



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

June 8, 2005

Bruce J. Prager, Esq.
Latham & Watkins LLP
53rd at Third
885 Third Avenue
Suite 1000
New York, New York 10022

Re: *Proposed Acquisition of Caesars Entertainment, Inc. by
Harrah's Entertainment, Inc., File No. 041-0166*

Dear Mr. Prager:

The Federal Trade Commission ("Commission") conducted a nonpublic investigation to determine whether the proposed acquisition of Caesars Entertainment, Inc. by Harrah's Entertainment, Inc. may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon reviewing this matter, it now appears that no additional action is warranted by the Commission at this time. Accordingly, the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

By direction of the Commission.

A handwritten signature in cursive script that reads "Donald S. Clark".

Donald S. Clark
Secretary



Office of the Secretary

UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

June 8, 2005

Neal R. Stoll, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036-6522

Re: *Proposed Acquisition of Caesars Entertainment, Inc. by
Harrah's Entertainment, Inc., File No. 041-0166*

Dear Mr. Stoll:

The Federal Trade Commission ("Commission") conducted a nonpublic investigation to determine whether the proposed acquisition of Caesars Entertainment, Inc. by Harrah's Entertainment, Inc. may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon reviewing this matter, it now appears that no additional action is warranted by the Commission at this time. Accordingly, the investigation has been closed. This action is not to be construed as a determination that a violation may not have occurred, just as the pendency of an investigation should not be construed as a determination that a violation has occurred. The Commission reserves the right to take such further action as the public interest may require.

By direction of the Commission.

Donald S. Clark
Secretary