

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:

CAESARS ENTERTAINMENT
OPERATING COMPANY, INC., *et al.*,¹

Debtors.

CAESARS ENTERTAINMENT
OPERATING COMPANY, INC., *et al.*,

Plaintiffs

vs.

BOKF, N.A., *et al.*

Defendants.

Chapter 11

Case No. 15-01145 (ABG)

(Jointly Administered)

Adversary Case No. 15-00149

Hearing Date: Wed., February 17, 2016

Hearing Time: 9:30 a.m. CST

NOTICE OF MOTION

TO: See attached service list

PLEASE TAKE NOTICE that on **Wednesday, February 17, 2016, at 9:30 a.m. CST**, we shall appear before the Honorable A. Benjamin Goldgar, Bankruptcy Judge, in Courtroom 642, Everett McKinley Dirksen Building, 219 South Dearborn Street, Chicago, Illinois, 60604 or before any other judge who may be sitting in his place and stead, and shall present ***Unsecured Notes Defendants' Motion to Take Judicial Notice***, a copy of which is attached hereto and herewith served upon you, at which time and place you may appear if you so see fit.

¹ The last four digits of Caesars Entertainment Operating Company, Inc.'s tax identification number are 1623. Due to the large number of Debtors in these jointly-administered chapter 11 cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is available at <https://cases.primeclerk.com/CEOC>.

Dated: Chicago, Illinois
February 11, 2016

DRINKER BIDDLE & REATH LLP

By: /s/ Timothy R. Casey
One of their Attorneys

Timothy R. Casey (IL #6180828)
Drinker Biddle & Reath LLP
191 North Wacker Drive, Suite 3700
Chicago, Illinois 60606
(312) 569-1201 (phone)
(312) 569-3201 (facsimile)
timothy.casey@dbr.com

James H. Millar
Kristin K. Going (admitted *pro hac vice*)
Frank F. Velocci (admitted *pro hac vice*)
Drinker Biddle & Reath LLP
1177 Avenue of the Americas, 41st Floor
New York, NY 10036-2714
(212) 248-3140 (phone)
(212) 248-3141 (facsimile)
kristin.going@dbr.com
james.millar@dbr.com
frank.velocci@dbr.com

*Counsel to Relative Value-Long/Short Debt
Portfolio, a Series of Underlying Funds Trust,
and Trilogy Portfolio Company, LLC*

CERTIFICATE OF SERVICE

I, Timothy R. Casey, an attorney, hereby certify that on February 11, 2016, a true and correct copy of *Unsecured Notes Defendants' Motion to Take Judicial Notice* was served via operation of the CM/ECF System for the United States Bankruptcy Court for the Northern District of Illinois on all registered users thereof and via the means indicated on the attached service list on the parties therein.

/s/ Timothy R. Casey
Timothy R. Casey

84604575.1

SERVICE LIST

ECF Recipients:

Angela M Allen aallen@jenner.com

Jeffrey E. Altshul jaltshul@carlsondash.com; kidstein@carlsondash.com

Edmund Aronowitz earonowitz@gelaw.com; alebdjiri@gelaw.com; tschuster@gelaw.com; rwittman@gelaw.com; gnovod@gelaw.com; bszydlo@gelaw.com

Mark F. Hebbeln mhebbeln@foley.com

Timothy W. Hoffmann thoffmann@jonesday.com; gmarinelli@jonesday.com; dciarlo@jonesday.com; jjohnston@jonesday.com; aldufault@jonesday.com

Julie A. Johnston-Ahlen jjohnston-ahlen@novackandmacey.com; mbianchi@novackmacey.com

Vincent E. Lazar vlazar@jenner.com; docketing@jenner.com; thooker@jenner.com

Brandon Levitan blevitan@proskauer.com; npetrov@proskauer.com; mbienenstock@proskauer.com; jliu@proskauer.com; pabelson@proskauer.com; GRAICHT@proskauer.com; vindelicato@proskauer.com; ebarak@proskauer.com; mzerjal@proskauer.com; ctheodoridis@proskauer.com

