

-----BEGIN PRIVACY-ENHANCED MESSAGE-----

Proc-Type: 2001,MIC-CLEAR

Originator-Name: webmaster@www.sec.gov

Originator-Key-Asymmetric:

MFgwCgYEVQgBAQICAF8DSgAwRwJAW2sNKK9AVtBzYZmr6aGj1WyK3XmZv3dTINen
TWSM7vrzLADbmYQaionwg5sDW3P6oaM5D3tdezXMm7z1T+B+twIDAQAB

MIC-Info: RSA-MD5,RSA,

O8UlTetDFwfrV4CND0DXIex1FAwQOLpQEg3YC+bsEb+GpjEE14994786tfPe0XTC
YmBVEvjVLqL5C4k9vUXLyA==

<SEC-DOCUMENT>0000950130-96-000338.txt : 19960202

<SEC-HEADER>0000950130-96-000338.hdr.sgml : 19960202

ACCESSION NUMBER: 0000950130-96-000338

CONFORMED SUBMISSION TYPE: 8-K

PUBLIC DOCUMENT COUNT: 3

CONFORMED PERIOD OF REPORT: 19960131

ITEM INFORMATION: Other events

FILED AS OF DATE: 19960201

SROS: NONE

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: TRUMP HOTELS & CASINO RESORTS
HOLDINGS LP

CENTRAL INDEX KEY: 0000943322
STANDARD INDUSTRIAL CLASSIFICATION: HOTELS & MOTELS [7011]
IRS NUMBER: 133818407
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 8-K
SEC ACT: 1934 Act
SEC FILE NUMBER: 033-90786
FILM NUMBER: 96509852

BUSINESS ADDRESS:

STREET 1: MISSISSIPPI AVE & THE BOARDWALK
CITY: ATLANTIC CITY
STATE: NJ
ZIP: 08401
BUSINESS PHONE: 6094416060

MAIL ADDRESS:

STREET 1: MISSISSIPPI AVE & THE BOARDWALK
CITY: ATLANTIC CITY
STATE: NJ
ZIP: 08401

FILER:

COMPANY DATA:

COMPANY CONFORMED NAME: TRUMP HOTELS & CASINO RESORTS
FUNDING INC

CENTRAL INDEX KEY: 0000943323
STANDARD INDUSTRIAL CLASSIFICATION: HOTELS & MOTELS [7011]
IRS NUMBER: 133818405
STATE OF INCORPORATION: DE
FISCAL YEAR END: 1231

FILING VALUES:

FORM TYPE: 8-K
SEC ACT: 1934 Act
SEC FILE NUMBER: 033-90786-01
FILM NUMBER: 96509836

BUSINESS ADDRESS:

STREET 1: MISSISSIPPI AVE AND THE BOARDWALK
CITY: ATLANTIC CITY
STATE: NJ
ZIP: 08401
BUSINESS PHONE: 6096888629

MAIL ADDRESS:

STREET 1: MISSISSIPPI AVE AND THE BOARDWALK
CITY: ATLANTIC CITY
STATE: NJ
ZIP: 08401

</SEC-HEADER>

<DOCUMENT>

<TYPE>8-K

<SEQUENCE>1

<DESCRIPTION>FORM 8-K

<TEXT>

<PAGE>

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 31, 1996

TRUMP HOTELS & CASINO RESORTS HOLDINGS, L.P.

(Exact name of registrant as specified in its charter)

Delaware

33-90786

13-3818407

(State or other jurisdiction
of incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

Mississippi Avenue and The Boardwalk
Atlantic City, New Jersey

08401

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (609) 441-6060

TRUMP HOTELS & CASINO RESORTS FUNDING, INC.

(Exact name of registrant as specified in its charter)

Delaware

33-90786

13-3818405

(State or other jurisdiction (Commission File Number) (I.R.S. Employer
of incorporation) Identification No.)

Mississippi Avenue and The Boardwalk
Atlantic City, New Jersey

08401

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (609) 441-6060

<PAGE>

ITEM 1 TO ITEM 4: None.

ITEM 5: Other Events.

On January 31, 1996, Trump Hotels & Casino Resorts, Inc. ("THCR"), a Delaware corporation and the general partner of Trump Hotels & Casino Resorts Holdings, L.P., THCR Merger Corp., a wholly owned subsidiary of THCR, and Taj Mahal Holding Corp. ("Taj Holding"), amended the Agreement and Plan of Merger which they had entered into on January 8, 1996.

Reference is made to (i) the Amendment to the Agreement and Plan of Merger and (ii) the joint press release of THCR and Taj Holding, dated February 1, 1996, attached as Exhibits hereto. Both Exhibits are incorporated herein by reference.

