

TRUMP ENTERTAINMENT RESORTS, INC.  
Form DEFA14A  
April 25, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**TRUMP ENTERTAINMENT RESORTS, INC.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**TRUMP ENTERTAINMENT RESORTS, INC.**

Amended and Restated as of April 24, 2008

1. The Committee. The Board of Directors ( Board ) of Trump Entertainment Resorts, Inc. ( Company ) shall appoint a Corporate Governance and Nominating Committee ( Committee ).

2. Composition. The Committee shall be comprised of at least two directors, and shall designate one member of the Committee as its chairperson, to serve at the pleasure of the Board. A majority of the members (and in any event not fewer than two members) of the Committee shall be independent directors under the rules of the exchange on which the Company is listed and the Board's independence standards as set forth in the Company's Corporate Governance Guidelines ( Independent Directors ).

3. Nominating Sub-Committee. If less than all of the members of the Committee are Independent Directors, then the functions of the Committee described in paragraph 4.b. below shall be passed to a Nominating Sub-Committee (the Nominating Sub-Committee ). The Nominating Sub-Committee shall be comprised of at least two directors, and shall designate one member of the Nominating Sub-Committee as its chairperson, to serve at the pleasure of the Board. Each member of the Nominating Sub-Committee shall be an Independent Director. Generally, the members of the Nominating Sub-Committee will be the members of the Committee who are Independent Directors.

4. Purposes, Duties and Responsibilities.

a. The purposes of the Committee shall be to: develop and recommend to the Board the governance processes and principles applicable to the Company; oversee the periodic evaluation of the Board and committees; and, generally, have a leadership role in shaping the Company's corporate governance policies. Specifically, the duties and responsibilities of the Committee shall include:

Reviewing the Company's corporate governance practices and guidelines, and recommending appropriate changes thereto.

Coordinating and overseeing the annual self-evaluation of the role and performance of the Board and its committees.

Producing any Committee report as required by law or regulation.

Annually evaluating the performance of the Committee.

Reviewing and assessing the adequacy of this Charter on an annual basis, and recommending appropriate changes.

b. Pursuant to the Voting Agreement, dated as of May 20, 2005, by and among the Company and the Stockholders (as defined therein), certain parties have the right to designate certain Board members. Subject to these restrictions, the Committee (or, if

applicable, the Nominating Sub-Committee), if asked by any such party with the right to designate a Board member or by the Board, shall make non-binding recommendations regarding: composition needs of, and other qualification considerations for, the Board and its committees; individuals qualified to become members of the Board; and procedures regarding the consideration of shareholder suggestions for candidates for nomination to the Board. In addition, the duties and responsibilities of the Committee (or, if applicable, the Nominating Sub-Committee) shall, subject to the aforementioned restrictions, include:

If requested, reviewing the compositional needs of the Board and developing and recommending criteria for use in identifying and evaluating prospective Board candidates; and identifying and reviewing the qualifications of Board candidates, including through the evaluation of candidates for re-nomination.

If requested, recommending potential director nominees that satisfy the qualification criteria developed by the Committee (or, if applicable, the Nominating Sub-Committee).

If requested, overseeing the Company's policies and procedures for the receipt of shareholder suggestions regarding Board composition and recommendations of candidates for nomination by the Board.

Recommending for Board approval the composition of Board committees and chairpersons for such committees.

Recommending for Board approval determinations as to director independence.

Producing any Committee report as required by law or regulation with respect to the matters covered by this paragraph 4.b.

Annually evaluating the performance of the Committee (or, if applicable, the Nominating Sub-Committee) with respect to the matters covered by this paragraph 4.b.

Reviewing and assessing the adequacy of this Charter on an annual basis with respect to the matters covered by this paragraph 4.b., and recommending appropriate changes.

In addition, the Committee (or, if applicable, the Nominating Sub-Committee) will have the sole authority (and resources necessary) to retain and terminate such director search advisor as it determines appropriate to assist the Committee (or, if applicable, the

Nominating Sub-Committee) in the performance of its functions and to approve the fees and other retention terms for such advisor.

5. Meetings. A majority of the members of the Committee shall constitute a quorum for a meeting of the Committee, and a majority of the members of the Nominating Sub-Committee (if any) shall constitute a quorum for a meeting of the Nominating Sub-Committee. The Committee and, if applicable, the Nominating Sub-Committee, shall meet as often as may be deemed necessary or appropriate in their respective judgment, either in person or telephonically. If there is a Nominating Sub-Committee, it shall meet separately from the Committee. The Committee and the Nominating Sub-Committee shall each maintain minutes of its meetings and regularly report its activities to the Board.

6. Delegation. In addition to the Nominating Sub-Committee, the Committee and the Nominating Sub-Committee (if any) may form, and delegate its responsibilities to, a subcommittee consisting of one or more members thereof who are Independent Directors, or to other Independent Directors, when appropriate.