided by operating activities	(22.0)	482.5	7.2
Cash flows from investing activities			
Land, buildings, riverboats and equipment additions	(128.3)	(229.6)	(117.4)
Insurance proceeds for hurricane losses for discontinued operations	—	83.3	—
Insurance proceeds for hurricane losses for continuing operations	—	98.1	—
Payment for Merger	—	(17,604.2)	—
Payments for businesses acquired, net of cash acquired	—	—	0.1
Proceeds from other asset sales	34.2	1.4	3.1
(Decrease)/increase in construction payables	(15.7)	13.0	(8.2)
Other	(3.9)	(3.1)	(1.7)
Cash flows used in investing activities	(113.7)	(17,641.1)	(124.1)
Cash flows from financing activities			
Proceeds from issuance of long-term debt, net of issue costs	1,354.3	20,972.1	11,316.3
Repayments under lending agreements	(103.1)	(6,922.1)	(11,288.8)
Early extinguishments of debt	(1.5)	(1,873.6)	(87.7)
Premiums paid on early extinguishments of debt	—	(235.6)	—
Scheduled debt retirements	(5.1)	—	—
Equity contribution from buyout	—	6,007.0	—
Non-controlling interests' distributions, net of contributions	(2.0)	0.5	(1.6)
Proceeds from exercises of stock options	—	—	2.4
Excess tax benefit from stock equity plans	—	(50.5)	77.5
Other	2.1	7.1	(0.8)
Cash flows provided by financing activities	1,244.7	17,904.9	17.3
Cash flows from discontinued operations			
Cash flows from operating activities	(0.1)	5.1	0.5
Cash flows (used in)/provided by discontinued operations	(0.1)	5.1	0.5
Net increase/(decrease) in cash and cash equivalents	1,108.9	751.4	(99.1)
Cash and cash equivalents, beginning of period	650.5	610.9	710.0
Cash and cash equivalents, end of period	\$ 1,759.4	\$ 1,362.3	\$ 610.9

See accompanying Notes to Consolidated Condensed Financial Statements.

HARRAH'S ENTERTAINMENT, INC.
CONSOLIDATED CONDENSED STATEMENT OF STOCKHOLDERS' DEFICIT AND COMPREHENSIVE LOSS
(Notes 3, 5 and 6)

(In millions)	Common Stock		Capital Surplus	Accumulated Deficit	Accumulated Other Comprehensive Loss	Non-controlling interests	Total	Comprehensive Loss
	Shares Outstanding	Amount						
Successor Balance – January 1, 2009	40.7	\$ 0.4	\$3,825.1	\$ (5,096.3)	\$ (139.6)	\$ 49.6	\$(1,360.8)	
Net (loss)/income				(132.7)		5.2	(127.5)	\$ (127.5)
Share-based compensation expense			4.1				4.1	
Stock payouts			(0.5)				(0.5)	
Cumulative preferred stock dividends			(86.1)				(86.1)	
Pension adjustment net of tax provision of \$0.0					0.2		0.2	0.2
Reclassification of loss on derivative instrument from other comprehensive loss to net loss, net of tax provision of \$0.1					0.2		0.2	0.2
Foreign currency translation adjustments, net of tax benefit of \$0.5					(1.5)	0.1	(1.4)	(1.5)
Fair market value of swap agreements, net of tax provision of \$29.4					54.0		54.0	54.0
Non-controlling interests' distributions, net of contributions						(2.1)	(2.1)	
Fair market value of interest rate cap agreements on commercial mortgage backed securities, net of tax benefit of \$3.9					(6.9)		(6.9)	(6.9)
2009 Successor Comprehensive Loss								\$ (81.5)
Successor Balance – March 31, 2009	40.7	\$ 0.4	\$3,742.6	\$ (5,229.0)	\$ (93.6)	\$ 52.8	\$(1,526.8)	

See accompanying Notes to Consolidated Condensed Financial Statements.

HARRAH'S ENTERTAINMENT, INC.
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
MARCH 31, 2009
(UNAUDITED)

Note 1—Basis of Presentation and Organization

Harrah's Entertainment, Inc. ("Harrah's Entertainment," the "Company," "we," "our" or "us," and including our subsidiaries where the context requires) is a Delaware corporation. As of March 31, 2009, we own or manage 53 casinos, primarily under the Harrah's, Caesars and Horseshoe brand names in the United States. Our casino entertainment facilities include 34 land-based casinos, 12 riverboat or dockside casinos, three managed casinos on Indian lands, one combination thoroughbred racetrack and casino, one combination greyhound racetrack and casino, one combination harness racetrack and casino and one managed casino in Canada. Our 34 land-based casinos include one in Uruguay, eleven in the United Kingdom, three in Egypt and one in South Africa. We view each property as an operating segment and aggregate all operating segments into one reporting segment.

On January 28, 2008, Harrah's Entertainment was acquired by affiliates of Apollo Global Management, LLC ("Apollo") and TPG Capital, LP ("TPG") in an all cash transaction, hereinafter referred to as the "Merger." Although Harrah's Entertainment continued as the same legal entity after the Merger, the accompanying Consolidated Condensed Statement of Operations, the Consolidated Condensed Statement of Cash Flows and the Consolidated Condensed Statement of Comprehensive Loss for the three months ended March 31, 2008, are presented as the Predecessor period for the period preceding the Merger and as the Successor period for the period succeeding the Merger. As a result of the application of purchase accounting as of the Merger date, the consolidated condensed financial statements for the Successor period and the Predecessor period are presented on different bases and are, therefore, not comparable.

We have reclassified certain amounts for prior periods to conform to our 2009 presentation.

Note 2—The Merger

The Merger was completed on January 28, 2008, and was financed by a combination of borrowings under the Company's new term loan facility due 2015, the issuance of Senior Notes due 2016 and Senior Toggle Notes due 2018, certain real estate term loans and equity investments of Apollo/TPG, co-investors and members of management. See Note 6 for a discussion of our debt.

The purchase price was approximately \$30.7 billion, including the assumption of \$12.4 billion of debt and approximately \$1.0 billion of transaction costs. All of the outstanding shares of Harrah's Entertainment stock were redeemed, with stockholders receiving \$90.00 in cash for each outstanding share of common stock.

As a result of the Merger, the issued and outstanding shares of non-voting common stock and non-voting preferred stock of Harrah's Entertainment are owned by entities affiliated with Apollo/TPG, certain co-investors and members of management, and the issued and outstanding shares of voting common stock of Harrah's Entertainment are owned by Hamlet Holdings LLC, which is owned by certain individuals affiliated with Apollo/TPG. As a result of the Merger, our stock is no longer publicly traded.

The following unaudited pro forma consolidated financial information assumes that the Merger was completed at the beginning of 2008.

<u>(In millions)</u>	<u>First Quarter Ended March 31, 2008</u>
Net revenues	\$ 2,600.6
Loss from continuing operations, net of tax ⁽¹⁾	\$ (329.6)
Net loss attributable to Harrah's Entertainment, Inc.	\$ (242.4)

⁽¹⁾ Due to the January 1, 2009 adoption of a recent accounting pronouncement, certain 2008 amounts have been restated to conform to the 2009 presentation.

Pro forma results for the three months ended March 31, 2008, include non-recurring charges of \$82.8 million related to the accelerated vesting of stock options, stock appreciation rights (“SARs”) and restricted stock and \$59.8 million of other costs related to the Merger.

The unaudited pro forma results are presented for comparative purposes only. The pro forma results are not necessarily indicative of what our actual results would have been had the Merger been completed at the beginning of the period, or of future results.

Note 3—Stock-Based Employee Compensation

In 2009, our share-based compensation expense consists primarily of time-based options and performance-based options that have been granted to management and other personnel and key service providers. Of the \$4.1 million of compensation cost that was charged against income for the period ended March 31, 2009, \$2.6 million is included in Corporate expense and \$1.5 million is included in Property general, administrative and other in the Consolidated Condensed Statement of Operations. As of March 31, 2009, there was approximately \$45.2 million of total unrecognized compensation cost related to stock option grants.

There was no material award activity in the three months ended March 31, 2009.

For the January 28, 2008, through March 31, 2008 period, \$1.7 million of share-based compensation cost was charged against income, of which \$1.3 million was included in Corporate expense and \$0.4 million was included in Property general, administrative and other in the Consolidated Condensed Statement of Operations for that period.

In connection with the Merger, outstanding and unexercised stock options and stock appreciation rights, whether vested or unvested, and unvested restricted stock were cancelled and converted into the right to receive cash, accelerating the recognition of compensation costs of \$82.8 million, which was included in Merger and integration costs in the Consolidated Condensed Statement of Operations in the period from January 1, 2008, through January 27, 2008 (Predecessor period).

Note 4—Goodwill and Other Intangible Assets

The following table sets forth changes in our goodwill for the quarter ended March 31, 2009.

<u>(In millions)</u>	
Balance at December 31, 2008	\$4,902.2
Additions or adjustments	—
Balance at March 31, 2009	<u>\$4,902.2</u>

The following table provides the gross carrying value and accumulated amortization for each major class of intangible assets.

<u>(In millions)</u>	March 31, 2009			December 31, 2008		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Amortizing intangible assets:						
Trademarks	\$ 7.8	\$ (1.8)	\$ 6.0	\$ 7.8	\$ (1.4)	\$ 6.4
Gaming rights	42.8	(3.1)	39.7	42.8	(2.4)	40.4
Patented technology	93.6	(13.7)	79.9	93.5	(10.7)	82.8
Contract rights	128.2	(41.5)	86.7	128.8	(33.2)	95.6
Customer relationships	1,454.5	(146.6)	1,307.9	1,454.5	(115.2)	1,339.3
	<u>\$1,726.9</u>	<u>\$ (206.7)</u>	<u>1,520.2</u>	<u>\$1,727.4</u>	<u>\$ (162.9)</u>	<u>1,564.5</u>
Non-amortizing intangible assets:						
Trademarks			2,043.0			2,043.1
Gaming rights			1,699.6			1,700.3
			<u>3,742.6</u>			<u>3,743.4</u>
Total			<u>\$5,262.8</u>			<u>\$5,307.9</u>

The aggregate amortization for the three months ended March 31, 2009, for those assets that are amortized under the provisions of Statement of Financial Accounting Standards (“SFAS”) No. 142 was \$43.8 million. Estimated annual amortization expense for those assets for the years ending December 31, 2009, 2010, 2011, 2012 and 2013 is \$175.4 million, \$159.4 million, \$155.8 million, \$154.4 million and \$152.1 million, respectively.

Note 5—Preferred and Common Stock

Preferred Stock

As of March 31, 2009, the authorized Preferred Stock shares are 40,000,000, par value \$0.01 per share, stated value \$100.00 per share.

On January 28, 2008, our Board of Directors adopted a resolution authorizing the creation and issuance of a series of preferred stock known as the Non-Voting Perpetual Preferred Stock. The number of shares constituting such series was 20,000,000.

On a quarterly basis, each share of non-voting preferred stock accrues dividends at a rate of 15.0% per annum, compounded quarterly. Dividends will be paid in cash, when, if, and as declared by the Board of Directors, subject to approval by relevant regulators. We currently do not expect to pay cash dividends. Dividends on Non-Voting Perpetual Preferred Stock are cumulative. As of March 31, 2009, such dividends in arrears are \$383.8 million. Shares of the non-voting preferred stock rank prior in right of payment to the non-voting and voting common stock and are entitled to a liquidation preference.

Upon the occurrence of any liquidating event, each holder of non-voting preferred stock shall have the right to require the Company to repurchase each outstanding share of non-voting preferred stock before any payment or distribution shall be made to the holders of non-voting common stock, voting common stock or any other junior stock. After the payment to the holders of non-voting preferred stock of the full preferential amounts, the holders of non-voting preferred stock shall have no right or claim to any of the remaining assets of the Company. Non-voting preferred stock may be converted into non-voting common stock on a pro rata basis with the consent of the holders of a majority of the non-voting preferred stock. Neither the non-voting preferred stock nor the non-voting common stock have any voting rights.

Common Stock

As of March 31, 2009, the authorized common stock of the Company totaled 80,000,020 shares, consisting of 20 shares of voting common stock, par value \$0.01 per share and 80,000,000 shares of non-voting common stock, par value \$0.01 per share.

The voting common stock has no economic rights or privileges, including rights in liquidation. The holders of voting common stock shall be entitled to one vote per share on all matters to be voted on by the stockholders of the Company.

Subject to the rights of holders of preferred stock, when, if, and as dividends are declared on the common stock, the holders of non-voting common stock shall be entitled to share in dividends equally, share for share.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, holders of non-voting common stock will receive a pro rata distribution of any remaining assets after payment of or provision for liabilities and the liquidation preference on preferred stock, including the non-voting preferred stock, if any.

Note 6—Debt

Long-term debt consisted of the following:

<u>(In millions)</u>	<u>As of</u> <u>March 31, 2009</u>
Credit facilities	
Term loans, 3.52% - 4.46% at March 31, 2009, maturities to 2015	\$ 7,177.5
Revolving credit facility, 3.52% - 3.56% at March 31, 2009, maturity 2014	1,803.0
Subsidiary-guaranteed debt	
10.75% Senior Notes due 2016, including senior interim loans of \$342.6, 9.25% at March 31, 2009	4,542.7
10.75%/11.5% Senior PIK Toggle Notes due 2018, including senior interim loans of \$99.7, 10.0% at March 31, 2009	1,229.1
Secured Debt	
CMBS financing, 3.56% at March 31, 2009, maturity 2013	6,500.0
10.0% Second-Priority Senior Secured Notes, maturity 2018	544.6
10.0% Second-Priority Senior Secured Notes, maturity 2015	146.4
6.0%, maturity 2010	25.0
4.25%–6.0%, at March 31, 2009, maturities to 2035	4.3
Unsecured Senior Notes	
7.5%, maturity 2009	0.8
5.5%, maturity 2010	325.2
8.0%, maturity 2011	47.9
5.375%, maturity 2013	203.5
7.0%, maturity 2013	0.7
5.625%, maturity 2015	585.3
6.5%, maturity 2016	441.0
5.75%, maturity 2017	376.4
Floating Rate Contingent Convertible Senior Notes, maturity 2024	0.2
Unsecured Senior Subordinated Notes	
7.875%, maturity 2010	289.4
8.125%, maturity 2011	216.1
Other Unsecured Borrowings	
LIBOR plus 4.5%, maturity 2010	23.5
5.3% special improvement district bonds, maturity 2037	69.7
Other, various maturities	1.3
Capitalized Lease Obligations	
5.77%–10.0%, maturities to 2011	11.4
Total debt, net of unamortized discounts of \$1,253.4 and premiums of \$77.4	24,565.0
Current portion of long-term debt	(376.2)
	<u>\$ 24,188.8</u>

In January 2009, \$5.1 million of our 7.5% Senior Notes matured and were retired, and \$3.0 million, face amount, of our 8.125% Senior Subordinated Notes due in 2011 were purchased in the open market and retired. A gain of \$1.2 million, representing discounts related to the early extinguishment of debt was recognized.

From time to time, we may retire portions of our outstanding debt in open market purchases, privately negotiated transactions or otherwise. These repurchases will be funded through available cash from operations and from our established debt programs. Such repurchases are dependent on prevailing market conditions, the Company's liquidity requirements, contractual restrictions and other factors.

In July 2008, Harrah's Operating Company ("HOC"), a wholly-owned subsidiary of Harrah's Entertainment, Inc. made the permitted election under the Indenture governing its 10.75%/11.5% Senior Toggle Notes due 2018 and the Senior Unsecured Interim Loan Agreement ("Interim Loan Agreement") dated January 28, 2008, to pay all interest due on January 28, and February 1, 2009, for the loan in-kind. A similar election was made in January 2009 to pay the interest due August 1, 2009, for the 10.75%/11.5% Senior Toggle Notes due 2018 in-kind, and in March 2009, the election was made to pay the interest due April 28, 2009, on the Interim Loan Agreement in-kind.

Credit Agreement

As of March 31, 2009, our senior secured credit facilities (the "Credit Facilities") provide for senior secured financing of up to \$9.18 billion, consisting of (i) senior secured term loan facilities in an aggregate principal amount of up to \$7.18 billion maturing on January 28, 2015 and (ii) a senior secured revolving credit facility in an aggregate principal amount of \$2.0 billion, maturing January 28, 2014, including both a letter of credit sub-facility and a swingline loan sub-facility. The Credit Facilities require scheduled quarterly payments on the term loans of \$18.125 million each for six years and three quarters, with the balance paid at maturity. In addition, we may request one or more incremental term loan facilities and/or increase commitments under our revolving facility in an aggregate amount of up to \$1.75 billion, subject to certain conditions and receipt of commitments by existing or additional financial institutions or institutional lenders. As of March 31, 2009, \$8.98 billion in borrowings was outstanding under the Credit Facilities with an additional \$0.2 billion committed to back letters of credit. After consideration of these borrowings and letters of credit, \$17.9 million of additional borrowing capacity was available to the Company under the Credit Facilities as of March 31, 2009.

Borrowings under the Credit Facilities bear interest at a rate equal to the then-current LIBOR rate or at a rate equal to the alternate base rate, in each case plus an applicable margin. In addition, on a quarterly basis, we are required to pay each lender (i) a commitment fee in respect of any unused commitments under the revolving credit facility and (ii) a letter of credit fee in respect of the aggregate face amount of outstanding letters of credit under the revolving credit facility. As of March 31, 2009, the Credit Facilities bore interest based upon 300 basis points over LIBOR for the term loans and a portion of the revolver loan and 200 basis points over the alternate base rate for the remainder of the revolver loan and bore a commitment fee for unborrowed amounts of 50 basis points.

Exchange Offers Subsequent to March 2009

On April 15, 2009, HOC completed private exchange offers to exchange approximately \$3.6 billion aggregate principal amount of new 10.0% Second-Priority Senior Secured Notes due 2018 for approximately \$5.4 billion principal amount of its outstanding debt due between 2010 and 2018. The new notes are guaranteed by Harrah's Entertainment and are secured on a second-priority lien basis by substantially all of HOC's and its subsidiaries' assets that secure the senior secured credit facilities. In addition to the exchange offers, a subsidiary of Harrah's Entertainment paid approximately \$97 million to purchase for cash certain notes of HOC with an aggregate principal amount of approximately \$523 million maturing between 2015 and 2017. The notes purchased pursuant to this tender offer will remain outstanding for HOC but will reduce Harrah's Entertainment's outstanding debt on a consolidated basis. Additionally, HOC paid approximately \$4.8 million in cash to purchase notes of approximately \$24 million aggregate principal amount from retail holders that were not eligible to participate in the exchange offers.

As a result of the exchange offers, we will record a pretax gain in the second quarter of 2009 of approximately \$4 billion arising from this early extinguishment of debt and will recognize a deferred tax liability of approximately \$1.4 billion related to the gain.

As a result of the receipt of the requisite consent of lenders having loans made under the Interim Loan Agreement representing more than 50% of the sum of all loans outstanding under the Interim Loan Agreement, waivers or amendments of certain provisions of the Interim Loan Agreement to permit HOC, from time to time, to buy back loans at prices below par from specific lenders in the form of voluntary prepayments of the loans by HOC on a non-pro rata basis are now operative. Included in the exchanged debt discussed above are approximately \$297 million of 10.0% Second-Priority Senior Secured Notes that were exchanged for approximately \$442 million principal amount of loans surrendered in the exchange offer for loans outstanding under the Interim Loan Agreement. As a result of these transactions, all loans outstanding under the Interim Loan Agreement have been retired.

Under the American Recovery and Reinvestment Act of 2009 ("the Act"), the Company will receive temporary relief under the Delayed Recognition of Cancellation of Debt Income ("CODI") rules. The Act contains a provision that allows for a five-year deferral of CODI for debt reacquired in 2009, followed by recognition of CODI ratably over the succeeding five years. The provision applies for specified types of repurchases, including the acquisition of a debt instrument for cash and the exchange of one debt instrument for another.

Derivative Instruments

We account for derivative instruments in accordance with SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," and all amendments thereto. SFAS No. 133 requires that all derivative instruments be recognized in the financial statements at fair value. Any changes in fair value are recorded in the statements of operations or in other comprehensive income/(loss), depending on whether the derivative is designated and qualifies for hedge accounting, the type of hedge transaction and the effectiveness of the hedge. The estimated fair values of our derivative instruments are based on market prices obtained from dealer quotes. Such quotes represent the estimated amounts we would receive or pay to terminate the contracts.

Our derivative instruments contain a credit risk that the counterparties may be unable to meet the terms of the agreements. We minimize that risk by evaluating the creditworthiness of our counterparties, which are limited to major banks and financial institutions. Our derivatives are recorded at their fair values, adjusted for the credit rating of the counterparty, if the derivative is an asset, or the Company, if the derivative is a liability.

We use interest rate swaps to manage the mix of our debt between fixed and variable rate instruments. As of March 31, 2009, we have ten interest rate swap agreements for notional amounts totaling \$6.5 billion. The difference to be paid or received under the terms of the interest rate swap agreements is accrued as interest rates change and recognized as an adjustment to interest expense for the related debt. Changes in the variable interest rates to be paid or received pursuant to the terms of the interest rate swap agreements will have a corresponding effect on future cash flows. The major terms of the interest rate swap agreements are as follows.

<u>Effective Date</u>	<u>Notional Amount</u> (In millions)	<u>Fixed Rate Paid</u>	<u>Variable Rate Received as of March 31, 2009</u>	<u>Next Reset Date</u>	<u>Maturity Date</u>
April 25, 2007	\$ 200	4.898%	1.159%	April 27, 2009	April 25, 2011
April 25, 2007	200	4.896%	1.159%	April 27, 2009	April 25, 2011
April 25, 2007	200	4.925%	1.159%	April 27, 2009	April 25, 2011
April 25, 2007	200	4.917%	1.159%	April 27, 2009	April 25, 2011
April 25, 2007	200	4.907%	1.159%	April 27, 2009	April 25, 2011
September 26, 2007	250	4.809%	1.159%	April 27, 2009	April 25, 2011
September 26, 2007	250	4.775%	1.159%	April 27, 2009	April 25, 2011
April 25, 2008	1,000	4.172%	1.159%	April 27, 2009	April 25, 2012
April 25, 2008	2,000	4.276%	1.159%	April 27, 2009	April 25, 2013
April 25, 2008	2,000	4.263%	1.159%	April 27, 2009	April 25, 2013

Until February 15, 2008, none of our interest rate swap agreements were designated as hedging instruments; therefore, gains or losses resulting from changes in the fair value of the swaps were recognized in earnings in the period of the change. On February 15, 2008, eight of our interest rate swap agreements for notional amounts totaling \$3.5 billion were designated as cash flow hedging instruments, and on April 1, 2008 the remaining swap agreements were designated as cash flow hedging instruments. Upon designation as cash flow hedging instruments, only any measured ineffectiveness is recognized in earnings in the period of change. Interest rate swaps increased our first quarter 2009 and 2008 interest expense by \$43.2 million and \$145.5 million, respectively.

Additionally, on January 28, 2008, we entered into an interest rate cap agreement to partially hedge the risk of future increases in the variable rate of the commercial mortgage backed securities ("CMBS") financing. The interest rate cap agreement, which was effective January 28, 2008, and terminates February 13, 2013, is for a notional amount of \$6.5 billion at a LIBOR cap rate of 4.5%. The interest rate cap was designated as a cash flow hedging instrument on May 1, 2008. For the three months ended March 31, 2008, a credit of \$98.6 million, representing the change in the fair value, is included in Interest expense in our Consolidated Condensed Statement of Operations. The change in the fair value of the interest rate cap did not impact interest expense for the three months ended March 31, 2009.

Note 7—Fair Value Measurements

We adopted the required provisions of SFAS No. 157, "Fair Value Measurements," on January 1, 2008. SFAS No. 157 outlines a valuation framework and creates a fair value hierarchy in order to increase the consistency and comparability of fair value measurements and the related disclosures.

Financial Accounting Standards Board (“FASB”) Staff Position 157-2, “Effective Date of FASB Statement No. 157,” defers the effective date of SFAS No. 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in an entity’s financial statements on a recurring basis (at least annually). We adopted the provisions of SFAS No. 157 for non-recurring measurements made for non-financial assets and non-financial liabilities on January 1, 2009. Goodwill and certain other non-amortizing intangible assets were tested for impairment during fourth quarter 2008. As a result of that testing, goodwill and certain other non-amortizing intangible assets were adjusted to their fair values; however, we did not apply the provisions of SFAS No. 157 to these non-financial assets in accordance with the delayed adoption date for FASB Staff Position 157-2. See Note 4 Goodwill and Other Intangible Assets for more information.

Under SFAS No. 159, “The Fair Value Option for Financial Assets and Financial Liabilities-including an amendment of SFAS No. 115,” entities are permitted to choose to measure many financial instruments and certain other items at fair value. We did not elect the fair value measurement option under SFAS No. 159 for any of our financial assets or financial liabilities.

Items Measured at Fair Value on a Recurring Basis

In accordance with the fair value hierarchy described in SFAS No. 157, the following table shows the fair value of our financial assets and financial liabilities that are required to be measured at fair value as of March 31, 2009.

<u>(In millions)</u>	<u>Balance at March 31, 2009</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Assets:				
Cash equivalents	\$ 936.4	\$936.4	\$ —	\$ —
Derivative instrument	21.4	—	21.4	—
Investments	37.4	37.4	—	—
Liabilities:				
Derivative instruments	(252.0)	—	(252.0)	—

The following section describes the valuation methodologies used to measure fair value, key inputs, and significant assumptions:

Cash equivalents – Cash equivalents are investments in money market accounts and utilize Level 1 inputs to determine fair value.

Derivative instruments – The estimated fair values of our derivative instruments are based on market prices obtained from dealer quotes. Such quotes represent the estimated amounts we would receive or pay to terminate the contracts. Derivative instruments are included in the Deferred costs and other and Deferred credits and other lines of our Consolidated Condensed Balance Sheets. See Note 6 for more information on our derivative instruments.

Investments – Investments are primarily debt and equity securities that are traded in active markets, have readily determined market values and utilize Level 1 inputs. These investments are included in Prepayments and other in the Consolidated Condensed Balance Sheets.

