

TRUMP HOTELS & CASINO RESORTS INC  
Form PRE 14A  
April 16, 2003  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)**  
**of the Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- |                                     |   |                          |  |
|-------------------------------------|---|--------------------------|--|
| <input checked="" type="checkbox"/> | Preliminary Proxy Statement                 | <input type="checkbox"/> | <b>Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))</b> |
| <input type="checkbox"/>            | Definitive Proxy Statement                  |                          |  |
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**TRUMP HOTELS & CASINO 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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- 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.

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- (2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_
- (3) Filing Party:  
\_\_\_\_\_
- (4) Date Filed:  
\_\_\_\_\_

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**TRUMP HOTELS & CASINO RESORTS, INC.**

**1000 Boardwalk at Virginia Avenue**

**Atlantic City, New Jersey 08401**

Dear Fellow Stockholders:

We cordially invite you to attend our 2003 Annual Meeting of Stockholders, which will be held on Thursday, June 12, 2003, at 2:00 p.m. in the Xanadu Theater at the Trump Taj Mahal Casino Resort, located at 1000 Boardwalk, Atlantic City, New Jersey.

The enclosed proxy statement contains details concerning the business to come before the meeting. Please review this information carefully. Please note that our Board of Directors recommends a vote FOR each proposal listed in the Proxy Statement. Whether or not you expect to attend, please promptly complete, sign, date and return the enclosed proxy card so that your shares will be represented at the meeting.

We look forward to seeing you at the meeting and thank you for your continued support of the Company.

Sincerely,

*Donald J. Trump*

*Chairman of the Board of Directors,*

*President and Chief Executive Officer*

*New York, New York*

*April 30, 2003*

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**TRUMP HOTELS & CASINO RESORTS, INC.**

**NOTICE OF MEETING**

The 2003 Annual Meeting of Stockholders of Trump Hotels & Casino Resorts, Inc., or the Company, will be held on Thursday, June 12, 2003, commencing at 2:00 p.m. in the Xanadu Theater at the Trump Taj Mahal Casino Resort, located at 1000 Boardwalk, Atlantic City, New Jersey for the following purposes:

1. To elect five directors for a one-year term or until each director's successor is elected and qualified;
2. To authorize the issuance of up to 7,894,737 shares of the Company's Common Stock, par value \$.01 per share, to Donald J. Trump in exchange for 1,500 shares of the Company's Series A Preferred Stock, par value \$1.00 per share, pursuant to the rules of the New York Stock Exchange;
3. To ratify the appointment of Ernst & Young LLP as the Company's independent public auditors for the 2003 fiscal year; and
4. To transact any other business that may properly come before the meeting or any adjournment or postponement of the meeting.

Stockholders of record owning Company shares at the close of business on April 17, 2003, are entitled to vote at the meeting. A complete list of these stockholders will be available for ten days prior to the meeting at the Company's executive offices located at Trump Taj Mahal Casino Resort, 1000 Boardwalk, Atlantic City, New Jersey 08401. The transfer books of the Company will remain open following the Record Date.

Your Board of Directors recommends that you vote **FOR** the proposals.

Sincerely,

*Robert M. Pickus*

*Executive Vice President, Secretary*

*and General Counsel*

*Atlantic City, New Jersey*

*April 30, 2003*

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**PROXY STATEMENT**

**Introduction**

Our Board of Directors is soliciting proxies for the 2003 Annual Meeting of Stockholders. This Proxy Statement contains important information for you to consider when deciding how to vote on the matters brought before the meeting. Please read it carefully.

In this Proxy Statement:

We, Us, Our and the Company means Trump Hotels & Casino Resorts, Inc. and its subsidiaries; and

Annual Meeting means the 2003 Annual Meeting of Stockholders to be held on Thursday, June 12, 2003, 2:00 p.m. in the Xanadu Theater at the Trump Taj Mahal Casino Resort, 1000 Boardwalk, Atlantic City, New Jersey.

Our principal executive offices are located in the Trump Taj Mahal Casino Resort at 1000 Boardwalk, Atlantic City, New Jersey 08401. The main telephone number of the Company's executive offices is (609) 449-6515. A copy of the Company's 2002 Annual Report, this Proxy Statement and the accompanying proxy card are first being sent or given to stockholders on or about April 30, 2003.

