

Harrah's Iowa Arena Management, LLC  
Form T-3  
July 08, 2016

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

**FORM T-3**

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

**CAESARS ENTERTAINMENT OPERATING COMPANY, INC.**

**(Name of Applicant)\***

**One Caesars Palace Drive**

**Las Vegas, Nevada 89109**

**(Address of Principal Executive Offices)**

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

| <b>Title of Class</b>   | <b>Amount</b>        |
|---|----------------------|
| <b>First-Priority Senior Secured Floating Rate Notes Due<br/>2023</b> | <b>\$306,000,000</b> |

**Approximate date of proposed public offering:**

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

**John Payne**

**Chief Executive Officer**

**Caesars Entertainment Operating Company, Inc.**

**One Caesars Palace Drive**

**Las Vegas, Nevada 89109**

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

*Copies to:*

**Carol Anne Huff**

**Ana Sempertegui**

**Kirkland & Ellis LLP**

**300 N. LaSalle**

**Chicago, Illinois 60654**

**(312) 862-2000**

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

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

Caesars Entertainment Corporation ( *CEC* ), the parent of Caesars Entertainment Operating Company, Inc. ( *CEOC* ), is expected to give a modified collection guarantee in respect of the First-Priority Senior Secured Floating Rate Notes due 2023 (the *Notes* ) as of the Effective Date pursuant to a guaranty agreement and is a co-applicant on this Form T-3. In addition, the following direct and indirect subsidiaries of CEOC are expected to be guarantors (the *Expected Subsidiary Guarantors* ) and, together with CEC and CEOC, the *Applicants* ) of the Notes as of the Effective Date and are co-applicants on this Form T-3.

### Table of Co-Applicants

#### Name of Parent Guarantor

Caesars Entertainment Corporation

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

190 Flamingo, LLC

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

AJP Holdings, LLC

AJP Parent, LLC

B I Gaming Corporation

Bally's Midwest Casino, Inc.

Bally's Park Place, Inc.

Benco, Inc.

Biloxi Hammond, LLC

Biloxi Village Walk Development, LLC

BL Development Corp.

Boardwalk Regency Corporation

Caesars Entertainment Canada Holding, Inc.

Caesars Entertainment Finance Corp.

Caesars Entertainment Golf, Inc.

Caesars Entertainment Retail, Inc.

Caesars India Sponsor Company, LLC

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

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

Caesars New Jersey, Inc.

Caesars Palace Corporation

Caesars Palace Realty Corporation

Caesars Palace Sports Promotions, Inc.

Caesars Riverboat Casino, LLC

Caesars Trex, Inc.

Caesars United Kingdom, Inc.

Caesars World Marketing Corporation

Caesars World Merchandising, Inc.

Caesars World, Inc.

California Clearing Corporation

Casino Computer Programming, Inc.

Chester Facility Holding Company, LLC

Consolidated Supplies, Services and Systems

CZL Development Company, LLC

DCH Exchange, LLC

DCH Lender, LLC

Desert Palace, Inc.

Durante Holdings, LLC

East Beach Development Corporation

FHR Corporation

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

GCA Acquisition Subsidiary, Inc.

GNOC, Corp.

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

Grand Casinos of Mississippi, LLC Gulfport

Grand Casinos, Inc.

Grand Media Buying, Inc.

Harrah South Shore Corporation

Harrah's Arizona Corporation

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

Harrah's Bossier City Management Company, LLC

Harrah's Chester Downs Investment Company, LLC

Harrah's Chester Downs Management Company, LLC

Harrah's Illinois Corporation

Harrah's Interactive Investment Company

Harrah's International Holding Company, Inc.

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

Harrah's Iowa Arena Management, LLC

Harrah's Management Company

Harrah's Maryland Heights Operating Company

Harrah's MH Project, LLC

Harrah's NC Casino Company, LLC

Harrah's New Orleans Management Company

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

Harrah's Operating Company Memphis, LLC

Harrah's Pittsburgh Management Company

Harrah's Reno Holding Company, Inc.

Harrah's Shreveport Investment Company, LLC

Harrah's Shreveport Management Company, LLC

Harrah's Shreveport/Bossier City Holding Company, LLC

Harrah's Shreveport/Bossier City Investment Company, LLC

Harrah's Southwest Michigan Casino Corporation

Harrah's Travel, Inc.

Harrah's West Warwick Gaming Company, LLC

Harveys BR Management Company, Inc.

Harveys C.C. Management Company, Inc.

Harveys Iowa Management Company, Inc.

Harveys Tahoe Management Company, Inc.

H-BAY, LLC

HBR Realty Company, Inc.

HCAL, LLC

HCR Services Company, Inc.

HEI Holding Company One, Inc.

HEI Holding Company Two, Inc.

HHLV Management Company, LLC

Hole in the Wall, LLC

Horseshoe Entertainment

Horseshoe Gaming Holding, LLC

Horseshoe GP, LLC

Horseshoe Hammond, LLC



Horseshoe Shreveport, L.L.C.

HTM Holding, Inc.

Koval Holdings Company, LLC

Koval Investment Company, LLC

Las Vegas Golf Management, LLC

Las Vegas Resort Development, Inc.

LVH Corporation

Martial Development Corp.

Nevada Marketing, LLC

New Gaming Capital Partnership

Ocean Showboat, Inc.

Parball Corporation

PHW Manager, LLC

Players Bluegrass Downs, Inc.

Players Development, Inc.

Players Holding, LLC

Players International, LLC

Players LC, LLC

Players Maryland Heights Nevada, LLC

Players Resources, Inc.

Players Riverboat II, LLC

Players Riverboat Management, LLC

Players Riverboat, LLC

Players Services, Inc.

Reno Crossroads LLC

Reno Projects, Inc.

Rio Development Company, Inc.

Robinson Property Group Corp.

Roman Entertainment Corporation of Indiana

Roman Holding Corporation of Indiana

Showboat Atlantic City Mezz 1, LLC

Showboat Atlantic City Mezz 2, LLC

Showboat Atlantic City Mezz 3, LLC

Showboat Atlantic City Mezz 4, LLC

Showboat Atlantic City Mezz 5, LLC

Showboat Atlantic City Mezz 6, LLC

Showboat Atlantic City Mezz 7, LLC

Showboat Atlantic City Mezz 8, LLC

Showboat Atlantic City Mezz 9, LLC

Showboat Atlantic City Operating Company, LLC

Showboat Atlantic City Propco, LLC

Showboat Holding, Inc.

Southern Illinois Riverboat/Casino Cruises, Inc.

Tahoe Garage Propco, LLC

TRB Flamingo, LLC

Trigger Real Estate Corporation

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

Village Walk Construction, LLC

Winnick Holdings, LLC

Winnick Parent, LLC

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

### EXPLANATORY NOTE

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

## GENERAL

### 1. General Information.

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

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

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

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

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

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



## 2. Securities Act Exemption Applicable.

Prior to the Effective Date, the Applicants intend to offer, under the terms and subject to the conditions set forth in the Disclosure Statement and the Plan of Reorganization, an aggregate principal amount of up to \$306.0 million of Notes to holders of claims under CEOC's 11.25% Senior Secured Notes due 2017, 8.50% Senior Secured Notes due 2020 and 9.00% Senior Secured Notes due 2020 (collectively, the **Claims**). The Notes will be issued pursuant to the indenture to be qualified under this Form T-3 (the **Indenture**), a copy of which will be filed by amendment as Exhibit T3C to this application.

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

**AFFILIATIONS**

**3. Affiliates.**

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

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

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

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

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

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

## MANAGEMENT AND CONTROL

### 4. Directors and Executive Officers.

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

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

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

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

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

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

## 5. Principal Owners of Voting Securities.

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

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

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

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

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

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

## UNDERWRITERS

### 6. Underwriters.

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

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

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

## CAPITAL SECURITIES

### 7. Capitalization.

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

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

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

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At this time, it is not possible to provide the amount of CEOC LLC's limited liability company interests authorized and outstanding following the Effective Date. It is anticipated that, as of the Effective Date, CEOC LLC will have (i) issued the Notes and (ii) issued approximately up to \$547.0 million in aggregate principal amount of 8.50% Second-Priority Senior Secured Notes due 2024.

