

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:	)	Chapter 11
)	
CAESARS ENTERTAINMENT OPERATING	)	Case No. 15-01145 (ABG)
COMPANY, INC., <u>et al.</u> , ¹)	
)	
Debtors.	)	(Joint Administration Requested)

**DEBTORS' MOTION FOR ENTRY OF INTERIM AND FINAL
ORDERS (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE
USING THEIR CASH MANAGEMENT SYSTEM, (B) MAINTAIN THEIR
EXISTING BANK ACCOUNTS AND BUSINESS FORMS, AND (C) CONTINUE
INTERCOMPANY TRANSACTIONS, AND (II) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this motion (this “Motion”) for entry of interim and final orders (the “Interim Order” and the “Final Order,” respectively), substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, respectively, (I) authorizing the Debtors to (a) continue to operate the Debtors’ cash management system as illustrated on **Exhibit 1** to **Exhibit A** attached hereto (the “Cash Management Systems”), (b) honor certain prepetition obligations related thereto, (c) maintain existing business forms, and (d) continue to maintain business relationships with each other and with non-Debtor affiliates (the “Intercompany Transactions”) consistent with historical practice, and (II) granting related relief. In support of this Motion, the Debtors respectfully state as follows.

¹ The last four digits of Caesars Entertainment Operating Company, Inc.’s tax identification number are 1623. Due to the large number of Debtors in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.primeclerk.com/CEOC>.

Jurisdiction

1. The United States Bankruptcy Court for the Northern District of Illinois (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are sections 105, 345, 363, 364, 503, 553, 1107, and 1108 of title 11 of the United States Code (the "Bankruptcy Code"), rule 6003 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and rule 5005-3(D) of the Local Bankruptcy Rules for the Northern District of Illinois (the "Local Rules").

Relief Requested

4. The Debtors seek entry of an Interim Order and a Final Order:
 - (a) authorizing, but not directing, the Debtors to (i) continue to operate their Cash Management Systems, (ii) continue to use, with the same account numbers, all of the Bank Accounts (as defined herein) in their Cash Management System, (iii) open new debtor-in-possession accounts, if needed, and (iv) use their existing correspondence and business forms (including letterhead, purchase orders, invoices, and preprinted checks) as such forms were in existence immediately before the Petition Date (as defined herein), without reference to the Debtors' status as debtors in possession;
 - (b) authorizing, but not directing, the Debtors to (i) continue, in their business judgment and at their sole discretion, participating in the Intercompany Transactions, and (ii) providing postpetition Intercompany Transactions administrative expenses priority;
 - (c) authorizing and directing the Banks (as defined herein) to (i) continue to maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors in possession and provide related treasury and cash management services, without interruption and in the ordinary course, (ii) receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, wires, automated clearing house ("ACH") transfers, credit card payments, other electronic transfers, or other items presented, issued, or drawn on the Bank Accounts, and (iii) debit or charge back the

Bank Accounts for all undisputed prepetition and postpetition Bank Fees (as defined herein), unreimbursed coin and currency orders provided by the Banks from their cash vaults, banking centers, or automated business centers; and

(d) granting related relief.

5. In addition, the Debtors request that the Court schedule a final hearing within approximately 25 days of the commencement of these chapter 11 cases to consider approval of this Motion on a final basis.

Background²

6. Caesars Entertainment Operating Company, Inc. (“CEOC”), together with its Debtor and non-Debtor subsidiaries, provides casino entertainment services and owns, operates, or manages 38 gaming and resort properties in 14 states and five countries, operating primarily under the Caesars[®], Harrahs[®], and Horseshoe[®] brand names. The Debtors represent the largest, majority-owned operating subsidiary of Caesars Entertainment Corporation (“CEC”), a publicly traded company that is the world’s most diversified casino-entertainment provider. CEC, through its ownership and economic interests in CEOC, Caesars Entertainment Resort Properties (“CERP”), and Caesars Growth Partners (“CGP”), owns, operates, or manages 50 casinos in 14 U.S. states and 5 countries, covering 3 million square feet of gaming space, 42,000 hotel rooms, 45 million customer loyalty program participants, and 68,000 employees.

7. The Debtors employ approximately 32,000 people through geographically diverse operations throughout the United States, including seven regional casino properties located in the Midwest (across Illinois, Indiana, Iowa, and Missouri); six regional casino properties located in the Southeast (throughout Louisiana, Mississippi, and North Carolina); four casinos located in

² The facts and circumstances supporting this Motion are set forth in the *Declaration of Randall S. Eisenberg, Chief Restructuring Officer of Caesars Entertainment Operating Company, Inc., in Support of First Day Pleadings* (the “First Day Declaration”), filed contemporaneously herewith.

Arizona, California, Maryland, and Pennsylvania; four casinos located in Nevada, including the world famous Caesars Palace at the heart of the Las Vegas Strip; and two casinos located in Atlantic City, New Jersey. On a consolidated basis, CEOC and its subsidiaries reported approximately \$993 million of Adjusted EBITDA on net revenues of approximately \$5.4 billion for the twelve months ending September 30, 2014.

8. On the date hereof (the "Petition Date"), each of the Debtors filed a petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Concurrently with the filing of this Motion, the Debtors requested procedural consolidation and joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No party has requested the appointment of a trustee or examiner in these chapter 11 cases, and no committees have been appointed or designated.

The Debtors' Cash Management System

9. The Debtors maintain and direct an integrated Cash Management System as part of the ordinary course of their businesses that allows them to efficiently collect, transfer, and disburse funds generated by their multifaceted casino, gaming, hotel, and entertainment operations. The Cash Management System is vital to the Debtors' ability to conduct business at their owned and managed casinos or gaming operations throughout the United States and Canada. Indeed, the integrated Cash Management System helps control funds, serves as a repository for cash receipts, manages cash disbursements, ensures cash availability for each of the Debtors, and reduces administrative expenses by facilitating the movement of funds among multiple entities by generally centralizing cash operations from a central location. Further, the Debtors' heavily regulated business relies on the existing Cash Management System to comply

with certain government regulations. Moreover, the Cash Management System generally is similar to those commonly employed by complex businesses comparable to that of the Debtors.

10. As described herein, given the economic and operational scale of the Debtors' operations, any disruption to the Cash Management System would have an immediate adverse effect on the Debtors' business and operations to the detriment of their estates and numerous stakeholders. Accordingly, to minimize the disruption caused by these chapter 11 cases and to maximize the value of the Debtors' estates, the Debtors request authority to continue to utilize their existing Cash Management System during the pendency of these chapter 11 cases, subject to the terms described herein.

I. Description of the Cash Management System.

A. The Bank Accounts.

11. The Cash Management System consists of 167³ active operating bank accounts (collectively, the "Bank Accounts") maintained by the Debtors at twelve U.S. banks and three foreign banks (collectively, the "Banks"). The Cash Management System includes the following Banks and Bank Accounts: (a) seventy-eight Bank Accounts at Wells Fargo Bank, N.A. ("Wells Fargo"); (b) twenty-nine Bank Accounts at Bank of America, N.A. ("BofA"); (c) ten Bank Accounts at First Tennessee Bank ("First Tennessee"); (d) three Bank Accounts at First Midwest Bank ("First Midwest"); (e) fifteen Bank Accounts at Capital One Bank (USA) N.A. ("Capital One"); (f) one Bank Account at First Savings Bank f/k/a Farmers State Bank ("First Savings"); (g) seven Bank Accounts at JPMorgan Chase Bank, N.A. ("JPM"); (h) eleven Bank Accounts at U.S. Bank, N.A. ("U.S. Bank"); (i) two Bank Accounts at People's

³ This total number of Bank Accounts is inclusive of twenty-seven disbursements, receipts, and other Bank Accounts related to certain of the Debtors' closed or sold casino resort properties. As of the Petition Date, these Bank Accounts hold approximately \$455,000. These Bank Accounts are not otherwise described herein.

Bank; (j) three Bank Accounts at BMO Harris Bank (“BMO”); (k) one Bank Account at Pitney Bowes Reserve Bank (“Pitney Bowes”); (l) one Bank Account at Citibank, N.A. (“Citi”); (m) two Bank Accounts at Canadian Imperial Bank of Commerce (“CIBC”); (n) two Bank Accounts at Scotia Bank (“Scotia”), and (o) two Bank Accounts at Mizuho Bank (“Mizuho”). As discussed more fully below, 154 of the 167 Bank Accounts are maintained with Banks designated as authorized depositories by the Office of the United States Trustee for the Northern District of Illinois, Eastern Division (the “U.S. Trustee”), pursuant to the U.S. Trustee’s Operating Guidelines and Financial Reporting Requirements for Debtors-in-Possession and Trustees (the “U.S. Trustee Guidelines”). A schedule of the Bank Accounts is attached as **Exhibit 2** to the Interim Order, and is incorporated herein by reference.

12. Generally, and as more fully described below, the Bank Accounts are organized as follows:⁴

(a) “Receipts Accounts” include:

- sixty Casino Property⁵ specific Bank Accounts established to, among other things: (a) receive credit card payments, wire transfers, checks, and cash funds, which accounts then transfer amounts to the Property Concentration Account (as described herein) (collectively, the “Property Depository Accounts”), (b) pool tips at Casino Properties for the benefit of employees (the “Toke Deposit Accounts”), (c) comply with state-specific obligations required by regulatory requirements to maintain licenses (the “Gaming Taxes Accounts”), (d) hold funds related to horse- and dog-racing wagers, purses, and related activities (the “Racing Accounts”), and

⁴ For the avoidance of doubt, certain of the following Bank Accounts are used to receive, concentrate, and disburse funds, including certain of the Receipts Accounts and the Concentration Accounts (each as defined herein).

⁵ The “Casino Properties” (each, a “Casino Property”) collectively are comprised of the following gaming hospitality facilities, each of which is owned by the Debtors: (a) Bally’s Atlantic City; (b) Caesars Atlantic City; (c) Caesars Palace Las Vegas; (d) Harrah’s Council Bluffs; (e) Harrah’s Gulf Coast; (f) Harrah’s Joliet; (g) Harrah’s Lake Tahoe; (h) Harrah’s Louisiana Downs; (i) Harrah’s Metropolis; (j) Harrah’s North Kansas City; (k) Harrah’s Reno; (l) Harvey’s Lake Tahoe; (m) Horseshoe Bossier City; (n) Horseshoe Council Bluffs; (o) Horseshoe Hammond; (p) Horseshoe Southern Indiana; (q) Horseshoe Tunica; and (r) Tunica Roadhouse Hotel & Casino.

(e) send and receive funds for certain foreign customers in connection with gaming operations at the Casino Properties (“Foreign Transfer Accounts”);

- two operating Bank Accounts with CIBC, one depository Bank Account with Scotia Bank, and one depository Bank Account with Wells Fargo, each in the name of Debtor Caesars Entertainment Windsor Limited (“CEWL,” and such Bank Accounts, the “CEWL Operating Accounts”); and
- two operating Bank Accounts with BofA, each in the name of Debtor Hole in the Wall, LLC (“HITW,” and such Bank Accounts, the “HITW Operating Accounts”).

(b) “Concentration Accounts” include:

- three primary operating Bank Accounts in the name of CEOC, one each with Wells Fargo, BofA, and First Tennessee (the “Main Operating Accounts”); the Wells Fargo Main Operating Account is subject to a control agreement with the Debtors’ first lien secured creditors;
- one operating Bank Account in the name of CEOC with U.S. Bank (the “CEOC U.S. Bank Account”), which is subject to a control agreement with the Debtors’ first lien secured creditors; and
- twenty-six Casino Property concentration Bank Accounts (collectively, the “Property Concentration Accounts”), including (i) twelve automatic transfer zero balance accounts with Wells Fargo and two automatic transfer zero balance accounts with First Tennessee (collectively, the “Automatic Concentration Accounts”) and (ii) three manual transfer accounts with U.S. Bank, one manual transfer zero balance accounts with BofA, two manual transfer accounts with Capital One, two manual transfer accounts with JPM, two manual transfer accounts with People’s Bank, one manual transfer account with First Midwest, and one manual transfer account with BMO Harris (collectively, the “Manual Concentration Accounts”).

(c) “Disbursement Accounts” include:

- one master funding Bank Account in the name of CEOC with Wells Fargo (the “Master Funding Account”);
- twenty-six Casino Property disbursement Bank Accounts, twenty-four with Wells Fargo and one with Capital One (the “Casino Disbursement Accounts”);

- two dormant disbursement Bank Accounts in the name of CEOC with Wells Fargo, which are pending closure; and
- five cash Bank Accounts in the name of CEOC, each with JPM, established to fund employee benefits for the Debtors, CERP, and CGP, and one cash Bank Account in the name of CEOC with Citi, established for purposes of the Debtors', CERP's, and CGP's disability insurance program (collectively, the "Employee Benefit Accounts").

(d) Miscellaneous cash collateral accounts include:

- one cash reserve Bank Account for the Debtors' direct mail marketing expenses in the name of CEOC with Pitney Bowes (the "Postage Account");
- one cash collateral Bank Account for the Debtors' purchasing cards ("P-Cards") in the name of CEOC with Wells Fargo (the "P-Card Account"); and
- one escrow Bank Account (currently unfunded) in the name of Caesars Operating Escrow LLC with Wells Fargo.

(e) Other miscellaneous accounts include:

- one legacy depository Bank Account in the name of Caesars World Merchandising, Inc. with Wells Fargo (the "Online Purchases Account"); and
- four deferred compensation Bank Accounts in the name of CEOC, each with Wells Fargo (the "Deferred Compensation Accounts").⁶

13. As further described in the *Debtors' Memorandum in Support of the Chapter 11 Cases* (the "First Day Memorandum"), filed contemporaneously herewith, non-Debtor affiliate, Caesars Enterprise Services, LLC ("CES"), is a shared services joint venture among CEOC, CERP, and Caesars Growth Properties Holdings, LLC ("CGPH"). Pursuant to agreements

⁶ The Deferred Compensation Accounts, which are further described in the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition (A) Wages, Salaries, and Other Compensation, (B) Reimbursable Employee Expenses, and (C) Obligations Relating to Medical and Other Benefits Programs, and (II) Granting Related Relief* (the "Wages Motion"), filed contemporaneously herewith, were established for certain of the Debtors' current and former upper management employees, and all amounts placed in such accounts are deferrals of such employees' salary and bonuses. The Debtors do not fund the Deferred Compensation Accounts and they do not remain open for additional deferral investments.

among the parties, CES makes certain payments on behalf of the joint venture entities. Specifically, and as further described herein, CES satisfies certain of the ordinary course obligations of the Debtors (and CGP and CERP), including employee payroll, much of the Debtors' accounts payable, and CEOC's allocable share of costs associated with enterprise-wide goods and services. As and when needed, CEOC manually funds amounts due or owed to CES to an independent concentration account maintained by CES (the "CES Concentration Account"). The CES Concentration Account is outside the Debtors' cash management system but is nevertheless described herein given the magnitude of the Debtors' disbursements that flow through CES.

B. Casino Cage.

14. Each Casino Property maintains a physically secured area (the "Casino Cage") to support its ongoing gaming operations. The Casino Cage is a centralized location for receipts and disbursements related to the Debtors' gaming and casino operations. Thus, the Casino Cage performs customer transactions, including, but not limited to, chip redemptions for cash, jackpot payouts, cash advances on credit cards, and check cashing. Each Casino Property must maintain adequate funds in the Casino Cage both for regulatory requirements and to fund expected levels of cash demand at any given time. The amount of cash fluctuates based on the day of the week, the seasonality of each Casino Property's gaming business, and the occurrence of major attractions or events. The cash held in the Casino Cage is not subject to any liens or encumbrances.

C. Non-Debtor Subsidiary Bank Accounts.

15. CEOC indirectly owns certain non-Debtor subsidiaries. These non-Debtor subsidiaries own certain U.S. and foreign casino resort properties. Specifically, (a) Debtor Harrah's Chester Downs Investment Company, LLC owns a 99.5 percent interest in non-Debtor

subsidiary, Chester Downs and Marina, LLC, which owns Harrah's Philadelphia in Chester, Pennsylvania, (b) CEOC, through an indirect non-Debtor subsidiary (Caesars Ohio Investment, LLC), is a 20 percent minority owner in a non-Debtor joint venture, Rock Ohio Caesars, LLC, which indirectly owns Horseshoe Cleveland, Horseshoe Cincinnati, ThistleDown Racino, and Turfway Park, and (c) Debtor Harrah's Bossier City Investment Company, LLC owns 49 percent of the equity interest in LAD Hotel Partners, LLC, which owns a Springhill Suites in Bossier, Louisiana. The bank accounts for Harrah's Philadelphia, Horseshoe Cleveland, Horseshoe Cincinnati, and the Springhill Suite in Bossier are not in the Cash Management System; they are operated separately or are not under CEOC's direct or indirect control.

16. The Debtors' foreign non-Debtor subsidiaries also have their own cash management operations and maintain bank accounts separate and apart from the U.S.-based Cash Management System. The non-Debtor foreign subsidiaries would only contribute cash to the U.S. Cash Management System if the Debtors direct the non-Debtors to contribute cash to the U.S. Bank Accounts; the Debtors do not regularly repatriate this cash. This foreign cash is not subject to the Debtors' secured lenders' and noteholders' liens. In addition, and as described more fully below, (a) the Debtors send and receive funds related to their gaming operations to certain of their foreign non-Debtor subsidiary bank accounts and/or foreign customer accounts in connection with foreign customer gaming at certain Casino Properties, as more fully described in the Debtors' motion to continue honoring customer programs,⁷ and (b) the Debtors provide credit and working capital support for foreign non-Debtor subsidiary London Clubs International Limited ("LCI") through the LCI Revolver (as defined herein).

⁷ See Debtors' Motion for Entry of an Order (A) Authorizing the Debtors to Maintain and Administer Their Existing Customer Programs and Honor Certain Prepetition Obligations Related Thereto, and (B) Granting Related Relief (the "Customer Programs Motion"), filed contemporaneously herewith.

