

Adler Declaration Exhibit 51

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	
	)	Chapter 11
CAESARS ENTERTAINMENT OPERATING COMPANY, INC., <i>et al.</i>,	)	Case No. 15-01145 (ABG)
)	
Debtors.	)	(Jointly Administered)
)	
)	

**THIRD SUPPLEMENTAL VERIFIED STATEMENT OF KRAMER LEVIN NAFTALIS
& FRANKEL LLP AND NEAL, GERBER & EISENBERG LLP
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

In connection with the chapter 11 cases (the “Chapter 11 Cases”) commenced by the above-captioned debtors (the “Debtors”) on January 15, 2015, Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) and Neal, Gerber & Eisenberg LLP (“Neal Gerber”) and, together with Kramer Levin, “Counsel”) hereby submit this third supplemental verified statement (the “Third Supplemental Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”) in connection with Counsel’s representation of certain holders of the 11.25%,¹ 9%,² and 8.5%³ Senior Secured Notes (collectively, the “First Lien Notes”) issued by Caesars Entertainment Operating Company, Inc. (“Caesars”) or its predecessor in interest Harrah’s Operating Company, Inc.; and respectfully states as follows:

¹ The 11.25% Senior Secured Notes refer to notes due 2017 issued under the indenture dated as of June 10, 2009, by and among, Harrah’s Operating Company, Inc., as issuer, Harrah’s Entertainment, Inc., as parent guarantor, and U.S. Bank National Association, as trustee.

² The 9% Senior Secured Notes refer to notes due 2020 issued under indentures dated as of August 22, 2012 and February 15, 2013, respectively, by and among, Caesars Entertainment Operating Company, Inc., as issuer, Caesars Entertainment Corporation, as parent guarantor, and U.S. Bank National Association, as trustee.

³ The 8.5% Senior Secured Notes refer to notes due 2020 issued under the indenture dated as of February 14, 2012, by and among, Caesars Entertainment Operating Company, Inc., as issuer, Caesars Entertainment Corporation, as parent guarantor, and U.S. Bank National Association, as trustee.

1. On January 15, 2015, the Debtors filed the Chapter 11 Cases.
2. Certain holders of the First Lien Notes have engaged Kramer Levin and Neal Gerber to represent them in connection with the Chapter 11 Cases (the “Ad Hoc Committee of First Lien Noteholders”).
3. On February 25, 2015, Counsel filed the *Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Dkt. No. 474] (the “Original Statement”).
4. On March 9, 2015, Counsel filed the *First Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal rule of Bankruptcy Procedure 2019* [Dkt. No. 632] (the “First Supplemental Statement”). On May 22, 2015, Counsel filed the *Second Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal rule of Bankruptcy Procedure 2019* [Dkt. No. 1664] (the “Second Supplemental Statement”).
5. The facts and circumstances set forth in the Original Statement, the First Supplemental Statement, and the Second Supplemental Statement are incorporated by reference herein.
6. Since Counsel filed the Second Supplemental Statement, the composition and/or the disclosable economic interests in the Debtors held or managed by certain members of the Ad Hoc Committee of First Lien Noteholders has changed. Therefore, in accordance with Bankruptcy Rule 2019, Counsel hereby submits this Third Supplemental Statement to update and supplement the previous statements.
7. At the time of the filing of this Third Supplemental Statement, over 80% of the holders of First Lien Notes, including the members of the Ad Hoc Committee of First Lien

Noteholders, are signatories to the Fourth Amended and Restated Restructuring Support and Forbearance Agreement with Caesars, dated as of July 31, 2015.

8. As of the date of this Third Supplemental Statement, Counsel represents only the members of the Ad Hoc Committee of First Lien Noteholders and does not represent or purport to represent any other persons or entities in connection with the Chapter 11 Cases.

9. The members of the Ad Hoc Committee of First Lien Noteholders hold, or are the investment advisors or managers of funds and/or accounts that hold, approximately \$3,740,360,000 in aggregate principal amount of the First Lien Notes as of the date hereof. In accordance with Bankruptcy Rule 2019, the address and nature and amount of all disclosable economic interests for each member is set forth in Exhibit A. The information contained in Exhibit A is based upon information provided by the members to Counsel and is subject to change. Counsel does not represent the members in connection with any holdings in these Chapter 11 Cases other than holdings of First Lien Notes.

