

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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**BOKF, N.A., solely in its capacity as successor  
Indenture Trustee for the 12.75% Second-  
Priority Senior Secured Notes due 2018,**

**Plaintiff,**

**v.**

**CAESARS ENTERTAINMENT  
CORPORATION,**

**Defendant.**

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Case No. 1:15-cv-01561 (SAS)

**UMB BANK, N.A. solely in its capacity as  
Indenture Trustee under those certain  
indentures, dated as of June 10, 2009, governing  
Caesars Entertainment Operating Company,  
Inc.'s 11.25% Notes due 2017; dated as of  
February 14, 2012, governing Caesars  
Entertainment Operating Company, Inc.'s 8.5%  
Senior Secured Notes due 2020; dated August  
22, 2012, governing Caesars Entertainment  
Operating Company, Inc.'s 9% Senior Secured  
Notes due 2020; dated February  
15, 2013, governing Caesars Entertainment  
Operating Company, Inc.'s 9% Senior Secured  
Notes due 2020,**

**Plaintiff,**

**v.**

**CAESARS ENTERTAINMENT  
CORPORATION,**

**Defendant.**

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Case No. 1:15-cv-04634 (SAS)

**DECLARATION OF ANDREW I. SILFEN IN SUPPORT OF PLAINTIFFS'  
MOTION FOR PARTIAL SUMMARY JUDGMENT**

ANDREW I. SILFEN, under penalty of perjury, declares as follows:

1. I am a member of the Bar of this Court, and of the law firm Arent Fox LLP, counsel to Plaintiff BOKF, N.A. ("BOKF") in the above captioned action.

2. I submit this declaration in support of joint Fed. R. Civ. P. Rule 56 Motion for Partial Summary Judgment brought by BOKF and UMB Bank, N.A. ("UMB") and to transmit to the Court true and correct copies of the following documents, certain of which have been highlighted in relevant part for the Court's convenience:

<u>Exhibit A</u>	Defendant Caesars Entertainment Corporation's Responses and Objections to BOKF, N.A.'s First Requests for Admission, dated May 18, 2015.
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*[Remainder of page intentionally left blank.]*

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Executed this 20th day of November, 2015.



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**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

BOKF, N.A., solely in its capacity as successor  
Indenture Trustee for the 12.75% Second-Priority  
Senior Secured Notes due 2018,

Plaintiff,

v.

CAESARS ENTERTAINMENT CORPORATION,

Defendant.

No. 1:15-cv-01561-SAS

ECF Case

**DEFENDANT CAESARS ENTERTAINMENT  
CORPORATION'S RESPONSES AND OBJECTIONS  
TO BOKF, N.A.'S FIRST REQUESTS FOR ADMISSION**

Pursuant to Rules 26 and 33 of the Federal Rules of Civil Procedure and the Local Civil Rules of the United States District Court for the Southern District of New York (the "Local Rules"), defendant Caesars Entertainment Corporation ("CEC"), by its attorneys Paul, Weiss, Rifkind, Wharton & Garrison LLP and Friedman, Kaplan, Seiler & Adelman LLP, makes the following responses and objections to Plaintiff BOKF, N.A.'s ("BOKF" or the "Trustee" or "Plaintiff") First Set of Requests for Admission, dated April 16, 2015 (the "Requests").

**GENERAL OBJECTIONS**

The following General Objections are incorporated into each Specific Response and Objection as if fully set forth therein:

1. On March 11, 2015, Caesars Entertainment Operating Company, Inc. ("CEOC") commenced an adversary proceeding in the United States Bankruptcy Court for the Northern District of Illinois Eastern Division (the "Bankruptcy Court") seeking to stay or enjoin this and certain other related actions pursuant to sections 362 and 105 of the Bankruptcy Code

and the motion is scheduled to be heard on June 3, 2015.<sup>1</sup> The General Objections and the Specific Responses and Objections below and/or CEC's decision to provide any answers in response to the Requests (i) are without prejudice to the relief requested in the 105 Motion, and (ii) will not function as a waiver of CEC's rights of any kind in this or any other proceeding.

2. CEC generally objects to the Requests to the extent that they are not coordinated with the discovery requests served by plaintiffs in the cases related to this action, namely the cases styled *MeehanCombs Global Credit Opportunities Master Fund, LP, et al. v. Caesars Entertainment Corp., et ano.*, No. 1:14-cv-07091 (SAS) (S.D.N.Y.) ("*MeehanCombs*"); *Frederick Barton Danner v. Caesars Entertainment Corp., et ano.*, No. 1:14-cv-7973 (SAS) (S.D.N.Y.) ("*Danner*"); and *Wilmington Savings Fund Society, FSB v. Caesars Entertainment Corp., et al.*, C.A. No. 10004-VCG (Del. Ch.) ("*WSFS*"). CEC incorporates by reference its objections to the requests served by plaintiffs in *MeehanCombs*, *Danner*, and *WSFS* and reserves the right to seek further coordination of discovery with those actions and/or with any other related actions.