D. The Flow of Funds within the Cash Management System.

17. The funds flow diagram, which is attached as **Exhibit 1** to the Interim Order and incorporated herein by reference (the “**Funds Flow Diagram**”), is a detailed diagram setting forth the flow of funds among the Bank Accounts. As set forth in the Funds Flow Diagram, the Cash Management System has three main components: (a) receipt of funds, (b) cash concentration, and (c) cash disbursements to fund the Debtors’ operations. Each of these components will be described in turn.

1. Receipts/Collections.

18. The Debtors generate revenue from a number of sources, and funds enter the Cash Management System at both the Casino Property level and directly at CEOC. The Debtors’ revenues generally flow into (a) as applicable, each Casino Property’s Property Depository Accounts or Property Concentration Account, (b) one of the three Main Operating Accounts, (c) the Online Purchases Account, (d) the CEWL Operating Accounts, and (e) the HITW Operating Accounts, as follows:

- **Gaming Revenue.** A significant portion of the Debtors’ revenue is derived from their gambling operations at the Casino Properties. More specifically, the Debtors earn income from their casino gaming operations. Each Casino Property collects receipts via check, cash, wire transfer, ACH payments, or credit card charges. Gaming revenue is generally processed as follows:
 - Certain Casino Properties receive all of these payments, including credit card payments, checks, ACH payments, and wire transfers, directly into the Property Concentration Account.
 - Certain other Casino Properties receive these payments to specific Property Depository Accounts, such as accounts that are set up exclusively for credit card deposits, and then those accounts are automatically swept to the applicable Property Concentration Account each night.
 - After daily balancing and audit procedures are completed at each Casino Property, a daily deposit is prepared for all checks received and any excess cash not needed for daily activity in the applicable Casino Cage. This deposit is made to either the relevant Property Depository Account (if

applicable) or Property Concentration Account. An armored car service is used to make the deposits due to the large amount of cash involved.

- Credit card charges are batched and transmitted daily to the applicable credit card processor. Certain Casino Properties have credit cards fees debited separately from the daily credit card settlement, while other Casino Properties will receive their funds net of processing fees. The time that it takes for the Casino Property to receive these funds in the applicable Property Depository Account or Property Concentration Account varies by Casino Property and credit card processor, among other things.
- Other Casino Property Revenue. The Debtors' Casino Properties offer entertainment and hotel options other than casino gaming. For example, Casino Properties earn revenue from restaurants, hotels, and retail located on their properties either directly, through ownership of those assets, or through rent payments. In addition, Casino Properties host concerts and other events, in which the Casino Property derives revenue from the tickets sold and concessions. The Casino Properties collect this revenue in much the same fashion that they collect gaming revenue, and this revenue ultimately is deposited in either the relevant Property Depository Account (if applicable) or Property Concentration Account.
- Management Fees. CEOC is party to management services agreements with third parties (collectively, the "Third-Party Management Agreements") and with certain non-Debtor affiliates (the "Affiliate Management Agreements"), including, among others, (a) CES, (b) CEC, (c) CERP, and (d) CGP. Pursuant to the Third-Party Management Agreements, CEOC receives wire payments from the applicable third-party property owner on a monthly basis; the wire payment is sent directly to one of the Main Operating Accounts (depending on the terms of the Third-Party Management Agreement). Pursuant to the Affiliate Management Agreements, CEOC reconciles its books and records on a monthly basis and after netting for the amounts CEOC owes to the applicable non-Debtor related to Contract Revenue (as defined herein) and any other payables from CEOC to such property owner, the relevant management fee is processed and transferred to one of the Main Operating Accounts (depending on the terms of the Affiliate Management Agreement).
- Contract Revenue. CEOC is party to a number of contracts with various third-party vendors, including on behalf of the Debtors and non-Debtor subsidiaries and affiliates (including CGP and CERP), that result in certain fees or other income to the Debtors and their affiliates (collectively, the "Contract Revenue"). Such contracts include, among other things, agreements with automated teller machine ("ATM") and cash access providers. Customers are charged fees for ATM withdrawals and cash advances at casino properties throughout the Caesars enterprise and the applicable property earns income from such transactions. The applicable third-party ATM vendor makes payment directly to CEOC by check, ACH payment, or wire transfer for fee income earned

across the Caesars enterprise, which the Debtors track in their books and records and allocate to the appropriate property owner. Contract Revenue is held by the Debtors in the Main Operating Accounts until CEOC reconciles its books and records on a monthly basis and nets such Contract Revenue against amounts owed to the Debtors pursuant to the Affiliate Management Agreements.

- Convention and Event Revenue. The Casino Properties host conventions and other events, which require the event organizer to pay the Debtors for the use of the Debtors' convention space at the Casino Properties, including deposits related to such use and, in certain circumstances, the reservation of blocks of hotel rooms. Generally, payments for these events are sent either by check or wire deposited directly to one of the Main Operating Accounts. The Debtors then credit the applicable Casino Property for such payment or deposit. In certain circumstances, a party may reserve rooms (or an event) at Caesars Palace Las Vegas and reserve space for an event (or rooms) at a property owned by CERP or CGP. In such circumstances, the Debtors track the deposit in their books and records and these amounts are settled as part of the normal month end settlement process.
- CEWL Operating Agreement Fee. CEWL receives a monthly operator fee from Caesars Windsor (in Canada) related to its management of that property, and these funds are placed in the CEWL Operating Accounts. Funds held in the CEWL Operating Accounts generally do not get moved to the U.S. Bank Accounts, and remain in the CEWL Operating Accounts to fund operations, such as making monthly payments to the Canada Revenue Agency and, as necessary, payments to auditors.
- Batista's Restaurant Revenue. HITW operates a restaurant under the name Batista's Hole in the Wall, and collects payment for its services via check, cash, or credit card charges, and these funds are placed in the HITW Operating Accounts. The Debtors may manually move funds held in the HITW Operating Accounts to the Main Operating Accounts on an as needed basis. Funds held in the HITW Operating Accounts are used to pay employees, vendors, and other expenses related to HITW's restaurant business, and funds have not historically been sent from the Main Operating Accounts to the HITW Operating Accounts.
- Online Purchases Revenue. Debtor Caesars World Merchandising, Inc. formerly received funds from selling Caesars-related merchandise online. These services were recently moved to CES.

19. In addition to the Receipt Accounts described above, Casino Properties maintain other property-specific Bank Accounts as necessary for their operations, where funds are pooled or segregated for specific purposes:

- Take Deposit Accounts. The Take Deposit Accounts hold cash and credit card tips to employees, which are then pooled and paid out through payroll. Funds

held in the Toke Deposit Accounts are paid to employees pursuant to Casino Property-specific policies.⁸

- Gaming Taxes Accounts. Where required by state regulatory bodies, the applicable Casino Property deposits a percentage of gaming revenue into the applicable Casino Property's Gaming Taxes Account on a daily basis. The Gaming Taxes Accounts are accounts required by state regulatory bodies to hold funds to pay gaming-related taxes to the applicable state regulatory agency. Funds in the Gaming Taxes Accounts are not intermingled with the other Bank Accounts.⁹
- Racing Accounts. The Racing Accounts hold horse and dog racing wagers, race purses, and related-cash obligations at Casino Properties that either host racing activity or permit wagering on racing that occurs at other locations. Such accounts are subject to state regulations and Casino Property-specific requirements, and Casino Properties that host racing activity, as well as Bluegrass Downs, a Debtor-owned horse racing facility in Paducah, Kentucky, maintain numerous Racing Accounts to meet these requirements. If a customer's wager is successful, the customer is paid back his or her wager as well as his or her winnings. For Casino Properties in Nevada, funds related to customer wagers/wins are manually settled on a periodic basis via wire or ACH to the Las Vegas Dissemination Company, a Nevada-licensed systems operator for parimutuel wagering. For Casino Properties that host racing activity, as well as Bluegrass Downs, customer losses are manually swept into the Property Concentration Account. In addition, the applicable Casino Property or Bluegrass Downs will periodically sweep funds from the Casino Property's Property Depository Account or Property Concentration Account into the Racing Accounts (including such accounts related to purses) in the event that the Racing Account drops below the required level.
- Foreign Transfer Accounts. Pursuant to one of the Debtors' customer programs,¹⁰ the Foreign Transfer Accounts send and receive funds to and from, as applicable, certain of the Debtors' foreign non-Debtor subsidiaries' bank accounts to facilitate foreign customer gaming at the Debtors' U.S.-based Casino Properties. Funds in the Foreign Transfer Accounts are swept into one of the Main Operating Accounts or to the applicable Property Concentration Account.

⁸ Details regarding tokes to employees are more fully described in the Wages Motion.

⁹ The Debtors state specific regulatory and related tax obligations are more fully described in the *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Taxes and Fees, and (II) Granting Related Relief*, filed contemporaneously herewith.

¹⁰ This customer program is more fully described in the Customer Programs Motion.

2. **Cash Concentration.**

20. The concentration of the Debtors' receipts and collections can generally be described as follows:

- Property Concentration Accounts. As noted above, each Casino Property has a Property Concentration Account. Certain of the Property Concentration Accounts directly receive funds via cash, check, wire transfer, ACH, or credit card payment, directly from customers, while other Property Concentration Accounts receive funds when such funds are swept (manually or automatically) from, as applicable, the Property Depository Accounts, the Toke Deposit Accounts, the Foreign Transfer Accounts, and the Racing Accounts. If the Property Concentration Account is an Automatic Concentration Account, the funds in such Bank Account above a "peg amount" are swept at the end of each day into the applicable Main Operating Account. If the Property Concentration Account is a Manual Concentration Account, the Debtors' treasury department will manually sweep funds from such account into the applicable Main Operating Account multiple times per week.
- Main Operating Accounts. The three Main Operating Accounts receive funds/revenue directly as described above and also from automatic and manual sweeps from the Property Concentration Accounts. On an as needed basis and in the ordinary course of business, the Debtors' treasury department manually sweeps funds between the Wells Fargo Main Operating Account, the BofA Main Operating Account, and the First Tennessee Main Operating Account. The Debtors use of funds in the Wells Fargo Main Operating Account is subject to a control agreement with the Debtors' first-lien secured creditors. The Main Operating Accounts are also used to make certain CEOC-level wire and check payments to third-parties and non-Debtor affiliates, including related to the P-Cards and the LCI Revolver, as more fully described below. Additionally, on an as needed basis and in the ordinary course of business, the Debtors' treasury department manually sends funds from the Main Operating Accounts to the CES Concentration Account in connection with payment of the Debtors' payroll and accounts payable, as more fully described below. The Debtors historically have also made debt payments from the Main Operating Accounts.
- CEOC U.S. Bank Account. The CEOC U.S. Bank Account has been funded with funds that the Debtors may use at their discretion, subject to a control agreement with the Debtors' first-lien secured creditors. Funds are not generally swept in or out of the CEOC U.S. Bank Account, but are available on an as needed basis.

3. **Cash Disbursements.**

21. Other than with respect to certain disbursements by the Main Operating Accounts, the CEWL Operating Accounts, the HITW Operating Accounts, the Gaming Taxes Accounts,

and the Racing Accounts described above, the Debtors' cash disbursements are generally made either (a) by CES on behalf of the Debtors out of CES's accounts or (b) directly by the Debtors from their Disbursement Accounts as follows:

- Master Funding Account. The Master Funding Account is funded by the Main Operating Accounts. The Master Funding Account then funds the Casino Disbursement Accounts at each Casino Property.
- Casino Disbursement Accounts. The Casino Properties use the Casino Disbursement Accounts to pay large jackpots directly to customers. In addition, one of the Casino Disbursement Accounts is a payroll account used to pay Casino Property employees below the level of director and nine Casino Disbursement Accounts are accounts payable accounts that the applicable Casino Properties use on a limited basis to make certain payments to vendors, such as to make payments on cash on demand (or "COD"), deliveries, and certain liquor purchases.
- Employee Benefit Accounts. The Employee Benefit Accounts are funded by the Main Operating Accounts. The Employee Benefit Accounts are administered on behalf of all CEC-majority owned U.S. entities, including non-Debtor affiliates CES, CERP, and CGP. The Employee Benefit Accounts fund CEOC's (and the other entities') health insurance, health benefits, disability, and other similar benefit programs. CEOC is reimbursed at the end of each month after funds expended on behalf of non-CEOC entities are settled.
- Postage Account. The Postage Account, which as of the Petition Date was funded with approximately \$200,000, is used as a reserve for funding related to the Debtors' postage costs for various marketing activities. The Debtors prepay the Postage Account and adjust the amount as necessary to reflect increased or reduced marketing activity. Postage Account funds can be drawn by parties if the Debtors do not otherwise directly pay such vendors for the marketing postage costs.

II. The Cash Management System's Compliance with the U.S. Trustee Guidelines and Section 345 of the Bankruptcy Code.

22. As noted above, 154 of the 167 Bank Accounts are maintained with Banks designated as authorized depositories by the U.S. Trustee. The U.S. Trustee has designated the following Banks that hold Bank Accounts as authorized depositories: Wells Fargo, BofA, First Tennessee, Capital One, JPM, U.S. Bank, BMO, and Citi.

23. Thirteen Bank Accounts are held at Banks that are not authorized depository institutions under the U.S. Trustee Guidelines. Specifically, (a) in connection with Harrah's Gulf Coast, the Debtors maintain a Property Depository Account and a Property Concentration Account with People's Bank, a local bank in the Biloxi, Mississippi region, which have an average month-end balance of approximately \$800,000 during the twelve months prior to the Petition Date; (b) in connection with Harrah's Joliet, the Debtors maintain a Property Concentration Account, a Property Depository Account, and a Token Deposit Account with First Midwest, a local bank in the Chicago, Illinois region, which have an average month-end balance of approximately \$3.2 million during the twelve months prior to the Petition Date; (c) in connection with a golf course related to Horseshoe Southern Indiana, the Debtors maintain a Property Depository Account with First Savings, a local bank in southern Indiana, which has an average month-end balance of approximately \$100,000 during the twelve months prior to the Petition Date; (d) in connection with prepaid postage for their marketing operations, the Debtors maintain the Postage Account with Pitney Bowes to ensure their payment of their marketing postage costs; (e) in connection with their customer programs, the Debtors maintain the Foreign Transfer Accounts with, among others, Scotia Bank and Mizuho, which have an average month-end balance of approximately \$4.9 million during the twelve months prior to the Petition Date, and (f) in connection with the management of Caesars Windsor, the Debtors maintain one CEWL Depository Account with Scotia Bank and the CEWL Operating Accounts with CIBC, which have an average aggregate month-end balance of approximately \$13.5 million during the twelve months prior to the Petition Date. The Debtors maintain that each of the Banks are well-capitalized and each of the U.S.-based Banks (and Bank Accounts) are insured by the Federal Deposit Insurance Corporation, and therefore the Debtors can maintain all of the Bank

Accounts without jeopardizing any party in interest. Moreover, each of the Banks is a necessary part of the Cash Management System, and any changes in this system could cause significant disruption to the applicable Casino Property's operations. For Banks at which the Debtors hold Bank Accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith efforts to cause the U.S. Banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within 60 days of the date of the Court's entry of the Interim Order. The Debtors request a waiver of the requirement for banking institutions to be a party to a Uniform Depository Agreement for the Debtors' foreign Banks (i.e., CIBC, Scotia Bank, and Mizuho).

24. In addition, the Debtors' cash is kept in the Bank Accounts and is not invested in any money market or other types of short-term securities. The Debtors therefore do not believe that any of the Bank Accounts are "investment accounts" as contemplated by section 345(b) of the Bankruptcy Code.

III. Intercompany Transactions.

25. The Debtors maintain business relationships with each other and with non-Debtor affiliates resulting in intercompany receivables and payables in the ordinary course of business (collectively, the "Intercompany Claims"). Indeed, such Intercompany Transactions are frequently conducted among Debtors as well as between Debtors and non-Debtor affiliates, such as CES, CEC, CERP, CGP, and other domestic and foreign non-Debtors subsidiaries and affiliates. Moreover, in connection with the daily operation of the Cash Management System, as funds are disbursed throughout the Cash Management System and as business is transacted among Debtor entities and among the Debtors and their non-Debtor affiliates, at any given time there may be Intercompany Claims owing by one Debtor to another Debtor or between a Debtor and a non-Debtor affiliate. Certain Intercompany Claims are settled on a daily basis while others

are reflected as receivables and payables, as applicable, in the respective Debtor's or non-Debtor affiliate's accounting systems. Accordingly, the Debtors can ascertain, trace, and account for all Intercompany Transactions, and will also be able to do so on a postpetition basis. The Debtors' transactions with their non-Debtor affiliates generally fall into the categories described below.

A. CES Shared Services.

26. As more fully set forth in the First Day Memorandum, CEOC owns 69 percent of CES, a joint venture between CEOC, CERP, and CGPH. CES provides services to the Debtors pursuant to a shared services agreement among the parties. CES provides these services to CEOC and the other joint venture parties on a profit-neutral basis. Intercompany Transactions between the Debtors and CES generally fall into the following categories:

- Operating Expenses/Corporate Overhead: CES allocations are based on a complex allocation methodology that primarily takes into account each entity's consumption of CES's services, which allocations are subject to adjustment each year. The Debtors make these payments to the CES Concentration Account weekly in arrears, with a monthly true up.
- Payroll: As described more fully in the Wages Motion, CES processes the vast majority of the Debtors' employees' wages. The Debtors prefund the CES Concentration Account prior to CES making payroll. Generally, there are no Intercompany Claims on account of CES's payroll services to the Debtors.
- Accounts Payable: CES processes most of the Debtors' accounts payable in the ordinary course of business. The Debtors make reimbursement payments to the CES Concentration Account on a regular basis, usually within 24–48 hours of when CES makes such payments.
- Capital Expenditures: CES acts as a governor on all enterprise-wide capital expenditures and approves all projects and relative allocations borne by the respective entities. Funding for such projects will be called by CES when cash is required, and may result in intercompany payables from CEOC to CES for its share of such costs.