Daniel R. Murray dmurray@jenner.com

Mark Page mpage@kelleydrye.com; KDWBankruptcyDepartment@kelleydrye.com; BankruptcyDepartment@Kelleydrye.com

Lars Peterson lapeterson@foley.com; khall@foley.com

Paul Possinger ppossinger@proskauer.com; mthomas@proskauer.com; mlespinasselee@proskauer.com; nwilliams@proskauer.com; sschomburg@proskauer.com; erodriguez@proskauer.com; npetrov@proskauer.com

David R Seligman dseligman@kirkland.com; maureen.mccarthy@kirkland.com; gregory.pesce@kirkland.com; nathan.gimpel@kirkland.com; gabriel.king@kirkland.com; david.zubricki@kirkland.com; ned.rooney@kirkland.com; christopher.hayes@kirkland.com

David I. Zalman dzalman@kelleydrye.com

Jeffrey Zeiger jzeiger@kirkland.com

David J Zott dzott@kirkland.com

Parties Served By Facsimile:

Mark F. Hebbeln Harold L. Kaplan Lars A. Peterson Foley & Lardner LLP 321 North Clark Street Suite 2800 Chicago, Illinois 60654-5313 Telephone: 312-832-4500 Facsimile: 312-832-4700	Timothy W. Hoffmann Jones Day 77 West Wacker Drive Chicago, Illinois 60601-1692 Telephone: 312-782-3939 Facsimile: 312-782-8585
James H.M. Sprayregen, P.C. David R. Seligman, P.C. David J. Zott, P.C. Jeffrey J. Zeiger, P.C. Kirkland & Ellis LLP Kirkland & Ellis International LLP 300 North LaSalle Street Chicago, Illinois 60654 Telephone: 312-862-2000 Facsimile: 312-862-2200	Edmund S. Aronowitz Grant & Eisenhofer P.A. 30 North LaSalle Street Suite 2350 Chicago, Illinois 60602 Telephone: 312-214-0000 Facsimile: 312-214-0001

Parties Served By Overnight Delivery:

Bruce Bennett James O. Johnston Sidney P. Levinson Joshua M. Mester Jones Day 555 South Flower Street Fiftieth Floor Los Angeles, California 90071	Andrew I. Silfen Mark B. Joachim Michael S. Cryan Arent Fox LLP 1675 Broadway New York, New York 10019
Jackson Toof Arent Fox LLP 1717 K Street, N.W. Washington, D.C. 20006	Jay Eisenhofer Gordon Z. Novod Grant & Eisenhofer P.A. 485 Lexington Avenue, 29th Floor New York, New York 10017

<p>Mark C. Gardy James S. Notis Meagan Farmer Gardy & Notis, LLP Tower 56 126 East 56th Street, 8th Floor New York, New York 10022</p>	<p>Paul M. Basta Nicole L. Greenblatt Kirkland & Ellis LLP Kirkland & Ellis International LLP 601 Lexington Avenue New York, New York 10022-4611</p>
<p>Eric R. Wilson David I. Zalman Kelley Drye & Warren LLP 101 Park Avenue New York, New York 10178</p>	

84605005.1

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:

CAESARS ENTERTAINMENT OPERATING
COMPANY, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 15-01145 (ABG)

(Jointly Administered)

CAESARS ENTERTAINMENT OPERATING
COMPANY, INC., *et al.*,

Plaintiff,

v.

BOKF, N.A., WILMINGTON SAVINGS FUND
SOCIETY, FSB, 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., TRILOGY PORTFOLIO
COMPANY, LLC, AND FREDERICK BARTON
DANNER,

Defendants.

Chapter 11

Adversary Case No. 15-00149

UNSECURED NOTES DEFENDANTS'² MOTION TO TAKE JUDICIAL NOTICE

¹ A complete list of the Debtors and the last four digits of their federal tax identification numbers may be obtained at <https://cases.primeclerk.com/CEOC>.

² The Unsecured Notes Defendants are, collectively, Relative Value-Long/Short Debt Portfolio, a Series of Underlying Funds and Trilogy Portfolio Company, LLC (“Unsecured Notes Defendants”).

