

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)
)	
)	Re: Docket No. 18

ORDER (I) APPROVING CASE MANAGEMENT PROCEDURES, (II) APPROVING THE NOTICE THEREOF, AND (III) GRANTING RELATED RELIEF

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") (I) approving the notice, case management, and administrative procedures, attached hereto as **Exhibit 1** (the "Case Management Procedures"), (II) approving the notice thereof, and (III) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the

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 may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.primeclerk.com/CEOC>.

Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein. Capitalized terms used but not otherwise defined herein will have the meanings ascribed to them in the Motion.

2. The Case Management Procedures are approved and will govern all aspects of these chapter 11 cases.

3. Notwithstanding the foregoing, the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, as amended from time to time and as supplemented by any applicable General Orders or Administrative Orders entered in this District, including, but not limited to, the Administrative Procedures for the Case Management/Electronic Case Filing System, effective November 1, 2014 (the "CM/ECF Procedures"), will apply in these chapter 11 cases by default, except to the extent the Case Management Procedures provide otherwise.

4. The Debtors' notice and claims agent, Prime Clerk LLC, is authorized to establish a case website available at <https://cases.primeclerk.com/CEOC>, where, among other things, electronic copies of all Court Filings filed in these chapter 11 cases will be posted within one business day of filing and may be viewed free of charge.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

Dated: Feb. 19, 2015
Chicago, Illinois


The Honorable A. Benjamin Goldgar
United States Bankruptcy Judge

Exhibit 1

Case Management Procedures

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)
)	
)	

CASE MANAGEMENT PROCEDURES

These notice, case management, and administrative procedures (these "Case Management Procedures") have been approved by the United States Bankruptcy Court for the Northern District of Illinois (the "Court") for these chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors") pursuant to the *Debtors' Motion for Entry of an Order (I) Approving Case Management Procedures, (II) Approving the Notice Thereof, and (III) Granting Related Relief* (the "Motion").²

On February 19, 2015, the Court entered an order (the "Order") approving these Case Management Procedures. Anyone may obtain a copy of the Order, as well as any document filed with the Court in these chapter 11 cases, by (a) accessing the website maintained by Prime Clerk LLC (the "Notice & Claims Agent"), the Debtors' notice and claims agent in these chapter 11 cases, at <https://cases.primeclerk.com/CEOC> (the "Case Website");

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² Capitalized terms used but not otherwise defined herein will have the meanings ascribed to them in the Motion.

(b) contacting the Notice & Claims Agent directly at Prime Clerk LLC, 830 Third Avenue, 9th Floor, New York, NY 10022; or (c) accessing the Court's Electronic Filing System at <http://ecf.ilnb.uscourts.gov> for a fee.

I. Hearing Procedures.

1. All Matters to Be Heard at Omnibus Hearings. The Court will schedule regular, monthly omnibus hearings to consider all Court Filings (as defined herein) in these chapter 11 cases (collectively, the "Omnibus Hearings"). Notwithstanding Local Rule 9013-1, parties may only schedule Requests for Relief (as defined herein) for hearing at an Omnibus Hearing scheduled to occur at least 14 days after service of the notice of the Request for Relief (without taking into consideration any additional time otherwise required pursuant to Bankruptcy Rule 9006(f)); provided that any party may request an emergency hearing pursuant to Amended General Order No. 12-01, effective June 1, 2013 (an "Emergency Hearing"). Unless the Court orders otherwise, any Request for Relief that purports to set a hearing on a date or time at which no Omnibus Hearing is scheduled will automatically and without further order of the Court be heard at the next regularly scheduled Omnibus Hearing that is at least 14 days after the date such Request for Relief is filed and served.

2. Initial Omnibus Hearings. Unless otherwise ordered by the Court, the first five Omnibus Hearings will be held on the following dates and times at 219 South Dearborn, Courtroom 2525, Chicago, Illinois 60604:

- a. March 4, 2015 at 1:30 p.m. (prevailing Central Time);
- b. March 25, 2015 at 1:30 p.m. (prevailing Central Time);
- c. April 29, 2015 at 1:30 p.m. (prevailing Central Time);
- d. May 27, 2015 at 1:30 p.m. (prevailing Central Time); and
- e. June 22, 2015 at 1:30 p.m. (prevailing Central Time).

3. Subsequent Omnibus Hearings. At or before the last initial Omnibus Hearing set forth above, the Debtors will request, and the Court will schedule, additional Omnibus Hearings. Upon scheduling, the Notice & Claims Agent will post the dates and times of the Omnibus Hearings on the Case Website. Entities may contact the Notice & Claims Agent for information concerning all scheduled Omnibus Hearings.

