

OHIO CASINO CONTROL COMMISSION

RESOLUTION 2012-39

WHEREAS, Article XV, Section 6(C)(4) of the Ohio Constitution created the Ohio Casino Control Commission ("Commission") to ensure the integrity of casino gaming by, among other things, licensing and regulating all gaming authorized by Article XV, Section 6(C) of the Ohio Constitution;

WHEREAS, R.C. 3772.09(A) prohibits, among others, a casino operator, management company, and holding company from conducting or participating in conducting casino gaming without first being licensed by the Commission;

WHEREAS, R.C. 3772.10(B) requires that all applicants, including a casino operator, management company, and holding company, seeking licensure under R.C. Chapter 3772 establish their suitability by clear and convincing evidence;

WHEREAS, the suitability of casino operator, management company, and holding company applicants includes the suitability and qualifications of their institutional investors, as defined by R.C. 3772.01(M);

WHEREAS, R.C. 3772.10(E)(1) allows institutional investors otherwise required to be found suitable or qualified under R.C. Chapter 3772 and the rules adopted thereunder to be presumed suitable or qualified upon:

- (A) Submitting documentation sufficient to establish the entity's qualifications as an institutional investor; and
- (B) Certification of the following:
 - (1) The institutional investor owns, holds, or controls publicly traded securities issued by a licensee or holding, intermediate, or parent company of a licensee or in the ordinary course of business for investment purposes only;
 - (2) The institutional investor does not exercise influence over the affairs of the issuer of such securities nor over any licensed subsidiary of the issuer of such securities; and
 - (3) The institutional investor does not intend to exercise influence over the affairs of the issuer of such securities, nor over any licensed subsidiary of the issuer of such securities, in the future, and that it agrees to notify the commission in writing within thirty days if such intent changes;

WHEREAS, A.C. 3772-3-02(B) allows each institutional investor owning greater than one percent but less than ten percent ownership interest of publicly traded securities in a casino facility, casino operator, management company, or holding company to apply for a waiver of the suitability requirements under R.C. Chapter 3772 as an institutional investor;

WHEREAS, A.C. 3772-3-02(C) requires an institutional investor seeking a waiver under A.C. 3772-3-02(B) to complete and submit the Institutional Investor Waiver Form adopted by the Commission as an appendix to A.C. 3772-3-02;

WHEREAS, A.C. 3772-3-02(D) requires an institutional investor seeking a waiver under A.C. 3772-3-02(B) to provide the Commission, upon request, any other information that would affect the entity's qualifications to receive such a waiver;

WHEREAS, on April 2, 2012, Paulson & Co. Inc. ("Paulson") submitted an Institutional Investor Waiver Request to the Commission seeking a waiver of the suitability requirements under R.C. Chapter 3772 as an institutional investor;

WHEREAS, Paulson submitted all other information required by the Commission regarding its waiver request, if any; and

WHEREAS, the Commission reviewed all submitted materials and information and considered the matter at its public meeting on May 2, 2012;

NOW, THEREFORE, BE IT RESOLVED by the Commission that Paulson's waiver request is **GRANTED** and it is hereby **DEEMED** an institutional investor of Caesars Entertainment Corporation.

BE IT FURTHER RESOLVED, that, pursuant to A.C. 3772-3-02(F), Paulson must complete and submit the Institutional Investor Certification Form adopted by the Commission as an appendix to A.C. 3772-3-02 within ten days of the Commission granting its Institutional Investor Waiver Request.

BE IT FURTHER RESOLVED, that, pursuant to R.C. 3772.10(E)(4) and A.C. 3772-3-04, Resolution 2012-39 does not preclude the Commission from investigating the suitability or qualifications of an institutional investor if the Commission becomes aware of facts or information that results in the institutional investor being found unsuitable or disqualified or in the rescission of the institutional investor designation.

BE IT FURTHER RESOLVED, that Resolution 2012-39 does not in any way affect, negate, or otherwise absolve Paulson from its duty to update information in accordance with A.C. 3772-3-03.

BE IT FURTHER RESOLVED, that Resolution 2012-39 does not restrict or limit the Commission's future exercise of authority and discretion with respect to imposing additional conditions or taking further action with respect to Paulson under R.C. Chapter 3772 or the rules adopted thereunder.

Adopted:

May 2, 2012