10. Nothing in this Third Supplemental Statement, including Exhibit A hereto, should be construed as a limitation upon, or waiver of, any member's right to assert, file and/or amend its claims in accordance with applicable law and any orders entered in these cases.

11. The undersigned verify that the foregoing is true and correct to the best of their knowledge.

12. Counsel reserves the right to amend or supplement this Third Supplemental Statement.

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Dated: September 21, 2015

Respectfully submitted,

By: /s/ Mark A. Berkoff

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*Counsel to the Ad Hoc Committee of First Lien
Noteholders*

Exhibit A

Name	Address	Nature and Amount of Disclosable Economic Interest ¹	
		CEOC First Lien Notes	Other
Aurelius Capital Management, LP, on behalf of its managed entities	535 Madison Avenue, 22 nd Floor New York, NY 10022	\$124,500,000	
Brigade Capital Management LP	399 Park Avenue, 16 th Floor New York, NY 10022	\$383,751,000	\$40,880,000: First Lien Bank Debt \$36,000,000: 6.5% Senior Unsecured Notes due 2016
DDJ Capital Management, LLC	130 Turner Street Building 3, Suite 600 Waltham, MA 02453	\$193,367,000	
Elliott Management Corporation	40 West 57 th Street New York, NY 10019	\$1,194,035,000	\$585,703,391: First Lien Bank Debt \$2,000,000: 10.75% Subsidiary Guaranteed Notes due 2016
Franklin Advisers, Inc.	One Franklin Parkway San Mateo, CA 94403-1906	\$158,050,000	
Indianapolis High Yield Group of J.P. Morgan Investment Management Inc.	1 East Ohio Street Indianapolis, IN 46204	\$417,373,000	
Monarch Alternative Capital LP	535 Madison Avenue New York, NY 10022	\$220,538,000	
Nomura Corporate Research and Asset Management	309 West 49 th Street, 19 th Floor New York, NY 10019	\$5,506,000	\$3,557,000: 10.75% Subsidiary Guaranteed Notes due 2016

¹ The amounts set forth herein include only outstanding principal and do not include interest and other amounts or claims arising under, or related to, the relevant debt instruments. Certain amounts set forth herein may remain subject to transactions that have not closed as of the date hereof.

Name	Address	Nature and Amount of Disclosable Economic Interest ¹	
		CEOC First Lien Notes	Other
Oak Hill Advisors, L.P.	1114 Avenue of the Americas 27 th Floor New York, NY 10036	\$61,950,000	
Pacific Investment Management Company LLC	650 Newport Center Drive Newport Beach, CA 92660	\$848,329,000	
Polygon Convertible Opportunity Master Fund	c/o Polygon Global Partners LLP 4 Sloane Terrace London, SW1X 9DQ, United Kingdom	\$15,000,000	\$21,005,500: CEOC Second Lien Notes
Polygon Distressed Opportunities Master Fund	London, SW1X 9DQ, United Kingdom	\$10,500,000	\$18,005,500: CEOC Second Lien Notes
Watershed Asset Management LLC	One Maritime Plaza, Suite 1525 San Francisco, CA 94111	\$32,750,000	
Whitebox Advisors LLC	3033 Excelsior Blvd, Suite 300 Minneapolis, MN 55416	\$54,701,000	\$23,048,571: First Lien Bank Debt
York Capital Management	767 Fifth Avenue, 17 th Floor New York, NY 10153	\$20,010,000	

CERTIFICATE OF SERVICE

Mark A. Berkoff, an attorney, certifies that on September 21, 2015, he caused the *Third Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* to be filed electronically using the Court's CM/ECF system. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. Parties may access this filing through the Court's system.

The following is the list of parties who are currently on the list to receive email notice/service for this case:

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Adler Declaration Exhibit 52

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	
	)	Chapter 11
CAESARS ENTERTAINMENT OPERATING COMPANY, INC., <i>et al.</i>,	)	Case No. 15-01145 (ABG)
)	
Debtors.	)	(Jointly Administered)
)	
)	

**FOURTH SUPPLEMENTAL VERIFIED STATEMENT OF KRAMER LEVIN
NAFTALIS & FRANKEL LLP AND NEAL, GERBER & EISENBERG LLP
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

