

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	
)	Chapter 11
CAESARS ENTERTAINMENT OPERATING)	
COMPANY, INC., <u>et al.</u> , ¹)	Case No. 15-01145 (ABG)
)	
Debtors.)	(Jointly Administered)
)	
)	
)	Hr'g Date: May 9, 2016, at 10:30 a.m. (CDT)

**NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ORDER (A) APPROVING
THE CONFIRMATION SCHEDULE AND (B) GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on the **9th day of May 2016, at 10:30 a.m. (prevailing Central Time)** or as soon thereafter as counsel may be heard, the Debtors will appear before the Honorable A. Benjamin Goldgar or any other judge who may be sitting in his place and stead, in Courtroom 642 in the Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, Chicago, Illinois 60604, and present the attached *Debtors' Motion for Entry of an Order (A) Approving the Confirmation Schedule and (B) Granting Related Relief* (the "Motion").

PLEASE TAKE FURTHER NOTICE that any objection to the Motion must be filed with the Court by **May 2, 2016, at 4:00 p.m. (prevailing Central Time)** and served so as to be actually received by such time by: (a) counsel to the Debtors; (b) the Office of the United States Trustee for the Northern District of Illinois; and (c) any party that has requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure (a schedule of such parties may be found at <https://cases.primeclerk.com/CEOC>).

PLEASE TAKE FURTHER NOTICE that copies of the Motion as well as copies of all documents filed in these chapter 11 cases are available free of charge by visiting <https://cases.primeclerk.com/CEOC> or by calling (855) 842-4123 within the United States or Canada or, outside of the United States or Canada, by calling +1 (646) 795-6969. You may also obtain copies of any pleadings by visiting the Court's website at <http://www.ilnb.uscourts.gov> in accordance with the procedures and fees set forth therein.

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>.

Dated: April 4, 2016
Chicago, Illinois

/s/ David R. Seligman, P.C.

James H.M. Sprayregen, P.C.
David R. Seligman, P.C.
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

- and -

Paul M. Basta, P.C.
Nicole L. Greenblatt, P.C.
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Counsel to the Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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In re:)	Chapter 11
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CAESARS ENTERTAINMENT OPERATING COMPANY, INC., <u>et al.</u> , ¹)	Case No. 15-01145 (ABG)
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Debtors.)	(Jointly Administered)
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**DEBTORS’ MOTION FOR ENTRY OF AN ORDER (A) APPROVING THE
CONFIRMATION SCHEDULE AND (B) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this motion (the “Motion”) for entry of an order (the “Order”), substantially in the form attached hereto as **Exhibit A**, (a) establishing a schedule of important discovery and briefing dates and deadlines, and other governing protocols and procedures (the “Confirmation Schedule”) related to confirmation of the *Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 3483] (as may be further modified, amended, or supplemented from time to time and including all exhibits and supplements thereto, the “Plan”),² and (b) granting related relief. In support of the Motion, the Debtors state as follows.

Introduction

1. In connection with the May 9th hearing on the adequacy of the Debtors’ Disclosure Statement, the Debtors seek approval of a Confirmation Schedule to establish the

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 Capitalized terms used but not otherwise defined herein have the meanings given to them in the Plan or the Disclosure Statement, as applicable.

discovery and briefing deadlines necessary to prepare these cases for what could potentially be a contested confirmation trial. The briefing and discovery schedule proposed here should be read in parallel with the solicitation process (the “Solicitation Procedures”) outlined in the contemporaneously filed *Debtors’ Motion for Entry of an Order (A) Approving the Solicitation and Election Procedures and (B) Granting Related Relief* (the “Solicitation Procedures Motion”).

2. Together, this Motion and the Solicitation Procedures Motion outline a 168-day confirmation process between the Disclosure Statement hearing and the Confirmation Hearing, which the Debtors believe is more than adequate to permit Parties, as defined herein, to move towards Plan confirmation. In fact, the proposed schedule is significantly longer than confirmation schedules in other large, contentious, and complex bankruptcy cases. See, e.g., In re Energy Future Holdings Corp., No. 14-10979 (Bankr. D. Del. July 2, 2015, Aug. 27, 2015) [Docket Nos. 4916, 5771] (establishing and modifying plan discovery schedule lasting approximately 88 days in advance of the confirmation hearing); In re City of Detroit, No. 13-53846 (Bankr. E.D. Mich. Mar. 6, 2014, July 29, 2014) [Docket Nos. 2937, 6376] (establishing and modifying a plan discovery schedule lasting approximately 122 days in advance of the confirmation hearing); In re Tribune Co., No. 08-13141 (Bankr. D. Del. Apr. 5, 2012) [Docket No. 11326] (establishing plan discovery schedule lasting approximately 73 days in advance of confirmation hearing); In re UAL Corp., No. 02-B-48191 (Bankr. N.D. Ill. Sept. 22, 2005) [Docket No. 12880] (establishing plan discovery schedule lasting approximately 109 days in advance of the confirmation hearing). Given the sophisticated advisors involved in these cases, the Parties should be more than able to meet the dates and deadline set forth in the proposed Confirmation Schedule.

