

CAESARS ENTERTAINMENT OPERATING COMPANY, INC.

FORM 8-K (Current report filing)

Filed 01/15/15 for the Period Ending 01/13/15

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Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

January 15, 2015 (January 13, 2015)
Date of Report (Date of earliest event reported)

**Caesars Entertainment
Operating Company, Inc.**
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

001-10413
(Commission
File Number)

75-1941623
(IRS Employer
Identification Number)

One Caesars Palace Drive
Las Vegas, Nevada 89109
(Address of principal executive offices) (Zip Code)

(702) 407-6000
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into Material Definitive Agreement.

On January 13, 2015, Caesars Entertainment Operating Company, Inc. (“CEOC”), a majority owned subsidiary of Caesars Entertainment Corporation (“CEC”), entered into an Instrument of Resignation, Appointment and Acceptance (the “Instrument”), together with Wilmington Savings Fund Society, FSB, as resigning trustee (the “Resigning Trustee”), and BOKF, N.A., as successor trustee (the “Successor Trustee”), with respect to the indenture governing CEOC’s 12.75% Second-Priority Senior Secured Notes due 2018 (the “Indenture”).

The Instrument provides, among other things, that (i) the Resigning Trustee assigns, transfers, delivers and confirms to the Successor Trustee all right, title, and interest of the Resigning Trustee in and to the trust created by the Indenture, and the Resigning Trustee resigns as Trustee, Registrar, Paying Agent and Notes Custodian under the Indenture, (ii) CEOC accepts the resignation of the Resigning Trustee as Trustee, Registrar, Paying Agent, and Notes Custodian under the Indenture and appoints the Successor Trustee as Trustee, Registrar, Paying Agent and Notes Custodian, under the Indenture and (iii) the Successor Trustee accepts its appointment as Trustee, Registrar, Paying Agent and Notes Custodian under the Indenture and is vested with all the rights, powers, and trusts of the Resigning Trustee under the Indenture.

The foregoing description of the Instrument does not purport to be complete and is qualified in its entirety by reference to the text of the Instrument, which is filed as Exhibit 4.1 hereto, and is incorporated by reference herein.

Item 1.03 Bankruptcy or Receivership.

On January 15, 2015, CEOC and CEOC’s wholly owned subsidiaries listed on Exhibit 99.1 hereto (collectively, the “Filing Subsidiaries” and, together with CEOC, the “Debtors”), which is incorporated by reference herein, in accordance with the Third Amended and Restated Restructuring Support and Forbearance Agreement, dated as of January 14, 2015 (the “RSA”), among CEC, CEOC and holders of claims in respect of CEOC’s first lien notes, filed voluntary petitions (the “Bankruptcy Petitions”) for reorganization under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of Illinois (the “Court”). CEOC’s Chapter 11 case is being administered under the caption In re Caesars Entertainment Operating Company, Inc., et al., Case No. 15-01145. The Debtors have filed a motion with the Court seeking to jointly administer all of the Debtors’ Chapter 11 cases under the caption In re Caesars Entertainment Operating Company, Inc., et al. The Debtors will continue to operate their businesses as “debtors-in-possession” under the jurisdiction of the Court and in accordance with the applicable provisions of the Bankruptcy Code and orders of the Court. A copy of the RSA was filed as Exhibit 10.1 to CEOC’s Current Report on Form 8-K filed on January 14, 2015.

On January 15, 2015, CEOC issued a press release announcing the filing of the Chapter 11 cases. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 2.04 Triggering Events that Accelerate or Increase a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement.

The filing of the Bankruptcy Petitions described in Item 1.03 above constitutes an event of default that accelerated CEOC’s obligations under the following debt instruments (the “Debt Instruments”):

- Third Amended and Restated Credit Agreement, dated as of July 25, 2014 (as amended, modified, or supplemented from time to time, the “Credit Agreement”), by and among CEOC, as borrower, CEC, Credit Suisse AG, Cayman Islands Branch, as administrative and collateral agent, and the lenders that are parties thereto from time to time, with respect to the aggregate principal amount of approximately 5,354 million of CEOC’s indebtedness outstanding under the Credit Agreement;

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- Indenture, dated as of June 10, 2009 (as amended, modified, waived, and/or supplemented from time to time), by and among CEOC, CEC and UMB Bank, National Association, as successor trustee and any successors in such capacity (the “First Lien Notes Trustee”), with respect to an aggregate principal amount of \$2,095 million of CEOC’s 11 1/4 % Senior Secured Notes due 2017;
 - Indenture, dated as of February 14, 2012 (as amended, modified, waived, and/or supplemented from time to time), by and between CEOC, CEC and the First Lien Notes Trustee, with respect to an aggregate principal amount of \$1,250 million of CEOC’s 8 1/2 % Senior Secured Notes due 2020;
 - Indenture, dated as of August 22, 2012 (as amended, modified, waived, and/or supplemented from time to time), by and among the CEOC, CEC and the First Lien Notes Trustee, with respect to an aggregate principal amount of \$1,500 million of CEOC’s 9% Senior Secured Notes due 2020;
 - Indenture, dated as of February 15, 2013 (as amended, modified, waived, and/or supplemented from time to time), by and among the CEOC, CEC and the First Lien Notes Trustee, with respect to an aggregate principal amount of \$1,500 million of CEOC’s 9% Senior Secured Notes due 2020;
 - Indenture, dated as of April 16, 2010 (as amended, modified, waived, and/or supplemented from time to time, by and among the CEOC, CEC and BOKF, N.A., as successor trustee and any successors in such capacity, with respect to an aggregate principal amount of \$750 million of CEOC’s 12.75% Second-Priority Senior Secured Notes due 2018;
 - Indenture, dated as of December 24, 2008 (as amended, modified, waived, and/or supplemented from time to time, the “December 2008 Indenture”), by and among CEOC, CEC and Delaware Trust Company, as successor trustee and any successors in such capacity, with respect to an aggregate principal amount of approximately \$804 million of CEOC’s 10.00% Second-Priority Senior Secured Notes due 2018 and an aggregate principal amount of approximately \$4 million of CEOC’s 10.00% Second-Priority Senior Secured Notes due 2015;
 - Indenture, dated as of April 15, 2009 (as amended, modified, waived, and/or supplemented from time to time), by and among CEOC, CEC and Wilmington Savings Fund Society, FSB, as successor trustee and any successors in such capacity, with respect to an aggregate principal amount of approximately \$3,680 million of CEOC’s 10.00% Second-Priority Senior Secured Notes due 2018;
 - Indenture, dated as of February 1, 2008 (as amended, modified, waived, and/or supplemented from time to time), by and among CEOC, note guarantors party thereto, and U.S. Bank National Association, as trustee, with respect to an aggregate principal amount of approximately \$479 million of CEOC’s 10.75% Senior Notes due 2016;

