
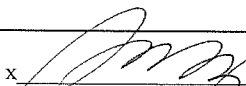
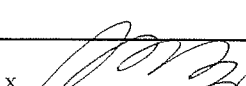


B 5 (Official Form 5) (12/07)

UNITED STATES BANKRUPTCY COURT		INVOLUNTARY PETITION	
District of Delaware			
IN RE (Name of Debtor – If Individual: Last, First, Middle) Caesars Entertainment Operating Company, Inc.		ALL OTHER NAMES used by debtor in the last 8 years (Include married, maiden, and trade names.) Harrah's Operating Company, Inc.	
Last four digits of Social-Security or other Individual's Tax-I.D. No./Complete EIN (If more than one, state all.): 75-1941623			
STREET ADDRESS OF DEBTOR (No. and street, city, state, and zip code) One Caesars Palace Drive Las Vegas, Nevada		MAILING ADDRESS OF DEBTOR (If different from street address)	
COUNTY OF RESIDENCE OR PRINCIPAL PLACE OF BUSINESS Clark		ZIP CODE 89109	
LOCATION OF PRINCIPAL ASSETS OF BUSINESS DEBTOR (If different from previously listed addresses)			
CHAPTER OF BANKRUPTCY CODE UNDER WHICH PETITION IS FILED <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11			
INFORMATION REGARDING DEBTOR (Check applicable boxes)			
Nature of Debts (Check one box.) Petitioners believe: <input type="checkbox"/> Debts are primarily consumer debts <input checked="" type="checkbox"/> Debts are primarily business debts	Type of Debtor (Form of Organization) <input type="checkbox"/> Individual (Includes Joint Debtor) <input checked="" type="checkbox"/> Corporation (Includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51)(B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <div style="margin-left: 20px;">Casino-Entertainment</div>	
VENUE		FILING FEE (Check one box)	
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in the District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> A bankruptcy case concerning debtor's affiliate, general partner or partnership is pending in this District.		<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Petitioner is a child support creditor or its representative, and the form specified in § 304(g) of the Bankruptcy Reform Act of 1994 is attached. <i>[If a child support creditor or its representative is a petitioner, and if the petitioner files the form specified in § 304(g) of the Bankruptcy Reform Act of 1994, no fee is required.]</i>	
PENDING BANKRUPTCY CASE FILED BY OR AGAINST ANY PARTNER OR AFFILIATE OF THIS DEBTOR (Report information for any additional cases on attached sheets.)			
Name of Debtor		Case Number	Date
Relationship		District	Judge
ALLEGATIONS (Check applicable boxes) 1. <input checked="" type="checkbox"/> Petitioner (s) are eligible to file this petition pursuant to 11 U.S.C. § 303 (b). 2. <input checked="" type="checkbox"/> The debtor is a person against whom an order for relief may be entered under title 11 of the United States Code. 3.a. <input checked="" type="checkbox"/> The debtor is generally not paying such debtor's debts as they become due, unless such debts are the subject of a bona fide dispute as to liability or amount; <div style="text-align: center;">or</div> b. <input type="checkbox"/> Within 120 days preceding the filing of this petition, a custodian, other than a trustee receiver, or agent appointed or authorized to take charge of less than substantially all of the property of the debtor for the purpose of enforcing a lien against such property, was appointed or took possession.			COURT USE ONLY

Name of Debtor Caesars Entertainment Operating Company, Inc.

Case No. _____

TRANSFER OF CLAIM		
<input checked="" type="checkbox"/> Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents that evidence the transfer and any statements that are required under Bankruptcy Rule 1003(a).		
REQUEST FOR RELIEF		
Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.		
Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.		
<input checked="" type="checkbox"/> See attached. Signature of Petitioner or Representative (State title) <u>Appaloosa Investment Ltd. P'ship I</u>	<input checked="" type="checkbox"/>  Robert S. Brady Signature of Attorney <u>Young Conaway Stargatt & Taylor</u>	Date Signed <u>01/12/2015</u> Date <u>01/12/2015</u>
Name of Petitioner _____ Date Signed _____ Name & Mailing Address of Individual Signing in Representative Capacity <u>James E. Bolin, 51 John F Kennedy Pkwy</u> <u>Short Hills, NJ 07078</u>	Name of Attorney Firm (If any) <u>1000 North King St., Wilmington, DE 19801</u> Address <u>(302) 571-6600</u> Telephone No. _____	
<input checked="" type="checkbox"/> See attached. Signature of Petitioner or Representative (State title) <u>OCM Opportunities Fund VI, L.P.</u>	<input checked="" type="checkbox"/>  Robert S. Brady Signature of Attorney <u>Young Conaway Stargatt & Taylor</u>	Date Signed <u>01/12/2015</u> Date <u>01/12/2015</u>
Name of Petitioner _____ Date Signed _____ Name & Mailing Address of Individual Signing in Representative Capacity <u>Ken Liang, Jordan Mikes</u> <u>333 S. Grand Ave.</u> <u>Los Angeles, CA 90071</u>	Name of Attorney Firm (If any) <u>1000 North King St., Wilmington, DE 19801</u> Address <u>(302) 571-6600</u> Telephone No. _____	
<input checked="" type="checkbox"/> See attached. Signature of Petitioner or Representative (State title) <u>Special Value Expansion Fund, LLC</u>	<input checked="" type="checkbox"/>  Robert S. Brady Signature of Attorney <u>Young Conaway Stargatt & Taylor</u>	Date Signed <u>01/12/2015</u> Date <u>01/12/2015</u>
Name of Petitioner _____ Date Signed _____ Name & Mailing Address of Individual Signing in Representative Capacity <u>David Hollander</u> <u>2951 28th Street #1000</u> <u>Santa Monica, CA 90405</u>	Name of Attorney Firm (If any) <u>1000 North King St., Wilmington, DE 19801</u> Address <u>(302) 571-6600</u> Telephone No. _____	
PETITIONING CREDITORS		
Name and Address of Petitioner	Nature of Claim	Amount of Claim
Appaloosa Investment Limited Partnership I	10% Second Lien Notes	13,109,250.00
Name and Address of Petitioner	Nature of Claim	Amount of Claim
OCM Opportunities Fund VI, L.P.	10% Second Lien Notes	18,239,186.00
Name and Address of Petitioner	Nature of Claim	Amount of Claim
Special Value Expansion Fund, LLC	10% Second Lien Notes	9,734,458.00
Note:	If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.	Total Amount of Petitioners' Claims 41,082,894.00

