

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

In re
CAESARS ENTERTAINMENT OPERATING
COMPANY, INC., *et al.*,¹

Debtors.

STATUTORY UNSECURED
CLAIMHOLDERS' COMMITTEE,

Plaintiff,

v.

CREDIT SUISSE AG, CAYMAN ISLANDS
BRANCH, as successor collateral agent under
that certain Collateral Agreement dated as of
January 28, 2008, and as administrative agent
under that certain Third Amended and Restated
Credit Agreement, dated July 25, 2014;
DELAWARE TRUST COMPANY, FSB as
successor collateral agent under that certain
Collateral Agreement, dated as of December 24,
2008, and as successor indenture trustee under
that certain Indenture, dated as of December 24,
2008; and UMB BANK, N.A., as successor
indenture trustee under that certain Indenture,
dated as of June 10, 2009, as successor
indenture trustee under that certain Indenture,
dated as of February 14, 2012, as successor
indenture trustee under that certain Indenture,
dated as of August 22, 2012, and as successor
indenture trustee under that certain Indenture,
dated as of February 15, 2013,

Defendants.

Chapter 11

Case No. 15-01145 (ABG)

(Jointly Administered)

Adv. Proc. No. 15-00571 (ABG)

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>.

NOTICE OF MOTION TO EXTEND TIME FOR RESPONSES

PLEASE TAKE NOTICE that on August 3, 2016, the statutory unsecured claimholders' committee appointed in the above-referenced chapter 11 cases (the "UCC"), the plaintiff in this matter, filed the *Motion to Extend Time for Responses* (the "Motion").

PLEASE TAKE FURTHER NOTICE that on **August 17, 2016, at 1:30 p.m. (prevailing Central Time)** or as soon thereafter as counsel may be heard, the UCC will appear before the Honorable A. Benjamin Goldgar, or any other judge who may be sitting in his place and stead, in the Ceremonial Courtroom (Room No. 2525), in the Everett McKinley Dirksen United States courthouse, 219 South Dearborn Street, Chicago, Illinois 60604, and present the Motion.

PLEASE TAKE FURTHER NOTICE that any objection to the Motion must be filed with the Court no later than **August 10, 2016, at 4:00 p.m. (prevailing Central Time)** and served so as to be actually received no later than such time by the following: (i) any party named on the Master Service List, which may be found at <https://cases.primeclerk.com/CEOC>; and (ii) any other entities required to be served under any applicable Bankruptcy Rule or Local Rule.

PLEASE TAKE FURTHER NOTICE that copies of the Motion as well as copies of all documents filed in these chapter 11 cases are available free of charge by visiting the case website maintained by Prime Clerk LLC, the claims and noticing agent for these chapter 11 cases, available at <https://cases.primeclerk.com/CEOC> or by calling (855) 842-4123. You may also obtain copies of any pleadings by visiting the Court's website at www.ilnb.uscourts.gov in accordance with the procedures set forth therein.

Dated: August 3, 2016
Chicago, Illinois

Respectfully submitted,

PROSKAUER ROSE LLP

/s/ Paul V. Possinger

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Entertainment Operating Company, Inc., et al.*

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MOTION TO EXTEND TIME FOR RESPONSES

The statutory unsecured claimholders' committee (the "UCC") appointed in the chapter 11 cases of Caesars Entertainment Operating Company, Inc. ("CEOC") and its debtor affiliates (collectively with CEOC, the "Debtors"), by and through its undersigned counsel, files this motion (the "Motion") for an extension of time for (i) the Defendants to answer, move against, or otherwise respond to the UCC's *First Amended Adversary Complaint For Declaratory Judgment* [ECF No. 32], until March 31, 2017, and (ii) the UCC to respond to Delaware Trust Company, FSB's ("Delaware Trust") *Motion to Dismiss Count IV of the Complaint Pursuant to Federal Rules of Civil Procedure 12(b)(1) and (6)* [ECF No. 23], as applicable, until April 15, 2017, in this adversary proceeding (the "Adversary Proceeding"). In support of the Motion, the UCC avers as follows:

Jurisdiction and Venue

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. § 1334. The Adversary Proceeding is a core proceeding pursuant to 28 U.S.C. § 1134 and 28 U.S.C. § 157(b)(2). The Adversary Proceeding is initiated under Rule 7001 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

3. On August 7, 2015, the UCC commenced the Adversary Proceeding with the filing of its complaint (the "Complaint") [ECF No. 1].