In connection with the chapter 11 cases (the “Chapter 11 Cases”) commenced by the above-captioned debtors (the “Debtors”) on January 15, 2015, Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) and Neal, Gerber & Eisenberg LLP (“Neal Gerber”) and, together with Kramer Levin, “Counsel”) hereby submit this fourth supplemental verified statement (the “Fourth Supplemental Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”) in connection with Counsel’s representation of certain holders of the 11.25%,¹ 9%,² and 8.5%³ Senior Secured Notes (collectively, the “First Lien Notes”) issued by Caesars Entertainment Operating Company, Inc. (“Caesars”) or its predecessor in interest Harrah’s Operating Company, Inc.; and respectfully states as follows:

¹ The 11.25% Senior Secured Notes refer to notes due 2017 issued under the indenture dated as of June 10, 2009, by and among, Harrah’s Operating Company, Inc., as issuer, Harrah’s Entertainment, Inc., as parent guarantor, and U.S. Bank National Association, as trustee.

² The 9% Senior Secured Notes refer to notes due 2020 issued under indentures dated as of August 22, 2012 and February 15, 2013, respectively, by and among, Caesars Entertainment Operating Company, Inc., as issuer, Caesars Entertainment Corporation, as parent guarantor, and U.S. Bank National Association, as trustee.

³ The 8.5% Senior Secured Notes refer to notes due 2020 issued under the indenture dated as of February 14, 2012, by and among, Caesars Entertainment Operating Company, Inc., as issuer, Caesars Entertainment Corporation, as parent guarantor, and U.S. Bank National Association, as trustee.

Bankruptcy Rule 2019, Counsel hereby submits this Fourth Supplemental Statement to update and supplement the previous statements.

7. At the time of the filing of this Fourth Supplemental Statement, over 80% of the holders of First Lien Notes, including the members of the Ad Hoc Committee of First Lien Noteholders, are signatories to the Fifth Amended and Restated Restructuring Support and Forbearance Agreement with Caesars, dated as of October 7, 2015.

8. As of the date of this Fourth Supplemental Statement, Counsel represents only the members of the Ad Hoc Committee of First Lien Noteholders and does not represent or purport to represent any other persons or entities in connection with the Chapter 11 Cases.

9. The members of the Ad Hoc Committee of First Lien Noteholders hold, or are the investment advisors or managers of funds and/or accounts that hold, approximately \$3,613,427,000 in aggregate principal amount of the First Lien Notes as of the date hereof. In accordance with Bankruptcy Rule 2019, the address and nature and amount of all disclosable economic interests for each member is set forth in Exhibit A. The information contained in Exhibit A is based upon information provided by the members to Counsel and is subject to change. Counsel does not represent the members in connection with any holdings in these Chapter 11 Cases other than holdings of First Lien Notes.

10. Nothing in this Fourth Supplemental Statement, including Exhibit A hereto, should be construed as a limitation upon, or waiver of, any member's right to assert, file and/or amend its claims in accordance with applicable law and any orders entered in these cases.

11. The undersigned verify that the foregoing is true and correct to the best of their knowledge.

Dated: November 17, 2015

Respectfully submitted,

By: /s/ Mark A. Berkoff

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*Counsel to the Ad Hoc Committee of First Lien
Noteholders*

Exhibit A

Name	Address	Nature and Amount of Disclosable Economic Interest ¹	
		CEOC First Lien Notes	Other
Aurelius Capital Management, LP, on behalf of its managed entities	535 Madison Avenue, 22 nd Floor New York, NY 10022	\$124,500,000	
Brigade Capital Management LP	399 Park Avenue, 16 th Floor New York, NY 10022	\$360,371,000	\$41,560,000: First Lien Bank Debt \$36,000,000: 6.5% Senior Unsecured Notes due 2016
Elliott Management Corporation	40 West 57 th Street New York, NY 10019	\$1,194,035,000	\$585,705,391: First Lien Bank Debt \$2,000,000: 10.75% Subsidiary Guaranteed Notes due 2016
Franklin Advisers, Inc.	One Franklin Parkway San Mateo, CA 94403-1906	\$87,400,000	
Indianapolis High Yield Group of J.P. Morgan Investment Management Inc.	1 East Ohio Street Indianapolis, IN 46204	\$411,883,000	
Monarch Alternative Capital LP	535 Madison Avenue New York, NY 10022	\$278,538,000	
Nomura Corporate Research and Asset Management	309 West 49 th Street, 19 th Floor New York, NY 10019	\$13,246,000	
Oak Hill Advisors, L.P.	1114 Avenue of the Americas 27 th Floor New York, NY 10036	\$60,200,000	
Pacific Investment Management Company LLC	650 Newport Center Drive Newport Beach, CA 92660	\$962,219,000	

¹ The amounts set forth herein include only outstanding principal and do not include interest and other amounts or claims arising under, or related to, the relevant debt instruments. Certain amounts set forth herein may remain subject to transactions that have not closed as of the date hereof.