3. By seeking to set the Confirmation Schedule, the Debtors are not forgoing a consensual confirmation. Quite the opposite: the Debtors continue to seek to resolve these cases consensually and have engaged Joseph Farnan, Jr., former chief judge of the U.S. District Court for the District of Delaware, to mediate issues related to confirmation of a plan of reorganization. The Debtors hope that this mediation will continue in parallel while the Parties prepare for confirmation. But all things, including these cases, must come to an end. And the uncertainty related to the outcome of the confirmation trial itself may be what is necessary to bring about a global settlement. See Caesars Entertainment Operating Co., Inc. v. BOKF, N.A., Adv. No. 15-149, Docket No. 214, Slip Op., at 13 (“[U]ncertainty produces settlements because settlements avoid risk. . . . Cases that settle on the courthouse steps settle on the way in to the courthouse, not on the way out.”). If such a resolution is not reached, however, the Confirmation Schedule will also allow the Debtors and other Parties to seek confirmation of the Plan on a less than fully consensual basis. Accordingly, the Debtors seek approval of the Confirmation Schedule as set forth more fully herein.³

Jurisdiction and Venue

4. The United States Bankruptcy Court for the Northern District of Illinois (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested

³ The Debtors note that they proposed a confirmation hearing in August 2016 when they first filed a proposed confirmation schedule for illustrative purposes on March 2, 2016. Based on feedback from the Court at a hearing on March 16, 2016, the Debtors moved back the confirmation schedule to October in a proposal shared with the parties to the mediation on March 26. Only two parties in interest commented or asked questions about that revised proposal. Nevertheless, by this Motion, the Debtors have proposed a schedule resulting in a confirmation hearing commencing on November 7.

herein are sections 105(a) and 1128 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rules 2002, 3016, 3017, 3018, and 3020 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Local Rules 3016-1 and 3018-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Northern District of Illinois (the “Local Rules”).

Relief Requested

5. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A**, approving the Confirmation Schedule and Governing Protocols and Procedures set forth below.

6. The Debtors propose that any party in interest that intends to participate in discovery and/or the trial relating to Confirmation of the Plan must file with the Court a notice indicating such intent. All parties in interest that file the requisite notice of intent will be referred to herein as a “Party” or the “Parties.”

I. Dates and Deadlines Related to Fact Discovery.⁴

7. The Debtors propose to adopt the following dates and deadlines with respect to fact discovery:

- a. **Document Requests**: Parties must serve consolidated document requests (the “Document Requests”) by no later than Friday, May 27, 2016, at 4:00 p.m. Parties may serve additional consolidated document requests relating solely to new issues raised for the first time in the Plan Supplement by no later than Monday, June 13, 2016 (the “Plan Supplement Document Requests”).
- b. **Responses to Document Requests**: Parties must provide their written responses and objections to the Document Requests by Monday,

⁴ All times listed in the Motion are prevailing Central Time, unless otherwise indicated.

June 13, 2016. Parties must provide their written responses and objections to the Plan Supplement Document Requests by Monday, June 20, 2016.

- c. **Document Production Deadline:** Parties must complete production of documents in response to the Document Requests and Plan Supplement Document Requests by Friday, July 15, 2016 (it being understood that Parties will produce responsive materials on a rolling basis in advance of that date).
- d. **Initial Witness Lists:** On or before Friday, August 12, 2016, all Parties must exchange with the other Parties, and must file with the Court, an initial list of all fact witnesses the Party intends to call at the Confirmation Hearing, including witnesses the Party will call adversely, with a brief description of the subject matter of the witness's testimony. Each Party must deliver to chambers on the filing date one copy of its initial witness list. The initial list must be divided into two categories: (i) fact witnesses who will be called to testify and (ii) fact witnesses who may be called to testify. If a Party learns after August 12, 2016 that a person not included on the Party's initial witness list has knowledge of relevant facts and is a witness the Party will or may call at trial, the Party must promptly amend its witness list to include the omitted witness. The amended initial witness list must be served on the Parties and filed with the Court, and a copy must be delivered to chambers on the filing date.
- e. **Motions to Compel:** Parties must file any motions to compel relating to the Document Requests or Plan Supplement Document Requests by Monday, July 25, 2016, at 4:00 p.m., except that a Party may have five days from receipt of a privilege log to file a motion to compel based on that privilege log. In no event will the making or granting of a motion to compel be grounds to extend any of the dates listed herein.
- f. **Privilege Logs:** The Parties must provide logs of all documents responsive to the Document Requests or Plan Supplement Document Requests that were withheld on the basis of any claim of privilege by Friday, August 5, 2016.
- g. **Fact Depositions:** Parties may begin fact depositions at any point. All deposition notices must be served by Monday, August 15, 2016. Deposition notices must be served no later than ten days prior to the deposition date and any objections thereto must be served no later than five days before the deposition date.
- h. **Fact Discovery Cut-Off:** The fact discovery cut-off date is Friday, September 9, 2016.