B. Other Intercompany Transactions.

1. Affiliate Management Agreements.

27. CEOC is party to the Affiliate Management Agreements with CERP, CGP, and certain non-Debtor subsidiaries pursuant to which CEOC manages certain of CERP's, CGP's, and the non-Debtor subsidiaries' properties in exchange for management fees, which are paid monthly in arrears after netting for other Intercompany Claims, including the transactions described below.

2. Third-Party Payments to CEOC for Caesars Enterprise.

28. As described above, CEOC is party to certain contracts, many of which result in payments to CEOC of Contract Revenue on account of activity at casino resorts owned by CEOC's subsidiaries (including non-Debtors), CERP, and CGP. Similarly, and as noted above, CEOC may occasionally hold deposits related to conventions/events (or related reserved hotel rooms) at Caesars Palace Las Vegas, while the hotel rooms (or the convention/event) may be reserved for a Las Vegas property owned by CERP or CGP. CEOC reflects both the payments made and received in its books and records, makes credits to the applicable non-Debtor affiliate as applicable, and then nets these amounts against the payments required under the Affiliate Management Agreements (which generally decreases the amount owed).

3. CEOC Payments to Third Parties for Caesars Enterprise.

29. CEOC provides the U.S. based Caesars Enterprise, including CERP and CGP, with certain administrative services, including funding the employee benefit programs and the P-Card program (which is further described below). In each of these instances, CEOC reflects the payments made and received for these programs in its books and records, makes credits to its non-Debtor subsidiaries and affiliates as applicable, and generally nets these amounts against or adds these to any amounts required under the Affiliate Management Agreements.

C. Joint Venture Payments.

30. As noted above, the Debtors own equity interests in certain non-wholly owned non-Debtor subsidiaries that own hotel and casino resort properties (e.g., Rock Ohio Caesars, LLC). Pursuant to the applicable governance documents, the Debtors have ongoing obligations to the underlying entities, including, without limitation, related to capital calls. The Debtors ability to continue to make these payments as necessary and required is an important part of the Debtors' ongoing business interests related to these properties.

D. Foreign Non-Debtor Subsidiary Transactions.

1. Financing Arrangements.

31. CEOC is party to that certain Credit Agreement, dated as of December 28, 2007 (as amended or modified from time to time, and including all exhibits and supplements thereto, the "LCI Credit Agreement"), by and between CEOC (as successor in interest to Harrah's Operating Company, Inc.) and non-Debtor foreign subsidiary LCI. Pursuant to the LCI Credit Agreement, CEOC provides LCI with a £150 million revolving credit facility (the "LCI Revolver") to provide LCI with necessary working capital to support its ongoing operations. The LCI Revolver matures on February 15, 2022, and £142 million is outstanding as of the Petition Date. The Debtors do not anticipate funding working capital pursuant to the LCI Revolver during these chapter 11 cases; however, the ability to continue to provide working capital under the LCI Revolver, if needed, is important to LCI and its operations.

2. Letters of Support.

32. The Debtors provide support to their foreign non-Debtor subsidiaries by executing letters of support for their foreign subsidiary standalone financial audit reports. These letters of support are instrumental to obtain non-qualified audit opinions for such foreign non-Debtor subsidiaries. The Debtors generally do not need to provide financial support to these foreign

non-Debtor subsidiaries even where the Debtors have executed a letter of support; however, the ability to honor these letters of support, if needed, is important to these foreign non-Debtor subsidiaries.

3. Foreign Customers Program.

33. As noted above and in the Customer Programs Motion, the Debtors offer their foreign customers a program by which the Foreign Transfer Accounts send to and receive funds from certain of the Debtors' foreign non-Debtor subsidiaries' bank accounts. More specifically, these foreign customers place funds (generally by check or wire) in non-Debtor foreign bank accounts and are then provided chips at a Casino Property where that foreign customer gambles; the foreign customer may occasionally also choose to withdraw cash for other purposes. Generally, once the foreign customer has concluded his or her gambling activities for a particular trip, funds can be either transferred to the foreign customers' bank account or a non-Debtor subsidiaries' foreign bank account to the Foreign Transfer Accounts (i.e., the Debtors' U.S. and foreign Bank Accounts linked to the non-Debtor foreign bank accounts) or vice versa, depending upon whether the customer ultimately recognized winnings or losses.¹¹ In addition, the customer may choose to receive cash in the U.S. for winnings rather than only withdrawing cash on return to his or her home country. This customer program, which is similar to programs administered by other large casino companies with important Las Vegas gaming operations, is a key driver in attracting foreign customers to the Debtors' destination casino properties.

¹¹ For example, if the customer deposits \$1 million in the foreign account and then loses \$400,000 while gambling in the U.S., \$400,000 will be transferred to the Foreign Transfer Accounts to cover such \$400,000 loss, and then the customer may withdraw the remaining \$600,000 upon return to his or her home country. If such foreign customer wins \$400,000, then the Debtors will fund \$400,000 into the Foreign Transfer Accounts, which will then transfer such funds to the applicable foreign bank account or directly to the customer's account, and the customer may then withdraw his or her \$1.4 million upon return to his or her country.

E. Importance of Intercompany Transactions.

34. The Intercompany Transactions described above as well as other Intercompany Transactions are essential aspects of the Debtors' complex operations. The Intercompany Transactions are crucial for the Debtors to process payroll, pay vendors for goods and services, continue to receive significant management income, provide working capital support for their non-Debtor foreign operations, and facilitate gaming activity for foreign customers. Moreover, the Debtors would be unduly burdened both financially and logistically if the Debtors were required to halt the Intercompany Transactions at this time and to reorganize their business operations without such transactions. The Debtors believe that without the Intercompany Transactions, including with their non-Debtor affiliates, the Debtors' business and the Cash Management System would be disrupted unnecessarily to the detriment of the Debtors, their creditors, and other stakeholders.

IV. Banking Transactions, Bank Fees, and Related Expenses.

35. The Debtors conduct transactions by debit, wire, credit card, ACH payments, and other similar methods, as well as by check. Moreover, a certain percentage of the Debtors' customer receipts are received through wire transfer, credit card payments, and ACH payments. Thus, the Debtors' ability to conduct transactions by debit, wire, ACH payment, or other similar methods is of vital importance to their ability to manage their businesses; if the Debtors were unable to perform such transactions, they may be unable to perform under certain contracts, their business operations may be unnecessarily disrupted, their estates may incur additional costs, and stakeholder value may be needlessly destroyed. Yet the U.S. Trustee Guidelines require chapter 11 debtors to annotate all receipts and to make all disbursements of estate funds by check annotated with the reason for the disbursement.

36. It is therefore important that the Banks continue to maintain, service, and administer the Bank Accounts as accounts of the Debtors, as debtors in possession, without interruption and in the ordinary course of business. In this regard, the Banks should be authorized and directed to receive, process, honor, and pay any and all checks, ACH transfers, and other instructions, and drafts payable through, drawn, or directed on such Bank Accounts after the Petition Date by holders, makers, or other parties entitled to issue instructions with respect thereto.

37. In addition, in the ordinary course of business, the Banks charge, and the Debtors pay, honor, or allow the deduction from the appropriate account, certain service charges and other fees, costs, and expenses (collectively, the "Bank Fees"). Historically, the Debtors estimate that they are charged approximately \$200,000 in Bank Fees each month, with fluctuations depending upon transaction volume, and the Debtors then pay a portion of such charges depending on netting of other costs. The Debtors estimate approximately \$40,000 in accrued but unpaid Bank Fees exists as of the Petition Date (collectively, the "Prepetition Bank Fees"). The Cash Management System depends on the ability of the Banks to maintain and administer the Bank Accounts and to honor and process the Debtors' banking transactions.

38. Accordingly, to maintain the integrity of the Cash Management System, it is important that the Banks are able to (a) continue to charge the Debtors the Bank Fees and (b) charge back returned items to the Bank Accounts, whether such items are dated before, on, or after the Petition Date in the ordinary course of business and consistent with prior practice. In addition, it is important that the Debtors are authorized to honor and pay any and all other Prepetition Bank Fees required by the Cash Management System in the ordinary course of business.

V. The Purchasing Cards.

39. The Debtors provide P-Cards to certain corporate and Casino Property-level employees—including to CERP and CGP employees—to purchase goods and services that are used to operate the Debtors' and their non-Debtor affiliates' businesses. The P-Cards are issued by Wells Fargo and, along with certain business-to-business payments, are supported by a \$7.5 million cash collateral deposit in the P-Card Account. CEOC, through the Wells Fargo Main Operating Account, reimburses Wells Fargo two times per month for amounts outstanding under the P-Cards and the business-to-business payments. The Debtors spend approximately \$15 million per month through the use of the P-Cards and the business-to-business payments, and the Debtors are reimbursed on a periodic basis for amounts paid with respect to CERP and CGP. As of the Petition Date, the Debtors believe approximately \$872,000 is outstanding and due to Wells Fargo with respect to the P-Cards and business-to-business payments. Significantly, if the Debtors do not continue to make these payments, it is likely that Wells Fargo would draw on the cash collateral deposit and may also reconsider its substantial cash management relationship with the Debtors. It therefore is critical that the Debtors receive authorization to continue using the P-Cards in the ordinary course of business on a postpetition basis and to pay any amounts incurred in connection with the P-Cards and the business-to-business payments, whether such amounts arose prepetition or postpetition.

VI. Business Forms.

40. As part of the Cash Management System, the Debtors utilize numerous preprinted business forms in the ordinary course of their businesses. The Debtors also maintain books and records to document, among other things, their profits and expenses. Rather than requiring the Debtors to incur the expense and delay of ordering entirely new business forms as required under the U.S. Trustee Guidelines, the Debtors are seeking authority to continue using all currently

existing correspondence and business forms (including letterhead, purchase orders, invoices, and preprinted checks) as such forms were in existence immediately before the Petition Date, without reference to the Debtors' status as debtors in possession. This will minimize expenses to the Debtors' estates and avoid confusion on the part of employees, customers, vendors, and suppliers during the pendency of these chapter 11 cases.

Basis for Relief

I. The Court Should Approve the Debtors' Continued Use of the Cash Management System Because It Is Essential to the Debtors' Operations and Restructuring Efforts.

41. The U.S. Trustee Guidelines require debtors in possession to, among other things: (a) establish one debtor in possession bank account for all estate monies required for the payment of taxes, including payroll taxes; (b) close all existing bank accounts and open new debtor in possession accounts; (c) maintain a separate debtor in possession account for cash collateral; and (d) obtain checks that bear the designation "debtor in possession" and reference the bankruptcy case number and type of account on such checks. These requirements are designed to provide a clear line of demarcation between prepetition and postpetition claims and payments and help protect against the inadvertent payment of prepetition claims by preventing banks from honoring checks drawn before the Petition Date.

42. The continuation of the Cash Management System is nevertheless permitted pursuant to section 363(c)(1) of the Bankruptcy Code, which authorizes the debtor in possession to "use property of the estate in the ordinary course of business without notice or a hearing." 11 U.S.C. § 363(c)(1). Bankruptcy courts routinely treat requests for authority to continue utilizing existing cash management systems as a relatively "simple matter." In re Baldwin-United Corp., 79 B.R. 321, 327 (Bankr. S.D. Ohio 1987). In addition, in granting such relief, courts recognize that an integrated cash management system "allows efficient utilization

of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash.” In re Columbia Gas Sys., Inc., 136 B.R. 930, 934 (Bankr. D. Del. 1992), aff’d in relevant part, 997 F.2d 1039, 1061 (3d Cir. 1993). The requirement to maintain all accounts separately “would be a huge administrative burden and economically inefficient.” Columbia Gas, 997 F.2d at 1061; see also In re Southmark Corp., 49 F.3d 1111, 1114 (5th Cir. 1995) (stating that cash management system allows debtor “to administer more efficiently and effectively its financial operations and assets”).

43. Here, requiring the Debtors to adopt a new, segmented cash management system at this critical stage of these chapter 11 cases would be expensive, create unnecessary administrative burdens, and be extraordinarily disruptive to the operation of the Debtors’ businesses. Importantly, the Cash Management System provides the Debtors with the ability to quickly create status reports on the location and amount of funds, which, in turn, allows management to track and control such funds, ensure cash availability, and reduce administrative costs through a centralized method of coordinating the collection and movement of funds. As a result, any disruption could have a severe and adverse effect on the Debtors’ ability to reorganize. Indeed, absent the relief requested herein, the Debtors’ operations could grind to a halt, needlessly destroying the value of their business enterprise. By contrast, maintaining the current Cash Management System would greatly facilitate the Debtors’ transition into chapter 11 by, among other things, minimizing delays in paying postpetition debts and eliminating administrative inefficiencies. Finally, maintaining the current Cash Management System would allow the Debtors’ treasury and accounting employees to focus on their daily responsibilities.

44. The Debtors respectfully submit that parties in interest will not be harmed by their maintenance of the Cash Management System, including the Bank Accounts, because the

Debtors have implemented appropriate mechanisms to ensure that payments will not be made on account of obligations incurred before the Petition Date, other than those authorized by the Court. Specifically, with the assistance of their professional advisors, the Debtors have implemented internal protocols that prohibit payments on account of prepetition debts, including prepetition intercompany debts, without the prior approval of the Debtors' finance department. The Debtors will continue to work closely with the Banks to ensure that appropriate procedures are in place to prevent checks that were issued prepetition from being honored without the Court's approval. In light of such protective measures, the Debtors submit that maintaining the Cash Management System is in the best interests of their estates and creditors.

45. Accordingly, the Debtors respectfully request the Court authorize the continued use of the existing Cash Management System to facilitate the Debtors' transition into chapter 11. Specifically, the Debtors respectfully request that the Court authorize the Banks to continue to maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course of business. The Debtors further respectfully request that the Court authorize and direct the Banks to receive, process, honor, and pay any and all checks, wire transfer, credit card, ACH payments and other instructions, and drafts payable through, or drawn or directed on, such Bank Accounts after the Petition Date by holders, makers, or other parties entitled to issue instructions with respect thereto, irrespective of whether such checks, drafts, wires, credit card, or ACH payments are dated prior to or subsequent to the Petition Date.¹² The Debtors also respectfully request that, to the extent a Bank honors a prepetition check or other item drawn on any account that is the subject of this

¹² The Debtors also request authority for the Banks to honor any check, draft, or other notification that the Debtors advised the Banks to have been drawn, issued, or otherwise presented prior to the Petition Date only to the extent authorized by order of the Court, including but not limited to checks for any outstanding checks for outstanding jackpot payments to customers (as more fully set forth in the Customer Programs Motion).

Motion, either at the direction of the Debtors or in a good-faith belief that the Court has authorized such prepetition check or item to be honored, such Bank will not be deemed to be liable to the Debtors or to their estates on account of such prepetition check or other item honored postpetition. Such relief is reasonable and appropriate because the Banks are not in a position to independently verify or audit whether the Debtors may pay a particular item in accordance with a Court order or otherwise.

46. Finally, the Debtors respectfully request that the Court authorize the Debtors to continue to pay the Bank Fees, including any Prepetition Bank Fee, and further authorize the Banks to chargeback returned items to the Bank Accounts, whether such items are dated prior to, on, or subsequent to the Petition Date, in the ordinary course of business.

47. Courts in this district have regularly waived the U.S. Trustee Guidelines on the grounds that they are impractical and potentially detrimental to a debtor's postpetition business operations and restructuring efforts in similar large chapter 11 cases. See, e.g., In re ITR Concession Co., No. 14-34284 (PSH) (Bankr. N.D. Ill. Oct. 28, 2014); In re Edison Mission Energy, No. 12-49219 (JPC) (Bankr. N.D. Ill. May 15, 2013); In re GEI-RP (f/k/a Giordano's Enters., Inc.), No. 11-06098 (ERW) (Bankr. N.D. Ill. Feb. 17, 2011); In re Gas City Ltd., No. 10-47879 (ERW) (Bankr. N.D. Ill. Oct. 28, 2010); In re Corus Bankshares, Inc., No. 10-26881 (PSH) (Bankr. N.D. Ill. July 9, 2010).¹³

II. The Court Should Authorize the Debtors to Continue Using the Business Forms.

48. The Debtors submit that parties in interest will not be prejudiced if the Debtors are authorized to continue to use their business forms substantially in the forms existing immediately before the Petition Date. Parties doing business with the Debtors undoubtedly will

¹³ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

be aware of their status as debtors in possession and, thus, changing business forms is unnecessary and would be unduly burdensome. Indeed, courts in this district have allowed debtors to use their prepetition business forms without the “debtor in possession” label. See, e.g., In re ITR Concession Co., No. 14-34284 (PSH) (Bankr. N.D. Ill. Oct. 28, 2014); In re Edison Mission Energy, No. 12-49219 (JPC) (Bankr. N.D. Ill. May 15, 2013); In re Corus Bankshares, Inc., No. 10-26881 (PSH) (Bankr. N.D. Ill. July 9, 2010); In re Bridgeview Aerosol, LLC, No. 09-41021 (PSH) (Bankr. N.D. Ill. Nov. 2, 2009); In re XHM Corp. 1 (f/k/a Hartmarx Corp.), No. 09-02046 (BWB) (Bankr. N.D. Ill. Jan. 26, 2009).

III. The Court Should Authorize the Debtors to Continue Conducting Intercompany Transactions in the Ordinary Course and Grant Administrative Priority Status to Postpetition Intercompany Claims Among the Debtors and Non-Debtor Affiliates.

49. The Debtors’ funds move through the Cash Management System as described above and, at any given time, there may be Intercompany Claims owing by and between Debtor entities, or by and between a Debtor and a non-Debtor affiliate. In addition, and as described above, Intercompany Transactions are regularly made between and among Debtor and non-Debtor affiliates in the ordinary course as part of the Cash Management System.¹⁴ The Debtors track all fund transfers in their accounting system and can ascertain, trace, and account for all Intercompany Transactions. The Debtors, moreover, will continue to maintain records of such Intercompany Transactions, including Intercompany Transactions with non-Debtor affiliates.