Name	Address	Nature and Amount of Disclosable Economic Interest ¹	
		CEOC First Lien Notes	Other
Polygon Convertible Opportunity Master Fund	c/o Polygon Global Partners LLP 4 Sloane Terrace	\$15,000,000	\$21,005,500: CEOC Second Lien Notes
Polygon Distressed Opportunities Master Fund	London, SW1X 9DQ, United Kingdom	\$10,500,000	\$18,005,500: CEOC Second Lien Notes
Watershed Asset Management LLC	One Maritime Plaza, Suite 1525 San Francisco, CA 94111	\$22,750,000	
Whitebox Advisors LLC	3033 Excelsior Blvd, Suite 300 Minneapolis, MN 55416	\$52,775,000	\$23,048,571: First Lien Bank Debt
York Capital Management	767 Fifth Avenue, 17 th Floor New York, NY 10153	\$20,010,000	

CERTIFICATE OF SERVICE

Mark A. Berkoff, an attorney, certifies that on November 17, 2015, he caused the *Fourth Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* to be filed electronically using the Court's CM/ECF system. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. Parties may access this filing through the Court's system.

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Adler Declaration Exhibit 53

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	
	)	Chapter 11
CAESARS ENTERTAINMENT OPERATING COMPANY, INC., <i>et al.</i>,	)	Case No. 15-01145 (ABG)
)	
Debtors.	)	(Jointly Administered)
)	
)	

**FIFTH SUPPLEMENTAL VERIFIED STATEMENT OF KRAMER LEVIN
NAFTALIS & FRANKEL LLP AND NEAL, GERBER & EISENBERG LLP
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

In connection with the chapter 11 cases (the “Chapter 11 Cases”) commenced by the above-captioned debtors (the “Debtors”) on January 15, 2015, Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) and Neal, Gerber & Eisenberg LLP (“Neal Gerber” and, together with Kramer Levin, “Counsel”) hereby submit this fifth supplemental verified statement (the “Fifth Supplemental Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”) in connection with Counsel’s representation of certain holders of the 11.25%,¹ 9%,² and 8.5%³ Senior Secured Notes (collectively, the “First Lien Notes”) issued by Caesars Entertainment Operating Company, Inc. (“Caesars”) or its predecessor in interest Harrah’s Operating Company, Inc.; and respectfully states as follows:

¹ The 11.25% Senior Secured Notes refer to notes due 2017 issued under the indenture dated as of June 10, 2009, by and among, Harrah’s Operating Company, Inc., as issuer, Harrah’s Entertainment, Inc., as parent guarantor, and U.S. Bank National Association, as trustee.

² The 9% Senior Secured Notes refer to notes due 2020 issued under indentures dated as of August 22, 2012 and February 15, 2013, respectively, by and among, Caesars Entertainment Operating Company, Inc., as issuer, Caesars Entertainment Corporation, as parent guarantor, and U.S. Bank National Association, as trustee.

³ The 8.5% Senior Secured Notes refer to notes due 2020 issued under the indenture dated as of February 14, 2012, by and among, Caesars Entertainment Operating Company, Inc., as issuer, Caesars Entertainment Corporation, as parent guarantor, and U.S. Bank National Association, as trustee.