- Indenture, dated as of June 9, 2006 (as amended, modified, waived, and/or supplemented from time to time), by and among CEOC, CEC and Law Debenture Trust Company of New York, as successor trustee and any successors in such capacity (the “Unsecured Notes Trustee”), with respect to an aggregate principal amount of approximately \$297 million of CEOC’s 6.50% Senior Notes due 2016; and
- Indenture, dated as of September 28, 2005 (as amended, modified, waived, and/or supplemented from time to time), by and among CEOC, CEC and the Unsecured Notes Trustee, with respect to an aggregate principal amount of approximately \$233 million of CEOC’s 5.75% Senior Notes due 2017.

The Debt Instruments provide that as a result of the Bankruptcy Petitions the principal and interest due thereunder shall be immediately due and payable. Any efforts to enforce such payment obligations under the Debt Instruments are automatically stayed as a result of the Bankruptcy Petitions, and the creditors’ rights of enforcement in respect of the Debt Instruments are subject to the applicable provisions of the Bankruptcy Code.

CEOC is reporting the outstanding principal amounts for the 10.00% Second-Priority Senior Secured Notes due 2018 and 10.00% Second-Priority Senior Secured Notes due 2015 giving effect to payments of approximately \$17.6 million to fund the payment of the redemption price of the required redemption as CEOC directed Delaware Trust Company, as paying agent under the December 2008 Indenture, on December 15, 2014. Delaware Trust Company, as trustee under the December 2008 Indenture, provided instructions to The Depository Trust Company with respect to the distribution of the funds in satisfaction of the redemption price inconsistent with both CEOC’s direction and the terms of December 2008 Indenture, as previously disclosed on CEOC’s Current Report on Form 8-K filed on December 17, 2014.

Item 7.01 Regulation FD Disclosure.

On January 15, 2015, CEOC announced that it is extending the period during which it is seeking consents from lenders under the Credit Agreement to support restructuring CEOC’s outstanding obligations and liabilities from 9:00 p.m., New York City time, on January 14, 2015, to 5:00 p.m., New York City time, on January 26, 2015.

The information set forth in this Item 7.01 of this Current Report on Form 8-K is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any of CEOC’s filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing. The filing of this Item 7.01 of this Current Report on Form 8-K shall not be deemed an admission as to the materiality of any information herein that is required to be disclosed solely by reason of Regulation FD.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
4.1	Instrument of Resignation, Appointment and Acceptance, dated as of January 13, 2015, among Caesars Entertainment Operating Company, Inc., Wilmington Savings Fund Society, FSB and BOKF, N.A., relating to the 12.75% Second-Priority Senior Secured Notes due 2018.
99.1	List of Filing Subsidiaries.
99.2	Text of press release, dated January 15, 2015.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CAESARS ENTERTAINMENT OPERATING COMPANY, INC.

Date: January 15, 2015

By: /s/ Scott E. Wiegand

Name: Scott E. Wiegand

Title: Senior Vice President, Deputy General Counsel and Corporate Secretary

EXHIBIT INDEX

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99.1	List of Filing Subsidiaries.
99.2	Text of press release, dated January 15, 2015.

INSTRUMENT OF RESIGNATION, APPOINTMENT AND ACCEPTANCE, dated as of January 13, 2015 (this “*Instrument*”), among CAESARS ENTERTAINMENT OPERATING COMPANY, INC. (f/k/a HARRAH’S OPERATING COMPANY, INC.), a corporation duly organized and existing under the laws of the State of Delaware, having its principal office at One Caesars Palace Drive, Las Vegas, Nevada 89101 (the “*Issuer*”), WILMINGTON SAVINGS FUND SOCIETY, FSB (“*WSFS*”), a federal savings bank duly organized and existing under the laws of the United States, having its corporate trust office at 500 Delaware Avenue, Wilmington, Delaware 19801, as resigning Trustee (the “*Resigning Trustee*”), and BOKF, N.A., a national banking association duly organized and existing under the laws of the United States of America, having its corporate trust office at One Williams Center, 10SW, Tulsa, OK 74103, as successor Trustee (the “*Successor Trustee*”).

