

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	
)	Chapter 11
)	
CAESARS ENTERTAINMENT OPERATING)	Case No. 15-01145 (ABG)
COMPANY, INC., <i>et al.</i> ,)	
)	(Jointly Administered)
Debtors.)	

FIRST LIEN NOTES’ LIMITED OBJECTION TO DEBTORS’ MOTION TO EXTEND EXCLUSIVITY

The Ad Hoc Committee of First Lien Noteholders (the “First Lien Notes Committee”) and UMB Bank, N.A., solely in its capacity as successor indenture trustee for the First Lien Notes (the “First Lien Notes Trustee,” and collectively, the “First Lien Notes Parties”), hereby jointly submit this limited objection (the “Limited Objection”) to the above-captioned debtors’ (the “Debtors”) motion for an order extending the exclusive periods to file a chapter 11 plan and solicit acceptances thereof (the “Motion”) [Dkt. No. 1173]. In support of this Limited Objection, the First Lien Notes Parties respectfully submit as follows:¹

LIMITED OBJECTION²

1. The First Lien Notes Parties believe that an extension of exclusivity of some limited duration is warranted given the nature and complexity of these cases. However, for the reasons set forth below, the First Lien Notes Parties submit that granting an extension of four months – rather than the Debtors’ requested six months – will promote an efficient resolution of

¹ The First Lien Notes Committee consists of institutions that, directly or through managed funds and/or accounts, are the beneficial holders of more than \$3.4 billion of senior secured first lien notes (“First Lien Notes”) issued by Caesars Entertainment Operating Company, Inc. (“CEOC”) (*see* Rule 2019 Statement at Dkt. No. 632). The First Lien Notes Trustee represents the interests of holders of \$6.345 billion in total principal amount of First Lien Notes.

² Capitalized terms not defined herein have the meanings set forth in the Motion.

these cases while still affording the Debtors the necessary breathing-room in which to build additional consensus on a plan of reorganization. Such an extension should be without prejudice to the ability of the Debtors, or any other party-in-interest, to seek to increase or reduce such extension for cause in accordance with section 1121(d)(1) of the Bankruptcy Code.

2. Section 1121(d)(1) of the Bankruptcy Code permits a court to reduce or increase the prescribed periods in which a debtor exclusively may file a plan of reorganization and solicit acceptances of that plan upon a showing of cause. 11 U.S.C. § 1121(d)(1). The moving party – in this case the Debtors – bears the burden of showing that such cause exists. *See, e.g., In re Borders Grp., Inc.*, 460 B.R. 818, 821 (Bankr. S.D.N.Y. 2011). In considering whether cause exists, courts have considered, among other things, the “size and complexity of the case” and “whether the debtor has made progress in negotiations with its creditors.” *Id.* at 822 (citing *In re Adelpia Commc’ns Corp.*, 352 B.R. 578, 587 (Bankr. S.D.N.Y. 2006)).

3. The First Lien Notes Parties believe that cause can be shown to grant some extension of exclusivity in these cases. These cases are certainly large and highly complex, and, as discussed below, the Debtors have shown some progress in their negotiations with creditors. Moreover, these cases began with weeks of uncertainty as to the venue in which they would proceed, and, to date, even the retention of the Debtors’ proposed counsel has not yet been approved. Accordingly, it is appropriate for the Debtors to have some additional time to continue to work towards a consensual resolution that will maximize value for all constituencies.

4. Granting an extension of exclusivity is also consistent with this Court’s practice in numerous other cases. As a general matter, this Court has afforded chapter 11 debtors who seek an extension of exclusivity an additional one to three months on an initial basis. *See, e.g., In re FOT Residences II, LLC*, No. 12-49578 (Bankr. N.D. Ill. Apr. 22, 2013) [Dkt. No. 57] (granting

90 day extension); *In re The C.P. Hall Co.*, No. 11-26443 (Bankr. N.D. Ill. Oct. 19, 2011) [Dkt. No. 29] (60 days); *In re ALT Hotel, LLC*, No. 11-19401 (Bankr. N.D. Ill. Sep. 7, 2011) [Dkt. No. 116] (91 days); *In re Time Props., Inc.*, No. 10-27236 (Bankr. N.D. Ill. Oct. 6, 2010) [Dkt. No. 101] (45 days); *In re Arlington Hospitality, Inc.*, No. 05-34885 (Bankr. N.D. Ill. Dec. 21, 2005) [Dkt. No. 510] (30 days). On rarer occasions, this Court has granted initial exclusivity extensions of up to four months – though, to the First Lien Notes Parties’ knowledge, it has never granted a longer extension. *See, e.g., In re R&G Props.*, No. 09-37463 (Bankr. N.D. Ill. Feb. 1, 2010) [Dkt. No. 196] (granting 120 day extension).