II. Dates and Deadlines Related to Expert Discovery.

8. The Debtors propose to adopt the following dates and deadlines with respect to expert discovery:

- a. **Initial Expert Reports:** Pursuant to Rule 26(a)(2) of the Federal Rules of Civil Procedure (made applicable by Fed. R. Bank. P. 7026), Parties must identify experts and exchange initial expert reports on or before Friday, September 16, 2016. These reports must satisfy the requirements of Rule 26(a)(2)(B) of the Federal Rules of Civil Procedure.
- b. **Rebuttal Expert Reports:** Pursuant to Rule 26(a)(2) of the Federal Rules of Civil Procedure (made applicable by Fed. R. Bank. P. 7026), Parties must exchange rebuttal expert reports on or before Friday, September 30, 2016. These reports must satisfy the requirements of Rule 26(a)(2)(B) of the Federal Rules of Civil Procedure.
- c. **Expert Discovery Cut-Off:** The expert discovery cut-off date is Friday, October 14, 2016.

III. Dates and Deadlines Related to the Confirmation Hearing.

9. The Debtors propose to adopt the following dates and deadlines with respect to the preparation of materials for the Confirmation Hearing:

- a. **Transcribed Depositions**
 - If deposition transcripts are to be read into the record at the Confirmation Hearing, on or before Wednesday, October 12, 2016, Parties must file with the Court and serve on all other Parties a list of the depositions, designating by page and line number the portions to be read. A list of counterdesignations by page and line number, and any evidentiary objections to the initial designations, must be filed and served on or before Wednesday, October 19, 2016. Evidentiary objections to the counterdesignations must be filed and served on or before Tuesday, October 25, 2016.
 - Complete copies of the deposition transcripts showing the designated and counterdesignated testimony (designated testimony highlighted in yellow, counterdesignated testimony highlighted in light green or some other contrasting color), along with copies of evidentiary objections to any designated or counterdesignated deposition testimony, must be submitted to chambers on or before Friday, October 28, 2016.

- Transcribed depositions must be read into the record at trial; they will not be admitted into evidence and should not be marked as exhibits.

b. **Video Depositions:**

- No video deposition may be used at trial unless a written transcript of the deposition has also been prepared.
- If a Party proposes to use a video deposition at trial, on or before Wednesday, October 12, 2016, the Party must file with the Court and serve on all other Parties a list of the video depositions, designating by page and line number of the written transcript the portions to be shown at trial. A list of counterdesignations by page and line number, and any evidentiary objections to the initial designations, must be filed and served on or before Wednesday, October 19, 2016. Evidentiary objections to the counterdesignations must be filed and served on or before Tuesday, October 25, 2016.
- Complete copies of the written transcripts of the video depositions showing the designated and counterdesignated testimony (designated testimony highlighted in yellow, counterdesignated testimony highlighted in light green or some other contrasting color), along with copies of evidentiary objections to any designated or counterdesignated deposition testimony, must be submitted to chambers on or before Friday, October 28, 2016.

- c. **Objections to the Plan:** Consistent with the relief requested in the Solicitation Procedures Motion, on or before Friday, August 19, 2016, at 4:00 p.m. any Party objecting to the Plan must file and serve its objection.

- d. **Initial Pretrial Conference:** The Parties must meet and confer regarding the issues to be addressed during the initial pretrial conference no later than one week before the initial pretrial conference. An initial pretrial conference will be held on Wednesday, October 12, 2016, at 10:30 a.m. or at such other time as set by the Court.

e. **Exhibits and Exhibit Lists:**

- On or before Friday, October 7, 2016, the Parties must exchange (i) copies of all exhibits they intend to introduce into evidence and (ii) a list of the exhibits. Each proposed exhibit must be clearly numbered (not designated with a letter or other symbol) in the order of its probable presentation at trial. Each document must be given a separate exhibit number. Next to each exhibit on the exhibit list, a brief description of the exhibit must be provided.

