

PROMOTION:

HARRAH’S TOTAL REWARDS® GREAT GIFT WRAP UP 2009

PROMOTION PERIOD:

**BEGINS: JANUARY 1, 2009 12:00 A.M. PST
ENDS: DECEMBER 7, 2009 6:00 P.M. PST**

PARTICIPATING PROPERTIES:

**Parball Corporation d/b/a Bally’s Las Vegas
Desert Palace, Inc. d/b/a Caesars Palace
Flamingo Las Vegas Operating Company, LLC d/b/a Flamingo Las Vegas
Harrah’s Las Vegas, Inc.
Harrah’s Imperial Palace Corp. d/b/a Imperial Palace Hotel & Casino
Paris Las Vegas Operating Company, LLC d/b/a Paris Las Vegas
Rio Properties, Inc. d/b/a Rio All-Suite Hotel & Casino**

PROMOTION OVERVIEW – HOW TO PARTICIPATE

▪ The Harrah’s Total Rewards® 2009 Great Gift Wrap Up (the “Promotion”) is a shopping extravaganza which any Total Rewards® member that plays at any of the 7 Participating Properties (defined below), from **12:00 midnight on January 1, 2009 through 6:00 p.m. on December 7, 2009** (the “Promotion Period”) can participate in. Throughout the Promotion Period, all Total Rewards® members that play at any of the Participating Properties can earn bonus “Gift Points” on top of their Reward Credits. These Gift Points can then be redeemed in Las Vegas, Nevada, for fabulous gifts during 2 separate week-long Promotion Shopping Events in November, 2009 and December, 2009. The Participating Properties (hereinafter referred to as the “Participating Properties”) eligible for this Promotion are:

- Bally’s Las Vegas
3645 Las Vegas Boulevard South
Las Vegas, Nevada 89109
- Caesars Palace
3570 Las Vegas Boulevard South
Las Vegas, Nevada 89109
- Flamingo Las Vegas
3555 Las Vegas Boulevard South
Las Vegas, Nevada 89109
- Imperial Palace Hotel & Casino
3535 Las Vegas Boulevard South
Las Vegas, Nevada 89109
- Harrah’s Las Vegas
3475 Las Vegas Boulevard South
Las Vegas, Nevada 89109
- Paris Las Vegas
3655 Las Vegas Boulevard South
Las Vegas, Nevada 89109
- Rio All-Suite Hotel & Casino
3700 West Flamingo Road
Las Vegas, Nevada 89103

ELIGIBILITY

▪ Everyone with a Total Rewards® card who plays slots or table games at any one of the Participating Properties during the Promotion Period will earn Gift Points.

HOW TO EARN GIFT POINTSⁱ

- For every Reward Credit (Base or Bonus) you earn from your play from 12:00 midnight PST on January 1, 2009 to 6:00 p.m. PST on December 7, 2009 at the Participating Properties, you will receive approximately 1 Gift Point. There may be special days where you will receive more. Management also reserves the right, in its sole discretion, to allow alternative methods for obtaining Gift Points on the days of the Promotion Shopping Events (as defined below). You will only receive Gift Points for play at the Participating Properties. The Promotion is not available anywhere else.
- Unredeemed Gift Points expire December 7, 2009 at 6:00 p.m. PST.

- Gift Points are a bonus provided **IN ADDITION** to Reward Credits (Base or Bonus) already earned, and do not affect Reward Credit balance. Gift points have no cash value.
- Gift Point balanceⁱⁱ may be checked while in Las Vegas by visiting any Total Rewards® booth at any Participating Property, or check your e-mail account and your mailbox because you may be notified periodically of your Gift Point balance. If you have further questions about your balance, contact your host for more information.
- Points are exclusive to each individual and can only be combined between customers who are married or customers in domestic partnerships with associated accounts. In these cases, both parties must be present at the Promotion event to combine their points

HOW TO REDEEM GIFT POINTSⁱⁱ

- Gift Points may only be redeemed in person during one or both of the Promotion Shopping Events in Las Vegas, Nevada, which Promotion Shopping Events occur on the following dates:
 - November 12th – 16th, 2009 at Harrah’s Las Vegas
10:00 a.m. PST to 6:00 p.m. PST
 - December 3rd – 7th, 2009 at Caesars Palace
10:00 a.m. PST to 6:00 p.m. PST

(the “Promotion Shopping Events”).