Note 8—Supplemental Cash Flow Disclosures

Cash Paid for Interest and Taxes

The following table reconciles our Interest expense, net of interest capitalized, per the Consolidated Condensed Statements of Operations, to cash paid for interest:

<u>(In millions)</u>	<u>Successor</u> <u>Three Months</u> <u>Ended</u> <u>March 31, 2009</u>	<u>Successor</u> <u>January 28, 2008</u> <u>Through</u> <u>March 31, 2008</u>	<u>Predecessor</u> <u>January 1, 2008</u> <u>Through</u> <u>January 27, 2008</u>
Interest expense, net of interest capitalized	\$ 496.8	\$ 467.9	\$ 89.7
Adjustments to reconcile to cash paid for interest:			
Net change in accruals	148.2	(207.0)	8.7
Amortization of deferred finance charges	(25.9)	(16.7)	(0.8)
Net amortization of discounts and premiums	(30.9)	(23.3)	2.9
Amortization of other comprehensive income	(0.4)	(0.1)	(0.1)
Rollover of PIK interest into principal	(79.1)	—	—
Change in accrual (related to PIK)	(34.2)	—	—
Change in fair value of interest rate swaps	—	(102.7)	(39.2)
Cash paid for interest, net of amount capitalized	<u>\$ 474.5</u>	<u>\$ 118.1</u>	<u>\$ 61.2</u>
Cash payments of income taxes, net	<u>\$ 1.8</u>	<u>\$ 11.8</u>	<u>\$ 1.0</u>

Note 9—Commitments and Contingent Liabilities

Contractual Commitments

We continue to pursue additional casino development opportunities that may require, individually and in the aggregate, significant commitments of capital, up-front payments to third parties and development completion guarantees.

The agreements pursuant to which we manage casinos on Indian lands contain provisions required by law that provide that a minimum monthly payment be made to the tribe. That obligation has priority over scheduled repayments of borrowings for development costs and over the management fee earned and paid to the manager. In the event that insufficient cash flow is generated by the operations to fund this payment, we must pay the shortfall to the tribe. Subject to certain limitations as to time, such advances, if any, would be repaid to us in future periods in which operations generate cash flow in excess of the required minimum payment. These commitments will terminate upon the occurrence of certain defined events, including termination of the management contract. Our aggregate monthly commitment for the minimum guaranteed payments, pursuant to these contracts for the three managed Indian-owned facilities now open, which extend for periods of up to 56 months from March 31, 2009, is \$1.2 million. Each of these casinos currently generates sufficient cash flows to cover all of its obligations, including its debt service.

In February 2008, we entered into an agreement with the State of Louisiana whereby we extended our guarantee of an annual payment obligation of JCC, our wholly-owned subsidiary, of \$60 million owed to the State of Louisiana. The guarantee was extended for one year to end March 31, 2011.

In addition to the guarantees discussed above, as of March 31, 2009, we had commitments and contingencies of \$1,582.1 million, including construction-related commitments.

Severance Agreements

As of March 31, 2009, we have severance agreements with 18 of our executives, which provide for payments to the executives in the event of their termination after a change in control, as defined. These agreements provide, among other things, for a compensation payment of 1.5 to 3.0 times the executive's average annual compensation, as defined. The estimated amount, computed as of March 31, 2009, that would be payable under the agreements to these executives aggregated approximately \$39.1 million. The estimated amount that would be payable to these executives does not include an estimate for the tax gross-up payment, provided for in the agreements, that would be payable to the executive if the executive becomes entitled to severance payments, which are subject to federal excise tax imposed on the executive. These severance agreements terminate February 1, 2010.

Employment Agreements

We entered into an employment agreement with one executive that replaced his severance agreement as of January 28, 2008. The employment agreement provides for payments to the executive in the event of his termination after a change in control, as defined, and provides for, among other things, a compensation payment of 3.0 times the executive's average annual compensation, as defined. The estimated amount, computed as of March 31, 2009, that would be payable under the agreement to the executive based on the compensation payment aggregated approximately \$15.8 million. The estimated amount that would be payable to the executive does not include an estimate for the tax gross-up payment, provided for in the agreement, that would be payable to the executive if the executive becomes entitled to severance payments which are subject to federal excise tax imposed on the executive.

Self-Insurance

We are self-insured for various levels of general liability, workers' compensation and employee medical coverage. Insurance claims and reserves include accruals of estimated settlements for known claims, as well as accruals of actuarial estimates of incurred but not reported claims.

Note 10—Litigation

Certain of our legal proceedings are reported in our Annual Report on Form 10-K for the year ended December 31, 2008, with material developments since that report described below.

Litigation Related to the December 2008 Exchange Offer

On January 9, 2009, S. Blake Murchison and Willis Shaw filed a purported class action lawsuit in the United States District Court for the District of Delaware, Civil Action No. 09-00020-SLR, against Harrah's Entertainment, Inc., and its board of directors, and Harrah's Operating Company, Inc. The lawsuit was amended on March 4, 2009, alleging that the bond exchange offer that closed on December 24, 2008, wrongfully impaired the rights of bondholders. The amended complaint alleges, among others, breach of the bond indentures, violation of the Trust Indenture Act of 1939, equitable rescission, and liability claims against the members of the board. The amended complaint seeks, among other relief, class certification of the lawsuit, declaratory relief that the alleged violations occurred, unspecified damages to the class, and attorneys' fees. On April 30, 2009, the defendants filed a motion to dismiss the amended complaint, which is currently pending before the court.

In addition, the Company is party to ordinary and routine litigation incidental to our business. We do not expect the outcome of any pending litigation to have a material adverse effect on our consolidated financial position or results of operations.

Note 11—Income Taxes

We are subject to income taxes in the United States as well as various states and foreign jurisdictions in which we operate. We account for income taxes under SFAS No. 109, "Accounting for Income Taxes," whereby deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements or income tax returns. Deferred tax assets and liabilities are determined based on differences between financial statement carrying amounts of existing assets and their respective tax bases using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

We file income tax returns, including returns for our subsidiaries, with federal, state, and foreign jurisdictions. As a large taxpayer, we are under continual audit by the Internal Revenue Service ("IRS") on open tax positions, and it is possible that the amount of the liability for unrecognized tax benefits could change during the next twelve months. We are participating in the IRS's Compliance Assurance Program for the 2007 and 2008 tax years. This program accelerates the examination of key transactions with the goal of resolving any issues before the tax return is filed. Our 2006 federal income tax return is currently being examined by the IRS in a traditional audit process. Our 2004, 2005, and 2007 federal income tax years have reached the IRS appeals stage of the audit process.

We also are subject to exam by various state and foreign tax authorities, although tax years prior to 2004 are generally closed as the statutes of limitations have lapsed. However, various subsidiaries are still being examined by the New Jersey Division of Taxation for tax years beginning with 1999.

We classify reserves for tax uncertainties within Accrued expenses and Deferred credits and other in our Consolidated Condensed Balance Sheets, separate from any related income tax payable or deferred income taxes. In accordance with FASB Interpretation No. 48 “Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109” (“FIN 48”), reserve amounts relate to any uncertain tax position, as well as potential interest or penalties associated with those items.

Note 12—Insurance Proceeds Related to Hurricane-Damaged Properties

In first quarter 2008, we entered into a settlement agreement with our insurance carriers related to the remaining unsettled claims associated with damages incurred in Mississippi from Hurricane Katrina in 2005, and the final payment of \$338.1 million was received in first quarter. Insurance proceeds exceeded the net book value of the impacted assets and costs and expenses that were reimbursed under our business interruption claims, and the excess is recorded as income in the line item, Write-downs, reserves and recoveries, for properties included in continuing operations and in the line item, (Loss)/income from discontinued operations, for properties included in discontinued operations. We recorded \$185.4 million in the Successor period from January 28, 2008 through March 31, 2008, for insurance proceeds included in Write-downs, reserves and recoveries and \$141.0 million in the Successor period from January 28, 2008 through March 31, 2008, and \$0.1 million in the Predecessor period from January 1, 2008 through January 27, 2008, for insurance proceeds included in Discontinued operations in our Consolidated Condensed Statements of Operations.

Note 13—Related Party Transactions

In connection with the Merger, Apollo/TPG and their affiliates entered into a services agreement with Harrah’s Entertainment relating to the provision of financial and strategic advisory services and consulting services. We paid Apollo/TPG a one-time transaction fee of \$200 million for structuring the Merger and debt financing negotiations. This amount was included in the overall purchase price of the Merger. In addition, we pay a monitoring fee for management services and advice. Fees for the three months ended March 31, 2009 were \$7.3 million and \$5.2 million for the period January 28, 2008 through March 31, 2008, which are included in Corporate expense in our Consolidated Condensed Statements of Operations for the applicable Successor periods. We also reimburse Apollo/TPG for expenses that they incur related to the management services.

Note 14—Consolidating Financial Information of Guarantors and Issuers

As of March 31, 2009, HOC is the issuer of certain debt securities that have been guaranteed by Harrah’s Entertainment and certain subsidiaries of HOC. The following consolidating schedules present condensed financial information for Harrah’s Entertainment, the parent and guarantor; HOC, the subsidiary issuer; guarantor subsidiaries of HOC; and non-guarantor subsidiaries of Harrah’s Entertainment and HOC, which includes the CMBS properties, as of March 31, 2009, and December 31, 2008, and for the Successor companies for the three months ended March 31, 2009, and the period January 28, 2008 through March 31, 2008, and for the Predecessor companies for the period from January 1, 2008 through January 27, 2008.

In connection with the CMBS financing for the Merger, HOC spun off to Harrah’s Entertainment the following casino properties and related operating assets: Harrah’s Las Vegas, Rio, Flamingo Las Vegas, Harrah’s Atlantic City, Showboat Atlantic City, Harrah’s Lake Tahoe, Harveys Lake Tahoe and Bill’s Lake Tahoe. Upon receipt of regulatory approvals that were requested prior to the closing of the Merger, in May 2008, Paris Las Vegas and Harrah’s Laughlin and their related operating assets were spun out of HOC to Harrah’s Entertainment and Harrah’s Lake Tahoe, Harveys Lake Tahoe, Bill’s Lake Tahoe and Showboat Atlantic City and their related operating assets were transferred to HOC from Harrah’s Entertainment. We refer to the May spin-off and transfer as the “Post-Closing CMBS Transaction.” The financial information included in this section reflects ownership of the CMBS properties pursuant to the spin-off and transfer of the Post-Closing CMBS Transaction.

HARRAH'S ENTERTAINMENT, INC.
(SUCCESSOR ENTITY)
CONDENSED CONSOLIDATING BALANCE SHEET
MARCH 31, 2009
(UNAUDITED)

<u>(In millions)</u>	<u>HET (Parent)</u>	<u>Subsidiary Issuer</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Consolidating/ Eliminating Adjustments</u>	<u>Total</u>
Assets						
Current assets						
Cash and cash equivalents	\$ 247.7	\$ 916.3	\$ 270.1	\$ 325.3	\$ —	\$ 1,759.4
Receivables, net of allowance for doubtful accounts	—	7.1	222.0	110.3	—	339.4
Deferred income taxes	—	50.1	73.0	20.0	—	143.1
Income tax receivable	—	0.3	22.6	4.5	—	27.4
Prepayments and other	—	14.2	130.5	93.2	—	237.9
Inventories	—	1.0	39.3	20.7	—	61.0
Intercompany receivables	0.2	282.2	151.1	176.1	(609.6)	—
Total current assets	247.9	1,271.2	908.6	750.1	(609.6)	2,568.2
Land, buildings, riverboats and equipment, net of accumulated depreciation	—	248.3	10,989.6	6,944.9	34.9	18,217.7
Assets held for sale	—	—	7.3	—	—	7.3
Goodwill	—	—	2,737.2	2,165.0	—	4,902.2
Intangible assets	—	6.8	4,478.0	778.0	—	5,262.8
Investments in and advances to non-consolidated affiliates	556.6	15,781.8	4.5	24.8	(16,338.4)	29.3
Deferred costs and other	—	495.7	252.3	214.3	—	962.3
Intercompany receivables	—	1,253.6	1,687.7	1,202.4	(4,143.7)	—
	<u>\$ 804.5</u>	<u>\$19,057.4</u>	<u>\$21,065.2</u>	<u>\$12,079.5</u>	<u>\$ (21,056.8)</u>	<u>\$31,949.8</u>
Liabilities and Stockholders' (Deficit)/Equity						
Current liabilities						
Accounts payable	\$ —	\$ 82.1	\$ 119.8	\$ 60.8	\$ —	\$ 262.7
Accrued expenses	7.5	470.1	519.5	392.7	—	1,389.8
Current portion of long-term debt	—	362.9	6.5	6.8	—	376.2
Intercompany payables	—	20.9	310.2	278.5	(609.6)	—
Total current liabilities	7.5	936.0	956.0	738.8	(609.6)	2,028.7
Long-term debt	—	17,566.9	104.5	6,517.4	—	24,188.8
Deferred credits and other	—	380.1	145.1	59.4	—	584.6
Deferred income taxes	—	354.4	2,543.3	1,402.2	—	4,299.9
Intercompany notes	2.0	98.1	1,973.4	2,070.2	(4,143.7)	—
	9.5	19,335.5	5,722.3	10,788.0	(4,753.3)	31,102.0
Preferred stock	2,374.6	—	—	—	—	2,374.6
Harrah's Entertainment, Inc. Stockholders' (deficit)/equity	(1,579.6)	(278.1)	15,342.9	1,238.7	(16,303.5)	(1,579.6)
Non-controlling interests	—	—	—	52.8	—	52.8
Total (deficit)/equity	(1,579.6)	(278.1)	15,342.9	1,291.5	(16,303.5)	(1,526.8)
	<u>\$ 804.5</u>	<u>\$19,057.4</u>	<u>\$21,065.2</u>	<u>\$12,079.5</u>	<u>\$ (21,056.8)</u>	<u>\$31,949.8</u>

HARRAH'S ENTERTAINMENT, INC.
(SUCCESSOR ENTITY)
CONDENSED CONSOLIDATING BALANCE SHEET
DECEMBER 31, 2008

<u>(In millions)</u>	<u>HET</u> <u>(Parent)</u>	<u>Subsidiary</u> <u>Issuer</u>	<u>Guarantors</u>	<u>Non-</u> <u>Guarantors</u>	<u>Consolidating/</u> <u>Eliminating</u> <u>Adjustments</u>	<u>Total</u>
Assets						
Current assets						
Cash and cash equivalents	\$ 0.1	\$ 7.1	\$ 318.3	\$ 325.0	\$ —	\$ 650.5
Receivables, net of allowance for doubtful accounts	0.1	8.1	271.5	114.3	—	394.0
Deferred income taxes	—	56.5	79.4	21.7	—	157.6
Income tax receivable	—	—	1.0	4.5	—	5.5
Prepayments and other	—	12.9	100.6	102.9	—	216.4
Inventories	—	1.2	42.0	19.5	—	62.7
Intercompany receivables	0.2	261.6	161.5	168.0	(591.3)	—
Total current assets	0.4	347.4	974.3	755.9	(591.3)	1,486.7
Land, buildings, riverboats and equipment, net of accumulated depreciation	—	252.0	10,992.0	6,996.4	26.7	18,267.1
Assets held for sale	—	35.0	14.3	—	—	49.3
Goodwill	—	—	2,737.2	2,165.0	—	4,902.2
Intangible assets	—	7.0	4,506.2	794.7	—	5,307.9
Investments in and advances to non-consolidated affiliates	728.2	15,879.1	4.1	26.3	(16,607.3)	30.4
Deferred costs and other	—	524.1	249.4	231.5	—	1,005.0
Intercompany receivables	160.6	1,256.9	1,687.7	1,202.4	(4,307.6)	—
	<u>\$ 889.2</u>	<u>\$18,301.5</u>	<u>\$21,165.2</u>	<u>\$12,172.2</u>	<u>\$ (21,479.5)</u>	<u>\$31,048.6</u>
Liabilities and Stockholders' (Deficit)/Equity						
Current liabilities						
Accounts payable	\$ 0.5	\$ 156.8	\$ 153.6	\$ 71.4	\$ —	\$ 382.3
Accrued expenses	7.7	624.4	510.6	390.0	—	1,532.7
Current portion of long-term debt	—	72.5	6.3	6.8	—	85.6
Intercompany payables	—	18.9	298.2	274.2	(591.3)	—
Total current liabilities	8.2	872.6	968.7	742.4	(591.3)	2,000.6
Long-term debt	—	16,503.2	102.6	6,517.5	—	23,123.3
Deferred credits and other	—	480.6	131.5	57.0	—	669.1
Deferred income taxes	—	358.5	2,551.8	1,416.7	—	4,327.0
Intercompany notes	2.0	258.7	1,973.4	2,073.5	(4,307.6)	—
	10.2	18,473.6	5,728.0	10,807.1	(4,898.9)	30,120.0
Preferred stock	2,289.4	—	—	—	—	2,289.4
Harrah's Entertainment, Inc. Stockholders' (deficit)/equity	(1,410.4)	(172.1)	15,437.2	1,315.5	(16,580.6)	(1,410.4)
Non-controlling interests	—	—	—	49.6	—	49.6
Total (deficit)/equity	<u>(1,410.4)</u>	<u>(172.1)</u>	<u>15,437.2</u>	<u>1,365.1</u>	<u>(16,580.6)</u>	<u>(1,360.8)</u>
	<u>\$ 889.2</u>	<u>\$18,301.5</u>	<u>\$21,165.2</u>	<u>\$12,172.2</u>	<u>\$ (21,479.5)</u>	<u>\$31,048.6</u>

HARRAH'S ENTERTAINMENT, INC.
(SUCCESSOR ENTITY)
CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2009
(UNAUDITED)

<u>(In millions)</u>	<u>HET (Parent)</u>	<u>Subsidiary Issuer</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Consolidating/ Eliminating Adjustments</u>	<u>Total</u>
Revenues						
Casino	\$ —	\$ 16.2	\$ 1,202.4	\$ 593.6	\$ —	\$1,812.2
Food and beverage	—	4.0	210.5	156.4	—	370.9
Rooms	—	3.6	152.6	118.5	—	274.7
Management fees	—	1.6	25.0	—	(13.2)	13.4
Other	—	6.6	84.3	71.6	(23.0)	139.5
Less: casino promotional allowances	—	(4.9)	(224.7)	(126.4)	—	(356.0)
Net revenues	<u>—</u>	<u>27.1</u>	<u>1,450.1</u>	<u>813.7</u>	<u>(36.2)</u>	<u>2,254.7</u>
Operating expenses						
Direct						
Casino	—	11.3	653.6	328.4	—	993.3
Food and beverage	—	2.4	75.2	66.2	—	143.8
Rooms	—	0.4	26.0	25.6	—	52.0
Property general, administrative and other	—	7.1	341.4	187.4	(31.6)	504.3
Depreciation and amortization	—	2.7	120.3	49.4	—	172.4
Write-downs, reserves and recoveries	—	0.6	16.5	10.1	0.2	27.4
Project opening costs	—	—	0.9	1.1	—	2.0
Corporate expense	7.2	19.3	3.8	4.8	(4.8)	30.3
Merger and integration costs	—	0.2	—	—	—	0.2
Losses/(income) on interests in non-consolidated affiliates	128.3	(183.7)	(12.8)	1.1	66.9	(0.2)
Amortization of intangible assets	—	0.2	28.4	15.2	—	43.8
Total operating expenses	<u>135.5</u>	<u>(139.5)</u>	<u>1,253.3</u>	<u>689.3</u>	<u>30.7</u>	<u>1,969.3</u>
(Loss)/income from operations	<u>(135.5)</u>	<u>166.6</u>	<u>196.8</u>	<u>124.4</u>	<u>(66.9)</u>	<u>285.4</u>
Interest expense, net of interest capitalized	—	(431.3)	(38.2)	(99.1)	71.8	(496.8)
Gains on early extinguishments of debt	—	1.2	—	—	—	1.2
Other income, including interest income	0.2	26.1	28.2	25.8	(71.8)	8.5
(Loss)/income from continuing operations before income taxes	<u>(135.3)</u>	<u>(237.4)</u>	<u>186.8</u>	<u>51.1</u>	<u>(66.9)</u>	<u>(201.7)</u>
Benefit/(provision) for income taxes	2.5	144.5	(62.4)	(10.3)	—	74.3
(Loss)/income from continuing operations	<u>(132.8)</u>	<u>(92.9)</u>	<u>124.4</u>	<u>40.8</u>	<u>(66.9)</u>	<u>(127.4)</u>
Discontinued operations						
Loss from discontinued operations	—	—	(0.1)	—	—	(0.1)
Benefit for income taxes	—	—	—	—	—	—
Loss from discontinued operations, net	<u>—</u>	<u>—</u>	<u>(0.1)</u>	<u>—</u>	<u>—</u>	<u>(0.1)</u>
Net (loss)/income	<u>(132.8)</u>	<u>(92.9)</u>	<u>124.3</u>	<u>40.8</u>	<u>(66.9)</u>	<u>(127.5)</u>
Net income attributable to non-controlling interests	—	—	—	(5.2)	—	(5.2)
Net (loss)/income attributable to Harrah's Entertainment, Inc.	<u><u>\$ (132.8)</u></u>	<u><u>\$ (92.9)</u></u>	<u><u>\$ 124.3</u></u>	<u><u>\$ 35.6</u></u>	<u><u>\$ (66.9)</u></u>	<u><u>\$ (132.7)</u></u>

HARRAH'S ENTERTAINMENT, INC.
(SUCCESSOR ENTITY)
CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
FOR THE PERIOD
JANUARY 28, 2008 THROUGH MARCH 31, 2008
(UNAUDITED)

(In millions)	HET (Parent)	Subsidiary Issuer	Guarantors	Non- Guarantors	Consolidating/ Eliminating Adjustments	Total
Revenues						
Casino	\$ —	\$ 17.3	\$ 976.4	\$ 472.0	\$ —	\$1,465.7
Food and beverage	—	3.8	168.3	129.2	—	301.3
Rooms	—	3.2	130.7	107.6	—	241.5
Management fees	—	1.6	13.2	0.2	(2.9)	12.1
Other	—	10.0	86.8	52.2	(37.2)	111.8
Less: casino promotional allowances	—	(4.4)	(188.0)	(99.5)	—	(291.9)
Net revenues	—	31.5	\$ 1,187.4	661.7	(40.1)	1,840.5
Operating expenses						
Direct						
Casino	—	10.0	510.9	255.7	—	776.6
Food and beverage	—	2.2	65.0	57.1	—	124.3
Rooms	—	0.4	25.0	25.0	—	50.4
Property general, administrative and other	—	9.8	285.7	146.3	(31.9)	409.9
Depreciation and amortization	—	1.5	82.4	40.4	(0.1)	124.2
Write-downs, reserves and recoveries	—	2.1	(170.3)	9.4	—	(158.8)
Project opening costs	—	—	0.3	2.5	—	2.8
Corporate expense	5.3	15.2	5.9	6.5	(8.2)	24.7
Merger and integration costs	—	17.0	—	—	—	17.0
Losses/(income) on interests in non-consolidated affiliates	82.6	(260.2)	(6.1)	(0.5)	183.5	(0.7)
Amortization of intangible assets	—	0.1	20.1	12.1	—	32.3
Total operating expenses	87.9	(201.9)	818.9	554.5	143.3	1,402.7
(Loss)/income from operations	(87.9)	233.4	368.5	107.2	(183.4)	437.8
Interest expense, net of interest capitalized	—	(359.1)	(56.0)	(118.0)	65.2	(467.9)
Loss on early extinguishment of debt	—	(211.3)	—	—	—	(211.3)
Other income, including interest income	0.9	25.4	28.9	17.7	(65.2)	7.7
(Loss)/income from continuing operations before income taxes	(87.0)	(311.6)	341.4	6.9	(183.4)	(233.7)
Benefit/(provision) for income taxes	0.1	183.0	(123.1)	(1.9)	—	58.1
(Loss)/income from continuing operations, net of tax ⁽¹⁾	(86.9)	(128.6)	218.3	5.0	(183.4)	(175.6)
Discontinued operations						
Income from discontinued operations	—	—	141.0	—	—	141.0
Provision for income taxes	—	—	(53.7)	—	—	(53.7)
Income from discontinued operations	—	—	87.3	—	—	87.3
Net (loss)/income ⁽¹⁾	(86.9)	(128.6)	305.6	5.0	(183.4)	(88.3)
Net loss attributable to non-controlling interests	—	—	—	1.4	—	1.4
Net (loss)/income attributable to Harrah's Entertainment, Inc.	\$ (86.9)	\$ (128.6)	\$ 305.6	\$ 6.4	\$ (183.4)	\$ (86.9)

(1) Due to the January 1, 2009 adoption of a recent accounting pronouncement, certain 2008 amounts have been restated to conform to the 2009 presentation.