- Demonstrative exhibits that the Parties intend to use at trial must also be marked, included on the exhibit lists, and exchanged on or before Friday, October 7, 2016.
 - Each Party must file its exhibit list (but not the exhibits themselves) with the Court and must deliver to chambers on the filing date one (1) set of the exhibits and one (1) copy of the exhibit list. *If a Party lists more than ten (10) exhibits, the exhibits themselves must be submitted in one or more three-ring binders, and the exhibits must be tabbed.* Group exhibits must be sequentially paginated by Bates stamp or some comparable method.
 - No later than Friday, October 14, 2016, Parties must file, serve, and deliver to chambers a list stating, as to each exhibit, whether there is an objection to the exhibit's admission. If there is an objection, a specific ground must be listed for the objection. Relevance objections need not be listed and are reserved for trial. Any other objection not listed is waived. Any objection as to which a specific ground is not listed is also waived.
- f. **Motions in Limine:** Any motions in limine must be filed by Friday, October 28, 2016, at 4:00 p.m. Oppositions to motions in limine must be filed by Wednesday, November 2, 2016, at 4:00 p.m.
- g. **Final Witness Lists:** On or before Friday, October 28, 2016, all Parties must exchange with the other Parties and must file with the Court a final list of all fact and expert witnesses the Party intends to call at trial. All requirements for the form, filing, and service of initial witness lists set forth above apply to final witness lists. All experts who will or may be called must be included on the final witness lists and must be specifically designated as "expert." A brief statement of the topic of each expert's testimony must be provided.
- h. **Pretrial Briefs:** On or before Monday, October 24, 2016, any Party objecting to or supporting the Plan must file and serve a trial brief. The page limit is thirty (30) pages, unless the Court orders otherwise, provided that the page limit is forty-five (45) pages for the Debtors. The brief must (i) describe what the Party believes the evidence will show; (ii) identify the salient legal issues; and (iii) provide a thorough and complete legal argument, with citations to relevant legal authorities, supporting the Party's contentions on the merits. The Debtors' brief must also address the confirmation requirements under section 1129 of the Bankruptcy Code. Any legal claim, theory, or argument not raised and thoroughly discussed in a Party's trial brief with appropriate citations to legal authority will be deemed forfeited. The claim will not be considered, and no evidence relevant to it will be admitted. Failure to file a trial brief will

bar a Party from presenting any witnesses or introducing any evidence at trial.

- i. **Joint List of Stipulated Facts**: To the extent reasonably possible, the Parties must stipulate to facts and the admissibility of documents. No later than Wednesday, November 2, 2016, the Parties must file with the Court a joint list, signed by counsel, stating all facts and documents to which the Parties have stipulated. The stipulations will be deemed admitted into evidence.
- j. **Final Pretrial Conference**: A final pretrial conference will be held on Friday, November 4, 2016, at 10:30 a.m., or at such other time as set by the Court.

IV. Other Governing Protocols and Procedures.

10. In addition to the dates and deadlines listed above, the Debtors propose to establish certain protocols and procedures to govern the litigation and discovery process (the "Governing Protocols and Procedures"). Given the size, complexity, and contentiousness of these chapter 11 cases, the Debtors believe it is important to reduce the burden on the Court and others likely to result from contested confirmation trial by imposing practical and fair rules on the trial process. The Governing Protocols and Procedures are therefore designed to streamline the Plan Confirmation process where possible by making the litigation process more efficient and preventing an unnecessary waste of resources. The Proposed Governing Protocols and Procedures are as follows:

- a. **Protective Order**: All discovery in connection with the confirmation proceedings will be subject to and conducted in accordance with the terms of the protective order entered by this Court governing discovery conducted in the above-captioned bankruptcy cases (the "Protective Order") [Docket No. 1575].
- b. **Coordination of Requests for Discovery for the Confirmation Proceedings**: In order to avoid service of multiple, duplicative document requests and the attendant costs and other burdens imposed upon the Debtors to respond to such requests in connection with the confirmation proceedings, the Official Committee of Second Priority Noteholders and the Statutory Committee of Unsecured Claimholders (the "Official

Committees”) must work together and coordinate to ensure that the Document Requests and Plan Supplement Document Requests are not redundant or duplicative and serve one set of consolidated requests.

- c. **Coordination of Exhibit Lists:** To avoid the attendant costs and other burdens imposed upon the Debtors, the Parties, and the Court, the Official Committees must work together and coordinate and create one consolidated exhibit list.
- d. **Document Repository:** The Debtors will establish and maintain a document repository (the “Repository”) into which all documents they produce will be deposited. The Debtors will promptly notify each Party who has access to the Repository by e-mail of the addition of any documents to the Repository. Those Parties who have signed the Protective Order in this case will have access to the Repository pursuant to the Protective Order’s terms.
- e. **Document Discovery from Legal, Financial, or Industry Advisors of the Parties:** Each Party that is the recipient of a request for the production of documents agrees to make reasonable efforts to produce responsive and non-privileged documents on behalf of any legal, financial, or industry advisor (but excluding any auditor) retained by such Party in connection with these chapter 11 cases and/or under the Party’s control, without the need for such advisor to be subpoenaed directly.
- f. **Assertions of Privilege:** If any recipient of a discovery request withholds or redacts any documents on the grounds of privilege, work product, or any other type of protection or immunity from disclosure, that person must provide a privilege log consistent with Rule 26(b)(5) of the Federal Rules of Civil Procedure, as incorporated by Bankruptcy Rules 7026 and 9014. Efficient means of providing information regarding claims of privilege are encouraged, and Parties are encouraged to agree upon measures that further this end. Consistent with the Seventh Circuit’s E-Discovery Pilot Program, as an alternative to a privilege log, a Party who withholds ESI or documents on the grounds of attorney-client privilege and/or work product protection may provide (a) a listing of such ESI and documents in electronic spreadsheet format providing as much objective metadata as is reasonably available (e.g., document control number, date, author(s), recipient(s), file type, etc.) and an indication of the privilege and/or protection being asserted; and (b) a description of any categories of ESI and documents that the withholding Party asserts are privileged or protected and the reasons for asserting that individual review of the category is not worth the time and/or expense necessary to do so.
- g. **Limitations on Interrogatories:** Unless otherwise ordered by the Court, interrogatories are restricted to those seeking names of witnesses with

knowledge of discoverable information. Interrogatories other than those seeking information described in this paragraph will not be allowed during the confirmation proceedings.

