

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In re:	)	Chapter 11
	)	
CAESARS ENTERTAINMENT,	)	No. 15 B 1145
OPERATING CO., INC., <i>et al.</i> ,	)	(Jointly administered)
	)	
Debtors.	)	
<hr/>		
CAESARS ENTERTAINMENT	)	
OPERATING CO., INC.,	)	
	)	
Plaintiff,	)	
	)	
v.	)	No. 15 A 149
	)	
BOKF, INC., <i>et al.</i> ,	)	
	)	
Defendants.	)	Judge Goldgar

**NOTICE OF INTENT TO TAKE JUDICIAL  
NOTICE OF CERTAIN FACTS**

Pursuant to Rules 201(c)(1) and (e) of the Federal Rules of Evidence, Fed. R. Evid. 201(c)(1), (e), the parties are notified that the court intends to take judicial notice of the following facts, each concerning events since the June 2015 hearing, in connection with the ruling post-remand on the debtors' motion to stay, or in the alternative, for injunctive relief:

1. The prepetition Restructuring Support and Forbearance Agreement between CEC, the debtors, and certain first lien note claimants has been amended several times. On or about July 31, 2015, the parties entered into a Fourth Amended Restated Restructuring Support and Forbearance Agreement. On or about October 7, 2015, the parties entered into a Fifth Amended and Restated Restructuring Support and Forbearance Agreement. (Bankr. Dkt. No. 2403 at 38).
2. On or about August 21, 2015, CEC and CEOC entered into a Restructuring Support and Forbearance Agreement with certain first lien bank lenders. (Bankr. Dkt. No. 2403 at 39).
3. On or about July 20, 2015, CEC and CEOC announced a Restructuring Support and

Forbearance Agreement with certain second lien note claimants. The agreement did not become effective because fewer than 50.1% of the second lien note claimants executed it by the deadline of September 18, 2015. (Bankr. Dkt. No. 2403 at 39-40).

4. On October 7, 2015, the debtors filed a modified chapter 11 plan. (Bankr. Dkt. 2402). The modified plan is consistent with the two first lien RSAs and includes many of the terms of the second lien RSA although that agreement did not become effective. (Bankr. Dkt. Nos. 2402 at 1, 2403 at 39-40).

5. CEC did not file a bankruptcy case in August 2015. CEC has not filed a bankruptcy case since the June 2015 hearing on the debtors' motion.

6. On June 15, 2015, UMB Bank, N.A. filed an action against CEC in the U.S. District Court for the Southern District of New York. *UMB Bank, N.A. v. Caesars Entertainment Corp.*, No. 15-cv-4634 (S.D.N.Y.). The plaintiff is the indenture trustee under certain first lien indentures. (Dkt. No. 1). The complaint seeks to collect on CEC's guaranty of \$6.345 billion in CEOC first lien notes, alleging that the release of the guaranty violated the provisions of the indentures as well as the Trust Indenture Act. (*Id.*). On August 27, 2015, the district court denied the plaintiff's motion for partial summary judgment. (Dkt. No. 61). On January 5, 2016, the district court denied a second plaintiff's motion for partial summary judgment. (Dkt. No. 81). The action is set for trial on March 14, 2016. (*See* Dkt. No. 84).

7. On August 27, 2015, the district court denied the plaintiff's motion for partial summary judgment in *BOKF, N.A. v. Caesars Entertainment Corp.*, No. 15-cv-1561 (S.D.N.Y.). (Dkt. No. 54). On January 5, 2016, the district court denied a second plaintiffs' motion for partial summary judgment. (Dkt. No. 76). The action is set for trial on March 14, 2016. (*See* Dkt. No. 79).

8. On December 29, 2015, the district court denied the plaintiffs' motions for partial summary judgment in *MeehanCombs Global Credit Opportunities Funds, LP, et al. v. Caesars Entertainment Corp., et al.*, No. 14-cv-7091 (S.D.N.Y.) (Dkt. No. 88), and *Danner v. Caesars Entertainment Corp., et al.*, No. 14-cv-7973 (S.D.N.Y.) (Dkt. No. 84). The actions are set for trial on May 9, 2016. (*See* Dkt. No. 92 (*MeehanCombs*); Dkt. No. 91 (*Danner*)).