HARRAH'S ENTERTAINMENT, INC.
(PREDECESSOR ENTITY)
CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
FOR THE PERIOD
JANUARY 1, 2008 THROUGH JANUARY 27, 2008
(UNAUDITED)

<u>(In millions)</u>	<u>HET</u> <u>(Parent)</u>	<u>Subsidiary</u> <u>Issuer</u>	<u>Guarantors</u>	<u>Non-</u> <u>Guarantors</u>	<u>Consolidating/</u> <u>Eliminating</u> <u>Adjustments</u>	<u>Total</u>
Revenues						
Casino	\$ —	\$ 5.7	\$ 400.5	\$ 208.4	\$ —	\$ 614.6
Food and beverage	—	1.5	65.7	51.2	—	118.4
Rooms	—	1.3	52.7	42.4	—	96.4
Management fees	—	0.7	6.0	0.1	(1.8)	5.0
Other	—	0.7	26.3	22.0	(6.3)	42.7
Less: casino promotional allowances	—	(1.5)	(76.9)	(38.6)	—	(117.0)
Net revenues	—	8.4	474.3	285.5	(8.1)	760.1
Operating expenses						
Direct						
Casino	—	4.1	217.8	118.7	—	340.6
Food and beverage	—	1.0	26.0	23.5	—	50.5
Rooms	—	0.2	10.0	9.4	—	19.6
Property general, administrative and other	—	5.6	112.7	68.0	(8.1)	178.2
Depreciation and amortization	—	1.1	41.9	20.5	—	63.5
Write-downs, reserves and recoveries	—	0.6	(0.4)	4.5	—	4.7
Project opening costs	—	—	(0.2)	0.9	—	0.7
Corporate expense	—	7.9	0.6	—	—	8.5
Merger and integration costs	—	125.6	—	—	—	125.6
Losses/(income) on interests in non-consolidated affiliates	102.3	(1.3)	1.6	(0.2)	(102.9)	(0.5)
Amortization of intangible assets	—	—	5.2	0.3	—	5.5
Total operating expenses	102.3	144.8	415.2	245.6	(111.0)	796.9
(Loss)/income from operations	(102.3)	(136.4)	59.1	39.9	102.9	(36.8)
Interest expense, net of interest capitalized	—	(89.3)	(7.1)	(27.3)	34.0	(89.7)
Other income, including interest income	—	12.6	9.8	12.7	(34.0)	1.1
(Loss)/income from continuing operations before income taxes	(102.3)	(213.1)	61.8	25.3	102.9	(125.4)
Benefit/(provision) for income taxes	1.4	56.3	(18.9)	(12.8)	—	26.0
(Loss)/income from continuing operations, net of tax ⁽¹⁾	(100.9)	(156.8)	42.9	12.5	102.9	(99.4)
Discontinued operations						
Income from discontinued operations	—	—	0.1	—	—	0.1
Provision for income taxes	—	—	—	—	—	—
Income from discontinued operations, net	—	—	0.1	—	—	0.1
Net (loss)/income ⁽¹⁾	(100.9)	(156.8)	43.0	12.5	102.9	(99.3)
Net income attributable to non-controlling interests	—	—	—	(1.6)	—	(1.6)
Net (loss)/income attributable to Harrah's Entertainment, Inc.	\$(100.9)	\$ (156.8)	\$ 43.0	\$ 10.9	\$ 102.9	\$(100.9)

(1) Due to the January 1, 2009 adoption of a recent accounting pronouncement, certain 2008 amounts have been restated to conform to the 2009 presentation.

HARRAH'S ENTERTAINMENT, INC.
(SUCCESSOR ENTITY)
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2009
(UNAUDITED)

<u>(In millions)</u>	<u>HET (Parent)</u>	<u>Subsidiary Issuer</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Consolidating/ Eliminating Adjustments</u>	<u>Total</u>
Cash flows provided by/(used in) operating activities	\$ 38.0	\$ (538.3)	\$ 294.9	\$ 183.4	\$ —	\$ (22.0)
Cash flows from investing activities						
Land, buildings, riverboats and equipment additions	—	(0.7)	(117.6)	(10.0)	—	(128.3)
Proceeds from other asset sales	—	33.6	0.6	—	—	34.2
Decrease in construction payables	—	(0.7)	(8.4)	(6.6)	—	(15.7)
Other	—	—	(2.9)	(1.0)	—	(3.9)
Cash flows provided by/(used in) investing activities	—	32.2	(128.3)	(17.6)	—	(113.7)
Cash flows from financing activities						
Proceeds from issuance of long-term debt, net of issue costs	—	1,354.3	—	—	—	1,354.3
Repayments under lending agreements	—	(103.1)	—	—	—	(103.1)
Early extinguishments of debt	—	(1.5)	—	—	—	(1.5)
Scheduled debt retirements	—	(5.1)	—	—	—	(5.1)
Non-controlling interests' distributions, net of contributions	—	—	—	(2.0)	—	(2.0)
Other	—	3.3	(1.1)	(0.1)	—	2.1
Transfers from/(to) affiliates	209.6	167.4	(213.6)	(163.4)	—	—
Cash flows provided by/(used in) financing activities	209.6	1,415.3	(214.7)	(165.5)	—	1,244.7
Cash flows from discontinued operations						
Cash flows from operating activities	—	—	(0.1)	—	—	(0.1)
Cash flows used in discontinued operations	—	—	(0.1)	—	—	(0.1)
Net increase/(decrease) in cash and cash equivalents	247.6	909.2	(48.2)	0.3	—	1,108.9
Cash and cash equivalents, beginning of period	0.1	7.1	318.3	325.0	—	650.5
Cash and cash equivalents, end of period	<u>\$247.7</u>	<u>\$ 916.3</u>	<u>\$ 270.1</u>	<u>\$ 325.3</u>	<u>\$ —</u>	<u>\$1,759.4</u>

HARRAH'S ENTERTAINMENT, INC.
(SUCCESSOR ENTITY)
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE PERIOD
JANUARY 28, 2008 THROUGH MARCH 31, 2008
(UNAUDITED)

<u>(In millions)</u>	<u>HET (Parent)</u>	<u>Subsidiary Issuer</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Consolidating/ Eliminating Adjustments</u>	<u>Total</u>
Cash flows (used in)/provided by operating activities	\$ (2.5)	\$ 350.7	\$ 282.5	\$ (148.2)	\$ —	\$ 482.5
Cash flows from investing activities						
Land, buildings, riverboats and equipment additions	—	(37.3)	(154.5)	(37.8)	—	(229.6)
Insurance proceeds for hurricane losses from asset recovery	—	—	181.4	—	—	181.4
Payment for Merger	(17,604.2)	—	—	—	—	(17,604.2)
Proceeds from other asset sales	—	—	1.4	—	—	1.4
Increase in construction payables	—	0.3	5.4	7.3	—	13.0
Other	—	—	(2.9)	(0.2)	—	(3.1)
Cash flows (used in)/provided by investing activities	<u>(17,604.2)</u>	<u>(37.0)</u>	<u>30.8</u>	<u>(30.7)</u>	<u>—</u>	<u>(17,641.1)</u>
Cash flows from financing activities						
Proceeds from issuance of long-term debt, net of issue costs	—	14,768.6	—	6,203.5	—	20,972.1
Repayments under lending agreements	—	(6,920.8)	—	(1.3)	—	(6,922.1)
Early extinguishments of debt	—	(1,873.6)	—	—	—	(1,873.6)
Premiums paid on early extinguishments of debt	—	(235.6)	—	—	—	(235.6)
Equity contribution from buyout	6,007.0	—	—	—	—	6,007.0
Non-controlling interests' contributions, net of distributions	—	—	—	0.5	—	0.5
Excess tax benefit from stock equity plans	(50.5)	—	—	—	—	(50.5)
Other	—	6.4	0.7	—	—	7.1
Transfers from/(to) affiliates	<u>11,792.5</u>	<u>(5,457.5)</u>	<u>(323.6)</u>	<u>(6,011.4)</u>	<u>—</u>	<u>—</u>
Cash flows provided by/(used in) financing activities	<u>17,749.0</u>	<u>287.5</u>	<u>(322.9)</u>	<u>191.3</u>	<u>—</u>	<u>17,904.9</u>
Cash flows from discontinued operations						
Cash flows from operating activities	—	—	5.1	—	—	5.1
Cash flows provided by discontinued operations	—	—	5.1	—	—	5.1
Net increase/(decrease) in cash and cash equivalents	142.3	601.2	(4.5)	12.4	—	751.4
Cash and cash equivalents, beginning of period	2.3	10.5	263.0	335.1	—	610.9
Cash and cash equivalents, end of period	<u>\$ 144.6</u>	<u>\$ 611.7</u>	<u>\$ 258.5</u>	<u>\$ 347.5</u>	<u>\$ —</u>	<u>\$ 1,362.3</u>

HARRAH'S ENTERTAINMENT, INC.
(PREDECESSOR ENTITY)
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
FOR THE PERIOD
JANUARY 1, 2008 THROUGH JANUARY 27, 2008

<u>(In millions)</u>	<u>HET (Parent)</u>	<u>Subsidiary Issuer</u>	<u>Guarantors</u>	<u>Non- Guarantors</u>	<u>Consolidating/ Eliminating Adjustments</u>	<u>Total</u>
Cash flows provided by/(used in) operating activities	\$ 43.9	\$ (106.4)	\$ (25.3)	\$ 95.0	\$ —	\$ 7.2
Cash flows from investing activities						
Land, buildings, riverboats and equipment additions	—	(1.0)	(69.1)	(47.3)	—	(117.4)
Payments for businesses acquired, net of cash acquired	—	—	—	0.1	—	0.1
Proceeds from other asset sales	—	—	0.1	3.0	—	3.1
(Decrease)/increase in construction payables	—	(0.4)	2.8	(10.6)	—	(8.2)
Other	—	—	(1.2)	(0.5)	—	(1.7)
Cash flows used in investing activities	—	(1.4)	(67.4)	(55.3)	—	(124.1)
Cash flows from financing activities						
Proceeds from issuance of long-term debt, net of issue costs	—	11,316.3	—	—	—	11,316.3
Repayments under lending agreements	—	(11,288.6)	—	(0.2)	—	(11,288.8)
Early extinguishments of debt	—	—	(87.7)	—	—	(87.7)
Non-controlling interests' distributions, net of contributions	—	—	—	(1.6)	—	(1.6)
Proceeds from exercises of stock options	2.4	—	—	—	—	2.4
Excess tax benefit from stock equity plans	77.5	—	—	—	—	77.5
Other	—	—	(0.7)	(0.1)	—	(0.8)
Transfers (to)/from affiliates	(121.5)	75.4	90.5	(44.4)	—	—
Cash flows (used in)/provided by financing activities	(41.6)	103.1	2.1	(46.3)	—	17.3
Cash flows from discontinued operations						
Cash flows from operating activities	—	—	0.5	—	—	0.5
Cash flows provided by discontinued operations	—	—	0.5	—	—	0.5
Net increase/(decrease) in cash and cash equivalents	2.3	(4.7)	(90.1)	(6.6)	—	(99.1)
Cash and cash equivalents, beginning of period	—	15.2	353.1	341.7	—	710.0
Cash and cash equivalents, end of period	<u>\$ 2.3</u>	<u>\$ 10.5</u>	<u>\$ 263.0</u>	<u>\$ 335.1</u>	<u>\$ —</u>	<u>\$ 610.9</u>

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of the financial position and operating results of Harrah’s Entertainment, Inc. (referred to in this discussion, together with its consolidated subsidiaries where appropriate, as “Harrah’s Entertainment,” the “Company,” “we,” “our” and “us”) for first quarter 2009 and 2008, updates, and should be read in conjunction with, Management’s Discussion and Analysis of Financial Condition and Results of Operations presented in our 2008 Annual Report on Form 10-K.

ACQUISITION BY PRIVATE EQUITY FIRMS

On January 28, 2008, Harrah’s Entertainment was acquired by affiliates of Apollo Global Management, LLC (“Apollo”) and TPG Capital, LP (“TPG”) in an all cash transaction, hereinafter referred to as the “Merger,” valued at approximately \$30.7 billion, including the assumption of \$12.4 billion of debt and approximately \$1.0 billion of acquisition costs. Holders of Harrah’s Entertainment stock received \$90.00 in cash for each outstanding share of common stock. As a result of the Merger, the issued and outstanding shares of non-voting common stock and non-voting preferred stock of Harrah’s Entertainment are owned by entities affiliated with Apollo/TPG and certain co-investors and members of management, and the issued and outstanding shares of voting common stock of Harrah’s Entertainment are owned by Hamlet Holdings LLC, which is owned by certain individuals affiliated with Apollo/TPG. As a result of the Merger, our stock is no longer publicly traded.

OPERATING RESULTS AND DEVELOPMENT PLANS

In accordance with Generally Accepted Accounting Principles, we have separated our historical financial results for the Successor period and the Predecessor period; however, we have also combined the Successor and Predecessor periods results for the three months ended March 31, 2008, in the presentations below because we believe that it enables a meaningful presentation and comparison of results. We have reclassified certain amounts for prior periods to conform to our 2009 presentation.

Overall

<u>(In millions)</u>	Successor Three Months Ended <u>Mar. 31, 2009</u>	Successor Period Jan. 28, 2008 Through <u>Mar. 31, 2008</u>	Predecessor Period Jan. 1, 2008 Through <u>Jan. 27, 2008</u>	Combined Three Months Ended <u>Mar. 31, 2008</u>	Percentage Increase/ (Decrease)
Casino revenues	\$ 1,812.2	\$ 1,465.7	\$ 614.6	\$ 2,080.3	(12.9)%
Net revenues	2,254.7	1,840.5	760.1	2,600.6	(13.3)%
Income/(loss) from operations	285.4	437.8	(36.8)	401.0	(28.8)%
Loss from continuing operations, net of tax	(127.4)	(175.6)	(99.4)	(275.0)	(53.7)%
Net loss attributable to Harrah’s Entertainment	(132.7)	(86.9)	(100.9)	(187.8)	(29.3)%
Operating margin	12.7%	23.8%	(4.8)%	15.4%	(2.7)pts

First quarter 2009 revenues were impacted by the current economic environment, which has reduced customer spending, particularly in the Las Vegas and Atlantic City markets. The year-over-year improvement in losses from continuing operations, net of tax, reflects the impact of company-wide cost savings initiatives in 2009 and the inclusion in first quarter 2008 of expense incurred in connection with the Merger, primarily related to the accelerated vesting of employee stock options, stock appreciation rights (“SARs”), and restricted stock, higher interest expense and losses on the early extinguishments of debt, partially offset by proceeds from the settlement of insurance claims related to hurricane damage in 2005.

The executive officers of our Company review operating results, assess performance and make decisions related to the allocation of resources on a property-by-property basis. We, therefore, believe that each property is an operating segment and that it is appropriate to aggregate and present the operations of our Company as one reportable segment. In order to provide more detail than would be possible on a consolidated basis, our properties have been grouped as follows to facilitate discussion of our operating results:

<u>Las Vegas</u>	<u>Atlantic City</u>	<u>Louisiana/Mississippi</u>	<u>Iowa/Missouri</u>
Caesars Palace	Harrah's Atlantic City	Harrah's New Orleans	Harrah's St. Louis
Bally's Las Vegas	Showboat Atlantic City	Harrah's Louisiana Downs	Harrah's North Kansas City
Flamingo Las Vegas	Bally's Atlantic City	Horseshoe Bossier City	Harrah's Council Bluffs
Harrah's Las Vegas	Caesars Atlantic City	Grand Biloxi	Horseshoe Council Bluffs/ Bluffs Run
Paris Las Vegas	Harrah's Chester ⁽¹⁾	Harrah's Tunica	
Rio		Horseshoe Tunica	
Imperial Palace		Sheraton Tunica	
Bill's Gamblin' Hall & Saloon			
<u>Illinois/Indiana</u>	<u>Other Nevada</u>	<u>Managed/International/Other</u>	
Horseshoe Southern Indiana	Harrah's Reno	Harrah's Ak-Chin ⁽²⁾	
Harrah's Joliet ⁽¹⁾	Harrah's Lake Tahoe	Harrah's Cherokee ⁽²⁾	
Harrah's Metropolis	Harveys Lake Tahoe	Harrah's Rincon ⁽²⁾	
Horseshoe Hammond	Bill's Lake Tahoe	Conrad Punta del Este ⁽¹⁾	
	Harrah's Laughlin	Caesars Windsor ⁽³⁾	
		London Clubs International ⁽⁴⁾	

(1) Not wholly-owned by Harrah's Entertainment.

(2) Managed, not owned.

(3) We have a 50 percent interest in Windsor Casino Limited, which manages this property. The province of Ontario owns the complex.

(4) Operates 11 casino clubs in the United Kingdom, 3 in Egypt and 1 in South Africa.

Included in income from operations for each grouping are project opening costs and write-downs, reserves and recoveries. Project opening costs include costs incurred in connection with expansion and renovation projects at various properties. Write-downs, reserves and recoveries include various pretax charges to record asset impairments, contingent liability reserves, project write-offs, demolition costs, recoveries of previously recorded charges and other non-routine transactions.

Las Vegas Results

<u>(In millions)</u>	<u>Successor Three Months Ended Mar. 31, 2009</u>	<u>Successor Period Jan. 28, 2008 Through Mar. 31, 2008</u>	<u>Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008</u>	<u>Combined Three Months Ended Mar. 31, 2008</u>	<u>Percentage Increase/ (Decrease)</u>
Casino revenues	\$ 369.5	\$ 308.2	\$ 138.7	\$ 446.9	(17.3)%
Net revenues	686.4	609.4	253.6	863.0	(20.5)%
Income from operations	123.8	142.9	51.9	194.8	(36.4)%
Operating margin	18.0%	23.4%	20.5%	22.6%	(4.6)pts

First quarter revenues and income from operations were lower than in first quarter 2008, driven by lower spend per visitor and declines in the group-travel business. While hotel occupancy was strong for our Las Vegas group, average room rates declined.

An expansion and renovation of Caesars Palace Las Vegas is underway, which will include a hotel tower with approximately 660 rooms, including 75 luxury suites, 110,000 square feet of additional meeting and convention space, three 10,000-square-foot villas and an expanded pool and garden area. We will defer completion of the rooms in the hotel tower expansion as a result of current economic conditions impacting the Las Vegas tourism sector. The estimated total capital expenditures for the project, excluding the costs to complete the deferred rooms, are expected to be \$681.0 million, \$437.2 million of which had been spent as of March 31, 2009. The expansion is scheduled for completion in mid-summer 2009.

Atlantic City Results

<u>(In millions)</u>	Successor Three Months Ended Mar. 31, 2009	Successor Period Jan. 28, 2008 Through Mar. 31, 2008	Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008	Combined Three Months Ended Mar. 31, 2008	Percentage Increase/ (Decrease)
Casino revenues	\$ 462.5	\$ 413.3	\$ 163.4	\$ 576.7	(19.8)%
Net revenues	483.9	408.2	160.8	569.0	(15.0)%
Income from operations	37.1	59.2	18.7	77.9	(52.4)%
Operating margin	7.7%	14.5%	11.6%	13.7%	(6.0)pts

Combined revenues and income from operations for the three months ended March 31, 2009, were lower than in the first three months last year due to reduced visitor volume and spend per trip and higher operating costs. The Atlantic City market continues to be affected by competition from three slot parlors in eastern Pennsylvania and one in Yonkers, New York, and smoking restrictions in Atlantic City.

Louisiana/Mississippi Results

<u>(In millions)</u>	Successor Three Months Ended Mar. 31, 2009	Successor Period Jan. 28, 2008 Through Mar. 31, 2008	Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008	Combined Three Months Ended Mar. 31, 2008	Percentage Increase/ (Decrease)
Casino revenues	\$ 306.2	\$ 258.6	\$ 99.0	\$ 357.6	(14.4)%
Net revenues	334.5	274.5	106.1	380.6	(12.1)%
Income from operations	58.3	232.6	10.1	242.7	(76.0)%
Operating margin	17.4%	84.7%	9.5%	63.8%	(46.4)pts

Combined first quarter 2009 revenues from our properties in Louisiana and Mississippi were lower than in first quarter 2008 driven by lower visitor volume due to the current economic environment. First quarter 2008 income from operations includes insurance proceeds of \$185.4 million from the final settlement of claims related to the 2005 hurricanes. The proceeds are included in Write-downs, reserves and recoveries in our 2008 Consolidated Condensed Statement of Operations. Excluding the insurance proceeds in 2008 from the comparison, operating margin for the Louisiana/Mississippi group of properties improved 2.4 points as a result of cost savings initiatives.

Construction began in third quarter 2007 on Margaritaville Casino & Resort in Biloxi. We have halted construction on this project, and will continue to review and refine the project in light of the current economic environment, market conditions on the Gulf Coast and the current financing environment. We license the Margaritaville name from an entity affiliated with the singer/songwriter Jimmy Buffett. As of March 31, 2009, \$176.1 million had been spent on this project.

Iowa/Missouri Results

<u>(In millions)</u>	Successor Three Months Ended Mar. 31, 2009	Successor Period Jan. 28, 2008 Through Mar. 31, 2008	Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008	Combined Three Months Ended Mar. 31, 2008	Percentage Increase/ (Decrease)
Casino revenues	\$ 181.4	\$ 134.2	\$ 52.5	\$ 186.7	(2.8)%
Net revenues	193.6	143.0	55.8	198.8	(2.6)%
Income from operations	47.8	30.7	7.7	38.4	24.5%
Operating margin	24.7%	21.5%	13.8%	19.3%	5.4pts

Combined first quarter 2009 total revenues at our Iowa and Missouri properties were slightly lower than in last year's first quarter, but income from operations was higher than in the prior year first quarter due to cost savings initiatives.

Illinois/Indiana Results

<u>(In millions)</u>	Successor Three Months Ended <u>Mar. 31, 2009</u>	Successor Period Jan. 28, 2008 Through Mar. 31, 2008	Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008	Combined Three Months Ended <u>Mar. 31, 2008</u>	Percentage Increase/ (Decrease)
Casino revenues	\$ 305.4	\$ 210.7	\$ 86.9	\$ 297.6	2.6%
Net revenues	303.3	208.1	85.5	293.6	3.3%
Income from operations	36.4	27.2	8.7	35.9	1.4%
Operating margin	12.0%	13.1%	10.2%	12.2%	(0.2)pt

Higher combined first quarter 2009 revenues were driven by the renovation and expansion at Horseshoe Hammond that opened in August 2008. Cost savings initiatives at other properties in the region contributed to the increase in income from operations, which was partially offset by the write-down of the value of assets that were taken out of service at Horseshoe Hammond.

Other Nevada Results

<u>(In millions)</u>	Successor Three Months Ended <u>Mar. 31, 2009</u>	Successor Period Jan. 28, 2008 Through Mar. 31, 2008	Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008	Combined Three Months Ended <u>Mar. 31, 2008</u>	Percentage Increase/ (Decrease)
Casino revenues	\$ 89.8	\$ 85.4	\$ 30.2	\$ 115.6	(22.3)%
Net revenues	114.6	107.7	38.9	146.6	(21.8)%
Income from operations	7.6	14.1	0.5	14.6	(47.9)%
Operating margin	6.6%	13.1%	1.3%	10.0%	(3.4)pts

First quarter 2009 revenues and income from operations from our Nevada properties outside of Las Vegas were lower than in first quarter 2008 due to lower customer spend per trip and higher costs aimed at attracting and retaining customers.

Managed/International/Other

<u>(In millions)</u>	Successor Three Months Ended <u>Mar. 31, 2009</u>	Successor Period Jan. 28, 2008 Through Mar. 31, 2008	Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008	Combined Three Months Ended <u>Mar. 31, 2008</u>	Percentage Increase/ (Decrease)
Net revenues					
Managed	\$ 13.4	\$ 12.1	\$ 5.0	\$ 17.1	(21.6)%
International	110.6	64.7	51.2	115.9	(4.6)%
Other	14.4	12.8	3.2	16.0	(10.0)%
Total net revenues	<u>\$ 138.4</u>	<u>\$ 89.6</u>	<u>\$ 59.4</u>	<u>\$ 149.0</u>	(7.1)%
Income/(loss) from operations					
Managed	\$ 3.3	\$ 5.0	\$ 4.0	\$ 9.0	(63.3)%
International	8.8	(13.5)	2.2	(11.3)	N/M
Other	(7.2)	(18.7)	(6.5)	(25.2)	71.4%
Total income/(loss) from operations	<u>\$ 4.9</u>	<u>\$ (27.2)</u>	<u>\$ (0.3)</u>	<u>\$ (27.5)</u>	N/M

N/M=Not Meaningful

Managed, international and other results include income from our managed properties, results of our international properties, certain marketing and administrative expenses, including development costs, and income from our non-consolidated affiliates. The decline in revenues for the period ended March 31, 2009, reflects the impact of the current economic environment on our managed and international properties. Income from operations improved in the 2009 period due to cost savings initiatives at our London Clubs properties, strong performance at Conrad Punta del Este Resort & Casino in Uruguay and lower development and administrative expenses.

Other Factors Affecting Net Income

(In millions) (Income)/expense	Successor Three Months Ended Mar. 31, 2009	Successor Period Jan. 28, 2008 Through Mar. 31, 2008	Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008	Combined Three Months Ended Mar. 31, 2008	Percentage Increase/ (Decrease)
Corporate expense	\$ 30.3	\$ 24.7	\$ 8.5	\$ 33.2	(8.7)%
Merger and integration costs	0.2	17.0	125.6	142.6	N/M
Amortization of intangible assets	43.8	32.3	5.5	37.8	15.9%
Interest expense, net	496.8	467.9	89.7	557.6	(10.9)%
(Gain)/loss on early extinguishments of debt	(1.2)	211.3	—	211.3	N/M
Other income	(8.5)	(7.7)	(1.1)	(8.8)	(3.4)%
Effective tax rate	36.8%	24.9%	20.7%	23.4%	13.4pts
Income/(loss) attributable to non-controlling interests	\$ 5.2	\$ (1.4)	\$ 1.6	\$ 0.2	N/M
Discontinued operations, net of income taxes	0.1	(87.3)	(0.1)	(87.4)	N/M

N/M = Not Meaningful

Corporate expense decreased in first quarter 2009 from the prior year due to the continued realization of cost savings initiatives identified in projects that first began in September 2006.

2008 Merger and integration costs include costs in connection with the Merger, including the expense related to the accelerated vesting of employee stock options, SARs and restricted stock.

Amortization of intangible assets was higher in first quarter 2009 than in the first quarter last year due to finalization of the purchase price allocation in connection with the Merger. Until the finalization of the purchase price allocation in the fourth quarter of 2008, amortization was estimated based on a preliminary purchase price allocation.

Interest expense decreased in first quarter 2009 from 2008 due to 2008 losses resulting from changes in the fair value of our interest rate swap agreements prior to their designation as hedging instruments, partially offset by higher variable-rate debt in 2009. A change in interest rates on variable-rate debt will impact our financial results. For example, assuming a constant outstanding balance for our variable-rate debt, excluding \$6.5 billion of variable-rate debt for which we have entered into interest rate swap agreements, for the next twelve months, a hypothetical 1% change in corresponding interest rates would change interest expense for the next twelve months by approximately \$76.4 million, or \$19.1 million per quarter. At March 31, 2009, our variable-rate debt, excluding \$6.5 billion of variable-rate debt for which we have entered into interest rate swap agreements, represents approximately 37.1% of our total debt, while our fixed-rate debt is approximately 62.9% of our total debt. In addition to the swap agreements, we have an interest rate cap agreement for a notional amount of \$6.5 billion at a LIBOR cap rate of 4.5%.

