

Determinations Committee Decision

Date:	February 9, 2015
Determinations Committee:	Americas
Meeting Date:	February 9, 2015

<b>DC Issue 2015011501:</b>	<b>Has a Bankruptcy Credit Event occurred with respect to Caesars Entertainment Operating Co.?</b>	
Question for vote:	For purposes of publication of the Initial List of Deliverable Obligations, in respect of each obligation on the list provided, is such obligation a Deliverable Obligation for purposes of the Auction to be held with respect to Caesars Entertainment Operating Company, Inc.? (Please see Annex)	
Vote result:	Yes	
Votes:	15 'Yes' votes and 0 'No' votes	
	Bank of America N.A.	Yes
	Barclays Bank plc	Yes
	BlueMountain Capital Management, LLC	Yes
	BNP Paribas	Yes
	Citibank, N.A.	Yes
	Credit Suisse International	Yes
	D.E. Shaw & Co., L.P.	Yes
	Deutsche Bank AG	Yes
	Eaton Vance Management	Yes
	Elliott Management Corporation	Yes
	Goldman Sachs International	Yes
	JPMorgan Chase Bank, N.A.	Yes
	Morgan Stanley & Co. International plc	Yes
	Nomura International plc	Yes
	Pacific Investment Management Co., LLC	Yes

**Annex**

**Initial List of Deliverable Obligations For The 2015 Caesars Entertainment Operating Company, Inc. Credit Derivatives Auction Settlement Terms<sup>1</sup> - published February 9, 2015**

**Bonds:**

<b>CUSIP</b>	<b>Issuer Name</b>	<b>Coupon</b>	<b>Maturity</b>	
413627BB5	Caesars Entertainment Operating Co Inc	10.00%	12/15/2015	*Unless subject to Lock-Up
413627BA7	Caesars Entertainment Operating Co Inc	10.00%	12/15/2015	*Unless subject to Lock-Up
EH6660573	Caesars Entertainment Operating Co Inc	10.00%	12/15/2015	*Unless subject to Lock-Up
413627BE9	Caesars Entertainment Operating Co Inc	10.75%	2/1/2016	*Unless subject to Lock-Up
413627AY6	Caesars Entertainment Operating Co Inc	10.75%	2/1/2016	*Unless subject to Lock-Up
EH1863099	Caesars Entertainment Operating Co Inc	10.75%	2/1/2016	*Unless subject to Lock-Up
413627AX8	Caesars Entertainment Operating Co Inc	6.50%	6/1/2016	*Unless subject to Lock-Up
12768RAJ6	Caesars Entertainment Operating Co Inc	6.50%	6/1/2016	*Unless subject

<sup>1</sup>

Published pursuant to Section 3.3 of the Credit Derivatives Determinations Committees Rules

CUSIP	Issuer Name	Coupon	Maturity	
				to Lock-Up
413627BL3	Caesars Entertainment Operating Co Inc	11.25%	6/1/2017	*Unless subject to Lock-Up
413622AA9	Harrahs Operating Escrow LLC/Harrahs Escrow Corp	11.25%	6/1/2017	*Unless subject to Lock-Up
EH8470575	Harrahs Operating Escrow LLC/Harrahs Escrow Corp	11.25%	6/1/2017	*Unless subject to Lock-Up
413627AW0	Caesars Entertainment Operating Co Inc	5.75%	10/1/2017	*Unless subject to Lock-Up
12768RAH0	Caesars Entertainment Operating Co Inc	5.75%	10/1/2017	*Unless subject to Lock-Up
12768RAA5	Caesars Entertainment Operating Co Inc	12.75%	4/15/2018	*Unless subject to Lock-Up
413627BM1	Caesars Entertainment Operating Co Inc	10.00%	12/15/2018	*Unless subject to Lock-Up
413627BD1	Caesars Entertainment Operating Co Inc	10.00%	12/15/2018	*Unless subject to Lock-Up
413627BC3	Caesars Entertainment Operating Co Inc	10.00%	12/15/2018	*Unless subject to Lock-

CUSIP	Issuer Name	Coupon	Maturity	
				Up
413627BG4	Caesars Entertainment Operating Co Inc	10.00%	12/15/2018	*Unless subject to Lock-Up
EH6660698	Caesars Entertainment Operating Co Inc	10.00%	12/15/2018	*Unless subject to Lock-Up
EH7905498	Caesars Entertainment Operating Co Inc	10.00%	12/15/2018	*Unless subject to Lock-Up
127693AH2	Caesars Entertainment Operating Co Inc	9.00%	2/15/2020	*Unless subject to Lock-Up
127693AE9	Caesars Entertainment Operating Co Inc	9.00%	2/15/2020	*Unless subject to Lock-Up
12768RAD9	Caesars Entertainment Operating Co Inc	8.50%	2/15/2020	*Unless subject to Lock-Up
127693AA7	Caesars Entertainment Operating Co Inc	8.50%	2/15/2020	*Unless subject to Lock-Up
EJ0213441	Caesars Entertainment Operating Co Inc	8.50%	2/15/2020	*Unless subject to Lock-Up

\*If an obligation on the list above is marked "Unless subject to Lock-Up", then such obligation will NOT be included on the list of Deliverable Obligations if the party delivering that obligation is subject to the provisions of an agreement substantially in the form of the CEOC Lock-Up Agreement (defined

below) with respect to such obligation (a "Locked-Up Obligation"). Obligations with the same ISIN or CUSIP as a Locked-Up Obligation that are not subject to the CEOC Lock-Up Agreement will be included on the list of Deliverable Obligations. For the avoidance of doubt, transferees under a Representative Auction-Settled Transaction will not become obliged to adhere to the CEOC Lock-Up Agreement by virtue of their participation in the Caesars Entertainment Operating Company, Inc. auction.

"CEOC Lock-Up Agreement" means that certain Third Amended & Restated Restructuring Support and Forbearance Agreement (as amended, supplemented, or amended and restated from time to time and including all exhibits and schedules attached thereto, the **RSA**), dated as of January 13, 2015, among *inter alios* Caesars Entertainment Operating Company, Inc. and certain of its creditors, or any other agreement in substantially the same form as the RSA entered into by Caesars Entertainment Operating, Inc. and any of its creditors from time to time.