- You must attend one or both of the Promotion Shopping Events in person in Las Vegas, Nevada, to redeem Gift Points.
- You may call 1-866-WRAPUP1 to reserve a hotel room.
- During the Promotion Shopping Events, Gift Points may be redeemed for various types of consumer merchandise (“Gifts”)ⁱⁱⁱ.
- You can also use your Gift Points for trips ranging from a European driving experience to a New York City getaway.
- Visit www.greatgiftwrapup.com to view the complete list of Gifts available. Gifts are subject to availability, may be offered in limited quantities, and are subject to change or substitution by Harrah’s (defined below) at any time.

DELIVERY OF GIFTS^{iv}

- When Gift Points are redeemed during the Promotion Shopping Events, all Gifts are shipped directly to the mailing address you provide when you redeem your Gift Points.
- International shipping of the Gifts is available to Canada only. Additional charges may apply.

GIFT QUESTIONS AFTER THE PROMOTION PERIOD

- Contact the dedicated Promotion phone number to speak with Customer Service Representatives at 1-800-939-5961. Customer Service will be open 24 hours a day, 7 days a week, except as noted below:

Closed Thursday, November 26, 2009
 Closed Thursday, December 25, 2009
 Closed Thursday, January 1, 2010

ⁱ 1 to 1 Reward Credit to Gift Point Ratio will not be applicable during Reward Credit Multiplier days or promotional Total Rewards events (ex. Hidden Jackpots) unless otherwise noted – players will earn Gift Points based on Las Vegas play as if a non-promotional day. Please contact the Total Rewards desk for more information.

- ii Gift Points can only be redeemed in person during the assigned Promotion Shopping Events in Las Vegas, Nevada. You must be in attendance in person at a Promotion Shopping Event in Las Vegas, Nevada, to redeem Gift Points – you cannot call in or have a host redeem for you.
- iii Management reserves the right to replace, withdraw or limit Gifts in this Promotion at its discretion and without prior notice. Gift Point prices for Gifts are subject to change without notice. Gifts are subject to availability, may be offered in limited quantities, and are subject to change or substitution by Harrah’s at any time.

Gift Point balances are provided as a courtesy estimate prior to the event period. Adjustments can occur due to adjusted ratings, misprints, misidentifications, etc. Actual Gift Point balances will be determined and provided during the Promotional Period

- iv We anticipate that most Gifts will be delivered by December 25, 2009. However, all Gift shipments are subject to weather-related delays, holiday mail volume, and events beyond our control and therefore cannot be guaranteed to deliver before December 25, 2009. Shipments to Canada, Gifts shipped directly from our manufacturing partners, and Gifts marked with extensive lead times may not arrive before December 25, 2009

GENERAL PROMOTION RULES

As used herein “Harrah’s” means the Participating Properties, and all of their parents, affiliated, and subsidiary companies.