ITEM 6 TO ITEM 8: None.

<PAGE>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

TRUMP HOTELS & CASINO RESORTS
HOLDINGS, L.P.

By: Trump Hotels & Casino Resorts, Inc.
its general partner

February 1, 1996

/s/ Nicholas L. Ribis

By: Nicholas L. Ribis
Title: President and Chief Executive Officer

TRUMP HOTELS & CASINO RESORTS
FUNDING, INC.

February 1, 1996

/s/ Nicholas L. Ribis

By: Nicholas L. Ribis
Title: President and Chief Executive Officer

<PAGE>

EXHIBIT INDEX

Exhibit No.	Description	Sequentially Numbered Page
-----	-----	-----
2.1.1	Amendment to Agreement and Plan of Merger by and among Trump Hotels & Casino Resorts, Inc., Taj Mahal Holding Corp. and THCR Merger Corp., dated January 31, 1996	
99.1	News Release of Trump Hotels & Casino Resorts, Inc. and Taj Mahal Holding Corp., dated February 1, 1996	

</TEXT>

</DOCUMENT>

<DOCUMENT>

<TYPE>EX-2.1.1

<SEQUENCE>2

<DESCRIPTION>AMENDMENT TO AGREEMENT & PLAN OF MERGER

<TEXT>

<PAGE>

EXHIBIT 2.1.1

AMENDMENT TO AGREEMENT AND PLAN OF MERGER

AMENDMENT TO AGREEMENT AND PLAN OF MERGER, dated as of January 31, 1996 (the "Amendment"), by and among TRUMP HOTELS & CASINO RESORTS, INC., a Delaware corporation ("THCR"), TAJ MAHAL HOLDING CORP., a Delaware corporation ("Taj Holding"), and THCR MERGER CORP., a Delaware corporation and a wholly owned subsidiary of THCR ("Merger Sub"). Capitalized terms not otherwise defined herein shall have the same meanings as ascribed to them in the Agreement and Plan of Merger, dated as of January 8, 1996, by and among the parties hereto.

WHEREAS, THCR, Taj Holding and Merger Sub wish to amend the Merger Agreement;

WHEREAS, the THCR Special Committee and the Board of Directors of THCR have approved the Merger Transaction, the Merger Agreement and this Amendment;

WHEREAS, the Taj Holding Class B Directors and the Board of Directors of Taj Holding have approved the Merger, the Merger Agreement and this Amendment; and

WHEREAS, the Board of Directors of Merger Sub has approved this Amendment and THCR, as the sole stockholder of Merger Sub, has approved and adopted this Amendment.

NOW THEREFORE, in consideration of the foregoing and the mutual representations, warranties, covenants and agreements contained herein and in the Merger Agreement, the parties hereto agree to amend the Merger Agreement, in accordance with Section 11.03 thereof, as follows:

1. The first recital in the Merger Agreement immediately following the preamble is hereby deleted in its entirety and amended to read as follows:

WHEREAS, Taj Holding and certain of its affiliates and THCR and certain of its affiliates desire to effect the Merger Transaction, which includes (a) the merger of Merger Sub with and into Taj Holding upon the terms and subject to the conditions set forth herein (the "Merger"); (b) consummation of the offering by THCR (the "THCR Offering") of up to \$140 million (which amount may be increased at THCR's discretion) of Common Stock of THCR, par value \$.01 per share ("THCR Common Stock"), and the offering by THCR Atlantic City Holdings ("AC Holdings") and its wholly owned finance subsidiary, THCR Atlantic City Funding, Inc. (the "Mortgage Note Offering"), of up to \$1.2 billion aggregate principal amount of mortgage notes (the "Mortgage Notes"), the aggregate proceeds of which will be used, together with available cash, to (i) pay cash, pursuant to this Merger Agreement, to those holders of Class A Common Stock of Taj Holding, par value \$.01 per share (the "Taj Holding Class A Common Stock"), electing to receive cash in the Merger, (ii) redeem (the "Bond Redemption") Trump Taj Mahal Funding, Inc.'s outstanding 11.35% Mortgage Bonds, Series A due 1999 (the "Bonds"), (iii) redeem the outstanding shares of Class B Common Stock of Taj Holding, par value \$.01 per share (the "Taj Holding Class B Common Stock"), as required in connection with the Bond Redemption, (iv) retire, by purchasing and/or defeasing, the outstanding 10 7/8% Mortgage Notes due 2001 of Trump Plaza Funding, Inc. (the "Plaza Note Purchase," and, together with the Mortgage Note Offering and the Bond Redemption, the "Debt Refinancing"), (v) satisfy the indebtedness of Trump Taj Mahal Associates ("Taj Associates") under its loan agreement with National Westminster Bank USA, (vi) purchase certain real property (collectively, the "Specified Parcels") used in the operation of the Trump Taj Mahal Casino Resort (the "Taj Mahal") that is currently leased from Trump Taj Mahal Realty Corp. ("Realty Corp."), a corporation wholly owned by Donald J. Trump ("Trump"), (vii) purchase certain real property used in the operation of Trump Plaza Casino Hotel and Casino that is currently leased from an unaffiliated third party, (viii) make a payment to Bankers Trust Company ("Bankers Trust") to obtain releases of the Liens (defined below) that Bankers Trust has with respect to certain equity interests of Taj Associates and related guarantees and (ix) pay related fees and expenses; (c) the contribution by Trump to AC Holdings (on behalf, and at the direction, of Trump Hotels & Casino Resorts Holdings, L.P., a subsidiary of THCR ("THCR Holdings")), of all of his direct and indirect ownership interests in Taj Associates; and (d) the contribution by THCR to AC Holdings (on behalf, and at the direction, of THCR Holdings) of all its indirect ownership interests in Taj Associates acquired in the Merger;