Pursuant to Federal Rule of Evidence 201, the Unsecured Notes Defendants respectfully request that the Court take judicial notice of the following facts:

1. On October 7, 2015, Debtors filed their First Amended Joint Plan of Reorganization (the “Plan”) and accompanying First Amended Disclosure Statement the (“Disclosure Statement”). (Case No. 15-01145, Dkt. Nos. 2402, 2403). Article III, Section C of the Plan provides for a blanket release of claims against CEC.

2. On November 10, 2015, Judge Shira Scheindlin of the U.S. District Court for the Southern District of New York held a status conference, during which she determined that she must hold two separate trials – one for the related actions captioned *UMB Bank, N.A. v. Caesars Entertainment Corporation*, Case No. 15-cv-4634 (S.D.N.Y.) and *BOKF, N.A. v. Caesars Entertainment Corporation*, Case No. 15-cv-01561 (S.D.N.Y.) (collectively, the “BOKF Actions”) and one for the related actions captioned *MeehanCombs Global Credit Opportunities Master Fund, LP v. Caesars Entertainment Corporation*, Case No. 14-cv-7091 (S.D.N.Y.) (the “Meehancombs Action”) and *Danner v. Caesars Entertainment Corporation*, Case No. 14-cv-7973 (S.D.N.Y.) (the “Danner Action” and collectively with the Meehancombs Action, the “Unsecured Notes Action”) – because the BOKF Actions and the Unsecured Notes Actions involve different transactions, different indentures, different indenture release provisions and entirely different arguments. (MeehanCombs Action, Dkt. No. 81 at 26, 2–7). Excerpts from the November 10, 2015 transcript are attached hereto as **Exhibit 1**.

3. On February 3, 2016, the Debtors filed their *Motion to Further Extend their Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof* in which they informed the Court that they intend to amend the Plan and Disclosure Statement after the Examiner files his report, in order to account for the Examiner’s conclusions as well as the

updated analysis and conclusions reached by the Debtors' Special Governance Committee. The Debtors intend to seek approval of the revised Disclosure Statement in April 2016. (Case No. 15-01145, Dkt. No. 3197, ¶ 4.)

4. Courts may take judicial notice of documents in the public record. Fed. R. Evid. 201(b)(2); *Menominee Indian Tribe of Wisconsin v. Thompson*, 161 F.3d 449, 456 (7th Cir. 1998) (“Judicial notice of historical documents, documents contained in the public record, and reports of administrative bodies is proper.”). “Judicial notice is most frequently used for noticing the contents of court records such as judicial orders or decrees.” *ABN AMRO, Inc. v. Capital Int'l Ltd.*, No. 04 C 3123, 2007 WL 845046, at *9 (N.D. Ill. Mar. 16, 2007). The Seventh Circuit has indicated that courts may even have an obligation to take judicial notice of documents in related proceedings where the proceedings have a direct relation to matters at issue. *See Opoka v. I.N.S.*, 94 F.3d 392, 394 (7th Cir. 1996) (“This court, however, has the power, in fact the obligation, to take judicial notice of the relevant decisions of courts and administrative agencies, whether made before or after the decision under review. Determinations to be judicially noticed include proceedings in other courts, both within and outside of the federal judicial system, if the proceedings have a direct relation to matters at issue.” (internal quotations omitted)). This Court likewise has confirmed that it may take judicial notice of documents in related cases. *See* June 4 Tr. 255:7–9 (“THE COURT: I certainly can take judicial notice of documents in my own cases, and, for that matter, in related cases.”).

5. The facts the Unsecured Notes Defendants ask the Court to take judicial notice of fall squarely within Fed. R. Evid. 201 because they are easily ascertainable from public court filings, the accuracy of which cannot reasonably be questioned. The Unsecured Notes

Defendants respectfully request that the Court take judicial notice of the Debtors' statements and the contents of **Exhibit 1** attached hereto.