RECITALS

WHEREAS, the Issuer, Caesars Entertainment Corporation, Inc. (f/k/a Harrah’s Entertainment, Inc.), as Parent Guarantor, and the Resigning Trustee (as successor in interest to U.S. Bank National Association (“*U.S. Bank*”)) are parties to that certain Indenture, dated as of April 16, 2010, as amended by the Supplemental Indenture, dated as of May 20, 2010 (as so amended, the “*Indenture*”), pursuant to which the Issuer issued 12.75% Second-Priority Senior Secured Notes due 2018 (the “*Notes*”);

WHEREAS, the Issuer appointed Resigning Trustee as Trustee, Registrar, Paying Agent and Notes Custodian with respect to the Global Notes under the Indenture;

WHEREAS, U.S. Bank resigned as Trustee, Registrar, Paying Agent, Collateral Agent and Notes Custodian with respect to the Global Notes and Resigning Trustee was appointed as successor in such capacities pursuant to an Instrument of Resignation, Appointment and Acceptance dated as of July 29, 2014 among the Issuer, the Resigning Trustee and U.S. Bank;

WHEREAS, Section 7.08(a) of the Indenture provides that the Trustee may resign at any time by notifying the Issuer;

WHEREAS, Section 7.08(c) of the Indenture provides that any successor Trustee appointed in accordance with the Indenture shall deliver a written acceptance of its appointment to the retiring Trustee and the Issuer, and thereupon the resignation of the predecessor Trustee shall become effective, and the successor Trustee shall have all the rights, powers and duties of the Trustee under the Indenture;

WHEREAS, the Resigning Trustee wishes to resign as Trustee, Registrar, Paying Agent and Notes Custodian with respect to the Global Notes under the Indenture and the Issuer wishes to appoint the Successor Trustee to succeed the Resigning Trustee as Trustee, Registrar, Paying Agent and Notes Custodian with respect to the Global Notes under the Indenture; and

WHEREAS, the Successor Trustee is willing to accept such appointment as successor Trustee, Registrar, Paying Agent and Notes Custodian with respect to the Global Notes under the Indenture.

NOW, THEREFORE, in consideration of the mutual covenants and promises herein, the receipt and sufficiency of which are hereby acknowledged, the Issuer, the Resigning Trustee and the Successor Trustee agree as follows:

ARTICLE ONE
THE RESIGNING TRUSTEE

Section 101. The Resigning Trustee hereby notifies the Issuer that the Resigning Trustee hereby resigns as Trustee, Registrar, Paying Agent and Notes Custodian with respect to the Global Notes under the Indenture. Pursuant to a Notice of Resignation dated October 24, 2014, the Resigning Trustee resigned as Trustee under the Indenture.

Section 102. The Resigning Trustee hereby represents and warrants to the Successor Trustee that:

(a) This Instrument has been duly authorized, executed and delivered on behalf of the Resigning Trustee.

(b) No covenant or condition contained in the Indenture has been waived by the Resigning Trustee or, to the knowledge of the Responsible Officers assigned to its corporate trust department, by the respective holders of the percentage in aggregate principal amount of the Notes required by the Indenture.

(c) There is no action, suit, or proceeding pending or, to the knowledge of the Responsible Officers assigned to its corporate trust department, threatened against the Resigning Trustee before any court or governmental authority arising out of any action or omission by the Resigning Trustee as Trustee under the Indenture.

(d) US\$750,000,000 aggregate principal amount of the Notes are outstanding as of the date of this Instrument and all interest due on the Notes has been paid to October 15, 2014; and

(e) To the best knowledge of the Responsible Officers assigned to its corporate trust department, the Resigning Trustee has lawfully discharged its duties as Trustee under the Indenture.

(f) Without independent investigation, to the best of the knowledge of the Responsible Officers of the Resigning Trustee, the Resigning Trustee has not received written notice from the Issuer or any holder that a Default or Event of Default has occurred and is continuing.

Section 103. Subject to the terms and limitations in this Instrument, the Resigning Trustee hereby assigns, transfers, delivers and confirms to the Successor Trustee all right, title and interest of the Resigning Trustee in its capacity as Trustee under the Indenture in and to the trust under the Indenture and all other the rights, powers and duties of the Resigning Trustee (except for past fees and expenses collected and/or accrued prior to the date hereof as addressed in Section 304 below) under the Indenture. The Resigning Trustee shall execute and deliver such further instruments and shall do such other things as the Issuer and/or the Successor Trustee may reasonably require so as to more fully and certainly vest and confirm in the Successor Trustee all the rights, powers and duties hereby assigned, transferred, delivered and confirmed to the Successor Trustee as successor Trustee, Registrar, Paying Agent and Notes Custodian with respect to the Global Notes.

Section 104. As of or promptly after the effective date of this Instrument, the Resigning Trustee shall deliver to the Successor Trustee the items listed on Exhibit A annexed hereto, to the extent the items are in the possession of the Resigning Trustee.

Section 105. The following actions involve WSFS in connection with that certain indenture dated as of April 15, 2009 under which the Issuer issued 10% Second-Priority Senior Secured Notes due 2018: (i) Wilmington Savings Fund Society, FSB, solely in its capacity as successor Indenture Trustee for the 10% Second-Priority Senior Secured Notes due 2018, v. Caesars Entertainment Corporation, et al., in the Court of Chancery of the State of Delaware, Case No. 10004-VCG and (ii) Caesars Entertainment Operating Company, Inc. and Caesars Entertainment Corporation v. Wilmington Savings Fund Society, FSB, et al., in the Supreme Court of the State of New York, County of New York, Index No. 652392/2014. WSFS, as trustee under the Indenture, is not a party to the actions referred to in the preceding sentence.

Section 106. Delaware Trust Company currently acts as Collateral Agent under the Indenture.

ARTICLE TWO THE ISSUER

Section 201. The Issuer hereby certifies that the Issuer is, and the officer of the Issuer who has executed this Instrument is, duly authorized to: (a) accept the Resigning Trustee's resignation as Trustee, Registrar, Paying Agent and Notes Custodian with respect to the Global Notes under the Indenture, and (b) appoint the Successor Trustee as successor Trustee, Registrar, Paying Agent and Notes Custodian with respect to the Global Notes under the Indenture.

Section 202. The Issuer hereby accepts the resignation of the Resigning Trustee as Trustee, Registrar, Paying Agent and Notes Custodian with respect to the Global Notes under the Indenture. The Issuer hereby appoints the Successor Trustee as successor Trustee, Registrar, Paying Agent and Notes Custodian with respect to the Global Notes under the Indenture and confirms to the Successor Trustee all the rights, powers and duties of the Resigning Trustee under the Indenture. The Issuer shall execute and deliver such further instruments and shall do such other things as the Successor Trustee may reasonably require so as to more fully and certainly vest in and confirm to the Successor Trustee all the rights, powers, and duties hereby assigned, transferred, delivered and confirmed to the Successor Trustee.