¹⁴ Because the Debtors engage in Intercompany Transactions on a regular basis and such transactions are common among large enterprises similar to the Debtors, the Debtors submit the Intercompany Transactions are ordinary course transactions within the meaning of section 363(c)(1) of the Bankruptcy Code and, thus, do not require this Court’s approval. Nonetheless, out of an abundance of caution, the Debtors are seeking express authority to engage in such transactions on a postpetition basis. Moreover, the continued performance of the ordinary course Intercompany Transactions is integral to ensure the Debtors’ ability to operate their businesses as debtors in possession.

50. Since these transactions represent extensions of intercompany credit made in the ordinary course of business that are an essential component of the Cash Management System, the Debtors respectfully request the authority to continue conducting the Intercompany Transactions in the ordinary course of business without need for further Court order.¹⁵ If the Intercompany Transactions were to be discontinued, the Cash Management System and related administrative controls would be disrupted to the Debtors' and their estates' detriment. In addition, a number of critical shared services currently provided by CES to the Debtors would be disrupted, including payroll and vendor payments, likely resulting in a needless destruction of stakeholder value. Accordingly, the Debtors respectfully submit that the continued performance of the Intercompany Transactions is in the best interest of the Debtors' estate and their creditors and, therefore, the Debtors should be permitted to continue such performance.

51. To ensure each individual Debtor will not, at the expense of its creditors, fund the operations of another entity, the Debtors respectfully request, pursuant to section 503(b)(1) of the Bankruptcy Code, that all postpetition payments between or among a Debtor and another Debtor on account of an Intercompany Transaction be accorded administrative expense status. This relief will ensure that each entity receiving payments from a Debtor will continue to bear ultimate repayment responsibility for such ordinary course transactions, thereby reducing the risk that these transactions would jeopardize the recoveries available to each Debtor's respective creditors.

52. Moreover, similar relief has been regularly granted by courts in this district in other complex multi-debtor chapter 11 cases. See In re ITR Concession Co., No. 14-34284 (PSH) (Bankr. N.D. Ill. Oct. 28, 2014); In re Edison Mission Energy, No. 12-49219 (JPC)

¹⁵ The Debtors are not seeking to assume the Intercompany Transactions as executory contracts at this time.

(Bankr. N.D. Ill. May 15, 2013); In re Kimball Hill, Inc., No. 08-10095 (SPS) (Bankr. N.D. Ill. May 13, 2008); In re UAL Corp., No. 02-48191 (ERW) (Bankr. N.D. Ill. Dec. 9, 2002); In re Dade Behring Holdings, Inc., No. 02-29020 (BWB) (Bankr. N.D. Ill. Aug. 1, 2002).

The Requirements of Bankruptcy Rule 6003 Are Satisfied

53. Bankruptcy Rule 6003 empowers a court to grant relief within the first 21 days after the Petition Date “to the extent that relief is necessary to avoid immediate and irreparable harm.” For reasons discussed above, authorizing the Debtors to (a) continue to operate the Cash Management System, (b) honor certain prepetition obligations related thereto, (c) maintain existing business forms, and (d) continue to perform Intercompany Transactions consistent with historical practice as well as granting the other relief requested herein is integral to the Debtors’ ability to transition their operations into these chapter 11 cases. Failure to receive such authorization and other relief during the first 21 days of these chapter 11 cases would severely disrupt the Debtors’ operations at this critical juncture. For the reasons discussed herein, the relief requested is necessary in order for the Debtors to operate their business in the ordinary course and preserve the ongoing value of the Debtors’ operations and maximize the value of their estates for the benefit of all stakeholders. Accordingly, the Debtors submit that they have satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 to support granting the relief requested herein.

Reservation of Rights

54. Nothing contained herein is intended or should be construed as an admission as to the validity of any claim against the Debtors, a waiver of the Debtors’ rights to dispute any claim, or an approval or assumption of any agreement, contract, or lease under section 365 of the Bankruptcy Code. The Debtors expressly reserve their right to contest any claim related to the relief sought herein. Likewise, if the Court grants the relief sought herein, any payment made

pursuant to an order of the Court is not intended to be nor should it be construed as an admission as to the validity of any claim or a waiver of the Debtors' rights to subsequently dispute such claim.

Waiver of Bankruptcy Rule 6004(a) and 6004(h)

55. To implement the foregoing successfully, the Debtors request that the Court enter an order providing that notice of the relief requested herein satisfies Bankruptcy Rule 6004(a) and that the Debtors have established cause to exclude such relief from the 14-day stay period under Bankruptcy Rule 6004(h).

Notice

56. The Debtors have provided notice of this Motion to: (a) the Office of the United States Trustee for the Northern District of Illinois; (b) the entities listed on the Consolidated List of Creditors Holding the 50 Largest Unsecured Claims; (c) the administrative agent for the Debtors' credit facility; (d) the indenture trustees for each of the Debtors' secured and unsecured notes; (e) counsel to certain holders of claims against the Debtors regarding each of the foregoing referenced in clauses (c) and (d); (f) the state attorneys general for states in which the Debtors conduct business; (g) the Office of the United States Attorney for the Northern District of Illinois; (h) the Internal Revenue Service; (i) the Securities and Exchange Commission; (j) the gaming commissions for each of the states in which the Debtors operate or manage a casino; (k) counsel to CEC; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

Waiver of Page Limit Restrictions

57. Given the complexity of issues addressed herein, the Debtors respectfully requests that the fifteen page limit established by Local Rule 5005-3(D) be waived for this Motion.

No Prior Request

58. No prior request for the relief sought in this Motion has been made to this or any other court.

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WHEREFORE, the Debtors respectfully request entry of interim and final orders, substantially in the form attached hereto as **Exhibit A** and **Exhibit B**, respectively, granting the relief requested herein and granting such other relief as is just and proper.

Dated: January 15, 2015
Chicago, Illinois

/s/ David R. Seligman, P.C.

James H.M. Sprayregen, P.C.

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*Proposed Counsel to the Debtors
and Debtors in Possession*

EXHIBIT A

Proposed Interim Order

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

)	
In re:	)	Chapter 11
)	
CAESARS ENTERTAINMENT OPERATING COMPANY, INC., <u>et al.</u> , ¹	)	Case No. 15-01145 (ABG)
)	
Debtors.	)	(Joint Administration Requested)
)	
	)	Re: Docket No. ___

INTERIM ORDER (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE USING THEIR CASH MANAGEMENT SYSTEM, (B) MAINTAIN THEIR EXISTING BANK ACCOUNTS AND BUSINESS FORMS, AND (C) CONTINUE INTERCOMPANY TRANSACTIONS, AND (II) GRANTING RELATED RELIEF

Upon the motion (the “Motion”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an interim order (this “Interim Order”), (I) authorizing the Debtors to (a) continue to operate their Cash Management Systems, (b) honor certain prepetition obligations related thereto, (c) maintain existing business forms, and (d) continue to perform Intercompany Transactions consistent with historical practice, (II) granting related relief, and (III) scheduling a hearing to consider approval of the Motion on a final basis, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the

¹ The last four digits of Caesars Entertainment Operating Company, Inc.’s tax identification number are 1623. Due to the large number of Debtors in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.primeclerk.com/CEOC>.

relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted on an interim basis as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. The final hearing (the "Final Hearing") on the Motion shall be held on _____, 2015, at ___:___ [a/p].m., prevailing Central Time. Any objections or responses to entry of the final order shall be filed on or before _____, 2015, at 4:00 p.m., prevailing Central Time, and served on the following parties: (a) the Debtors, One Caesars Palace Drive, Las Vegas, Nevada 89109, Attn: Timothy J. Lambert; (b) proposed counsel for the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: David R. Seligman, P.C. and Jeffrey D. Pawlitz, Esq.; and Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Nicole L. Greenblatt, Esq.; (c) counsel to Caesars Entertainment Corp., Inc., Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn: Jeffrey D. Saferstein, Esq. and Samuel E. Lovett, Esq.; (d) counsel for the First Lien Note Group, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Kenneth H. Eckstein, Esq. and Daniel M. Eggermann, Esq.; (e) counsel for the First Lien Credit Agreement Group, Stroock & Stroock &

Lavan LLP, 180 Maiden Lane, New York, New York 10038, Attn: Kristopher M. Hansen, Esq. and Jonathan D. Canfield, Esq.; (f) counsel for the indenture trustee under the First Lien Notes Indenture, Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, New York 10022, Attn: Craig A. Barbarosh, Esq. and Karen B. Dine, Esq.; (g) the Office of the United States Trustee for the Northern District of Illinois, 219 South Dearborn Street, Suite 873, Chicago, Illinois 60604; (h) counsel to any statutory committee appointed in these chapter 11 cases; and (i) any party that has requested notice pursuant to Bankruptcy Rule 2002. In the event no objections to entry of a final order on the Motion are timely received, this Court may enter such final order without need for the Final Hearing.

3. The Debtors are authorized, but not directed, to (a) continue operating the Cash Management System, substantially as identified on **Exhibit 1** attached hereto and as described in the Motion, (b) honor their prepetition obligations related thereto, (c) maintain existing business forms, and (d) continue conducting ordinary course Intercompany Transactions, including without limitation the Intercompany Transactions described in the Motion.

4. The Debtors are further authorized, but not directed, to (a) continue to use, with the same account numbers, the Bank Accounts in existence as of the Petition Date, including those accounts identified on **Exhibit 2** attached hereto, (b) use, in their present form, all correspondence and business forms (including, without limitation, letterhead, purchase orders, and invoices), as well as checks and other documents related to the Bank Accounts existing immediately before the Petition Date, without reference to the Debtors' status as debtors in possession, (c) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession, (d) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including checks, wire transfers, and other debits, (e) pay the Prepetition Bank Fees, in addition

to any other Bank Fees for prepetition transactions that are charged postpetition, (f) reimburse the Banks for any claims arising before or after the Petition Date in connection with customer checks deposited with the Banks that have been dishonored or returned as a result of insufficient funds in their Bank Accounts, and (g) pay any ordinary course Bank Fees incurred in connection with the Bank Accounts and related cash management and treasury services, and to otherwise perform their obligations under the documents and agreements governing the Bank Accounts and related cash management and treasury services, including, without limitation, any zero/controlled balance agreements, treasury services or cash management agreements, and balance hold or “peg” balance agreements.

5. The Debtors are authorized to continue to use the P-Cards in the ordinary course of business on a postpetition basis and to pay any amounts incurred in connection with the P-Cards, whether such amounts arose prepetition or postpetition.

6. The Banks are authorized without the need for further order of this Court to: (a) continue to maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors in possession and provide related treasury and cash management services as described in paragraph 4 above, without interruption and in the ordinary course; (b) receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, wires, ACH transfers, credit card payments, other electronic transfers, or other items presented, issued, or drawn on the Bank Accounts (collectively, the “Disbursements”); and (c) debit or charge back the Bank Accounts for all undisputed prepetition and postpetition Bank Fees, unreimbursed coin and currency orders provided by the Banks from their cash vaults, banking centers, or automated business centers; provided, however, that no Disbursements (excluding any electronic fund transfers that the Banks are obligated to settle) presented, issued, or drawn on the Bank Accounts

prior to the Petition Date shall be honored, unless (i) authorized by order of this Court, (ii) not otherwise prohibited by a “stop payment” request received by the Banks from the Debtors, and (iii) supported by sufficient available funds in the Bank Account in question.

7. The Debtors’ credit card processors are authorized to process payments in the ordinary course of business, including the netting out of any fees and/or chargebacks whether arising before or after the Petition Date.

8. In the course of providing cash management services to the Debtors, each of the Banks at which the Bank Accounts are maintained is authorized, without further order of this Court, to deduct the applicable fees from the appropriate accounts of the Debtors, and further, to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including returned items that result from ACH transactions, wire transfers, or other electronic transfers of any kind, regardless of whether such items were deposited or transferred prepetition or postpetition and regardless of whether the returned items relate to prepetition or postpetition items or transfers.

9. Any payment that is authorized by the Debtors and paid from a Bank Account by a Bank before the Petition Date (including any ACH Payment such Bank is or becomes obligated to settle), any instruments issued by such Bank on behalf of any Debtor pursuant to a “midnight deadline” or otherwise, or any reimbursement or charge back for any coin and currency orders provided by the Banks from their cash vaults, banking centers, or automated business centers prior to the Petition Date, shall be deemed to be paid prepetition, whether or not actually debited from the Bank Account prepetition.

10. Subject to the terms set forth herein, the Banks are authorized to accept, honor and rely upon all representations of the Debtors with respect to whether any Disbursement

should be honored pursuant to any order of this Court, whether or not such Disbursements are dated prior to, on, or subsequent to the Petition Date, and whether or not the Banks believe the payment is authorized by an order of this Court. No Bank shall be deemed in violation of this Interim Order or any other order or have any liability to any party for honoring any Disbursement either (a) at the direction of the Debtors, (b) in the good faith belief that the Court has authorized such Disbursement to be honored, or (c) as a result of an innocent mistake.

11. Any Banks are further authorized to (a) honor the Debtors' directions with respect to the opening and closing of any Bank Account and (b) accept and hold the Debtors' funds in accordance with the Debtors' instructions; provided, however, that the Banks shall not have any liability to any party for relying on such representations.

12. For U.S. Banks at which the Debtors hold Bank Accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith efforts to cause the U.S. Banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within 60 days of the date of this Interim Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the aforementioned U.S. Banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved.

13. For foreign Banks at which the Debtors hold Bank Accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, all as more fully described in the Motion, the requirement that any such foreign Bank execute a Uniform Depository Agreement is hereby waived.

14. The Debtors are authorized to open any new bank accounts or close any existing Bank Accounts as they may deem necessary and appropriate in their sole discretion; provided,

however, that the Debtors shall give notice within fourteen days to the U.S. Trustee and any statutory committees appointed in these chapter 11 cases; provided further, however, that the Debtors shall open any such new bank account at a bank that has executed a Uniform Depository Agreement with the U.S. Trustee, or at such bank that is willing to immediately execute such an agreement.

15. The requirement to establish separate accounts for cash collateral and/or tax payments is hereby waived.

16. Notwithstanding anything to the contrary set forth herein, the Debtors are authorized to continue Intercompany Transactions arising from or related to the operation of their business in the ordinary course; provided, however, that for the avoidance of doubt, the Debtors shall not be authorized by this Interim Order to (a) directly or indirectly, make any distribution on account of an equity interest in the Debtors held by such non-Debtor affiliate or its beneficial owner or (b) undertake any other Intercompany Transaction that is not on the same terms as, or materially consistent with, the Debtors' operation of the business in the ordinary course during the prepetition period. All postpetition payments from a Debtor to another Debtor or to any non-Debtor affiliates under any postpetition Intercompany Transactions authorized hereunder are hereby accorded administrative expense status under section 503(b) of the Bankruptcy Code. In connection with the Intercompany Transactions, the Debtors shall continue to maintain current records with respect to all transfers of cash so that all Intercompany Transactions may be readily ascertained, traced, and properly recorded on intercompany accounts.

17. As soon as practicable after entry of this Interim Order, the Debtors shall serve a copy of this Interim Order on the Banks.

18. If no objections to the relief granted herein on a permanent basis are timely served and filed in accordance with this Interim Order, the Court may enter a final order granting the relief herein without further notice or hearing.

19. Notwithstanding the relief granted in this Interim Order and any actions taken pursuant to such relief, nothing in this Interim Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Interim Order or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

20. Notwithstanding anything to the contrary contained herein, the relief granted in this Interim Order and any payment to be made hereunder shall be subject to the terms of any orders granting the use of cash collateral approved by this Court in these chapter 11 cases (including with respect to any budgets governing or relating to such use), and to the extent there is any inconsistency between the terms of such cash collateral orders and any action taken or proposed to be taken hereunder, the terms of such cash collateral orders shall control.

21. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

22. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

23. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Interim Order are immediately effective and enforceable upon its entry.

24. Notwithstanding Local Rule 5005-3(D), the Debtors are authorized to file the Motion in an amount exceeding 15 pages without filing a separate motion for relief.

25. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Interim Order in accordance with the Motion.

26. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Interim Order.