**QUESTIONS AND ANSWERS**

*Question #1. What will stockholders vote on at the Annual Meeting?*

Answer #1. At the Annual Meeting, stockholders will be asked to vote on the following proposals:

1. To elect five directors to the Company's Board of Directors for a one-year term or until his respective successor is elected and qualified;
2. To authorize the issuance of up to 7,894,737 shares of the Company's Common Stock, par value \$.01 per share, to Donald J. Trump in exchange for 1,500 shares of the Company's Series A Preferred Stock, par value \$1.00 per share, pursuant to the rules of the New York Stock Exchange; and



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3. To ratify the appointment of Ernst & Young LLP as the Company's independent public auditors for the 2003 fiscal year.

Stockholders will also transact any other business that properly comes before the Annual Meeting.

*Question #2. Who may vote at the Annual Meeting?*

*Answer #2.* The record date for the meeting is April 17, 2003. Our stockholders of record at the close of business on that date are entitled to vote at and attend the Annual Meeting. As of the close of business on the record date, there were issued and outstanding (i) 22,010,027 shares of our Common Stock and (ii) 1,000 shares of our Class B Common Stock entitled to notice of, and to vote at, the Annual Meeting.

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Each share of our Common Stock entitles the holder thereof to one vote on each proposal to be acted upon at the Annual Meeting. The 1,000 shares of Class B Common Stock, all of which are beneficially owned by Donald J. Trump, are entitled to an aggregate of 13,918,723 votes on each proposal to be acted upon at the Annual Meeting. Our Common Stock and Class B Common Stock will vote as a single class on the proposals contained in this Proxy Statement.

*Question #3. What if my shares are held in street name by a broker?*

*Answer #3.* If you are the beneficial owner of shares held in street name by a broker, your broker, as the record holder of the shares, must vote those shares in accordance with your instructions. If you do not give instructions to your broker, your broker can vote your shares with respect to discretionary items, but not with respect to non-discretionary items. On non-discretionary items for which you do not give instructions, the shares will be treated as broker non-votes. A discretionary item is a proposal that is considered routine under the rules of the New York Stock Exchange. Shares held in street name may be voted by your broker on discretionary items in the absence of voting instructions given by you. The proposals regarding the election of directors and ratification of our independent auditors are considered routine and therefore, may be voted upon by your broker if you do not give instructions for the shares held by your broker. The proposal regarding the issuance of up to 7,894,737 shares of the Company's Common Stock to Donald J. Trump in exchange for 1,500 shares of Series A Preferred Stock of the Company is not considered routine and therefore, may not be voted upon by our broker if you do not give instructions for the shares held by your broker.

*Question #4. How many shares must be present to hold the Annual Meeting?*

*Answer #4.* The presence in person or by proxy of the holders of a majority of the combined outstanding voting power of the Common Stock and the Class B Common Stock is necessary to constitute a quorum in connection with the transaction of business at the Annual Meeting.

*Question #5. What if a quorum is not present at the Annual Meeting?*

*Answer #5.* If a quorum is not present at the scheduled time of the Annual Meeting, we may adjourn the Annual Meeting, either with or without a vote of the stockholders. If we propose to have the stockholders vote whether to adjourn the meeting, the people named in the enclosed proxy will vote all shares of our common stock for which they have voting authority in favor of the adjournment. We also may adjourn the Annual Meeting if for any reason we believe that additional time should be allowed for the solicitation of proxies. An adjournment will have no effect on the business that may be conducted at the Annual Meeting.

*Question #6. How do I vote?*

*Answer #6.* All stockholders are cordially invited to attend the Annual Meeting. Whether or not you expect to attend, you are kindly requested to complete, sign and date and promptly return the enclosed proxy card. A return envelope which requires no postage if mailed within the United States has been enclosed for your convenience.

Please note that if your shares are held in street name by a broker or other nominee and wish to vote at the Annual Meeting, you will need to obtain a proxy form from the institution that holds your shares.



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*Question #7. Can I change my vote after I submit my proxy?*

Answer #7. Yes. Stockholders who execute proxy cards retain the right to revoke them at any time prior to the voting thereof at the Annual Meeting by one of the following methods: (i) by filing written notice of such revocation, (ii) by submitting a duly executed proxy card bearing a later date or (iii) by voting in person at the Annual Meeting.