- h. **Requests for Admission:** Without leave of the Court upon a specific showing of good cause, requests for admission pursuant to Rule 36 will not be allowed during the confirmation proceedings, except with respect to any request to admit the authenticity of any described document.
- i. **Limitations on Depositions:** A Party must obtain leave of Court, for good cause shown, to take a deposition that would result in (a) more than 30 fact witness depositions taken by Plan objectors in total or 20 fact witness depositions taken by Plan proponents in total; or (b) a witness being deposed more than once in his or her individual capacity. Each deposition taken in connection with Confirmation Proceedings is limited to seven hours total for all noticing Parties. For purposes of these limitations, each witness produced in response to a Rule 30(b)(6) deposition notice will be treated as a separate deponent. Deposition notices may not include requests for production of documents. The Official Committees must negotiate in good faith regarding the allocation of fact depositions.
- j. **Overlap with Prior Discovery:** The Parties may not serve discovery seeking the same documents from the same time period already produced in response to other requests in these chapter 11 cases. The Debtors will ensure that the Repository includes all non-privileged documents they have produced pursuant to any formal document demand in these chapter 11 cases. Documents produced in connection with the Examiner process may be used at the trial on the confirmation of the Plan without the need for any of the Parties to reproduce.

Basis for Relief

11. This Court has the ability to manage its docket and schedule matters to be heard in an efficient and timely manner. See, e.g., In re Caesars Entm't Operating Co., Inc., No. 15-01145 (ABG), Hr'g Tr. 124:1-3, Mar. 25, 2015 (Court explaining "I have the inherent power to manage the docket and decide which issues to resolve and when"). And section 105 of the Bankruptcy Code provides the Court with inherent equitable powers to "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title," including related to conducting a confirmation hearing pursuant to section 1128 of the

Bankruptcy Code. 11 U.S.C. § 105. The Debtors submit that the Confirmation Schedule complies with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and will enable the Debtors to pursue Confirmation of the Plan within the timeframe that will help drive Parties to a deal if possible while still providing the Debtors and other Parties in interest with certainty on the outcome of the Debtors' proposed Plan in light of the pending expiration of the Debtors' exclusive right to prosecute a plan on September 15.

12. Establishing the Confirmation Schedule (which contemplates a process lasting 168 days prior to the confirmation hearing) will provide a reasonable framework for Parties to exchange information related to Confirmation Issues; resolve issues related to discovery, depositions, expert witnesses, document production, and other litigation issues; and create a clear path for Court resolution of Confirmation Issues (if not consensually resolved). As such, the proposed Confirmation Schedule compares favorably to the similar litigation and discovery schedules imposed in many other large and complex bankruptcy cases. See, e.g., In re Energy Future Holdings Corp., No. 14-10979 (Bankr. D. Del. July 2, 2015, Aug. 27, 2015) [Docket Nos. 4916, 5771] (establishing and modifying plan discovery schedule lasting approximately 88 days in advance of the confirmation hearing); In re LightSquared Inc., No. 12-12080 (Bankr. S.D.N.Y. Aug. 15, 2014) [Docket No. 1708] (establishing plan discovery schedule lasting approximately 43 days in advance of the confirmation hearing); In re City of Detroit, No. 13-53846 (Bankr. E.D. Mich. March 6, 2014, July 29, 2014) [Docket Nos. 2937, 6376] (establishing and modifying a plan discovery schedule lasting approximately 122 days in advance of the confirmation hearing); In re Edison Mission Energy, No. 12-49219 (Bankr. N.D. Ill. Dec. 19, 2013) [Docket No. 1718] (establishing plan discovery schedule lasting approximately 63 days in advance of the confirmation hearing); In re Tribune Co., No. 08-13141

(Bankr. D. Del. April 5, 2012) [Docket No. 11326] (establishing plan discovery schedule lasting approximately 73 days in advance of confirmation hearing); In re Calpine Corp., No. 05-60200 (Bankr. S.D.N.Y. Sept. 26, 2007) [Docket No. 6136] (establishing plan discovery schedule lasting approximately 66 days in advance of an anticipated hearing); In re Mirant Corp., No. 03-46590 (Bankr. N.D. Tex. Mar. 22, 2007) [Docket No. 15170] (establishing plan discovery schedule lasting approximately 62 days up to the confirmation hearing); In re UAL Corp., No. 02-B-48191 (Bankr. N.D. Ill. Sept. 22, 2005) [Docket No. 12880] (establishing plan discovery schedule lasting approximately 109 days in advance of the confirmation hearing).