Dated: February 11, 2016
Chicago, IL

Respectfully submitted,

DRINKER BIDDLE & REATH LLP

By: /s/ Timothy R. Casey
Timothy R. Casey (ARDC # 6180828)
191 N. Wacker Drive, Ste. 3700
Chicago, IL 60606
Telephone: (312) 569-1201
Facsimile: (312) 569-3201
timothy.casey@dbr.com

-and-

James H. Millar
Kristin K. Going (admitted *pro hac vice*)
1177 Avenue of the Americas
41st Floor
New York, NY 10036
Telephone: (212) 248-3140
Facsimile: (212) 248-3141
james.millar@dbr.com
kristin.going@dbr.com

Counsel to Relative Value-Long/Short Debt Portfolio, a Series of Underlying Funds Trust, and Trilogy Portfolio Company, LLC

EXHIBIT 1

FBA9MEEC

1 UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK
2 -----x

3 MEEHANCOMBS GLOBAL CREDIT
OPPORTUNITIES MASTER FUND, LP,
4 et al.,

5 Plaintiffs, 14 Civ. 7091 (SAS)
14 Civ. 7973 (SAS)
6 v. 15 Civ. 1561 (SAS)
15 Civ. 4634 (SAS)

7 CAESARS ENTERTAINMENT
CORPORATION, et al.,

8 Defendants. Conference

9 -----x

10 New York, N.Y.
11 November 10, 2015
12 11:02 a.m.

13 Before:

14 HON. SHIRA A. SCHEINDLIN

15 District Judge

16
17 APPEARANCES

18 DRINKER BIDDLE & REATH LLP
19 Attorneys for MeehanCombs Plaintiffs
20 BY: CLAY J. PIERCE
JAMES MILLAR

21 GRANT & EISENHOFER LLP
Attorneys for Danner Plaintiffs
22 BY: GORDON Z. NOVOD
DANIEL BERGER

23 GARDY & NOTIS LLP
24 Attorneys for Danner Plaintiffs
25 BY: MEAGAN A. FARMER

FBA9MEEC

1 APPEARANCES CONTINUED

2 WHITE & CASE LLP
Attorneys for Wilmington Trust, National Association
3 BY: J. CHRISTOPHER SHORE
JASON N. ZAKIE

4
5 WHITE & CASE LLP
Attorneys for Wilmington Trust, National Association
6 BY: PATRICK SIBLEY

7 ARENT FOX LLP
Attorneys for BOKF Plaintiffs
8 BY: JACKSON TOOF
MICHAEL CRYAN

9 KATTEN MUCHIN ROSENMAN LLP
Attorneys for UMB Plaintiffs
10 BY: DAVID A. CRICHLAW, SR.
KAREN B. DINE
11 REBECCA KINBURN

12 PAUL WEISS RIFKIND WHARTON & GARRISON LLP
Attorneys for CEC Defendants
13 BY: LEWIS R. CLAYTON
ANKUSH KHARDORI

14 FRIEDMAN KAPLAN SEILER & ADELMAN
Attorneys for CEC Defendants
15 BY: ERIC J. SEILER
16 JASON C. RUBINSTEIN

17

18

19

20

21

22

23

24

25

FBA9MEEC

1 THE COURT: Mr. Pierce.

2 MR. PIERCE: Your Honor, I don't think it makes sense
3 to try Danner and MeehanCombs along with BOKF and UMB.
4 Different transactions. Different indentures. Different
5 indenture release provisions. Entirely different arguments.

6 THE COURT: I have that concern too. It is a jury. I
7 don't want to confuse them. There really are different
8 instruments and different issues.

9 MR. CLAYTON: Well they are Trust Indenture Act claims
10 they are attacking.

11 THE COURT: But they're not required to split the
12 claims up and try the TIA claims in one trial and the other
13 claims in a different trial. And I do think it would be
14 confusing for the jury to try to cope with different issues,
15 different indentures, different terms.

16 MR. CLAYTON: They are going to be coping. There are
17 going to be several different indentures.

18 THE COURT: That's true even as it is. Fair point.
19 But it only complicates it further to have more plaintiffs and
20 more acts and more terms.

21 I agree with Mr. Pierce. But I can't give you a trial
22 date should you lose the motion.

23 MR. PIERCE: Understand.

24 THE COURT: It just has to follow the others. The
25 others are now ahead of you in a sense.