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

| <b>Title of Class</b>                       | <b>Amount<br/>Authorized</b> | <b>Amount<br/>Outstanding</b> |
|---|------------------------------|-------------------------------|
| Common Stock, par value \$0.01 per share    | 1,250,000,000                | 145,981,454                   |
| Preferred Stock, par value \$0.01 per share | 125,000,000                  |                               |

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

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

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

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

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

## INDENTURE SECURITIES

### 8. Analysis of Indenture Provisions.

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

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

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

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





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

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

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

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

(1) commences a voluntary case;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

*(c) Release of Collateral.*

Pursuant to Article XI of the Indenture, subject to certain subsections of Section 11.04(a) of the Indenture, Collateral may be released from the Lien and security interest created by the Security Documents and the Indenture at any time or from time to time in accordance with the provisions of the Indenture, the Security Documents, the First Lien Intercreditor Agreement and the MLSA Consent Agreement. In addition, upon the request of the Issuer pursuant to an Officer's Certificate certifying that all conditions precedent under the Indenture have been met, the Collateral Agent shall execute, deliver or acknowledge such instruments or releases to evidence the release of any Collateral permitted to be released pursuant to the Indenture or the Security Documents or the First Lien Intercreditor Agreement or the MLSA Consent Agreement: (1) to enable the Issuer or any Subsidiary Guarantor to consummate the disposition of such property or assets to a Person that is not the Issuer or a Subsidiary Guarantor to the extent not prohibited under the Indenture; (2) to release Excess Proceeds, Collateral Excess Proceeds, Excess Cash Flow and Net Debt Proceeds that remain unexpended after the conclusion of an Asset Sale Offer, Collateral Asset Sale Offer, Excess Cash Flow Offer or Net Debt Proceeds Offer conducted in accordance with the Indenture; (3) in respect of the property and assets of a Subsidiary Guarantor, upon the designation of such Subsidiary Guarantor to be an Unrestricted Subsidiary in accordance with the Indenture and the definition of Unrestricted Subsidiary, and such Subsidiary Guarantor shall be automatically released from its obligations hereunder and under the Security Documents; (4) in respect of the property or assets of the Issuer, upon the release or discharge of the Issuer's Notes Obligations in



accordance with the Indenture; (5) in respect of the property and assets of a Subsidiary Guarantor, upon the release or discharge of the Note Guarantee of such Subsidiary Guarantor in accordance with the Indenture; (6) in respect of any property or assets of the Issuer or a Subsidiary Guarantor that would constitute Collateral but is at such time not subject to a Lien securing First Priority Lien Obligations (other than the Notes Obligations), other than any property or assets that cease to be subject to a Lien securing First Priority Lien Obligations in connection with a Discharge of Senior Lender Claims; *provided* that if such property and assets are subsequently subject to a Lien securing First Priority Lien Obligations (other than Excluded Property), such property and assets shall subsequently constitute Collateral under the Indenture; and (7) as described under Article IX.

*(d) Satisfaction and Discharge.*

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

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

The Issuer shall deliver to the Trustee within 120 days after the end of each fiscal year of the Issuer, beginning with the fiscal year ending on December 31, 2017, an Officer's Certificate stating that in the course of the performance by the signer of his or her duties as an Officer of the Issuer he or she would normally have knowledge of any Default and whether or not the signer knows of any Default that occurred during such previous fiscal year. If he or she does, the certificate shall describe the Default, its status and what action the Issuer is taking or proposes to take with respect thereto. In addition, the Issuer is required to deliver to the Trustee, within 30 days after the occurrence thereof, written notice of any event which would constitute a Default, its status and what action the Issuer is taking or proposes to take with respect thereof.

**9. Other Obligors.**

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

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



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

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



**SIGNATURE**

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

(SEAL)

CAESARS ENTERTAINMENT OPERATING  
COMPANY, INC.

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

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

**SIGNATURE**

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

(SEAL)

CAESARS ENTERTAINMENT CORPORATION

Attest: /s/ Jill Eaton  
Name: Jill Eaton

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

**SIGNATURE**

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

(SEAL)

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

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

HARRAH S ILLINOIS CORPORATION  
HARRAH S INTERACTIVE INVESTMENT  
COMPANY  
HARRAH S INTERNATIONAL HOLDING  
COMPANY, INC.  
HARRAH S INVESTMENTS, INC.

HARRAH S MANAGEMENT COMPANY  
HARRAH S MARYLAND HEIGHTS  
OPERATING COMPANY  
HARRAH S NEW ORLEANS MANAGEMENT  
COMPANY  
HARRAH S PITTSBURGH MANAGEMENT  
COMPANY  
HARRAH S RENO HOLDING COMPANY, INC.  
HARRAH S SOUTHWEST MICHIGAN CASINO  
CORPORATION  
HARRAH S TRAVEL, INC.  
HARVEYS BR MANAGEMENT COMPANY,  
INC.  
HARVEYS C.C. MANAGEMENT COMPANY,  
INC.  
HARVEYS IOWA MANAGEMENT  
COMPANY, INC.  
HARVEYS TAHOE MANAGEMENT  
COMPANY, INC.  
HBR REALTY COMPANY, INC.  
HCR SERVICES COMPANY, INC.  
HEI HOLDING COMPANY ONE, INC.  
HEI HOLDING COMPANY TWO, INC.  
HTM HOLDING, INC.  
LAS VEGAS RESORT DEVELOPMENT, INC.  
LVH CORPORATION  
MARTIAL DEVELOPMENT CORP.  
OCEAN SHOWBOAT, INC.  
PARBALL CORPORATION  
PLAYERS BLUEGRASS DOWNS, INC.  
PLAYERS DEVELOPMENT, INC.  
PLAYERS RESOURCES, INC.  
PLAYERS SERVICES, INC.  
RENO PROJECTS, INC.  
RIO DEVELOPMENT COMPANY, INC.  
ROBINSON PROPERTY GROUP CORP.  
ROMAN ENTERTAINMENT CORPORATION  
OF INDIANA  
ROMAN HOLDING CORPORATION OF  
INDIANA  
SHOWBOAT ATLANTIC CITY MEZZ 1, LLC  
SHOWBOAT ATLANTIC CITY MEZZ 2, LLC  
SHOWBOAT ATLANTIC CITY MEZZ 3, LLC  
SHOWBOAT ATLANTIC CITY MEZZ 4, LLC  
SHOWBOAT ATLANTIC CITY MEZZ 5, LLC  
SHOWBOAT ATLANTIC CITY MEZZ 6, LLC  
SHOWBOAT ATLANTIC CITY MEZZ 7, LLC  
SHOWBOAT ATLANTIC CITY MEZZ 8, LLC  
SHOWBOAT ATLANTIC CITY MEZZ 9, LLC

SHOWBOAT ATLANTIC CITY OPERATING  
COMPANY, LLC  
SHOWBOAT ATLANTIC CITY PROPCO, LLC

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

By: /s/ John Payne

Name: John Payne

Title: President

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

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne  
Title: President



AJP HOLDINGS, LLC

By: AJP Parent, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

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

BILOXI HAMMOND, LLC

BILOXI VILLAGE WALK  
DEVELOPMENT, LLC

VILLAGE WALK CONSTRUCTION, LLC

By: Grand Casinos of Biloxi, LLC  
Sole Member

By: Grand Casinos, Inc.  
Sole Member

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

CAESARS INDIA SPONSOR COMPANY,  
LLC

By: California Clearing Corporation  
Sole Member

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

CAESARS RIVERBOAT CASINO, LLC

By: Roman Holding Corporation of Indiana  
Managing Member

By: /s/ John Payne

Name: John Payne

Title: President

CHESTER FACILITY HOLDING  
COMPANY, LLC

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

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne

Title: President

DURANTE HOLDINGS, LLC

By: AJP Holdings, LLC  
its Sole Member

By: AJP Parent, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne

Title: President

GRAND CASINOS OF BILOXI, LLC

GRAND CASINOS OF MISSISSIPPI,  
LLC GULFPORT

By: Grand Casinos, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne  
Title: President

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

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

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

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne  
Title: President

HARRAH S CHESTER DOWNS  
MANAGEMENT COMPANY, LLC

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

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne  
Title: President

HARRAH S NC CASINO COMPANY, LLC

By: Harrah s Management Company  
Managing Member

By: /s/ John Payne

Name: John Payne

Title: President

HARRAH S SHREVEPORT/BOSSIER CITY  
INVESTMENT COMPANY, LLC

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

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne

Title: President

HORSESHOE ENTERTAINMENT

By: New Gaming Capital Partnership  
General Partner

By: Horseshoe Gaming Holding, LLC  
General Partner

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne

Title: President

HORSESHOE GP, LLC

HORSESHOE HAMMOND, LLC

HORSESHOE SHREVEPORT, L.L.C.

By: Horseshoe Gaming Holding, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne  
Title: President

KOVAL INVESTMENT COMPANY, LLC

By: Koval Holdings Company, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne  
Title: President

LAS VEGAS GOLF MANAGEMENT, LLC

By: /s/ John Payne

Name: John Payne  
Title: Manager

NEW GAMING CAPITAL PARTNERSHIP

By: Horseshoe Gaming Holding, LLC  
General Partner

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

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

PHW MANAGER, LLC

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

PLAYERS HOLDING, LLC

By: Players International, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

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

PLAYERS LC, LLC

PLAYERS MARYLAND HEIGHTS  
NEVADA, LLC

PLAYERS RIVERBOAT MANAGEMENT,  
LLC

PLAYERS RIVERBOAT, LLC

By: Players Holding, LLC  
Sole Member

By: Players International, LLC  
Sole Member

By: Caesars Entertainment Operating  
Company, Inc.  
Sole Member

By: /s/ John Payne

Name: John Payne

Title: President

PLAYERS RIVERBOAT II, LLC

By: Players Riverboat Management, LLC

Member

By: Players Holding, LLC

Sole Member

By: Players International, LLC

Sole Member

By: Caesars Entertainment Operating  
Company, Inc.

Sole Member

By: /s/ John Payne

Name: John Payne

Title: President

By: Players Riverboat, LLC

Member

By: Players Holding, LLC

Sole Member

By: Players International, LLC

Sole Member

By: Caesars Entertainment Operating  
Company, Inc.

Sole Member

By: /s/ John Payne

Name: John Payne

Title: President



WINNICK HOLDINGS, LLC

By: Winnick Parent, LLC

Sole Member

By: Caesars Entertainment Operating  
Company, Inc.

