State of New Jersey

Chris Christie
Governor

Kim Guadagno
Lt. Governor

Office of the Attorney General
Department of Law and Public Safety
Division of Gaming Enforcement
1300 Atlantic Avenue
Atlantic City, NJ 08401

Paula T. Dow
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Acting Director

October 13, 2011

Mr. Michael A. Magazzu, Esq.
Corporate Council
Caesars Entertainment/Eastern Division
c/o Bally's Atlantic City
Park Place & the Boardwalk
Atlantic City, NJ 08401

Dear Mr. Magazzu:

The staff of the Division of Gaming Enforcement's Regulatory Enforcement Bureau has reviewed Petition #2841102 filed on October 11, 2011, by Bally's Park Place, Inc. d/b/a Bally's Atlantic City ("Bally's"). Bally's is seeking approval to amend its Certificate of Operation and CHAB license.

Bally's is currently operating under a Certificate of Operation, approved in Petition #1731101 on June 22, 2011, by the Division of Gaming Enforcement.

By Petition #2841102, Bally's is seeking approval to complete the following modifications to its casino rooms, as depicted on Bally's Atlantic City Proposed Casino Operational Plan "PCO-130B", Wild Wild West Proposed Casino Operational Plan " PCO-130W" and The Claridge Proposed Casino Operational Plan " PCO-130C", dated October 4, 2011. Architectural blueprints have been prepared by R2 Architects,LLC David J. Rudzenski, AA, License #08443 and labeled (Exhibit A):

Petitioner proposes the following:

1. Remove and add tables in Pit 3 in Bally's Park Place.
2. Remove and add tables in Pit 4 in Bally's Park Place.
3. Remove, reposition, renumber and add tables in Pit 5 in Bally's Park Place.
4. Remove and add tables in Pit 7 in Bally's Park Place.
5. Position Slot Rows 0202 and 0203 as previously approved in PRN1731101 and depicted in PCO-130B.
6. Remove and add slot machines in Slot Zone #5 in Bally's Park Place.
7. Correct slot stool numbers on PCO-130W in Slot Zone #32. They were incorrectly reflected in PRN1731101.
8. Remove and add table games in Pit 21 in The Claridge Casino.
9. Remove, reposition, renumber and add tables in Pit 25 in The Claridge Casino.

Bally Park Place

Pit Areas

Pit #3:

- Remove: One (1) Craps table (CR-305)
- Add: Two(2) Blackjack tables (BJ-305 and BJ-306)

Pit #4:

- Remove: One (1) Blackjack table (BJ-406)
- Add: One (1) Spanish 21 table (SBJ-406)

Pit #5:

- Remove: One (1) Blackjack table (BJ-512)
- Remove: One (1) Blackjack table (BJ-503).
- Reposition: One (1) Four Card Poker (4CP-509) and renumber as (4CP-512).
- Add: One (1) Three Card Poker table (3CP-509)
- Add: One (1) Three Card Poker table (3CP-503).

Net change in table games for Park Place = One (1) additional table

Slot Areas

Slot Zone #2:

As built correction. PRN1731101, approved 6-22-11, indicated that Slot Rows 0202 and 0203 are in an oblong formation. They have been placed in a parallel formation, as indicated in PCO-130B (Exhibit A).

Slot Zone #5:

Reduce Zone by three (3) slot machines, locations as follows:

- Remove: Twelve (12) slot machines in Slot Row 0501
- Add: Two (2) slant top and seven (7) upright slots in Slot Row 0501;

Net change in slot machines in Park Place = Decrease of three (3) machines.

Wild Wild West

Pit Areas

No changes

Slot Areas

Slot Zone #32:
Correction of PRN1731101, approved 6-22-11, removal of seventeen (17) Slot Stools.

No change in slot numbers for Wild Wild West

Claridge

Pit Areas

Pit#21:

- Remove: Two (2) Three Card Poker tables (3CP-120 and 3CP-128).
- Remove: One (1) Spanish 21 table (SPJ-121).
- Add: Three (3) Blackjack tables (BJ-120, BJ121 and BJ-128.

Pit#25

- Remove: Three (3) Mini Baccarat tables (MB-524, MB-525 and MB-526.
- Remove: One (1) Pai Gow Poker table (PGP-529).
- Reposition: One (1) Pai Gow Tile table (TL-521) and renumber as (TL-528).
- Reposition: One (1) Blackjack table (BJ-528) and renumber as (BJ-526).
- Reposition: One (1) Pai Gow Poker table (PGP-522).
- Add: Two (2) Blackjack tables (BJ-524 and BJ-525).