9. On March 18, 2015, the National Retirement Fund and its manager filed an action against CEC and others in the U.S. District Court for the Southern District of New York. *National Retirement Fund, et al. v. Caesars Entertainment Corp., et al.*, No. 15-cv-2048 (S.D.N.Y.). The plaintiffs' complaint seeks to collect unpaid withdrawal liability under ERISA. (Dkt. No. 1). The parties are currently engaged in settlement discussions. (*See* Dkt. No. 30).

10. On March 6, 2015, the debtors filed an adversary proceeding against the Board of Trustees of the National Retirement Fund and others. *Caesars Entertainment Operating Co., Inc. v. Board of Trustees of National Retirement Fund, et al.*, No. 15 A 131 (Bankr. N.D. Ill.). The amended complaint sought declaratory judgments that the defendants' notice and payment demand for withdrawal liability violated the automatic stay and was void. (Adv. Dkt. No. 6). It

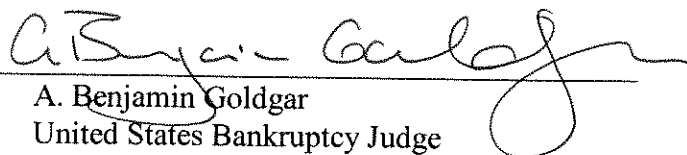
also sought to “extend the stay” to protect non-debtor affiliates from the notice and payment demand. (*Id.*). In the bankruptcy case, the debtors filed two motions, one asserting that the expulsion of certain non-debtors from the National Retirement Fund violated the stay, the other asserting that the notice and payment demand violated the stay. (Bankr. Dkt. Nos. 644, 1018). On November 12, 2015, the court denied both motions and dismissed two of the three counts in the adversary complaint. (Bankr. Dkt. No. 2569; Adv. Dkt. No. 76). The debtors appealed the denial of the motions to the district court. *Caesars Entertainment Operating Co., Inc. v. Board of Trustees of National Retirement Fund, et al.*, No. 15 C 10565 (N.D. Ill.). Briefing in the appeal has been extended because the parties are engaged in settlement discussions. (*See* Dkt. Nos. 13, 15).

11. On December 24, 2014, Hilton Worldwide, Inc. Global Benefits Administrative Committee and others filed an action against CEC and CEOC in the U.S. District Court for the Eastern District of Virginia. *Hilton Worldwide, Inc. Global Benefits Administrative Committee, et al. v. Caesars Entertainment Corp., et al.*, No. 14-cv-1766 (E.D. Va.). The complaint sought to enforce funding obligations under a Hilton pension plan, obligations undertaken when Hilton spun off certain gaming and other operations to Caesars in 1998. (Dkt. No. 1). The action was transferred to this district. (Dkt. No. 36; *see Hilton Worldwide, Inc. Global Benefits Administrative Committee, et al. v. Caesars Entertainment Corp., et al.*, No. 15 C 3349 (N.D. Ill.)). The district court referred the matter to the bankruptcy court (Dkt. No. 59), and the matter was docketed as an adversary proceeding, *Hilton Worldwide, Inc. Global Benefits Administrative Committee, et al. v. Caesars Entertainment Corp., et al.*, No. 15 A 545 (Bankr. N.D. Ill.). The plaintiffs moved to withdraw the reference. (Adv. Dkt. No. 15). Proceedings in the district court have been stayed to permit settlement discussions (Dkt. Nos. 67, 68, 70), as have proceedings in the bankruptcy court (Adv. Dkt. No. 35).

Objections, if any, to judicial notice of these facts are due on or before February 17, 2016.

If any party objects, the evidence will be reopened, and the evidentiary hearing on the debtors’ motion will resume on **February 22, 2016, at 10:30 a.m.** in courtroom 642.

Dated: February 9, 2016

  
A. Benjamin Goldgar  
United States Bankruptcy Judge