Sole Member

By: /s/ John Payne

Name: John Payne

Title: President

**INDEX TO EXHIBITS**

| <b>Exhibit</b>  | <b>Description</b>  | <b>Filed<br/>Herewith</b> | <b>Incorporated By Reference<br/>Period</b> |               |                | <b>Filing Date</b> |
|-----------------|---|---------------------------|---|---------------|----------------|--------------------|
|                 |   |                           | <b>Form</b>                                 | <b>Ending</b> | <b>Exhibit</b> |                    |
| Exhibit T3A-1   | Amended and Restated Certificate of Incorporation of Caesars Entertainment Operating Company, Inc.                  |                           | CEOC 8-K                                    |               | 3.1            | 5/6/2014           |
| Exhibit T3A-2   | Second Amended and Restated Certificate of Incorporation of Caesars Entertainment Corporation                       |                           | CEC 10-K                                    | 12/31/2011    | 3.7            | 3/15/2012          |
| Exhibit T3A-3   | Articles of Organization of 190 Flamingo, LLC   |                           | CEOC S-4                                    |               | 3.204          | 10/29/2008         |
| Exhibit T3A-4   | Articles of Incorporation of 3535 LV Corp. (f/k/a Harrah's Imperial Palace)   |                           | CEOC S-4                                    |               | 3.144          | 10/29/2008         |
| Exhibit T3A-4.1 | Certificate of Amendment to Articles of Incorporation of 3535 LV Corp.  | X                         |   |               |                |                    |
| Exhibit T3A-5   | Certificate of Formation of AJP Holdings, LLC   |                           | CEOC S-4                                    |               | 3.17           | 10/29/2008         |
| Exhibit T3A-6   | Certificate of Formation of AJP Parent, LLC   |                           | CEOC S-4                                    |               | 3.19           | 10/29/2008         |
| Exhibit T3A-7   | Articles of Incorporation of B I Gaming Corporation   |                           | CEOC S-4                                    |               | 3.104          | 10/29/2008         |
| Exhibit T3A-8   | Certificate of Incorporation of Bally's Midwest Casino, Inc.  |                           | CEOC S-4                                    |               | 3.7            | 10/29/2008         |
| Exhibit T3A-9   | Certificate of Incorporation of Bally's Park Place, Inc., as amended  |                           | CEOC S-4                                    |               | 3.250          | 10/29/2008         |
| Exhibit T3A-10  | Articles of Incorporation of Benco, Inc., as amended  |                           | CEOC S-4                                    |               | 3.106          | 10/29/2008         |
| Exhibit T3A-11  | Certificate of Formation of Biloxi Hammond, LLC   |                           | CEOC S-4                                    |               | 3.21           | 10/29/2008         |
| Exhibit T3A-12  | Certificate of Formation of Biloxi Village Walk Development, LLC  |                           | CEOC S-4                                    |               | 3.23           | 10/29/2008         |
| Exhibit T3A-13  | Articles of Incorporation of BL Development Corp.   |                           | CEOC S-4                                    |               | 3.84           | 10/29/2008         |
| Exhibit T3A-14  | Certificate of Incorporation of Boardwalk Regency Corporation (f/k/a Desert Palace of New Jersey, Inc.), as amended |                           | CEOC S-4                                    |               | 3.252          | 10/29/2008         |

X

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|                     |   |          |       |            |
|---------------------|---|----------|-------|------------|
| Exhibit<br>T3A-14.1 | Certificate of Amendment to the<br>Certificate of Incorporation of Boardwalk<br>Regency Corporation |          |       |            |
| Exhibit T3A-15      | Articles of Incorporation of Caesars<br>Entertainment Canada Holding, Inc., as<br>amended           | CEOC S-4 | 3.112 | 10/29/2008 |
| Exhibit T3A-16      | Articles of Incorporation of Caesars<br>Entertainment Finance Corp., as amended                     | CEOC S-4 | 3.114 | 10/29/2008 |

| Exhibit          | Description   | Filed<br>Herewith | Incorporated By Reference<br>Period |        |  | Exhibit | Filing Date |
|------------------|---|-------------------|-------------------------------------|--------|--|---------|-------------|
|                  |   |                   | Form                                | Ending |  |         |             |
| Exhibit T3A-17   | Articles of Incorporation of Caesars Entertainment Golf, Inc., as amended   |                   | CEOC S-4                            |        |  | 3.108   | 10/29/2008  |
| Exhibit T3A-18   | Articles of Incorporation of Caesars Entertainment Retail, Inc., as amended   |                   | CEOC S-4                            |        |  | 3.116   | 10/29/2008  |
| Exhibit T3A-19   | Articles of Organization of Caesars India Sponsor Company, LLC  |                   | CEOC S-4                            |        |  | 3.206   | 10/29/2008  |
| Exhibit T3A-20   | Articles of Organization of Caesars License Company, LLC (f/k/a Harrah's License Company, LLC)                      |                   | CEOC S-4                            |        |  | 3.218   | 10/29/2008  |
| Exhibit T3A-20.1 | Amendment to Articles of Organization of Caesars License Company, LLC   | X                 |                                     |        |  |         |             |
| Exhibit T3A-21   | Articles of Incorporation of Caesars Marketing Services Corporation (f/k/a Harrah's Marketing Services Corporation) |                   | CEOC S-4                            |        |  | 3.154   | 10/29/2008  |
| Exhibit T3A-21.1 | Certificate of Amendment to Articles of Incorporation of Caesars Marketing Services Corporation                     | X                 |                                     |        |  |         |             |
| Exhibit T3A-22   | Certificate of Incorporation of Caesars New Jersey, Inc., as amended  |                   | CEOC S-4                            |        |  | 3.254   | 10/29/2008  |
| Exhibit T3A-23   | Certificate of Incorporation of Caesars Palace Corporation  |                   | CEOC S-4                            |        |  | 3.11    | 10/29/2008  |
| Exhibit T3A-24   | Articles of Incorporation of Caesars Palace Realty Corporation  |                   | CEOC S-4                            |        |  | 3.118   | 10/29/2008  |
| Exhibit T3A-24.1 | Certificate of Amendment to Articles of Incorporation of Caesars Palace Realty Corporation                          | X                 |                                     |        |  |         |             |
| Exhibit T3A-25   | Articles of Incorporation of Caesars Palace Sports Promotions, Inc., as amended                                     |                   | CEOC S-4                            |        |  | 3.120   | 10/29/2008  |
| Exhibit T3A-26   | Restated Articles of Organization of Caesars Riverboat Casino, LLC, as amended                                      |                   | CEOC S-4                            |        |  | 3.69    | 10/29/2008  |
| Exhibit T3A-27   | Certificate of Incorporation of Caesars Trex, Inc.  | X                 |                                     |        |  |         |             |
| Exhibit T3A-28   | Articles of Incorporation of Caesars United Kingdom, Inc.   |                   | CEOC S-4                            |        |  | 3.122   | 10/29/2008  |
| Exhibit T3A-29   | Certificate of Incorporation of Caesars World Marketing Corporation, as amended                                     |                   | CEOC S-4                            |        |  | 3.256   | 10/29/2008  |
| Exhibit T3A-30   |   |                   | CEOC S-4                            |        |  | 3.124   | 10/29/2008  |

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Articles of Incorporation of Caesars World  
Merchandising, Inc., as amended

|                |   |          |      |            |
|----------------|---|----------|------|------------|
| Exhibit T3A-31 | Amended and Restated Articles of<br>Incorporation of Caesars World, Inc., as<br>amended | CEOC S-4 | 3.59 | 10/29/2008 |
| Exhibit T3A-32 | Articles of Incorporation of California<br>Clearing Corporation                         | CEOC S-4 | 3.5  | 10/29/2008 |

| Exhibit          | Description   | Filed<br>Herewith | Incorporated By Reference<br>Period |        | Exhibit | Filing Date |
|------------------|---|-------------------|-------------------------------------|--------|---------|-------------|
|                  |   |                   | Form                                | Ending |         |             |
| Exhibit T3A-33   | Articles of Incorporation of Casino Computer Programming, Inc.  |                   | CEOC S-4                            |        | 3.63    | 10/29/2008  |
| Exhibit T3A-34   | Certificate of Formation of Chester Facility Holding Company, LLC                                       |                   | CEOC S-4                            |        | 3.25    | 10/29/2008  |
| Exhibit T3A-35   | Articles of Incorporation of Consolidated Supplies, Services and Systems                                |                   | CEOC S-4                            |        | 3.128   | 10/29/2008  |
| Exhibit T3A-36   | Certificate of Formation of CZL Development Company, LLC  | X                 |                                     |        |         |             |
| Exhibit T3A-37   | Articles of Organization of DCH Exchange, LLC   |                   | CEOC S-4                            |        | 3.210   | 10/29/2008  |
| Exhibit T3A-38   | Articles of Organization of DCH Lender, LLC   |                   | CEOC S-4                            |        | 3.298   | 10/29/2008  |
| Exhibit T3A-39   | Articles of Incorporation of Desert Palace, Inc., as amended  |                   | CEOC S-4                            |        | 3.130   | 10/29/2008  |
| Exhibit T3A-40   | Articles of Organization of Durante Holdings, LLC   |                   | CEOC S-4                            |        | 3.300   | 10/29/2008  |
| Exhibit T3A-41   | Articles of Incorporation of East Beach Development Corporation   |                   | CEOC S-4                            |        | 3.96    | 10/29/2008  |
| Exhibit T3A-42   | Articles of Incorporation of FHR Corporation  |                   | CEOC S-4                            |        | 3.134   | 10/29/2008  |
| Exhibit T3A-43   | Articles of Incorporation of Flamingo-Laughlin, Inc. (f/k/a Flamingo Hilton-Laughlin, Inc.), as amended |                   | CEOC S-4                            |        | 3.136   | 10/29/2008  |
| Exhibit T3A-43.1 | Certificate of Amendment to Articles of Incorporation of Flamingo-Laughlin, Inc.                        | X                 |                                     |        |         |             |
| Exhibit T3A-44   | Articles of Incorporation of GCA Acquisition Subsidiary, Inc.   |                   | CEOC S-4                            |        | 3.86    | 10/29/2008  |
| Exhibit T3A-45   | Certificate of Incorporation of GNOC, Corp., as amended   |                   | CEOC S-4                            |        | 3.258   | 10/29/2008  |
| Exhibit T3A-46   | Articles of Organization of Grand Casinos of Biloxi, LLC  | X                 |                                     |        |         |             |
| Exhibit T3A-47   | Certificate of Formation of Grand Casinos of Mississippi, LLC Gulfport                                  |                   | CEOC S-4                            |        | 3.100   | 10/29/2008  |
| Exhibit T3A-48   | Second Amended and Restated Articles of Incorporation of Grand Casinos, Inc.                            |                   | CEOC S-4                            |        | 3.88    | 10/29/2008  |
| Exhibit T3A-49   | Second Amended and Restated Articles of Incorporation of Grand Media Buying, Inc.                       |                   | CEOC S-4                            |        | 3.90    | 10/29/2008  |

