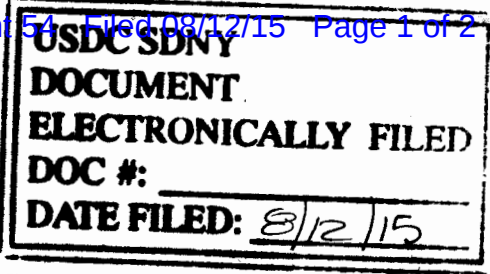


Schneider, S.



UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

MEEHANCOMBS GLOBAL CREDIT  
OPPORTUNITIES MASTER FUND, LP, RELATIVE  
VALUE-LONG/SHORT DEBT PORTFOLIO, A  
SERIES OF UNDERLYING FUNDS TRUST, SB 4  
CF LLC, CFIP ULTRA MASTER FUND, LTD., and  
TRILOGY PORTFOLIO COMPANY, LLC,

Plaintiffs,

v.

CAESARS ENTERTAINMENT CORPORATION and  
CAESARS ENTERTAINMENT OPERATING  
COMPANY, INC.,<sup>1</sup>

Defendants.

No. 14 Civ. 07091 (SAS)

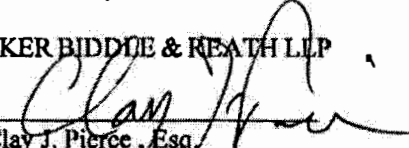
**STIPULATION OF  
VOLUNTARY DISMISSAL  
AS TO CLAIMS ASSERTED BY  
PLAINTIFFS SB4 CF LLC AND  
CFIP ULTRA MASTER FUND, LTD.**

IT IS HEREBY STIPULATED AND AGREED, by and among plaintiffs SB 4 CF LLC (“SB 4”) and CFIP Ultra Master Fund, Ltd. (“CFIP”) and defendant Caesars Entertainment Corporation (“CEC”), by their undersigned counsel, pursuant to FED. R. CIV. P. 41(a)(1)(A)(ii), that the above-captioned matter is dismissed without prejudice and with each side to bear its own costs, disbursements, and attorneys’ fees *only* as between plaintiffs SB4 and CFIP and defendant CEC. Such dismissal is without prejudice to, and does not apply to, the claims of plaintiffs MeehanCombs Global Credit Opportunities Master Fund, LP, Relative Value-Long/Short Debt Portfolio, A Series of Underlying Funds Trust, and Trilogy Portfolio Company, LLC.

<sup>1</sup> Plaintiffs’ claims as against Defendant Caesars Entertainment Operating Corporation are stayed pursuant to Section 362(a) of the Bankruptcy Code based on involuntary and voluntary Chapter 11 petitions filed with respect to Caesars Entertainment Operating Corporation. For the avoidance of doubt, and notwithstanding anything else stated herein, this Stipulation of Voluntary Dismissal as To Claims Asserted By Plaintiffs SB4 CF LLC and CFIP Ultra Master Fund, Ltd. *is not and should not be deemed an attempt to commence or continue an action against Caesars Entertainment Operating Corporation, to collect a debt against Caesars Entertainment Operating Corporation or take any other action in violation of the automatic stay imposed by section 362 of Title 11 of the United States Code.*

*August 11,*  
Dated: ~~July 24,~~ 2015  
New York, New York

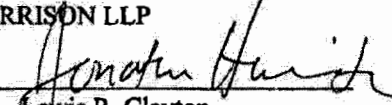
DRINKER BIDDLE & REATH LLP

By:   
Clay J. Pierce, Esq.  
James H. Millar, Esq.  
Kristin K. Going, Esq.

1177 Avenue of the Americas, 41<sup>st</sup> Floor  
New York, NY 10036  
Telephone: (212) 248-3140


*Attorneys for Plaintiffs MeehanCombs Global  
Credit Opportunities Master Fund, LP,  
Relative Value-Long/Short Debt Portfolio, a  
Series of Underlying Funds Trust, SB 4 CF  
LLC, CFIP Ultra Master Fund, Ltd. and  
Trilogy Portfolio Company, LLC*

PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP

By:   
Lewis R. Clayton  
Michael E. Gertzman  
Jonathan H. Hurwitz

1285 Avenue of the Americas  
New York, NY 10019  
Telephone: (212) 373-3000

FRIEDMAN KAPLAN SEILER &  
ADELMAN LLP

By:   
Eric Seiler  
Philippe Adler  
Jason C. Rubinstein

7 Times Square  
New York, NY 10036  
Telephone: (212) 833-1100

*Attorneys for Defendant Caesars Entertainment  
Corp.*

**SO ORDERED:**

  
**U.S.D.J.** *enc 8/12/15*