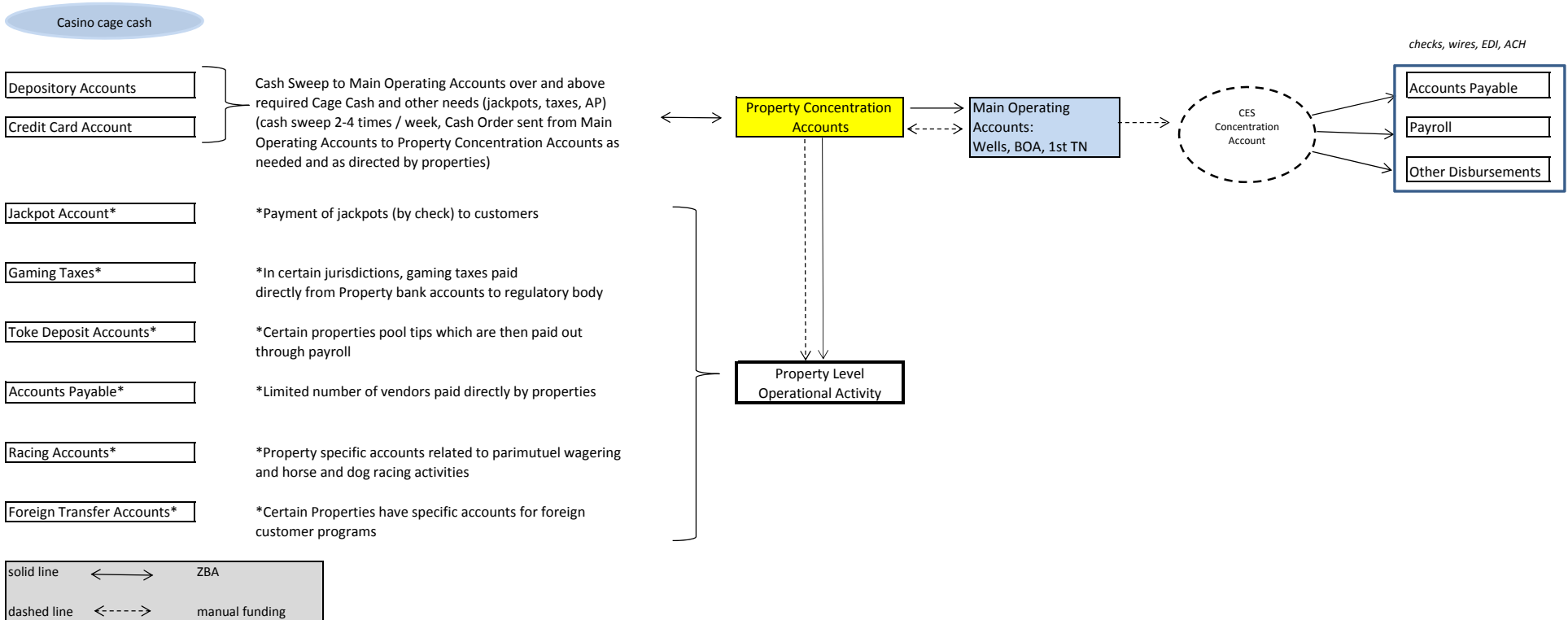
Dated: _____, 2015
Chicago, Illinois

United States Bankruptcy Judge

EXHIBIT 1

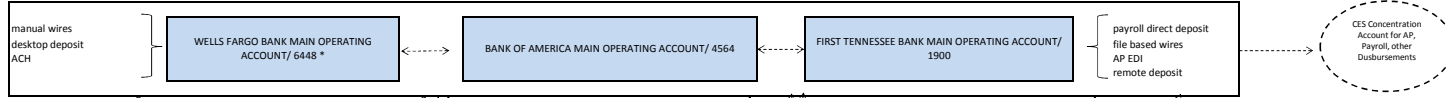
The Cash Management System Flow of Funds

Typical Property Level Account Structure and Funds Flow



CAESARS ENTERTAINMENT OPERATING COMPANY, INC.
Receipts & Concentration Accounts
BANKING STRUCTURE

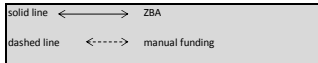
Main Operating Accounts



PC: Property Concentration Account

Property	Acct#	ZBA/Manual	PC
BAC	4371	ZBA	PC
BAC	1972	ZBA	PC
BAC	1993	Manual	
CAC	4835	ZBA	PC
CAC	7152	ZBA	PC
CEG	7881	ZBA	
CEOC	9744	ZBA	
CEOC	9832	Manual	
CEOC	6759	Manual	
CLV	3195	ZBA PEG	PC
CLV	3310	ZBA	PC
CLV	2295	ZBA	PC
CLV	8015	ZBA	PC
CLV	9765	Manual	
COU	7752	ZBA	PC
REN	6430	ZBA PEG	
STU	4843	ZBA	PC
TAH /HLT	3833	ZBA PEG	PC
TAH /HLT	6706	ZBA	
TAH /HLT	6714	ZBA	
TAH /HLT	3751	ZBA	
UEL	4850	ZBA	PC
Windsor	5727	Manual	
BLV (2)	4306	ZBA	
GTU (1)	4405	ZBA	
PHW (2)	3301	Manual	
PHW (2)	4267	Manual	
PHW (2)	3319	ZBA	
PHW (2)	4291	ZBA	
QLV (2)	3044	ZBA PEG	

(1) Property closed, related accounts in process of closing
(2) Property no longer part of CEOC, accounts in process of closing
* Subject to control agreement with first lien creditors



Property	Acct#	ZBA/Manual	
HITW	2337	Manual	
Benco	0209	ZBA	
CLV	1421	ZBA	
CLV	1321	ZBA	
CLV	1320	Manual	
CLV	8160	ZBA	
NKC	1350	ZBA	
NKC	2682	ZBA	
NKC	1186	ZBA	PC
BLV	7756	ZBA	
SAC (1)	7016	ZBA	
SAC (1)	1132	ZBA	

Property	Acct#	ZBA/Manual
CEOC	4436	

Property	Acct#	ZBA/Manual	
Bluegrass/MET	1049	Manual	
COU	8833	Manual	PC
HBR	6570	Manual	PC
MET	2580	Manual	PC

Property	Acct#	ZBA/Manual	
GBI	8615	Manual	
STU	7608	ZBA	PC
UTU	7953	ZBA	PC
UTU	8037	ZBA	
UTU	8044	ZBA	
UTU	8051	ZBA	
GTU (1)	7512	ZBA	
GTU (1)	7505	ZBA	
GTU (1)	7442	ZBA	

Property	Acct#	ZBA/Manual	PC	
BMO Harris Bank	UHA	3915	Manual	PC
BMO Harris Bank	UHA	1015	ZBA	
BMO Harris Bank	UHA	8468	ZBA	
Capital One	LAD	7389	Manual	PC
Capital One	LAD	7397	ZBA	
Capital One	UBC	7535	Manual	PC
Capital One	UBC	9091	ZBA	
Capital One	UBC	2119	ZBA	
Capital One	UBC	7451	ZBA	
Capital One	UBC	2720	ZBA	
Chase	UEL	9637	Manual	PC
Chase	UEL	9660	Manual	PC
CIBC	CEWL	2711	ZBA	
CIBC	CEWL	2517	Manual	
First Savings Bank	UEL	6350	Manual	
First Midwest	JOL	5340	Manual	PC
First Midwest	JOL	9805	ZBA	
First Midwest	JOL	5359	ZBA	
Peoples Bank	GBI	0938	Manual	PC
Peoples Bank	GBI	8557	Manual	PC
Scotia Bank	CEWL	6915	Manual	

Bank	Type	Acct#	ZBA/Manual
Wells Fargo	online site	2244	ZBA to 6448

Bank	Type	Acct#	ZBA/Manual
US Bank	Escrow	7365	Manual
Wells Fargo	P-Card	9832	Manual
Pitney Bowes Bank	Postage	0620	Manual

Bank	Type	Acct#	ZBA/Manual
Wells Fargo	EDCP	9500	Investment
Wells Fargo	EDCP	9501	Investment
Wells Fargo	EDCP	9502	Investment
Wells Fargo	EDCP	9504	Investment

Bank	Property	Acct#	FX
Bank of America	Benco	1016	MXN
Bank of America	CLV	0039	TWD
Bank of America	CLV	9033	TWD
Bank of America	CLV	0055	TWD
Mizuho	CLV	0484	USD
Mizuho	CLV	8929	JPY
Scotia Bank	CLV	0213	USD
Wells Fargo	CEOC	9580	HKD
Wells Fargo	CEOC	9598	USD

Code	Property	Legal Entity
BAC	Bally's Atlantic City	Bally's Park Place, Inc.
HITW	Battista's Restaurant	Hole In The Wall LLC
Benco	N/A	Benco Inc.
Bluegrass	Bluegrass Downs	Players Bluegrass Downs, Inc.
BLV (2)	Bally's Las Vegas	Parball Corporation
CAC	Caesars Atlantic City	Boardwalk Regency Corporation
CEG	N/A	Caesars Entertainment Golf, Inc.
CEOC	N/A	Caesars Entertainment Operating Company, Inc.
CLV	Caesars Palace Las Vegas	Desert Palace Inc.
COU	Harrah's Council Bluffs	Harvey's Iowa Management Company, Inc.
GBI	Harrah's Gulf Coast	Grand Casinos of Biloxi, LLC
GTU (1)	Harrah's Tunica	BL Development Corporation
HBR	Horseshoe Council Bluffs	Harvey's BR Management Company, Inc.
JOL	Harrah's Joliet	Harrah's Illinois Corporation (80% owner of Des Plains)
LAD	Louisiana Downs	Harrah's Bossier City Investment Company, LLC
MET	Metropolis	Southern Illinois Riverboat Casino Cruises, Inc.
NKC	Harrah's N. Kansas City	Harrah's North Kansas City, LLC
Online Site	Online Merchandise site	Caesars World Merchandise, Inc.
PHW (2)	Planet Hollywood	PHW Las Vegas LLC
QLV (2)	Quad Las Vegas	3535 LV Corp
REN	Harrah's Reno	Caesars Entertainment Operating Company, Inc.
SAC (1)	Showboats Atlantic City	Showboat Atlantic City Operating Company, LLC
STU	Tunica Roadhouse	Tunica Roadhouse Corporation
TAH /HLT	Harrah's, Harvey's Lake Tahoe	Harvey's Tahoe Management Company, Inc.
UBC	Horseshoe Bossier City	Horseshoe Entertainment
UEL	Horseshoe Southern Indiana	Caesars Riverboat Casino, LLC
UHA	Horseshoe Hammond	Horseshoe Hammond, LLC
UTU	Horseshoe Tunica	Robinson Property Group Corporation
CEWL	Caesars Windsor	Caesars Entertainment Windsor Limited

CAESARS ENTERTAINMENT OPERATING COMPANY, INC.
Disbursements Accounts
BANKING STRUCTURE

Main Operating Accounts



Wells Fargo Master Funding Account:
Property Acct# ZBA/Manual
CEOC 7888 ZBA

Wells Fargo Disbursements Accounts:

Jackpot Accounts

Property	Acct#	ZBA/Manual
BAC	2025	ZBA
CAC	9667	ZBA
CLV	2915	ZBA (to 3195)
COU	0879	ZBA
GBI	4555	ZBA
HBR	1331	ZBA
JOL	1263	ZBA
LAD	1276	ZBA
MET	1959	ZBA
NKC	1292	ZBA
STU	7708	ZBA
TAH /HLT	8828	ZBA
UBC	1234	ZBA
UEL	8182	ZBA
UHA	5406	ZBA
UTU	9072	ZBA

Accounts Payable

Property	Acct#	ZBA/Manual
BAC	2722	ZBA
CAC	2308	ZBA
CEOC	4916	ZBA
CEOC	4903	ZBA
NKC	8203	ZBA
REN	6422	ZBA
TAH /HLT	4204	ZBA
UBC	4049	ZBA

Other Disbursement Accounts

Property	Acct#	ZBA/Manual
CEOC	8113	ZBA
CEOC	8090	ZBA

Payroll

Property	Acct#	ZBA/Manual
NKC	8193	ZBA

**Bank of America Accounts:
Parimutuel / Horseracing**

Property	Acct#	ZBA/Manual
CLV	1550	Manual
CLV	5873	Manual
REN	2617	Manual
REN	2633	Manual
CEOC	3243	Manual
CEOC	3250	Manual
NKC	0954	Manual

Accounts Payable

Property	Acct#	ZBA/Manual
HITW	2340	ZBA

Gaming Taxes

Property	Acct#	ZBA/Manual
NKC	0954	Manual

**US Bank Accounts:
Horseracing / Dog Racing**

Property	Acct#	ZBA/Manual
Bluegrass/MET	3209	Manual
Bluegrass/MET	0352	Manual
Bluegrass/MET	0360	Manual
HBR	1372	ZBA
HBR	0191	ZBA

**Capital One Accounts:
Horseracing**

Property	Acct#	ZBA/Manual
LAD	7680	Manual
LAD	7699	Manual
LAD	7753	Manual
LAD	2966	Manual
LAD	2534	Manual
LAD	1925	Manual

Accounts Payable

Property	Acct#	ZBA/Manual
LAD	7400	ZBA

Gaming Taxes

Property	Acct#	ZBA/Manual
LAD	7672	Manual

Other Bank Accounts:

JPMorgan / Chase

Employee Benefits

Property	Acct#	ZBA/Manual
CEOC	4159	Manual
CEOC	4446	Manual
CEOC	4618	Manual
CEOC	9138	Manual
CEOC	9146	Manual

Chibank

Employee Benefits

Property	Acct#	ZBA/Manual
CEOC	0966	Manual

Closed or Sold Properties Disbursement Accounts:

Bank	Property	Acct#
Bank of America	BLV (2)	5840
Bank of America	BLV (2)	1741
Bank of America	Quad (2)	3841
Bank of America	Quad (2)	3854
Wells Fargo	BLV (2)	0999
Wells Fargo	GTU (1)	4542
Wells Fargo	PHW (2)	3277
Wells Fargo	PHW (2)	3335
Wells Fargo	PHW (2)	4275
Wells Fargo	Quad (2)	8295
Wells Fargo	Quad (2)	3101
Wells Fargo	SAC (1)	3073
Wells Fargo	SAC (1)	3060

Property Index:

Code	Property	Legal Entity
BAC	Bally's Atlantic City	Bally's Park Place, Inc.
Battista's Rest.	Battista's Restaurant	Hole In The Wall LLC
Benco	N/A	Benco Inc.
Bluegrass	Bluegrass Downs	Players Bluegrass Downs, Inc.
BLV (2)	Bally's Las Vegas	Parball Corporation
CAC	Caesars Atlantic City	Boardwalk Regency Corporation
CEG	N/A	Caesars Entertainment Golt, Inc.
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Windsor	Caesars Windsor	Caesars Entertainment Windsor Limited

(1) Property closed, related accounts in process of closing
(2) Property no longer part of CEOC, accounts in process of closing
(3) Pending closure
* Subject to control agreement with first lien creditors

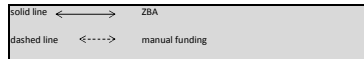


EXHIBIT 2

Bank Accounts

Bank Accounts

Account	Entity	Description	Bank
xxxxxx3044	3535 LV Corp	Depository	Wells Fargo
xxxxxx3101	3535 LV Corp	Guaranteed Check	Wells Fargo
xxxxxxxx3841	3535 LV Corp	Parimutuel	Bank of America
xxxxxxxx3854	3535 LV Corp	Parimutuel	Bank of America
xxxxxxxx8295	3535 LV Corp	Cage Account	Wells Fargo
xxxxxxxx2722	Bally's Park Place, Inc.	Accounts Payable	Wells Fargo
xxxxxx4371	Bally's Park Place, Inc.	Concentration	Wells Fargo
xxxxxxxx1972	Bally's Park Place, Inc.	Depository	Wells Fargo
xxxxxxxx2025	Bally's Park Place, Inc.	Jackpot checks	Wells Fargo
xxxxxxxx1993	Bally's Park Place, Inc.	Lottery	Wells Fargo
xxxxxxxx1016	Benco Inc.	Mexican Peso Account	Bank of America
xxxxx0209	Benco Inc.	U.S Dollar Account	Bank of America
xxxxx8615	Biloxi Hammond, LLC	Depository	First Tennessee
xxxxxxxx7442	BL Development Corporation	Guaranteed Check	First Tennessee
xxxxxxxx7505	BL Development Corporation	Credit Card	First Tennessee
xxxxxxxx7512	BL Development Corporation	Depository	First Tennessee
xxxxxxxx4542	BL Development Corporation	Jackpot checks	Wells Fargo
xxxxxx4405	BL Development Corporation	Concentration	Wells Fargo
xxxxxxxx9667	Boardwalk Regency Corporation	AC Jackpot checks	Wells Fargo
xxxxxxxx2308	Boardwalk Regency Corporation	Accounts Payable	Wells Fargo

Account	Entity	Description	Bank
xxxxxx4835	Boardwalk Regency Corporation	Concentration	Wells Fargo
xxxxxxxx7152	Boardwalk Regency Corporation	Depository	Wells Fargo
xxxxxx7881	Caesars Entertainment Golf, Inc.	Depository	Wells Fargo
xxxxxxxx4903	Caesars Entertainment Operating Company, Inc.	A/P	Wells Fargo
xxxx0966	Caesars Entertainment Operating Company, Inc.	Cigna Disability	Citibank
xxxxx9138	Caesars Entertainment Operating Company, Inc.	Cigna ASO	Chase
xxxxx9146	Caesars Entertainment Operating Company, Inc.	Cigna FSA/HRA	Chase
xxxxxx9832	Caesars Entertainment Operating Company, Inc.	Collateral Account	Wells Fargo
xxxxxx6759	Caesars Entertainment Operating Company, Inc.	Concentration Account	Wells Fargo
xxxxx4564	Caesars Entertainment Operating Company, Inc.	Concentration	Bank of America
xxxxxxxx1900	Caesars Entertainment Operating Company, Inc.	Concentration	First Tennessee
xxxxxxxx4436	Caesars Entertainment Operating Company, Inc.	Concentration	US Bank
xxxxxx6448	Caesars Entertainment Operating Company, Inc.	Concentration	Wells Fargo
xxxxxx9744	Caesars Entertainment Operating Company, Inc.	Concentration	Wells Fargo
xxxx4618	Caesars Entertainment Operating Company, Inc.	Insurance Claims	Chase
xxxxx4159	Caesars Entertainment Operating Company, Inc.	CEI MetLife Dental	Chase
xxxxxxxx7888	Caesars Entertainment Operating Company, Inc.	Master Funding	Wells Fargo

Account	Entity	Description	Bank
xxxxxxxx8113	Caesars Entertainment Operating Company, Inc.	Funding (closing)	Wells Fargo
xxxxxxxx8090	Caesars Entertainment Operating Company, Inc.	Funding (closing)	Wells Fargo
xxxxx3243	Caesars Entertainment Operating Company, Inc.	Parimutuel	Bank of America
xxxxx3250	Caesars Entertainment Operating Company, Inc.	Parimutuel	Bank of America
xxxxxxxx4916	Caesars Entertainment Operating Company, Inc.	Payroll	Wells Fargo
xxxxxx9580	Caesars Entertainment Operating Company, Inc.	Multi Currency (HKD)	Wells Fargo
xxxxxx9598	Caesars Entertainment Operating Company, Inc.	Multi Currency (USD)	Wells Fargo
xxxx9500	Caesars Entertainment Operating Company, Inc.	EDCP, Escrow	Wells Fargo
xxxx9501	Caesars Entertainment Operating Company, Inc.	EDCP, Escrow	Wells Fargo
xxxx9502	Caesars Entertainment Operating Company, Inc.	EDCP, Escrow	Wells Fargo
xxxx9504	Caesars Entertainment Operating Company, Inc.	EDCP, Escrow	Wells Fargo
xxxxx2633	Caesars Entertainment Operating Company, Inc.	Harrah's Reno Pari Mutual Betting	Bank of America
xxxxx2617	Caesars Entertainment Operating Company, Inc.	Harrah's Reno Pari Mutual Holding	Bank of America
xxxxx4446	Caesars Entertainment Operating Company, Inc.	Cigna Regular Medical Claims	Chase
xxxxxx6422	Caesars Entertainment Operating Company, Inc.	Depository	Wells Fargo
xxxxxx6430	Caesars Entertainment Operating Company, Inc.	Depository	Wells Fargo
xxxx0620	Caesars Entertainment Operating Company, Inc.	Pitney Bowes Reserve Account	The Pitney Bowes Bank