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|                |  |          |       |            |
|----------------|--|----------|-------|------------|
| Exhibit T3A-50 | Articles of Incorporation of Harrah South<br>Shore Corporation, as amended | CEOC S-4 | 3.268 | 10/29/2008 |
| Exhibit T3A-51 | Articles of Incorporation of Harrah s<br>Arizona Corporation               | CEOC S-4 | 3.140 | 10/29/2008 |

| Exhibit        | Description   | Filed<br>Herewith | Incorporated By Reference<br>Period |        |  | Exhibit | Filing Date |
|----------------|---|-------------------|-------------------------------------|--------|--|---------|-------------|
|                |   |                   | Form                                | Ending |  |         |             |
| Exhibit T3A-52 | Articles of Organization of Harrah's Bossier City Investment Company, L.L.C.                                    |                   | CEOC S-4                            |        |  | 3.75    | 10/29/2008  |
| Exhibit T3A-53 | Articles of Organization of Harrah's Bossier City Management Company, LLC                                       |                   | CEOC S-4                            |        |  | 3.214   | 10/29/2008  |
| Exhibit T3A-54 | Certificate of Formation of Harrah's Chester Downs Investment Company, LLC, as amended                          |                   | CEOC S-4                            |        |  | 3.27    | 10/29/2008  |
| Exhibit T3A-55 | Articles of Organization of Harrah's Chester Downs Management Company, LLC                                      |                   | CEOC S-4                            |        |  | 3.216   | 10/29/2008  |
| Exhibit T3A-56 | Articles of Incorporation of Harrah's Illinois Corporation  |                   | CEOC S-4                            |        |  | 3.142   | 10/29/2008  |
| Exhibit T3A-57 | Articles of Incorporation of Harrah's Interactive Investment Company  |                   | CEOC S-4                            |        |  | 3.146   | 10/29/2008  |
| Exhibit T3A-58 | Certificate of Incorporation of Harrah's International Holding Company, Inc.                                    |                   | CEOC S-4                            |        |  | 3.13    | 10/29/2008  |
| Exhibit T3A-59 | Articles of Incorporation of Harrah's Investments, Inc. (f/k/a Harrah's Wheeling Corporation), as amended       |                   | CEOC S-4                            |        |  | 3.148   | 10/29/2008  |
| Exhibit T3A-60 | Certificate of Formation of Harrah's Iowa Arena Management, LLC   | X                 |                                     |        |  |         |             |
| Exhibit T3A-61 | Articles of Incorporation of Harrah's Management Company, as amended  |                   | CEOC S-4                            |        |  | 3.152   | 10/29/2008  |
| Exhibit T3A-62 | Articles of Incorporation of Harrah's Maryland Heights Operating Company, as amended                            |                   | CEOC S-4                            |        |  | 3.156   | 10/29/2008  |
| Exhibit T3A-63 | Certificate of Formation of Harrah's MH Project, LLC  |                   | CEOC S-4                            |        |  | 3.31    | 10/29/2008  |
| Exhibit T3A-64 | Articles of Organization of Harrah's NC Casino Company, LLC   |                   | CEOC S-4                            |        |  | 3.266   | 10/29/2008  |
| Exhibit T3A-65 | Articles of Incorporation of Harrah's New Orleans Management Company, as amended                                |                   | CEOC S-4                            |        |  | 3.158   | 10/29/2008  |
| Exhibit T3A-66 | Articles of Organization of Harrah's North Kansas City LLC (f/k/a Harrah's North Kansas City I LLC), as amended |                   | CEOC S-4                            |        |  | 3.102   | 10/29/2008  |
| Exhibit T3A-67 | Certificate of Formation of Harrah's Operating Company Memphis, LLC   |                   | CEOC S-4                            |        |  | 3.33    | 10/29/2008  |



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|                |   |          |       |            |
|----------------|---|----------|-------|------------|
| Exhibit T3A-68 | Articles of Incorporation of Harrah's Pittsburgh Management Company, as amended | CEOC S-4 | 3.160 | 10/29/2008 |
| Exhibit T3A-69 | Articles of Incorporation of Harrah's Reno Holding Company, Inc., as amended    | CEOC S-4 | 3.162 | 10/29/2008 |
| Exhibit T3A-70 | Articles of Organization of Harrah's Shreveport Investment Company, LLC         | CEOC S-4 | 3.220 | 10/29/2008 |

| Exhibit        | Description  | Filed<br>Herewith | Incorporated By Reference<br>Period |        | Exhibit | Filing Date |
|----------------|--|-------------------|-------------------------------------|--------|---------|-------------|
|                |  |                   | Form                                | Ending |         |             |
| Exhibit T3A-71 | Articles of Organization of Harrah's Shreveport Management Company, LLC                          |                   | CEOC S-4                            |        | 3.222   | 10/29/2008  |
| Exhibit T3A-72 | Certificate of Formation of Harrah's Shreveport/Bossier City Holding Company, LLC                |                   | CEOC S-4                            |        | 3.35    | 10/29/2008  |
| Exhibit T3A-73 | Certificate of Formation of Harrah's Shreveport/Bossier City Investment Company, LLC, as amended |                   | CEOC S-4                            |        | 3.37    | 10/29/2008  |
| Exhibit T3A-74 | Articles of Incorporation of Harrah's Southwest Michigan Casino Corporation                      |                   | CEOC S-4                            |        | 3.164   | 10/29/2008  |
| Exhibit T3A-75 | Articles of Incorporation of Harrah's Travel, Inc.   |                   | CEOC S-4                            |        | 3.166   | 10/29/2008  |
| Exhibit T3A-76 | Certificate of Formation of Harrah's West Warwick Gaming Company, LLC                            |                   | CEOC S-4                            |        | 3.43    | 10/29/2008  |
| Exhibit T3A-77 | Articles of Incorporation of Harveys BR Management Company, Inc.                                 |                   | CEOC S-4                            |        | 3.172   | 10/29/2008  |
| Exhibit T3A-78 | Articles of Incorporation of Harveys C.C. Management Company, Inc., as amended                   |                   | CEOC S-4                            |        | 3.174   | 10/29/2008  |
| Exhibit T3A-79 | Articles of Incorporation of Harveys Iowa Management Company, Inc.                               |                   | CEOC S-4                            |        | 3.176   | 10/29/2008  |
| Exhibit T3A-80 | Articles of Incorporation of Harveys Tahoe Management Company, Inc.                              |                   | CEOC S-4                            |        | 3.292   | 10/29/2008  |
| Exhibit T3A-81 | Articles of Organization of H-BAY, LLC   |                   | CEOC S-4                            |        | 3.224   | 10/29/2008  |
| Exhibit T3A-82 | Articles of Incorporation of HBR Realty Company, Inc.  |                   | CEOC S-4                            |        | 3.178   | 10/29/2008  |
| Exhibit T3A-83 | Articles of Organization of HCAL, LLC  |                   | CEOC S-4                            |        | 3.225   | 10/29/2008  |
| Exhibit T3A-84 | Articles of Incorporation of HCR Services Company, Inc.  |                   | CEOC S-4                            |        | 3.180   | 10/29/2008  |
| Exhibit T3A-85 | Articles of Incorporation of HEI Holding Company One, Inc.                                       |                   | CEOC S-4                            |        | 3.182   | 10/29/2008  |
| Exhibit T3A-86 | Articles of Incorporation of HEI Holding Company Two, Inc.                                       |                   | CEOC S-4                            |        | 3.184   | 10/29/2008  |
| Exhibit T3A-87 | Articles of Organization of HHLV Management Company, LLC, as amended                             |                   | CEOC S-4                            |        | 3.227   | 10/29/2008  |
| Exhibit T3A-88 | Articles of Organization of Hole in the Wall, LLC  |                   | CEOC S-4                            |        | 3.229   | 10/29/2008  |
| Exhibit T3A-89 |  |                   | CEOC S-4                            |        | 3.83    | 10/29/2008  |

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Certificate of Limited Partnership of  
Horseshoe Entertainment

