



Harrah's Entertainment, Inc., and its subsidiaries and affiliates ("Harrah's or "the Company") conduct business in a highly regulated environment pursuant to licenses issued by numerous gaming regulatory agencies. As a result, Harrah's must be diligent in maintaining the highest standards of conduct and associations. To reinforce this commitment to these standards, Harrah's has a Compliance Program. Following is a summary of those provisions of the Compliance Program that must be adhered to in connection with business relationships with third parties.

Associations With Third Parties

Harrah's must avoid questionable associations and associations with unsuitable persons that might reflect negatively on Harrah's or that might jeopardize Harrah's existing gaming licenses. Third parties who conduct business with Harrah's must recognize that they may be subject to a background investigation as a result of their relationship with a gaming entity. The background investigation process is a requirement mandated by various gaming regulatory authorities to ensure the suitability of Harrah's third party associations. Third parties must also recognize that certain licensing, registration, or permitting requirements may be triggered as a result of their relationship with Harrah's. If applicable, the licensing, registration, and permitting requirements vary from jurisdictions to jurisdiction.

Offers of Payments, Loans, Entertainment and Gifts by Any Company Doing Business with Harrah's

As a general rule, Harrah's employees must avoid acts and situations that are improper or that might impair good judgment when acting on behalf of the company. As such, gifts, services and entertainment outside the normal course of business and valued at more than \$250 are not to be given to or received by Harrah's employees. While we discourage vendors and suppliers who conduct business with Harrah's from giving gifts, nominal gifts valued at less than \$250 may be given to or received from third parties in accordance with accepted business practices and in accordance with Harrah's Compliance Program. Note, however, that the giving or receiving of CASH by a Harrah's employee is strictly prohibited.

Harrah's employees are also prohibited from accepting travel and/or lodging by any company doing business with Harrah's without the prior written approval of the appropriate personnel as set for in Harrah's Compliance Program.

Harrah's employees may not, in order to gain business advantage, pay or offer anything of value to any public official or to any party in the form of a commercial bribe, influence payment, or kickback.



Nominal gifts, as identified above, are acceptable if valued at less than \$250 and in accordance with accepted business practices and the Harrah's Compliance Program. Lastly, Harrah's employees are prohibited from asking or directing any third party entity to make any payment for or on Harrah's behalf or with funds provided by Harrah's, to any public official or any government or government agency (domestic or foreign).

Interests in Third Party Entities Conducting Business with Harrah's

Employees are encouraged to avoid acts and situations that are improper, might give an appearance of impropriety, might give the perception of impropriety, or that might impair their good judgment when acting on behalf of Harrah's. The following interest or activities are likely to violate the Compliance Program and must be disclosed by Harrah's employees in accordance with the Compliance Program to determine whether a conflict of interest exists:

- Employees must disclose any interest in a business or entity that conducts business with Harrah's other than an insignificant interest in a publicly traded entity.
- Employees are prohibited from borrowing or accepting money or gifts or other favors from a person, business, or entity that conducts business with Harrah's. In certain instances, nominal gifts, as defined above, are acceptable if given or received in accordance with accepted business practices and Harrah's Compliance Program.
- Employees are prohibited from entering into private business relationships with a person or entity that conducts business with the Company, particularly if the Harrah's employee supervises the Company's relationship with that person or entity.
- Employees are prohibited from entering into a private business relationship with a person or entity that competes with the Company.
- Employees are prohibited from having an ownership interest in or engaging in a competing business other than having an insignificant interest in a publicly traded entity.
- Employees are prohibited from having an interest in or speculating in products or real estate whose value may be affected by the Company's business.

Transactions similar to the above and that involve a Harrah's employee's spouse, children, or other close relative, or business associate must be disclosed in order to determine whether the interest or relationship is appropriate.

Confidential Information

During the course of its association with third parties, Harrah's may disclose information, data, internal reports and other information deemed proprietary to Harrah's. The following summarizes Harrah's policy regarding nondisclosure of proprietary information. Note that this summary is provided for informational purposes only and is in no way intended to supersede any other obligations specified in any particular agreement with Harrah's.



- Information disclosed during the relationship should only be disclosed to employees of the third party entity on a need to know basis if the employee needs the information in order to fulfill their obligations in connection with the relationship with Harrah's;
- Third parties should use the highest degree of care to avoid disclosure to any other outside parties and to refrain from publishing any information obtained by your employees, agents, or representatives through your relationship with Harrah's;
- Third parties should refrain from disclosing to any other outside parties any written or verbal information provided by Harrah's without first obtaining written permission from an authorized Harrah's representative; and
- Third parties should refrain from copying or otherwise reproducing any of the information obtained by your employees, agents, or representatives through your relationship with Harrah's.

Hotline

The Company has established a Hotline not only for employees but also for interested third parties who conduct business with Harrah's to anonymously report suspected criminal activity, illegal or unethical conduct and/or suspected safety violations occurring within the Company. The Hotline number is 1-877-450-5199. Telephone calls to the Hotline are received by an independent outside entity and callers may choose to remain anonymous.

