



September 28, 2017

Caesars Entertainment Operating Company, Inc. Announces Preliminary Results of PropCo Equity Election Procedure

LAS VEGAS, Sept. 28, 2017 /PRNewswire/ -- Caesars Entertainment Operating Company, Inc. and its Chapter 11 debtor subsidiaries (collectively, "CEOC") announced the preliminary results of the PropCo Equity Election as described in CEOC's Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code. The PropCo Equity Election was oversubscribed, with over \$2 billion of debt committing to convert into equity, subject to the maximum of \$1.25 billion. The preliminary results of the elections are summarized below.

CEOC's restructuring is subject to the completion of the merger of Caesars Acquisition Company ("CAC") into Caesars Entertainment Corporation (NASDAQ: CZR), certain financing activities and lease documentation and other customary closing conditions.

PropCo Equity Election (*\$ in Millions*)

PropCo Debt Before PropCo Equity Election

	Prepetition Credit Agreement Claims	Secured First Lien Notes Claims	Total
PropCo First Lien Term Loan / Notes	\$1,961	\$431	\$2,392
PropCo Second Lien Notes	150	1,425	1,575
Total	2,111	1,856	3,967

PropCo Debt Tendered for PropCo Equity Election

	Prepetition Credit Agreement Claims	Secured First Lien Notes Claims	Total
PropCo First Lien Term Loan / Notes	\$879	\$362	\$1,240
<i>% of Pre-Election 1L</i>	<i>44.8%</i>	<i>83.9%</i>	<i>51.9%</i>
PropCo Second Lien Notes	38	801	839
<i>% of Pre-Election 2L</i>	<i>25.2%</i>	<i>56.2%</i>	<i>53.2%</i>
Total	917	1,162	2,079
<i>% of Pre-Election Total</i>	<i>43.4%</i>	<i>62.6%</i>	<i>52.4%</i>

Reductions to PropCo Equity Election by Constraint

	Prepetition Credit Agreement Claims	Secured First Lien Notes Claims	Total
<u>Max Equity Constraint</u>			
PropCo First Lien Term Loan / Notes	(\$74)	(\$64)	(\$138)
PropCo Second Lien Notes	-	(30)	(30)
Total	(74)	(94)	(168)

Min Total Election

PropCo First Lien Term Loan / Notes	-	-	-
PropCo Second Lien Notes	-	-	-

Total	-	-	-
<u>Reduction to \$1.25bn Total</u>			
PropCo First Lien Term Loan / Notes	(482)	(178)	(661)
PropCo Second Lien Notes	-	-	-
Total	(482)	(178)	(661)

<u>Total Reductions</u>			
PropCo First Lien Term Loan / Notes	(556)	(242)	(798)
PropCo Second Lien Notes	-	(30)	(30)
Total	(556)	(273)	(829)

PropCo Equity Election Results

	Prepetition Credit Agreement Claims	Secured First Lien Notes Claims	Total
PropCo First Lien Term Loan / Notes	323	119	442
PropCo Second Lien Notes	38	770	808
Total	360	890	1,250

Pro Forma Capital Structure (Non-CPLV)

PropCo First Lien Term Loan	\$1,638
PropCo First Lien Notes	312
PropCo Second Lien Notes	767
Total	2,717

About Caesars Entertainment Operating Company, Inc.

Caesars Entertainment Operating Company, Inc. ("CEO"), a majority owned subsidiary of Caesars Entertainment Corporation, provides casino entertainment services and owns, operates or manages 37 gaming and resort properties in 14 states of the United States and internationally primarily under the Caesars, Harrah's and Horseshoe brand names. CEO is focused on building customer loyalty through providing its guests with a combination of great service, excellent products, unsurpassed distribution, operational excellence and technology leadership as well as all the advantages of the Total Rewards program. CEO also is committed to environmental sustainability and energy conservation, and recognizes the importance of being a responsible steward of the environment.

Forward Looking Statements

The results of the PropCo Equity Election are based upon the review of election results to date and such results are preliminary and subject to further review prior to emergence. Such results may change prior to emergence based upon rounding or other factors, including the further review of CEO and its advisors.

Certain statements in this press release, including statements such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "project," "target," "can," "could," "may," "should," "will," "would" or similar expressions, constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on the Company's current plans, expectations and projections about future events and are not guarantees of future performance. You are cautioned not to place undue reliance on any forward-looking statements included in this press release. Except as otherwise required by the federal securities laws, the Company undertakes no obligation to publicly update or revise any forward-looking statements after the date of this press release, whether as a result of new information, future events, changed circumstances or any other reason.

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