3. CEC generally objects to the Requests to the extent that they: (a) are improper; (b) are overly broad, unduly burdensome or oppressive; (c) are vague or ambiguous; (d) are unreasonably cumulative or duplicative; or (e) seek information that is not relevant to the claims or defenses of any party, is immaterial, or is otherwise not reasonably calculated to lead to the discovery of admissible evidence. The fact that CEC has responded to a particular Request shall not be interpreted as implying that responsive information exists or that CEC acknowledges the propriety of the Request.

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<sup>1</sup> See *In re Caesars Entertainment Operating Company, Inc.*, Adv. Pro No. 15-00149 (Bankr. N.D. Ill. Mar. 11, 2015) (ECF No. 1) (the "105 Motion").

4. CEC generally objects to the Requests, including, without limitation, all definitions and instructions, to the extent that they purport to impose obligations beyond those required or permitted by the Federal Rules of Civil Procedure, the Local Rules, and/or any other applicable rules or Orders of this Court.

5. CEC generally objects to the Requests to the extent that they seek information that is protected by the attorney-client privilege, the work product doctrine, the joint defense privilege, the common interest privilege, or any other applicable privilege, protection or doctrine. Where information contains material that is confidential, privileged, or otherwise protected from disclosure, CEC will produce only those portions of the information that is not confidential, privileged or otherwise protected from disclosure. In the event any privileged or otherwise protected information is revealed, such production is inadvertent and does not constitute a waiver of any applicable privilege, protection or doctrine.

6. CEC generally objects to the Requests to the extent that they contain express or implied assumptions of fact or law with respect to matters at issue in this case.

7. CEC's responses and objections to the Requests are not intended to be, and shall not be construed as, an agreement or concurrence by CEC with Plaintiff's characterization of any facts, circumstances, and/or legal obligations. CEC reserves the right to contest any such characterizations as inaccurate.

8. CEC generally objects to the Requests to the extent they require CEC to draw legal conclusions. CEC will not disclose its legal analyses and impressions or other work product in responding to the Requests.

9. CEC generally objects to the Requests to the extent that they seek information for which the burden of ascertaining the answer is substantially the same for CEC and Defendant.

10. CEC's answers to the Requests contain Confidential Information, as defined in the Amended Stipulation and Protective Order entered by the Court on April 30, 2015 and are made subject to the terms of that order.

11. These answers are made solely for the purpose of this action. CEC provides this response without waiver of, or prejudice to, its right, at any later time, to raise objections to (a) any further demand or discovery involving or relating to the matters raised in the Requests, or (b) the relevance, materiality, or admissibility of (i) the Requests or any part thereof, or (ii) statements made in these responses to the Requests or any part thereof.

12. The information provided herein is based on CEC's present knowledge, information, and belief. CEC reserves the right to supplement, amend or correct all or any parts of any response provided herein, and reserves the right to object to the admissibility of all or any part of the responses and information provided herein.

### **SPECIFIC RESPONSES AND OBJECTIONS**

Subject to, and without waiver of, the foregoing General Objections, which are incorporated by reference into each of the Specific Responses and Objections below, CEC specifically responds and objects to the Requests as follows:

#### **Request for Admission No. 1:**

Admit that the event described in Section 12.02(c)(ii) of the 2010 Indenture has not occurred.

**Response to Request for Admission No. 1:**

CEC objects to this Request on the grounds that it seeks information that is neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. CEC further objects to this Request on the grounds that it calls on CEC to construe the language of the 2010 Indenture and therefore form a legal conclusion. Subject to and without waiver of the General and Specific Objections set forth above, the Request is admitted.

**Request for Admission No. 2:**

Admit that the event described in Section 12.02(c)(iii) of the 2010 Indenture has not occurred.

**Response to Request for Admission No. 2:**

CEC objects to this Request on the grounds that it seeks information that is neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. CEC further objects to this Request on the grounds that it calls on CEC to construe the language of the 2010 Indenture and therefore form a legal conclusion. Subject to and without waiver of the General and Specific Objections set forth above, the Request is admitted.

Dated: New York, New York  
May 18, 2015

PAUL, WEISS, RIFKIND,  
WHARTON & GARRISON LLP

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*Attorneys for Defendant Caesars Entertainment Corp.*

**CERTIFICATE OF SERVICE**

I, Jason C. Rubinstein, hereby certify that on this 18th day of May, 2015, I caused the attached Responses and Objections to BOFK, N.A.'s First Requests for Admission by defendant Caesars Entertainment Corporation to be served upon the following counsel by e-mail:

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(202) 857-6000

*Attorneys for Plaintiff BOKF, N.A.,  
solely in its capacity as successor  
Indenture Trustee for the 12.75%  
Second-Priority Senior Secured  
Notes due 2018*



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Jason C. Rubinstein