Net change in table games at Claridge= Reduction of two (2) tables.

Slot Areas, Claridge

No changes

Summary

The summary of the statistical calculations is as follows:

1. Loss of 3 slot machines and 3 slot stools.
   The total number of slot machines and stools will be as follows:
   Park Place - 1,887 slot machines with 1,885 slot tools;
   Wild West - 1,093 slot machines with 1,093 slot stools; and
   Claridge - 285 slot machines with 282 slot stools.

Total of **3,265** slot machines and **3,260** slot stools.

2. A loss of 1 table game.
   The total number of table games will be as follows:
   Park Place - 139;
   Wild West - 46; and
   Claridge - 21.

Total of **206** table games.

3. The casino square footage is unchanged and is as follows:
   Park Place - 83,569 square feet of casino space;
   Wild Wild West - 77,050 square feet of casino space; and
   Claridge - 19,059 square feet of casino space.

Total of **189,071** square feet of casino space.

4. The simulcast area has not changed and will remain at 9,393 square feet at Park Place.

5. Allowable Slot Area is 170,164 sf. (189,071 square feet of casino space X 90% = 170,164 square feet)

6. Total Slots permitted is 17,016 (170,164/10 = 17,016)

7. Total Slot Area is 97,837 square feet. (Bally's = 50,454, Wild Wild West = 37,266 and Claridge = 10,117)

8. Slot density is 51.7% of the total gaming area at Park Place, Wild West and Claridge. (97,837 sf. / 189,071 sf. = 51.7%)

Based on the Division's authority, the requested amendments to the Bally's Park Place, Inc d/b/a Bally's Atlantic City Certificate of Operation and CHAB license as set forth

above, are hereby granted pursuant to N.J.S.A. 5:12-96(d) and 5:12-103. This approval authorizes a casino room containing and consisting of:

Park Place

Simulcast floor: Nine thousand three hundred ninety- three (9,393) square feet of simulcast floor space with:

- Twenty -six (26) Poker tables.

Casino floor: Eighty three-thousand five- hundred sixty nine (83,569) square feet of casino floor space with:

- Forty one (41) Blackjack tables
- Four (4) Spanish 21 tables
- Seven (7) Craps tables
- Thirteen (13) Roulette tables
- One (1) Rapid Roulette
- One (1) Big Six table
- One (1) Sic Bo table
- Three (3) Pai Gow Poker tables
- Two (2) Caribbean Stud Poker tables
- One (1) Baccarat table
- Fifteen (15) Mini-Baccarat tables
- Three (3) Let It Ride tables
- Ten (10) Three Card Poker tables
- One (1) Texas Hold'em Bonus Poker table
- Four (4) Four Card Poker tables
- Two (2) Pai Gow Poker Tile tables
- Two (2) Asia Poker tables
- Two (2) Ultimate Texas Hold'em tables
- One thousand eight hundred eighty-seven (1,887) slot machines

Wild Wild West

Casino floor: Seventy-seven thousand fifty (77,050) square feet of casino floor space with:

- One (1) Big Six table and wheel
- One (1) Craps table
- Six (6) Roulette table and wheels
- Two (2) Pai Gow Poker tables

- One (1) Let It Ride table
- Four (4) Spanish 21 tables
- Twenty three (23) Blackjack tables
- Two (2) Four Card Poker tables
- Five (5) Three Card Poker tables
- One (1) Texas Hold'em Bonus Poker
- One thousand ninety three (1,093) slot machines

Claridge

Casino floor: Nineteen thousand fifty-nine (19,059) square feet of casino floor space with:

- Sixteen (16) Blackjack tables
- One (1) Craps table
- One (1) Roulette table and wheel
- One (1) Mini Baccarat table
- One (1) Pai Gow Tiles table
- One (1) Pai Gow Poker tables
- Two hundred eighty five (285) slot machines

Please note that although the blueprint does not depict areas of the gaming floor as smoking and nonsmoking, the designation of smoking areas in casinos is subject to the jurisdiction of the NJ Department of Health and Senior Services and the Atlantic City Department of Health and Human Services, not the Division. Accordingly, this letter should in no way be construed as approving areas of the gaming floor for smoking.

