

CAESARS ENTERTAINMENT CORPORATION

FINANCE COMMITTEE CHARTER (updated as of November 19, 2010)

Purpose

The Finance Committee (the "Committee") is appointed by and acts on behalf of the Board of Directors (the "Board") of Caesars Entertainment Corporation (the "Company"). The purpose of the Committee is to assist the Board in the oversight of financial matters of the Company, primarily relating to indebtedness and financing transactions.

The Committee shall not have oversight responsibility with respect to the Company's financial reporting, which is the responsibility of the Audit Committee.

The Committee shall have the resources and authority to discharge its responsibilities, including the sole authority to (i) retain independent legal counsel, search firms used to indemnify Director candidates and other consultants, experts or advisors to advise the Committee, (ii) approve the compensation and other retention terms of the same and (iii) terminate the same.

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of compensation to any advisers or search firms employed by the Committee and other expenses of the Committee that are necessary or appropriate in carrying out its duties.

Composition

The Finance Committee shall be composed of at least two Directors as determined by the Board. The Board has the power at any time to change the membership of the Committee and to fill vacancies in it, subject to the new member(s) satisfying the financial literacy requirements described in this Charter.

Each member of the Finance Committee shall be financially literate as determined by the Board of Directors. Each member of the Committee shall serve until such member's successor is duly appointed and qualified or until such member's resignation, retirement or removal by the Board.

Procedures

The Committee holds regular meetings as often as the Committee deems appropriate.

The Committee may fix its own rules of procedure.

The Committee may delegate any of its responsibilities to any member or members of the Committee, to another committee of the Board or to one or more members of management, unless prohibited by law.

Authority and Limitations

1. The Committee shall have and may exercise all the powers and authority of the Board with respect to:

- altering the composition of the indebtedness of the Company and its subsidiaries;
- establishing Company policies relating to cash flow, cash management and working capital;
- establishing Company policies for managing interest rate, foreign exchange and investment risk;
- incurring additional indebtedness;
- entering into transactions to lower the Company's cost of capital associated with existing indebtedness of the Company;
- tendering for, redeeming or calling outstanding senior notes of the Company or any of its subsidiaries;
- entering into transactions to extend the maturities of indebtedness;
- entering into non-recourse financings for "qualified non-recourse subsidiaries";
- entering into guarantees, letters of credit or other financial instruments;
- entering into interest rate and foreign currency hedging, swap and similar arrangements; and
- entering into or terminating commercial paper or similar transactions.

2. The Committee may carry out such other duties as may be delegated to the Committee by the Board from time to time.

3. Notwithstanding the foregoing, the Committee shall not be authorized to approve the issuance of stock of the Company (including without limitation by approving indebtedness that is convertible into or exchangeable for stock of the Company) without prior approval of the Board of Directors.

The Committee shall maintain minutes of its meetings and report regularly to the Board.