



August 15, 2012

Caesars Entertainment Announces Proposed \$750 Million Debt Offering

LAS VEGAS, Aug. 15, 2012 /PRNewswire/ -- Caesars Entertainment Corporation (NASDAQ: CZR) ("**Caesars**" or the "**Company**") announced today that Caesars Operating Escrow LLC and Caesars Escrow Corporation (the "**Escrow Issuers**"), wholly owned unrestricted subsidiaries of Caesars Entertainment Operating Company, Inc. ("**CEOC**"), are proposing to issue \$750.0 million aggregate principal amount of 8 ½% senior secured notes due 2020 (the "**Notes**") in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the "**Securities Act**"). The offering is subject to market conditions and other factors.

(Logo: <http://photos.prnewswire.com/prnh/20120607/LA21221LOGO>)

Caesars intends to use the net proceeds from the offering to repay a portion of the outstanding borrowings under CEOC's senior secured credit facilities, to pay related fees and expenses and for general corporate purposes.

The Notes are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act, and outside the United States, only to non-U.S. investors pursuant to Regulation S. The Notes will not be initially registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from registration requirements or a transaction not subject to the registration requirements of the Securities Act or any state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

About Caesars

Caesars Entertainment is the world's most diversified casino-entertainment company. Since its beginning in Reno, Nevada, more than 74 years ago, Caesars has grown through development of new resorts, expansions, and acquisitions, and now operates casinos on four continents. The company's resorts operate primarily under the Caesars[®], Harrah's[®], and Horseshoe[®] brand names. Caesars also owns the World Series of Poker[®] and the London Clubs International family of casinos. Caesars Entertainment is focused on building loyalty and value with its guests through a unique combination of great service, excellent products, unsurpassed distribution, operational excellence, and technology leadership. Caesars Entertainment is committed to environmental sustainability and energy conservation and recognize the importance of being a responsible steward of the environment. For more information, please visit www.caesars.com.

This release includes "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. These statements contain words such as "may," "will," "project," "might," "expect," "believe," "anticipate," "intend," "could," "would," "estimate," "continue," "pursue," or the negative or other variations thereof or comparable terminology. In particular, they include statements relating to, among other things, future actions, new projects, strategies, future performance, the outcomes of contingencies, and future financial results of Caesars. These forward-looking statements are based on current expectations and projections about future events.

Investors are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties that cannot be predicted or quantified, and, consequently, the actual performance of Caesars may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, the following factors, as well as other factors described from time to time in the Company's reports filed with the Securities and Exchange Commission (including the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained therein):

- the impact of the Company's significant indebtedness;
- the impact, if any, of unfunded pension benefits under multi-employer pension plans;
- the effects of local and national economic, credit, and capital market conditions on the economy, in general, and on the

- gaming 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 the Company's properties;
 - the ability to timely and cost-effectively integrate companies that the Company acquires into its operations;
 - the ability to realize the expense reductions from cost savings programs;
 - access to available and reasonable financing on a timely basis;
 - changes in laws, including increased tax rates, smoking bans, regulations or accounting standards, third-party relations and approvals, and decisions, disciplines, and fines of courts, regulators, and governmental bodies;
 - litigation outcomes and judicial and governmental body actions, including gaming legislative action, referenda, regulatory disciplinary actions, and fines and taxation;
 - the ability of the Company's customer-tracking, customer loyalty, and yield-management programs to continue to increase customer loyalty and same-store or hotel sales;
 - the ability to recoup costs of capital investments through higher revenues;
 - acts of war or terrorist incidents, severe weather conditions, uprisings, or natural disasters;
 - access to insurance on reasonable terms for the Company's assets;
 - abnormal gaming holds ("gaming hold" is the amount of money that is retained by the casino from wagers by customers);
 - the potential difficulties in employee retention and recruitment as a result of the Company's substantial indebtedness or any other factor; and
 - the effects of competition, including locations of competitors and operating and market competition.

Any forward-looking statements are made pursuant to the Private Securities Litigation Reform Act of 1995 and, as such, speak only as of the date made. Caesars disclaims any obligation to update the forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date stated or, if no date is stated, as of the date of this press release.

SOURCE Caesars Entertainment Corporation

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