

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

<i>In re</i> CAESARS ENTERTAINMENT OPERATING COMPANY, INC., <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 15-01145 (ABG) (Jointly Administered)
STATUTORY UNSECURED CLAIMHOLDERS' COMMITTEE, Plaintiff, v. BOKF, N.A., as successor trustee, paying agent and notes custodian under that certain Indenture dated as of April 16, 2010, <i>et al.</i> , Defendants.	Adv. Proc. No. 15-00571 (ABG) Re: ECF No. 19

STIPULATION REGARDING AMENDMENT WITHOUT PREJUDICE

Pursuant to Rule 15(a)(2) of the Federal Rules of Civil Procedure (“FRCP”), made applicable to this adversary proceeding by Rule 7015 of the Federal Rules of Bankruptcy Procedure, the statutory unsecured claimholders’ committee (the “UCC” or “Plaintiff”), enters into this stipulation (the “Stipulation”) with Delaware Trust Company (“Delaware Trust”), BOKF, N.A. (“BOKF”), and Wilmington Savings Fund Society, FSB (“WSFS”) (collectively, “Defendants”), in each case, by and through the respective undersigned counsel.

WHEREAS, on August 7, 2015, the UCC commenced this adversary proceeding with the filing of its complaint [ECF No. 1] (the “Complaint”);

¹ The last four digits of Caesars Entertainment Operating Company, Inc.’s tax identification number are 1623. A complete list of the Debtors and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.primeclerk.com/CEOC>.

WHEREAS, Count V of the Complaint seeks a declaratory judgment against Defendants that they waived their right to assert or recover unsecured deficiency claims against the Subsidiary Pledgors¹ pursuant to 11 U.S.C. §1111(b)(1), and otherwise are not entitled to the treatment afforded under section 1111(b)(1) to claims against the Subsidiary Pledgors or recover payment from them beyond the value of the Collateral;

WHEREAS, on March 2, 2016, Defendants moved to dismiss Count V of the Complaint [ECF No. 19];

NOW, THEREFORE, the UCC, Delaware Trust, BOKF, and WSFS, by and through the respective undersigned counsel, hereby stipulate and agree as follows:

1. No later than five business days after the execution and filing of this Stipulation on the public docket in this adversary proceeding, Plaintiff will amend the Complaint to delete Count V solely as to Defendants (and make certain non-substantive conforming and correctional changes), without prejudice to either Plaintiff or Defendants (the "Amendment").
2. Defendants hereby consent to the Amendment in accordance with FRCP 15(a)(2), and agree that the deletion of Count V pursuant to the Amendment will be without prejudice to the UCC's right to reassert the claims and legal theories set forth in Count V against Defendants.
3. All others aspects and provisions of the Complaint remain in full force and effect.
4. Upon the filing of the Amendment, Defendants' motion to dismiss as to Count V [ECF No. 19] will be automatically deemed withdrawn without prejudice as moot.
5. Nothing in this Stipulation will prejudice or otherwise affect the rights of Defendants to

¹ Capitalized terms not otherwise defined herein have the meaning used in the Complaint.

seek declaratory relief against Plaintiff on any basis, including with respect to the claims and legal theories set forth in Count V.

Dated: March 22, 2016
Chicago, Illinois

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