Exhibit A

Name	Address	Nature and Amount of Disclosable Economic Interest ¹	
		CEOC First Lien Notes	Other
Aurelius Capital Management, LP, on behalf of its managed entities	535 Madison Avenue, 22 nd Floor New York, NY 10022	\$124,500,000	
Brigade Capital Management LP	399 Park Avenue, 16 th Floor New York, NY 10022	\$344,931,000	\$41,560,000: First Lien Bank Debt \$36,000,000: 6.5% Senior Unsecured Notes due 2016
Elliott Management Corporation	40 West 57 th Street New York, NY 10019	\$1,194,035,000	\$613,813,333: First Lien Bank Debt \$2,000,000: 10.75% Subsidiary Guaranteed Notes due 2016
Franklin Advisers, Inc.	One Franklin Parkway San Mateo, CA 94403-1906	\$87,400,000	
Indianapolis High Yield Group of J.P. Morgan Investment Management Inc.	1 East Ohio Street Indianapolis, IN 46204	\$413,883,000	
Monarch Alternative Capital LP	535 Madison Avenue New York, NY 10022	\$295,638,000	
Nomura Corporate Research and Asset Management	309 West 49 th Street, 19 th Floor New York, NY 10019	\$8,405,000	
Oak Hill Advisors, L.P.	1114 Avenue of the Americas 27 th Floor New York, NY 10036	\$60,200,000	
Pacific Investment Management Company LLC	650 Newport Center Drive Newport Beach, CA 92660	\$962,219,000	

¹ The amounts set forth herein include only outstanding principal and do not include interest and other amounts or claims arising under, or related to, the relevant debt instruments. Certain amounts set forth herein may remain subject to transactions that have not closed as of the date hereof.

Name	Address	Nature and Amount of Disclosable Economic Interest ¹	
		CEOC First Lien Notes	Other
Polygon Convertible Opportunity Master Fund	c/o Polygon Global Partners LLP 4 Sloane Terrace	\$15,000,000	\$21,005,500: CEOC Second Lien Notes
Polygon Distressed Opportunities Master Fund	London, SW1X 9DQ, United Kingdom	\$10,500,000	\$18,005,500: CEOC Second Lien Notes
Watershed Asset Management LLC	One Maritime Plaza, Suite 1525 San Francisco, CA 94111	\$17,750,000	
Whitebox Advisors LLC	3033 Excelsior Blvd, Suite 300 Minneapolis, MN 55416	\$50,616,000	\$33,882,688: First Lien Bank Debt

CERTIFICATE OF SERVICE

Mark A. Berkoff, an attorney, certifies that on January 25, 2016, he caused the *Fifth Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* to be filed electronically using the Court's CM/ECF system. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. Parties may access this filing through the Court's system.

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Illinois Department of Revenue Attn: Bankruptcy Section PO Box 64338 Chicago, IL 60664	Illinois Environmental Protection Agency Attn: Director or Chief Legal Counsel 1021 N. Grand Ave. E Springfield, IL 62702

<p>Illinois Gaming Board (IGB) Attn: Emily Mattison – General Counsel 160 N. LaSalle, Suite 300 Chicago, IL 60601</p>	<p>Indiana Gaming Commission (IGC) Attn: Ernest E. Yelton, Executive Director East Tower, Suite 1600 101 W. Washington Street Indianapolis, IN 46204</p>
<p>Internal Revenue Service Attn: Territory Manager, Insolvency Territory 7 230 S. Dearborn St. Mail Stop 5000 CHI Room 3022 Chicago, IL 60604</p>	<p>Internal Revenue Service Attn: Centralized Insolvency Operation PO Box 7346 Philadelphia, PA 19101</p>
<p>Law Debenture Trust Company of New York Attn: Thomas Musarra 400 Madison Avenue, Suite 4D New York, NY 10017</p>	<p>Louisiana Gaming Control Board (LGCB) Attn: Ronnie Jones, Chairman 7901 Independence Boulevard, Bldg A Baton Rouge, LA 70806</p>
<p>Mississippi Gaming Commission Attn: Allen Godfrey, Executive Director 620 North Street, Suite 200 Jackson, MS 39202</p>	<p>Missouri Gaming Commission Attn: Roger Stottlemire, Executive Director 3417 Knipp Drive PO Box 1847 Jefferson City, MO 65102</p>
<p>Nevada State Gaming Control Board & Gaming Commission Attn: Michael LaBadie, Marc Warren & David Staley 555 East Washington Ave., Suite 2600 Las Vegas, NV 89101</p>	<p>New Jersey Division of Gaming Enforcement Attn: David L. Rebeck, Director 1300 Atlantic Avenue Atlantic City, NJ 08401</p>
<p>North Carolina Department of Revenue Attn: Lyons Gray, Secretary of Revenue 501 N. Wilmington Street Raleigh, NC 27604</p>	<p>Ohio Casino Control Commission Attn: John Barron, Deputy Executive Director & General Counsel 10 W. Broad Street, 6th Floor Columbus, OH 43215</p>
<p>Pennsylvania Gaming Control Board Attn: Kevin F. O’Toole, Executive Director PO Box 69060 Harrisburg, PA 17106</p>	<p>State Lottery & Gaming Control Agency Attn: Stephen L. Martino, Director Montgomery Park Business Center 1800 Washington Blvd., Suite 330 Baltimore, MD 21230</p>
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Adler Declaration Exhibit 54