continuation sheets attached

B 5 (Official Form 5) (12/07) - Page 2

Name of Debtor Caesars Entertainment Operating Company, Inc.

Case No. _____

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Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.		
x <u>James E. Bolin, Secretary & VP</u> Signature of Petitioner or Representative (State title) <u>Appaloosa Investment Ltd. P'ship I</u> Name of Petitioner _____ Date Signed <u>1/11/2015</u>	x _____ Signature of Attorney _____ Date _____	
Name & Mailing Address of Individual _____ Signing in Representative Capacity _____ <u>James E. Bolin, 51 John F Kennedy Pkwy</u> <u>Short Hills, NJ 07078</u>	Name of Attorney Firm (If any) _____ Address _____ Telephone No. _____	
x _____ Signature of Petitioner or Representative (State title) Name of Petitioner _____ Date Signed _____ Name & Mailing Address of Individual _____ Signing in Representative Capacity _____	x _____ Signature of Attorney _____ Date _____ Name of Attorney Firm (If any) _____ Address _____ Telephone No. _____	
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Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.		
<p><i>Ken Liang</i> x <u>Ken Liang</u> Signature of Petitioner or Representative (State title) OCM Opportunities Fund VI, L.P. 01/09/2015 Name of Petitioner Date Signed</p> <p>Name & Mailing Address of Individual Ken Liang, Jordan Mikes Signing in Representative 333 S. Grand Ave Capacity Los Angeles, CA 90071</p> <p><i>Authorized Signatory of OCM Opportunities Fund VI, L.P., as the general partner of the Debtor</i></p>	<p>x _____ Signature of Attorney Date</p> <p>_____ Name of Attorney Firm (If any)</p> <p>_____ Address</p> <p>_____ Telephone No.</p>	
<p>x _____ Signature of Petitioner or Representative (State title)</p> <p>_____ Name of Petitioner Date Signed</p> <p>Name & Mailing Address of Individual Signing in Representative Capacity</p>	<p>x _____ Signature of Attorney Date</p> <p>_____ Name of Attorney Firm (If any)</p> <p>_____ Address</p> <p>_____ Telephone No.</p>	
<p>x _____ Signature of Petitioner or Representative (State title)</p> <p>_____ Name of Petitioner Date Signed</p> <p>Name & Mailing Address of Individual Signing in Representative Capacity</p>	<p>x _____ Signature of Attorney Date</p> <p>_____ Name of Attorney Firm (If any)</p> <p>_____ Address</p> <p>_____ Telephone No.</p>	
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Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.		
<input checked="" type="checkbox"/> Managing Partner, Tennenbaum Capital Partners, LLC		
Signature of Petitioner or Representative (State title) <u>Special Value Expansion Fund, LLC</u>		<input checked="" type="checkbox"/> _____ Signature of Attorney _____ Date _____
Name of Petitioner _____ Date Signed _____		Name of Attorney Firm (If any) _____
Name & Mailing Address of Individual _____ Signing in Representative Capacity _____ <u>David Hollander</u> <u>2951 28th Street #1000</u> <u>Santa Monica, CA 90405</u>		Address _____ Telephone No. _____
<input checked="" type="checkbox"/> _____ Signature of Petitioner or Representative (State title)		<input checked="" type="checkbox"/> _____ Signature of Attorney _____ Date _____
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<input checked="" type="checkbox"/> _____ Signature of Petitioner or Representative (State title)		<input checked="" type="checkbox"/> _____ Signature of Attorney _____ Date _____
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