

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**BOKF, N.A., solely in its capacity as successor
Indenture Trustee for the 12.75% Second-
Priority Senior Secured Notes due 2018,**

Plaintiff,

v.

**CAESARS ENTERTAINMENT
CORPORATION,**

Defendant.

Case No. 1:15-cv-01561 (SAS)

**UMB BANK, N.A. solely in its capacity as
Indenture Trustee under those certain
indentures, dated as of June 10, 2009, governing
Caesars Entertainment Operating Company,
Inc.'s 11.25% Notes due 2017; dated as of
February 14, 2012, governing Caesars
Entertainment Operating Company, Inc.'s 8.5%
Senior Secured Notes due 2020; dated August
22, 2012, governing Caesars Entertainment
Operating Company, Inc.'s 9% Senior Secured
Notes due 2020; dated February
15, 2013, governing Caesars Entertainment
Operating Company, Inc.'s 9% Senior Secured
Notes due 2020,**

Plaintiff,

v.

**CAESARS ENTERTAINMENT
CORPORATION,**

Defendant.

Case No. 1:15-cv-04634 (SAS)

**DECLARATION OF GEORGE KUBIN IN SUPPORT OF PLAINTIFFS'
MOTION FOR PARTIAL SUMMARY JUDGMENT**

GEORGE KUBIN, under penalty of perjury, declares as follows:

1. I am currently a Senior Vice President and Regional Manager of the Corporate Trust Department for Plaintiff BOKF, N.A. ("BOKF") in the above captioned action. I am fully competent to make this declaration and do so based upon my personal knowledge.

2. I submit this declaration in support of the joint Fed. R. Civ. P. Rule 56 Motion for Partial Summary Judgment brought by BOKF and UMB Bank, N.A. ("UMB") to set forth certain facts relevant to BOKF's claim.

3. BOKF is the successor Indenture Trustee under the Indenture dated as of April 16, 2010 (as supplemented or amended, the "12.75% Second Lien Indenture") for the 12.75% Second-Priority Senior Secured Notes due 2018 (the "12.75% Second Lien Notes").

4. One of my responsibilities in connection with accounts that have been assigned to me for which BOKF serves as the indenture trustee is to monitor and track, as needed, outstanding principal and interest owed on the corresponding notes. In connection with BOKF's role as the successor Indenture Trustee for the 12.75% Second Lien Notes, I regularly monitor and track the outstanding principal and interest owed on the 12.75% Second Lien Notes.

5. The outstanding principal amount of the debt owed under the 12.75% Second Lien Indenture is \$750,000,000.00.

6. The amount of interest due changes daily, which I can provide as needed or upon request.

7. BOKF served CEC with a Demand for Payment of Guaranteed Obligations on February 18, 2015, a true and correct copy of which is attached to the BOKF Complaint as Exhibit 8 thereto. BOKF ECF No. 1-9 (BOKF Demand Letter February 18, 2015).

8. As of the date of my declaration, CEC has not paid what is due and owing under the 12.75% Second Lien Notes and the 12.75% Second Lien Indenture, including the outstanding principal amount of \$750,000,000.00, the accrued interest, and all other applicable fees, costs, indemnities and other obligations.

[Remainder of page intentionally left blank.]

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Executed this 10th day of May, 2016.



George Kubin
SVP | Regional Manager
Corporate Trust
BOKF