The gain on early extinguishment of debt in 2009 represents discounts related to the purchase of certain of our debt in the open market. Losses on early extinguishments of debt in 2008 represented premiums paid and the write-offs of unamortized deferred financing costs and market value premiums related to debt retired in connection with the Merger.

Other income includes higher interest income on the cash surrender value of life insurance policies in first quarter 2009. Other income in first quarter last year included receipt of a death benefit.

The effective tax benefit rate for the three months ended March 31, 2009, is higher than the federal statutory rate due primarily to permanent book/tax differences. The effective tax benefit rate for the three months ended March 31, 2008, was lower than the federal statutory rate due primarily to non-deductible merger costs, international income taxes, and state income taxes.

Income attributable to non-controlling interests reflects minority owners' shares of income from our majority-owned subsidiaries.

First quarter 2008 Discontinued operations reflected insurance proceeds of \$87.4 million, after taxes, representing final settlement of claims resulting from hurricane damages to our Gulf Coast properties in Mississippi in 2005, one of which was subsequently sold by the Company.

COST SAVINGS INITIATIVES

In light of the severe economic downturn and adverse conditions in the travel and leisure industry generally, Harrah's Entertainment has undertaken a comprehensive cost reduction study that began in August 2008 examining all areas of our business, including organizational restructurings at our corporate and property operations, reduction of travel and entertainment expenses, an examination of our corporate-wide marketing expenses, and headcount reductions at property operations and corporate offices. To date, Harrah's Entertainment has identified \$555.0 million in estimated cost savings from these initiatives, of which approximately \$126.1 million had been realized as of March 31, 2009. Harrah's Entertainment expects to implement most of the program directives, and achieve approximately \$511.9 million in annual savings on a run-rate basis, by the end of 2009.

CAPITAL SPENDING AND DEVELOPMENT

In addition to the development and expansion projects discussed in the OPERATING RESULTS AND DEVELOPMENT PLANS section, we also perform on-going refurbishment and maintenance at our casino entertainment facilities to maintain our quality standards, and we continue to pursue development and acquisition opportunities for additional casino entertainment facilities that meet our strategic and return on investment criteria. Prior to the receipt of necessary regulatory approvals, the costs of pursuing development projects are expensed as incurred. Construction-related costs incurred after the receipt of necessary approvals are capitalized and depreciated over the estimated useful life of the resulting asset. Project opening costs are expensed as incurred.

Our planned development projects, if they go forward, will require, individually and in the aggregate, significant capital commitments and, if completed, may result in significant additional revenues. The commitment of capital, the timing of completion and the commencement of operations of casino entertainment development projects are contingent upon, among other things, negotiation of final agreements and receipt of approvals from the appropriate political and regulatory bodies. We must also comply with covenants and restrictions set forth in our debt agreements. Cash needed to finance projects currently under development as well as additional projects being pursued is expected to be made available from operating cash flows, established debt programs (see DEBT AND LIQUIDITY), joint venture partners, specific project financing, guarantees of third-party debt and additional debt offerings. Our capital spending for the first three months of 2009 totaled approximately \$132.3 million. Estimated total capital expenditures for 2009 are expected to be between \$500 million and \$700 million.

DEBT AND LIQUIDITY

Our Consolidated Condensed Statements of Cash Flows reflect the impact on our consolidated operations of the success of our marketing programs and on-going cost containment focus and, in 2009, the impact of current economic conditions. For the first three months of 2009, we reported negative cash flows from operating activities of \$22.0 million compared to positive cash flows of \$489.7 million in the first three months of 2008.

We use the cash flows generated by the Company to fund debt service, to reinvest in existing properties for both refurbishment and expansion projects and to pursue additional growth opportunities via new development opportunities. When necessary, we supplement the cash flows generated by our operations with funds provided by financing activities to balance our cash requirements. Our ability to fund our operations, pay our debt obligations and fund planned capital expenditures depend, in part, on economic and other factors that are beyond our control, and recent disruptions in capital markets and restrictive covenants related to our existing debt could impact our ability to secure additional funds through financing activities. We cannot assure you that our business will generate sufficient cash flows from operations, or that future borrowings will be available to us to fund our liquidity needs and pay our indebtedness. If we are unable to meet our liquidity needs or pay our indebtedness when it is due, we may have to reduce or delay refurbishment and expansion projects, reduce expenses, sell assets or attempt to restructure our debt. In addition, we have pledged a significant portion of our assets as collateral under certain of our debt agreements, and if any of those lenders accelerate the repayment of borrowings, there can be no assurance that we will have sufficient assets to repay our indebtedness.

Our cash and cash equivalents totaled approximately \$1.8 billion at March 31, 2009, compared to \$1.4 billion at March 31, 2008.

We believe that our cash and cash equivalents balance, our cash flows from operations and the financing sources discussed herein, will be sufficient to meet our expected operating requirements during the next twelve months and to fund capital expenditures. In addition, we may consider issuing additional debt in the future to refinance existing debt or to finance specific capital projects.

A substantial portion of the financing of the Company is comprised of credit facility and notes financing obtained by Harrah's Operating Company, Inc. ("HOC"), a wholly-owned subsidiary of Harrah's Entertainment. This financing is neither secured nor guaranteed by Harrah's Entertainment's other wholly-owned subsidiaries, including certain subsidiaries that own properties that secure \$6.5 billion of commercial mortgage-backed securities ("CMBS"). Pro forma information pertaining solely to the consolidated financial position and results of HOC and its subsidiaries can be found in Exhibit 99 of this Form 10-Q.

Exchange offer subsequent to March 2009

On April 15, 2009, HOC completed private exchange offers to exchange approximately \$3.6 billion aggregate principal amount of new 10.0% Second-Priority Senior Secured Notes due 2018 for approximately \$5.4 billion principal amount of its outstanding debt due between 2010 and 2018. The new notes are guaranteed by Harrah's Entertainment and are secured on a second-priority lien basis by substantially all of HOC's and its subsidiaries' assets that secure the senior secured credit facilities. In addition to the exchange offers, a subsidiary of Harrah's Entertainment paid approximately \$97 million to purchase for cash certain notes of HOC with an aggregate principal amount of approximately \$523 million maturing between 2015 and 2017. The notes purchased pursuant to this tender offer will remain outstanding for HOC but will reduce Harrah's Entertainment's outstanding debt on a consolidated basis. Additionally, HOC paid approximately \$4.8 million in cash to purchase notes of approximately \$24 million aggregate principal amount from retail holders that were not eligible to participate in the exchange offers.

As a result of the exchange offers, we will record a pretax gain in the second quarter of 2009 of approximately \$4 billion arising from this early extinguishment of debt and will recognize a deferred tax liability of approximately \$1.4 billion related to the gain.

As a result of the receipt of the requisite consent of lenders having loans made under the Senior Unsecured Interim Loan Agreement ("Interim Loan Agreement") representing more than 50% of the sum of all loans outstanding under the Interim Loan Agreement, waivers or amendments of certain provisions of the Interim Loan Agreement to permit HOC, from time to time, to buy back loans at prices below par from specific lenders in the form of voluntary prepayments of the loans by HOC on a non-pro rata basis are now operative. Included in the exchanged debt discussed above are approximately \$297 million of 10.0% Second-Priority Senior Secured Notes that were exchanged for approximately \$442 million principal amount of loans surrendered in the exchange offer for loans outstanding under the Interim Loan Agreement. As a result of these transactions, all loans outstanding under the Interim Loan Agreement have been retired.

Under the American Recovery and Reinvestment Act of 2009 ("the Act"), the Company will receive temporary relief under the Delayed Recognition of Cancellation of Debt Income ("CODI") rules. The Act contains a provision that allows for a five-year deferral of CODI for debt reacquired in 2009, followed by recognition of CODI ratably over the succeeding five years. The provision applies for specified types of repurchases including the acquisition of a debt instrument for cash and the exchange of one debt instrument for another.

The following table presents our debt as of March 31, 2009, and as of April 15, 2009, after giving effect to the exchange and cash tender offers discussed above.

<u>(In millions)</u>	<u>As of March 31, 2009</u>	<u>Pro forma as of April 15, 2009</u>
Credit facilities		
Term loans, 3.52% - 4.46% at March 31, 2009, maturities to 2015	\$ 7,177.5	\$ 7,177.5
Revolving credit facility, 3.52% - 3.56% at March 31, 2009, maturity 2014	1,803.0	1,803.0
Subsidiary-guaranteed debt		
10.75% Senior Notes due 2016, including senior interim loans of \$342.6, 9.25% at March 31, 2009	4,542.7	743.5
10.75%/11.5% Senior PIK Toggle Notes due 2018, including senior interim loans of \$99.7, 10.0% at March 31, 2009	1,229.1	8.8
Secured Debt		
CMBS financing, 3.56% at March 31, 2009, maturity 2013	6,500.0	6,500.0
10.0% Second-Priority Senior Secured Notes, maturity 2018	544.6	544.8
10.0% Second-Priority Senior Secured Notes, maturity 2015	146.4	146.9
New 10.0% Second-Priority Senior Secured Notes, maturity 2018	—	1,350.1
6.0%, maturity 2010	25.0	25.0
4.25%–6.0% at March 31, 2009, maturities to 2035	4.3	4.3
Unsecured Senior Notes		
7.5%, maturity 2009	0.8	0.8
5.5%, maturity 2010	325.2	244.2
8.0%, maturity 2011	47.9	46.7
5.375%, maturity 2013	203.5	155.5
7.0%, maturity 2013	0.7	0.7
5.625%, maturity 2015	585.3	536.9
6.5%, maturity 2016	441.0	388.8
5.75%, maturity 2017	376.4	333.1
Floating Rate Contingent Convertible Senior Notes, maturity 2024	0.2	0.2
Unsecured Senior Subordinated Notes		
7.875%, maturity 2010	289.4	246.3
8.125%, maturity 2011	216.1	172.4
Other Unsecured Borrowings		
LIBOR plus 4.5%, maturity 2010	23.5	23.5
5.3% special improvement district bonds, maturity 2037	69.7	69.7
Other, various maturities	1.3	1.3
Capitalized Lease Obligations		
5.77%–10.0%, maturities to 2011	11.4	11.4
Total debt, net of unamortized discounts of \$1,253.4 and premium of \$77.4	<u>24,565.0</u>	<u>20,535.4</u>
Current portion of long-term debt	<u>(376.2)</u>	<u>(376.2)</u>
	<u>\$ 24,188.8</u>	<u>\$ 20,159.2</u>

The majority of our debt is due after 2010. Payments of short-term debt obligations and other commitments are expected to be made from operating cash flows and from borrowings under our established debt programs. Long-term obligations are expected to be paid through operating cash flows, refinancing of debt, joint venture partners or, if necessary, additional debt offerings.

In January 2009, \$5.1 million of our 7.5% Senior Notes matured and were retired, and \$3.0 million, face amount, of our 8.125% Senior Subordinated Notes due in 2011 were purchased in the open market and retired. A gain of \$1.2 million, representing discounts related to the early extinguishment of debt was recognized.

From time to time, we may retire portions of our outstanding debt in open market purchases, privately negotiated transactions or otherwise. These repurchases will be funded through available cash from operations and from our established debt programs. Such repurchases are dependent on prevailing market conditions, the Company's liquidity requirements, contractual restrictions and other factors.

In July 2008, HOC made the permitted election under the Indenture governing its 10.75%/11.5% Senior Toggle Notes due 2018 and the Interim Loan Agreement dated January 28, 2008, to pay all interest due on January 28, and February 1, 2009, for the loan in-kind. A similar election was made in January 2009 to pay the interest due August 1, 2009, for the 10.75%/11.5% Senior Toggle Notes due 2018 in-kind, and in March 2009, the election was made to pay the interest due April 28, 2009, on the Interim Loan Agreement in-kind. The Company intends to use the cash savings generated by this election for general corporate purposes, including the early retirement of other debt.

Credit Agreement

As of March 31, 2009, our senior secured credit facilities (the "Credit Facilities") provide for senior secured financing of up to \$9.18 billion, consisting of (i) senior secured term loan facilities in an aggregate principal amount of up to \$7.18 billion maturing on January 28, 2015 and (ii) a senior secured revolving credit facility in an aggregate principal amount of \$2.0 billion, maturing January 28, 2014, including both a letter of credit sub-facility and a swingline loan sub-facility. The Credit Facilities require scheduled quarterly payments on the term loans of \$18.125 million each for six years and three quarters, with the balance paid at maturity. In addition, we may request one or more incremental term loan facilities and/or increase commitments under our revolving facility in an aggregate amount of up to \$1.75 billion, subject to certain conditions and receipt of commitments by existing or additional financial institutions or institutional lenders. As of March 31, 2009, \$8.98 billion in borrowings was outstanding under the Credit Facilities with an additional \$0.2 billion committed to back letters of credit. After consideration of these borrowings and letters of credit, \$17.9 million of additional borrowing capacity was available to the Company under the Credit Facilities as of March 31, 2009.

Borrowings under the Credit Facilities bear interest at a rate equal to the then-current LIBOR rate or at a rate equal to the alternate base rate, in each case plus an applicable margin. In addition, on a quarterly basis, we are required to pay each lender (i) a commitment fee in respect of any unused commitments under the revolving credit facility and (ii) a letter of credit fee in respect of the aggregate face amount of outstanding letters of credit under the revolving credit facility. As of March 31, 2009, the Credit Facilities bore interest based upon 300 basis points over LIBOR for the term loans and a portion of the revolver loan and 200 basis points over the alternate base rate for the remainder of the revolver loan and bore a commitment fee for unborrowed amounts of 50 basis points.

Certain covenants contained in HOC's credit agreement require the maintenance of a senior secured debt to last twelve months (LTM) Adjusted EBITDA ("Earnings Before Interest, Taxes, Depreciation and Amortization"), as defined in the agreements, ratio ("Senior Secured Leverage Ratio"). Certain covenants contained in HOC's credit agreement governing its senior secured credit facilities, the indenture and other agreements governing HOC's 10.0% Second-Priority Senior Secured Notes due 2015 and 2018 restrict our ability to take certain actions such as incurring additional debt or making acquisitions if we are unable to meet defined Adjusted EBITDA to Fixed Charges, senior secured debt to LTM Adjusted EBITDA and consolidated debt to LTM Adjusted EBITDA ratios. The covenants that restrict additional indebtedness and the ability to make future acquisitions require an LTM Adjusted EBITDA to Fixed Charges ratio (measured on a trailing four-quarter basis) of 2.0:1.0. Failure to comply with these covenants can result in limiting our long-term growth prospects by hindering our ability to incur future indebtedness or grow through acquisitions.

We believe we are in compliance with HOC's credit agreement and indentures, including the Senior Secured Leverage Ratio, as of March 31, 2009. If our LTM Adjusted EBITDA were to decline significantly from the level achieved at March 31, 2009, it could cause us to exceed the Senior Secured Leverage Ratio and could be an Event of Default under HOC's credit agreement. However, we could implement certain actions in an effort to minimize the possibility of a breach of the Senior Secured Leverage Ratio, including reducing payroll and other operating costs, deferring or eliminating certain maintenance, delaying or deferring capital expenditures, or selling assets. In addition, under certain circumstances, our credit agreement allows us to apply the cash contributions received by HOC as a capital contribution to cure covenant breaches. However, there is no guarantee that such contributions will be able to be secured.

Derivative Instruments

We account for derivative instruments in accordance with Statement of Financial Accounting Standards ("SFAS") No. 133, "Accounting for Derivative Instruments and Hedging Activities," and all amendments thereto. SFAS No. 133 requires that all derivative instruments be recognized in the financial statements at fair value. Any changes in fair value are recorded in the statements of operations or in other comprehensive income/(loss), depending on whether the derivative is designated and qualifies for hedge accounting, the type of hedge transaction and the effectiveness of the hedge. The estimated fair values of our derivative instruments are based on market prices obtained from dealer quotes. Such quotes represent the estimated amounts we would receive or pay to terminate the contracts.

Our derivative instruments contain a credit risk that the counterparties may be unable to meet the terms of the agreements. We minimize that risk by evaluating the creditworthiness of our counterparties, which are limited to major banks and financial institutions. Our derivatives are recorded at their fair values, adjusted for the credit rating of the counterparty, if the derivative is an asset, or the Company, if the derivative is a liability.

We use interest rate swaps to manage the mix of our debt between fixed and variable rate instruments. As of March 31, 2009, we have ten interest rate swap agreements for notional amounts totaling \$6.5 billion. The difference to be paid or received under the terms of the interest rate swap agreements is accrued as interest rates change and recognized as an adjustment to interest expense for the related debt. Changes in the variable interest rates to be paid or received pursuant to the terms of the interest rate swap agreements will have a corresponding effect on future cash flows. The major terms of the interest rate swap agreements are as follows.

<u>Effective Date</u>	<u>Notional Amount (In millions)</u>	<u>Fixed Rate Paid</u>	<u>Variable Rate Received as of March 31, 2008</u>	<u>Next Reset Date</u>	<u>Maturity Date</u>
April 25, 2007	\$ 200	4.898%	1.159%	April 27, 2009	April 25, 2011
April 25, 2007	200	4.896%	1.159%	April 27, 2009	April 25, 2011
April 25, 2007	200	4.925%	1.159%	April 27, 2009	April 25, 2011
April 25, 2007	200	4.917%	1.159%	April 27, 2009	April 25, 2011
April 25, 2007	200	4.907%	1.159%	April 27, 2009	April 25, 2011
September 26, 2007	250	4.809%	1.159%	April 27, 2009	April 25, 2011
September 26, 2007	250	4.775%	1.159%	April 27, 2009	April 25, 2011
April 25, 2008	1,000	4.172%	1.159%	April 27, 2009	April 25, 2012
April 25, 2008	2,000	4.276%	1.159%	April 27, 2009	April 25, 2013
April 25, 2008	2,000	4.263%	1.159%	April 27, 2009	April 25, 2013

Until February 15, 2008, our interest rate swap agreements were not designated as hedging instruments; therefore, gains or losses resulting from changes in the fair value of the swaps were recognized in earnings in the period of the change. On February 15, 2008, eight of our interest rate swap agreements for notional amounts totaling \$3.5 billion were designated as cash flow hedging instruments and on April 1, 2008 the remaining swap agreements were designated as cash flow hedging instruments. Upon designation as cash flow hedging instruments, only any measured ineffectiveness is recognized in earnings in the period of change. Interest rate swaps increased our first quarter 2009 and 2008 interest expense by \$43.2 million and \$145.5 million, respectively.

Additionally, on January 28, 2008, we entered into an interest rate cap agreement to partially hedge the risk of future increases in the variable rate of the CMBS financing. The interest rate cap agreement, which was effective January 28, 2008, and terminates February 13, 2013, is for a notional amount of \$6.5 billion at a LIBOR cap rate of 4.5%. The interest rate cap was designated as a cash flow hedging instrument on May 1, 2008. For the three months ended March 31, 2008, a credit of \$98.6 million, representing the change in the fair value, is included in Interest expense in our Consolidated Condensed Statement of Operations. The change in the fair value of the interest rate cap did not impact interest expense for the three months ended March 31, 2009.

Guarantees of Third-Party Debt and Other Obligations and Commitments

The tables below summarize, as of March 31, 2009, total material additions to or changes in our contractual obligations and other commitments, which were disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations presented in our 2008 Annual Report on Form 10-K.

<u>Contractual Obligations^(a) (In millions)</u>	<u>Increase/ (Decrease)</u>	<u>Total</u>
Debt, including capital lease obligations	\$1,320.7	\$25,783.0
Estimated interest payments ^(b)	(432.2)	9,950.9
Operating lease obligations	(23.1)	1,871.2
Purchase order obligations	(13.3)	38.0
Guaranteed payments to State of Louisiana	(15.0)	119.8
Construction commitments	(156.1)	561.4
Community reinvestment	(1.5)	123.1
Entertainment obligations	(14.2)	121.1
Other contractual obligations	(8.8)	597.3

(a) In addition to the contractual obligations disclosed in this table, we have unrecognized tax benefits that, based on uncertainties associated with the items, we are unable to make reasonably reliable estimates of the period of potential cash settlements, if any, with taxing authorities.

(b) Estimated interest for variable rate debt is based on rates at March 31, 2009. Estimated interest includes the estimated impact of our interest rate swap and interest rate cap agreements.

<u>Other Commitments (In millions)</u>	<u>Increase/ (Decrease)</u>	<u>Total</u>
Letters of credit	\$ 3.8	\$179.2
Minimum payments to tribes	(3.4)	38.1

The agreements pursuant to which we manage casinos on Indian lands contain provisions required by law that provide that a minimum monthly payment be made to the tribe. That obligation has priority over scheduled repayments of borrowings for development costs and over the management fee earned and paid to the manager. In the event that insufficient cash flow is generated by the operations to fund this payment, we must pay the shortfall to the tribe. Subject to certain limitations as to time, such advances, if any, would be repaid to us in future periods in which operations generate cash flow in excess of the required minimum payment. These commitments will terminate upon the occurrence of certain defined events, including termination of the management contract. Our aggregate monthly commitment for the minimum guaranteed payments, pursuant to these contracts for the three managed Indian-owned facilities now open, which extend for periods of up to 56 months from March 31, 2009, is \$1.2 million. Each of these casinos currently generates sufficient cash flows to cover all of its obligations, including its debt service.

Competitive Pressures

The gaming industry is highly competitive and our competitors vary considerably in size, quality of facilities, number of operations, brand identities, marketing and growth strategies, financial strength and capabilities, level of amenities, management talent and geographic diversity. We also compete with other non-gaming resorts and vacation areas, and with various other entertainment businesses. Our competitors in each market may have substantially greater financial, marketing and other resources than we do and there can be no assurance that they will not in the future engage in aggressive pricing action to compete with us. Although we believe we are currently able to compete effectively in each of the various markets in which we participate, we cannot make assurances that we will be able to continue to do so or that we will be capable of maintaining or further increasing our current market share. Our failure to compete successfully in our various markets could adversely affect our business, financial condition, results of operations and cash flows.

In recent years, with fewer new markets opening for development, many casino operators have been reinvesting in existing markets to attract new customers or to gain market share, thereby increasing competition in those markets. As companies have completed expansion projects, supply has typically grown at a faster pace than demand in some markets and competition has increased significantly. The expansion of existing casino entertainment properties, the increase in the number of properties and the aggressive marketing strategies of many of our competitors have increased competition in many markets in which we operate, and this intense competition is expected to continue. These competitive pressures have and are expected to continue to adversely affect our financial performance in certain markets.

Several states and Indian tribes are also considering enabling the development and operation of casinos or casino-like operations in their jurisdictions.

Although, historically, the short-term effect of such competitive developments on our Company generally has been negative, we are not able to determine the long-term impact, whether favorable or unfavorable, that development and expansion trends and events will have on current or future markets. We also cannot determine the long-term impact of the current financial crisis on the economy, and casinos specifically. In the short-term, the current financial crisis has stalled or delayed some of our capital projects, as well as those of many of our competitors. In addition, our substantial indebtedness could limit our flexibility in planning for, or reacting to, changes in our operations or business and restrict us from developing new gaming facilities, introducing new technologies or exploiting business opportunities, all of which could place us at a competitive disadvantage. We believe that the geographic diversity of our operations; our focus on multi-market customer relationships; our service training, our rewards and customer loyalty programs; and our continuing efforts to establish our brands as premier brands upon which we have built strong customer loyalty have well-positioned us to face the challenges present within our industry. We utilize the unique capabilities of WINet, a sophisticated nationwide customer database, and Total Rewards, a nationwide loyalty program that allows our customers to earn cash, comps and other benefits for playing at our casinos. We believe these sophisticated marketing tools provide us with competitive advantages, particularly with players who visit more than one market.

SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

We prepare our Consolidated Condensed Financial Statements in conformity with accounting principles generally accepted in the United States. Certain of our accounting policies, including the estimated lives assigned to our assets, the determination of bad debt, asset impairment, fair value of guarantees and self-insurance reserves, the purchase price allocations made in connection with our acquisitions/merger and the calculation of our income tax liabilities, require that we apply significant judgment in defining the appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty. Our judgments are based on our historical experience, terms of existing contracts, observance of trends in the industry, information provided by our customers and information available from other outside sources, as appropriate. There can be no assurance that actual results will not differ from our estimates. For a discussion of our significant accounting policies and estimates, please refer to Management's Discussion and Analysis of Financial Condition and Results of Operations and Notes to Consolidated Financial Statements presented in our 2008 Annual Report on Form 10-K.

RECENTLY ISSUED ACCOUNTING STANDARDS

The following are accounting standards adopted or issued in the first quarter of 2009 that could have an impact on our Company.

In December 2007, the Financial Accounting Standards Board ("FASB") issued SFAS No. 141 (Revised 2007), "Business Combinations." SFAS No. 141(R) will significantly change the accounting for business combinations. Under SFAS No. 141(R), an acquiring entity will be required to recognize all the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value with limited exceptions. SFAS No. 141(R) will change the accounting treatment for certain specific items, including:

- Acquisition costs will be generally expensed as incurred;
- Assets that an acquirer does not intend to use will be recorded at fair value reflecting the assets' highest and best use;
- Non-controlling interests (formerly known as "minority interests" — see Statement 160 discussion below) will be valued at fair value at the acquisition date;
- Acquired contingent liabilities will be recorded at fair value at the acquisition date and subsequently measured at either the higher of such amount or the amount determined under existing guidance for non-acquired contingencies;
- In-process research and development will be recorded at fair value as an indefinite-lived intangible asset at the acquisition date;
- Restructuring costs associated with a business combination will be generally expensed subsequent to the acquisition date; and
- Changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally will affect income tax expense.

SFAS No. 141(R) also includes a substantial number of new disclosure requirements. SFAS No. 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. We adopted the provisions of SFAS No. 141(R) on January 1, 2009. The primary impact to our financial results will be possible charges to income tax expense for changes in deferred tax valuation allowances and income tax uncertainties related to the Merger.