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	
	)	Chapter 11
CAESARS ENTERTAINMENT OPERATING COMPANY, INC., <i>et al.</i>,	)	Case No. 15-01145 (ABG)
)	
Debtors.	)	(Jointly Administered)
)	
)	

**SIXTH SUPPLEMENTAL VERIFIED STATEMENT OF KRAMER LEVIN
NAFTALIS & FRANKEL LLP AND NEAL, GERBER & EISENBERG LLP
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

In connection with the chapter 11 cases (the “Chapter 11 Cases”) commenced by the above-captioned debtors (the “Debtors”) on January 15, 2015, Kramer Levin Naftalis & Frankel LLP (“Kramer Levin”) and Neal, Gerber & Eisenberg LLP (“Neal Gerber” and, together with Kramer Levin, “Counsel”) hereby submit this sixth supplemental verified statement (the “Sixth Supplemental Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”) in connection with Counsel’s representation of certain holders of the 11.25%,¹ 9%,² and 8.5%³ Senior Secured Notes (collectively, the “First Lien Notes”) issued by Caesars Entertainment Operating Company, Inc. (“Caesars”) or its predecessor in interest Harrah’s Operating Company, Inc.; and respectfully states as follows:

¹ The 11.25% Senior Secured Notes refer to notes due 2017 issued under the indenture dated as of June 10, 2009, by and among, Harrah’s Operating Company, Inc., as issuer, Harrah’s Entertainment, Inc., as parent guarantor, and U.S. Bank National Association, as trustee.

² The 9% Senior Secured Notes refer to notes due 2020 issued under indentures dated as of August 22, 2012 and February 15, 2013, respectively, by and among, Caesars Entertainment Operating Company, Inc., as issuer, Caesars Entertainment Corporation, as parent guarantor, and U.S. Bank National Association, as trustee.

³ The 8.5% Senior Secured Notes refer to notes due 2020 issued under the indenture dated as of February 14, 2012, by and among, Caesars Entertainment Operating Company, Inc., as issuer, Caesars Entertainment Corporation, as parent guarantor, and U.S. Bank National Association, as trustee.

1. On January 15, 2015, the Debtors filed the Chapter 11 Cases.
2. Certain holders of the First Lien Notes have engaged Kramer Levin and Neal Gerber to represent them in connection with the Chapter 11 Cases (the “Ad Hoc Committee of First Lien Noteholders”).
3. On February 25, 2015, Counsel filed the *Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Dkt. No. 474] (the “Original Statement”).
4. On March 9, 2015, Counsel filed the *First Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Dkt. No. 632] (the “First Supplemental Statement”). On May 22, 2015, Counsel filed the *Second Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Dkt. No. 1664] (the “Second Supplemental Statement”). On September 21, 2015, Counsel filed the *Third Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Dkt. No. 2226] (the “Third Supplemental Statement”). On November 17, 2015, Counsel filed the *Fourth Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Dkt. No. 2609] (the “Fourth Supplemental Statement”). On January 25, 2016, Counsel filed the *Fifth Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP*

Pursuant to Federal Rule of Bankruptcy Procedure 2019 [Dkt. No. 3134] (the “Fifth Supplemental Statement”).

5. The facts and circumstances set forth in the Original Statement, the First Supplemental Statement, the Second Supplemental Statement, the Third Supplemental Statement, the Fourth Supplemental Statement and the Fifth Supplemental Statement are incorporated by reference herein.

6. Since Counsel filed the Fifth Supplemental Statement, the composition and/or the disclosable economic interests in the Debtors held or managed by certain members of the Ad Hoc Committee of First Lien Noteholders has changed. Therefore, in accordance with Bankruptcy Rule 2019, Counsel hereby submits this Sixth Supplemental Statement to update and supplement the previous statements.

7. At the time of the filing of this Sixth Supplemental Statement, over 80% of the holders of First Lien Notes, including the members of the Ad Hoc Committee of First Lien Noteholders, are signatories to the Fifth Amended and Restated Restructuring Support and Forbearance Agreement with Caesars, dated as of October 7, 2015.