In addition, this approval is subject to the following conditions:

A. Revised operational blueprints, reflecting the changes approved herein, inclusive of any deficiencies noted, shall be submitted to the Division's Regulatory Enforcement Bureau, casino licensee's security podium and the casino licensee's CCTV monitoring room;

B. All gaming chips shall be transported to and from the gaming tables in accordance with the rules of the Division.

C. Revised Table Game, Roulette Wheel and Big Six Wheel inventory lists shall be submitted to the Division;

D. All steps necessary and appropriate to ensure maximum patron comfort and safety during the period of renovation are to be taken;

E. The procedures detailed in the Slot Procedures Manual shall be followed during the movement of slot machines;

F. A revised Slot Master List shall be submitted to the Division;

G. Bally's notifies the Division immediately in the event of any modification to the approvals granted herein;

H. Bally's complies with all requirements and conditions appended to approvals received from all involved agencies of government whose approvals are required in order for a Certificate of Occupancy for the general public to be issued including, but not limited to, the Department of Community Affairs and the local construction official; and

I. Once modifications have been completed, an inspection by the Division is required of any gaming area changes referenced in this petition **prior** to use. To schedule an inspection, please contact our office at 441-7529.

If you have any questions, please do not hesitate to contact Tadd Hansen or Bruce Ladd of my staff at 441-7577.

Sincerely,

Don Errera

Don Errera, Acting Deputy Chief
Regulatory Enforcement Bureau

BEL
c: Intake Unit
O-02-11-117

Bally's Atlantic City Slot/Stool Count PCO-130B

Slot Zone	*PCO-129B Slots Approved*	*PCO-130B Slots Proposed*	*PCO-129B Stools Approved*	*PCO-130B Stools Proposed*	*Net Change Slots/Stools*	
1	219	219	219	219	0	0
2	65	65	65	65	0	0
3	59	59	59	59	0	0
4	33	33	33	33	0	0
5	42	39	42	39	-3	-3
6	163	163	163	163	0	0
7	48	48	46	46	0	0
8	89	89	89	89	0	0
9	108	108	108	108	0	0
10	130	130	130	130	0	0
11	86	86	86	86	0	0
12	103	103	103	103	0	0
13	150	150	150	150	0	0
14	130	130	130	130	0	0
15	50	50	50	50	0	0
16	150	150	150	150	0	0
17	99	99	99	99	0	0
18	0	0	0	0	0	0
19	166	166	166	166	0	0
SUBTOTAL	1890	1887	1888	1885	-3	-3

Wild Wild Wild West Slot/Stool count PCO-130W

Slot Zone	*PCO-129W Slots Approved*	*PCO-130W Slots Proposed*	*PCO-129W Stools Approved*	*PCO-130W Stools Proposed*	*Net Change Slots/Stools*	
29	158	158	158	158	0	0
30	180	180	180	180	0	0
31	52	52	52	52	0	0
32	66	66	83	66*	0	-17
33	90	90	90	90	0	0
34	77	77	77	77	0	0
35	94	94	94	94	0	0
36	0	0	0	0	0	0
37	22	22	22	22	0	0
38	87	87	87	87	0	0
39	99	99	99	99	0	0
40	0	0	0	0	0	0
41	16	16	16	16	0	0
42	152	152	152	152	0	0
43	0	0	0	0	0	0
SUBTOTAL	1093	1093	1110	1093	0	0

* Correction from PRN#1731101

Claridge Slot/Stool count PCO-130C

Slot Zone	*PCO-129C Slots Approved*	*PCO-130C Slots Proposed*	*PCO-129C Stools Approved*	*PCO-130C Stools Proposed*	*Net Change Slots/Stools*	
50	0	0	0	0	0	0
51	0	0	0	0	0	0
52	0	0	0	0	0	0
53	0	0	0	0	0	0
54	0	0	0	0	0	0
55	0	0	0	0	0	0
56	0	0	0	0	0	0
57	0	0	0	0	0	0
58	0	0	0	0	0	0
59	94	94	94	94	0	0
60	0	0	0	0	0	0
61	0	0	0	0	0	0
62	13	13	13	13	0	0
63	0	0	0	0	0	0
64	0	0	0	0	0	0
65	0	0	0	0	0	0
66	0	0	0	0	0	0
67	0	0	0	0	0	0
68	0	0	0	0	0	0
69	0	0	0	0	0	0
70	178	178	178	178	0	0
SUBTOTAL	285	285	285	285	0	0

TOTAL	**3268** Approved slots PCO-129	**3265** Proposed slots PCO-130	**3280** Approved stools PCO-129	**3260** Proposed stools PCO-130	**-3**	**-20***

*Actual loss of slot stools is three (3). Seventeen (17) stools were corrected in this petition from PCO-129W.