In December 2007, the FASB also issued SFAS No. 160, “Non-controlling Interests in Consolidated Financial Statements – An Amendment of Accounting Research Bulletin No. 51,” the provisions of which are effective for periods beginning after December 15, 2008. This statement requires an entity to classify non-controlling interests in subsidiaries as a separate component of equity. Additionally, transactions between an entity and non-controlling interests are required to be treated as equity transactions. We adopted the provisions of SFAS No. 160 on January 1, 2009.

In March 2008, the FASB issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133.” SFAS No. 161 requires enhanced disclosures about an entity’s derivative and hedging activities. It requires disclosures that allow financial statement users to understand (a) how and why an entity uses derivative instruments, (b) how derivative instruments and related hedged items are accounted for under SFAS No. 133 and its related interpretations, and (c) how derivative instruments and related hedged items affect an entity’s financial position, financial performance, and cash flows. This Statement is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. Because SFAS No. 161 applies only to financial statement disclosures, it will not have a material impact on our consolidated financial position, results of operations and cash flows.

On April 25, 2008, the FASB issued FASB Staff Position (“FSP”) No. 142-3, “Determination of the Useful Life of Intangible Assets.” This FSP amends the list of factors an entity should consider in developing renewal or extension assumptions used in determining the useful life of recognized intangible assets under SFAS No. 142. The FSP requires entities to disclose information for recognized intangible assets that enables financial statement users to understand the extent to which expected future cash flows associated with intangible assets are affected by the entity’s intent or ability to renew or extend the arrangement associated with the intangible asset. The FSP also requires the following disclosures in addition to those required by SFAS No. 142:

- The entity’s accounting policy on the treatment of costs incurred to renew or extend the term of a recognized intangible asset
- In the period of acquisition or renewal, the weighted-average period prior to the next renewal or extension (both explicit and implicit), by major intangible asset class
- For an entity that capitalizes renewal or extension costs, the total amount of costs incurred in the period to renew or extend the term of a recognized intangible asset for each period for which a statement of financial position is presented by major intangible asset class

This FSP is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. While the guidance on determining the useful life of a recognized intangible asset must be applied prospectively only to intangible assets acquired after the FSP’s effective date, the disclosure requirements of the FSP must be applied prospectively to all intangible assets recognized as of, and after, the FSP’s effective date. This FSP will affect intangible assets acquired by Harrah’s after the effective date as well as require additional disclosures for existing intangible assets. We adopted the disclosure requirements of FSP No. 142-3 as of January 1, 2009.

PRIVATE SECURITIES LITIGATION REFORM ACT

This quarterly report on Form 10-Q contains “forward-looking statements” intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate strictly to historical or current facts. We have based these forward-looking statements on our current expectations about future events. Further, statements that include words such as “may,” “will,” “project,” “might,” “expect,” “believe,” “anticipate,” “intend,” “could,” “would,” “estimate,” “continue” or “pursue,” or the negative or other words or expressions of similar meaning may identify forward-looking statements. These forward-looking statements are found at various places throughout this report. These forward-looking statements, including without limitation, those relating to future actions, new projects, strategies, future performance, the outcome of contingencies such as legal proceedings and future financial results, wherever they occur in this report, are necessarily estimates reflecting the best judgment of our management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. These forward-looking statements should, therefore, be considered in light of various important factors set forth from time to time in our filings with the Securities and Exchange Commission.

Important factors that could cause actual results to differ materially from estimates or projections contained in the forward-looking statements include without limitation:

- the impact of the substantial indebtedness incurred to finance the consummation of the Merger;
- the effect of local and national economic, credit and capital market conditions on the economy in general, and on the gaming and hotel industry in particular;
- construction factors, including delays, increased costs of labor and materials, availability of labor and materials, zoning issues, environmental restrictions, soil and water conditions, weather and other hazards, site access matters and building permit issues;
- the effects of environmental and structural building conditions relating to our properties;
- our ability to timely and cost effectively integrate companies that we acquire into our operations;
- access to available and reasonable financing on a timely basis;
- changes in laws, including increased tax rates, regulations or accounting standards, third-party relations and approvals, and decisions of courts, regulators and governmental bodies;
- litigation outcomes and judicial actions, including gaming legislative action, referenda and taxation;
- the ability of our customer-tracking, customer loyalty and yield-management programs to continue to increase customer loyalty and same-store or hotel sales;
- our ability to recoup costs of capital investments through higher revenues;
- acts of war or terrorist incidents or natural disasters;
- access to insurance on reasonable terms for our assets;
- abnormal gaming holds;
- the potential difficulties in employee retention and recruitment as a result of our substantial indebtedness and the recent downturn in the gaming and hotel industries; and
- the effects of competition, including locations of competitors and operating and market competition.

You are cautioned to not place undue reliance on these forward-looking statements, which speak only as of the date of this quarterly report for Form 10-Q. We undertake no obligation to publicly update or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this quarterly report on Form 10-Q or to reflect the occurrence of unanticipated events, except as required by law.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices. Our primary exposure to market risk is interest rate risk associated with our debt. We attempt to limit our exposure to interest rate risk by managing the mix of our debt between fixed-rate and variable-rate obligations. Of our approximate \$24.6 billion total debt at March 31, 2009, \$9.6 billion, excluding \$6.5 billion of variable-rate debt for which we have entered into interest rate swap agreements, is subject to variable interest rates. We have hedging arrangements with respect to LIBOR borrowings for a notional amount of \$6.5 billion, all of which fix the floating rates of interest to fixed rates. In addition to the swap agreements, we entered into an interest rate cap agreement for a notional amount of \$6.5 billion at a LIBOR cap rate of 4.5%. Assuming a constant outstanding balance for our variable rate debt for the next twelve months, a hypothetical 1% change in interest rates would change interest expense for the next twelve months by approximately \$76.4 million.

We use interest rate swaps to manage the mix of our debt between fixed and variable rate instruments. We do not purchase or hold any derivative financial instruments for trading purposes.

Foreign currency translation gains and losses were not material to our results of operations for first quarter 2009. Our only material ownership interests in businesses in foreign countries are London Clubs, Macau Orient Golf and an approximate 95% ownership of a casino in Uruguay. Therefore, we have not been subject to material foreign currency exchange rate risk from the effects that exchange rate movements of foreign currencies would have on our future operating results or cash flows.

From time to time, we hold investments in various available-for-sale equity securities; however, our exposure to price risk arising from the ownership of these investments is not material to our consolidated financial position, results of operations or cash flows.

Item 4. Controls and Procedures

Our principal executive officer and principal financial officer have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of March 31, 2009. Based on such evaluation, they have concluded that as of such date, our disclosure controls and procedures are effective and designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable SEC rules and forms, and that such information is accumulated and communicated to management, including our principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

There has been no change in our internal control over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 4T. Controls and Procedures

Not applicable.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings.

Certain of our legal proceedings are reported in our Annual Report on Form 10-K for the year ended December 31, 2008, with material developments described below.

Litigation Related to the December 2008 Exchange Offer

On January 9, 2009, S. Blake Murchison and Willis Shaw filed a purported class action lawsuit in the United States District Court for the District of Delaware, Civil Action No. 09-00020-SLR, against Harrah's Entertainment, Inc. and its board of directors, and Harrah's Operating Company, Inc. The lawsuit was amended on March 4, 2009 alleging that the bond exchange offer which closed on December 24, 2008 wrongfully impaired the rights of bondholders. The amended complaint alleges, among others, breach of the bond indentures, violation of the Trust Indenture Act of 1939, equitable rescission, and liability claims against the members of the board. The amended complaint seeks, among other relief, class certification of the lawsuit, declaratory relief that the alleged violations occurred, unspecified damages to the class, and attorneys' fees. On April 30, 2009 the defendants filed a motion to dismiss the amended complaint, which is currently pending before the court.

In addition, the Company is party to ordinary and routine litigation incidental to our business. We do not expect the outcome of any pending litigation to have a material adverse effect on our consolidated financial position or results of operations.

Item 1A. Risk Factors.

There were no material changes from the risk factors set forth under Part I, Item 1A "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2008.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

There were no matters submitted to a vote of security holders during the quarter ended March 31, 2009.

Item 5. Other Information.

None.

Item 6. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
3.1	Amended Certificate of Incorporation of Harrah's Entertainment, Inc. (Incorporated by reference to the exhibit to the Company's Registration Statement on Form S-8 filed January 31, 2008.)
3.2	Bylaws of Harrah's Entertainment, Inc., as amended on January 28, 2008. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed February 1, 2008.)
3.3	Restated Certificate of Incorporation of Harrah's Operating Company, Inc. (f/k/a Embassy Suites, Inc.), as amended. (Incorporated by reference to the exhibit to the Company's Registration Statement on Form S-4 filed October 29, 2008.)
3.4	Certificate of Amendment of Restated Certificate of Incorporation of Harrah's Operating Company, Inc. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2008.)
3.5	Bylaws of Harrah's Operating Company, Inc., as amended. (Incorporated by reference to the exhibit to the Company's Registration Statement on Form S-4 filed October 29, 2008.)

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	Certificate of Designation of Non-Voting Perpetual Preferred Stock of Harrah's Entertainment, Inc., dated January 28, 2008. (Incorporated by reference to the exhibit to the Company's Registration Statement on Form S-8 filed January 31, 2008.)
4.2	Indenture, dated as of December 18, 1998, among Harrah's Operating Company, Inc. as obligor, Harrah's Entertainment, Inc., as Guarantor, and IBJ Schroder Bank & Trust Company, as Trustee relating to the 7 1/2% Senior Notes Due 2009. (Incorporated by reference to the exhibit to the Registration Statement on Form S-3 of Harrah's Entertainment, Inc. and Harrah's Operating Company, Inc., File No. 333-69263, filed December 18, 1998.)
4.3	Indenture, dated as of November 9, 1999 between Park Place Entertainment Corp., as Issuer, and Norwest Bank Minnesota, N.A., as Trustee relating to the 8.5% Senior Notes due 2006 and 8.875% Senior Subordinated Notes due 2008. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.)
4.4	Officers' Certificate, dated as of September 12, 2000 with respect to the 8.875% Senior Subordinated Notes due 2008. (Incorporated by reference to the exhibit to Park Place Entertainment Corporation's Current Report on Form 8-K, filed September 19, 2000.)
4.5	First Supplemental Indenture, dated as of June 13, 2005, to Indenture dated as of November 9, 1999, between Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Caesars Entertainment, Inc. and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 8.5% Senior Notes due 2006 and the 8.875% Senior Subordinated Notes due 2008. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.)
4.6	Second Supplemental Indenture, dated as of July 28, 2005, among Harrah's Entertainment, Inc., as Guarantor, Harrah's Operating Company, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, to the Indenture, dated as of November 9, 1999, as supplemented by certain Officers' Certificates dated as of November 9, 1999 and September 12, 2000, and as further amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 8.5% Senior Notes due 2006 and the 8.875% Senior Subordinated Notes due 2008. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed August 2, 2005.)
4.7	Indenture, dated as of January 29, 2001, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and Bank One Trust Company, N.A., as Trustee, relating to the 8.0% Senior Notes Due 2011. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000.)
4.8	Indenture, dated as of May 14, 2001, between Park Place Entertainment Corp., as Issuer, and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 8 1/8% Senior Subordinated Notes due 2011. (Incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Park Place Entertainment Corporation, File No. 333-62508, filed June 7, 2001.)
4.9	First Supplemental Indenture, dated as of June 13, 2005, to Indenture, dated as of May 14, 2001, between Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Caesars Entertainment, Inc. and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 8 1/8% Senior Subordinated Notes due 2011. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.)
4.10	Second Supplemental Indenture, dated as of July 28, 2005, among Harrah's Entertainment, Inc., as Guarantor, Harrah's Operating Company, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, to the Indenture, dated as of May 14, 2001, as amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 8 1/8% Senior Subordinated Notes due 2011. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed August 2, 2005.)
4.11	Indenture, dated as of August 22, 2001, between Park Place Entertainment Corp., as Issuer, and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 7.50% Senior Notes due 2009. (Incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Park Place Entertainment Corporation, File No. 333-69838, filed September 21, 2001.)
4.12	First Supplemental Indenture, dated as of June 13, 2005, to Indenture, dated as of August 22, 2001, between Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Caesars Entertainment, Inc. and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 7.50% Senior Notes due 2009. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.)

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.13	Second Supplemental Indenture, dated as of July 28, 2005, among Harrah's Entertainment, Inc., as Guarantor, Harrah's Operating Company, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, to the Indenture, dated as of August 22, 2001, as amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 7.50% Senior Notes due 2009. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed August 2, 2005.)
4.14	Indenture, dated as of March 14, 2002, between Park Place Entertainment Corp., as Issuer, and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 7 ⁷ / ₈ % Senior Subordinated Notes due 2010. (Incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Park Place Entertainment Corporation, File No. 333-86142, filed April 12, 2002.)
4.15	First Supplemental Indenture, dated as of June 13, 2005, to Indenture, dated as of March 14, 2002, between Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Caesars Entertainment, Inc. and Wells Fargo Bank Minnesota, National Association, as Trustee, with respect to the 7 ⁷ / ₈ % Senior Subordinated Notes due 2010. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.)
4.16	Second Supplemental Indenture, dated as of July 28, 2005, among Harrah's Entertainment, Inc., as Guarantor, Harrah's Operating Company, Inc., as Issuer, and Wells Fargo Bank, National Association, as Trustee, to the Indenture, dated as of March 14, 2002, as amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 7 ⁷ / ₈ % Senior Subordinated Notes due 2010. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed August 2, 2005.)
4.17	Indenture, dated as of April 11, 2003, between Park Place Entertainment Corp., as Issuer, and U.S. Bank National Association, as Trustee, with respect to the 7% Senior Notes due 2013. (Incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Park Place Entertainment Corporation, File No. 333-104829, filed April 29, 2003.)
4.18	First Supplemental Indenture, dated as of June 13, 2005, to Indenture, dated as of April 11, 2003, between Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Caesars Entertainment, Inc. and U.S. Bank National Association, as Trustee, with respect to the 7% Senior Notes due 2013. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005.)
4.19	Second Supplemental Indenture, dated as of July 28, 2005, among Harrah's Entertainment, Inc., as Guarantor, Harrah's Operating Company, Inc., as Issuer, and U.S. Bank National Association, as Trustee, to the Indenture, dated as of April 11, 2003, as amended and supplemented by a First Supplemental Indenture, dated as of June 13, 2005, with respect to the 7% Senior Notes due 2013. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed August 2, 2005.)
4.20	Indenture, dated as of December 11, 2003, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.375% Senior Notes due 2013. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003.)
4.21	Indenture, dated as of June 25, 2004, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.50% Senior Notes due 2010. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.)
4.22	Indenture, dated as of February 9, 2005, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the Senior Floating Rate Notes due 2008. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005.)
4.23	Amended and Restated Indenture, dated as of July 28, 2005, among Harrah's Entertainment, Inc., as Guarantor, Harrah's Operating Company, Inc., as Issuer, and U.S. Bank National Association, as Trustee, relating to the Floating Rate Contingent Convertible Senior Notes due 2024. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed August 2, 2005.)

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.24	First Supplemental Indenture, dated as of September 9, 2005, to Amended and Restated Indenture, dated as of July 28, 2005, among Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc. as Guarantor, and U.S. Bank National Association, as Trustee, relating to the Floating Rate Contingent Convertible Senior Notes due 2024. (Incorporated by reference to the exhibit to the Registration Statement on Form S-3/A of Harrah's Entertainment, Inc., File No. 333-127210, filed September 19, 2005.)
4.25	Second Supplemental Indenture, dated as of January 8, 2008, to Amended and Restated Indenture, dated as of July 28, 2005, among Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc. as Guarantor, and U.S. Bank National Association, as Trustee, relating to the Floating Rate Contingent Convertible Senior Notes due 2024. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007)
4.26	Third Supplemental Indenture, dated as of January 28, 2008, to Amended and Restated Indenture, dated as of July 28, 2005, among Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc. as Guarantor, and U.S. Bank National Association, as Trustee, relating to the Floating Rate Contingent Convertible Senior Notes due 2024. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed January 28, 2008)
4.27	Indenture, dated as of May 27, 2005, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.625% Senior Notes due 2015. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed June 3, 2005.)
4.28	First Supplemental Indenture, dated as of August 19, 2005, to Indenture, dated as of May 27, 2005, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.625% Senior Notes due 2015. (Incorporated by reference to the exhibit to the Registration Statement on Form S-4 of Harrah's Entertainment, Inc., File No. 333-127840, filed August 25, 2005.)
4.29	Second Supplemental Indenture, dated as of September 28, 2005, to Indenture, dated as of May 27, 2005, between Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.625% Senior Notes due 2015. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K, filed October 3, 2005.)
4.30	Indenture dated as of September 28, 2005, among Harrah's Operating Company, Inc., as Issuer, Harrah's Entertainment, Inc., as Guarantor, and U.S. Bank National Association, as Trustee, relating to the 5.75% Senior Notes due 2017. (Incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed October 3, 2005.)
4.31	Indenture, dated as of June 9, 2006, between Harrah's Operating Company, Inc., Harrah's Entertainment, Inc. and U.S. National Bank Association, as Trustee, relating to the 6.50% Senior Notes due 2016. (Incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed June 14, 2006.)
4.32	Officers' Certificate, dated as of June 9, 2006, pursuant to Sections 301 and 303 of the Indenture dated as of June 9, 2006 between Harrah's Operating Company, Inc., Harrah's Entertainment, Inc. and U.S. National Bank Association, as Trustee, relating to the 6.50% Senior Notes due 2016. (Incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed June 14, 2006.)
4.33	Indenture, dated as of February 1, 2008, by and among Harrah's Operating Company, Inc., the Guarantors (as defined therein) and U.S. Bank National Association, as Trustee, relating to the 10.75% Senior Cash Pay Notes due 2016 and 10.75%/11.5% Senior Toggle Notes due 2018. (Incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed February 4, 2008.)
4.34	First Supplemental Indenture, dated as of June 12, 2008, by and among Harrah's Operating Company, Inc., the Guarantors (as defined therein) and U.S. Bank National Association, as Trustee, relating to the 10.75% Senior Cash Pay Notes due 2016 and 10.75%/11.5% Senior Toggle Notes due 2018. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
*4.35	Second Supplemental Indenture, dated as of January 9, 2009, by and among Harrah's Operating Company, Inc., the Guarantors (as defined therein) and U.S. Bank National Association, as Trustee relating to the 10.75% Senior Notes due 2016 and 10.75%/11.5% Senior Toggle Notes due 2018.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.36	Third Supplemental Indenture, dated as of March 26, 2009, by and among Harrah's Operating Company, Inc., the Note Guarantors (as defined therein) and U.S. Bank National Association, as Trustee relating to the 10.75% Senior Notes due 2016 and 10.75%/11.5% Senior Toggle Notes due 2018. (Incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed March 31, 2009.)
4.37	Indenture, dated as of December 24, 2008, by and among Harrah's Operating Company, Inc., Harrah's Entertainment, Inc. and U.S. Bank National Association, as Trustee, relating to the 10.00% Second-Priority Senior Secured Notes due 2018 and 10.00% Second-Priority Senior Secured Notes due 2015. (Incorporated by reference to the exhibit filed with Company's Registration Statement on Form S-4/A, filed December 24, 2008.)
4.38	Indenture, dated as of April 15, 2009, by and among Harrah's Operating Company, Inc., Harrah's Entertainment, Inc. and U.S. Bank National Association, as trustee and collateral agent. (Incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed April 20, 2009.)
4.39	Registration Rights Agreement, dated as of December 24, 2008, by and among Harrah's Operating Company, Inc., Harrah's Entertainment, Inc., Citigroup Global Markets Inc., as lead dealer manager, and Banc of America Securities LLC, as joint dealer manager. (Incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed December 30, 2008.)
4.40	Registration Rights Agreement, dated as of April 14, 2009, by and among Harrah's Operating Company, Inc., Harrah's Entertainment, Inc. and Citigroup Global Markets Inc. and J.P. Morgan Securities Inc., as dealer managers. (Incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed April 20, 2009.)
4.41	Stockholders' Agreement, dated as of January 28, 2008, by and among Apollo Hamlet Holdings, LLC, Apollo Hamlet Holdings B, LLC, TPG Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC, Co-Invest Hamlet Holdings, Series LLC, Co-Invest Hamlet Holdings B, LLC, Hamlet Holdings LLC and Harrah's Entertainment, Inc., and, solely with respect to Sections 3.01 and 6.07, Apollo Investment Fund VI, L.P. and TPG V Hamlet AIV, L.P. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K/A filed February 7, 2008.)
4.42	Services Agreement, dated as of January 28, 2008, by and among Harrah's Entertainment, Inc., Apollo Management VI, L.P., Apollo Alternative Assets, L.P. and TPG Capital, L.P. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K/A filed February 7, 2008.)
4.43	Management Investor Rights Agreement, dated as of January 28, 2008, by and among Harrah's Entertainment, Inc., Apollo Hamlet Holdings, LLC, Apollo Hamlet Holdings B, LLC, TPG Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC, Hamlet Holdings LLC and the stockholders that are parties thereto (incorporated by reference to Exhibit 4.2 to Harrah's Entertainment, Inc.'s Registration Statement on Form S-8 filed January 31, 2008)
10.1	Credit Agreement, dated as of January 28, 2008, by and among Hamlet Merger Inc., Harrah's Operating Company, Inc. as Borrower, the Lenders party thereto from time to time, Bank of America, N.A., as Administrative Agent and Collateral Agent, Deutsche Bank AG New York Branch, as Syndication Agent, and Citibank, N.A., Credit Suisse, Cayman Islands Branch, JPMorgan Chase Bank, N.A., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs Credit Partners L.P., Morgan Stanley Senior Funding, Inc., and Bear Sterns Corporate Lending, Inc., as Co-Documentation Agents. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K/A filed February 7, 2008.)
10.2	Guaranty and Pledge Agreement, dated as of January 28, 2008, made by Hamlet Merger Inc. in favor of Bank of America, N.A., as Administrative Agent and Collateral Agent. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K/A filed February 7, 2008.)
10.3	Intercreditor Agreement, dated as of January 28, 2008 by and among Bank of America, N.A. as administrative agent and collateral agent under the Credit Agreement, Citibank, N.A. as administrative agent under the Bridge-Loan Agreement and U.S. Bank National Association as Trustee under the Indenture. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2008.)
10.4	Intercreditor Agreement, dated as of December 24, 2008 among Bank of America, N.A. as Credit Agreement Agent, each Other First Priority Lien Obligations Agent from time to time, U.S. Bank National Association as Trustee and each collateral agent for any Future Second Lien Indebtedness from time to time. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2008.)