8. As of the date of this Sixth Supplemental Statement, Counsel represents only the members of the Ad Hoc Committee of First Lien Noteholders and does not represent or purport to represent any other persons or entities in connection with the Chapter 11 Cases.

9. The members of the Ad Hoc Committee of First Lien Noteholders hold, or are the investment advisors or managers of funds and/or accounts that hold, approximately \$3,644,347,000 in aggregate principal amount of the First Lien Notes as of the date hereof. In accordance with Bankruptcy Rule 2019, the address and nature and amount of all disclosable economic interests for each member is set forth in Exhibit A. The information contained in

Exhibit A is based upon information provided by the members to Counsel and is subject to change. Counsel does not represent the members in connection with any holdings in these Chapter 11 Cases other than holdings of First Lien Notes.

10. Nothing in this Sixth Supplemental Statement, including Exhibit A hereto, should be construed as a limitation upon, or waiver of, any member's right to assert, file and/or amend its claims in accordance with applicable law and any orders entered in these cases.

11. The undersigned verify that the foregoing is true and correct to the best of their knowledge.

12. Counsel reserves the right to amend or supplement this Sixth Supplemental Statement.

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Exhibit A

Name	Address	Nature and Amount of Disclosable Economic Interest ¹	
		CEOC First Lien Notes	Other
Acuna Opal, L.L.C.	P.O. Box 7596 New York, NY 10150	\$184,401,000	\$10,000,000: 10.75% Subsidiary Guaranteed Notes due 2016
Aurelius Capital Management, LP, on behalf of its managed entities	535 Madison Avenue, 22 nd Floor New York, NY 10022	\$104,000,000	
Brigade Capital Management LP	399 Park Avenue, 16 th Floor New York, NY 10022	\$286,271,000	\$43,810,000: First Lien Bank Debt \$36,000,000: 6.5% Senior Unsecured Notes due 2016
Elliott Management Corporation	40 West 57 th Street New York, NY 10019	\$1,246,535,000	\$685,839,221: First Lien Bank Debt \$2,000,000: 10.75% Subsidiary Guaranteed Notes due 2016
Indianapolis High Yield Group of J.P. Morgan Investment Management Inc.	1 East Ohio Street Indianapolis, IN 46204	\$410,948,000	
Monarch Alternative Capital LP	535 Madison Avenue New York, NY 10022	\$300,638,000	\$21,500,000: First Lien Bank Debt
Nomura Corporate Research and Asset Management	309 West 49 th Street, 19 th Floor New York, NY 10019	\$10,405,000	
Oak Hill Advisors, L.P.	1114 Avenue of the Americas 27 th Floor New York, NY 10036	\$60,200,000	
Pacific Investment Management Company LLC	650 Newport Center Drive Newport Beach, CA 92660	\$950,083,000	

¹ The amounts set forth herein include only outstanding principal and do not include interest and other amounts or claims arising under, or related to, the relevant debt instruments. Certain amounts set forth herein may remain subject to transactions that have not closed as of the date hereof.

Name	Address	Nature and Amount of Disclosable Economic Interest ¹	
		CEOC First Lien Notes	Other
Polygon Convertible Opportunity Master Fund	c/o Polygon Global Partners LLP 4 Sloane Terrace	\$15,000,000	\$21,005,500: CEOC Second Lien Notes
Polygon Distressed Opportunities Master Fund	London, SW1X 9DQ, United Kingdom	\$7,500,000	\$14,005,500: CEOC Second Lien Notes
Watershed Asset Management LLC	One Maritime Plaza, Suite 1525 San Francisco, CA 94111	\$17,750,000	
Whitebox Advisors LLC	3033 Excelsior Blvd, Suite 300 Minneapolis, MN 55416	\$50,616,000	\$33,882,688: First Lien Bank Debt

CERTIFICATE OF SERVICE

Mark A. Berkoff, an attorney, certifies that on March 9, 2016 he caused the *Sixth Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* to be filed electronically using the Court's CM/ECF system. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. Parties may access this filing through the Court's system.

