

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

In re:

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

Debtors.

Chapter 11

Case No. 15-01145 (ABG)

(Jointly Administered)

**PRELIMINARY OBJECTION AND RESERVATION OF
RIGHTS OF OFFICIAL COMMITTEE OF SECOND PRIORITY
NOTEHOLDERS TO CERTAIN FIRST DAY MOTIONS**

The Official Committee of Second Priority Noteholders (the “Noteholder Committee”) appointed in the above-captioned cases submits this preliminary objection and reservation of rights to the (a) *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* (ECF 7) (the “Wages Motion”); (b) *Debtors’ Motion For Entry Of Interim And Final Orders (I) Authorizing Payment Of (A) Prepetition Claims Of Certain Lien Claimants, (B) Section 503(B)(9) Claims, And (C) Foreign Vendor Claims, (II) Approving Procedures Related Thereto, And (III) Granting Related Relief* (ECF 9) (the “Lien Claimant Motion”); (c) *Debtors’ Motion For Entry Of Interim And Final Orders (I) Authorizing The Debtors To Pay Claims Arising Under The Perishable Agricultural Commodities Act, And (II) Granting Related Relief* (ECF 10) (the “PACA Motion”); (d) Debtors’ Motion For Entry Of

¹ Due to the large number of Debtors in these jointly-administered cases, a complete list of the Debtors is not provided herein, but is available at <https://cases.primeclerk.com/CEOC>, the website of the Debtors’ claims and noticing agent.

Interim And Final Orders (I) Authorizing Payment Of Prepetition Claims Of Certain Vendors, (II) Approving And Authorizing Procedures Related Thereto, And (III) Granting Related Relief (ECF 11) (the “Critical Vendor Motion”); and (e) *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* (ECF 13) (the “Taxes Motion” and together with the Wages Motion, Lien Claimant Motion, PACA Motion, and Critical Vendor Motion, the “Motions”);² filed by the above-captioned debtors and debtors in possession (collectively, the “Debtors”), and respectfully represents as follows:

1. In performing their due diligence into the Motions, the Noteholder Committee’s professionals have requested information from the Debtors regarding the facts described and relief requested in the Motions. Despite preliminary discussions regarding the Motions, the Noteholder Committee’s professionals have not received all of the requested information and have only received a significant portion of it in the last few days.

2. Accordingly, the Noteholder Committee objects to the entry of final orders with respect to the foregoing Motions, absent (a) receiving further information from the Debtors regarding each Motion, (b) modifications to the proposed final orders to provide any reporting with respect to such motions to the Noteholder Committee in addition to the Creditors’ Committee, and (c) modifications to the proposed final orders to ensure that any reservation of rights included in a proposed final order reserves rights of the Noteholder Committee and not merely the Debtors. The Noteholder Committee intends to work with the Debtors prior to the omnibus hearing to reach agreement on the terms of the proposed final orders.

² Capitalized terms used but not defined herein have the meaning given to them in the respective Motion.

Dated: February 25, 2015
Chicago, Illinois

Respectfully submitted,

/s/Timothy W. Hoffmann

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