

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

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

**FIRST LIEN NOTES PARTIES' JOINT RESPONSE TO DEBTORS'
MOTION TO FURTHER EXTEND THEIR EXCLUSIVE PERIODS TO
FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF**

The Ad Hoc Committee of First Lien Noteholders (the "1L Notes Committee")¹ and UMB Bank, N.A., solely in its capacity as successor indenture trustee for the Debtors' first lien notes (the "1L Notes Trustee," and collectively, the "First Lien Notes Parties"), submit this joint response to the above-captioned debtors' (the "Debtors") motion (the "Exclusivity Motion") [Dkt. No. 3197] for an order extending their exclusive right to file a plan through and including July 15, 2016 and to solicit votes thereon through and including September 15, 2016.²

STATEMENT IN SUPPORT OF THE EXCLUSIVITY MOTION

1. For the reasons set forth below, the First Lien Notes Parties support the relief requested in the Debtors' Exclusivity Motion. There can be no genuine dispute that these cases are large and incredibly complex. Notwithstanding such size and complexity, the Debtors have made substantial progress toward confirmation of a plan of reorganization by executing restructuring support agreements with more than 80% of both their first lien bank lenders and first lien noteholders (the "Bank RSA" and "Bond RSA" respectively). Yet, still more progress

¹ The 1L Notes Committee's membership is set forth in the Rule 2019 Statement at Dkt. 3134.

² Capitalized terms used, but not defined, herein have the meanings ascribed to them in the Exclusivity Motion.

is needed, both to preserve the benefits of the Bond RSA and to obtain the support of junior creditors.

2. As explained in the First Lien Notes Parties' response to the Debtors' motion seeking the appointment of a mediator (filed contemporaneously herewith), since the negotiation (and renegotiation) of the Bond RSA, there has been a very substantial decline in the value of the debt and equity securities proposed to be provided to the first lien noteholders under the Bond RSA. Those debt and equity securities comprise a majority of first lien bondholder recoveries, so the decline in their value will have a material adverse impact upon the value of the total consideration first lien noteholders were to have received under the plan. On February 15, 2016, two milestones in the Bond RSA will not have been met; namely, approval of a proposed disclosure statement and approval of a backstop commitment agreement. The 1L Notes Committee will nevertheless continue to work in good faith toward completion of the definitive documentation contemplated by the Bond RSA. However, the 1L Notes Committee's willingness to extend those (and other) milestones will require further amendments to the Bond RSA that, among other things, adequately address, and correct for, the significant value lost in the debt and equity securities. Those amendments will provide the Debtors with an added degree of certainty with respect to the Bond RSA.

3. Moreover, the examiner is still conducting his examination and his report is expected to be issued in the next several weeks. That report, coupled with a court-sanctioned mediation process that is the subject of a pending motion, should facilitate productive discussions among the Debtors' sponsors and their junior creditors.

4. For those reasons, the extension of exclusivity requested by the Debtors will afford them the additional time necessary to negotiate appropriate amendments to the Bond RSA

milestones that will lock in the very valuable benefits realized by the Debtors and their creditors thereunder, while providing the mediation process a meaningful opportunity to proceed in earnest. Of course, if circumstances change – *e.g.*, if the Bond or Bank RSAs were to be terminated, if sufficient progress toward a consensual plan were not to be made (through a mediation or otherwise), or if market conditions were to continue to deteriorate – parties in interest always remain free to seek the termination of exclusivity for cause in accordance with Section 1121(d) of the Bankruptcy Code. If sufficient progress toward a consensual plan is not made and the Bank and Bond RSAs are terminated, it may very well be that a plan proposed by the first lien bank and noteholders becomes the most efficient means to allow the Debtors’ valuable operating businesses to emerge in a timely manner from bankruptcy.

WHEREFORE the First Lien Notes Parties respectfully request that the Exclusivity Motion be granted and the Court order such additional and appropriate relief as is just and proper.

Dated: February 10, 2016

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CERTIFICATE OF SERVICE

Mark A. Berkoff, an attorney, certifies that on February 10, 2016 he caused the *First Lien Notes Parties' Joint Response to Debtors' Motion to Further Extend Their Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof* 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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