Section 203. The Issuer hereby represents and warrants to the Successor Trustee that:

- (a) It is a corporation duly incorporated and existing pursuant to the laws of the State of Delaware.
- (b) The Indenture and Security Documents were validly and lawfully executed and delivered by the Issuer and are in full force and effect.
- (c) The Indenture, the Security Documents and the Notes are binding obligations of the Issuer.
- (d) This Instrument has been duly authorized, executed and delivered on behalf of the Issuer.

ARTICLE THREE
THE SUCCESSOR TRUSTEE

Section 301. The Successor Trustee hereby represents and warrants to the Resigning Trustee and the Issuer that:

- (a) The Successor Trustee is eligible and qualified under the Indenture to act as Trustee under the Indenture.
- (b) This Instrument has been duly authorized, executed and delivered on behalf of the Successor Trustee and constitute its legal, valid and binding obligation, enforceable in accordance with its terms.

Section 302. Pursuant to Section 7.08(c) of the Indenture, the Successor Trustee hereby accepts its appointment as Trustee, Registrar, Paying Agent and Notes Custodian with respect to the Global Notes under the Indenture and shall hereby be vested with all the rights, powers and duties of the Resigning Trustee under the Indenture. The Successor Trustee does not hereby assume any liability of the Resigning Trustee arising out of any breach by the Resigning Trustee in the performance or non-performance of the Resigning Trustee's duties as Trustee under the Indenture.

Section 303. Promptly after the execution and delivery of this Instrument, the Successor Trustee shall cause a notice, substantially in the form of Exhibit B annexed hereto, to be sent to each holder of the Notes in accordance with the Indenture.

Section 304. Notwithstanding this Instrument and the resignation of the Resigning Trustee, the Resigning Trustee shall retain all rights and entitlements relating to its service as Trustee and Collateral Agent under the Indenture and the Security Documents arising or accruing on or before the effective date of this Instrument, including without limitation, all

entitlements to the payment of its fees and reimbursement of its expenses, regardless of when such amounts become payable or are paid. The Resigning Trustee hereby notifies the Issuer and the Successor Trustee that, as of the date of this Instrument, there are outstanding fees and expenses of the Resigning Trustee and of U.S. Bank, as predecessor trustee, in connection with the Indenture. In the event and to the extent the Successor Trustee shall exercise its right to priority of payment or any Lien upon the distributions to holders of the Notes or otherwise becomes entitled to receive payment of funds subject to Section 7.07 of the Indenture, or payment otherwise of any fees and expenses as Trustee under the Indenture for any reason, it shall do so for both its own fees and expenses and the outstanding fees and expenses of the Resigning Trustee, incurred in connection with its duties under the Indenture or the Security Documents prior to the effective date of this Instrument, and any subsequent transitional services requested by the Successor Trustee from the Resigning Trustee after the effective date of this Instrument. The fees, costs, expenses and indemnification of the Resigning Trustee shall at all times rank *pari passu* with those of the Successor Trustee without any preference between themselves. To the extent the Resigning Trustee receives funds from the Issuer, other than for payment of the Resigning Trustee's fees and expenses, it agrees to hold those funds as agent for the Successor Trustee and promptly pay over such funds to the Successor Trustee.

ARTICLE FOUR MISCELLANEOUS

Section 401. Except as otherwise expressly provided or unless the context otherwise requires, all capitalized terms used herein which are defined in the Indenture shall have the meanings assigned to them in the Indenture.

Section 402. This Instrument and the resignation, appointment and acceptance effected hereby shall be effective as of the close of business on the date first above written, upon the execution and delivery hereof by each of the parties hereto; provided, however, that the resignation of the Resigning Trustee as Registrar, Paying Agent and Notes Custodian with respect to the Global Notes and appointment of the Successor Trustee as Registrar, Paying Agent and Notes Custodian with respect to the Global Notes shall be effective as of the close of business 10 Business Days after the date first written above.

Section 403. Notwithstanding the resignation of the Resigning Trustee effected hereby, the Issuer shall remain obligated under Section 7.07 of the Indenture and Section 7.06 of the Collateral Agreement to compensate, reimburse and indemnify the Resigning Trustee in connection with its prior and transitional service under the Indenture as Trustee and Collateral Agent to the same extent as if no resignation shall have occurred. The Issuer acknowledges and affirms its obligations to the Successor Trustee as set forth in Section 7.07 of the Indenture and Section 7.06 of the Collateral Agreement. The Issuer shall promptly pay the fees and expenses of the Resigning Trustee and the Successor Trustee and their professionals to the extent provided by the Indenture and the Security Documents.

Section 404. This Instrument shall be governed by and construed in accordance with the laws of the State of New York, without regard to principles of conflicts of law.

Section 405. Nothing in this Instrument shall impose any duty upon the Resigning Trustee to disclose any communications, information or materials subject to the attorney client privilege, work product doctrine or any confidentiality agreement to the Successor Trustee or any other person or entity.

Section 406. This Instrument may be executed in any number of PDF or facsimile counterparts, each of which shall be deemed an original but such counterparts shall together constitute but one and the same instrument.