Exhibit T3A-90 Certificate of Formation of Horseshoe  
Gaming Holding, LLC

CEOC S-4

3.44 10/29/2008

| Exhibit         | Description  | Filed<br>Herewith | Incorporated By Reference<br>Period |        | Exhibit | Filing Date |
|-----------------|--|-------------------|-------------------------------------|--------|---------|-------------|
|                 |  |                   | Form                                | Ending |         |             |
| Exhibit T3A-91  | Articles of Organization of Horseshoe GP, LLC  |                   | CEOC S-4                            |        | 3.231   | 10/29/2008  |
| Exhibit T3A-92  | Articles of Incorporation of Horseshoe Hammond, LLC, as amended                      |                   | CEOC S-4                            |        | 3.71    | 10/29/2008  |
| Exhibit T3A-93  | Articles of Organization of Horseshoe Shreveport, L.L.C.                             |                   | CEOC S-4                            |        | 3.77    | 10/29/2008  |
| Exhibit T3A-94  | Articles of Incorporation of HTM Holding, Inc.                                       |                   | CEOC S-4                            |        | 3.294   | 10/29/2008  |
| Exhibit T3A-95  | Certificate of Formation of Koval Holdings Company, LLC                              |                   | CEOC S-4                            |        | 3.48    | 10/29/2008  |
| Exhibit T3A-96  | Articles of Organization of Koval Investment Company, LLC                            |                   | CEOC S-4                            |        | 3.233   | 10/29/2008  |
| Exhibit T3A-97  | Articles of Organization of Las Vegas Golf Management, LLC                           |                   | CEOC S-4                            |        | 3.235   | 10/29/2008  |
| Exhibit T3A-98  | Amended and Restated Articles of Incorporation of Las Vegas Resort Development, Inc. |                   | CEOC S-4                            |        | 3.186   | 10/29/2008  |
| Exhibit T3A-99  | Articles of Incorporation of LVH Corporation   |                   | CEOC S-4                            |        | 3.188   | 10/29/2008  |
| Exhibit T3A-100 | Certificate of Incorporation of Martial Development Corp.                            |                   | CEOC S-4                            |        | 3.260   | 10/29/2008  |
| Exhibit T3A-101 | Articles of Organization of Nevada Marketing, LLC, as amended                        |                   | CEOC S-4                            |        | 3.237   | 10/29/2008  |
| Exhibit T3A-102 | Certificate of Limited Partnership of New Gaming Capital Partnership, as amended     |                   | CEOC S-4                            |        | 3.248   | 10/29/2008  |
| Exhibit T3A-103 | Certificate of Incorporation of Ocean Showboat, Inc., as amended                     |                   | CEOC S-4                            |        | 3.304   | 10/29/2008  |
| Exhibit T3A-104 | Articles of Incorporation of Parball Corporation                                     |                   | CEOC S-4                            |        | 3.190   | 10/29/2008  |
| Exhibit T3A-105 | Articles of Organization of PHW Manager, LLC   | X                 |                                     |        |         |             |
| Exhibit T3A-106 | Articles of Incorporation of Players Bluegrass Downs, Inc.                           |                   | CEOC S-4                            |        | 3.73    | 10/29/2008  |
| Exhibit T3A-107 | Articles of Incorporation of Players Development, Inc.                               |                   | CEOC S-4                            |        | 3.192   | 10/29/2008  |
| Exhibit T3A-108 | Articles of Organization of Players Holding, LLC                                     |                   | CEOC S-4                            |        | 3.239   | 10/29/2008  |

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|                    |   |          |       |            |
|--------------------|---|----------|-------|------------|
| Exhibit<br>T3A-109 | Articles of Organization of Players<br>International, LLC | CEOC S-4 | 3.240 | 10/29/2008 |
| Exhibit<br>T3A-110 | Articles of Organization of Players LC,<br>LLC            | CEOC S-4 | 3.241 | 10/29/2008 |

| Exhibit            | Description  | Filed<br>Herewith | Incorporated By Reference<br>Period |        |  | Exhibit | Filing Date |
|--------------------|--|-------------------|-------------------------------------|--------|--|---------|-------------|
|                    |  |                   | Form                                | Ending |  |         |             |
| Exhibit<br>T3A-111 | Articles of Organization of Players<br>Maryland Heights Nevada, LLC        |                   | CEOC S-4                            |        |  | 3.242   | 10/29/2008  |
| Exhibit<br>T3A-112 | Articles of Incorporation of Players<br>Resources, Inc.                    |                   | CEOC S-4                            |        |  | 3.194   | 10/29/2008  |
| Exhibit<br>T3A-113 | Articles of Organization of Players<br>Riverboat II, LLC                   |                   | CEOC S-4                            |        |  | 3.82    | 10/29/2008  |
| Exhibit<br>T3A-114 | Articles of Organization of Players<br>Riverboat Management, LLC           |                   | CEOC S-4                            |        |  | 3.243   | 10/29/2008  |
| Exhibit<br>T3A-115 | Articles of Organization of Players<br>Riverboat, LLC                      |                   | CEOC S-4                            |        |  | 3.244   | 10/29/2008  |
| Exhibit<br>T3A-116 | Certificate of Incorporation of Players<br>Services, Inc.                  |                   | CEOC S-4                            |        |  | 3.262   | 10/29/2008  |
| Exhibit<br>T3A-117 | Certificate of Formation of Reno<br>Crossroads LLC                         |                   | CEOC S-4                            |        |  | 3.50    | 10/29/2008  |
| Exhibit<br>T3A-118 | Articles of Incorporation of Reno Projects,<br>Inc.                        |                   | CEOC S-4                            |        |  | 3.196   | 10/29/2008  |
| Exhibit<br>T3A-119 | Articles of Incorporation of Rio<br>Development Company, Inc., as amended  |                   | CEOC S-4                            |        |  | 3.198   | 10/29/2008  |
| Exhibit<br>T3A-120 | Articles of Incorporation of Robinson<br>Property Group Corp.              |                   | CEOC S-4                            |        |  | 3.98    | 10/29/2008  |
| Exhibit<br>T3A-121 | Articles of Incorporation of Roman<br>Entertainment Corporation of Indiana |                   | CEOC S-4                            |        |  | 3.65    | 10/29/2008  |
| Exhibit<br>T3A-122 | Articles of Incorporation of Roman<br>Holding Corporation of Indiana       |                   | CEOC S-4                            |        |  | 3.67    | 10/29/2008  |
| Exhibit<br>T3A-123 | Certificate of Formation of Showboat<br>Atlantic City Mezz 1, LLC          |                   | CEOC S-4                            |        |  | 3.270   | 10/29/2008  |
| Exhibit<br>T3A-124 | Certificate of Formation of Showboat<br>Atlantic City Mezz 2, LLC          |                   | CEOC S-4                            |        |  | 3.272   | 10/29/2008  |
| Exhibit<br>T3A-125 | Certificate of Formation of Showboat<br>Atlantic City Mezz 3, LLC          |                   | CEOC S-4                            |        |  | 3.274   | 10/29/2008  |
| Exhibit<br>T3A-126 | Certificate of Formation of Showboat<br>Atlantic City Mezz 4, LLC          |                   | CEOC S-4                            |        |  | 3.276   | 10/29/2008  |
| Exhibit<br>T3A-127 | Certificate of Formation of Showboat<br>Atlantic City Mezz 5, LLC          |                   | CEOC S-4                            |        |  | 3.278   | 10/29/2008  |
| Exhibit<br>T3A-128 | Certificate of Formation of Showboat<br>Atlantic City Mezz 6, LLC          |                   | CEOC S-4                            |        |  | 3.280   | 10/29/2008  |
|                    |  |                   | CEOC S-4                            |        |  | 3.282   | 10/29/2008  |

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Exhibit  
T3A-129      Certificate of Formation of Showboat  
Atlantic City Mezz 7, LLC

Exhibit  
T3A-130      Certificate of Formation of Showboat  
Atlantic City Mezz 8, LLC

CEOC S-4

3.284    10/29/2008

| Exhibit           | Description   | Filed<br>Herewith | Incorporated By Reference<br>Period |            |  | Exhibit | Filing Date |
|-------------------|---|-------------------|-------------------------------------|------------|--|---------|-------------|
|                   |   |                   | Form                                | Ending     |  |         |             |
| Exhibit T3A-131   | Certificate of Formation of Showboat Atlantic City Mezz 9, LLC  |                   | CEOC S-4                            |            |  | 3.286   | 10/29/2008  |
| Exhibit T3A-132   | Certificate of Formation of Showboat Atlantic City Operating Company, LLC                                     |                   | CEOC S-4                            |            |  | 3.306   | 10/29/2008  |
| Exhibit T3A-133   | Certificate of Formation of Showboat Atlantic City Propco, LLC  |                   | CEOC S-4                            |            |  | 3.288   | 10/29/2008  |
| Exhibit T3A-134   | Articles of Incorporation of Showboat Holding, Inc.   |                   | CEOC S-4                            |            |  | 3.296   | 10/29/2008  |
| Exhibit T3A-135   | Southern Illinois Riverboat/Casino Cruises, Inc.  |                   | CEOC S-4                            |            |  | 3.61    | 10/29/2008  |
| Exhibit T3A-136   | Certificate of Formation of Tahoe Garage Propco, LLC  |                   | CEOC S-4                            |            |  | 3.290   | 10/29/2008  |
| Exhibit T3A-137   | Articles of Organization of TRB Flamingo, LLC   |                   | CEOC S-4                            |            |  | 3.246   | 10/29/2008  |
| Exhibit T3A-138   | Articles of Incorporation of Trigger Real Estate Corporation  |                   | CEOC S-4                            |            |  | 3.202   | 10/29/2008  |
| Exhibit T3A-139   | Certificate of Incorporation of Tunica Roadhouse Corporation (f/k/a Sheraton Tunica Corporation)              |                   | CEOC S-4                            |            |  | 3.15    | 10/29/2008  |
| Exhibit T3A-139.1 | Certificate of Amendment of Certificate of Incorporation of Tunica Roadhouse Corporation                      | X                 |                                     |            |  |         |             |
| Exhibit T3A-140   | Certificate of Formation of Village Walk Construction, LLC  |                   | CEOC S-4                            |            |  | 3.52    | 10/29/2008  |
| Exhibit T3A-141   | Certificate of Formation of Winnick Holdings, LLC   |                   | CEOC S-4                            |            |  | 3.55    | 10/29/2008  |
| Exhibit T3A-142   | Certificate of Formation of Winnick Parent, LLC   |                   | CEOC S-4                            |            |  | 3.54    | 10/29/2008  |
| Exhibit T3B-1     | Bylaws of Caesars Entertainment Operating Company, Inc. (f/k/a Harrah's Operating Company, Inc.), as amended. |                   | CEOC S-4                            |            |  | 3.4     | 10/29/2008  |
| Exhibit T3B-2     | Amended Bylaws of Caesars Entertainment Corporation   |                   | CEC 10-K                            | 12/31/2011 |  | 3.8     | 3/15/2012   |
| Exhibit T3B-3     | Operating Agreement of 190 Flamingo, LLC  |                   | CEOC S-4                            |            |  | 3.205   | 10/29/2008  |
| Exhibit T3B-4     | Bylaws of 3535 LV Corp. (f/k/a Harrah's Imperial Palace)  |                   | CEOC S-4                            |            |  | 3.145   | 10/29/2008  |