Account	Entity	Description	Bank
xxxxxxxx7365	Caesars Operating Escrow LLC	Escrow	US Bank
xxxxxxxx6915	Caesars Entertainment Windsor Limited	Depository	Scotia Bank
xxxxxx5727	Caesars Entertainment Windsor Limited	Depository	Wells Fargo
xxxxxxxx2517	Caesars Entertainment Windsor Limited	Operating (Canadian Dollar)	CIBC
xxxxxxxx2711	Caesars Entertainment Windsor Limited	Operating (U.S. Dollar)	CIBC
xxxxxx4850	Caesars Riverboat Casino, LLC	Concentration	Wells Fargo
xxxx6350	Caesars Riverboat Casino, LLC	Depository	First Savings Bank
xxxxx9637	Caesars Riverboat Casino, LLC	Depository	Chase
xxxxx9660	Caesars Riverboat Casino, LLC	Depository	Chase
xxxxxxxxxx8182	Caesars Riverboat Casino, LLC	Jackpot checks	Wells Fargo
xxxxxx2244	Caesars World Merchandising, Inc.	Depository	Wells Fargo
xxxxxx3310	Desert Palace Inc.	Credit Card	Wells Fargo
xxxxxx2285	Desert Palace Inc.	dba California Clearing	Wells Fargo
xxxxxx1421	Desert Palace Inc.	dba California Clearing (A/R Incoming/ Foreign Exchange)	Bank of America
xxxxx1321	Desert Palace Inc.	dba California Clearing (incoming wires/transmittals)	Bank of America
xxxxx1320	Desert Palace Inc.	dba California Clearing (Transmittals)	Bank of America
xxxxxx9765	Desert Palace Inc.	Dealer Tokes	Wells Fargo
xxxxxx3195	Desert Palace Inc.	Depository	Wells Fargo
xxxxxx8015	Desert Palace Inc.	Depository Incoming Wire	Wells Fargo

Account	Entity	Description	Bank
xxxxxx2915	Desert Palace Inc.	Jackpot checks	Wells Fargo
xxxxx1550	Desert Palace Inc.	Parimutuel	Bank of America
xxxxx5873	Desert Palace Inc.	Parimutuel	Bank of America
xxxxxxxxx8160	Desert Palace, Inc.	Certificate of Deposit	Bank of America
xxxxxxxxx0213	Desert Palace, Inc.	U.S. Dollar Account	Scotia Bank
xxxxxxxxx0039	Desert Palace, Inc.	Taiwanese Dollar Account	Bank of America
xxxxxxxxx0055	Desert Palace, Inc.	U.S. Dollar Account	Bank of America
xxxxxxxxx9033	Desert Palace, Inc.	Taiwanese Dollar Account	Bank of America
xxx8929	Desert Palace, Inc.	Yen Account	Mizuho
xxx0484	Desert Palace, Inc.	U.S. Dollar Account	Mizuho
xxx0938	Grand Casinos of Biloxi, LLC	Depository	Peoples Bank
xxx8557	Grand Casinos of Biloxi, LLC	Grand Bear Depository	Peoples Bank
xxxxxxxxx4555	Grand Casinos of Biloxi, LLC	Grand Casino Biloxi Jackpot checks / AP/ Payroll	Wells Fargo
xxxxx7389	Harras's Bossier City Investment Company, LLC	Depository	Capital One
xxxxx7397	Harras's Bossier City Investment Company, LLC	Depository	Capital One
xxxxx7672	Harras's Bossier City Investment Company, LLC	Gaming Tax	Capital One
xxxxxxxxx1276	Harras's Bossier City Investment Company, LLC	Jackpot checks	Wells Fargo
xxxxx2534	Harras's Bossier City Investment Company, LLC	Outstanding Parimutuels Ticket	Capital One

Account	Entity	Description	Bank
xxxxx7400	Harrah's Bossier City Investment Company, LLC	Petty Cash	Capital One
xxxxx7699	Harrah's Bossier City Investment Company, LLC	Quarter Horse Control	Capital One
xxxxxx1925	Harrah's Bossier City Investment Company, LLC	Quarter Horse Purse Escrow	Capital One
xxxxx7753	Harrah's Bossier City Investment Company, LLC	Revenue Control Acct.	Capital One
xxxxx7680	Harrah's Bossier City Investment Company, LLC	Thoroughbred Control Acct.	Capital One
xxxxx2966	Harrah's Bossier City Investment Company, LLC	Video Poker Commercial Checking Sweep	Capital One
xxxxxxxxx5340	Harrah's Illinois Corporation	Depository	First Midwest
xxxxxx9805	Harrah's Illinois Corporation	Depository	First Midwest
xxxxxxxxx1263	Harrah's Illinois Corporation	Jackpot checks	Wells Fargo
xxxxxx5359	Harrah's Illinois Corporation	Token deposit	First Midwest
xxxxxx1186	Harrah's North Kansas City, LLC	Depository	Bank of America
xxxxxx2682	Harrah's North Kansas City, LLC	Depository	Bank of America
xxxxxx0954	Harrah's North Kansas City, LLC	Gaming Tax	Bank of America
xxxxxxxxx1292	Harrah's North Kansas City, LLC	Jackpot checks	Wells Fargo
xxxxxxxxx8203	Harrah's North Kansas City, LLC	A/P	Wells Fargo
xxxxxxxxx8193	Harrah's North Kansas City, LLC	Payroll	Wells Fargo
xxxxxx1350	Harrah's North Kansas City, LLC	Reserve account	Bank of America
xxxxxxxxx6570	Harvey's BR Management Company, Inc.	Depository	US Bank
xxxxxxxxx1331	Harvey's BR Management Company, Inc.	Jackpot checks	Wells Fargo

Account	Entity	Description	Bank
xxxxxxxx1372	Harvey's BR Management Company, Inc.	Purse	US Bank
xxxxxxxx0191	Harvey's BR Management Company, Inc.	Returns Account	US Bank
xxxxxx7752	Harvey's Iowa Management Company, Inc.	Depository	Wells Fargo
xxxxxx8833	Harvey's Iowa Management Company, Inc.	Depository	US Bank
xxxxxxxxxx0879	Harvey's Iowa Management Company, Inc.	Jackpot checks	Wells Fargo
xxxxxx3833	Harvey's Tahoe Management Company, Inc.	Depository	Wells Fargo
xxxxxx6706	Harvey's Tahoe Management Company, Inc.	Depository	Wells Fargo
xxxxxx6714	Harvey's Tahoe Management Company, Inc.	Depository	Wells Fargo
xxxxxx3751	Harvey's Tahoe Management Company, Inc.	Depository	Wells Fargo
xxxxxxxxxx4204	Harvey's Tahoe Management Company, Inc.	Exchange	Wells Fargo
xxxxxxxxxx8828	Harvey's Tahoe Management Company, Inc.	Jackpot checks	Wells Fargo
xxxxxx2337	Hole In The Wall LLC	Depository	Bank of America
xxxxxx2340	Hole In The Wall LLC	Depository	Bank of America
xxx2119	Horseshoe Entertainment	Depository	Capital One
xxxxx7451	Horseshoe Entertainment	Depository	Capital One
xxxxx7535	Horseshoe Entertainment	Depository	Capital One
xxxxxxxxxx1234	Horseshoe Entertainment	Jackpot checks	Wells Fargo
xxx2720	Horseshoe Entertainment	Patron Incoming Wires	Capital One
xxxxxxxxxx4049	Horseshoe Entertainment	Petty Cash	Wells Fargo

Account	Entity	Description	Bank
xxxxx9091	Horseshoe Entertainment	Ryeco	Capital One
xxx8468	Horseshoe Hammond, LLC	Credit Card	BMO Harris Bank
xxx3915	Horseshoe Hammond, LLC	Depository	BMO Harris Bank
xxx1015	Horseshoe Hammond, LLC	Depository	BMO Harris Bank
xxxxxxxxx5406	Horseshoe Hammond, LLC	Jackpot checks	Wells Fargo
xxxx7756	Parball Corp	Depository	Bank of America
xxxxxx4306	Parball Corp	Depository	Wells Fargo
xxxxxxxxx0999	Parball Corp	Cage Account	Wells Fargo
xxxxx5840	Parball Corp	Parimutuel	Bank of America
xxxxx1741	Parball Corp	Parimutuel	Bank of America
xxxxxx3319	PHW Las Vegas LLC	Merchant Account	Wells Fargo
xxxxxx3335	PHW Las Vegas LLC	Cage Account	Wells Fargo
xxxxxx3301	PHW Las Vegas LLC	Collection Account	Wells Fargo
xxxxxx3277	PHW Las Vegas LLC	Disbursement Account	Wells Fargo
xxxxxx3285	PHW Las Vegas LLC	AP Account	Wells Fargo
xxxxxx3293	PHW Las Vegas LLC	Payroll Account	Wells Fargo
xxxxxx4267	PHW Manager LLC	General Account	Wells Fargo
xxxxxx4275	PHW Manager LLC	AP Account	Wells Fargo
xxxxxx4291	PHW Manager LLC	Merchant Account	Wells Fargo
xxxxxx0352	Players Bluegrass Downs, Inc.	Bluegrass Downs	US Bank

Account	Entity	Description	Bank
xxxxxx1049	Players Bluegrass Downs, Inc.	Bluegrass Downs General Operating Account	US Bank
xxxxxx3209	Players Bluegrass Downs, Inc.	Bluegrass Downs Horsemans Book	US Bank
xxxxxx0360	Players Bluegrass Downs, Inc.	Bluegrass Downs Special Account	US Bank
xxxxxxxx8037	Robinson Property Group Corporation	Credit Cards	First Tennessee
xxxxxxxx7953	Robinson Property Group Corporation	Depository	First Tennessee
xxxxxxxx8044	Robinson Property Group Corporation	Depository	First Tennessee
xxxxxxxx8051	Robinson Property Group Corporation	Depository	First Tennessee
xxxxxxxx9072	Robinson Property Group Corporation	Jackpot checks	Wells Fargo
xxxxxxxx3073	Showboat Atlantic City Operating Company, LLC	Accounts Payable	Wells Fargo
xxxxxxxx3060	Showboat Atlantic City Operating Company, LLC	Jackpot checks	Wells Fargo
xxxxxx7016	Showboat Atlantic City Operating Company, LLC	Concentration	Bank of America
xxxxxx1132	Showboat Atlantic City Operating Company, LLC	Telecheck	Bank of America
xxxxxx2580	Southern Illinois Riverboat Casino Cruises, Inc.	Depository	US Bank
xxxxxxxx1959	Southern Illinois Riverboat Casino Cruises, Inc.	Jackpot checks	Wells Fargo
xxxxxx4843	Tunica Roadhouse Corporation	Concentration	Wells Fargo
xxxxxxxx7608	Tunica Roadhouse Corporation	Depository	First Tennessee
xxxxxxxx7708	Tunica Roadhouse Corporation	Jackpot checks	Wells Fargo

EXHIBIT B

Proposed Final Order

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

)	
In re:	)	Chapter 11
)	
CAESARS ENTERTAINMENT OPERATING COMPANY, INC., <u>et al.</u> , ¹	)	Case No. 15-01145 (ABG)
)	
Debtors.	)	(Joint Administration Requested)
)	
	)	Re: Docket No. ___

FINAL ORDER (I) AUTHORIZING THE DEBTORS TO (A) CONTINUE USING THEIR CASH MANAGEMENT SYSTEM, (B) MAINTAIN THEIR EXISTING BANK ACCOUNTS AND BUSINESS FORMS, AND (C) CONTINUE INTERCOMPANY TRANSACTIONS, AND (II) GRANTING RELATED RELIEF

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of a final order (this "Final Order"), (I) authorizing the Debtors to (a) continue to operate their Cash Management Systems, (b) honor certain prepetition obligations related thereto, (c) maintain existing business forms, and (d) continue to perform Intercompany Transactions consistent with historical practice, and (II) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their

¹ The last four digits of Caesars Entertainment Operating Company, Inc.'s tax identification number are 1623. Due to the large number of Debtors in these chapter 11 cases, for which the Debtors have requested joint administration, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed claims and noticing agent at <https://cases.primeclerk.com/CEOC>.

creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. The Debtors are authorized, but not directed, to (a) continue operating the Cash Management System, substantially as identified on Exhibit 1 attached hereto and as described in the Motion, (b) honor their prepetition obligations related thereto, (c) maintain existing business forms, and (d) continue conducting ordinary course Intercompany Transactions, including without limitation the Intercompany Transactions described in the Motion.

3. The Debtors are further authorized, but not directed, to (a) continue to use, with the same account numbers, the Bank Accounts in existence as of the Petition Date, including those accounts identified on Exhibit 2 attached hereto, (b) use, in their present form, all correspondence and business forms (including, without limitation, letterhead, purchase orders, and invoices), as well as checks and other documents related to the Bank Accounts existing immediately before the Petition Date, without reference to the Debtors' status as debtors in possession, (c) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession, (d) deposit funds in and withdraw funds from the Bank Accounts by all usual means,

including checks, wire transfers, and other debits, (e) pay the Prepetition Bank Fees, in addition to any other Bank Fees for prepetition transactions that are charged postpetition, (f) reimburse the Banks for any claims arising before or after the Petition Date in connection with customer checks deposited with the Banks that have been dishonored or returned as a result of insufficient funds in their Bank Accounts, and (g) pay any ordinary course Bank Fees incurred in connection with the Bank Accounts and related cash management and treasury services, and to otherwise perform their obligations under the documents and agreements governing the Bank Accounts and related cash management and treasury services, including, without limitation, any zero/controlled balance agreements, treasury services or cash management agreements, and balance hold or “peg” balance agreements.

4. The Debtors are authorized to continue to use the P-Cards in the ordinary course of business on a postpetition basis and to pay any amounts incurred in connection with the P-Cards, whether such amounts arose prepetition or postpetition.

5. The Banks are authorized without the need for further order of this Court to: (a) continue to maintain, service, and administer the Bank Accounts as accounts of the Debtors as debtors in possession and provide related treasury and cash management services as described in paragraph 3 above, without interruption and in the ordinary course; (b) receive, process, honor, and pay, to the extent of available funds, any and all checks, drafts, wires, ACH transfers, credit card payments, other electronic transfers, or other items presented, issued, or drawn on the Bank Accounts (collectively, the “Disbursements”); and (c) debit or charge back the Bank Accounts for all undisputed prepetition and postpetition Bank Fees, unreimbursed coin and currency orders provided by the Banks from their cash vaults, banking centers, or automated business centers; provided, however, that no Disbursements (excluding any electronic fund

transfers that the Banks are obligated to settle) presented, issued, or drawn on the Bank Accounts prior to the Petition Date shall be honored, unless (i) authorized by order of this Court, (ii) not otherwise prohibited by a “stop payment” request received by the Banks from the Debtors, and (iii) supported by sufficient available funds in the Bank Account in question.

6. The Debtors’ credit card processors are authorized to process payments in the ordinary course of business, including the netting out of any fees and/or chargebacks whether arising before or after the Petition Date.

7. In the course of providing cash management services to the Debtors, each of the Banks at which the Bank Accounts are maintained is authorized, without further order of this Court, to deduct the applicable fees from the appropriate accounts of the Debtors, and further, to charge back to the appropriate accounts of the Debtors any amounts resulting from returned checks or other returned items, including returned items that result from ACH transactions, wire transfers, or other electronic transfers of any kind, regardless of whether such items were deposited or transferred prepetition or postpetition and regardless of whether the returned items relate to prepetition or postpetition items or transfers.

8. Any payment that is authorized by the Debtors and paid from a Bank Account by a Bank before the Petition Date (including any ACH Payment such Bank is or becomes obligated to settle), any instruments issued by such Bank on behalf of any Debtor pursuant to a “midnight deadline” or otherwise, or any reimbursement or charge back for any coin and currency orders provided by the Banks from their cash vaults, banking centers, or automated business centers prior to the Petition Date, shall be deemed to be paid prepetition, whether or not actually debited from the Bank Account prepetition.

9. Subject to the terms set forth herein, the Banks are authorized to accept, honor and rely upon all representations of the Debtors with respect to whether any Disbursement should be honored pursuant to any order of this Court, whether or not such Disbursements are dated prior to, on, or subsequent to the Petition Date, and whether or not the Banks believe the payment is authorized by an order of this Court. No Bank shall be deemed in violation of this Final Order or any other order or have any liability to any party for honoring any Disbursement either (a) at the direction of the Debtors, (b) in the good faith belief that the Court has authorized such Disbursement to be honored, or (c) as a result of an innocent mistake.

10. Any Banks are further authorized to (a) honor the Debtors' directions with respect to the opening and closing of any Bank Account and (b) accept and hold the Debtors' funds in accordance with the Debtors' instructions; provided, however, that the Banks shall not have any liability to any party for relying on such representations.

11. For U.S. Banks at which the Debtors hold Bank Accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, the Debtors shall use their good-faith efforts to cause the U.S. Banks to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee within 60 days of the date of the Interim Order. The U.S. Trustee's rights to seek further relief from this Court on notice in the event that the aforementioned U.S. Banks are unwilling to execute a Uniform Depository Agreement in a form prescribed by the U.S. Trustee are fully reserved.

