

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

BOKF, N.A.

Plaintiff,

v.

CAESARS ENTERTAINMENT CORPORATION,

Defendant.

No. 1:15-cv-01561-JSR

UMB BANK, N.A.,

Plaintiff,

v.

CAESARS ENTERTAINMENT CORPORATION,

Defendant.

No. 1:15-cv-04634-JSR

TRILOGY PORTFOLIO COMPANY, LLC and
RELATIVE VALUE-LONG/SHORT DEBT
PORTFOLIO, A SERIES OF UNDERLYING
FUNDS TRUST,

Plaintiffs,

v.

CAESARS ENTERTAINMENT CORPORATION.
and CAESARS ENTERTAINMENT OPERATING
CO., INC.,

Defendants.

No. 1:14-cv-07091-JSR

FREDERICK BARTON DANNER, Individually
and On Behalf of All Others Similarly Situated,

Plaintiffs,

v.

CAESARS ENTERTAINMENT CORPORATION,
and CAESARS ENTERTAINMENT OPERATING
CO., INC.,

Defendants.

No. 1:14-cv-07973-JSR

WILMINGTON TRUST, NATIONAL
ASSOCIATION, solely in its capacity as successor
Indenture Trustee for the 10.75% Notes due 2016,

Plaintiff,

v.

CAESARS ENTERTAINMENT CORPORATION,

Defendant.

No. 1:15-cv-08280-JSR

**SUPPLEMENTAL DECLARATION OF PHILIPPE ADLER IN OPPOSITION TO
PLAINTIFFS' MOTIONS FOR PARTIAL SUMMARY JUDGMENT**

PHILIPPE ADLER declares pursuant to 28 U.S.C. § 1746:

1. I am a member of the bar of this Court and a member of the law firm of Friedman Kaplan Seiler & Adelman LLP ("FKSA"), which is co-counsel to defendant Caesars Entertainment Corporation ("CEC") in the above-captioned actions.

2. I submit this declaration to transmit certain documents that are referenced in CEC's Memoranda of Law in Opposition to Plaintiffs' Motions for Partial Summary Judgment in the above-captioned cases and CEC's accompanying Responses to Plaintiffs' Rule 56.1 Statements of Undisputed Facts and Counterstatements in the above-captioned cases.

3. I attach true and correct copies of the documents listed in the table below.

Ex. 1	Excerpts from the transcript of the September 17, 2015 and September 18, 2015 deposition of Eric Hession
Ex. 2	Excerpts from the transcript of the September 25, 2015 deposition of Jacqueline Beato
Ex. 3	Excerpts from the transcript of the September 9, 2015 and September 10, 2015 deposition of David Sambur)
Ex. 4	Excerpts from the transcript of the August 26, 2015 deposition of Marc Rowan
Ex. 5	Excerpts from the transcript of the September 29, 2015 deposition of Donald Colvin
Ex. 6	Excerpts from the transcript of the September 30, 2015 deposition of Michael Genereux
Ex. 7	Excerpts from the transcript of the October 13, 2015 deposition of Gary Loveman
Ex. 8	Form 8-K filed by Caesars Entertainment Corporation, dated March 3, 2014
Ex. 9	Excerpts from the transcript of the October 1, 2015 deposition of Kendall Garrison
Ex. 10	Excerpts from the transcript of the September 28, 2015 deposition of Ty Wallach
Ex. 11	Excerpts from the transcript of the September 30, 2015 deposition of Greg Roselli
Ex. 12	Excerpts from the transcript of the September 21, 2015 and September 22, 2015 deposition of Alex van Hoek
Ex. 13	Form 8-K filed by Harrah's Entertainment Inc., dated May 27, 2005 (Trilogy-SDNY-0011418)
Ex. 14	Excerpts from the transcript of the August 17, 2015 deposition of Andrew Dietderich

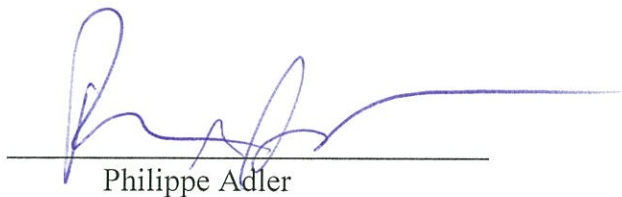
Ex. 15	Excerpts from the transcript of the September 16, 2015 deposition of Scott Wiegand
Ex. 16	Excerpts from the transcript of the September 2, 2015 deposition of Mike McLellan
Ex. 17	Excerpts from the transcript of the October 9, 2015 deposition of Diane Wilfong
Ex. 18	Email from J. Saferstein to D. Sambur, dated August 10, 2014 (Apollo-NOTEHOLDER_00002754-56)
Ex. 19	Excerpts from the transcript of the October 6, 2015 deposition of Kenneth Liang
Ex. 20	Email from G. Goldstein to R. Spencer, dated September 25, 2013 (TENN_WSFS_00000011)
Ex. 21	Email from G. Goldstein to Investment Committee, dated May 8, 2014 (TENN_WSFS_00000044)
Ex. 22	Excerpts from the transcript of the September 28, 2015 deposition of William Miller
Ex. 23	2017 Notes Indenture
Ex. 24	E-mail from M. Ragsdale to A. Dietderich, dated July 15, 2014 (Meehan-SDNY-0146518)
Ex. 25	E-mail from B. Kupferberg to A. Dietderich, dated July 17, 2014 (Trilogy-SDNY-0062962)
Ex. 26	E-mail from B. Haney to A. Dietderich, dated August 13, 2014 (Trilogy-SDNY-0043783)
Ex. 27	Caesars Entertainment Operating Company, Inc. Offering Memorandum for common stock, dated May 4, 2014 (CEC-NOTEHOLDER_00007926)
Ex. 28	Excerpts from the transcript of the September 29, 2015 deposition of Gautam Dhingra
Ex. 29	Email from E. Hession to Z. Muhammad & T. Evans, dated June 9, 2014 (CEC-NOTEHOLDER_00003435)