4. Hearing Agenda. Two business days before each hearing, the Debtors must prepare and file a hearing agenda (each a "Proposed Hearing Agenda") for the convenience of the Court and counsel. This Proposed Hearing Agenda will not be determinative of the matters to be heard at the respective hearing or whether there will be a settlement or a continuance. The Proposed Hearing Agenda will include, to the extent known by the Debtors' counsel:

- a. the title and docket number of each Court Filing scheduled for hearing, including the initial Request for Relief and any Objections (as defined herein) or other documents related thereto;
- b. notice of whether the matters are contested or uncontested;
- c. notice of whether the matters have settled or are proposed to be continued; and
- d. other comments that may assist the Court.

5. The Debtors are authorized, but not directed, to amend a Proposed Hearing Agenda to reflect any changes, such as the inclusion of additional Court Filings filed after the filing of the Proposed Hearing Agenda or the fact that matters have been settled, withdrawn, or adjourned before a hearing.

6. Telephonic Appearances. Participation by telephone at any Omnibus Hearing or other hearing is subject to the Court's *Amended Order Governing Telephonic Participation in Hearings*, dated February 19, 2015 [Docket No. 387].

II. Filing and Service Procedures.

7. All notices, motions, applications, and other requests for relief, all briefs, memoranda, affidavits, declarations, and other documents filed in support of or in connection with such papers seeking relief (collectively, "Requests for Relief"), all objections and other responses to Requests for Relief (collectively, "Objections"), and all replies and other responses to Objections (collectively, "Replies," and, together with Requests for Relief, Objections, and all other filed documents, the "Court Filings") must be filed with the Court and served in accordance with the notice provisions of these Case Management Procedures.

A. The Service List.

8. All Court Filings Served on the Service List. All Court Filings must be served on the following parties (collectively, the "Service List"):

- a. Master Service List. The Notice & Claims Agent must maintain a master service list (the "Master Service List"). The Master Service List must include the following parties or their counsel, if known:³
 - i. the Office of the United States Trustee for the Northern District of Illinois;
 - ii. the Debtors;
 - iii. The Debtors' counsel;
 - iv. counsel for any statutory committees appointed in the Debtors' cases;
 - v. the administrative agent under the Debtors' credit facility and its counsel;
 - vi. the indenture trustees for each of the Debtors' secured and unsecured notes and their counsel;
 - vii. CEC and its counsel;

³ A copy of the Master Service List, current as of February 18, 2015, is attached to these Case Management Procedures as Schedule 1. A copy of the Master Service List, including any subsequent changes thereto, is also available on the website of the Debtors' claims and noticing agent at <https://cases.primeclerk.com/CEOC>.

- viii. counsel for the First Lien Note Group;
 - ix. counsel for the First Lien Bank Group;
 - x. counsel for the Ad Hoc Group of Holders of 10.75% Guaranteed Notes;
 - xi. counsel for the Ad Hoc Group of 5.75% and 6.5% Notes;
 - xii. the Office of the United States Attorney for the Northern District of Illinois;
 - xiii. the attorneys general for states in which the Debtors conduct business;
 - xiv. the gaming commissions for each of the states in which the Debtors operate or manage a casino;
 - xv. the Internal Revenue Service; and
 - xvi. the Securities and Exchange Commission.
- b. 2002 List. The Notice & Claims Agent must maintain a list of all entities that have filed a request for service of filings pursuant to Bankruptcy Rule 2002 and the Local Rules (the “2002 List”).
- i. Information Required for Service of Filings. A request for service of papers pursuant to Bankruptcy Rules 2002 and the Local Rules (each, a “2002 Notice Request”) filed with the Court will be deemed proper if, and only if, it includes the following information with respect to the entity filing such request: (A) name; (B) street address; (C) name of client(s), if applicable; (D) telephone number; (E) facsimile number; and (F) electronic mail address. Notwithstanding the application of the Local Rules, all counsel must comply with this provision in order to receive papers.
 - ii. Electronic Mail Address Required. If a 2002 Notice Request fails to include an electronic mail address or a No-Electronic Mail Certification (as defined herein), the Notice & Claims Agent must forward a copy of the Case Management Procedures to such entity within five business days and specifically request an electronic mail address. If no electronic mail address is provided in response to such request, such entity will not be added to the 2002 List and will not be served with copies of Court Filings unless (A) such pleadings and/or documents directly affect such entity or (B) such entity submits a No-Electronic Mail Certification (as defined below).