<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.5	Joinder and Supplement to the Intercreditor Agreement, dated as of April 15, 2009 by and among U.S. Bank National Association , as new trustee, U.S. Bank National Association, as Trustee under the Intercreditor Agreement, Bank of America, N.A., as Credit Agreement Agent under the Intercreditor Agreement, and any other First Lien Agent and Second Priority Agent from time to time party to the Intercreditor Agreement. (Incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed April 20, 2009.)
10.6	Amended and Restated Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Propco, LLC, Harrah's Atlantic City Propco, LLC, Rio Propco, LLC, Flamingo Las Vegas Propco, LLC, Paris Las Vegas Propco, LLC and Harrah's Laughlin Propco, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.7	Amended and Restated First Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 1, LLC, Harrah's Atlantic City Mezz 1, LLC, Rio Mezz 1, LLC, Flamingo Las Vegas Mezz 1, LLC, Paris Las Vegas Mezz 1, LLC and Harrah's Laughlin Mezz 1, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.8	Amended and Restated Second Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 2, LLC, Harrah's Atlantic City Mezz 2, LLC, Rio Mezz 2, LLC, Flamingo Las Vegas Mezz 2, LLC, Paris Las Vegas Mezz 2, LLC and Harrah's Laughlin Mezz 2, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.9	Amended and Restated Third Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 3, LLC, Harrah's Atlantic City Mezz 3, LLC, Rio Mezz 3, LLC, Flamingo Las Vegas Mezz 3, LLC, Paris Las Vegas Mezz 3, LLC and Harrah's Laughlin Mezz 3, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.10	Amended and Restated Fourth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 4, LLC, Harrah's Atlantic City Mezz 4, LLC, Rio Mezz 4, LLC, Flamingo Las Vegas Mezz 4, LLC, Paris Las Vegas Mezz 4, LLC and Harrah's Laughlin Mezz 4, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.11	Amended and Restated Fifth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 5, LLC, Harrah's Atlantic City Mezz 5, LLC, Rio Mezz 5, LLC, Flamingo Las Vegas Mezz 5, LLC, Paris Las Vegas 5, LLC and Harrah's Laughlin Mezz 5, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.12	Amended and Restated Sixth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 6, LLC, Harrah's Atlantic City Mezz 6, LLC, Rio Mezz 6, LLC, Flamingo Las Vegas Mezz 6, LLC, Paris Las Vegas Mezz 6, LLC and Harrah's Laughlin Mezz 6, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.13	Amended and Restated Seventh Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 7, LLC, Harrah's Atlantic City Mezz 7, LLC, Rio Mezz 7, LLC, Flamingo Las Vegas Mezz 7, LLC, Paris Las Vegas Mezz 7, LLC and Harrah's Laughlin Mezz 7, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.14	Amended and Restated Eighth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 8, LLC, Harrah's Atlantic City Mezz 8, LLC, Rio Mezz 8, LLC, Flamingo Las Vegas Mezz 8, LLC, Paris Las Vegas Mezz 8, LLC and Harrah's Laughlin Mezz 8, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)

<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.15	Amended and Restated Ninth Mezzanine Loan Agreement, dated as of May 22, 2008, by and among Harrah's Las Vegas Mezz 9, LLC, Harrah's Atlantic City Mezz 9, LLC, Rio Mezz 9, LLC, Flamingo Las Vegas Mezz 9, LLC, Paris Las Vegas Mezz 9, LLC and Harrah's Laughlin Mezz 9, LLC, as Borrowers, and JPMorgan Chase Bank, N.A., as Lender. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
†10.16	Employment Agreement, made as of January 28, 2008, and amended on March 13, 2009, by and between Harrah's Entertainment, Inc. and Gary W. Loveman. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2008.)
†10.17	Rollover Option Agreement, dated as of January 28, 2008, by and between Harrah's Entertainment, Inc. and Gary W. Loveman. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K/A filed February 7, 2008.)
†10.18	Form of Employment Agreement between Harrah's Operating Company, Inc. and J. Carlos Tolosa. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed April 11, 2008.)
†10.19	Form of Employment Agreement between Harrah's Operating Company, Inc. and Jonathan S. Halkyard, Thomas M. Jenkin and John W. R. Payne. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed April 11, 2008.)
†10.20	Form of Severance Agreement entered into with Jonathan S. Halkyard, Thomas M. Jenkin, John W. R. Payne and J. Carlos Tolosa. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2003.)
10.21	Form of Indemnification Agreement entered into by Harrah's Entertainment, Inc. and each of its directors and executive officers. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed October 6, 2008.)
†10.22	Financial Counseling Plan of Harrah's Entertainment, Inc. as amended June 1996. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1995.)
10.23	Summary Plan Description of Executive Term Life Insurance Plan. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1996.)
†10.24	Harrah's Entertainment, Inc. 2009 Senior Executive Incentive Plan, effective January 1, 2009. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed December 15, 2008.)
†10.25	The 2001 Restatement of the Harrah's Entertainment, Inc. Savings And Retirement Plan, effective January 1, 2002. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002.)
†10.26	First Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan effective January 1, 1997. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
†10.27	Second Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan effective January 1, 2002. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
†10.28	Third Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan effective November 24, 2003. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
†10.29	Fourth Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan executed December 22, 2003. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
†10.30	Fifth Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan effective January 1, 2005. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)

<u>Exhibit Number</u>	<u>Exhibit Description</u>
†10.31	Sixth Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan adopted July 20, 2005. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
†10.32	Seventh Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan effective August 30, 2005. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
†10.33	Eighth Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan adopted September 20, 2006. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
†10.34	Ninth Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan adopted November 7, 2006. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
†10.35	Tenth Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan executed December 29, 2006. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006.)
†10.36	Eleventh Amendment to the 2001 Restatement of the Harrah's Entertainment, Inc. Savings and Retirement Plan executed July 11, 2008. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
†10.37	Twelfth Amendment to 2001 Restatement of The Harrah's Entertainment, Inc. Savings and Retirement Plan, effective as of February 9, 2009. (Incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K filed February 13, 2009.)
10.38	Trust Agreement dated June 20, 2001 by and between Harrah's Entertainment, Inc. and Wells Fargo Bank Minnesota, N.A. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001.)
10.39	Escrow Agreement, dated February 6, 1990, by and between The Promus Companies Incorporated, certain subsidiaries thereof, and Sovran Bank, as escrow agent (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 29, 1989.)
10.40	Amendment to Escrow Agreement dated as of October 29, 1993 among The Promus Companies Incorporated, certain subsidiaries thereof, and NationsBank, formerly Sovran Bank. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1993.)
10.41	Amendment, dated as of June 7, 1995, to Escrow Agreement among The Promus Companies Incorporated, certain subsidiaries thereof and NationsBank. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed June 15, 1995.)
10.42	Amendment, dated as of July 18, 1996, to Escrow Agreement between Harrah's Entertainment, Inc. and NationsBank. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1996.)
10.43	Amendment, dated as of October 30, 1997, to Escrow Agreement between Harrah's Entertainment, Inc., Harrah's Operating Company, Inc. and NationsBank. (Incorporated by reference from the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1997, filed March 10, 1998, File No. 1-10410.)
10.44	Amendment to Escrow Agreement, dated April 26, 2000, between Harrah's Entertainment, Inc. and Wells Fargo Bank Minnesota, N.A., Successor to Bank of America, N.A. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000.)
10.45	Letter Agreement with Wells Fargo Bank Minnesota, N.A., dated August 31, 2000, concerning appointment as Escrow Agent under Escrow Agreement for deferred compensation plans. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000.)
†10.46	Harrah's Entertainment, Inc. Amended and Restated Executive Deferred Compensation Trust Agreement dated January 11, 2006 by and between Harrah's Entertainment, Inc. and Wells Fargo Bank, N.A. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007)

<u>Exhibit Number</u>	<u>Exhibit Description</u>
†10.47	Amendment to the Harrah's Entertainment, Inc. Amended and Restated Executive Deferred Compensation Trust Agreement effective January 28, 2008 by and between Harrah's Entertainment, Inc. and Wells Fargo Bank, N.A. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007)
†10.48	Amendment and Restatement of Harrah's Entertainment, Inc. Executive Deferred Compensation Plan, effective August 3, 2007. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.)
†10.49	Amendment and Restatement of Harrah's Entertainment, Inc. Deferred Compensation Plan, effective as of August 3, 2007. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.)
†10.50	Amendment and Restatement of Park Place Entertainment Corporation Executive Deferred Compensation Plan, effective as of August 3, 2007. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.)
†10.51	Amendment and Restatement of Harrah's Entertainment, Inc. Executive Supplemental Savings Plan, effective as of August 3, 2007. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.)
†10.52	Amendment and Restatement of Harrah's Entertainment, Inc. Executive Supplemental Savings Plan II, effective as of August 3, 2007. (Incorporated by reference to the exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.)
†10.53	First Amendment to the Amendment and Restatement of Harrah's Entertainment, Inc. Amendment and Restatement of Harrah's Entertainment, Inc. Executive Supplemental Savings Plan II, effective as of February 9, 2009. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed February 13, 2009.)
†10.54	Harrah's Entertainment, Inc. Management Equity Incentive Plan, as amended December 10, 2008. (Incorporated by reference to the exhibit to the Company's Current Report on Form 8-K filed December 15, 2008.)
†10.55	Stock Option Grant Agreement dated February 27, 2008 between Gary W. Loveman and Harrah's Entertainment, Inc. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
†10.56	Stock Option Grant Agreement dated February 27, 2008 between Jonathan S. Halkyard and Harrah's Entertainment, Inc. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
†10.57	Stock Option Grant Agreement dated February 27, 2008 between J. Carlos Tolosa and Harrah's Entertainment, Inc. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
†10.58	Stock Option Grant Agreement dated February 27, 2008 between Thomas M. Jenkin and Harrah's Entertainment, Inc. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
†10.59	Form of Stock Option Grant Agreement dated July 1, 2008 between Harrah's Entertainment, Inc. and each of Lynn C. Swann and Christopher J. Williams. (Incorporated by reference to the exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008.)
10.60	Collateral Agreement, dated as of December 24, 2008, by and among Harrah's Operating Company, Inc., the subsidiary pledgors party thereto and U.S. Bank National Association, as collateral agent. (Incorporated by reference to the exhibit filed with the Company's Registration Statement on Form S-4/A, filed December 24, 2008.)

<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.61	Additional Secured Party Consent, dated as of April 15, 2009, by U.S. Bank National Association, as agent or trustee for persons who shall become "Secured Parties" under the Collateral Agreement dated as of December 24, 2008. (Incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K, filed April 20, 2009.)
14	Harrah's Entertainment, Inc. Code of Business Conduct and Ethics for Principal Officers, adopted February 26, 2003. (Incorporated by reference to the exhibit to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, filed March 10, 2003.)
*31.1	Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated May 13, 2009
*31.2	Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated May 13, 2009.
*32.1	Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated May 13, 2009
*32.2	Certification of Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated May 13, 2009.
*99	Supplemental Discussion of Pro Forma Harrah's Operating Company Results

† Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-Q pursuant to Item 6 of Form 10-Q.

* Filed herewith.

SECOND SUPPLEMENTAL INDENTURE

SECOND SUPPLEMENTAL INDENTURE (this "Second Supplemental Indenture") dated as of January 9, 2009, among the GUARANTOR (the "New Note Guarantor") listed on Schedule I attached hereto, a subsidiary of HARRAH'S OPERATING COMPANY, INC. (or its successor), a Delaware corporation (the "Issuer"), and U.S. BANK NATIONAL ASSOCIATION, a national banking association, as trustee under the indenture referred to below (the "Trustee").

WITNESSETH:

WHEREAS the Issuer and the existing Note Guarantors have heretofore executed and delivered to the Trustee an indenture dated as of February 1, 2008 and supplemented by the First Supplemental Indenture dated as of June 13, 2008 (as otherwise amended, supplemented or modified, the "Indenture"), providing for the issuance of the Issuer's Senior Notes due 2016 and Senior Toggle Notes due 2018 (collectively, the "Notes"), initially in the aggregate principal amount of \$6,335,000,000;

WHEREAS Section 4.11 of the Indenture provides that under certain circumstances the Issuer is required to cause the New Note Guarantor to execute and deliver to the Trustee a supplemental indenture pursuant to which the New Note Guarantor shall unconditionally guarantee all the Issuer's Obligations under the Notes and the Indenture pursuant to a Guarantee on the terms and conditions set forth herein; and

WHEREAS pursuant to Section 9.01 of the Indenture, the Trustee, the Issuer and the existing Note Guarantors are authorized to execute and deliver this Second Supplemental Indenture;

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt of which is hereby acknowledged, the New Note Guarantor, the Issuer and the Trustee mutually covenant and agree for the equal and ratable benefit of the holders of the Notes as follows:

1. Defined Terms. As used in this Second Supplemental Indenture, terms defined in the Indenture or in the preamble or recital hereto are used herein as therein defined, except that the term "holders" in this Guarantee shall refer to the term "holders" as defined in the Indenture and the Trustee acting on behalf of and for the benefit of such holders. The words "herein," "hereof" and "hereby" and other words of similar import used in this Second Supplemental Indenture refer to this Second Supplemental Indenture as a whole and not to any particular section hereof.

2. Agreement to Guarantee. The New Note Guarantor hereby agrees, jointly and severally with all existing Note Guarantors, to unconditionally guarantee the Issuer's Obligations under the Notes and the Indenture on the terms and subject to the conditions set forth in Articles 11 of the Indenture and to be bound by all other applicable provisions of the Indenture and the Notes and to perform all of the obligations and agreements of a Note Guarantor under the Indenture.

3. Notices. All notices or other communications to the New Note Guarantor shall be given as provided in Section 13.02 of the Indenture.

4. Ratification of Indenture; Supplemental Indentures Part of Indenture. Except as expressly amended hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions and provisions thereof shall remain in full force and effect. This Second Supplemental Indenture shall form a part of the Indenture for all purposes, and every holder of Notes heretofore or hereafter authenticated and delivered shall be bound hereby.

5. Governing Law. **THIS SECOND SUPPLEMENTAL INDENTURE SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAW.**

6. Trustee Makes No Representation. The Trustee makes no representation as to the validity or sufficiency of this Second Supplemental Indenture.

7. Counterparts. The parties may sign any number of copies of this Second Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement.

8. Effect of Headings. The Section headings herein are for convenience only and shall not effect the construction thereof.

IN WITNESS WHEREOF, the parties hereto have caused this Second Supplemental Indenture to be duly executed as of the date first written above.

Caesars Trex, Inc.

By: /s/ JONATHAN S. HALKYARD

Name: Jonathan S. Halkyard

Title: Senior Vice President & Treasurer

IN WITNESS WHEREOF, the parties hereto have caused this Second Supplemental Indenture to be duly executed as of the date first above written.

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

By: /s/ RAYMOND S. HAVERSTOCK

Name: Raymond S. Haverstock

Title: Vice President

I, Jonathan S. Halkyard, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Harrah's Entertainment, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 13, 2009

By: _____ /s/ JONATHAN S. HALKYARD
Jonathan S. Halkyard
Senior Vice President, Chief Financial Officer and Treasurer

Certification of Principal Executive Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Harrah's Entertainment, Inc. (the "Company"), hereby certifies, to such officer's knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended March 31, 2009 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 13, 2009

/s/ GARY W. LOVEMAN

Gary W. Loveman

Chairman of the Board, Chief Executive Officer and President

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Certification of Principal Financial Officer

Pursuant to 18 U.S.C. § 1350, as created by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned officer of Harrah's Entertainment, Inc. (the "Company"), hereby certifies, to such officer's knowledge, that:

(i) the accompanying Quarterly Report on Form 10-Q of the Company for the quarterly period ended March 31, 2009 (the "Report") fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

(ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 13, 2009

/s/ JONATHAN S. HALKYARD

Jonathan S. Halkyard

Senior Vice President, Chief Financial Officer and Treasurer

The foregoing certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. § 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Supplemental Discussion of Pro forma Harrah's Operating Company Results

On January 28, 2008, Harrah's Entertainment was acquired by affiliates of Apollo Global Management, LLC ("Apollo") and TPG Capital, LP ("TPG") in an all cash transaction, hereinafter referred to as the "Merger." A substantial portion of the financing of the Merger is comprised of bank and bond financing obtained by Harrah's Operating Company, Inc. ("HOC"), a wholly-owned subsidiary of Harrah's Entertainment. This financing is neither secured nor guaranteed by Harrah's Entertainment's other wholly-owned subsidiaries, including certain subsidiaries that own properties that are secured under \$6.5 billion of commercial mortgaged-backed securities ("CMBS") financing. Therefore, we believe it is meaningful to provide pro forma information pertaining solely to the consolidated financial position and results of operations of HOC and its subsidiaries.

In connection with the CMBS financing for the Merger, HOC spun off to Harrah's Entertainment the following casino properties and related operating assets: Harrah's Las Vegas, Rio, Flamingo Las Vegas, Harrah's Atlantic City, Showboat Atlantic City, Harrah's Lake Tahoe, Harveys Lake Tahoe and Bill's Lake Tahoe. We refer to this spin-off as the "CMBS Spin-Off." Upon receipt of regulatory approvals that were requested prior to the closing of the Merger, in May 2008, Paris Las Vegas and Harrah's Laughlin and their related operating assets were spun out of HOC to Harrah's Entertainment and Harrah's Lake Tahoe, Harveys Lake Tahoe, Bill's Lake Tahoe and Showboat Atlantic City and their related operating assets were transferred to HOC from Harrah's Entertainment. We refer to this spin-off and transfer as the "Post-Closing CMBS Transaction."

We refer to the CMBS Spin-Off and the Post-Closing CMBS Transaction as the "CMBS Transactions."

Additionally, in connection with the CMBS Transactions and the Merger, London Clubs and its subsidiaries, with the exception of the subsidiaries related to London Clubs South Africa operations, became subsidiaries of HOC. The South African subsidiaries became subsidiaries of HOC in second quarter 2008. We refer to these transfers collectively as "the London Clubs Transfer."

OPERATING RESULTS AND DEVELOPMENT PLANS FOR HOC

The results of operations and other financial information included in this section are adjusted to reflect the pro forma effect of the CMBS Transactions as if they had occurred on January 1, 2008. Pro forma adjustments relate primarily to the removal of the historical results of the CMBS properties after giving effect to the Post-Closing CMBS Transaction and other direct subsidiaries of Harrah's Entertainment and allocations of certain unallocated corporate costs that are being allocated to each group subsequent to the Merger. We believe that this is the most meaningful way to comment on HOC's results of operations.

Overall HOC Results

The following tables represent HOC's unaudited condensed combined balance sheet as of March 31, 2009, and its unaudited condensed pro forma combined statements of operations and statements of cash flows for the three-month period ended March 31, 2009, the Successor period from January 28, 2008 through December 31, 2008, and the Predecessor period from January 1, 2008 through January 27, 2008, taking into consideration the CMBS Transactions and the London Clubs Transfer.

Harrah's Operating Company, Inc. (Successor)
Condensed Combined Balance Sheet
As of March 31, 2009
(Unaudited)

<u>(In millions)</u>	<u>Harrah's Entertainment ⁽¹⁾</u>	<u>HET Parent and Other Harrah's Entertainment Subsidiaries and Accounts ⁽²⁾</u>	<u>HOC ⁽³⁾</u>
ASSETS			
Current assets			
Cash and cash equivalents	\$ 1,759.4	\$ (445.3)	\$ 1,314.1
Receivables, net of allowance for doubtful accounts	339.4	(85.6)	253.8
Deferred income taxes	143.1	(20.0)	123.1
Prepayments and other	265.3	(81.6)	183.7
Inventories	61.0	(16.2)	44.8
Total current assets	<u>2,568.2</u>	<u>(648.7)</u>	<u>1,919.5</u>
Land, buildings, riverboats and equipment, net of accumulated depreciation	18,217.7	(5,602.4)	12,615.3
Assets held for sale	7.3	—	7.3
Goodwill	4,902.2	(2,148.5)	2,753.7
Intangible assets	5,262.8	(662.4)	4,600.4
Deferred costs and other	991.6	(113.2)	878.4
	<u>\$ 31,949.8</u>	<u>\$ (9,175.2)</u>	<u>\$22,774.6</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT			
Current liabilities			
Accounts payable	\$ 262.7	\$ (139.0)	\$ 123.7
Accrued expenses	1,389.8	(256.3)	1,133.5
Current portion of long-term debt	376.2	(0.1)	376.1
Total current liabilities	<u>2,028.7</u>	<u>(395.4)</u>	<u>1,633.3</u>
Long-term debt	24,188.8	(6,500.1)	17,688.7
Deferred credits and other	584.6	(23.0)	561.6
Deferred income taxes	4,299.9	(1,327.4)	2,972.5
	<u>31,102.0</u>	<u>(8,245.9)</u>	<u>22,856.1</u>
Preferred stock	2,374.6	(2,374.6)	—
Total Harrah's Operating Company, Inc. Stockholders' deficit	(1,579.6)	1,450.8	(128.8)
Non-controlling interests	52.8	(5.5)	47.3
Total deficit	<u>(1,526.8)</u>	<u>1,445.3</u>	<u>(81.5)</u>
	<u>\$ 31,949.8</u>	<u>\$ (9,175.2)</u>	<u>\$22,774.6</u>

(1) Represents the financial information of Harrah's Entertainment.

(2) Represents the removal of (i) the financial information of all subsidiaries of Harrah's Entertainment that are not a component of HOC, namely, captive insurance companies and the CMBS properties; and (ii) account balances at Harrah's Entertainment.

(3) Represents the financial information of HOC.

Harrah's Operating Company, Inc. (Successor)
Condensed Combined Statement of Operations
For the Three Months Ended
March 31, 2009
(Unaudited)

<u>(In millions)</u>	<u>Harrah's Entertainment⁽¹⁾</u>	<u>HET Parent and Other Harrah's Entertainment Subsidiaries and Accounts⁽²⁾</u>	<u>HOC⁽³⁾</u>
Revenues			
Casino	\$ 1,812.2	\$ (341.6)	\$1,470.6
Food and beverage	370.9	(133.9)	237.0
Rooms	274.7	(113.0)	161.7
Management fees	13.4	—	13.4
Other	139.5	(14.5)	125.0
Less: casino promotional allowances	(356.0)	100.8	(255.2)
Net revenues	<u>2,254.7</u>	<u>(502.2)</u>	<u>1,752.5</u>
Operating expenses			
Direct			
Casino	993.3	(165.0)	828.3
Food and beverage	143.8	(60.2)	83.6
Rooms	52.0	(24.3)	27.7
Property general, administrative and other	504.3	(109.8)	394.5
Depreciation and amortization	172.4	(38.4)	134.0
Write-downs, reserves and recoveries	27.4	(9.5)	17.9
Project opening costs	2.0	(0.2)	1.8
Corporate expense	30.3	(12.0)	18.3
Merger and integration costs	0.2	—	0.2
Income on interests in non-consolidated affiliates	(0.2)	(0.7)	(0.9)
Amortization of intangible assets	43.8	(14.9)	28.9
Total operating expenses	<u>1,969.3</u>	<u>(435.0)</u>	<u>1,534.3</u>
Income from operations	285.4	(67.2)	218.2
Interest expense, net of interest capitalized	(496.8)	66.5	(430.3)
Gain on early extinguishment of debt	1.2	—	1.2
Other income, including interest income	8.5	(0.3)	8.2
(Loss)/income from continuing operations before income taxes	(201.7)	(1.0)	(202.7)
Income tax benefit	74.3	(0.4)	73.9
(Loss)/income from continuing operations, net of tax	(127.4)	(1.4)	(128.8)
Discontinued operations, net of tax	(0.1)	—	(0.1)
Net (loss)/income	(127.5)	(1.4)	(128.9)
Less: net income attributable to non-controlling interests	(5.2)	1.3	(3.9)
Net loss attributable to Harrah's Operating Company, Inc.	<u>\$ (132.7)</u>	<u>\$ (0.1)</u>	<u>\$ (132.8)</u>

(1) Represents the financial information of Harrah's Entertainment.

(2) Represents the removal of (i) the financial information of all subsidiaries of Harrah's Entertainment that are not a component of HOC, namely, captive insurance companies and the CMBS properties; and (ii) accounts at Harrah's Entertainment.

(3) Represents the financial information of HOC.

Harrah's Operating Company, Inc. (Successor)
Condensed Pro Forma Combined Statement of Operations
For the Period from January 28, 2008
Through March 31, 2008
(Unaudited)

<u>(In millions)</u>	<u>Harrah's Entertainment ⁽¹⁾</u>	<u>HET Parent and Other Harrah's Entertainment Subsidiaries and Accounts ⁽²⁾</u>	<u>HOC ⁽³⁾</u>
Revenues			
Casino	\$ 1,465.7	\$ (304.4)	\$1,161.3
Food and beverage	301.3	(113.7)	187.6
Rooms	241.5	(104.5)	137.0
Management fees	12.1	—	12.1
Other	111.8	(18.0)	93.8
Less: casino promotional allowances	(291.9)	83.0	(208.9)
Net revenues	<u>1,840.5</u>	<u>(457.6)</u>	<u>1,382.9</u>
Operating expenses			
Direct			
Casino	776.6	(142.4)	634.2
Food and beverage	124.3	(52.1)	72.2
Rooms	50.4	(24.3)	26.1
Property general, administrative and other	409.9	(100.3)	309.6
Depreciation and amortization	124.2	(30.8)	93.4
Write-downs, reserves and recoveries	(158.8)	(8.6)	(167.4)
Project opening costs	2.8	(0.5)	2.3
Corporate expense	24.7	16.8	41.5
Merger and integration costs	17.0	—	17.0
Income on interests in non-consolidated affiliates	(0.7)	—	(0.7)
Amortization of intangible assets	32.3	(11.6)	20.7
Total operating expenses	<u>1,402.7</u>	<u>(353.8)</u>	<u>1,048.9</u>
Income from operations	437.8	(103.8)	334.0
Interest expense, net of interest capitalized	(467.9)	89.3	(378.6)
Losses on early extinguishments of debt	(211.3)	—	(211.3)
Other income, including interest income	7.7	(4.3)	3.4
(Loss)/income before income taxes	(233.7)	(18.8)	(252.5)
Income tax benefit	58.1	13.8	71.9
Loss/(income) from continuing operations, net of tax ⁽⁴⁾	(175.6)	(5.0)	(180.6)
Discontinued operations, net of tax	87.3	—	87.3
Net (loss)/income ⁽⁴⁾	(88.3)	(5.0)	(93.3)
Less: net loss/(income) attributable to non-controlling interests	1.4	1.3	2.7
Net loss attributable to Harrah's Operating Company, Inc.	<u>\$ (86.9)</u>	<u>\$ (3.7)</u>	<u>\$ (90.6)</u>

(1) Represents the financial information of Harrah's Entertainment.

(2) Represents the removal of (i) the financial information of all subsidiaries of Harrah's Entertainment that are not a component of HOC, namely, captive insurance companies, the CMBS properties and South Africa interests; and (ii) accounts at Harrah's Entertainment.

(3) Represents the financial information of HOC.

(4) Due to the January 1, 2009 adoption of a recent accounting pronouncement, certain 2008 amounts have been restated to conform to the 2009 presentation.

Harrah's Operating Company, Inc. (Predecessor)
Condensed Pro Forma Combined Statement of Operations
For the Period from January 1, 2008
Through January 27, 2008
(Unaudited)

<u>(In millions)</u>	<u>Harrah's Entertainment⁽¹⁾</u>	<u>HET Parent and Other Harrah's Entertainment Subsidiaries and Accounts⁽²⁾</u>	<u>Historical HOC⁽³⁾</u>	<u>CMBS Transactions⁽⁴⁾</u>	<u>London Clubs Transfer⁽⁵⁾</u>	<u>HOC Restructured</u>
Revenues						
Casino	\$ 614.6	\$ (29.5)	\$ 585.1	\$ (116.4)	\$ 25.2	\$ 493.9
Food and beverage	118.4	(4.7)	113.7	(41.1)	4.2	76.8
Rooms	96.4	(0.4)	96.0	(40.4)	—	55.6
Management fees	5.0	(0.1)	4.9	—	0.1	5.0
Other	42.7	(1.4)	41.3	(14.4)	0.9	27.8
Less: casino promotional allowances	(117.0)	1.8	(115.2)	30.0	(1.7)	(86.9)
Net revenues	<u>760.1</u>	<u>(34.3)</u>	<u>725.8</u>	<u>(182.3)</u>	<u>28.7</u>	<u>572.2</u>
Operating expenses						
Direct						
Casino	340.6	(24.5)	316.1	(55.4)	20.9	281.6
Food and beverage	50.5	(1.8)	48.7	(20.2)	1.6	30.1
Rooms	19.6	(0.2)	19.4	(8.9)	—	10.5
Property general, administrative and other	178.2	(2.0)	176.2	(42.0)	8.1	142.3
Depreciation and amortization	63.5	(1.6)	61.9	(16.0)	1.3	47.2
Write-downs, reserves and recoveries	4.7	—	4.7	(4.5)	—	0.2
Project opening costs	0.7	(0.7)	—	—	0.7	0.7
Corporate expense	8.5	—	8.5	(34.7)	—	(26.2)
Merger and integration costs	125.6	—	125.6	—	—	125.6
Income on interests in non-consolidated affiliates	(0.5)	—	(0.5)	—	—	(0.5)
Amortization of intangible assets	5.5	(0.2)	5.3	—	0.2	5.5
Total operating expenses	<u>796.9</u>	<u>(31.0)</u>	<u>765.9</u>	<u>(181.7)</u>	<u>32.8</u>	<u>617.0</u>
(Loss)/income from operations	(36.8)	(3.3)	(40.1)	(0.6)	(4.1)	(44.8)
Interest expense, net of interest capitalized	(89.7)	—	(89.7)	—	0.2	(89.5)
Other income (expense), including interest income	1.1	(3.3)	(2.2)	4.0	3.1	4.9
(Loss)/income before income taxes	(125.4)	(6.6)	(132.0)	3.4	(0.8)	(129.4)
Income tax benefit	26.0	(4.1)	21.9	(1.2)	1.0	21.7
(Loss)/income from continuing operations, net of tax ⁽⁶⁾	(99.4)	(10.7)	(110.1)	2.2	0.2	(107.7)
Discontinued operations, net of tax	0.1	—	0.1	—	—	0.1
Net (loss)/income ⁽⁶⁾	(99.3)	(10.7)	(110.0)	2.2	0.2	(107.6)
Less: net income attributable to non-controlling interests	(1.6)	0.9	(0.7)	0.2	(0.9)	(1.4)
Net (loss)/income attributable to Harrah's Operating Company, Inc.	<u>\$ (100.9)</u>	<u>\$ (9.8)</u>	<u>\$ (110.7)</u>	<u>\$ 2.4</u>	<u>\$ (0.7)</u>	<u>\$ (109.0)</u>

(1) Represents the financial information of Harrah's Entertainment.