Your attendance at the Annual Meeting will not have the effect of revoking your proxy unless you give written notice of revocation to the Corporate Secretary of the Company before the polls are closed. Any written notice revoking a proxy should be sent to Robert M. Pickus, Corporate Secretary, Trump Taj Mahal Casino Resort, 1000 Boardwalk, Atlantic City, New Jersey 08401 and must be received before the polls are closed.

*Question #8. Who will count the votes?*

Answer #8. The votes will be tabulated and certified by our transfer agent, Continental Stock Transfer & Trust Company. A representative of Continental Stock Transfer & Trust Company will serve as the inspector of elections.

*Question #9. How does the Board of Directors recommend I vote on the proposals?*

Answer #9. The Board of Directors recommends that you vote **FOR** each of the proposals at the Annual Meeting.

*Question #10. What if I do not specify how my shares are to be voted?*

Answer #10. If you send in a signed proxy card but do not give any voting instructions, your shares will be voted **FOR** all proposals listed on the proxy card.

*Question #11. Will any other business be conducted at the Annual Meeting?*

Answer #11. Our Board of Directors does not know of any other business that will be presented at the Annual Meeting. If any other proposal properly comes up for a vote at the meeting, however, the proxy holders will vote your shares in the accordance with their best judgment.

*Question #12. What are my voting options on each proposal?*

Answer #12. You have three choices on each of the matters to be voted on at the Annual Meeting. On the election of directors, by checking the appropriate box on your proxy card, you may: (i) vote for all of the director nominees as a group; (ii) withhold authority to vote for all director nominees as a group; or (iii) vote for all director nominees as a group except for those nominees you identify on the appropriate line. On the other proposals, by checking the appropriate box on your proxy card, you may: (i) vote **FOR** each proposal; (ii) vote **AGAINST** each proposal; or (iii) **ABSTAIN** from voting on each proposal.

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*Question #13. How many votes are required to approve the proposals?*

Answer #13. The affirmative vote of a plurality of shares of Common Stock and Class B Common Stock present in person or by proxy and entitled to vote at the Annual Meeting is required for the election of Directors. The affirmative vote of a majority of shares of Common Stock and Class B Common Stock present in person or by proxy and entitled to vote at the Annual Meeting is required to approve the other proposals before the Annual Meeting.

*Question #14. How will abstentions be treated?*

Answer #14. If you abstain from voting on one or more proposals, we will still include your shares for purposes of determining whether a quorum is present. Pursuant to our bylaws, the affirmative vote of the majority of shares present at the Annual Meeting is required for approval of the proposals, so abstentions will have the effect of a negative vote.

*Question #15. How will Broker Non-Votes be treated?*

Answer #15. Broker Non-Votes (i.e., proxies from brokers or nominees indicating that such persons have not received instructions from the beneficial owner or other persons entitled to vote shares as to non-discretionary matters) will be treated as present for purposes of determining the presence of a quorum at the Annual Meeting but will have no effect on the outcome of the votes on the proposals to be acted upon at the Annual Meeting.

*Question #16. What happens if a director nominee is unable to stand for election?*

Answer #16. If a director nominee is unable to stand for election, our Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless you have withheld authority.

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**PROPOSAL 1**

**ELECTION OF DIRECTORS**

**General Information**

Our bylaws provide for a Board of Directors of not less than one nor more than fifteen directors and authorizes the Board of Directors to chose the number of directors within that range by a majority vote. The number of directors currently set by the Board is five.

Five nominees are to be elected to the Company's Board of Directors at the Annual Meeting. Each Director is expected to hold office until the next annual meeting of stockholders or until his successor has been duly elected and qualified. If a proxy card is executed in such a manner as not to withhold authority for the election of any or all of the nominees to the Company's Board of Directors, the persons named on the proxy card will vote the shares represented by the proxy card FOR the election of the following five director nominees. If the proxy card indicates that the stockholder wishes to withhold a vote from one or more specific

nominee(s) as Director(s), such instructions will be followed by the persons named on the proxy card.

All of the nominees listed below are currently members of the Company's Board of Directors. This year, the Company's Board of Directors will continue to consist of five members.

Should any one or more of the nominees become unable to serve for any reason or will not serve, neither of which is anticipated, the Board of Directors may, unless the Board of Directors by resolution provides for a lesser number of Directors, designate substitute nominees, in which event the persons named on the proxy card will vote FOR the election of such substitute nominee or nominees.