- Void where prohibited or restricted by law.
- Must be at least 21 years of age to participate, and participants must provide valid proof of age.
- All participants must have a Total Rewards® Card; Total Rewards® Cards are free and are available at the Total Rewards® Center.
- This Promotion is subject to all applicable federal and/or state rules and regulations, including gaming, and all aspects of the Promotion are subject to the approval of appropriate regulatory authorities and is void where prohibited.
- Participants must show their Total Rewards® Card and valid picture identification (driver’s license, state identification card, or military identification card) in order to redeem Gift Points. If participant is not a U.S. citizen, a current passport or alien registration card is required.
- Participants are responsible for any and all taxes (income or sales), licenses, registrations and other government imposed fees.
- If Harrah’s chooses to secure additional documents as Harrah’s may reasonably require relating to this Promotion and its rules, including but not limited to affidavits of eligibility/release, tax documents or other similar agreements, then each participant agrees to sign the same upon Harrah’s request.
- All decisions regarding the interpretation of rules, eligibility, etc. for this Promotion lie solely with Harrah’s and its Management, whose decisions are final.
- Harrah’s reserves the right to modify or cancel or limit participation to this Promotion at any time at participating casinos, for any reason, subject to all applicable regulatory approval, provided that such modification shall not, as of the date of such modification, materially alter or change any participant’s Gift previously awarded. Notice of any such modification is sufficient if posted at the Total Rewards® Center.
- In Harrah’s sole discretion, Harrah’s may deny participation in the Promotion, may offset any Gift award and/or the cash value of any Gift or may withhold any Gift Points or Gift award if the participant has any outstanding obligation due and owing to Harrah’s.
- Harrah’s may disqualify any person for any Gift Points or Gift based upon fraud, dishonesty, violation of promotional rules or other misconduct whether or not directly related to this Promotion.
- Harrah’s is not liable for injuries or losses arising or resulting from participation in the Promotion and is not liable for acts or omissions by employees, whether negligent or willful, in the conduct of the Promotion (including, but not limited to, erroneous calculation of Gift Points or communication regarding same) and is not liable in the event of any equipment or software malfunction.
- Harrah’s is not responsible for electronic transmission errors or delays resulting in omission, interruption, deletion, defect, delay in operations or transmission, theft or destruction or unauthorized access to or alterations of participation materials, or for technical, hardware, software, or telephone failures of any kind, lost or unavailable connections, fraud, incomplete, garbled, or delayed computer transmissions, whether caused by Harrah’s, users, or by any of the equipment or programming associated with or utilized in the Promotion or by any technical or human error which may occur in the processing of submissions which may limit, restrict, or prevent a participant’s ability to participate in the Promotion.

- If for any reason the Promotion is not capable of running as planned, including infection by computer virus, bugs, tampering, unauthorized intervention, fraud, technical failures, or any other causes within or beyond the control of Harrah's which corrupt or affect the administration, security, fairness, integrity, or proper conduct of this Promotion, Harrah's reserves the right at its sole discretion to cancel, terminate, modify or suspend the Promotion.
- Any attempt by any person to deliberately damage any program or website or to undermine the legitimate operation of this Promotion may be a violation of criminal and civil laws and should such an attempt be made, Harrah's reserves the right to seek damages from any such person to the fullest extent of the law.
- Gifts and Gift Points are non-transferable.
- All participation will be retained for record keeping purposes in accordance with local regulatory policies.
- Must be present during the Promotion Shopping Events in Las Vegas, Nevada, to redeem Gift Points.
- Employees of Harrah's and its subsidiaries, affiliates, or parent companies and immediate family members of employees who are (i) director level or above and/or (ii) involved in coordinating or executing promotions or tournaments are not eligible for this Promotion. Immediate Family is defined as: spouse, child or anyone sharing the same residence as the applicable employee.
- Individuals who are excluded from casino facilities, including through a government program, at Harrah's discretion, or by their own request, are not eligible.
- By participating in this Promotion, participants agree to comply with all rules contained herein.
- A copy of these rules will be available at the Total Rewards® Center throughout the duration of this Promotion.
- Participants' slot play and table game play must be tracked in order to receive Gift Points. Gift Points for this Promotion cannot be accumulated through any other means. Any Total Rewards® credits received for any non-gaming purchases or for customer service issues will not be considered for Gift Points.
- Non-tracked play will not be considered for Gift Points.
- Slot players must insert their Total Rewards® card while playing slots in order to receive Gift Points. It is the slot player's responsibility to make certain the card reader is operational when inserting his/her Total Rewards® card. Total Rewards® cards must be used continuously during play to receive an accurate reading of tracked play.
- Table game players must turn their Total Rewards® card in to the dealer to have their play tracked in order to receive tracked play Gift Points. Harrah's uses reasonable efforts to track a table game participant's average bet and length of play. However, as a condition of receiving Gift Points for playing table games, all Promotion participants agree that such tracking is based on the personal observation of Harrah's employees, which is subject to error. The determination of Harrah's shall be final with respect to any discrepancies regarding tracked table play.
- Gift Points obtained via tracked slot and/or table play will automatically become part of the Gift Point database. Tracked slot and/or table play Gift Points may not be accessed immediately due to the delay in data input or random system overload.
- Participants agree to allow Harrah's the unconditional use of their name and likeness for promotions/advertising and announcements without compensation, consideration, notice, review, or further consent.

END OF RULES – HARRAH'S TOTAL REWARDS® GREAT GIFT WRAP UP 2009