Section 407. All notices will be deemed duly given if in writing and delivered in person or by first class mail (registered or certified, return receipt requested), facsimile transmission or overnight air courier, pursuant to the following instructions:

TO THE RESIGNING TRUSTEE:

Wilmington Savings Fund Society, FSB
500 Delaware Avenue
Wilmington, DE 19801
Telephone: (302) 888-7420
Facsimile: (302) 421-9137
Attn: Patrick J. Healy, VP and Director

TO THE SUCCESSOR TRUSTEE:

BOKF, N.A.
One Williams Center, 10SW
Tulsa, OK 74103
Direct Dial: (918) 588-6728
Facsimile: (918) 588-6083
Attn: Marrien Neilson, Senior Vice President

TO THE ISSUER:

Caesars Entertainment Operating Company, Inc.
One Caesars Palace Drive
Las Vegas, Nevada 89101-8969
Telephone: (702) 407-6000
Facsimile: (702) 407-6418
Attn: General Counsel

[**Remainder of page intentionally left blank**]

IN WITNESS WHEREOF, the parties hereto have caused this Instrument of Resignation, Appointment and Acceptance to be duly executed as of the day and year first above written.

**CAESARS ENTERTAINMENT OPERATING
COMPANY, INC. , as Issuer**

By /s/ Mary E. Higgins

Name: Mary E. Higgins

Title: Chief Financial Officer

**WILMINGTON SAVINGS FUND SOCIETY, FSB ,
as Resigning Trustee**

By /s/ Patrick J. Healy

Name: Patrick J. Healy

Title: Vice President

BOKF, N.A. , as Successor Trustee

By /s/ Marrien Neilson

Name: Marrien Neilson

Title: Senior Vice President

EXHIBIT A

Documents to be delivered to the Successor Trustee:

1. Executed copies of the Indenture and Security Documents.
2. such other nonconfidential, unprivileged documents currently in the possession of the Resigning Trustee as the Successor Trustee may reasonably request in order to transfer the appointment to it.

EXHIBIT B

[Successor Trustee letterhead]

NOTICE

To the Holders of Caesars Entertainment Operating Company, Inc. (f/k/a Harrah's Operating Company, Inc.), a Delaware corporation (the "**Issuer**") 12.75% Second-Priority Senior Secured Notes due 2018 (the "**Notes**"):

NOTICE IS HEREBY GIVEN, pursuant to Section 7.08(c) of the Indenture (as amended or supplemented, the "**Indenture**"), dated as of April 16, 2010, among the Issuer, Caesars Entertainment Corporation (f/k/a Harrah's Entertainment, Inc.), a Delaware corporation, as Parent Guarantor, and Wilmington Savings Fund Society, FSB ("**WSFS**"), as Trustee, that WSFS has resigned as Trustee, Registrar, Paying Agent and Notes Custodian under the Indenture. Capitalized terms used and not defined herein have the meanings assigned to such terms in the Indenture.

Pursuant to the Indenture, the Issuer has appointed BOKF, N.A. as successor Trustee, Registrar, Paying Agent and Notes Custodian under the Indenture, which appointment has been accepted and has become effective. The address of BOKF, N.A. is One Williams Center, 10SW, Tulsa, OK 74103, Attn: Marrien Neilson.

Dated: [DATE]

BOKF, N.A., as successor Trustee

List of Filing Subsidiaries

<u>Name</u>	<u>Jurisdiction of Formation</u>
190 Flamingo, LLC	Nevada
3535 LV Corp. (f/k/a Harrah's Imperial Palace)	Nevada
3535 LV Parent, LLC	Delaware
AJP Holdings, LLC	Delaware
AJP Parent, LLC	Delaware
B I Gaming Corporation	Nevada
Bally's Midwest Casino, Inc.	Delaware
Bally's Park Place, Inc.	New Jersey
Bally's Las Vegas Manager, LLC	Delaware
Benco, Inc.	Nevada
Biloxi Hammond, LLC	Delaware
Biloxi Village Walk Development, LLC	Delaware
BL Development Corp.	Minnesota
Boardwalk Regency Corporation	New Jersey
BPP Providence Acquisition Company, LLC	Delaware
Caesars Air, LLC	Delaware
Caesars Baltimore Acquisition Company, LLC	Delaware
Caesars Baltimore Development Company, LLC	Delaware
Caesars Baltimore Management Company, LLC	Delaware
Caesars Entertainment Canada Holding, Inc.	Nevada
Caesars Entertainment Finance Corp.	Nevada
Caesars Entertainment Golf, Inc.	Nevada
Caesars Entertainment Retail, Inc.	Nevada
Caesars Entertainment Windsor Limited (f/k/a Caesars Entertainment Windsor Holding, Inc.)	Canada
Caesars Escrow Corporation (f/k/a Harrah's Escrow Corporation)	Delaware
Caesars India Sponsor Company, LLC	Nevada
Caesars License Company, LLC (f/k/a Harrah's License Company, LLC)	Nevada
Caesars Marketing Services Corporation (f/k/a Harrah's Marketing Services Corporation)	Nevada
Caesars Massachusetts Acquisition Company, LLC	Delaware
Caesars Massachusetts Development Company, LLC	Delaware
Caesars Massachusetts Investment Company, LLC	Delaware
Caesars Massachusetts Management Company, LLC	Delaware
Caesars New Jersey, Inc.	New Jersey
Caesars Ohio Acquisition, LLC	Delaware
Caesars Ohio Investment, LLC	Delaware
Caesars Operating Escrow LLC (f/k/a Harrah's Operating Escrow LLC)	Delaware
Caesars Palace Corporation	Delaware
Caesars Palace Realty Corporation	Nevada
Caesars Palace Sports Promotions, Inc.	Nevada
Caesars Riverboat Casino, LLC	Indiana
Caesars Trex, Inc.	Delaware
Caesars United Kingdom, Inc.	Nevada
Caesars World Marketing Corporation	New Jersey
Caesars World Merchandising, Inc.	Nevada
Caesars World, Inc.	Florida
California Clearing Corporation	California
Casino Computer Programming, Inc.	Indiana
CG Services, LLC	Delaware
Chester Facility Holding Company, LLC	Delaware