5. That the Debtors have already filed a plan and proposed disclosure statement in these cases [Dkt. Nos. 555 and 556] (thus making the Solicitation Exclusivity Period the only practically relevant period for purposes of the Motion) evidences the significant progress the Debtors have made with creditors to date. This plan is the result of six months of extensive negotiations among the Debtors, their equity sponsors, and certain holders of the First Lien Notes. Those negotiations culminated in the execution of a restructuring support agreement (the “RSA”) in December 2014 – an agreement that is supported by approximately 45 institutions holding 80% of the First Lien Notes, including all of the members of the First Lien Notes Committee.³

6. The RSA and the plan contemplated thereby provide the framework and a reasonable timetable for the Debtors to effectuate a comprehensive restructuring of their balance sheets, while affording all parties-in-interest extensive opportunities to negotiate their treatment under the plan of reorganization. An examiner has already been appointed and is initiating an investigation into, among other things, pre-petition affiliate transactions and estate claims and

³ The First Lien Notes Trustee is not a party to the RSA.

causes of action. The examiner has worked with the parties-in-interest to develop a discovery protocol that will provide representatives of creditor constituencies immediate access to any documents provided to the examiner. This process was designed to allow all parties to stay informed as the investigation is proceeding and should provide an opportunity for parties to make serious progress towards a fully negotiated plan before the investigation concludes. In fact, the pendency of the investigation should be a catalyst for all parties to negotiate in earnest during this time, and there is no reason why significant advances over the terms of the plan cannot be made between now and the fall of 2015. In the event that significant progress is not made by the fall of 2015, however, it may be appropriate at that juncture for other parties-in-interest, including the holders of the First Lien Notes, to explore restructuring alternatives, including but not limited to a sale, foreclosure or creditor-proposed plan.

7. By signing the RSA, the holders of First Lien Notes agreed to support a plan under which they would make deep concessions that provide significant benefits to the Debtors' estates and facilitate enhanced recoveries for the Debtors' unsecured creditors – recoveries that may not be achievable outside of, and without the concessions agreed to in, the RSA. The benefits of the RSA include (i) the creation of a value-additive real estate investment trust, (ii) ensuring that the Debtors' casino properties will continue to have access to the Total Rewards system and the intrinsic value created thereby, (iii) the agreement by the holders of the First Lien Notes to accept a significant portion of their recoveries in the form of debt and equity, (iv) the agreement by holders of First Lien Notes to waive deficiency claims and certain turnover entitlements under intercreditor agreements, and (v) the agreement by the holders of the First Lien Notes to accept below-market adequate protection payments during the pendency of these cases. All of these benefits are predicated on the prompt negotiated resolution of these cases,

and they significantly enhance potential recoveries for junior creditors.

8. However, the concessions provided to the Debtors' estates and other creditors in the RSA are not open-ended. Indeed, they are conditioned on important milestones that have already been breached. If an appropriate resolution of this breach cannot be reached, the RSA may be terminated and the significant benefits provided to the Debtors' estates and their creditors thereby would be lost. Were that to occur, the holders of First Lien Notes would be compelled to explore other restructuring alternatives and would assert their interests in collateral, deficiency claims and turnover rights to the fullest extent possible.

9. Thus, while the First Lien Notes Parties believe that cause exists to grant the Debtors some extension of exclusivity, the First Lien Notes Parties do not believe it is appropriate that they be held in suspense until 2016 before they can begin seeking consensus on an alternative course of action in these cases, should such an alternative prove necessary – and they do not believe the Debtors have carried, or will be able to carry, their burden to show that cause for such a prolonged and largely unprecedented extension exists at this time.

10. The First Lien Notes Parties therefore submit that a four-month extension – which would give the Debtors until November 15, 2015, to solicit acceptances of a plan of reorganization – provides an appropriate timetable to encourage the Debtors to reach a global resolution with parties-in-interest while preserving parties' ability to react appropriately to subsequent developments in these cases and protecting creditors from an unnecessarily prolonged time period during which the Debtors have complete control of the plan process.

11. In sum, an extension of the Solicitation Exclusivity Period to November 15, 2015, provides adequate time both for the examiner to complete his investigation and for the Debtors to make significant progress with their creditor constituencies on a consensual plan of

reorganization. If the Debtors believe more time at the end of this extension is still needed, they would then be free to request an additional extension for cause shown, and holders of First Lien Notes and other parties-in-interest would be free to oppose that request based on the circumstances of these cases at that time.⁴

WHEREFORE the First Lien Notes Parties respectfully request that any extension of the Solicitation Exclusivity Period be limited to four months – *i.e.*, to November 15, 2015 – without prejudice to the ability of the Debtors, or any party-in-interest, to seek to increase or reduce such extension for cause in accordance with section 1121(d)(1) of the Bankruptcy Code.

Dated: May 13, 2015

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⁴ Nothing contained in this Limited Objection should be deemed or construed as an agreement to extend any milestone in the RSA.

CERTIFICATE OF SERVICE

Mark A. Berkoff, an attorney, certifies that on May 13, 2015, he caused the *First Lien Notes' Limited Objection to Debtors' Motion to Extend Exclusivity* to be filed electronically using the Court's CM/ECF system. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. Parties may access this filing through the Court's system.

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