

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

<p>In re: CAESARS ENTERTAINMENT OPERATING COMPANY, INC.¹ Debtor.</p>	<p>Chapter 11 Case No. 15-01145 (ABG) (Jointly Administered)</p>
<p>THE OFFICIAL COMMITTEE OF SECOND PRIORITY NOTEHOLDERS, Plaintiff, v. CAESARS ENTERTAINMENT CORPORATION, Defendant.</p>	<p>Adversary No. 15-00578</p>

STIPULATION OF DISMISSAL WITHOUT PREJUDICE

This Stipulation (the “Stipulation”) is entered into by and among (a) Plaintiff, the Official Committee of Second Priority Noteholders (“Noteholder Committee”) and (b) Defendant, Caesars Entertainment Corporation (“CEC”), in each case, by and through the respective undersigned counsel.

WHEREAS, on August 10, 2015, the Noteholder Committee initiated the above entitled adversary proceeding by filing the *Complaint For Declaratory And Injunctive Relief* [Adv. Docket No. 1] (the “Complaint”).

WHEREAS, the deadline to respond to the Complaint was September 9, 2015, which has been extended by agreement of the Noteholder Committee and CEC to September 21, 2015.

¹ A complete list of the Debtors is available at <https://cases.primeclerk.com/CEOC>.

NOW, THEREFORE, the Noteholder Committee and CEC by and through the respective undersigned counsel, hereby stipulate and agree as follows:

1. Pursuant to Rule 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure, made applicable pursuant to Rule 7041 of the Federal Rules of Bankruptcy Procedure, the Noteholder Committee and CEC hereby stipulate to the voluntary dismissal of the above captioned adversary proceeding, without prejudice.²

2. Each of the Noteholder Committee and CEC shall bear its own costs and fees.

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² Though the above captioned debtors and debtors in possession (collectively, the “Debtors”) did not formally appear, the Noteholder Committee and CEC have been informed by the Debtors that they have no objection to the Stipulation and (a), if requested, will state so on the record and (b), if required by this Court, will sign this Stipulation in order for it to be effective.

Dated: September 21, 2015
Chicago, Illinois

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