The following table sets forth the name and age of each nominee and the year during which such individual commenced serving as a member of the Company's Board of Directors:

<u>Name</u>	<u>Age</u>	<u>Director Since</u>
Donald J. Trump	56	1995
Wallace B. Askins	72	1995
Don M. Thomas	72	1995
Peter M. Ryan	65	1995
Robert J. McGuire	66	2001

**OUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A**

**VOTE FOR THE ELECTION OF THE ABOVE-NAMED DIRECTOR NOMINEES.**

Below is a brief summary of the business background of each nominee named above:

Donald J. Trump has been serving as the President and Chief Executive Officer of each of Trump Hotels & Casino Resorts, Inc. ( THCR ), Trump Hotels & Casino Resorts Funding, Inc. ( THCR Funding ) and Trump Hotels & Casino Resorts Holdings, L.P. ( THCR Holdings ) since June 2000. Also since June 2000, Trump has been serving

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as the (i) President of each of Trump Atlantic City Holding, Inc. ( Trump AC Holding ), Trump Atlantic City Associates ( Trump AC ), Trump Atlantic City Funding, Inc. ( Trump AC Funding ), Trump Atlantic City Funding II, Inc. ( Trump AC Funding II ), Trump Atlantic City Funding III, Inc. ( Trump AC Funding III ), Trump Atlantic City Corporation ( TACC ) and THCR Enterprises, LLC; (ii) President and Chief Executive Officer of each of Trump s Castle Funding, Inc. ( Castle Funding ) and Trump Marina, Inc. (f/k/a Trump s Castle Hotel & Casino, Inc.); (iii) President and Treasurer of THCR/LP Corporation; and (iv) Chief Executive Officer of Trump Taj Mahal Associates. Since June 1998, Trump has been serving as the President, Treasurer and sole director of Trump Casinos, Inc. Upon the consummation of the TCH Note Offering on March 25, 2003, Mr. Trump began serving as the President, Chief Executive Officer and Chairman of the Board of Trump Casino Holdings, LLC ( TCH ) and Trump Casino Funding, Inc. ( TCF ). Until April 1998, Trump served as the President and Treasurer of Castle Funding. Since November 1997, Trump has been serving as the Chairman of each of Trump AC Funding II and Trump AC Funding III, and as the Chairman of THCR Enterprises, Inc. since January 1997. Since January 1996, he has been serving as the Chairman of Trump AC Funding. Since March 1995, Trump has been the Chairman of each of THCR, THCR Funding and THCR Holdings. Since February 1993, Trump has been the Chairman of Trump AC Holding. Since December 1992, Trump has been serving as the sole director of Trump Indiana, Inc. From May 1992 to March 2003, Trump served as the Chairman of the Board of Partner Representatives of Trump Marina Associates, L.P. (f/k/a Trump s Castle Associates, L.P.). Since November 1991, Trump has been serving as the President, Treasurer and sole director of Trump Casinos II, Inc. Since October 1991, he has been the Chairman of each of THCR Holding Corp. and THCR/LP Corporation. Since March 1991, Trump has been the President and Treasurer of THCR Holding Corp. and the sole director of TACC. Since May 1986, he has been serving as the President and sole director of Realty Corp. Since March 1986, he has been the Chairman, President and Treasurer of Trump Plaza Funding, Inc. Since March 1985, Trump has been the Chairman of Trump Marina, Inc. From February 1993 through December 1997, Trump served as the President of Trump AC Holding. From March 1991 through December 1997, Trump served as the President and Treasurer of TACC. Trump is also currently the President and Chief Executive Officer of The Trump Organization, Inc. which has been in the business, through its affiliates and subsidiaries, of acquiring, developing and managing real estate properties for more than the past five years.

Wallace B. Askins has been serving as a director of each of THCR and THCR Funding since June 1995. Since December 1997, Mr. Askins has been a director of Trump AC Funding II and Trump AC Funding III. Since April 1996, he has been serving as a director of Trump AC Funding. Since April 1994, Mr. Askins has been serving as a director of Trump AC Holding. Upon consummation of the TCH Note Offering on March 25, 2003, Mr. Askins became a member of TCH s and TCF s Boards of Directors. From June 1984 to November 1992, Mr. Askins served as Executive Vice President, Chief Financial Officer and as a director of Armco, Inc.

