

UNITED STATES BANKRUPTCY COURT
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)
)
)
) **Re: Docket Nos. 14, 91**

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO
(A) CONTINUE THEIR PREPETITION INSURANCE COVERAGE,
(B) SATISFY PAYMENT OF PREPETITION OBLIGATIONS RELATED TO THAT
INSURANCE COVERAGE IN THE ORDINARY COURSE OF BUSINESS, AND
(C) RENEW, SUPPLEMENT, OR ENTER INTO NEW INSURANCE COVERAGE IN
THE ORDINARY COURSE OF BUSINESS, 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 (a) continue prepetition practices regarding their Policies, (b) satisfy payment of prepetition obligations related to the Policies in the ordinary course of business, and (c) renew, supplement, or enter into new coverage in the ordinary course of business, and (II) granting related relief, all as more fully set forth in the Motion; and after due deliberation, it is HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as set forth in this Final Order.

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 have the meanings ascribed to them in the Motion.

2. The Debtors are authorized, but not directed, to continue their Policies³ in the ordinary course of business and to pay any prepetition or postpetition obligations related to their Policies, including, without limitation, any amounts owed to CES, the Brokers, or the Third Party Administrator, to the extent that the Debtors determine that such payment is necessary or appropriate; provided, however, in no event may the Debtors pay any amounts before such amounts are due and payable, and this Final Order will not be deemed to allow the Debtors to accelerate payment of any amounts that may become due and owing by the Debtors.

3. The Debtors are authorized, but not directed, to renew, supplement, modify, or purchase Policies to the extent that it is in the ordinary course of business and the Debtors determine that such action is in the best interest of their estates; provided, however, that the Debtors will use commercially reasonable best efforts to provide the Statutory Unsecured Claimholders' Committee (the "UCC") and any other statutory committee appointed in these chapter 11 cases seven (7) Business Days' notice before the purchase of any Policy providing coverage not substantially similar to coverage provided by existing Policies or a material modification in the terms or pricing of any existing or renewal Policy, provided that to the extent the Debtors do not provide such notice in advance of such purchase or material modification, they will use commercially reasonable best efforts to provide notice of such action to the UCC and any other statutory committee appointed in these chapter 11 cases upon learning of such lack of notice.

4. 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

³ For the avoidance of doubt, the inclusion, or lack thereof, of Policies in Exhibit B to the Motion will not result in disparate treatment outside of the Debtors' approved insurance program or otherwise affect terms of the Policies.

of any prepetition claim against a Debtor entity; (b) a waiver of any party's right 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 party's rights under the Bankruptcy Code or any other applicable law.

5. Notwithstanding anything to the contrary herein, nothing in this Final Order will impact or prejudice the ability of any party (including, without limitation, the UCC or any other statutory committee appointed in these chapter 11 cases) to challenge, avoid, unwind, recharacterize, or assert any other claim or cause of action with respect to any transaction or payment to any Debtor or non-Debtor affiliate.

6. 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.

7. 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 Policy.

8. 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

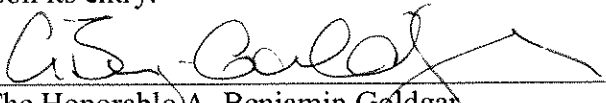
granting the use of cash collateral approved by this Court in these chapter 11 cases (including with respect to any budgets governing or relating to such use), and to the extent there is any inconsistency between the terms of such cash collateral orders and any action taken or proposed to be taken hereunder, the terms of such cash collateral orders will control.

9. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

10. 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.

11. 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