- iii. Certification Opting Out of Electronic Mail Service. Notwithstanding the immediately preceding paragraph, any individual or entity filing a 2002 Notice Request who does not maintain (and cannot practicably obtain) an electronic mail address and thereafter cannot receive service by electronic mail must include in the 2002 Notice Request a certification to that effect (a “No-Electronic Mail Certification”). The No-Electronic Mail Certification must include a statement certifying that the individual or entity (a) does not maintain an electronic mail address and (b) cannot practicably obtain an electronic mail address at which the individual or entity could receive service by electronic mail. An entity submitting a No-Electronic Mail Certification must be served with paper copies of any Court Filing by the entity making such Court Filing, by first class mail or private mail service, at such filing entity’s discretion.
- iv. Changes in Information. It is the responsibility of each entity submitting a 2002 Notice Request to file with the Court an updated 2002 Notice Request as necessary to reflect changes to any notice information, including electronic mail address and contact person, and to serve a copy of such request upon the Debtors.
- c. Affected Entities. All entities with a particularized interest in the subject matter of the particular court filing will be treated as an “Affected Entity.”

With respect to any Court Filing for which particular notice is required to be served on all creditors and Affected Entities, including Bankruptcy Rules 2002(a)(2) and (3), 4001, 6004, 6007, and 9019, parties must serve all such filings only on the Service List.

9. Notice & Claims Agent to Maintain 2002 List. At least every 15 days during the first 60 days of the Debtors’ chapter 11 cases, and, thereafter, at least every 30 days until confirmation of a chapter 11 plan, the Notice & Claims Agent will maintain and update the 2002 List by: (a) making any additions and deletions; (b) filing the updated 2002 List; (c) serving the updated 2002 List on the parties listed thereon; (d) filing a proof of service; and (e) simultaneously with the filing of the 2002 List, posting an updated version of the 2002 List on the Case Website.

B. Filing and Service of Court Filings Generally.

10. Paper Service of Certain Affected Entities. To the extent no electronic mail address of an Affected Entity is available, the Debtors (or any other entity filing and serving a Court Filing) will serve such Affected Entity with paper copies of any Court Filing, served by first class mail or private mail service, at the Debtors' discretion (or the discretion of such other entity serving a Court Filing, as the case may be).

11. Waiver of Filing Deadlines. If any Court Filing is filed and served electronically via the Court's electronic case filing system (the "Electronic Filing System"), the filing deadlines requiring three additional days' notice set forth in Bankruptcy Rule 9006(f) will not apply.

12. Notice of Motion. Each Request for Relief must have a notice affixed as the first page. Each notice: (a) must comply with Local Rules 5005-3(C)(4) and 9013-1(C)(1); (b) must set forth, if applicable, the date and time of the Objection Deadline (as defined and determined herein); and (c) may include a statement that the relief requested therein may be granted without a hearing if no objection is timely filed and served in accordance with these Case Management Procedures.

13. Certificates of Service. A certificate of service of any Court Filing (including any motion, in accordance with Local Rule 9013-1(C)(3)), including a Service List, must be filed with the Court; provided that such certificate of service may be filed with the Court separately from the applicable Court Filing so long as the certificate of service is filed no later than 5:00 p.m. (prevailing Central Time) on the business day following service of such Court Filing.

14. Satisfaction of Section 342 of the Bankruptcy Code. Any Court Filing notice or other notice sent by the Debtors will be deemed to comply with the requirements set forth in section 342(c)(1) of the Bankruptcy Code so long as the notice includes (as a footnote or

otherwise) the name, address, and last four digits of the taxpayer identification number of each of the Debtors.

15. Joinders. An entity seeking to support any Court Filing may do so by filing an expression of support for such Court Filing (a "Joinder"). Unless otherwise ordered by the Court, filing a Joinder does not entitle such entity: (a) to be an independent proponent of the applicable Court Filing; (b) independently to support or oppose any related Court Filings; (c) independently to settle the Court Filing that is the subject of the applicable Joinder; or (d) independently to receive a ruling by the Court on the Court Filing. The Court may deem a Joinder to be a brief in support of the applicable Court Filing, but the Court will not consider any arguments or factual allegations contained in the Joinder but not in the Court Filing, and no entity will be required to respond separately to the Joinder.

16. Right to Request Special Notice Procedures. Nothing in these Case Management Procedures prejudices the right (a) of any entity, including the Debtors, to move the Court to limit or expand notice of contested matters and adversary proceedings upon a showing of good cause, including without limitation the right to file a motion seeking emergency ex parte relief or relief upon shortened notice, or (b) of any entity to request an enlargement or reduction of any time period under Bankruptcy Rule 9006(b) or (c).

C. Filing and Service of Requests for Relief.

17. Requests for Relief to Be Heard at Omnibus Hearings. Unless applicable statutes or rules require a longer notice period, and except as otherwise set forth in these Case Management Procedures or further order of the Court, a Request for Relief filed and served 14 or more days (without taking into consideration any additional time otherwise required pursuant to Bankruptcy Rule 9006(f)) before the next regularly scheduled Omnibus Hearing must be noticed for hearing at that Omnibus Hearing. A Request for Relief filed and served fewer than 14 days

before the next regularly scheduled Omnibus Hearing will be heard at the regularly scheduled Omnibus Hearing following the next regularly scheduled Omnibus Hearing.