- (2) Represents the removal of (i) the financial information of all subsidiaries of Harrah's Entertainment that are not a component of HOC, namely, captive insurance companies and London Clubs and its subsidiaries; and (ii) accounts at Harrah's Entertainment.
- (3) Represents the historical financial information of HOC.
- (4) Reflects the removal of the operating results of the CMBS properties, pursuant to the CMBS Transactions in which certain properties and operations of HOC were spun-off into a separate borrowing structure and held side-by-side with HOC under Harrah's Entertainment. The operating expenses of HOC include unallocated costs attributable to services that have been performed by HOC on behalf of the CMBS properties. These costs are primarily related to corporate functions such as accounting, tax, treasury, payroll and benefits administration, risk management, legal, and information management and technology. The CMBS spin-off reflects the push-down of corporate expense of \$34.7 million that was unallocated at January 27, 2008. Following the Merger, many of these services continue to be provided by HOC pursuant to a shared services agreement with the CMBS properties.
- (5) Reflects the inclusion of the London Clubs operating results pursuant to the London Clubs Transfer, in which London Clubs and its subsidiaries became subsidiaries of HOC.
- (6) Due to the January 1, 2009 adoption of a recent accounting pronouncement, certain 2008 amounts have been restated to conform to the 2009 presentation.

Harrah's Operating Company, Inc. (Successor)
Condensed Combined Statement of Cash Flows
For the Three Months Ended
March 31, 2009
(Unaudited)

<u>(In millions)</u>	<u>Harrah's Entertainment⁽¹⁾</u>	<u>HET Parent and Other Harrah's Entertainment Subsidiaries and Accounts⁽²⁾</u>	<u>HOC⁽³⁾</u>
Cash flows (used in)/provided by operating activities	\$ (22.0)	\$ (78.6)	\$ (100.6)
Cash flows from investing activities			
Land, buildings, riverboats and equipment additions	(128.3)	6.1	(122.2)
Proceeds from other asset sales	34.2	—	34.2
Decrease in construction payables	(15.7)	6.4	(9.3)
Other	(3.9)	1.0	(2.9)
Cash flows (used in)/provided by investing activities	<u>(113.7)</u>	<u>13.5</u>	<u>(100.2)</u>
Cash flows from financing activities			
Proceeds from issuance of long-term debt, net of issue costs	1,354.3	—	1,354.3
Repayments under lending agreements	(103.1)	—	(103.1)
Early extinguishments of debt	(1.5)	—	(1.5)
Scheduled debt retirements	(5.1)	—	(5.1)
Non-controlling interests' distributions, net of contributions	(2.0)	0.7	(1.3)
Other	2.1	—	2.1
Transfers (to)/from affiliates	—	(177.8)	(177.8)
Cash flows provided by financing activities	<u>1,244.7</u>	<u>(177.1)</u>	<u>1,067.6</u>
Cash flows from discontinued operations			
Cash flows from operating activities	(0.1)	—	(0.1)
Cash flows used in discontinued operations	<u>(0.1)</u>	<u>—</u>	<u>(0.1)</u>
Net increase in cash and cash equivalents	1,108.9	(242.2)	866.7
Cash and cash equivalents, beginning of period	650.5	(203.1)	447.4
Cash and cash equivalents, end of period	<u>\$ 1,759.4</u>	<u>\$ (445.3)</u>	<u>\$ 1,314.1</u>

(1) Represents the financial information of Harrah's Entertainment.

(2) Represents the removal of (i) the financial information of all subsidiaries of Harrah's Entertainment that are not a component of HOC, namely, captive insurance companies and the CMBS properties; and (ii) accounts at Harrah's Entertainment.

(3) Represents the financial information of HOC.

Harrah's Operating Company, Inc. (Successor)
Condensed Pro Forma Combined Statement of Cash Flows
For the Period from January 28, 2008
Through March 31, 2008
(Unaudited)

<u>(In millions)</u>	Harrah's Entertainment ⁽¹⁾	HET Parent and Other Harrah's Entertainment Subsidiaries and Accounts ⁽²⁾	HOC ⁽³⁾
Cash flows provided by operating activities	\$ 482.5	\$ 130.9	\$ 613.4
Cash flows from investing activities			
Land, buildings, riverboats and equipment additions	(229.6)	50.6	(179.0)
Insurance proceeds for hurricane losses from asset recovery	181.4	—	181.4
Payment for Merger	(17,604.2)	17,604.2	—
Proceeds from other asset sales	1.4	—	1.4
Increase in construction payables	13.0	(7.0)	6.0
Other	(3.1)	—	(3.1)
Cash flows used in/(provided by) investing activities	(17,641.1)	17,647.8	6.7
Cash flows from financing activities			
Proceeds from issuance of long-term debt, net of issue costs	20,972.1	(6,203.5)	14,768.6
Repayments under lending agreements	(6,922.1)	—	(6,922.1)
Early extinguishments of debt	(1,873.6)	—	(1,873.6)
Premiums paid on early extinguishments of debt	(235.6)	—	(235.6)
Equity contribution from buyout	6,007.0	(6,007.0)	—
Non-controlling interests' contributions, net	0.5	0.8	1.3
Excess tax benefit from stock equity plans	(50.5)	50.5	—
Other	7.1	(80.1)	(73.0)
Transfers (to)/from affiliates	—	(5,698.3)	(5,698.3)
Cash flows provided by/(used in) financing activities	17,904.9	(17,937.6)	(32.7)
Cash flows from discontinued operations			
Cash flows from operating activities	5.1	—	5.1
Cash flows provided by discontinued operations	5.1	—	5.1
Net increase in cash and cash equivalents	751.4	(158.9)	592.5
Cash and cash equivalents, beginning of period	610.9	(209.2)	401.7
Cash and cash equivalents, end of period	\$ 1,362.3	\$ (368.1)	\$ 994.2

(1) Represents the financial information of Harrah's Entertainment.

(2) Represents the removal of (i) the financial information of all subsidiaries of Harrah's Entertainment that are not a component of HOC, namely captive insurance companies, the CMBS properties and South Africa interests; and (ii) accounts at Harrah's Entertainment.

(3) Represents the financial information of HOC.

Harrah's Operating Company, Inc. (Predecessor)
Condensed Pro Forma Combined Statement of Cash Flows
For the Period from January 1, 2008
Through January 27, 2008
(Unaudited)

(In millions)	Harrah's Entertainment⁽¹⁾	HET Parent and Other Harrah's Subsidiaries and Accounts⁽²⁾	Historical HOC⁽³⁾	CMBS Transactions⁽⁴⁾	London Clubs Transfer⁽⁵⁾	HOC Restructured
Cash flows provided by/(used in) operating activities	\$ 7.2	\$ (69.3)	\$ (62.1)	\$ (1.7)	\$ 12.9	\$ (50.9)
Cash flows from investing activities						
Land, buildings, riverboats and equipment additions	(117.4)	18.3	(99.1)	26.6	(11.1)	(83.6)
Payments for businesses acquired, net of cash acquired	0.1	(0.1)	—	—	0.1	0.1
Proceeds from other asset sales	3.1	—	3.1	(3.0)	—	0.1
(Decrease)/increase in construction payables	(8.2)	—	(8.2)	10.9	—	2.7
Other	(1.7)	—	(1.7)	0.5	—	(1.2)
Cash flows used in investing activities	(124.1)	18.2	(105.9)	35.0	(11.0)	(81.9)
Cash flows from financing activities						
Proceeds from issuance of long-term debt, net of issue costs	11,316.3	—	11,316.3	—	—	11,316.3
Repayments under lending agreements	(11,288.8)	0.2	(11,288.6)	—	—	(11,288.6)
Early extinguishments of debt	(87.7)	—	(87.7)	—	—	(87.7)
Non-controlling interests' distributions, net of contributions	(1.6)	—	(1.6)	—	—	(1.6)
Proceeds from exercises of stock options	2.4	(2.4)	—	—	—	—
Excess tax benefit from stock equity plans	77.5	(77.5)	—	—	—	—
Transfers (to)/from affiliates	—	112.2	112.2	10.2	10.9	133.3
Other	(0.8)	—	(0.8)	—	—	(0.8)
Cash flows provided by financing activities	17.3	32.5	49.8	10.2	10.9	70.9
Cash flows from discontinued operations						
Cash flows from operating activities	0.5	—	0.5	—	—	0.5
Cash flows provided by discontinued operations	0.5	—	0.5	—	—	0.5
Net (decrease)/increase in cash and cash equivalents	(99.1)	(18.6)	(117.7)	43.5	12.8	(61.4)
Cash and cash equivalents, beginning of period	710.0	(137.2)	572.8	(132.7)	23.0	463.1
Cash and cash equivalents, end of period	<u>\$ 610.9</u>	<u>\$ (155.8)</u>	<u>\$ 455.1</u>	<u>\$ (89.2)</u>	<u>\$ 35.8</u>	<u>\$ 401.7</u>

- (1) Represents the financial information of Harrah's Entertainment.
- (2) Represents the removal of (i) the financial information of all subsidiaries of Harrah's Entertainment that have historically not been a component of HOC, namely, captive insurance companies and London Clubs and its subsidiaries; and (ii) accounts at Harrah's Entertainment.
- (3) Represents the financial information of HOC.
- (4) Reflects the removal of the operating results of the CMBS properties, pursuant to the CMBS Transactions in which certain properties and operations of HOC were spun-off into a separate borrowing structure and held side-by-side with HOC under Harrah's Entertainment. The operating expenses of HOC include unallocated costs attributable to services that have been performed by HOC on behalf of the CMBS properties. These costs are primarily related to corporate functions such as accounting, tax, treasury, payroll and benefits administration, risk management, legal, and information management and technology. Following the Merger, many of these services continue to be provided by HOC pursuant to a shared services agreement with the CMBS properties.
- (5) Reflects the inclusion of the London Clubs operating results pursuant to the London Clubs Transfer, in which London Clubs and its subsidiaries became subsidiaries of HOC.

In accordance with Generally Accepted Accounting Principles, we have separated our historical financial results for the Successor period and the Predecessor period; however, we have also combined the Successor and Predecessor periods results for the three months ended March 31, 2008, in the presentations below because we believe that it enables a meaningful presentation and comparison of results. We have reclassified certain amounts for prior periods to conform to our 2009 presentation.

Overall Summary Statement of Operations Information for HOC

<u>(In millions)</u>	Successor Three Months Ended Mar. 31, 2009	Successor Period Jan. 28, 2008 Through Mar. 31, 2008	Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008	Combined Three Months Ended Mar. 31, 2008	Percentage Increase/ (Decrease)
Casino revenues	\$ 1,470.6	\$ 1,161.3	\$ 493.9	\$ 1,655.2	(11.2)%
Net revenues	1,752.5	1,382.9	572.2	1,955.1	(10.4)%
Income/(loss) from operations	218.2	334.0	(44.8)	289.2	(24.6)%
Loss from continuing operations, net of tax	(128.8)	(180.6)	(107.7)	(288.3)	(55.3)%
Operating margin	12.5%	24.2%	(7.8)%	14.8%	(2.3)pts

First quarter 2009 revenues were impacted by the current economic environment, which has reduced customer spending, particularly in the Las Vegas and Atlantic City markets. The year-over-year improvement in losses from continuing operations, net of income tax, reflects the impact of company-wide cost savings initiatives in 2009 and the inclusion in first quarter 2008 of expense incurred in connection with the Merger, primarily related to the accelerated vesting of employee stock options, stock appreciation rights (“SARs”), and restricted stock, higher interest expense and losses on the early extinguishments of debt, partially offset by proceeds from the settlement of insurance claims related to hurricane damage in 2005.

The executive officers of HOC review operating results, assess performance and make decisions related to the allocation of resources on a property-by-property basis. We, therefore, believe that each property is an operating segment and that it is appropriate to aggregate and present our operations as one reportable segment. In order to provide more detail than would be possible on a consolidated basis, our properties have been grouped as follows to facilitate discussion of our operating results:

<u>Las Vegas</u>	<u>Atlantic City</u>	<u>Louisiana/Mississippi</u>	<u>Iowa/Missouri</u>
Caesars Palace	Showboat Atlantic City	Harrah’s New Orleans	Harrah’s St. Louis
Bally’s Las Vegas	Caesars Atlantic City	Harrah’s Louisiana Downs	Harrah’s North Kansas City
Imperial Palace	Bally’s Atlantic City	Horseshoe Bossier City	Harrah’s Council Bluffs
Bill’s Gamblin’ Hall & Saloon	Harrah’s Chester ⁽¹⁾	Grand Biloxi	Horseshoe Council Bluffs/ Bluffs Run
		Harrah’s Tunica	
		Horseshoe Tunica	
		Sheraton Tunica	
<u>Illinois/Indiana</u>	<u>Other Nevada</u>	<u>Managed/International/Other</u>	
Horseshoe Southern Indiana	Harrah’s Reno	Harrah’s Ak-Chin ⁽²⁾	
Harrah’s Joliet ⁽¹⁾	Harrah’s Lake Tahoe	Harrah’s Cherokee ⁽²⁾	
Harrah’s Metropolis	Harveys Lake Tahoe	Harrah’s Rincon ⁽²⁾	
Horseshoe Hammond	Bill’s Lake Tahoe	Conrad Punta del Este ⁽¹⁾	
		Casino Windsor ⁽³⁾	
		London Clubs International ⁽⁴⁾	

- (1) Not wholly-owned by Harrah's Entertainment.
- (2) Managed, not owned.
- (3) We have a 50 percent interest in Windsor Casino Limited, which manages this property. The province of Ontario owns the complex.
- (4) Operates 11 casino clubs in the United Kingdom, 3 in Egypt and 1 in South Africa.

Included in income from operations for each grouping are project opening costs and write-downs, reserves and recoveries. Project opening costs include costs incurred in connection with expansion and renovation projects at various properties. Write-downs, reserves and recoveries include various pretax charges to record asset impairments, contingent liability reserves, project write-offs, demolition costs, recoveries of previously recorded charges and other non-routine transactions.

Las Vegas Results

<u>(In millions)</u>	<u>Successor Three Months Ended Mar. 31, 2009</u>	<u>Successor Period Jan. 28, 2008 Through Mar. 31, 2008</u>	<u>Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008</u>	<u>Combined Three Months Ended Mar. 31, 2008</u>	<u>Percentage Increase/ (Decrease)</u>
Casino revenues	\$ 165.1	\$ 126.1	\$ 67.7	\$ 193.8	(14.8)%
Net revenues	305.2	260.5	118.5	379.0	(19.5)%
Income from operations	48.8	56.5	29.7	86.2	(43.4)%
Operating margin	16.0%	21.7%	25.1%	22.7%	(6.7)pts

First quarter revenues and income from operations were lower than in first quarter 2008, driven by lower spend per visitor and declines in the group-travel business. While hotel occupancy was strong for our Las Vegas group, average room rates declined.

An expansion and renovation of Caesars Palace Las Vegas is underway, which will include a hotel tower with approximately 660 rooms, including 75 luxury suites, 110,000 square feet of additional meeting and convention space, three 10,000-square-foot villas and an expanded pool and garden area. We will defer completion of the rooms in the hotel tower expansion as a result of current economic conditions impacting the Las Vegas tourism sector. The estimated total capital expenditures for the project, excluding the costs to complete the deferred rooms, are expected to be \$681.0 million, \$437.2 million of which had been spent as of March 31, 2009. The expansion is scheduled for completion in mid-summer 2009.

Atlantic City Results

<u>(In millions)</u>	<u>Successor Three Months Ended Mar. 31, 2009</u>	<u>Successor Period Jan. 28, 2008 Through Mar. 31, 2008</u>	<u>Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008</u>	<u>Combined Three Months Ended Mar. 31, 2008</u>	<u>Percentage Increase/ (Decrease)</u>
Casino revenues	\$ 357.5	\$ 324.9	\$ 128.7	\$ 453.6	(21.2)%
Net revenues	369.8	320.4	125.8	446.2	(17.1)%
Income from operations	25.3	45.0	8.0	53.0	(52.3)%
Operating margin	6.8%	14.0%	6.4%	11.9%	(5.1)pts

Combined revenues and income from operations for the three months ended March 31, 2009, were lower than in the first three months last year due to reduced visitor volume and spend per trip and higher operating costs. The Atlantic City market continues to be affected by competition from three slot parlors in eastern Pennsylvania and one in Yonkers, New York, and smoking restrictions in Atlantic City.

Louisiana/Mississippi Results

<u>(In millions)</u>	Successor Three Months Ended Mar. 31, 2009	Successor Period Jan. 28, 2008 Through Mar. 31, 2008	Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008	Combined Three Months Ended Mar. 31, 2008	Percentage Increase/ (Decrease)
Casino revenues	\$ 306.2	\$ 258.6	\$ 99.0	\$ 357.6	(14.4)%
Net revenues	334.5	274.5	106.1	380.6	(12.1)%
Income from operations	58.3	232.6	10.1	242.7	(76.0)%
Operating margin	17.4%	84.7%	9.5%	63.8%	(46.4)pts

Combined first quarter 2009 revenues from our properties in Louisiana and Mississippi were lower than in first quarter 2008 driven by lower visitor volume due to the current economic environment. First quarter 2008 income from operations includes insurance proceeds of \$185.4 million from the final settlement of claims related to the 2005 hurricanes. The proceeds are included in Write-downs, reserves and recoveries in our 2008 Consolidated Condensed Statement of Operations. Excluding the insurance proceeds in 2008 from the comparison, operating margin for the Louisiana/Mississippi group of properties improved 2.4 points as a result of cost savings initiatives.

Construction began in third quarter 2007 on Margaritaville Casino & Resort in Biloxi. We have halted construction on this project, and will continue to review and refine the project in light of the current economic environment, market conditions on the Gulf Coast and the current financing environment. We license the Margaritaville name from an entity affiliated with the singer/songwriter Jimmy Buffett. As of March 31, 2009, \$176.1 million had been spent on this project.

Iowa/Missouri Results

<u>(In millions)</u>	Successor Three Months Ended Mar. 31, 2009	Successor Period Jan. 28, 2008 Through Mar. 31, 2008	Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008	Combined Three Months Ended Mar. 31, 2008	Percentage Increase/ (Decrease)
Casino revenues	\$ 181.4	\$ 134.2	\$ 52.5	\$ 186.7	(2.8)%
Net revenues	193.6	143.0	55.8	198.8	(2.6)%
Income from operations	47.8	30.7	7.7	38.4	24.5%
Operating margin	24.7%	21.5%	13.8%	19.3%	5.4pts

Combined first quarter 2009 total revenues at our Iowa and Missouri properties were slightly lower than in last year's first quarter, but income from operations was higher than in the prior year first quarter due to cost savings initiatives.

Illinois/Indiana Results

(In millions)	Successor Three Months Ended	Successor Period Jan. 28, 2008 Through	Predecessor Period Jan. 1, 2008 Through	Combined Three Months Ended	Percentage Increase/ (Decrease)
	Mar. 31, 2009	Mar. 31, 2008	Jan. 27, 2008	Mar. 31, 2008	
Casino revenues	\$ 305.4	\$ 210.7	\$ 86.9	\$ 297.6	2.6%
Net revenues	303.3	208.1	85.5	293.6	3.3%
Income from operations	36.4	27.2	8.7	35.9	1.4%
Operating margin	12.0%	13.1%	10.2%	12.2%	(0.2)pt

Higher combined first quarter 2009 revenues were driven by the renovation and expansion at Horseshoe Hammond that opened in August 2008. Cost savings initiatives at other properties in the region contributed to the increase in income from operations, which was partially offset by the write-down of the value of assets that were taken out of service at Horseshoe Hammond.

Other Nevada Results

(In millions)	Successor Three Months Ended	Successor Period Jan. 28, 2008 Through	Predecessor Period Jan. 1, 2008 Through	Combined Three Months Ended	Percentage Increase/ (Decrease)
	Mar. 31, 2009	Mar. 31, 2008	Jan. 27, 2008	Mar. 31, 2008	
Casino revenues	\$ 57.6	\$ 57.3	\$ 19.5	\$ 76.8	(25.0)%
Net revenues	78.1	75.7	26.8	102.5	(23.8)%
Income/(loss) from operations	1.1	8.2	(1.9)	6.3	(82.5)%
Operating margin	1.4%	10.8%	(7.1)%	6.1%	(4.7)pts

First quarter 2009 revenues and income from operations from our Nevada properties outside of Las Vegas were lower than in first quarter 2008 due to lower customer spend per trip and higher costs aimed at attracting and retaining customers.

Managed/International/Other

(In millions)	Successor Three Months Ended	Successor Period Jan. 28, 2008 Through	Predecessor Period Jan. 1, 2008 Through	Combined Three Months Ended	Percentage Increase/ (Decrease)
	Mar. 31, 2009	Mar. 31, 2008	Jan. 27, 2008	Mar. 31, 2008	
Net revenues					
Managed	\$ 13.4	\$ 12.1	\$ 5.0	\$ 17.1	(21.6)%
International	110.6	57.2	45.9	103.1	7.3%
Other	44.0	31.4	2.8	34.2	28.7%
Total net revenues	\$ 168.0	\$ 100.7	\$ 53.7	\$ 154.4	8.8%
Income/(loss) from operations					
Managed	\$ 3.3	\$ 5.0	\$ 4.0	\$ 9.0	(63.3)%
International	8.8	(15.3)	0.5	(14.8)	N/M
Other	6.9	2.6	(12.2)	(9.6)	N/M
Total income/(loss) from operations	\$ 19.0	\$ (7.7)	\$ (7.7)	\$ (15.4)	N/M

N/M=Not Meaningful

Managed, international and other results include income from our managed properties, results of our international properties, certain marketing and administrative expenses, including development costs, and income from our non-consolidated affiliates. The decline in revenues for the period ended March 31, 2009, reflects the impact of the current economic environment on our managed and international properties. Income from operations improved in the 2009 period due to cost savings initiatives at our London Clubs properties, strong performance at Conrad Punta del Este Resort & Casino in Uruguay and lower development and administrative expenses.

Other Factors Affecting Net Income

(In millions)	Successor Three Months Ended Mar. 31, 2009	Successor Period Jan. 28, 2008 Through Mar. 31, 2008	Predecessor Period Jan. 1, 2008 Through Jan. 27, 2008	Combined Three Months Ended Mar. 31, 2008	Percentage Increase/ (Decrease)
<u>Income)/expense</u>					
Corporate expense	\$ 18.3	\$ 41.5	\$ (26.2)	\$ 15.3	19.6%
Merger and integration costs	0.2	17.0	125.6	142.6	(99.9)%
Amortization of intangible assets	28.9	20.7	5.5	26.2	10.3%
Interest expense, net	430.3	378.6	89.5	468.1	(8.1)%
(Gain)/losses on early extinguishments of debt	(1.2)	211.3	—	211.3	N/M
Other income	(8.2)	(3.4)	(4.9)	(8.3)	(1.2)%
Effective tax rate	36.5%	28.5%	16.8%	24.5%	12.0pts
Income/(loss) attributable to non-controlling interests	\$ 3.9	\$ (2.7)	\$ 1.4	\$ (1.3)	N/M
Discontinued operations, net of tax	0.1	(87.3)	(0.1)	(87.4)	N/M

N/M= Not Meaningful

2008 Merger and integration costs include costs in connection with the Merger, including the expense related to the accelerated vesting of employee stock options, SARs and restricted stock.

Amortization of intangible assets was higher in first quarter 2009 than in the first quarter last year due to finalization of the purchase price allocation in connection with the Merger. Until the finalization of the purchase price allocation in the fourth quarter of 2008, amortization was estimated based on a preliminary purchase price allocation.

Interest expense decreased in first quarter 2009 from 2008 due to 2008 losses resulting from changes in the fair value of our interest rate swap agreements prior to their designation as hedging instruments, partially offset by higher variable-rate debt in 2009. A change in interest rates on variable rate debt will impact our financial results. For example, assuming a constant outstanding balance for our variable-rate debt, excluding \$6.5 billion of variable-rate debt for which we have entered into interest rate swap agreements, for the next twelve months, a hypothetical 1% change in corresponding interest rates would change interest expense for the next twelve months by approximately \$11.4 million, or \$2.9 million per quarter. At March 31, 2009, our variable-rate debt, excluding \$6.5 billion of variable-rate debt for which we have entered into interest rate swap agreements, represents approximately 16% of our total debt, while our fixed-rate debt is approximately 84% of our total debt.

The gain on early extinguishment of debt in 2009 represents discounts related to the purchase of certain of our debt in the open market. Losses on early extinguishments of debt in 2008 represented premiums paid and the write-offs of unamortized deferred financing costs and market value premiums related to debt retired in connection with the Merger.

