

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

CAESARS ENTERTAINMENT
OPERATING COMPANY, INC.,

Alleged Debtor.

Chapter 11

Case No. 15-10047 (KG)

Ref. Docket No. 10 and 11

Objection Deadline: TBD

Hearing Date: TBD

**JOINDER OF WILMINGTON SAVINGS FUND SOCIETY, FSB, AS
SUCCESSOR INDENTURE TRUSTEE FOR THE 10% SECOND-PRIORITY
SENIOR SECURED NOTES DUE 2018, TO PETITIONING CREDITORS'
MOTION FOR APPOINTMENT OF EXAMINER WITH ACCESS TO AND
AUTHORITY TO DISCLOSE PRIVILEGED MATERIALS**

Wilmington Savings Fund Society, FSB (“WSFS”), as successor Indenture Trustee for the 10% Second-Priority Senior Secured Notes Due 2018 (the “Notes”) issued by Caesars Entertainment Operating Company, Inc. (the “Alleged Debtor”), by and through its undersigned counsel, hereby joins in the *Motion for Appointment of Examiner with Access to and Authority to Disclose Privileged Materials* [Docket No. 10] (the “Examiner Motion”)¹ and respectfully represents as follows:

JOINDER

WSFS is the successor Indenture Trustee under the Indenture, dated as of April 15, 2009 (as amended and supplemented, the “2009 Indenture”), among (i) the Alleged Debtor, as Issuer, (ii) Caesars Entertainment Corporation, as Parent Guarantor, and (iii) U.S. Bank National Association, as original Indenture Trustee. Pursuant to the 2009 Indenture, the Alleged Debtor

¹ All capitalized terms used but not defined in this Joinder shall have the meanings ascribed to them in the Examiner Motion.

issued approximately \$3.68 billion aggregate principal amount of Notes, which remain outstanding.

WSFS has reviewed the Examiner Motion filed by the Petitioning Creditors. WSFS agrees with the Petitioning Creditors that the pre-petition conduct of the Alleged Debtor and its insiders, including, but not limited to, the transfer of valuable assets away from the Alleged Debtor for insufficient or no apparent consideration, requires the appointment of an independent, disinterested examiner with access to, and authority to disclose, privileged materials as part of his or her report. Accordingly, WSFS joins in the Examiner Motion in all respects and respectfully requests that the Court grant the relief requested therein.

WHEREFORE, for the reasons set forth in the Examiner Motion, WSFS respectfully requests that the Court (i) appoint an examiner pursuant to 1104(c) of the Bankruptcy Code to investigate and report on the transactions identified in the Examiner Motion, (ii) grant the examiner unfettered access to documents and information subject to the attorney-client, work product or other privilege, (iii) authorize the examiner to include any such documents and information in his or her report to the Court, and (iv) grant such other and further relief as this Court deems just and proper.

Dated: January 13, 2015
Wilmington, Delaware

Respectfully submitted,

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