Don M. Thomas has been serving as a director of each of THCR and THCR Funding since June 1995. Since December 1997, Mr. Thomas has been serving as a director of each of Trump AC Funding II and Trump AC Funding III. Since April 1996, he has been a director of Trump AC Funding. Since January 1985, Mr. Thomas has been serving as the Senior Vice President of Corporate Affairs of the Pepsi-Cola Bottling Co. of New York. From 1985 through 1987, Mr. Thomas served as a Commissioner and the acting Chairman of the CRDA, and a Commissioner of the CCC from 1980 through 1984 during a portion of which time Mr. Thomas also served as the acting Chairman. Mr. Thomas is an attorney licensed to practice law in New York. Upon the consummation of the TCH Note Offering on March 25, 2003, Mr. Thomas became a member TCH s and TCF s Boards of Directors.

Peter M. Ryan has been serving as a director of each of THCR and THCR Funding since June 1995. He has also been the President of each of The Marlin Group, LLC and The Brookwood Carrington Fund, LLC, real estate financial advisory groups, since January 1995. Prior to that, Mr. Ryan was the Senior Vice President of The Chase Manhattan Bank for more than five years. Upon the consummation of the TCH Note Offering on March 25, 2003, Mr. Ryan became a member of TCH s and TCF s Boards of Directors.

Robert J. McGuire has been a director of THCR and THCR Funding since July 2001. Mr. McGuire has been Counsel to the New York law firm of Morvillo, Abramowitz, Grand, Iason & Silberberg, P.C. since 1998. As an Assistant United States Attorney from 1962 through 1966, Mr. McGuire prosecuted cases in the Southern District of New York. In 1969, he established his own law firm of McGuire and Lawler where he worked until his appointment as



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New York City Police Commissioner. Mr. McGuire served as New York City Police Commissioner from 1978 to 1983. In 1984, Mr. McGuire was elected Chairman and Chief Executive Officer of Pinkerton's, Inc. where he remained for four years before joining Kroll Associates. Mr. McGuire resigned as President of Kroll Associates in 1997. Mr. McGuire serves on numerous Boards and is the President of the Police Athletic League. Upon the consummation of the TCH Note Offering on March 25, 2003, Mr. McGuire became a member of TCH's and TCF's Boards of Directors.

All of the persons listed above are citizens of the United States and have been qualified or licensed by the New Jersey Casino Control Commission and the Indiana Gaming Commission.

## **The Board of Directors and Committees of the Board of Directors**

Our Board of Directors met eight times during 2002. During the year, none of the Directors attended fewer than 90% of the aggregate of (i) the total number of meetings of the Board of Directors and (ii) the total number of meetings held by all committees of the Board of Directors on which such individuals served.

Our Board has five committees: (i) Audit, (ii) Special, (iii) Stock Incentive Plan, (iv) Compensation and (v) Executive Committee. The Company does not currently have a Nominating Committee. Below is a brief description of the duties and responsibilities of each of the foregoing committees and the names of the Directors comprising each committee:

- ***Audit Committee:*** The current members of the Audit Committee are Messrs. Askins, McGuire, Ryan and Thomas, each of whom is an independent director of the Company, as that term is defined in the New York Stock Exchange's listing standards. The responsibilities of the Audit Committee are outlined in a written charter, a copy of which is annexed to this Proxy Statement as Annex A, and include the following:
  - Ø recommending to the Board the independent public auditors appointed each year for the Company and its subsidiaries;
  - Ø meeting with the independent public auditors concerning their audit, their evaluation of the Company's financial statements, accounting developments that may affect the Company, and their nonaudit services;
  - Ø meeting with management and internal auditors concerning similar matters;
  - Ø reviewing the Company's compliance policies and performance; and
  - Ø making recommendations to the Company's independent public auditors and management as it deems appropriate.

The Audit Committee met fourteen times during 2002.

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- Special Committee: The Special Committee was established pursuant to our bylaws and THCR Holdings partnership agreement. The Special Committee is empowered to vote on any matters which require approval of a majority of the independent directors of THCR, including affiliated transactions. All proposed transactions involving THCR or THCR Holdings in which Mr. Trump has a personal interest valued over \$200,000 or any transaction between THCR and any officer or director having a value of at least \$200,000 (other than transactions relating to salary or other compensation paid in the ordinary course of business), shall be reviewed by the Special Committee, which shall make findings and recommendations to the Board with respect to such proposed transactions. At all times,

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the Special Committee is required to be comprised of at least two non-employee directors, one of whom is required to be Mr. McGuire or his successor who shall be an independent director, and no employee directors. The current members of the Special Committee are Messrs. Askins, Thomas, Ryan and McGuire. The Special Committee met eleven times during 2002.