4. Concurrently, the UCC filed a motion in the Debtors' chapter 11 cases seeking derivative standing to commence, prosecute, and settle certain other causes of action against the

Defendants on behalf of the Debtors' estates (the "Derivative Standing Motion") [Bankr. ECF No. 2029].

5. On September 8, 2015, the UCC and the Defendants filed a stipulation extending to October 8, 2015 the time for the Defendants to respond to the Complaint (the "Extension Stipulation") [ECF No. 6].

6. By order entered September 23, 2015, the Court construed the Extension Stipulation as an uncontested motion for an extension, and granted the motion, thereby extending the time for the Defendants to respond to the Complaint to October 8, 2015 [ECF No. 10].

7. By order entered October 21, 2015, the Court later extended the time for the Defendants to respond to the Complaint to January 20, 2016 [ECF No. 14].

8. By order entered January 15, 2016, the Court again extended the time for the Defendants to respond to the Complaint to March 7, 2016 [ECF No. 16].

9. On March 2, 2016, Defendants Delaware Trust, BOKF, N.A. ("BOKF"), and Wilmington Savings Fund Society, FSB ("WSFS," and collectively, the "Count V Movants") moved to dismiss Count V of the Complaint (the "Count V Motion to Dismiss") [ECF No. 19].

10. On March 7, 2016, Delaware Trust moved to dismiss Count IV of the Complaint (the "Count IV Motion to Dismiss") [ECF No. 23].

11. By order entered March 14, 2016, the Court extended the time for the Defendants (other than WSFS) to respond to the Complaint to May 13, 2016 [ECF No. 28].

12. On March 16, 2016, the Court continued the Derivative Standing Motion to July 20, 2016 [Bankr. ECF No. 3404].

13. On March 22, 2016, the UCC and the Count V Movants filed a stipulation providing that, *inter alia*, (i) the UCC would amend the Complaint to remove Count V, without

prejudice to the UCC or the Count V Movants (the “Amendment”), (ii) the Count V Movants consented to the Amendment pursuant to Rule 15(a)(2) of the Federal Rules of Civil Procedure, made applicable to the Adversary Proceeding by Bankruptcy Rule 7015, and agreed that the removal of Count V pursuant to the Amendment would be without prejudice to the UCC’s right to reassert the claims and legal theories set forth in Count V against the Count V Movants, and (iii) upon filing of an amended complaint containing the Amendment (the “Amended Complaint”), the Count V Motion to Dismiss would be deemed withdrawn without prejudice as moot [ECF No. 31].

14. On the same day, the UCC filed the Amended Complaint [ECF No. 32], which was concurrently served on the remaining Defendants through the ECF system. As a result of filing the Amended Complaint, BOKF and WSFS are not currently defendants in the Adversary Proceeding.

15. The Amended Complaint did not amend Count IV, and so the Count IV Motion to Dismiss continues to constitute a pending motion to dismiss Count IV of the Amended Complaint. The UCC submitted its preliminary response to the Count IV Motion to Dismiss on March 30, 2016 [ECF No. 35].

16. By order entered March 23, 2016, the Count V Motion to Dismiss was withdrawn without prejudice as moot [ECF No. 33].

17. By order entered April 13, 2016, the Court later extended the time for the Defendants to respond to the Complaint to August 5, 2016 and the UCC to respond to the Count IV Motion to Dismiss to August 15, 2016 (collectively, the “Current Extensions”) [ECF No. 37].