<PAGE>

2. The words "THCR Holdings and Taj Holdings LLC" in part (a) of the second recital in the Merger Agreement are hereby deleted in their entirety and replaced with the following term: "AC Holdings."

3. Section 1.01 of the Merger Agreement is hereby amended to add the following defined terms to the terms contained therein:

"AC Holdings" shall have the meaning set forth in the Recitals.

"Consent Solicitation" shall mean the consents and waivers to be

solicited from the holders of the Senior Notes to modify, in connection with the Merger Transaction, certain provisions of the indenture pursuant to which the Senior Notes were issued.

"Debt Refinancing" shall have the meaning set forth in the Recitals.

"Mortgage Note Offering" shall have the meaning set forth in the Recitals.

"Mortgage Notes" shall have the meaning set forth in the Recitals.

"Plaza Note Purchase" shall have the meaning set forth in the Recitals.

"Senior Notes" shall mean the \$155 million aggregate principal amount of 15 1/2% Senior Notes of THCR Holdings and Trump Hotels & Casino Resorts Funding, Inc.

"Taj Associates Guarantee" shall mean the guarantee of Taj Associates with respect to the Mortgage Notes.

4. Section 1.01 of the Merger Agreement is hereby further amended (i) to delete the definitions of "Taj Funding Offering" and "Taj Holdings LLC" in their entirety and (ii) to amend the definitions of "Merger Agreement" and "Merger Transaction" to read as follows:

"Merger Agreement" shall have the meaning set forth in the Preamble and shall also include any amendments pursuant to Section 11.03 hereof.

"Merger Transaction" shall have the meaning set forth in the Recitals; provided, however, that for purposes of Section 7.03(a) and Paragraphs (iii) and (iv) of Section 9.01 hereof, the term shall not include the Debt Refinancing.

5. The clause in the third sentence of Section 3.06(a) of the Merger Agreement that reads "dated January 8, 1996 (the "Rothschild Fairness Opinion")" is hereby deleted in its entirety and amended to read as follows: "dated January 31, 1996 (the "Rothschild Fairness Opinion")."

6. The term "Taj Funding Offering" in Sections 3.06(a), 3.06(c) and 3.07 of the Merger Agreement is hereby deleted in its entirety and replaced with the following term: "Taj Associates Guarantee."

7. Section 3.15 of the Merger Agreement is hereby amended by (i) replacing the term "Taj Funding Offering" in the heading with the term "Mortgage Note Offering" and (ii) deleting clause (b) in its entirety and replacing it with the following language:

(b) the filing of a registration statement on Form S-1 with the SEC jointly with the issuers of the Mortgage Note Offering to the extent required in order to register the Taj Associates Guarantee (the "Debt S-1").

8. Section 3.16 of the Merger Agreement is hereby amended by replacing (i) the term "THCR Offering" in the heading with the words "Debt S-1 and Equity S-1," (ii) the words "will, at the time the Equity S-1" in the first sentence with the words "and the Debt S-1 will, at the time each registration statement" and (iii) the word "statement" in the second sentence with the word "statements."

9. The clause in the third sentence of Section 4.06(a) of the Merger Agreement that reads "dated January 8, 1996 (the "DLJ Fairness Opinion")" is hereby deleted in its entirety and amended to read as follows: "dated January

31, 1996 (the "DLJ Fairness Opinion")."

<PAGE>

10. The heading in Section 4.15 of the Merger Agreement is hereby deleted in its entirety and amended to read as follows: "Section 4.15. Mortgage Note Offering."