- Stock Incentive Plan Committee: The current members of the Stock Incentive Plan Committee are Messrs. Trump, Askins, Ryan and Thomas. The Stock Incentive Plan Committee is responsible for administering the Trump Hotels & Casino Resorts, Inc. 1995 Stock Incentive Plan, or the 1995 Stock Plan, and has the authority to grant awards to individuals pursuant to the 1995 Stock Plan, to determine the number of awards to be so granted, the term of such awards, any vesting requirements and any other administrative determinations required in connection therewith. The Stock Incentive Plan Committee met once during 2002.
- Compensation Committee: The current members of the Compensation Committee are Messrs. Askins and Thomas. The Compensation Committee provides assistance to the Board of Directors to ensure that the Company's officers, executives and Directors are compensated in accordance with the Company's total compensation objectives and executive compensation policies, strategies and pay levels necessary to support organizational objectives. The Compensation Committee met once during 2002.
- Executive Committee: Mr. Trump is currently the sole member of the Executive Committee. The Executive Committee has and exercises all of the powers of the Board of Directors in the management of the business and affairs of the Company, subject to any restrictions or limitations as the Board of Directors may from time to time specify or as limited by the Delaware General Corporation Law. At various times during 2002, Mr. Trump reviewed several matters on behalf and in the name of the Executive Committee. The Board of Directors has recently determined to disband the Executive Committee.

The Board of Directors intends to create a nominating and corporate governance committee in 2003.

## **Compensation of Directors**

Mr. Trump, the Chairman of the Board of Directors, President and Chief Executive Officer of THCR, received no remuneration for serving on the Board of Directors of THCR for the fiscal year ended December 31, 2002. The Board's independent directors are paid an annual stipend of \$50,000, plus \$2,000 per meeting attended and reasonable out-of-pocket expenses incurred in attending such meeting. As a matter of policy, Directors who are also employees or consultants of the Company are not paid any fees.

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The table below sets forth the beneficial ownership of our voting securities as of April 17, 2003 (the Record Date) for all current directors, the executive officers named in the Summary Compensation Table and all directors and executive officers as a group. Pursuant to Rule 13d-3 under the Exchange Act, shares of common stock which are issuable upon the exercise of options currently exercisable or exercisable within 60 days are deemed beneficially owned and outstanding for purposes of computing the percentage of outstanding common stock owned by that person but are not deemed to be outstanding for purposes of computing the ownership percentage of any other person.

Name and Address of Beneficial Owner (1)	Common Stock		Class B Common Stock	
	Number of Shares Beneficially Owned	Percent of Class (2)	Number of Shares Beneficially Owned	Percent of Class (3)
Donald J. Trump	17,684,873(4)	47.00%(5)	1,000	100.00%
Mark A. Brown	31,000(6)	*		
Robert M. Pickus	44,000(7)	*		
Francis X. McCarthy, Jr.	24,761(8)	*		
Joseph A. Fusco	32,000(9)	*		
Wallace B. Askins	14,500(10)	*		
Don M. Thomas	7,000(11)	*		
Peter M. Ryan	24,500(12)	*		
Robert J. McGuire	2,000(13)	*		
Executive Officers and Directors (as a group and without naming them) (10 persons)	17,909,282(14)	47.37%(15)	1,000	100.00%

\* Represents less than one percent.

- (1) The address of each beneficial owner is c/o Trump Hotels & Casino Resorts, Inc., 1000 Boardwalk, Atlantic City, New Jersey 08401.
- (2) Based on 22,010,027 shares of our common stock issued and outstanding as of April 17, 2003.
- (3) Based on 1,000 shares of our class B common stock issued and outstanding as of April 17, 2003.
- (4) Includes (i) 500,000 shares issuable upon the exercise of currently exercisable options at a purchase price \$4.625 per share, (ii) 500,000 shares issuable upon the exercise of currently exercisable options at a purchase price of \$2.625 per share, (iii) 500,000 shares issuable upon the exercise of currently exercisable options at a purchase price of \$2.20 per share, (iv) 200,000 shares issuable upon the exer