13. In sum, the Debtors believe that the approval of the dates, deadlines, and procedures requested herein is an appropriate use of this Court's equitable and inherent powers, complies with the Bankruptcy Code and Bankruptcy Rules, and maintains a reasonable course for these cases that also provides the Debtors' stakeholders with a full and fair opportunity to consider the proposed Plan. The Debtors therefore respectfully request that the Court approve the Confirmation Schedule and the Governing Protocols and Procedures.

Notice

14. The Debtors have provided notice of this Motion to the entities on the Service List (as defined in the Case Management Order and available on the Debtors' case website at <https://cases.primeclerk.com/CEOC>). The Debtors also have provided notice of the hearing on approval of the Disclosure Statement to (a) all known creditors, interest holders, and contract counterparties, (b) all parties that, after reasonable inquiry, have asserted any lien, encumbrance, or other interest in the Debtors' assets, (c) the Internal Revenue Service, (d) all applicable state and local taxing authorities, (e) all applicable state and local regulators, and (f) the Securities and

Exchange Commission. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

15. Other than with respect to the deadline for filing initial requests for production requested in connection with the Debtors' motion to schedule the disclosure statement hearing [Docket No. 3335], no prior request for the relief sought in the Motion has been made to this or any other court.

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WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and granting such other relief as is just and proper.

Dated: April 4, 2016
Chicago, Illinois

/s/ David R. Seligman, P.C.

James H.M. Sprayregen, P.C.
David R. Seligman, P.C.
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

- and -

Paul M. Basta, P.C.
Nicole L. Greenblatt, P.C.
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Counsel to the Debtors and Debtors in Possession

Exhibit A

Proposed Order

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

In re:)	
)	Chapter 11
)	
CAESARS ENTERTAINMENT OPERATING)	Case No. 15-01145 (ABG)
COMPANY, INC., <u>et al.</u> , ¹)	
)	
Debtors.)	(Jointly Administered)

**ORDER (A) APPROVING THE CONFIRMATION SCHEDULE
AND (B) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order (the "Order"): (a) establishing the Confirmation Schedule and (b) granting related relief; all as more fully set forth in the Motion; and after due deliberation, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. The Confirmation Schedule and the Governing Protocols and Procedures are approved.
3. Any party in interest that intends to participate in discovery and/or the trial relating to Confirmation of the Plan must file with the Court a notice indicating such intent. All parties in interest that file the requisite notice of intent will be referred to herein as a "Party" or the "Parties."

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 Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

A. Dates and Deadlines Related to Fact Discovery.³

4. Parties must serve Document Requests by no later than Friday, May 27, 2016, at 4:00 p.m. Parties may serve additional Plan Supplement Document Requests by no later than Monday, June 13, 2016. Parties must provide their written responses and objections to the Document Requests by Monday, June 13, 2016, at 4:00 p.m. Parties must provide their written responses and objections to the Plan Supplement Document Requests by Monday, June 20, 2016. Parties must complete production of documents in response to the Document Requests and Plan Supplement Document Requests by Friday, July 15, 2016.

5. On or before Friday, August 12, 2016, all Parties must exchange with the other Parties, and must file with the Court, an initial list of all fact witnesses the Party intends to call at the Confirmation Hearing, including witnesses the Party will call adversely, with a brief description of the subject matter of the witness's testimony. Each Party must deliver to chambers on the filing date one (1) copy of its initial witness list. The initial list must be divided into two categories: (a) fact witnesses who will be called to testify and (b) fact witnesses who may be called to testify. If a Party learns after August 12, 2016 that a person not included on the Party's initial witness list has knowledge of relevant facts and is a witness the Party will or may call at trial, the Party must promptly amend its witness list to include the omitted witness. The amended initial witness list must be served on the Parties and filed with the Court, and a copy must be delivered to chambers on the filing date.

6. Parties must file any motions to compel relating to the Document Requests or Plan Supplement Document Requests by Monday, July 25, 2016, at 4:00 p.m., except that a Party may have five days from receipt of a privilege log to file a motion to compel based on that

³ All times listed in the Order are prevailing Central Time, unless otherwise indicated.

privilege log. In no event will the making or granting of a motion to compel be grounds to extend any of the dates listed herein.

7. The Parties must provide logs of all documents responsive to the Document Requests or Plan Supplement Document Requests that were withheld on the basis of any claim of privilege by Friday, August 5, 2016.

8. Parties may begin fact depositions at any point. All deposition notices must be served by Monday, August 15, 2016. Deposition notices must be served no later than ten days prior to the deposition date and any objections thereto must be served no later than five days before the deposition date.