Name	Jurisdiction of Formation
Christian County Land Acquisition Company, LLC	Delaware
Consolidated Supplies, Services and Systems	Nevada
Corner Investment Company Newco, LLC	Delaware
Cromwell Manager, LLC	Delaware
CZL Development Company, LLC	Delaware
CZL Management Company, LLC	Delaware
DCH Exchange, LLC	Nevada
DCH Lender, LLC	Nevada
Des Plaines Development Limited Partnership	Delaware
Desert Palace, Inc.	Nevada
Durante Holdings, LLC	Nevada
East Beach Development Corporation	Mississippi
FHR Corporation	Nevada
FHR Parent, LLC	Delaware
Flamingo-Laughlin Parent, LLC	Delaware
Flamingo-Laughlin, Inc. (f/k/a Flamingo Hilton-Laughlin, Inc.)	Nevada
GCA Acquisition Subsidiary, Inc.	Minnesota
GNOC, Corp.	New Jersey
Grand Casinos of Biloxi, LLC (f/k/a Grand Casinos of Mississippi, Inc.—Biloxi)	Minnesota
Grand Casinos of Mississippi, LLC—Gulfport	Mississippi
Grand Casinos, Inc.	Minnesota
Grand Media Buying, Inc.	Minnesota
Harrah South Shore Corporation	California
Harrah's Arizona Corporation	Nevada
Harrah's Bossier City Investment Company, L.L.C.	Louisiana
Harrah's Bossier City Management Company, LLC	Nevada
Harrah's Chester Downs Investment Company, LLC	Delaware
Harrah's Chester Downs Management Company, LLC	Nevada
Harrah's Illinois Corporation	Nevada
Harrah's Interactive Investment Company	Nevada
Harrah's International Holding Company, Inc.	Delaware
Harrah's Investments, Inc. (f/k/a Harrah's Wheeling Corporation)	Nevada
Harrah's Iowa Arena Management, LLC	Delaware
Harrah's Management Company	Nevada
Harrah's Maryland Heights Operating Company	Nevada
Harrah's MH Project, LLC	Delaware
Harrah's NC Casino Company, LLC	North Carolina
Harrah's New Orleans Management Company	Nevada
Harrah's North Kansas City LLC (f/k/a Harrah's North Kansas City Corporation)	Missouri
Harrah's Operating Company Memphis, LLC	Delaware
Harrah's Pittsburgh Management Company	Nevada
Harrah's Reno Holding Company, Inc.	Nevada
Harrah's Shreveport Investment Company, LLC	Nevada
Harrah's Shreveport Management Company, LLC	Nevada
Harrah's Shreveport/Bossier City Holding Company, LLC	Delaware
Harrah's Shreveport/Bossier City Investment Company, LLC	Delaware
Harrah's Southwest Michigan Casino Corporation	Nevada
Harrah's Travel, Inc.	Nevada
Harrah's West Warwick Gaming Company, LLC	Delaware
Harveys BR Management Company, Inc.	Nevada
Harveys C.C. Management Company, Inc.	Nevada
Harveys Iowa Management Company, Inc.	Nevada
Harveys Tahoe Management Company, Inc.	Nevada
H-BAY, LLC	Nevada

<u>Name</u>	<u>Jurisdiction of Formation</u>
HBR Realty Company, Inc.	Nevada
HCAL, LLC	Nevada
HCR Services Company, Inc.	Nevada
HEI Holding Company One, Inc.	Nevada
HEI Holding Company Two, Inc.	Nevada
HHLV Management Company, LLC	Nevada
HIE Holdings Topco, Inc.	Delaware
Hole in the Wall, LLC	Nevada
Horseshoe Cincinnati Management, LLC	Delaware
Horseshoe Cleveland Management, LLC	Delaware
Horseshoe Entertainment	Louisiana
Horseshoe Gaming Holding, LLC	Delaware
Horseshoe GP, LLC	Nevada
Horseshoe Hammond, LLC	Indiana
Horseshoe Ohio Development, LLC	Delaware
Horseshoe Shreveport, L.L.C.	Louisiana
HTM Holding, Inc.	Nevada
JCC Holding Company II Newco, LLC	Delaware
Koval Holdings Company, LLC	Delaware
Koval Investment Company, LLC	Nevada
Las Vegas Golf Management, LLC	Nevada
Las Vegas Resort Development, Inc.	Nevada
Laundry Parent, LLC	Delaware
LVH Corporation	Nevada
LVH Parent, LLC	Delaware
Martial Development Corp.	New Jersey
Nevada Marketing, LLC	Nevada
New Gaming Capital Partnership	Nevada
Ocean Showboat, Inc.	New Jersey
Octavius Linq Holding Co., LLC	Delaware
Parball Corporation	Nevada
Parball Parent, LLC	Delaware
PH Employees Parent LLC	Delaware
PHW Investments, LLC	Delaware
PHW Las Vegas, LLC	Nevada
PHW Manager, LLC	Nevada
Players Bluegrass Downs, Inc.	Kentucky
Players Development, Inc.	Nevada
Players Holding, LLC	Nevada
Players International, LLC	Nevada
Players LC, LLC	Nevada
Players Maryland Heights Nevada, LLC	Nevada
Players Resources, Inc.	Nevada
Players Riverboat II, LLC	Louisiana
Players Riverboat Management, LLC	Nevada
Players Riverboat, LLC	Nevada
Players Services, Inc.	New Jersey
Reno Crossroads LLC	Delaware
Reno Projects, Inc.	Nevada
Rio Development Company, Inc.	Nevada
Robinson Property Group Corp.	Mississippi
Roman Entertainment Corporation of Indiana	Indiana
Roman Holding Corporation of Indiana	Indiana

