

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13E3

Schedule filed to report going private transactions(Issuer Self-Tender Offer)

Filing Date: **1994-01-11**
SEC Accession No. **0000891092-94-000020**

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SUBJECT COMPANY

TRUMPS CASTLE FUNDING INC

CIK:**770618** | IRS No.: **112739201** | State of Incorpor.:**NJ** | Fiscal Year End: **1231**
Type: **SC 13E3** | Act: **34** | File No.: **005-36825** | Film No.: **94500964**
SIC: **7990** Miscellaneous amusement & recreation

Business Address
*BRIGANTINE BLVD & HURON
AVE
ATLANTIC CITY NJ 08401
6094418640*

FILED BY

TC GP INC

CIK:**882320** | IRS No.: **223142553** | State of Incorpor.:**DE** | Fiscal Year End: **1231**
Type: **SC 13E3**
SIC: **7990** Miscellaneous amusement & recreation

Business Address
*BRIGANTINE BLVD & HURON
AVE
ATLANTIC CITY NJ 08401
6094418640*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13E-3

Rule 13e-3 Transaction Statement

(Pursuant to Section 13(e) of the
Securities and Exchange Act of 1934)

Amendment No. 5

TC/GP, Inc.

(Name of the Issuer)

TC/GP, INC.
and
TRUMP'S CASTLE ASSOCIATES

(Name of Persons Filing Statement)

Common Stock, \$.01 par value

(Title of Class of Securities)

872284104

(CUSIP Number of Class of Securities)

MR. NICHOLAS L. RIBIS
c/o The Trump Organization
725 Fifth Avenue
New York, New York 10022
(212) 832-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notice and Communications
on Behalf of Persons Filing Statement)

This statement is filed in connection with (check the
appropriate box):

- a. The filing of solicitation materials or an information
statement subject to Regulation 14A [17 CFR 240.14a-1

to 240.14a-103], Regulation 14C [17 CFR 240.14c-1 to 240.14c-101] or Rule 13e-3(c) [ss 240.13e(c)] under the Securities Exchange Act of 1934.

b. The filing of a registration statement under the Securities Act of 1933.

c. A tender offer.

d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies: .

(2)

This Rule 13e-3 Transaction Statement (Amendment No. 5) is being filed by TC/GP, Inc. and Trump's Castle Associates in connection with the completion of the refinancing plan of Trump's Castle Associates, which included an exchange offer for the Trump's Castle Funding, Inc. 9-1/2% Mortgage Bonds due 1998 and the merger of Trump's Castle Holding, Inc., a wholly owned subsidiary of Trump's Castle Associates, with and into TC/GP. Capitalized terms used herein and not otherwise defined shall have the meanings set forth in Exhibit D-1 to Amendment No. 4 to this Rule 13e-3 Transaction Statement.

At the Special Meeting of Shareholders, held on Wednesday, December 29, 1993, 261,463 Shares (representing 77.87% of the outstanding Shares) were voted in favor of the Merger, 198 Shares were voted against, and 0 Shares abstained from voting. Following the Special Meeting of Shareholders, a Certificate of Merger was filed on behalf of TC/GP and Holding with the Secretary of State of the State of Delaware and the Merger was effective as of 10 a.m. on Thursday, December 30, 1993.

Item 17. Material To Be Filed As Exhibits

Item 17 is hereby supplemented as follows:

Exhibits

A-1 Second Amended and Restated Partnership Agreement of the Partnership

A-2 Indenture, among Funding, as issuer, the Partnership, as guarantor, and the Mortgage Note Trustee, as

trustee.

- A-3 Indenture of Mortgage between the Partnership, as Mortgagor, and Funding, as Mortgagee.
- A-4 Guarantee Mortgage.
- A-5 Assignment Agreement between Funding and the Mortgage Note Trustee.
- A-6 Partnership Note.
- A-7 Indenture between Funding, as issuer, the Partnership, as guarantor, and the PIK Note Trustee, as trustee.
- A-8 Pledge Agreement between Funding and the PIK Note Trustee.
- (3)
- A-9 Subordinated Partnership Note.
- A-10 Note Purchase Agreement for 11-1/2% Series A Senior Secured Notes of the Partnership due 1999 (supersedes Exhibit A-2 previously filed with Amendment No. 2 to this Rule 13e-3 Transaction Statement).
- A-11 Indenture, among Funding, as issuer, the Partnership, as guarantor, and the Senior Secured Note Trustee, as trustee (supersedes Exhibit A-3 previously filed with Amendment No. 2 to this Rule 13e-3 Transaction Statement).
- A-12 Indenture of Mortgage and Security Agreement between the Partnership, as mortgagor/debtor, and Funding as mortgagee/secured party (Senior Note Mortgage) (supersedes Exhibit A-4 previously filed with Amendment No. 2 to this Rule 13e-3 Transaction Statement).
- A-13 Indenture of Mortgage and Security Agreement between the Partnership as mortgagor/debtor and the Senior Note Trustee as mortgagee/secured party (Senior Guarantee Mortgage).
- A-14 Assignment Agreement between Funding, as assignor, and the Senior Note Trustee, as assignee (Senior Assignment Agreement).

- A-15 Senior Partnership Note.
- A-16 Registration Rights Agreement by and among the Partnership and certain purchasers (supersedes Exhibit A-5 previously filed with Amendment No. 2 to this Rule 13e-3 Transaction Statement).
- A-17 Amended and Restated Nominee Agreement.
- A-18 Amendment to Bond Indenture.

(4)

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 6, 1994

TRUMP'S CASTLE ASSOCIATES

By: JOHN P. BURKE

Name: John P. Burke

Title: Vice President

(5)

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 6, 1994

TC/GP, INC.

By: JOHN P. BURKE

Name: John P. Burke

Title: Vice President

(6)

EXHIBIT INDEX

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(7)

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