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|               |  |          |      |            |
|---------------|--|----------|------|------------|
| Exhibit T3B-5 | Operating Agreement of AJP Holdings, LLC | CEOC S-4 | 3.18 | 10/29/2008 |
| Exhibit T3B-6 | Operating Agreement of AJP Parent, LLC   | CEOC S-4 | 3.20 | 10/29/2008 |

| Exhibit        | Description  | Filed<br>Herewith | Incorporated By Reference<br>Period |        |  | Exhibit | Filing Date |
|----------------|--|-------------------|-------------------------------------|--------|--|---------|-------------|
|                |  |                   | Form                                | Ending |  |         |             |
| Exhibit T3B-7  | Bylaws of B I Gaming Corporation   |                   | CEOC S-4                            |        |  | 3.105   | 10/29/2008  |
| Exhibit T3B-8  | Bylaws of Bally's Midwest Casino, Inc.   |                   | CEOC S-4                            |        |  | 3.8     | 10/29/2008  |
| Exhibit T3B-9  | Amended and Restated Bylaws of Bally's Park Place, Inc.                                      |                   | CEOC S-4                            |        |  | 3.251   | 10/29/2008  |
| Exhibit T3B-10 | Bylaws of Benco, Inc. (f/k/a Park Place Marketing, Inc.)                                     |                   | CEOC S-4                            |        |  | 3.107   | 10/29/2008  |
| Exhibit T3B-11 | Operating Agreement of Biloxi Hammond, LLC   |                   | CEOC S-4                            |        |  | 3.22    | 10/29/2008  |
| Exhibit T3B-12 | Operating Agreement of Biloxi Village Walk Development, LLC                                  |                   | CEOC S-4                            |        |  | 3.24    | 10/29/2008  |
| Exhibit T3B-13 | Bylaws of BL Development Corp.   |                   | CEOC S-4                            |        |  | 3.85    | 10/29/2008  |
| Exhibit T3B-14 | Bylaws of Boardwalk Regency Corporation (f/k/a Desert Palace of New Jersey, Inc.)            |                   | CEOC S-4                            |        |  | 3.253   | 10/29/2008  |
| Exhibit T3B-15 | Bylaws of Caesars Entertainment Canada Holding, Inc. (f/k/a Park Place Canada Holding, Inc.) |                   | CEOC S-4                            |        |  | 3.113   | 10/29/2008  |
| Exhibit T3B-16 | Bylaws of Caesars Entertainment Finance Corp. (f/k/a Park Place Financial Corp.)             |                   | CEOC S-4                            |        |  | 3.115   | 10/29/2008  |
| Exhibit T3B-17 | Bylaws of Caesars Entertainment Golf, Inc. (f/k/a PPE-Golf, Inc.)                            |                   | CEOC S-4                            |        |  | 3.109   | 10/29/2008  |
| Exhibit T3B-18 | Bylaws of Caesars Entertainment Retail, Inc. (f/k/a Park Place Entertainment Retail, Inc.)   |                   | CEOC S-4                            |        |  | 3.117   | 10/29/2008  |
| Exhibit T3B-19 | Operating Agreement of Caesars India Sponsor Company, LLC                                    |                   | CEOC S-4                            |        |  | 3.207   | 10/29/2008  |
| Exhibit T3B-20 | Operating Agreement of Caesars License Company, LLC  | X                 |                                     |        |  |         |             |
| Exhibit T3B-21 | Bylaws of Caesars Marketing Services Corporation   | X                 |                                     |        |  |         |             |
| Exhibit T3B-22 | Amended and Restated Bylaws of Caesars New Jersey, Inc.                                      |                   | CEOC S-4                            |        |  | 3.207   | 10/29/2008  |
| Exhibit T3B-23 | Amended and Restated Bylaws of Caesars Palace Corporation                                    | X                 |                                     |        |  |         |             |
| Exhibit T3B-24 | Bylaws of Caesars Palace Realty Corporation  |                   | CEOC S-4                            |        |  | 3.119   | 10/29/2008  |
| Exhibit T3B-25 |  |                   | CEOC S-4                            |        |  | 3.121   | 10/29/2008  |

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Amended and Restated Bylaws of Caesars  
Palace Sports Promotions, Inc.

|                |   |          |      |            |
|----------------|---|----------|------|------------|
| Exhibit T3B-26 | Amended and Restated Operating<br>Agreement of Caesars Riverboat Casino,<br>LLC | CEOC S-4 | 3.70 | 10/29/2008 |
|----------------|---|----------|------|------------|

| Exhibit        | Description   | Filed<br>Herewith | Incorporated By Reference<br>Period |        | Exhibit | Filing Date |
|----------------|---|-------------------|-------------------------------------|--------|---------|-------------|
|                |   |                   | Form                                | Ending |         |             |
| Exhibit T3B-27 | Bylaws of Caesars Trex, Inc.  | X                 |                                     |        |         |             |
| Exhibit T3B-28 | Bylaws of Caesars United Kingdom, Inc.  |                   | CEOC S-4                            |        | 3.123   | 10/29/2008  |
| Exhibit T3B-29 | Bylaws of Caesars World Marketing Corporation (f/k/a Caesars World Branch Office Marketing, Inc.) |                   | CEOC S-4                            |        | 3.257   | 10/29/2008  |
| Exhibit T3B-30 | Code of Bylaws of Caesars World Merchandising, Inc. (f/k/a Caesars Tahoe Production, Inc.)        |                   | CEOC S-4                            |        | 3.125   | 10/29/2008  |
| Exhibit T3B-31 | Amended and Restated Bylaws of Caesars World, Inc.  |                   | CEOC S-4                            |        | 3.60    | 10/29/2008  |
| Exhibit T3B-32 | Bylaws of California Clearing Corporation   |                   | CEOC S-4                            |        | 3.6     | 10/29/2008  |
| Exhibit T3B-33 | Bylaws of Casino Computer Programming, Inc.   |                   | CEOC S-4                            |        | 3.64    | 10/29/2008  |
| Exhibit T3B-34 | Operating Agreement of Chester Facility Holding Company, LLC                                      |                   | CEOC S-4                            |        | 3.26    | 10/29/2008  |
| Exhibit T3B-35 | Bylaws of Consolidated Supplies, Services and Systems   |                   | CEOC S-4                            |        | 3.129   | 10/29/2008  |
| Exhibit T3B-36 | Operating Agreement of CZL Development Company, LLC   | X                 |                                     |        |         |             |
| Exhibit T3B-37 | Operating Agreement of DCH Exchange, LLC  |                   | CEOC S-4                            |        | 3.211   | 10/29/2008  |
| Exhibit T3B-38 | Operating Agreement of DCH Lender, LLC  |                   | CEOC S-4                            |        | 3.299   | 10/29/2008  |
| Exhibit T3B-39 | Bylaws of Desert Palace, Inc., as amended   |                   | CEOC S-4                            |        | 3.131   | 10/29/2008  |
| Exhibit T3B-40 | Amended and Restated Operating Agreement of Durante Holdings, LLC                                 |                   | CEOC S-4                            |        | 3.301   | 10/29/2008  |
| Exhibit T3B-41 | Bylaws of East Beach Development Corporation  |                   | CEOC S-4                            |        | 3.97    | 10/29/2008  |
| Exhibit T3B-42 | Bylaws of FHR Corporation   |                   | CEOC S-4                            |        | 3.135   | 10/29/2008  |
| Exhibit T3B-43 | Code of Bylaws of Flamingo-Laughlin, Inc. (f/k/a Flamingo Hilton-Laughlin, Inc.)                  |                   | CEOC S-4                            |        | 3.137   | 10/29/2008  |
| Exhibit T3B-44 | Bylaws of GCA Acquisition Subsidiary, Inc.  |                   | CEOC S-4                            |        | 3.87    | 10/29/2008  |
| Exhibit T3B-45 | Bylaws of GNOC, Corp.   |                   | CEOC S-4                            |        | 3.259   | 10/29/2008  |
| Exhibit T3B-46 | Operating Agreement of Grand Casinos of Biloxi, LLC   |                   | CEOC S-4                            |        | 3.93    | 10/29/2008  |