9. The fact discovery cut-off date is Friday, September 9, 2016.

B. Dates and Deadlines Related to Expert Discovery.

10. Pursuant to Rule 26(a)(2) of the Federal Rules of Civil Procedure (made applicable by Fed. R. Bank. P. 7026), Parties must identify experts and exchange initial expert reports on or before Friday, September 16, 2016. These reports must satisfy the requirements of Rule 26(a)(2)(B) of the Federal Rules of Civil Procedure.

11. Pursuant to Rule 26(a)(2) of the Federal Rules of Civil Procedure (made applicable by Fed. R. Bank. P. 7026), Parties must exchange rebuttal expert reports on or before Friday, September 30, 2016. These reports must satisfy the requirements of Rule 26(a)(2)(B) of the Federal Rules of Civil Procedure.

12. The expert discovery cut-off is Friday, October 14, 2016.

C. Dates and Deadlines Related to Depositions.

13. If deposition transcripts are to be read into the record at the Confirmation Hearing, on or before Wednesday, October 12, 2016, Parties must file with the Court and serve on all other Parties a list of the depositions, designating by page and line number the portions to

be read. A list of counterdesignations by page and line number, and any evidentiary objections to the initial designations, must be filed and served on or before Wednesday, October 19, 2016. Evidentiary objections to the counterdesignations must be filed and served on or before Tuesday, October 25, 2016. Complete copies of the deposition transcripts showing the designated and counterdesignated testimony (designated testimony highlighted in yellow, counterdesignated testimony highlighted in light green or some other contrasting color), along with copies of evidentiary objections to any designated or counterdesignated deposition testimony, must be submitted to chambers on or before Friday, October 28, 2016. Transcribed depositions must be read into the record at trial; they will not be admitted into evidence and should not be marked as exhibits.

14. No video deposition may be used at trial unless a written transcript of the deposition has also been prepared. If a Party proposes to use a video deposition at trial, on or before Wednesday, October 12, 2016, the Party must file with the Court and serve on all other Parties a list of the video depositions, designating by page and line number of the written transcript the portions to be shown at trial. A list of counterdesignations by page and line number, and any evidentiary objections to the initial designations, must be filed and served on or before Wednesday, October 19, 2016. Evidentiary objections to the counterdesignations must be filed and served on or before Tuesday, October 25, 2016. Complete copies of the written transcripts of the video depositions showing the designated and counterdesignated testimony (designated testimony highlighted in yellow, counterdesignated testimony highlighted in light green or some other contrasting color), along with copies of evidentiary objections to any designated or counterdesignated deposition testimony, must be submitted to chambers on or before Friday, October 28, 2016.

D. Dates and Deadlines Related to Exhibits.

15. On or before Friday, October 7, 2016, Parties must exchange (a) copies of all exhibits they intend to introduce into evidence and (b) a list of the exhibits. Each proposed exhibit must be clearly numbered (not designated with a letter or other symbol) in the order of its probable presentation at trial. Each document must be given a separate exhibit number. Next to each exhibit on the exhibit list, a brief description of the exhibit must be provided. Demonstrative exhibits that the Parties intend to use at trial must also be marked, included on the exhibit lists, and exchanged on or before Friday, October 7, 2016. Each Party must file its exhibit list (but not the exhibits themselves) with the Court and must deliver to chambers on the filing date one (1) set of the exhibits and one (1) copy of the exhibit list. *If a Party lists more than ten (10) exhibits, the exhibits themselves must be submitted in one or more three-ring binders, and the exhibits must be tabbed.* Group exhibits must be sequentially paginated by Bates stamp or some comparable method. No later than Friday, October 14, 2016, Parties must file, serve, and deliver to chambers a list stating, as to each exhibit, whether there is an objection to the exhibit's admission. If there is an objection, a specific ground must be listed for the objection. Relevance objections need not be listed and are reserved for trial. Any other objection not listed is waived. Any objection as to which a specific ground is not listed is also waived.

E. Dates and Deadlines Related to the Confirmation Hearing.

16. An initial pretrial conference will be held on Wednesday, October 12, 2016, at 10:30 a.m., or at such other time as set by the Court. The Parties must meet and confer regarding the issues to be addressed during the initial pretrial conference no later than one week before the initial pretrial conference.

17. Any motions in limine must be filed by Friday, October 28, 2016, at 4:00 p.m. Oppositions to motions in limine must be filed by Wednesday, November 2, 2016, at 4:00 p.m.

18. On or before Friday, October 28, 2016, all Parties must exchange with the other Parties and must file with the Court a final list of all fact and expert witnesses the Party intends to call at trial. All requirements for the form, filing, and service of initial witness lists set forth above apply to final witness lists. All experts who will or may be called must be included on the final witness lists and must be specifically designated as “expert.” A brief statement of the topic of each expert’s testimony must be provided.