Other income includes higher interest income on the cash surrender value of life insurance policies in first quarter 2009. Other income in first quarter last year included receipt of a death benefit.

The effective tax benefit rate for the three months ended March 31, 2009, is higher than the federal statutory rate due primarily to permanent book/tax differences. The effective tax benefit rate for the three months ended March 31, 2008, was lower than the federal statutory rate due primarily to non-deductible merger costs, international income taxes, and state income taxes.

Income attributable to non-controlling interests reflects minority owners' shares of income from our majority owned subsidiaries.

First quarter 2008 Discontinued operations reflected insurance proceeds of \$87.4 million, after taxes, representing final settlement of claims resulting from hurricane damages to our gulf coast properties in Mississippi in 2005, one of which was subsequently sold by the Company.

COST SAVINGS INITIATIVES

In light of the severe economic downturn and adverse conditions in the travel and leisure industry generally, Harrah's Entertainment has undertaken a comprehensive cost reduction study that began in August 2008 examining all areas of our business, including organizational restructurings at our corporate and property operations, reduction of travel and

entertainment expenses, an examination of our corporate wide marketing expenses, and headcount reductions at property operations and corporate offices. To date, Harrah's Entertainment has identified \$555.0 million in estimated cost savings from these initiatives, of which approximately \$126.1 million had been realized as of March 31, 2009. In accordance with our shared services agreement with Harrah's Operating Company, Inc., \$399.6 million of these estimated cost savings and \$90.8 million of the realized cost savings have been allocated to Harrah's Operating Company, Inc. Harrah's Entertainment expects to implement most of the program directives and achieve approximately \$511.9 million in annual savings (of which approximately \$368.4 million will be allocated to Harrah's Operating Company, Inc.), on a run-rate basis, by the end of 2009.

CAPITAL SPENDING AND DEVELOPMENT

In addition to the development and expansion projects discussed in the OPERATING RESULTS AND DEVELOPMENT PLANS section, we also perform on-going refurbishment and maintenance at our casino entertainment facilities to maintain our quality standards, and we continue to pursue development and acquisition opportunities for additional casino entertainment facilities that meet our strategic and return on investment criteria. Prior to the receipt of necessary regulatory approvals, the costs of pursuing development projects are expensed as incurred. Construction-related costs incurred after the receipt of necessary approvals are capitalized and depreciated over the estimated useful life of the resulting asset. Project opening costs are expensed as incurred.

Our planned development projects, if they go forward, will require, individually and in the aggregate, significant capital commitments and, if completed, may result in significant additional revenues. The commitment of capital, the timing of completion and the commencement of operations of casino entertainment development projects are contingent upon, among other things, negotiation of final agreements and receipt of approvals from the appropriate political and regulatory bodies. We must also comply with covenants and restrictions set forth in our debt agreements. Cash needed to finance projects currently under development as well as additional projects being pursued is expected to be made available from operating cash flows, established debt programs (see DEBT AND LIQUIDITY), joint venture partners, specific project financing, guarantees of third-party debt and additional debt offerings. Our capital spending for the first three months of 2009 totaled approximately \$125.2 million. Estimated total capital expenditures for 2009 are expected to be between \$465 million and \$645 million.

DEBT AND LIQUIDITY

Our Condensed Combined Statement of Cash Flows and Condensed Pro Forma Combined Statement of Cash Flows reflect the impact on our consolidated operations of the success of our marketing programs and on-going cost containment focus and, in 2009, the impact of current economic conditions. For the first three months of 2009, we reported negative cash flows from operating activities of \$100.6 million compared to positive cash flows of \$562.5 million for the first three months of 2008.

We use the cash flows generated by the Company to fund debt services, to reinvest in existing properties for both refurbishment and expansion projects and to pursue additional growth opportunities via new development opportunities. When necessary, we supplement the cash flows generated by our operations with funds provided by financing activities to balance our cash requirements. Our ability to fund our operations, pay our debt obligations and fund planned capital expenditures depend, in part, on economic and other factors that are beyond our control, and recent disruptions in capital markets and restrictive covenants related to our existing debt could impact our ability to secure additional funds through financing activities. We cannot assure you that our business will generate sufficient cash flows from operations, or that future borrowings will be available to us to fund our liquidity needs and pay our indebtedness. If we are unable to meet our liquidity needs or pay our indebtedness when it is due, we may have to reduce or delay refurbishment and expansion projects, reduce expenses, sell assets or attempt to restructure our debt. In addition, we have pledged a significant portion of our assets as collateral under certain of our debt agreements, and if any of those lenders accelerate the repayment of borrowings, there can be no assurance that we will have sufficient assets to repay our indebtedness.

Our cash and cash equivalents totaled approximately \$1.3 billion at March 31, 2009.

We believe that our cash and cash equivalents balance, our cash flows from operations and the financing sources discussed herein, will be sufficient to meet our normal operating requirements during the next twelve months and to fund capital expenditures. In addition, we may consider issuing additional debt in the future to refinance existing debt or to finance specific capital projects.

Exchange offer subsequent to March 2009

On April 15, 2009, we completed private exchange offers to exchange approximately \$3.6 billion aggregate principal amount of new 10.0% Second-Priority Senior Secured Notes due 2018 for approximately \$5.4 billion principal amount of its outstanding debt due between 2010 and 2018. The new notes are guaranteed by Harrah's Entertainment and are secured on a second-priority lien basis by substantially all of HOC's and our subsidiaries' assets that secure the senior secured credit facilities. In addition to the exchange offers, a subsidiary of Harrah's Entertainment paid approximately \$97 million to purchase for cash certain notes of HOC with an aggregate principal amount of approximately \$523 million maturing between 2015 and 2017. The notes purchased pursuant to this tender offer will remain outstanding for HOC but will reduce Harrah's Entertainment's outstanding debt on a consolidated basis. Additionally, we paid approximately \$4.8 million in cash to purchase notes of approximately \$24 million aggregate principal amount from retail holders that were not eligible to participate in the exchange offers.

As a result of the exchange offers, we will record a pretax gain in the second quarter of 2009 of approximately \$4 billion arising from this early extinguishment of debt and will recognize a deferred tax liability of approximately \$1.4 billion related to the gain.

As a result of the receipt of the requisite consent of lenders having loans made under the Senior Unsecured Interim Loan Agreement ("Interim Loan Agreement") representing more than 50% of the sum of all loans outstanding under the Interim Loan Agreement, waivers or amendments of certain provisions of the Interim Loan Agreement to permit HOC, from time to time, to buy back loans at prices below par from specific lenders in the form of voluntary prepayments of the loans by HOC on a non-pro rata basis are now operative. Included in the exchanged debt discussed above are approximately \$297 million of 10.0% Second-Priority Senior Secured Notes that were exchanged for approximately \$442 million principal amount of loans surrendered in the exchange offer for loans outstanding under the Interim Loan Agreement. As a result of these transactions, all loans outstanding under the Interim Loan Agreement have been retired.

Under the American Recovery and Reinvestment Act of 2009 ("the Act"), the Company will receive temporary relief under the Delayed Recognition of Cancellation of Debt Income ("CODI") rules. The Act contains a provision that allows for a five-year deferral of CODI for debt reacquired in 2009, followed by recognition of CODI ratably over the succeeding five years. The provision applies for specified types of repurchases including the acquisition of a debt instrument for cash and the exchange of one debt instrument for another.

The following table presents our debt as of March 31, 2009, and as of April 15, 2009, after giving effect to the exchange and cash tender offers discussed above.

<u>(In millions)</u>	<u>As of March 31, 2009</u>	<u>Pro forma as of April 15, 2009</u>
Credit facilities		
Term loans, 3.52% - 4.46% at March 31, 2009, maturities to 2015	\$ 7,177.5	\$ 7,177.5
Revolving credit facility, 3.52% - 3.56% at March 31, 2009, maturity 2014	1,803.0	1,803.0
Subsidiary-guaranteed debt		
10.75% Senior Notes due 2016, including senior interim loans of \$342.6, 9.25% at March 31, 2009	4,542.7	743.5
10.75%/11.5% Senior PIK Toggle Notes due 2018, including senior interim loans of \$99.7, 10.0% at March 31, 2009	1,229.1	8.8
Secured Debt		
10.0% Second-Priority Senior Secured Notes, maturity 2018	544.6	544.8
10.0% Second-Priority Senior Secured Notes, maturity 2015	146.4	146.9
New 10.0% Second-Priority Senior Secured Notes, maturity 2018	—	1,350.1
6.0%, maturity 2010	25.0	25.0
4.25%–6.0% at March 31, 2009, maturities to 2035	4.3	4.3
Unsecured Senior Notes		
7.5%, maturity 2009	0.8	0.8
5.5%, maturity 2010	325.2	244.2
8.0%, maturity 2011	47.9	46.7
5.375%, maturity 2013	203.5	155.5
7.0%, maturity 2013	0.7	0.7
5.625%, maturity 2015	585.3	536.9
6.5%, maturity 2016	441.0	388.8
5.75%, maturity 2017	376.4	333.1
Floating Rate Contingent Convertible Senior Notes, maturity 2024	0.2	0.2
Unsecured Senior Subordinated Notes		
7.875%, maturity 2010	289.4	246.3
8.125%, maturity 2011	216.1	172.4
Other Unsecured Borrowings		
LIBOR plus 4.5%, maturity 2010	23.5	23.5
5.3% special improvement district bonds, maturity 2037	69.7	69.7
Other, various maturities	1.3	1.3
Capitalized Lease Obligations		
5.77%–10.0%, maturities to 2011	11.2	11.2
Total debt, net of unamortized discounts of \$1,253.4 and premium of \$77.4	18,064.8	14,035.2
Current portion of long-term debt	(376.1)	(376.1)
	<u>\$ 17,688.7</u>	<u>\$ 13,659.1</u>

In January 2009, \$5.1 million of our 7.5% Senior Notes matured and were retired, and \$3.0 million, face amount, of our 8.125% Senior Subordinated Notes due in 2011 were purchased in the open market and retired. A gain of \$1.2 million, representing discounts related to the early extinguishment of debt was recognized.

From time to time, we may retire portions of our outstanding debt in open market purchases, privately negotiated transactions or otherwise. These repurchases will be funded through available cash from operations and from our established debt programs. Such repurchases are dependent on prevailing market conditions, the Company's liquidity requirements, contractual restrictions and other factors.

In July 2008, we made the permitted election under the Indenture governing our 10.75%/11.5% Senior Toggle Notes due 2018 and the Interim Loan Agreement dated January 28, 2008, to pay all interest due on January 28, and February 1, 2009, for the loan in-kind. A similar election was made in January 2009 to pay the interest due August 1, 2009, for the 10.75%/11.5% Senior Toggle Notes due 2018 in-kind, and in March 2009, the election was made to pay the interest due April 28, 2009, on the Interim Loan Agreement in-kind. The Company intends to use the cash savings generated by this election for general corporate purposes, including the early retirement of other debt.

Credit Agreement

As of March 31, 2009, our senior secured credit facilities (the "Credit Facilities") provide for senior secured financing of up to \$9.18 billion, consisting of (i) senior secured term loan facilities in an aggregate principal amount of up to \$7.18 billion maturing on January 28, 2015 and (ii) a senior secured revolving credit facility in an aggregate principal amount of \$2.0 billion, maturing January 28, 2014, including both a letter of credit sub-facility and a swingline loan sub-facility. The Credit Facilities require scheduled quarterly payments on the term loans of \$18.125 million each for six years and three quarters, with the balance paid at maturity. In addition, we may request one or more incremental term loan facilities and/or increase commitments under our revolving facility in an aggregate amount of up to \$1.75 billion, subject to certain conditions and receipt of commitments by existing or additional financial institutions or institutional lenders. As of March 31, 2009, \$8.98 billion in borrowings was outstanding under the Credit Facilities with an additional \$0.2 billion committed to back letters of credit. After consideration of these borrowings and letters of credit, \$17.9 million of additional borrowing capacity was available to the Company under the Credit Facilities as of March 31, 2009.

All borrowings under our senior secured revolving credit facility are subject to the satisfaction of customary conditions, including the absence of a default and the accuracy of representations and warranties, and the requirements that such borrowing does not reduce the amount of obligations otherwise permitted to be secured under our senior secured credit facilities without ratably securing the notes retained subsequent to the Merger.

Borrowings under the Credit Facilities bear interest at a rate equal to the then-current LIBOR rate or at a rate equal to the alternate base rate, in each case plus an applicable margin. In addition, on a quarterly basis, we are required to pay each lender (i) a commitment fee in respect of any unused commitments under the revolving credit facility and (ii) a letter of credit fee in respect of the aggregate face amount of outstanding letters of credit under the revolving credit facility. As of March 31, 2009, the Credit Facilities bore interest based upon 300 basis points over LIBOR for the term loans and a portion of the revolver loan and 200 basis points over the alternate base rate for the remainder of the revolver loan and bore a commitment fee for unborrowed amounts of 50 basis points.

Derivative Instruments

We account for derivative instruments in accordance with Statement of Financial Accounting Standards ("SFAS") No. 133, "Accounting for Derivative Instruments and Hedging Activities," and all amendments thereto. SFAS No. 133 requires that all derivative instruments be recognized in the financial statements at fair value. Any changes in fair value are recorded in the statements of operations or in other comprehensive income/(loss), depending on whether the derivative is designated and qualifies for hedge accounting, the type of hedge transaction and the effectiveness of the hedge. The estimated fair values of our derivative instruments are based on market prices obtained from dealer quotes. Such quotes represent the estimated amounts we would receive or pay to terminate the contracts.

Our derivative instruments contain a credit risk that the counterparties may be unable to meet the terms of the agreements. We minimize that risk by evaluating the creditworthiness of our counterparties, which are limited to major banks and financial institutions. Our derivatives are recorded at their fair values, adjusted for the credit rating of the counterparty, if the derivative is an asset, or the Company, if the derivative is a liability.

We use interest rate swaps to manage the mix of our debt between fixed and variable rate instruments. As of March 31, 2009, we have ten interest rate swap agreements for notional amounts totaling \$6.5 billion. The difference to be paid or received under the terms of the interest rate swap agreements is accrued as interest rates change and recognized as an adjustment to interest expense for the related debt. Changes in the variable interest rates to be paid or received pursuant to the terms of the interest rate swap agreements will have a corresponding effect on future cash flows. The major terms of the interest rate swap agreements are as follows.

<u>Effective Date</u>	<u>Notional Amount (In millions)</u>	<u>Fixed Rate Paid</u>	<u>Variable Rate Received as of March 31, 2008</u>	<u>Next Reset Date</u>	<u>Maturity Date</u>
April 25, 2007	\$ 200	4.898%	1.159%	April 27, 2009	April 25, 2011
April 25, 2007	200	4.896%	1.159%	April 27, 2009	April 25, 2011
April 25, 2007	200	4.925%	1.159%	April 27, 2009	April 25, 2011
April 25, 2007	200	4.917%	1.159%	April 27, 2009	April 25, 2011
April 25, 2007	200	4.907%	1.159%	April 27, 2009	April 25, 2011
September 26, 2007	250	4.809%	1.159%	April 27, 2009	April 25, 2011
September 26, 2007	250	4.775%	1.159%	April 27, 2009	April 25, 2011
April 25, 2008	1,000	4.172%	1.159%	April 27, 2009	April 25, 2012
April 25, 2008	2,000	4.276%	1.159%	April 27, 2009	April 25, 2013
April 25, 2008	2,000	4.263%	1.159%	April 27, 2009	April 25, 2013

Until February 15, 2008, our interest rate swap agreements were not designated as hedging instruments; therefore, gains or losses resulting from changes in the fair value of the swaps were recognized in earnings in the period of the change. On February 15, 2008, eight of our interest rate swap agreements for notional amounts totaling \$3.5 billion were designated as cash flow hedging instruments and on April 1, 2008 the remaining swap agreements were designated as cash flow hedging instruments. Upon designation as cash flow hedging instruments, only any measured ineffectiveness is recognized in earnings in the period of change. Interest rate swaps increased our first quarter 2009 and 2008 interest expense by \$42.3 million and \$145.5 million, respectively.

Guarantees of Third-Party Debt and Other Obligations and Commitments

The tables below summarize, as of March 31, 2009, material additions to or changes in HOC's contractual obligations and other commitments, which were disclosed in Exhibit 99.1 in Harrah's Entertainment's 2008 Annual Report on Form 10-K.

<u>Contractual Obligations^(a) (In millions)</u>	<u>Increase/ (Decrease)</u>	<u>Total</u>
Debt, including capital lease obligations	\$1,160.2	\$19,282.8
Estimated interest payments ^(b)	(198.5)	9,030.4
Operating lease obligations	(21.6)	1,866.8
Purchase order obligations	(9.2)	22.4
Guaranteed payments to State of Louisiana	(15.0)	119.8
Construction commitments	(146.3)	536.5
Community reinvestment	(1.5)	123.1
Entertainment obligations	(11.1)	98.4
Other contractual obligations	269.4	588.9

- (a) In addition to the contractual obligations disclosed in this table, we have unrecognized tax benefits that, based on uncertainties associated with the items, we are unable to make reasonably reliable estimates of the period of potential cash settlements, if any, with taxing authorities.
- (b) Estimated interest for variable rate debt is based on rates at March 31, 2009. Estimated interest includes the estimated impact of our interest rate swap agreements.

<u>Other Commitments (In millions)</u>	<u>(Decrease)/ Increase</u>	<u>Total</u>
Letters of credit	\$ (13.4)	\$162.0
Minimum payments to tribes	(3.4)	38.1

The agreements pursuant to which we manage casinos on Indian lands contain provisions required by law that provide that a minimum monthly payment be made to the tribe. That obligation has priority over scheduled repayments of borrowings for development costs and over the management fee earned and paid to the manager. In the event that insufficient cash flow is generated by the operations to fund this payment, we must pay the shortfall to the tribe. Subject to certain limitations as to time, such advances, if any, would be repaid to us in future periods in which operations generate cash flow in excess of the required minimum payment. These commitments will terminate upon the occurrence of certain defined events, including termination of the management contract. Our aggregate monthly commitment for the minimum guaranteed payments, pursuant to these contracts for the three managed Indian-owned facilities now open, which extend for periods of up to 56 months from March 31, 2009, is \$1.2 million. Each of these casinos currently generates sufficient cash flows to cover all of its obligations, including its debt service.

DEBT COVENANT COMPLIANCE

Certain covenants contained in our credit agreement require the maintenance of a senior secured debt to last twelve months (LTM) Adjusted EBITDA (“Earnings Before Interest, Taxes, Depreciation and Amortization”), as defined in the agreements, ratio (“Senior Secured Leverage Ratio”). Certain covenants contained in our credit agreement governing our senior secured credit facilities, the indenture and other agreements governing our 10.0% Second-Priority Senior Secured Notes due 2015 and 2018 restrict our ability to take certain actions such as incurring additional debt or making acquisitions if we are unable to meet defined Adjusted EBITDA to Fixed Charges, senior secured debt to LTM Adjusted EBITDA and consolidated debt to LTM Adjusted EBITDA ratios. The covenants that restrict additional indebtedness and the ability to make future acquisitions require an LTM Adjusted EBITDA to Fixed Charges ratio (measured on a trailing four-quarter basis) of 2.0: 1.0. Failure to comply with these covenants can result in limiting our long-term growth prospects by hindering our ability to incur future indebtedness or grow through acquisitions.

We believe we are in compliance with our credit agreement and indentures, including the Senior Secured Leverage Ratio, as of March 31, 2009. If our LTM Adjusted EBITDA were to decline significantly from the level achieved at March 31, 2009, it could cause us to exceed the Senior Secured Leverage Ratio and could be an Event of Default under our credit agreement. However, we could implement certain actions in an effort to minimize the possibility of a breach of the Senior Secured Leverage Ratio, including reducing payroll and other operating costs, deferring or eliminating certain maintenance, delaying or deferring capital expenditures, or selling assets. In addition, under certain circumstances, our credit agreement allows us to apply the cash contributions received by HOC as a capital contribution to cure covenant breaches. However, there is no guarantee that such contributions will be able to be secured.

EBITDA is defined as income from continuing operations plus interest, income taxes, depreciation and amortization. EBITDA is not a recognized term under U.S. GAAP and does not purport to be an alternative to income from continuing operations as a measure of operating performance or to cash flows from operations as a measure of liquidity. Additionally, EBITDA is not intended to be a measure of free cash flow available for management’s discretionary use, as it does not consider certain cash requirements such as interest payments, tax payments and debt service requirements. Our presentation of EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under U.S. GAAP. Management believes EBITDA is helpful in highlighting trends because EBITDA excludes the results of decisions that are outside the control of operating management and can differ significantly from company to company depending on long-term strategic decisions regarding capital structure, the tax jurisdictions in which companies operate and capital investments. Management compensates for the limitations of using non-GAAP financial

measures by using them to supplement U.S. GAAP results to provide a more complete understanding of the factors and trends affecting the business than U.S. GAAP results alone. Because not all companies use identical calculations, these presentations of EBITDA may not be comparable to other similarly titled measures of other companies. LTM Adjusted EBITDA is defined as EBITDA further adjusted to exclude unusual items and other adjustments required or permitted in calculating covenant compliance under the indenture and other agreements governing the 10.0% Second-Priority Senior Notes and/or our senior secured credit facilities. We believe that the inclusion of supplementary adjustments to EBITDA applied in presenting LTM Adjusted EBITDA are appropriate to provide additional information to investors about certain material non-cash items and about unusual items that we do not expect to continue at the same level in the future. Because not all companies use identical calculations, our presentation of LTM Adjusted EBITDA may not be comparable to other similarly titled measures of other companies.

The following table reconciles Loss from continuing operations, net of tax and LTM Adjusted EBITDA of HOC for the twelve months ended March 31, 2009, and takes into consideration the CMBS Transactions and the London Clubs Transfer as if they had occurred at the beginning of the period.

**HARRAH'S OPERATING COMPANY, A WHOLLY OWNED SUBSIDIARY OF
HARRAH'S ENTERTAINMENT, INC.
SUPPLEMENTAL INFORMATION
RECONCILIATION OF LOSS FROM CONTINUING OPERATIONS, NET OF TAX TO LTM ADJUSTED EBITDA
(UNAUDITED)**

	(1)		(2)		(3)		(1)-(2)+(3) LTM	
	Successor	Predecessor	Successor	Combined	Predecessor	Successor		Combined
(In millions)	Three months Ended Mar. 31, 2009	Jan. 1, 2008 Through Jan. 27, 2008	Jan. 28, 2008 Through Mar. 31, 2008	Jan. 1, 2008 Through Mar. 31, 2008	Jan. 1, 2008 Through Jan. 27, 2008 ^(a)	Jan. 28, 2008 Through Dec. 31, 2008 ^{(a) (b)}	Jan. 1, 2008 Through Dec. 31, 2008 ^(b)	
Loss from continuing operations, net of tax	\$ (128.8)	\$ (107.7)	\$ (180.6)	\$ (288.3)	\$ (106.2)	\$ (3,390.5)	\$ (3,496.7)	\$ (3,337.2)
Net (income)/loss attributable to non-controlling interests	(3.9)	(1.4)	2.7	1.3	(1.4)	(6.4)	(7.8)	(13.0)
Interest expense, net of interest income	422.1	85.7	375.8	461.5	85.7	1,675.4	1,761.1	1,721.7
Benefit for income taxes	(73.9)	(21.7)	(71.9)	(93.6)	(21.6)	(378.5)	(400.1)	(380.4)
Depreciation and amortization	166.3	56.4	117.5	173.9	56.7	597.2	653.9	646.3
EBITDA	381.8	11.3	243.5	254.8	13.2	(1,502.8)	(1,489.6)	(1,362.6)
Project opening costs, abandoned projects and development costs ^(c)	1.8	0.9	2.2	3.1	0.9	30.0	30.9	29.6
Merger and integration costs	0.2	125.6	17.0	142.6	125.6	24.0	149.6	7.2
(Gain)/losses on early extinguishment of debt ^(d)	(1.2)	—	211.3	211.3	—	(742.1)	(742.1)	(954.6)
Net income/(loss) attributable to non-controlling interests, net of distributions ^(e)	1.7	0.8	(2.7)	(1.9)	0.8	(7.2)	(6.4)	(2.8)
Impairment of goodwill, intangible assets and investment securities	—	—	—	—	—	3,745.2	3,745.2	3,745.2
Non-cash expense for stock compensation benefits ^(f)	3.1	1.7	1.1	2.8	1.7	12.1	13.8	14.1
Income from insurance claims for hurricane losses ^(g)	—	—	(185.4)	(185.4)	—	(185.4)	(185.4)	—
Other non-recurring or non-cash items ^(h)	19.9	0.8	16.2	17.0	0.8	130.1	130.9	133.8
Pro forma adjustment for acquired, new or disposed properties ⁽ⁱ⁾								5.0
Pro forma adjustment for yet-to-be realized cost savings ⁽ⁱ⁾								308.7
LTM Adjusted EBITDA								<u>\$ 1,923.6</u>

a) Includes operating results of South Africa.

b) 2008 includes the impairment of goodwill and intangible assets.

c) Represents (i) project opening costs incurred in connection with expansion and renovation projects at various properties; (ii) write-off of abandoned development projects; and (iii) non-recurring strategic planning and restructuring costs.

d) Represents (i) the difference between the net book value and cash paid for notes exchanged and retired for cash; (ii) the difference between the net book value of the old notes and the fair market value of new notes issued; and (iii) the write-off of historical unamortized deferred financing costs and unamortized market value premiums/discounts.

e) Represents minority owners' share of income from our majority-owned subsidiaries, net of cash distributions to minority owners.

f) Represents non-cash compensation expense related to stock options.

g) Represents non-recurring insurance recoveries related to Hurricane Katrina.

- h) Represents the elimination of other non-recurring and non-cash items such as litigation awards and settlements, severance and relocation costs, excess gaming taxes, gains and losses from disposal of assets, income on interests in non-consolidated affiliates (net of distributions) and one-time costs relating to new state gaming legislation.
- i) Represents the full period estimated impact of newly completed construction projects.
- j) Represents the yet-to-be realized cost savings from our previously announced profitability improvement program.