Ex. 30	Stock Purchase Agreement between Caesars Entertainment Corporation and Scoggin, LLC, dated May 5, 2014 (CEC-NOTEHOLDER_00000810)
Ex. 31	Note Purchase Agreement between Caesars Entertainment Corporation and Chatham Asset Management, LLC, dated May 5, 2014 (CEC-NOTEHOLDER_00031477)
Ex. 32	Amended and Restated Note Purchase Agreement between Caesars Entertainment Corporation and Chatham Asset Management, LLC, dated July 25, 2014 (CEC-NOTEHOLDER_00030616)
Ex. 33	Email from M. McLellan to M. Thomas, dated May 18, 2014 (CEC-NOTEHOLDER_00023204)
Ex. 34	Email from M. McLellan to M. McLellan, dated June 2, 2014 (CEC-NOTEHOLDER_00014293)
Ex. 35	Email from T. Fisher to M. McLellan, dated June 6, 2014 (CEC-NOTEHOLDER_00010976)
Ex. 36	Form 8-K filed by Caesars Entertainment Corporation, dated June 27, 2014
Ex. 37	Email from M. McLellan to M. Fath, dated 18, 2014 (CEC-NOTEHOLDER_00011076)
Ex. 38	Excerpts from the transcript of the February 11, 2016 deposition of Alan Nadel
Ex. 39	Amended and Restated Certificate of Incorporation for Caesars Entertainment Operating Company, Inc., dated May 2, 2014 (CEC-NOTEHOLDER_000054793)
Ex. 40	Form 8-K filed by Caesars Entertainment Corporation, dated November 19, 2010
Ex. 41	Email from M. Stein to D. Bonderman <i>et al.</i> , dated July 18, 2014 (CEC-NOTEHOLDER_00102679)
Ex. 42	Caesars Entertainment Operating Company, Inc. Meeting of the Board of Directors, dated July 30, 2014 (CEC-NOTEHOLDER_00010394)
Ex. 43	Caesars Entertainment Operating Company, Inc. Bylaws, dated November 22, 2010

Ex. 44	Email from M. Stein to D. Bonderman <i>et al.</i> , dated July 18, 2014 (CEC-NOTEHOLDER_00053980)
Ex. 45	Email from S. Winograd to M. Stein <i>et al.</i> , dated July 18, 2014 (CEC-NOTEHOLDER_00053984)
Ex. 46	Email from R. Stauber to M. Stein <i>et al.</i> , dated July 18, 2014 (CEC-NOTEHOLDER_00053986)
Ex. 47	Email from J. Scherer to R. Stauber, dated July 26, 2014 (GNTY_CEOC_001778)
Ex. 48	Caesars Entertainment Operating Company, Inc. Press Release, dated July 30, 2014 (CEC-NOTEHOLDER_00000007)
Ex. 49	Supplemental indentures to 10.75% Notes, dated June 12, 2008
Ex. 50	Supplemental indentures to 10.75% Notes, dated January 9, 2009
Ex. 51	Form 8-K filed by Caesars Entertainment Corporation, dated May 21, 2014
Ex. 52	Excerpts from Voluntary Chapter 11 Petition of Caesars Entertainment Operating Company, Inc., <i>In re Caesars Entertainment Operating Company, Inc., et al.</i> , Case No. 15-01145 (ABG) (Bankr. N.D. Ill., ECF No. 1)
Ex. 53	Form 8-K filed by Caesars Entertainment Corporation, dated September 24, 2013
Ex. 54	Form 10-Q filed by Caesars Entertainment Corporation, dated November 8, 2013
Ex. 55	Transcript from May 12, 2016 oral argument, <i>Marblegate Asset Mgmt. v. Educ. Mgmt. Corp.</i> , Nos. 15-2124-cv, 15-2141-cv (2d. Cir 2016)
Ex. 56	Email from M. Ragsdale to M. Meehan <i>et al.</i> , dated June 8, 2014 (Meehan-SDNY_0081508)
Ex. 57	Form 8-K filed by Caesars Entertainment Corporation, dated August 22, 2014
Ex. 58	Excerpt from Oxford English Dictionary (Online Ed.)
Ex. 59	Excerpt from Black's Law Dictionary (3d Ed.)

Ex. 60	Excerpt from Anderson's Dictionary of Law
Ex. 61	Recognition of New Accounting Basis (Pushdown) in Certain Circumstances, FASB Emerging Issues Task Force (EITF Issue No. 12-F), dated February 27, 2014
Ex. 62	FASB, Recognition of New Accounting Basis (Pushdown) in Certain Circumstances, EITF Issue No. 12-F (2014)
Ex. 63	Securities and Exchange Commission, Staff Accounting Bulletin No. 115 (2014)
Ex. 64	Securities and Exchange Commission, Staff Accounting Bulletin No. 54 (1983)
Ex. 65	FASB, Push-Down Accounting , EITF Topic No. D-97 (2001)
Ex. 66	H.R. Rep. No. 73-1838 (1934)
Ex. 67	Closing Memorandum (CEC-NOTEHOLDER_00048643)
Ex. 68	Caesars Entertainment Operating Company, Inc., Equity Worksheet, dated June 30, 2014 CEC-NOTEHOLDER_00007093
Ex. 69	Excerpts of Form S/4 filed by Caesars Entertainment Corporation, filed October 29, 2008

Dated: New York, New York
May 31, 2016



Philippe Adler