<u>Name</u>	<u>Jurisdiction of Formation</u>
Showboat Atlantic City Mezz 1, LLC	Delaware
Showboat Atlantic City Mezz 2, LLC	Delaware
Showboat Atlantic City Mezz 3, LLC	Delaware
Showboat Atlantic City Mezz 4, LLC	Delaware
Showboat Atlantic City Mezz 5, LLC	Delaware
Showboat Atlantic City Mezz 6, LLC	Delaware
Showboat Atlantic City Mezz 7, LLC	Delaware
Showboat Atlantic City Mezz 8, LLC	Delaware
Showboat Atlantic City Mezz 9, LLC	Delaware
Showboat Atlantic City Operating Company, LLC	New Jersey
Showboat Atlantic City Propco, LLC	Delaware
Showboat Holding, Inc.	Nevada
Southern Illinois Riverboat/Casino Cruises, Inc.	Illinois
Tahoe Garage Propco, LLC	Delaware
The Quad Manager, LLC	Delaware
Thistledown Management, LLC	Delaware
TRB Flamingo, LLC	Nevada
Trigger Real Estate Corporation	Nevada
Tunica Roadhouse Corporation (f/k/a Sheraton Tunica Corporation)	Delaware
Village Walk Construction, LLC	Delaware
Winnick Holdings, LLC	Delaware
Winnick Parent, LLC	Delaware

FOR IMMEDIATE RELEASE



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**Caesars Entertainment Operating Co. Commences Voluntary Chapter 11 Reorganization
 to Implement Previously Announced Financial Restructuring Plan**

Restructuring Agreement Supported by More than 80% of First-Lien Noteholders

All Properties Open for Business and Operating Normally

Caesars Entertainment, Caesars Acquisition Company and Caesars Entertainment Resort Properties Not Part of the Filing

LAS VEGAS, January 15, 2015 — Caesars Entertainment Operating Company, Inc. (“CEOC”), a subsidiary of Caesars Entertainment Corporation (“Caesars Entertainment”) (Nasdaq: CZR), today announced that it is moving forward to implement its previously announced financial restructuring plan. The plan, which has received support from more than 80% of first-lien noteholders, is intended to significantly reduce long-term debt and annual interest payments, while providing for significant recoveries for creditors and ensuring no interruption of operations across the company’s network of properties.

To implement the balance sheet deleveraging, CEOC and certain of its U.S. subsidiaries have voluntarily filed for reorganization under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Illinois in Chicago. All Caesars Entertainment properties, including those owned by CEOC, are open for business and are continuing to operate in the ordinary course. All properties are continuing to host meetings and events and provide the facilities, amenities and experiences that guests expect. The entertainers who perform at Caesars properties will continue to do so on their ordinary schedule. Caesars Entertainment, Caesars Entertainment Resort Properties and Caesars Growth Partners, which are separate entities with independent capital structures, have not filed for bankruptcy relief.

“Today, with the overwhelming support of our first-lien bondholders, we are moving forward to implement our previously announced restructuring plan, which is intended to strengthen CEOC’s

financial condition and significantly reduce debt,” said Gary Loveman, Chairman of CEOC. “We believe this restructuring is in the best interests of all of CEOC’s stakeholders and will result in a sustainable capital structure for CEOC and value creation for all stakeholders. The restructuring of CEOC is the culmination of a years-long effort to improve the health of CEOC’s balance sheet, which has included substantial investment in new and upgraded assets, especially in Las Vegas. I am very confident in the future prospects of our enterprise, which will combine an improved capital structure with a network of profitable properties.”

Loveman added: “The properties across the entire Caesars Entertainment network are open and will operate without interruption throughout CEOC’s reorganization process. Our guests will continue to earn benefits through the Total Rewards loyalty program, and our team remains entirely focused on delivering the same outstanding service and unforgettable entertainment experiences guests have come to expect from Caesars Entertainment. Going forward, we will continue to develop and deliver new, innovative hospitality experiences to our guests.”

CEOC has filed, and expects to obtain approval for, various customary First Day Motions in the bankruptcy court in support of its financial restructuring. CEOC intends to pay suppliers in full under normal terms for goods and services provided on or after the filing date of January 15, 2015. Vendors and suppliers who work with affiliated entities that have not filed Chapter 11 petitions, including Caesars Entertainment, Caesars Growth Partners and Caesars Entertainment Resort Properties, will not be impacted.

Restructuring Details

As previously disclosed, under the terms of the proposed financial restructuring, CEOC will convert its corporate structure by separating virtually all of its U.S.-based gaming operating assets and real property assets into two companies: an operating entity (“OpCo”) and a newly formed, publicly-traded real estate investment trust (“REIT”) that will directly or indirectly own a newly formed property company (“PropCo”).

The proposed transactions would reduce CEOC’s debt by approximately \$10 billion, providing for the exchange of approximately \$18.4 billion of outstanding debt for \$8.6 billion of new debt. Annual interest expense would be reduced by approximately 75%, from approximately \$1.7 billion to approximately \$450 million. PropCo would lease its real property assets to OpCo in exchange for annual lease payments of \$635 million, subject to certain adjustments, with the lease payments guaranteed by Caesars Entertainment.

Under the proposed plan, Caesars Entertainment will make substantial cash and other contributions to support the restructuring. The completion of the previously announced merger of Caesars Entertainment and Caesars Acquisition Company will allow Caesars Entertainment to make these contributions without the need for any significant outside financing. The merged company will be in a strong position to serve as a guarantor for the lease payments OpCo will make to PropCo. Following the merger and the restructuring, OpCo will have sufficient cash to support its operations and obligations.

The restructuring is conditioned upon the release of all pending and potential litigation claims against Caesars Entertainment, Caesars Acquisition Company and related parties. The proposed restructuring plan remains subject to approval by the Bankruptcy Court and the receipt of required gaming regulatory approvals.

Chief Restructuring Officer Appointed

Randall S. Eisenberg, a managing director at AlixPartners, has been named Chief Restructuring Officer of CEOC. In this role, Eisenberg will oversee the Chapter 11 cases and implementation of the restructuring transactions at the operational level.