The following is the list of parties who are currently on the list to receive email notice/service for this case:

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Adler Declaration Exhibit 55

1. On January 15, 2015, the Debtors filed the Chapter 11 Cases.
2. Certain holders of the First Lien Notes have engaged Kramer Levin and Neal Gerber to represent them in connection with the Chapter 11 Cases (the “Ad Hoc Committee of First Lien Noteholders”).
3. On February 25, 2015, Counsel filed the *Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Dkt. No. 474] (the “Original Statement”).
4. On March 9, 2015, Counsel filed the *First Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Dkt. No. 632] (the “First Supplemental Statement”). On May 22, 2015, Counsel filed the *Second Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Dkt. No. 1664] (the “Second Supplemental Statement”). On September 21, 2015, Counsel filed the *Third Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Dkt. No. 2226] (the “Third Supplemental Statement”). On November 17, 2015, Counsel filed the *Fourth Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Dkt. No. 2609] (the “Fourth Supplemental Statement”). On January 25, 2016, Counsel filed the *Fifth Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Dkt. No. 3134] (the “Fifth”).

Supplemental Statement”). On March 9, 2016, Counsel filed the *Sixth Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* [Dkt. No. 3357] (the “Sixth Supplemental Statement”).

5. The facts and circumstances set forth in the Original Statement, the First Supplemental Statement, the Second Supplemental Statement, the Third Supplemental Statement, the Fourth Supplemental Statement, the Fifth Supplemental Statement and the Sixth Supplemental Statement are incorporated by reference herein.

6. Since Counsel filed the Sixth Supplemental Statement, the composition and/or the disclosable economic interests in the Debtors held or managed by certain members of the Ad Hoc Committee of First Lien Noteholders has changed. Therefore, in accordance with Bankruptcy Rule 2019, Counsel hereby submits this Seventh Supplemental Statement to update and supplement the previous statements.

7. At the time of the filing of this Seventh Supplemental Statement, over 80% of the holders of First Lien Notes, including the members of the Ad Hoc Committee of First Lien Noteholders, are signatories to the Fifth Amended and Restated Restructuring Support and Forbearance Agreement with Caesars, dated as of October 7, 2015.

8. As of the date of this Seventh Supplemental Statement, Counsel represents only the members of the Ad Hoc Committee of First Lien Noteholders and does not represent or purport to represent any other persons or entities in connection with the Chapter 11 Cases.

9. The members of the Ad Hoc Committee of First Lien Noteholders hold, or are the investment advisors or managers of funds and/or accounts that hold, approximately \$3,600,716,000 in aggregate principal amount of the First Lien Notes as of the date hereof. In

accordance with Bankruptcy Rule 2019, the address and nature and amount of all disclosable economic interests for each member is set forth in Exhibit A. The information contained in Exhibit A is based upon information provided by the members to Counsel and is subject to change. Counsel does not represent the members in connection with any holdings in these Chapter 11 Cases other than holdings of First Lien Notes.

10. Nothing in this Seventh Supplemental Statement, including Exhibit A hereto, should be construed as a limitation upon, or waiver of, any member's right to assert, file and/or amend its claims in accordance with applicable law and any orders entered in these cases.

11. The undersigned verify that the foregoing is true and correct to the best of their knowledge.

12. Counsel reserves the right to amend or supplement this Seventh Supplemental Statement.

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Dated: April 6, 2016

Respectfully submitted,

By: /s/ Mark A. Berkoff

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*Counsel to the Ad Hoc Committee of First Lien
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Name	Address	Nature and Amount of Disclosable Economic Interest ¹	
		CEOC First Lien Notes	Other
Polygon Convertible Opportunity Master Fund	c/o Polygon Global Partners LLP 4 Sloane Terrace	\$15,000,000	\$21,005,500: CEOC Second Lien Notes
Polygon Distressed Opportunities Master Fund	London, SW1X 9DQ, United Kingdom	\$7,500,000	\$14,005,500: CEOC Second Lien Notes
Watershed Asset Management LLC	One Maritime Plaza, Suite 1525 San Francisco, CA 94111	\$7,750,000	
Whitebox Advisors LLC	3033 Excelsior Blvd, Suite 300 Minneapolis, MN 55416	\$60,616,000	\$33,882,688: First Lien Bank Debt

CERTIFICATE OF SERVICE

Mark A. Berkoff, an attorney, certifies that on April 6, 2016 he caused the *Seventh Supplemental Verified Statement of Kramer Levin Naftalis & Frankel LLP and Neal, Gerber & Eisenberg LLP Pursuant to Federal Rule of Bankruptcy Procedure 2019* to be filed electronically using the Court's CM/ECF system. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. Parties may access this filing through the Court's system.

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