| Exhibit        | Description   | Filed<br>Herewith | Incorporated By Reference<br>Period |        |  | Exhibit | Filing Date |
|----------------|---|-------------------|-------------------------------------|--------|--|---------|-------------|
|                |   |                   | Form                                | Ending |  |         |             |
| Exhibit T3B-47 | Limited Liability Company Operating Agreement of Grand Casinos of Mississippi, LLC Gulfport     |                   | CEOC S-4                            |        |  | 3.101   | 10/29/2008  |
| Exhibit T3B-48 | Amended and Restated Bylaws of Grand Casinos, Inc.  |                   | CEOC S-4                            |        |  | 3.89    | 10/29/2008  |
| Exhibit T3B-49 | Bylaws of Grand Media Buying, Inc.  |                   | CEOC S-4                            |        |  | 3.91    | 10/29/2008  |
| Exhibit T3B-50 | Amended and Restated Bylaws of Harrah South Shore Corporation                                   |                   | CEOC S-4                            |        |  | 3.269   | 10/29/2008  |
| Exhibit T3B-51 | Amended and Restated Bylaws of Harrah s Arizona Corporation                                     |                   | CEOC S-4                            |        |  | 3.141   | 10/29/2008  |
| Exhibit T3B-52 | Limited Liability Company Agreement of Harrah s Bossier City Investment Company, L.L.C.         |                   | CEOC S-4                            |        |  | 3.76    | 10/29/2008  |
| Exhibit T3B-53 | Operating Agreement of Harrah s Bossier City Management Company, LLC                            |                   | CEOC S-4                            |        |  | 3.215   | 10/29/2008  |
| Exhibit T3B-54 | Amended and Restated Operating Agreement of Harrah s Chester Downs Investment Company, LLC      |                   | CEOC S-4                            |        |  | 3.28    | 10/29/2008  |
| Exhibit T3B-55 | Amended Operating Agreement of Harrah s Chester Downs Management Company, LLC                   | X                 |                                     |        |  |         |             |
| Exhibit T3B-56 | Amended and Restated Bylaws of Harrah s Illinois Corporation                                    |                   | CEOC S-4                            |        |  | 3.143   | 10/29/2008  |
| Exhibit T3B-57 | Amended and Restated Bylaws of Harrah s Interactive Investment Company                          |                   | CEOC S-4                            |        |  | 3.147   | 10/29/2008  |
| Exhibit T3B-58 | Bylaws of Harrah s International Holding Company, Inc.  |                   | CEOC S-4                            |        |  | 3.14    | 10/29/2008  |
| Exhibit T3B-59 | Amended and Restated Bylaws of Harrah s Investments, Inc. (f/k/a Harrah s Wheeling Corporation) |                   | CEOC S-4                            |        |  | 3.149   | 10/29/2008  |
| Exhibit T3B-60 | Operating Agreement of Harrah s Iowa Arena Management, LLC                                      | X                 |                                     |        |  |         |             |
| Exhibit T3B-61 | Amended and Restated Bylaws of Harrah s Management Company                                      |                   | CEOC S-4                            |        |  | 3.153   | 10/29/2008  |
| Exhibit T3B-62 | Amended and Restated Bylaws of Harrah s Maryland Heights Operating Company                      |                   | CEOC S-4                            |        |  | 3.157   | 10/29/2008  |
| Exhibit T3B-63 | Operating Agreement of Harrah s MH Project, LLC   |                   | CEOC S-4                            |        |  | 3.32    | 10/29/2008  |

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|                |   |          |       |            |
|----------------|---|----------|-------|------------|
| Exhibit T3B-64 | Operating Agreement of Harrah's NC<br>Casino Company, LLC                 | CEOC S-4 | 3.267 | 10/29/2008 |
| Exhibit T3B-65 | Amended and Restated Bylaws of Harrah's<br>New Orleans Management Company | CEOC S-4 | 3.159 | 10/29/2008 |

| Exhibit        | Description  | Filed<br>Herewith | Incorporated By Reference<br>Period |        |  | Exhibit | Filing Date |
|----------------|--|-------------------|-------------------------------------|--------|--|---------|-------------|
|                |  |                   | Form                                | Ending |  |         |             |
| Exhibit T3B-66 | Operating Agreement of Harrah's North Kansas City LLC (f/k/a Harrah's North Kansas City I LLC) |                   | CEOC S-4                            |        |  | 3.103   | 10/29/2008  |
| Exhibit T3B-67 | Operating Agreement of Harrah's Operating Company Memphis, LLC                                 |                   | CEOC S-4                            |        |  | 3.34    | 10/29/2008  |
| Exhibit T3B-68 | Amended and Restated Bylaws of Harrah's Pittsburgh Management Company                          |                   | CEOC S-4                            |        |  | 3.161   | 10/29/2008  |
| Exhibit T3B-69 | Bylaws of Harrah's Reno Holding Company, Inc.  |                   | CEOC S-4                            |        |  | 3.163   | 10/29/2008  |
| Exhibit T3B-70 | Operating Agreement of Harrah's Shreveport Investment Company, LLC                             |                   | CEOC S-4                            |        |  | 3.221   | 10/29/2008  |
| Exhibit T3B-71 | Operating Agreement of Harrah's Shreveport Management Company, LLC                             |                   | CEOC S-4                            |        |  | 3.223   | 10/29/2008  |
| Exhibit T3B-72 | Limited Liability Company Agreement of Harrah's Shreveport/Bossier City Holding Company, LLC   |                   | CEOC S-4                            |        |  | 3.36    | 10/29/2008  |
| Exhibit T3B-73 | Operating Agreement of Harrah's Shreveport/Bossier City Investment Company, LLC                |                   | CEOC S-4                            |        |  | 3.38    | 10/29/2008  |
| Exhibit T3B-74 | Amended and Restated Bylaws of Harrah's Southwest Michigan Casino Corporation                  |                   | CEOC S-4                            |        |  | 3.165   | 10/29/2008  |
| Exhibit T3B-75 | Bylaws of Harrah's Travel, Inc.  |                   | CEOC S-4                            |        |  | 3.167   | 10/29/2008  |
| Exhibit T3B-76 | Bylaws of Harveys BR Management Company, Inc.  |                   | CEOC S-4                            |        |  | 3.173   | 10/29/2008  |
| Exhibit T3B-77 | Revised Bylaws of Harveys C.C. Management Company, Inc.  |                   | CEOC S-4                            |        |  | 3.175   | 10/29/2008  |
| Exhibit T3B-78 | Bylaws of Harveys Iowa Management Company, Inc.  |                   | CEOC S-4                            |        |  | 3.177   | 10/29/2008  |
| Exhibit T3B-79 | Bylaws of Harveys Tahoe Management Company, Inc.   |                   | CEOC S-4                            |        |  | 3.293   | 10/29/2008  |
| Exhibit T3B-80 | Bylaws of HBR Realty Company, Inc.   |                   | CEOC S-4                            |        |  | 3.179   | 10/29/2008  |
| Exhibit T3B-81 | Operating Agreement of HCAL, LLC   |                   | CEOC S-4                            |        |  | 3.226   | 10/29/2008  |
| Exhibit T3B-82 | Bylaws of HCR Services Company, Inc.   |                   | CEOC S-4                            |        |  | 3.181   | 10/29/2008  |
| Exhibit T3B-83 | Bylaws of HEI Holding Company One, Inc.  |                   | CEOC S-4                            |        |  | 3.183   | 10/29/2008  |
| Exhibit T3B-84 | Bylaws of HEI Holding Company Two, Inc.  |                   | CEOC S-4                            |        |  | 3.185   | 10/29/2008  |

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Exhibit T3B-85 Operating Agreement of HHLV  
Management Company, LLC

CEOC S-4

3.228 10/29/2008



| Exhibit           | Description   | Filed<br>Herewith | Incorporated By Reference<br>Period |        | Exhibit | Filing Date |
|-------------------|---|-------------------|-------------------------------------|--------|---------|-------------|
|                   |   |                   | Form                                | Ending |         |             |
| Exhibit T3B-86    | Amended and Restated Operating Agreement of Hole in the Wall, LLC   |                   | CEOC S-4                            |        | 3.230   | 10/29/2008  |
| Exhibit T3B-87    | Limited Partnership Agreement of Horseshoe Entertainment  |                   | CEOC S-4                            |        | 3.83    | 10/29/2008  |
| Exhibit T3B-88    | Operating Agreement of Horseshoe Gaming Holding, LLC  |                   | CEOC S-4                            |        | 3.45    | 10/29/2008  |
| Exhibit T3B-89    | Operating Agreement of Horseshoe GP, LLC  |                   | CEOC S-4                            |        | 3.45    | 10/29/2008  |
| Exhibit T3B-90    | Operating Agreement of Horseshoe Hammond, LLC   |                   | CEOC S-4                            |        | 3.72    | 10/29/2008  |
| Exhibit T3B-91    | Bylaws of HTM Holding, Inc. (f/k/a HTM Operating Company, Inc.)   |                   | CEOC S-4                            |        | 3.295   | 10/29/2008  |
| Exhibit T3B-92    | Operating Agreement of Koval Holdings Company, LLC  |                   | CEOC S-4                            |        | 3.49    | 10/29/2008  |
| Exhibit T3B-93    | Operating Agreement of Koval Investment Company, LLC  |                   | CEOC S-4                            |        | 3.234   | 10/29/2008  |
| Exhibit T3B-94    | Amended and Restated Operating Agreement of Las Vegas Golf Management, LLC (f/k/a Harrah's Las Vegas National Golf Management Company, LLC) |                   | CEOC S-4                            |        | 3.236   | 10/29/2008  |
| Exhibit T3B-95    | Bylaws of Las Vegas Resort Development, Inc.  |                   | CEOC S-4                            |        | 3.187   | 10/29/2008  |
| Exhibit T3B-96    | Bylaws of LVH Corporation   |                   | CEOC S-4                            |        | 3.189   | 10/29/2008  |
| Exhibit T3B-97    | Bylaws of Martial Development Corp.   |                   | CEOC S-4                            |        | 3.261   | 10/29/2008  |
| Exhibit T3B-98    | Operating Agreement of Nevada Marketing, LLC  |                   | CEOC S-4                            |        | 3.238   | 10/29/2008  |
| Exhibit T3B-99    | Second Amended and Restated Limited Partnership Agreement of New Gaming Capital Partnership   |                   | CEOC S-4                            |        | 3.249   | 10/29/2008  |
| Exhibit T3B-100   | Amended and Restated Bylaws of Ocean Showboat, Inc.   |                   | CEOC S-4                            |        | 3.305   | 10/29/2008  |
| Exhibit T3B-101   | Bylaws of Parball Corporation   |                   | CEOC S-4                            |        | 3.191   | 10/29/2008  |
| Exhibit T3B-101.1 | Amendment of Bylaws of Parball Corporation  | X                 |                                     |        |         |             |
|                   |   | X                 |                                     |        |         |             |