18. On July 20, 2016, the Court continued the Derivative Standing Motion to August 17, 2016 [Bankr. ECF No. 4440].

19. For the last year, the UCC, the Debtors, and Caesars Entertainment Corporation (“CEC,” and collectively, the “RSA Parties”) have been engaged in extensive negotiations regarding the treatment of general unsecured creditors of the Debtors (the “Unsecured Creditors”) pursuant to a consensual plan of reorganization (a “Plan”). As a result of the negotiations, the Parties entered into that certain Restructuring Support Agreement (the “UCC RSA”) on June 22, 2016.

20. While neither the UCC nor any other party is obligated pursuant to the UCC RSA to extend the time to respond in the Adversary Proceeding, the UCC believes such an extension is in the best interests of the UCC, the Debtors, and their creditors, is consistent with the UCC’s support of the Debtors’ current Plan pursuant to the UCC RSA, and conserves judicial resources.

21. If a Plan that is consistent in form and substance with the UCC RSA and otherwise acceptable to the UCC is confirmed, becomes effective, and is fully consummated, the UCC intends to seek the voluntary dismissal of the Adversary Proceeding with prejudice.

Relief Requested

22. Bankruptcy Rule 9006(b)(1) permits the Court discretion, for cause shown, to enlarge the period specified in a previous order if a request for a further extension is made before the previously-extended period expires.

23. The UCC has submitted this Motion before the expiration of (i) the August 5, 2016 deadline for Defendants, and (ii) the August 15, 2016 deadline for the UCC to respond to the Count IV Motion to Dismiss, set by the Current Extensions.

24. By this Motion, the UCC respectfully requests that this Court extend (i) the Defendants’ deadline to answer or otherwise respond to the Amended Complaint to March 31, 2017, and (ii) the UCC’s deadline to respond to the Count IV Motion to Dismiss to April 15,

2017. The UCC requests deadline extensions into April 2017 because, in the event a Plan that is consistent in form and substance with the RSA and otherwise acceptable to the UCC is confirmed, becomes effective, and is fully consummated, the UCC intends to seek the voluntary dismissal of the Adversary Proceeding with prejudice. The Court has set a hearing on the confirmation of the current Plan to commence on January 17, 2017. The UCC submits that the requested extensions are appropriate under the current confirmation schedule, The UCC reserves the right to seek further extensions based on the timing of the confirmation and consummation of the Debtors' Plan, and also to seek to shorten the subject answer and response deadlines, as extended, in the event that the UCC RSA is terminated.

WHEREFORE, the UCC respectfully requests this Court enter an order (i) extending the Defendants' deadline to answer, move against, or otherwise respond to the Amended Complaint to March 31, 2017, (ii) extending the UCC's deadline to respond to the Count IV Motion to Dismiss with respect to the Amended Complaint, as applicable, to April 15, 2017, and (iii) granting such further relief as is just under the circumstances.

Dated: August 3, 2016
Chicago, Illinois

Respectfully submitted,

PROSKAUER ROSE LLP

/s/ Paul V. Possinger
Martin J. Bienenstock (*admitted pro hac vice*)
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ORDER GRANTING EXTENDED SCHEDULING

Upon the motion (the “Motion”)² of the statutory unsecured claimholders’ committee (the “UCC”), the plaintiff in this matter, for entry of an order (i) extending the time for defendants Credit Suisse AG, Cayman Islands Branch, Delaware Trust Company, FSB, and UMB Bank, N.A. (collectively, the “Defendants”) to answer, move against, or otherwise respond to the UCC’s amended complaint (the “Amended Complaint”), and (ii) extending the time for the UCC to respond to Delaware Trust’s motion to dismiss (the “Motion to Dismiss”), it is

HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The date by which the Defendants must answer or otherwise respond to the Amended Complaint is hereby extended to March 31, 2017.
3. The date by which the UCC must respond to the Motion to Dismiss, as applicable, is hereby extended to April 15, 2017.

Dated: _____
Chicago, Illinois

The Honorable A. Benjamin Goldgar
United States Bankruptcy Judge

² Each capitalized term used but not otherwise defined herein shall have the meaning ascribed thereto in the Motion.