12. For foreign Banks at which the Debtors hold Bank Accounts that are not party to a Uniform Depository Agreement with the U.S. Trustee, all as more fully described in the Motion, the requirement that any such foreign Bank execute a Uniform Depository Agreement is hereby waived.

13. The Debtors are authorized to open any new bank accounts or close any existing Bank Accounts as they may deem necessary and appropriate in their sole discretion; provided, however, that the Debtors shall give notice within fourteen days to the U.S. Trustee and any statutory committees appointed in these chapter 11 cases; provided further, however, that the Debtors shall open any such new bank account at a bank that has executed a Uniform Depository Agreement with the U.S. Trustee, or at such bank that is willing to immediately execute such an agreement.

14. The requirement to establish separate accounts for cash collateral and/or tax payments is hereby waived.

15. Notwithstanding anything to the contrary set forth herein, the Debtors are authorized to continue Intercompany Transactions arising from or related to the operation of their business in the ordinary course; provided, however, that for the avoidance of doubt, the Debtors shall not be authorized by this Final Order to (a) directly or indirectly, make any distribution on account of an equity interest in the Debtors held by such non-Debtor affiliate or its beneficial owner or (b) undertake any other Intercompany Transaction that is not on the same terms as, or materially consistent with, the Debtors' operation of the business in the ordinary course during the prepetition period. All postpetition payments from a Debtor to another Debtor or to any non-Debtor affiliates under any postpetition Intercompany Transactions authorized hereunder are hereby accorded administrative expense status under section 503(b) of the Bankruptcy Code. In connection with the Intercompany Transactions, the Debtors shall continue to maintain current records with respect to all transfers of cash so that all Intercompany Transactions may be readily ascertained, traced, and properly recorded on intercompany accounts.

16. As soon as practicable after entry of this Final Order, the Debtors shall serve a copy of this Final Order on the Banks.

17. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order shall be deemed: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of the Debtors' right to dispute any prepetition claim on any grounds; (c) a promise or requirement to pay any prepetition claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Final Order or the Motion; (e) a request or authorization to assume any prepetition agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; or (f) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

18. Notwithstanding anything to the contrary contained herein, the relief granted in this Final Order and any payment to be made hereunder shall be subject to the terms of any orders granting the use of cash collateral approved by this Court in these chapter 11 cases (including with respect to any budgets governing or relating to such use), and to the extent there is any inconsistency between the terms of such cash collateral orders and any action taken or proposed to be taken hereunder, the terms of such cash collateral orders shall control.

19. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

20. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order are immediately effective and enforceable upon its entry.

21. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Final Order in accordance with the Motion.

22. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Final Order.

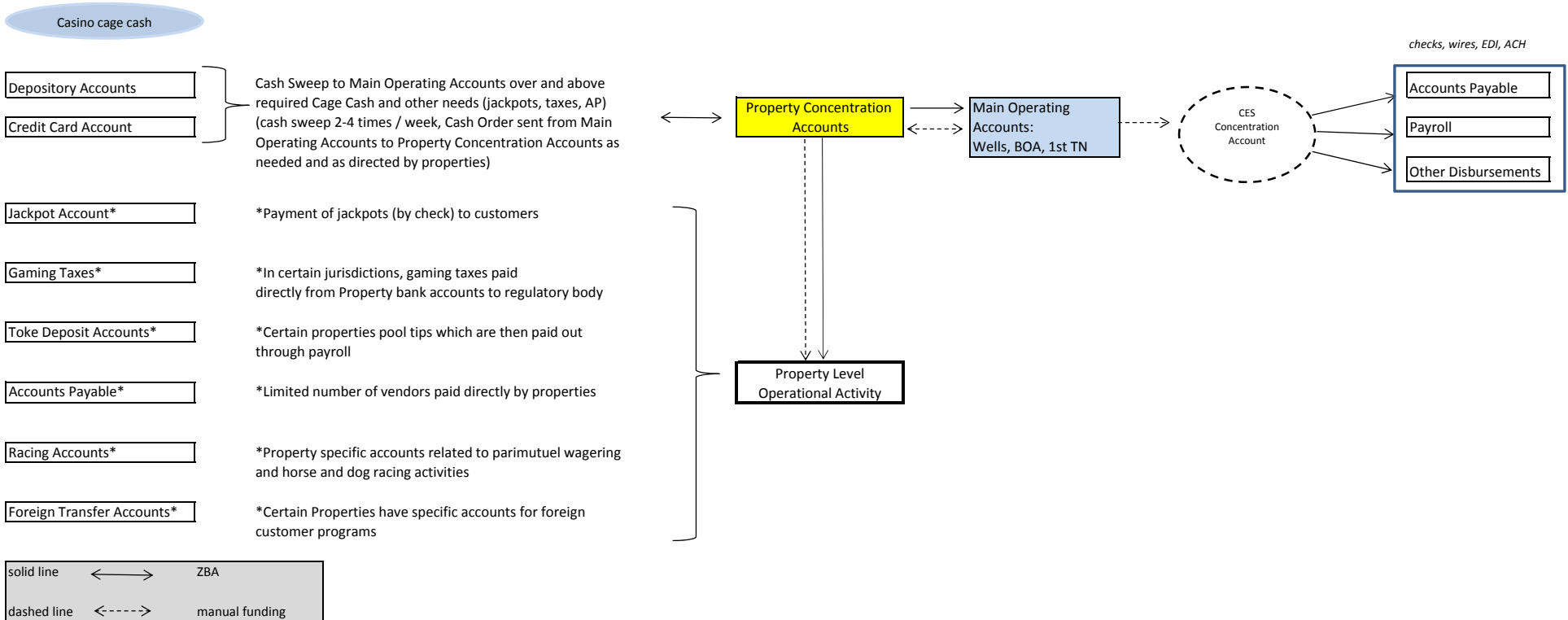
Dated: _____, 2015
Chicago, Illinois

United States Bankruptcy Judge

EXHIBIT 1

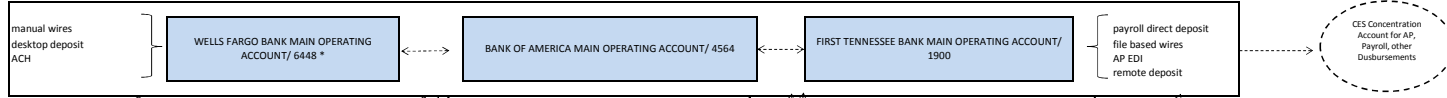
The Cash Management System Flow of Funds

Typical Property Level Account Structure and Funds Flow



CAESARS ENTERTAINMENT OPERATING COMPANY, INC.
Receipts & Concentration Accounts
BANKING STRUCTURE

Main Operating Accounts



PC: Property Concentration Account

Wells Fargo Accounts:

Property	Acct#	ZBA/Manual	PC
BAC	4371	ZBA	PC
BAC	1972	ZBA	PC
BAC	1993	Manual	
CAC	4835	ZBA	PC
CAC	7152	ZBA	PC
CEG	7881	ZBA	
CEOC	9744	ZBA	
CEOC	9832	Manual	
CEOC	6759	Manual	
CLV	3195	ZBA PEG	PC
CLV	3310	ZBA	PC
CLV	2295	ZBA	PC
CLV	8015	ZBA	PC
CLV	9765	Manual	
COU	7752	ZBA	PC
REN	6430	ZBA PEG	
STU	4843	ZBA	PC
TAH /HLT	3833	ZBA PEG	PC
TAH /HLT	6706	ZBA	
TAH /HLT	6714	ZBA	
TAH /HLT	3751	ZBA	
UEL	4850	ZBA	PC
Windsor	5727	Manual	
BLV (2)	4306	ZBA	
GTU (1)	4405	ZBA	
PHW (2)	3301	Manual	
PHW (2)	4267	Manual	
PHW (2)	3319	ZBA	
PHW (2)	4291	ZBA	
QLV (2)	3044	ZBA PEG	

Bank of America Accounts:

Property	Acct#	ZBA/Manual	
HITW	2337	Manual	
Benco	0209	ZBA	
CLV	1421	ZBA	
CLV	1321	ZBA	
CLV	1320	Manual	
CLV	8160	ZBA	
NKC	1350	ZBA	
NKC	2682	ZBA	
NKC	1186	ZBA	PC
BLV	7756	ZBA	
SAC (1)	7016	ZBA	
SAC (1)	1132	ZBA	

CEOC US Bank Account:*

Property	Acct#	ZBA/Manual
CEOC	4436	

US Bank Accounts:

Property	Acct#	ZBA/Manual	
Bluegrass/MET	1049	Manual	
COU	8833	Manual	PC
HBR	6570	Manual	PC
MET	2580	Manual	PC

First Tennessee Accounts:

Property	Acct#	ZBA/Manual	
GBI	8615	Manual	
STU	7608	ZBA	PC
UTU	7953	ZBA	PC
UTU	8037	ZBA	
UTU	8044	ZBA	
UTU	8051	ZBA	
GTU (1)	7512	ZBA	
GTU (1)	7505	ZBA	
GTU (1)	7442	ZBA	

Other Bank Accounts:

Property	Acct#	ZBA/Manual	PC	
BMO Harris Bank	UHA	3915	Manual	PC
BMO Harris Bank	UHA	1015	ZBA	
BMO Harris Bank	UHA	8468	ZBA	
Capital One	LAD	7389	Manual	PC
Capital One	LAD	7397	ZBA	
Capital One	UBC	7535	Manual	PC
Capital One	UBC	9091	ZBA	
Capital One	UBC	2119	ZBA	
Capital One	UBC	7451	ZBA	
Capital One	UBC	2720	ZBA	
Chase	UEL	9637	Manual	PC
Chase	UEL	9660	Manual	PC
CIBC	CEWL	2711	ZBA	
CIBC	CEWL	2517	Manual	
First Savings Bank	UEL	6350	Manual	
First Midwest	JOL	5340	Manual	PC
First Midwest	JOL	9805	ZBA	
First Midwest	JOL	5359	ZBA	
Peoples Bank	GBI	0938	Manual	PC
Peoples Bank	GBI	8557	Manual	PC
Scotia Bank	CEWL	6915	Manual	

Online Purchases Account:

Bank	Type	Acct#	ZBA/Manual
Wells Fargo	online site	2244	ZBA to 6448

Miscellaneous Collateral Accounts:

Bank	Type	Acct#	ZBA/Manual
US Bank	Escrow	7365	Manual
Wells Fargo	P-Card	9832	Manual
Pitney Bowes Bank	Postage	0620	Manual

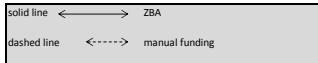
Deferred Compensation Accounts:

Bank	Type	Acct#	ZBA/Manual
Wells Fargo	EDCP	9500	Investment
Wells Fargo	EDCP	9501	Investment
Wells Fargo	EDCP	9502	Investment
Wells Fargo	EDCP	9504	Investment

Foreign Transfer Accounts

Bank	Property	Acct#	FX
Bank of America	Benco	1016	MXN
Bank of America	CLV	0039	TWD
Bank of America	CLV	9033	TWD
Bank of America	CLV	0055	TWD
Mizuho	CLV	0484	USD
Mizuho	CLV	8929	JPY
Scotia Bank	CLV	0213	USD
Wells Fargo	CEOC	9580	HKD
Wells Fargo	CEOC	9598	USD

(1) Property closed, related accounts in process of closing
(2) Property no longer part of CEOC, accounts in process of closing
* Subject to control agreement with first lien creditors



Property Index:

Code	Property	Legal Entity
BAC	Bally's Atlantic City	Bally's Park Place, Inc.
HITW	Battista's Restaurant	Hole In The Wall LLC
Benco	N/A	Benco Inc.
Bluegrass	Bluegrass Downs	Players Bluegrass Downs, Inc.
BLV (2)	Bally's Las Vegas	Parball Corporation
CAC	Caesars Atlantic City	Boardwalk Regency Corporation
CEG	N/A	Caesars Entertainment Golf, Inc.
CEOC	N/A	Caesars Entertainment Operating Company, Inc.
CLV	Caesars Palace Las Vegas	Desert Palace Inc.
COU	Harrah's Council Bluffs	Harvey's Iowa Management Company, Inc.
GBI	Harrah's Gulf Coast	Grand Casinos of Biloxi, LLC
GTU (1)	Harrah's Tunica	BL Development Corporation
HBR	Horseshoe Council Bluffs	Harvey's BR Management Company, Inc.
JOL	Harrah's Joliet	Harrah's Illinois Corporation (80% owner of Des Plains)
LAD	Louisiana Downs	Harrah's Bossier City Investment Company, LLC
MET	Metropolis	Southern Illinois Riverboat Casino Cruises, Inc.
NKC	Harrah's N. Kansas City	Harrah's North Kansas City, LLC
Online Site	Online Merchandise site	Caesars World Merchandise, Inc.
PHW (2)	Planet Hollywood	PHW Las Vegas LLC
QLV (2)	Quad Las Vegas	3535 LV Corp
REN	Harrah's Reno	Caesars Entertainment Operating Company, Inc.
SAC (1)	Showboats Atlantic City	Showboat Atlantic City Operating Company, LLC
STU	Tunica Roadhouse	Tunica Roadhouse Corporation
TAH /HLT	Harrah's, Harvey's Lake Tahoe	Harvey's Tahoe Management Company, Inc.
UBC	Horseshoe Bossier City	Horseshoe Entertainment
UEL	Horseshoe Southern Indiana	Caesars Riverboat Casino, LLC
UHA	Horseshoe Hammond	Horseshoe Hammond, LLC
UTU	Horseshoe Tunica	Robinson Property Group Corporation
CEWL	Caesars Windsor	Caesars Entertainment Windsor Limited

CAESARS ENTERTAINMENT OPERATING COMPANY, INC.
Disbursements Accounts
BANKING STRUCTURE

Main Operating Accounts



Wells Fargo Master Funding Account:
Property Acct# ZBA/Manual
CEOC 7888 ZBA

Wells Fargo Disbursements Accounts:

Jackpot Accounts

Property	Acct#	ZBA/Manual
BAC	2025	ZBA
CAC	9667	ZBA
CLV	2915	ZBA (to 3195)
COU	0879	ZBA
GBI	4555	ZBA
HBR	1331	ZBA
JOL	1263	ZBA
LAD	1276	ZBA
MET	1959	ZBA
NKC	1292	ZBA
STU	7708	ZBA
TAH /HLT	8828	ZBA
UBC	1234	ZBA
UEL	8182	ZBA
UHA	5406	ZBA
UTU	9072	ZBA

Accounts Payable

Property	Acct#	ZBA/Manual
BAC	2722	ZBA
CAC	2308	ZBA
CEOC	4916	ZBA
CEOC	4903	ZBA
NKC	8203	ZBA
REN	6422	ZBA
TAH /HLT	4204	ZBA
UBC	4049	ZBA

Other Disbursement Accounts

Property	Acct#	ZBA/Manual
CEOC	8113	ZBA
CEOC	8090	ZBA

Payroll

Property	Acct#	ZBA/Manual
NKC	8193	ZBA

**Bank of America Accounts:
Parimutuel / Horseracing**

Property	Acct#	ZBA/Manual
CLV	1550	Manual
CLV	5873	Manual
REN	2617	Manual
REN	2633	Manual
CEOC	3243	Manual
CEOC	3250	Manual
NKC	0954	Manual

Accounts Payable

Property	Acct#	ZBA/Manual
HITW	2340	ZBA

Gaming Taxes

Property	Acct#	ZBA/Manual
NKC	0954	Manual

**US Bank Accounts:
Horseracing / Dog Racing**

Property	Acct#	ZBA/Manual
Bluegrass/MET	3209	Manual
Bluegrass/MET	0352	Manual
Bluegrass/MET	0360	Manual
HBR	1372	ZBA
HBR	0191	ZBA

**Capital One Accounts:
Horseracing**

Property	Acct#	ZBA/Manual
LAD	7680	Manual
LAD	7699	Manual
LAD	7753	Manual
LAD	2966	Manual
LAD	2534	Manual
LAD	1925	Manual

Accounts Payable

Property	Acct#	ZBA/Manual
LAD	7400	ZBA

Gaming Taxes

Property	Acct#	ZBA/Manual
LAD	7672	Manual

Other Bank Accounts:

JPMorgan / Chase

Employee Benefits

Property	Acct#	ZBA/Manual
CEOC	4159	Manual
CEOC	4446	Manual
CEOC	4618	Manual
CEOC	9138	Manual
CEOC	9146	Manual

Chibank

Employee Benefits

Property	Acct#	ZBA/Manual
CEOC	0966	Manual

Closed or Sold Properties Disbursement Accounts:

Bank	Property	Acct#
Bank of America	BLV (2)	5840
Bank of America	BLV (2)	1741
Bank of America	Quad (2)	3841
Bank of America	Quad (2)	3854
Wells Fargo	BLV (2)	0999
Wells Fargo	GTU (1)	4542
Wells Fargo	PHW (2)	3277
Wells Fargo	PHW (2)	3335
Wells Fargo	PHW (2)	4275
Wells Fargo	Quad (2)	8295
Wells Fargo	Quad (2)	3101
Wells Fargo	SAC (1)	3073
Wells Fargo	SAC (1)	3060

Property Index:

Code	Property	Legal Entity
BAC	Bally's Atlantic City	Bally's Park Place, Inc.
Battista's Rest.	Battista's Restaurant	Hole In The Wall LLC
Benco	N/A	Benco Inc.
Bluegrass	Bluegrass Downs	Players Bluegrass Downs, Inc.
BLV (2)	Bally's Las Vegas	Parball Corporation
CAC	Caesars Atlantic City	Boardwalk Regency Corporation
CEG	N/A	Caesars Entertainment Golt, Inc.
CEOC	N/A	Caesars Entertainment Operating Company, Inc.
CLV	Caesars Palace Las Vegas	Desert Palace Inc.
COU	Harrah's Council Bluffs	Harvey's Iowa Management Company, Inc.
GBI	Harrah's Gulf Coast	Grand Casinos of Biloxi, LLC
GTU (1)	Harrah's Tunica	BL Development Corporation
HBR	Horseshoe Council Bluffs	Harvey's BR Management Company, Inc.
JOL	Harrah's Joliet	Harrah's Illinois Corporation (80% owner of Des Plains)
LAD	Louisiana Downs	Harrah's Bossier City Investment Company, LLC
MET	Metropolis	Southern Illinois Riverboat Casino Cruises, Inc.
NKC	Harrah's N. Kansas City	Harrah's North Kansas City, LLC
Online Site	Online Merchandise site	Caesars World Merchandising, Inc.
PHW (2)	Planet Hollywood	PHW Las Vegas LLC
QLV (2)	Quad Las Vegas	3535 LV Corp
REN	Harrah's Reno	Caesars Entertainment Operating Company, Inc.
SAC (1)	Showboats Atlantic City	Showboat Atlantic City Operating Company, LLC
STU	Tunica Roadhouse	Tunica Roadhouse Corporation
TAH /HLT	Harrah's, Harvey's Lake Tahoe	Harvey's Tahoe Management Company, Inc.
UBC	Horseshoe Bossier City	Horseshoe Entertainment
UEL	Horseshoe Southern Indiana	Caesars Riverboat Casino, LLC
UHA	Horseshoe Hammond	Horseshoe Hammond, LLC
UTU	Horseshoe Tunica	Robinson Property Group Corporation
Windsor	Caesars Windsor	Caesars Entertainment Windsor Limited

(1) Property closed, related accounts in process of closing
(2) Property no longer part of CEOC, accounts in process of closing
(3) Pending closure
* Subject to control agreement with first lien creditors

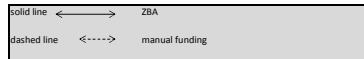


EXHIBIT 2

Bank Accounts

Bank Accounts

Account	Entity	Description	Bank
xxxxxx3044	3535 LV Corp	Depository	Wells Fargo
xxxxxx3101	3535 LV Corp	Guaranteed Check	Wells Fargo
xxxxxxxx3841	3535 LV Corp	Parimutuel	Bank of America
xxxxxxxx3854	3535 LV Corp	Parimutuel	Bank of America
xxxxxxxx8295	3535 LV Corp	Cage Account	Wells Fargo
xxxxxxxx2722	Bally's Park Place, Inc.	Accounts Payable	Wells Fargo
xxxxxx4371	Bally's Park Place, Inc.	Concentration	Wells Fargo
xxxxxxxx1972	Bally's Park Place, Inc.	Depository	Wells Fargo
xxxxxxxx2025	Bally's Park Place, Inc.	Jackpot checks	Wells Fargo
xxxxxxxx1993	Bally's Park Place, Inc.	Lottery	Wells Fargo
xxxxxxxx1016	Benco Inc.	Mexican Peso Account	Bank of America
xxxxx0209	Benco Inc.	U.S Dollar Account	Bank of America
xxxxx8615	Biloxi Hammond, LLC	Depository	First Tennessee
xxxxxxxx7442	BL Development Corporation	Guaranteed Check	First Tennessee
xxxxxxxx7505	BL Development Corporation	Credit Card	First Tennessee
xxxxxxxx7512	BL Development Corporation	Depository	First Tennessee
xxxxxxxx4542	BL Development Corporation	Jackpot checks	Wells Fargo
xxxxxx4405	BL Development Corporation	Concentration	Wells Fargo
xxxxxxxx9667	Boardwalk Regency Corporation	AC Jackpot checks	Wells Fargo
xxxxxxxx2308	Boardwalk Regency Corporation	Accounts Payable	Wells Fargo

Account	Entity	Description	Bank
xxxxxx4835	Boardwalk Regency Corporation	Concentration	Wells Fargo
xxxxxxxx7152	Boardwalk Regency Corporation	Depository	Wells Fargo
xxxxxx7881	Caesars Entertainment Golf, Inc.	Depository	Wells Fargo
xxxxxxxx4903	Caesars Entertainment Operating Company, Inc.	A/P	Wells Fargo
xxxx0966	Caesars Entertainment Operating Company, Inc.	Cigna Disability	Citibank
xxxxx9138	Caesars Entertainment Operating Company, Inc.	Cigna ASO	Chase
xxxxx9146	Caesars Entertainment Operating Company, Inc.	Cigna FSA/HRA	Chase
xxxxxx9832	Caesars Entertainment Operating Company, Inc.	Collateral Account	Wells Fargo
xxxxxx6759	Caesars Entertainment Operating Company, Inc.	Concentration Account	Wells Fargo
xxxxx4564	Caesars Entertainment Operating Company, Inc.	Concentration	Bank of America
xxxxxxxx1900	Caesars Entertainment Operating Company, Inc.	Concentration	First Tennessee
xxxxxxxx4436	Caesars Entertainment Operating Company, Inc.	Concentration	US Bank
xxxxxx6448	Caesars Entertainment Operating Company, Inc.	Concentration	Wells Fargo
xxxxxx9744	Caesars Entertainment Operating Company, Inc.	Concentration	Wells Fargo
xxxx4618	Caesars Entertainment Operating Company, Inc.	Insurance Claims	Chase
xxxxx4159	Caesars Entertainment Operating Company, Inc.	CEI MetLife Dental	Chase
xxxxxxxx7888	Caesars Entertainment Operating Company, Inc.	Master Funding	Wells Fargo

Account	Entity	Description	Bank
xxxxxxxx8113	Caesars Entertainment Operating Company, Inc.	Funding (closing)	Wells Fargo
xxxxxxxx8090	Caesars Entertainment Operating Company, Inc.	Funding (closing)	Wells Fargo
xxxxx3243	Caesars Entertainment Operating Company, Inc.	Parimutuel	Bank of America
xxxxx3250	Caesars Entertainment Operating Company, Inc.	Parimutuel	Bank of America
xxxxxxxx4916	Caesars Entertainment Operating Company, Inc.	Payroll	Wells Fargo
xxxxxx9580	Caesars Entertainment Operating Company, Inc.	Multi Currency (HKD)	Wells Fargo
xxxxxx9598	Caesars Entertainment Operating Company, Inc.	Multi Currency (USD)	Wells Fargo
xxxx9500	Caesars Entertainment Operating Company, Inc.	EDCP, Escrow, (Investment)	Wells Fargo
xxxx9501	Caesars Entertainment Operating Company, Inc.	EDCP, Escrow, (Investment)	Wells Fargo
xxxx9502	Caesars Entertainment Operating Company, Inc.	EDCP, Escrow, (Investment)	Wells Fargo
xxxx9504	Caesars Entertainment Operating Company, Inc.	EDCP, Escrow, (Investment)	Wells Fargo
xxxxx2633	Caesars Entertainment Operating Company, Inc.	Harrah's Reno Pari Mutual Betting	Bank of America
xxxxx2617	Caesars Entertainment Operating Company, Inc.	Harrah's Reno Pari Mutual Holding	Bank of America
xxxxx4446	Caesars Entertainment Operating Company, Inc.	Cigna Regular Medical Claims	Chase
xxxxxx6422	Caesars Entertainment Operating Company, Inc.	Depository	Wells Fargo
xxxxxx6430	Caesars Entertainment Operating Company, Inc.	Depository	Wells Fargo
xxxx0620	Caesars Entertainment Operating Company, Inc.	Pitney Bowes Reserve Account	The Pitney Bowes Bank

Account	Entity	Description	Bank
xxxxxxxx7365	Caesars Operating Escrow LLC	Escrow	US Bank
xxxxxxxx6915	Caesars Entertainment Windsor Limited	Depository	Scotia Bank
xxxxxx5727	Caesars Entertainment Windsor Limited	Depository	Wells Fargo
xxxxxxxx2517	Caesars Entertainment Windsor Limited	Operating (Canadian Dollar)	CIBC
xxxxxxxx2711	Caesars Entertainment Windsor Limited	Operating (U.S. Dollar)	CIBC
xxxxxx4850	Caesars Riverboat Casino, LLC	Concentration	Wells Fargo
xxxx6350	Caesars Riverboat Casino, LLC	Depository	First Savings Bank
xxxxx9637	Caesars Riverboat Casino, LLC	Depository	Chase
xxxxx9660	Caesars Riverboat Casino, LLC	Depository	Chase
xxxxxxxxxx8182	Caesars Riverboat Casino, LLC	Jackpot checks	Wells Fargo
xxxxxx2244	Caesars World Merchandising, Inc.	Depository	Wells Fargo
xxxxxx3310	Desert Palace Inc.	Credit Card	Wells Fargo
xxxxxx2285	Desert Palace Inc.	dba California Clearing	Wells Fargo
xxxxxx1421	Desert Palace Inc.	dba California Clearing (A/R Incoming/ Foreign Exchange)	Bank of America
xxxxx1321	Desert Palace Inc.	dba California Clearing (incoming wires/transmittals)	Bank of America
xxxxx1320	Desert Palace Inc.	dba California Clearing (Transmittals)	Bank of America
xxxxxx9765	Desert Palace Inc.	Dealer Tokes	Wells Fargo
xxxxxx3195	Desert Palace Inc.	Depository	Wells Fargo
xxxxxx8015	Desert Palace Inc.	Depository Incoming Wire	Wells Fargo

Account	Entity	Description	Bank
xxxxxx2915	Desert Palace Inc.	Jackpot checks	Wells Fargo
xxxxx1550	Desert Palace Inc.	Parimutuel	Bank of America
xxxxx5873	Desert Palace Inc.	Parimutuel	Bank of America
xxxxxxxxx8160	Desert Palace, Inc.	Certificate of Deposit	Bank of America
xxxxxxxxx0213	Desert Palace, Inc.	U.S. Dollar Account	Scotia Bank
xxxxxxxxx0039	Desert Palace, Inc.	Taiwanese Dollar Account	Bank of America
xxxxxxxxx0055	Desert Palace, Inc.	U.S. Dollar Account	Bank of America
xxxxxxxxx9033	Desert Palace, Inc.	Taiwanese Dollar Account	Bank of America
xxx8929	Desert Palace, Inc.	Yen Account	Mizuho
xxx0484	Desert Palace, Inc.	U.S. Dollar Account	Mizuho
xxx0938	Grand Casinos of Biloxi, LLC	Depository	Peoples Bank
xxx8557	Grand Casinos of Biloxi, LLC	Grand Bear Depository	Peoples Bank
xxxxxxxxx4555	Grand Casinos of Biloxi, LLC	Grand Casino Biloxi Jackpot checks / AP/ Payroll	Wells Fargo
xxxxx7389	Harras's Bossier City Investment Company, LLC	Depository	Capital One
xxxxx7397	Harras's Bossier City Investment Company, LLC	Depository	Capital One
xxxxx7672	Harras's Bossier City Investment Company, LLC	Gaming Tax	Capital One
xxxxxxxxx1276	Harras's Bossier City Investment Company, LLC	Jackpot checks	Wells Fargo
xxxxx2534	Harras's Bossier City Investment Company, LLC	Outstanding Parimutuels Ticket	Capital One

Account	Entity	Description	Bank
xxxxx7400	Harrah's Bossier City Investment Company, LLC	Petty Cash	Capital One
xxxxx7699	Harrah's Bossier City Investment Company, LLC	Quarter Horse Control	Capital One
xxxxxx1925	Harrah's Bossier City Investment Company, LLC	Quarter Horse Purse Escrow	Capital One
xxxxx7753	Harrah's Bossier City Investment Company, LLC	Revenue Control Acct.	Capital One
xxxxx7680	Harrah's Bossier City Investment Company, LLC	Thoroughbred Control Acct.	Capital One
xxxxx2966	Harrah's Bossier City Investment Company, LLC	Video Poker Commercial Checking Sweep	Capital One
xxxxxxxxx5340	Harrah's Illinois Corporation	Depository	First Midwest
xxxxxx9805	Harrah's Illinois Corporation	Depository	First Midwest
xxxxxxxxx1263	Harrah's Illinois Corporation	Jackpot checks	Wells Fargo
xxxxxx5359	Harrah's Illinois Corporation	Token deposit	First Midwest
xxxxxx1186	Harrah's North Kansas City, LLC	Depository	Bank of America
xxxxxx2682	Harrah's North Kansas City, LLC	Depository	Bank of America
xxxxxx0954	Harrah's North Kansas City, LLC	Gaming Tax	Bank of America
xxxxxxxxx1292	Harrah's North Kansas City, LLC	Jackpot checks	Wells Fargo
xxxxxxxxx8203	Harrah's North Kansas City, LLC	A/P	Wells Fargo
xxxxxxxxx8193	Harrah's North Kansas City, LLC	Payroll	Wells Fargo
xxxxxx1350	Harrah's North Kansas City, LLC	Reserve account	Bank of America
xxxxxxxxx6570	Harvey's BR Management Company, Inc.	Depository	US Bank
xxxxxxxxx1331	Harvey's BR Management Company, Inc.	Jackpot checks	Wells Fargo

Account	Entity	Description	Bank
xxxxxxxx1372	Harvey's BR Management Company, Inc.	Purse	US Bank
xxxxxxxx0191	Harvey's BR Management Company, Inc.	Returns Account	US Bank
xxxxxx7752	Harvey's Iowa Management Company, Inc.	Depository	Wells Fargo
xxxxxx8833	Harvey's Iowa Management Company, Inc.	Depository	US Bank
xxxxxxxxxx0879	Harvey's Iowa Management Company, Inc.	Jackpot checks	Wells Fargo
xxxxxx3833	Harvey's Tahoe Management Company, Inc.	Depository	Wells Fargo
xxxxxx6706	Harvey's Tahoe Management Company, Inc.	Depository	Wells Fargo
xxxxxx6714	Harvey's Tahoe Management Company, Inc.	Depository	Wells Fargo
xxxxxx3751	Harvey's Tahoe Management Company, Inc.	Depository	Wells Fargo
xxxxxxxxxx4204	Harvey's Tahoe Management Company, Inc.	Exchange	Wells Fargo
xxxxxxxxxx8828	Harvey's Tahoe Management Company, Inc.	Jackpot checks	Wells Fargo
xxxxxx2337	Hole In The Wall LLC	Depository	Bank of America
xxxxxx2340	Hole In The Wall LLC	Depository	Bank of America
xxx2119	Horseshoe Entertainment	Depository	Capital One
xxxxx7451	Horseshoe Entertainment	Depository	Capital One
xxxxx7535	Horseshoe Entertainment	Depository	Capital One
xxxxxxxxxx1234	Horseshoe Entertainment	Jackpot checks	Wells Fargo
xxx2720	Horseshoe Entertainment	Patron Incoming Wires	Capital One
xxxxxxxxxx4049	Horseshoe Entertainment	Petty Cash	Wells Fargo

Account	Entity	Description	Bank
xxxxx9091	Horseshoe Entertainment	Ryeco	Capital One
xxx8468	Horseshoe Hammond, LLC	Credit Card	BMO Harris Bank
xxx3915	Horseshoe Hammond, LLC	Depository	BMO Harris Bank
xxx1015	Horseshoe Hammond, LLC	Depository	BMO Harris Bank
xxxxxxxxx5406	Horseshoe Hammond, LLC	Jackpot checks	Wells Fargo
xxxx7756	Parball Corp	Depository	Bank of America
xxxxxx4306	Parball Corp	Depository	Wells Fargo
xxxxxxxxx0999	Parball Corp	Cage Account	Wells Fargo
xxxxx5840	Parball Corp	Parimutuel	Bank of America
xxxxx1741	Parball Corp	Parimutuel	Bank of America
xxxxxx3319	PHW Las Vegas LLC	Merchant Account	Wells Fargo
xxxxxx3335	PHW Las Vegas LLC	Cage Account	Wells Fargo
xxxxxx3301	PHW Las Vegas LLC	Collection Account	Wells Fargo
xxxxxx3277	PHW Las Vegas LLC	Disbursement Account	Wells Fargo
xxxxxx3285	PHW Las Vegas LLC	AP Account	Wells Fargo
xxxxxx3293	PHW Las Vegas LLC	Payroll Account	Wells Fargo
xxxxxx4267	PHW Manager LLC	General Account	Wells Fargo
xxxxxx4275	PHW Manager LLC	AP Account	Wells Fargo
xxxxxx4291	PHW Manager LLC	Merchant Account	Wells Fargo
xxxxxx0352	Players Bluegrass Downs, Inc.	Bluegrass Downs	US Bank

Account	Entity	Description	Bank
xxxxxx1049	Players Bluegrass Downs, Inc.	Bluegrass Downs General Operating Account	US Bank
xxxxxx3209	Players Bluegrass Downs, Inc.	Bluegrass Downs Horsemans Book	US Bank
xxxxxx0360	Players Bluegrass Downs, Inc.	Bluegrass Downs Special Account	US Bank
xxxxxxxx8037	Robinson Property Group Corporation	Credit Cards	First Tennessee
xxxxxxxx7953	Robinson Property Group Corporation	Depository	First Tennessee
xxxxxxxx8044	Robinson Property Group Corporation	Depository	First Tennessee
xxxxxxxx8051	Robinson Property Group Corporation	Depository	First Tennessee
xxxxxxxx9072	Robinson Property Group Corporation	Jackpot checks	Wells Fargo
xxxxxxxx3073	Showboat Atlantic City Operating Company, LLC	Accounts Payable	Wells Fargo
xxxxxxxx3060	Showboat Atlantic City Operating Company, LLC	Jackpot checks	Wells Fargo
xxxxxx7016	Showboat Atlantic City Operating Company, LLC	Concentration	Bank of America
xxxxxx1132	Showboat Atlantic City Operating Company, LLC	Telecheck	Bank of America
xxxxxx2580	Southern Illinois Riverboat Casino Cruises, Inc.	Depository	US Bank
xxxxxxxx1959	Southern Illinois Riverboat Casino Cruises, Inc.	Jackpot checks	Wells Fargo
xxxxxx4843	Tunica Roadhouse Corporation	Concentration	Wells Fargo
xxxxxxxx7608	Tunica Roadhouse Corporation	Depository	First Tennessee
xxxxxxxx7708	Tunica Roadhouse Corporation	Jackpot checks	Wells Fargo