CEOC's legal advisor for the Chapter 11 proceedings is Kirkland & Ellis LLP. Perella Weinberg Partners serves as financial advisor to CEOC and AlixPartners is restructuring advisor. Paul, Weiss, Rifkind, Wharton & Garrison LLP is counsel to Caesars Entertainment and Blackstone Advisory Partners, LP is financial advisor to Caesars Entertainment.

CEOC has established a dedicated website, www.ceocrestructuring.com, for stakeholders to access current information about the restructuring. Court documents pertaining to the Chapter 11 proceedings can be accessed directly through the Claims Agent website, <http://cases.primeclerk.com/ceoc>. Suppliers with inquiries can call 844-762-0752 (*weekdays, from 6 a.m. to 6 p.m. Pacific Time*) for assistance.

About Caesars Entertainment Operating Company Inc.

Caesars Entertainment Operating Company, Inc. ("CEOC"), a majority owned subsidiary of Caesars Entertainment Corporation, provides casino entertainment services and owns, operates or manages 44 gaming and resort properties in 13 states of the United States and in five countries primarily under the Caesars, Harrah's and Horseshoe brand names. CEOC is focused on building customer loyalty through providing its guests with a combination of great service, excellent products, unsurpassed distribution, operational excellence and technology leadership as well as all the advantages of the Total Rewards program. CEOC also is committed to environmental sustainability and energy conservation, and recognizes the importance of being a responsible steward of the environment.

About Caesars Entertainment

Caesars Entertainment Corporation (CEC) is the world's most diversified casino-entertainment provider and the most geographically diverse U.S. casino-entertainment company. CEC is mainly comprised of the following three entities: the majority owned operating subsidiary Caesars Entertainment Operating Company, wholly owned Caesars Entertainment Resort Properties and Caesars Growth Properties, in which we hold a variable economic interest. Since its beginning in Reno, Nevada, 75 years ago, CEC has grown through development of new resorts, expansions and acquisitions and its portfolio of subsidiaries now operate 50 casinos in 13 U.S. states and five countries. The Company's resorts operate primarily under the Caesars[®], Harrah's[®] and Horseshoe[®] brand names. CEC's portfolio also includes the London Clubs International family of casinos. CEC is focused on building loyalty and value with its guests through a unique combination of great service, excellent products, unsurpassed distribution, operational excellence and technology leadership. The Company is committed to environmental sustainability and energy conservation and recognizes the importance of being a responsible steward of the environment. For more information, please visit www.caesars.com.

Forward Looking Information

This release includes "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. You can identify these statements by

the fact that they do not relate strictly to historical or current facts. These statements contain words such as “may,” “will,” “expect,” “believe,” “would,” “estimate,” “continue,” or “future,” or the negative or other variations thereof or comparable terminology. In particular, they include statements relating to, among other things, the proposed restructuring of CEOC and future outcomes. These forward-looking statements are based on current expectations and projections about future events.

Investors are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties that cannot be predicted or quantified, and, consequently, actual results may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, the following factors, and other factors described from time to time in the Company’s reports filed with the Securities and Exchange Commission (including the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained therein):

- the ability to retain key employees during CEOC’s restructuring;
- the effects of CEOC’s bankruptcy filing on Caesars Entertainment and its subsidiaries and affiliates, and the interests of various creditors, equity holders and other constituents;
- the event that the restructuring of CEOC may not be consummated in accordance with its terms, or persons not party to the agreement described in this release may successfully challenge the implementation thereof;
- the effects of the bankruptcy court rulings in the Chapter 11 case and the outcome of such cases in general;
- the length of time CEOC will operate in the Chapter 11 cases or CEOC’s ability to comply with the milestones provided by the restructuring support agreement;
- risks associated with third party motions in the Chapter 11 cases, which may hinder or delay CEOC’s ability to consummate its restructuring plan as contemplated by the restructuring support agreement;
- the potential adverse effects of Chapter 11 proceedings on Caesars Entertainment’s liquidity or results of operations;
- the impact of CEOC’s substantial indebtedness and the restrictions in CEOC’s debt agreements that might limit CEOC’s ability to negotiate and complete its restructuring;
- litigation outcomes and judicial and governmental body actions, including gaming legislative action, referenda, regulatory disciplinary actions, and fines and taxation, including but not limited to, the assertion and outcome of litigation or other claims that may be brought against Caesars Entertainment and CEOC by certain creditors, some of whom have notified Caesars Entertainment and CEOC of their objection to various transactions undertaken by Caesars Entertainment and CEOC in 2013 and 2014;
- CEOC’s significant liquidity requirements and substantial levels of indebtedness;
- increased costs of financing, a reduction in the availability of financing and fluctuations in interest rates in connection with CEOC’s restructuring;
- economic, business, competitive, and/or regulatory factors affecting the businesses of Caesars Entertainment and its subsidiaries generally;
- the effects of local and national economic, credit and capital market conditions on the economy in general, and on the gaming industry in particular;
- changes in laws, including increased tax rates, smoking bans, regulations or accounting standards, third-party relations and approvals, and decisions, disciplines, and fines of courts, regulators, and governmental bodies;

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- the effects of competition, including locations of competitors, competition for new licenses and operating and market competition;
 - abnormal gaming holds (“gaming hold” is the amount of money that is retained by the casino from wagers by customers);
 - construction factors, including delays, increased costs of labor and materials, availability of labor and materials, zoning issues, environmental restrictions, soil and water conditions, weather and other hazards, site access matters, and building permit issues;
 - access to insurance on reasonable terms for Caesars Entertainment and CEOC’s assets; and
 - the impact, if any, of unfunded pension benefits under multi-employer pension plans.

Any forward-looking statements are made pursuant to the Private Securities Litigation Reform Act of 1995 and, as such, speak only as of the date made. Caesars disclaims any obligation to update the forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date stated or, if no date is stated, as of the date of this filing.

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