11. Section 9.01 of the Merger Agreement is hereby amended by (a) deleting the word "and" in Paragraph (vii), (b) replacing the period at the end of Paragraph (viii) with a semicolon and the word "and" and (c) inserting a new Paragraph at the end of the Section to read as follows:

(ix) Taj Holding and THCR shall have received one or more solvency opinions with respect to the Mortgage Note Offering and related guarantees from a nationally recognized appraisal firm, in form and substance reasonably satisfactory to Taj Holding and THCR.

12. Paragraph (i) of Section 9.02 of the Merger Agreement is hereby deleted in its entirety and amended to read as follows: "(i) [intentionally omitted]."

13. Paragraph (iii) of Section 9.02 of the Merger Agreement is hereby deleted in its entirety and amended to read as follows:

(iii) assuming consummation of the Merger Transaction, AC Holdings shall have assumed the indemnification and other obligations of the Surviving Corporation and TM/GP set forth in Section 7.04 hereof with the understanding that any subsequent action on the part of AC Holdings pursuant to Section 7.04(c) hereof shall not release AC Holdings of such indemnification and other obligations;

14. Paragraph (ii) of Section 9.03 of the Merger Agreement is hereby deleted in its entirety and amended to read as follows:

(ii) the THCR Offering, the Mortgage Note Offering, the Plaza Note Purchase and the Consent Solicitation shall have been consummated on terms acceptable to THCR;

15. Paragraph (v) of Section 9.03 of the Merger Agreement is hereby deleted in its entirety and amended to read as follows:

(v) Trump shall have contributed, or caused to be contributed, to AC Holdings (on behalf, and at the direction, of THCR Holdings) all of his direct and indirect ownership interests in Taj Associates on terms acceptable to THCR;

Except as modified herein, the Merger Agreement shall remain unmodified and in full force and effect. This Amendment may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective authorized officers as of the day and year first above written.

TAJ MAHAL HOLDING CORP.

/s/ R. Bruce McKee

By: R. Bruce McKee
Title: Assistant Treasurer and

Acting Chief Operating Officer
of Trump Taj Mahal Associates

TRUMP HOTELS & CASINO RESORTS, INC.

/s/ Nicholas L. Ribis

By: Nicholas L. Ribis
Title: President and Chief Executive
Officer

THCR MERGER CORP.

/s/ Nicholas L. Ribis

By: Nicholas L. Ribis
Title: President and Chief Executive
Officer

</TEXT>
</DOCUMENT>
<DOCUMENT>
<TYPE>EX-99.1
<SEQUENCE>3
<DESCRIPTION>NEWS RELEASE
<TEXT>

<PAGE>

EXHIBIT 99.1

NEWS RELEASE

FROM: The Marcus Group, Inc. Contact: Alan C. Marcus
500 Plaza Drive
Secaucus, NJ 07096-3309 (O): (201) 902-9000
FOR: Trump Hotels & Casino Resorts, Inc.

and

Taj Mahal Holding Corp.

For Immediate Release: February 1, 1996

NEW YORK -- Trump Hotels & Casino Resorts, Inc. (NYSE:DJT) and Taj Mahal Holding Corp. today jointly announced the execution of an amendment to the previously announced agreement to add the Trump Taj Mahal Casino Resort in Atlantic City, NJ, to the publicly traded company's holdings. The amendment provides for the issuance of new mortgage notes of the holding company that will directly own and operate the Taj Mahal and the Trump Plaza Hotel and Casino following the merger.

The proceeds of the mortgage note offering, together with the proceeds of the offering of common stock of Trump Hotels & Casino Resorts, Inc. (THCR) and available cash, will be used, among other things, to redeem Taj Fundings' outstanding 11.35% Mortgage Bonds, Series A due 1999, as previously announced, as well as to purchase Trump Plaza's outstanding 10 7/8% Mortgage Notes due 2001.

"The merger and the refinancings will enhance THCR's ability to fully realize the synergies of the combined entity, as well as to more efficiently utilize the cash flows of the Taj Mahal and Trump Plaza on a combined basis to

fund future projects," said Nicholas L. Ribis, THCR president and chief executive officer. "Our objective of creating one of the largest casino/entertainment companies in the United States that is both financially and operationally streamlined, as well as highly competitive, will be furthered as a result of these transactions."

The merger is conditioned upon, among other things, the consummation of the debt and stock offerings, the receipt of shareholder and bondholder approval, the price of THCR Common Stock not being less than \$20 per share at the time of the merger, and the receipt of necessary regulatory and third party consents and approvals.

-1-

</TEXT>

</DOCUMENT>

</SEC-DOCUMENT>

-----END PRIVACY-ENHANCED MESSAGE-----