

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.)	(Jointly Administered)
)	
)	Re: Docket Nos. 7, 54

FINAL ORDER (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

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of a final order (this "Final Order") (I) authorizing the Debtors to pay in the ordinary course of business certain prepetition (a) wages, salaries, and other compensation described below, (b) reimbursable employee expenses, and (c) obligations relating to medical and other benefits programs, and (II) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and after due deliberation, it is HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth herein.
2. The Debtors are authorized, but not directed, to continue to honor the Employee Compensation and Benefits (except with respect to the Deferred Compensation Plans) and to pay

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 jointly-administered chapter 11 cases, 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>.

² Capitalized terms used but not otherwise defined herein will have the meanings ascribed to them in the Motion.

any prepetition amounts in connection therewith (including, without limitation, all prepetition and postpetition amounts owed to Express Scripts, Inc., in connection with Employee Compensation and Benefits) (either directly or to CES for payment or remittance, as applicable) to the extent such prepetition amounts do not exceed the priority cap set forth in section 507(a)(4) of the Bankruptcy Code; provided, however, that nothing in this Final Order will be deemed to authorize any transfers or create any obligations in violation of section 503(c) of the Bankruptcy Code.

3. The Debtors will provide thirty (30) days' notice to the Statutory Unsecured Claimholders Committee (the "UCC") and any other statutory committee appointed in these chapter 11 cases before withdrawing from any of the Pension Plans.

4. The Debtors will provide seven (7) days' notice to the UCC and any other statutory committee appointed in these chapter 11 cases before implementing changes to the manner in which the Reimbursable Expenses are processed.

5. Consistent with the Debtors' corporate policy, the Debtors will not make any severance payments to individuals who have not agreed to release the Debtors from all claims related to such individuals' employment with the Debtors.

6. The Debtors will provide fifteen (15) days' notice to the UCC and any other statutory committee appointed in these chapter 11 cases before implementing changes to the Employee Recognition and Reward Programs.

7. Notwithstanding the relief granted in this Final Order and any actions taken pursuant to such relief, nothing in this Final Order constitutes: (a) an admission as to the validity of any prepetition claim against a Debtor entity; (b) a waiver of any party's rights 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 any other party's rights under the Bankruptcy Code or any other applicable law.

8. Nothing in this Final Order should be read to authorize the Debtors to implement, or make any payments on account of, non-ordinary course bonus programs. To the extent the Debtors seek to implement any such programs they will do so on motion with notice to parties in interest and will provide the UCC and any other statutory committee appointed in these chapter 11 cases with reasonable advance notice of any intention to file such motion.

9. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Final Order.

10. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored in respect of payments of prepetition obligations described in the Motion that are dishonored or rejected.

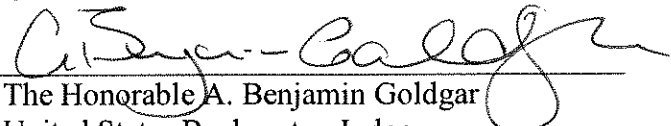
11. Notwithstanding anything to the contrary contained herein, the relief granted in this Final Order and any payment to be made hereunder is subject to the terms of any orders granting the use of cash collateral approved by this Court in these chapter 11 cases (including with respect to any budgets 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 will control.

12. Notice of the Motion as provided therein is sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

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

Dated: 04 MAR 2015
Chicago, Illinois


The Honorable A. Benjamin Goldgar
United States Bankruptcy Judge