

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In re:	)	
	)	Chapter 11
	)	
CAESARS ENTERTAINMENT OPERATING COMPANY, INC., <u>et al.</u> , <sup>1</sup>	)	Case No. 15-01145 (ABG)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Re: Docket Nos. 9, 55</b>

**FINAL ORDER (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**

Upon the motion (the "Motion")<sup>2</sup> 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 (a) certain prepetition claims of the Lien Claimants, (b) the 503(b)(9) Claims, and (c) claims held by Foreign Vendors, (II) approving and authorizing procedures related thereto, and (III) 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 pay in the ordinary course of business prepetition claims of Lien Claimants without further Court order; provided, that with

<sup>1</sup> 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>.

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

respect to each Lien Claimant's prepetition claim, the Debtors are not authorized to pay a Lien Claimant's prepetition claim unless the Lien Claimant has perfected or, in the Debtors' judgment, is capable of perfecting or may be capable of perfecting in the future, one or more liens in respect of such claim; provided further, that such payment will not be deemed to be a waiver of rights regarding the extent, validity, perfection, or possible avoidance of the related liens; provided further, that the Debtors will not pay any such Lien Claims before such amounts are due and payable in the ordinary course. The Debtors' payment of Lien Claims may not exceed, in the aggregate, \$10,000,000 unless otherwise ordered by the Court.

3. The Debtors are authorized, but not directed, to pay 503(b)(9) Claims; provided, that such payments may not exceed, in the aggregate, \$30,000,000 unless otherwise ordered by the Court.

4. The Debtors are authorized, but not directed, to pay Foreign Vendor Claims; provided, that such payments may not exceed, in the aggregate, \$110,000 unless otherwise ordered by the Court.

5. The Debtors are authorized to, and in the exercise of their sound business judgment may, condition payment of the Lien Claims, 503(b)(9) Claims, and Foreign Vendor Claims upon the vendor's agreement to continue supplying goods and services to the Debtors postpetition on normal and customary trade terms, practices and programs that were most favorable to the Debtors and that were in effect within 12 months before the Petition Date, or such other trade terms that are acceptable to the Debtors (the "Customary Trade Terms"); provided, that the Debtors reserve the right to adjust normal trade terms with any such Lien Claimant, 503(b)(9) Claimant, or Foreign Vendor according to the facts and circumstances.

6. The Debtors will provide the Statutory Unsecured Claimholders' Committee (the "UCC") and any other statutory committee appointed in these chapter 11 cases a report on a "professionals eyes only" basis summarizing (a) payments of Lien Claims, 503(b)(9) Claims, and Foreign Vendor Claims that have occurred, (b) proposed payments of Lien Claims or 503(b)(9) Claims under consideration that exceed \$375,000 to the extent not previously disclosed in an earlier report or otherwise, (c) negotiated trade terms that have been established under this Final Order, and (d) negotiated trade terms that materially vary from the Customary Trade Terms under consideration to the extent not previously disclosed in an earlier report or otherwise. The Debtors will provide such reporting on a weekly basis with respect to subparts (a) and (c) of the foregoing, and a bi-monthly basis with respect to subparts (b) and (d) of the foregoing. The Debtors, in good faith and to the extent commercially reasonably practicable, will consult with the UCC's professionals and professionals retained by any statutory committee appointed in these chapter 11 cases with respect to subparts (b) and (d) of the foregoing one (1) business day prior to making such payments or implementing such materially different negotiated trade terms.

7. Nothing herein will prejudice the Debtors' rights to request authority to make additional payments to Lien Claimants, 503(b)(9) Claimants, or Foreign Vendor.

8. 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.

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 as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any Lien Claims, 503(b)(9) Claims, or Foreign Vendor Claims.

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

  
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The Honorable A. Benjamin Goldgar  
United States Bankruptcy Judge