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|                    |  |          |      |            |
|--------------------|--|----------|------|------------|
| Exhibit<br>T3B-102 | Operating Agreement of PHW Manager,<br>LLC |          |      |            |
| Exhibit<br>T3B-103 | Bylaws of Players Bluegrass Downs, Inc.    | CEOC S-4 | 3.74 | 10/29/2008 |

| Exhibit            | Description   | Filed<br>Herewith | Incorporated By Reference<br>Period |        |  | Exhibit | Filing Date |
|--------------------|---|-------------------|-------------------------------------|--------|--|---------|-------------|
|                    |   |                   | Form                                | Ending |  |         |             |
| Exhibit<br>T3B-104 | Bylaws of Players Development, Inc.   |                   | CEOC S-4                            |        |  | 3.193   | 10/29/2008  |
| Exhibit<br>T3B-105 | Bylaws of Players Resources, Inc.   |                   | CEOC S-4                            |        |  | 3.195   | 10/29/2008  |
| Exhibit<br>T3B-106 | Operating Agreement of Players Riverboat, LLC   | X                 |                                     |        |  |         |             |
| Exhibit<br>T3B-107 | Bylaws of Players Services, Inc.  |                   | CEOC S-4                            |        |  | 3.263   | 10/29/2008  |
| Exhibit<br>T3B-108 | Amended and Restated Operating Agreement of Reno Crossroads LLC                               |                   | CEOC S-4                            |        |  | 3.51    | 10/29/2008  |
| Exhibit<br>T3B-109 | Bylaws of Reno Projects, Inc.   |                   | CEOC S-4                            |        |  | 3.197   | 10/29/2008  |
| Exhibit<br>T3B-110 | Bylaws of Rio Development Company, Inc., as amended (f/k/a Marcor Development - Nevada, Inc.) |                   | CEOC S-4                            |        |  | 3.199   | 10/29/2008  |
| Exhibit<br>T3B-111 | Bylaws of Robinson Property Group Corp.   |                   | CEOC S-4                            |        |  | 3.99    | 10/29/2008  |
| Exhibit<br>T3B-112 | Bylaws of Roman Entertainment Corporation of Indiana  |                   | CEOC S-4                            |        |  | 3.66    | 10/29/2008  |
| Exhibit<br>T3B-113 | Bylaws of Roman Holding Corporation of Indiana  |                   | CEOC S-4                            |        |  | 3.68    | 10/29/2008  |
| Exhibit<br>T3B-114 | Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 1, LLC                |                   | CEOC S-4                            |        |  | 3.271   | 10/29/2008  |
| Exhibit<br>T3B-115 | Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 2, LLC                |                   | CEOC S-4                            |        |  | 3.273   | 10/29/2008  |
| Exhibit<br>T3B-116 | Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 3, LLC                |                   | CEOC S-4                            |        |  | 3.275   | 10/29/2008  |
| Exhibit<br>T3B-117 | Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 4, LLC                |                   | CEOC S-4                            |        |  | 3.277   | 10/29/2008  |
| Exhibit<br>T3B-118 | Amended and Restated Operating Agreement of Showboat Atlantic City Mezz 5, LLC                |                   | CEOC S-4                            |        |  | 3.279   | 10/29/2008  |
| Exhibit<br>T3B-119 | Amended and Restated Operating Agreement of Showboat Atlantic City                            |                   | CEOC S-4                            |        |  | 3.281   | 10/29/2008  |

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|                    |  |          |       |            |
|--------------------|--|----------|-------|------------|
| Mezz 6, LLC        |  |          |       |            |
| Exhibit<br>T3B-120 | Amended and Restated Operating<br>Agreement of Showboat Atlantic City<br>Mezz 7, LLC       | CEOC S-4 | 3.283 | 10/29/2008 |
| Mezz 8, LLC        |  |          |       |            |
| Exhibit<br>T3B-121 | Amended and Restated Operating<br>Agreement of Showboat Atlantic City<br>Mezz 8, LLC       | CEOC S-4 | 3.285 | 10/29/2008 |
| Mezz 9, LLC        |  |          |       |            |
| Exhibit<br>T3B-122 | Amended and Restated Operating<br>Agreement of Showboat Atlantic City<br>Mezz 9, LLC       | CEOC S-4 | 3.287 | 10/29/2008 |
| Exhibit<br>T3B-123 | Limited Liability Company Agreement of<br>Showboat Atlantic City Operating<br>Company, LLC | CEOC S-4 | 3.307 | 10/29/2008 |

| Exhibit         | Description  | Filed<br>Herewith | Incorporated By Reference<br>Period |        |  | Exhibit | Filing Date |
|-----------------|--|-------------------|-------------------------------------|--------|--|---------|-------------|
|                 |  |                   | Form                                | Ending |  |         |             |
| Exhibit T3B-124 | Amended and Restated Operating Agreement of Showboat Atlantic City Propco, LLC   |                   | CEOC S-4                            |        |  | 3.289   | 10/29/2008  |
| Exhibit T3B-125 | Bylaws of Showboat Holding, Inc.   |                   | CEOC S-4                            |        |  | 3.297   | 10/29/2008  |
| Exhibit T3B-126 | Bylaws of Southern Illinois Riverboat/Casino Cruises, Inc.   |                   | CEOC S-4                            |        |  | 3.62    | 10/29/2008  |
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| Exhibit T3B-128 | Amended and Restated Operating Agreement of TRB Flamingo, LLC  |                   | CEOC S-4                            |        |  | 3.247   | 10/29/2008  |
| Exhibit T3B-129 | Bylaws of Trigger Real Estate Corporation  |                   | CEOC S-4                            |        |  | 3.203   | 10/29/2008  |
| Exhibit T3B-130 | Bylaws of Tunica Roadhouse Corporation (f/k/a Sheraton Tunica Corporation)   |                   | CEOC S-4                            |        |  | 3.16    | 10/29/2008  |
| Exhibit T3B-131 | Operating Agreement of Village Walk Construction, LLC  |                   | CEOC S-4                            |        |  | 3.53    | 10/29/2008  |
| Exhibit T3B-132 | Amended and Restated Operating Agreement of Winnick Holdings, LLC  |                   | CEOC S-4                            |        |  | 3.56    | 10/29/2008  |
| Exhibit T3C*    | Form of Indenture governing the Notes.   |                   |                                     |        |  |         |             |
| Exhibit T3D     | Not applicable.  |                   |                                     |        |  |         |             |
| Exhibit T3E-1   | Disclosure Statement for the Second Amended Joint Plan of Reorganization of Caesars Entertainment Operating Company, Inc., et al., Chapter 11 of the Bankruptcy Code, dated June 28, 2016. | X                 |                                     |        |  |         |             |
| Exhibit T3E-2   | Second Amended Joint Plan of Reorganization of Caesars Entertainment Operating Company, Inc., et al., under Chapter 11 of the Bankruptcy Code, dated June 28, 2016.                        | X                 |                                     |        |  |         |             |
| Exhibit T3F*    | Cross-reference sheet (included in Exhibit T3C).   |                   |                                     |        |  |         |             |
| Exhibit T3G*    | Form T-1 qualifying the Trustee under the Indenture to be qualified pursuant to this Form T-3.   |                   |                                     |        |  |         |             |
| Exhibit 99.1*   | List of subsidiaries of Caesars Entertainment Corporation  |                   |                                     |        |  |         |             |

|              |  |   |
|--------------|--|---|
| Exhibit 99.2 | List of subsidiaries of Caesars<br>Entertainment Operating Company, Inc. | X |
|--------------|--|---|

| <b>Exhibit</b> | <b>Description</b>  | <b>Filed<br/>Herewith</b> | <b>Incorporated By Reference<br/>Period</b> |               |                |                    |
|----------------|---|---------------------------|---|---------------|----------------|--------------------|
|                |   |                           | <b>Form</b>                                 | <b>Ending</b> | <b>Exhibit</b> | <b>Filing Date</b> |
| Exhibit 99.3   | Directors, executive officers and capitalization of the Expected Subsidiary Guarantors. | X                         |   |               |                |                    |
| Exhibit 99.4   | Principal ownership of voting securities of the Expected Subsidiary Guarantors.         | X                         |   |               |                |                    |

\* To be filed by amendment.