



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

Office of the Secretary

June 7, 2004

Bruce J. Prager, Esq.
Latham & Watkins
885 Third Avenue
New York, NY 10022

Re: *Proposed Acquisition of Horseshoe Gaming Holding Corp., an entity controlled by Jack B. Binion, by Harrah's Entertainment, Inc., FTC File No. 031-0245*

Dear Mr. Prager:

The Federal Trade Commission has conducted a nonpublic investigation to determine whether the proposed acquisition of Horseshoe Gaming Holding Corp. by Harrah's Entertainment, Inc., may violate Section 7 of the Clayton Act or Section 5 of the Federal Trade Commission Act.

Upon further review of 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 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