19. On or before Monday, October 24, 2016, any Party objecting to or supporting the Plan must file and serve a trial brief. The page limit is thirty (30) pages, unless the Court orders otherwise, provided that the page limit is forty-five (45) pages for the Debtors. The brief must (a) describe what the Party believes the evidence will show; (b) identify the salient legal issues; and (c) provide a thorough and complete legal argument, with citations to relevant legal authorities, supporting the Party’s contentions on the merits. The Debtors’ brief must also address the confirmation requirements under section 1129 of the Bankruptcy Code. Any legal claim, theory, or argument not raised and thoroughly discussed in a Party’s trial brief with appropriate citations to legal authority will be deemed forfeited. The claim will not be considered, and no evidence relevant to it will be admitted. Failure to file a trial brief will bar a Party from presenting any witnesses or introducing any evidence at trial.

20. To the extent reasonably possible, the Parties must stipulate to facts and the admissibility of documents. No later than Wednesday, November 2, 2016, the Parties must file with the Court a joint list, signed by counsel, stating all facts and documents to which the Parties have stipulated. The stipulations will be deemed admitted into evidence.

21. A final pretrial conference will be held on Friday, November 4, 2016, at 10:30 a.m., or at such other time as set by the Court.

F. Governing Protocols and Procedures.

22. All discovery in connection with the confirmation proceedings will be subject to and conducted in accordance with the terms of the protective order entered by this Court governing discovery conducted in the above-captioned bankruptcy cases (the “Protective Order”) [Docket No. 1575].

23. In order to avoid service of multiple, duplicative document requests and the attendant costs and other burdens imposed upon the Debtors to respond to such requests in connection with the confirmation proceedings, the Official Committees must work together and coordinate to ensure that the Document Requests and Plan Supplement Document Requests are not redundant or duplicative and serve one set of consolidated requests.

24. In order to avoid the attendant costs and other burdens imposed upon the Debtors, the Parties, and the Court, the Official Committees must work together and coordinate and create one consolidated exhibit list.

25. The Debtors will establish and maintain a document repository (the “Repository”) into which all documents they produce will be deposited. The Debtors will promptly notify each Party who has access to the Repository by e-mail of the addition of any documents to the Repository. Those Parties who have signed the Protective Order in this case will have access to the Repository pursuant to the Protective Order’s terms.

26. Each Party that is the recipient of a request for the production of documents agrees to make reasonable efforts to produce responsive and non-privileged documents on behalf of any legal, financial, or industry advisor (but excluding any auditor) retained by such Party in

connection with these chapter 11 cases and/or under the Party's control, without the need for such advisor to be subpoenaed directly.

27. If any recipient of a discovery request withholds or redacts any documents on the grounds of privilege, work product, or any other type of protection or immunity from disclosure, that person must provide a privilege log consistent with Rule 26(b)(5) of the Federal Rules of Civil Procedure, as incorporated by Bankruptcy Rules 7026 and 9014. Efficient means of providing information regarding claims of privilege are encouraged, and Parties are encouraged to agree upon measures that further this end. Consistent with the Seventh Circuit's E-Discovery Pilot Program, as an alternative to a privilege log, a Party who withholds ESI or documents on the grounds of attorney-client privilege and/or work product protection may provide (a) a listing of such ESI and documents in electronic spreadsheet format providing as much objective metadata as is reasonably available (e.g., document control number, date, author(s), recipient(s), file type, etc.) and an indication of the privilege and/or protection being asserted; and (b) a description of any categories of ESI and documents that the withholding Party asserts are privileged or protected and the reasons for asserting that individual review of the category is not worth the time and/or expense necessary to do so.

28. Unless otherwise ordered by the Court, interrogatories are restricted to those seeking names of witnesses with knowledge of discoverable information. Interrogatories other than those seeking information described in this paragraph will not be allowed during the confirmation proceedings.

29. Without leave of the Court upon a specific showing of good cause, requests for admission pursuant to Rule 36 will not be allowed during the confirmation proceedings, except with respect to any request to admit the authenticity of any described document.

30. A Party must obtain leave of Court, for good cause shown, to take a deposition that would result in (a) more than 30 fact witness depositions taken by Plan objectors in total or 20 fact witness depositions taken by Plan proponents in total; or (b) a witness being deposed more than once in his or her individual capacity. Each deposition taken in connection with Confirmation Proceedings is limited to seven hours total for all noticing Parties. For purposes of these limitations, each witness produced in response to a Rule 30(b)(6) deposition notice will be treated as a separate deponent. Deposition notices may not include requests for production of documents. The Official Committees must negotiate in good faith regarding the allocation of fact depositions.

31. The Parties may not serve discovery seeking the same documents from the same time period already produced in response to other requests in these chapter 11 cases. The Debtors will ensure that the Repository includes all non-privileged documents they have produced pursuant to any formal document demand in these chapter 11 cases. Documents produced in connection with the Examiner process may be used at the trial on the confirmation of the Plan without the need for any of the Parties to reproduce.

32. The terms and conditions of this Order will be immediately effective and enforceable upon its entry.

Dated: _____
Chicago, Illinois

The Honorable A. Benjamin Goldgar
United States Bankruptcy Judge