D. Filing and Service of Objections.

18. Deadline to File and Serve Objections to Requests for Relief. Any Objection to a Request for Relief must be filed with the Court and served upon the entity filing the Request for Relief and those entities on the Service List by the following deadlines (each, as applicable, the "Objection Deadline"):

- a. in the case of a Request for Relief filed 14 or more days before the date and time of the Omnibus Hearing (or other hearing, as ordered by the Court), if any, at which the matter will be heard (the "Applicable Hearing"), 4:00 p.m. (prevailing Central Time) on the seventh calendar day before the Applicable Hearing;
- b. in the case of a Request for Relief set for hearing on an expedited basis and filed fewer than 14 days before the Applicable Hearing, 12:00 p.m. (prevailing Central Time) on the second business day before the Applicable Hearing; or
- c. in any case, as otherwise ordered by the Court.

An Objection to a Request for Relief is a preliminary indication that the objecting party opposes the relief sought and need not include legal argument. The filing of an Objection does not preclude the objecting party from later filing a supporting memorandum of law in accordance with a briefing schedule the Court sets.

19. Effect of Failure to File Objection by Objection Deadline. Failure to file an Objection by the Objection Deadline may cause the Court to consider a Request for Relief unopposed.

E. Filing and Service of Adversary Proceedings.

20. All Court Filings in any adversary proceeding commenced in these chapter 11 cases must be served upon the Master Service List and any other entities required to be served under any applicable Bankruptcy Rule or Local Rule.

F. Filing and Service of Orders.

21. Unless the Court orders otherwise, an entity that drafts an order that is entered by the Court is not required to serve copies of the order upon its entry.

G. Granting a Request for Relief Without a Hearing.

22. Certificate of No Objection. Provided that the notice filed with the Request for Relief includes a statement that the Request for Relief may be granted and an order entered without a hearing unless a timely Objection is made, if the Objection Deadline applicable to a Request for Relief passes without an Objection being filed or served in accordance with these Case Management Procedures, counsel to the entity who has filed the Request for Relief may file a certification indicating that no Objection has been filed or served (the "Certificate of No Objection").

23. Contents of Certificate of No Objection. By filing a Certificate of No Objection, counsel for the entity that filed the applicable Request for Relief represents to the Court that counsel is unaware of any Objection to the Request for Relief and that counsel has reviewed the Court's docket for these chapter 11 cases and that no Objection appears thereon.

24. Order May Be Entered Without Hearing. Upon receipt of a Certificate of No Objection, the Court may but need not enter an order granting the Request for Relief without further hearing.

25. Request for Relief May Be Heard at Hearing. After a Certificate of No Objection has been filed, the Request for Relief will be heard at the next Omnibus Hearing if the Court does not enter an order granting the Request for Relief before such Omnibus Hearing.

* * * * *

Schedule 1

Master Service List

<p>ARENT FOX LLP Andrew I. Silfen and Beth M. Brownstein 1675 Broadway New York, NY 10019</p>	<p>ARENT FOX LLP Mark B. Joachim 1717 K Street, NW Washington, DC 20006</p>
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<p>BRYAN CAVE LLP Ryan O. Lawlor, Esq. 161 North Clark Street Suite 4300 Chicago, IL 60601-3351</p>	<p>BRYAN CAVE LLP Stephanie Wickouski, Esq. and Michelle McMahon, Esq. 1290 Avenue of the Americas New York, NY 10104</p>
<p>BUREAU OF GAMBLING CONTROL Kamala D. Harris Attorney General 4949 Broadway, Suite E-231 Sacramento, CA 95820</p>	<p>CAESARS ENTERTAINMENT CORPORATION, INC. Attn General Counsel 1 Caesars Palace Drive Las Vegas, NV 89109</p>
<p>CAESARS ENTERTAINMENT OPERATING COMPANY, INC. One Caesars Palace Drive Las Vegas, Nevada 89109 Attn: Timothy J. Lambert;</p>	<p>CAHILL GORDON & REINDEL LLP William Miller, Esq. 80 Pine Street New York, NY 10005</p>

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<p>DELAWARE TRUST COMPANY Attn: Sandra E. Horwitz, Managing Director 2711 Centerville Road Wilmington, DE 19808</p>	<p>DRINKER BIDDLE & REATH LLP Attn: James H. Millar, Esq., Kristin K. Going, Esq., and Clay J. Pierce, Esq. 1177 Avenue of the Americas, 41st Floor New York, NY 10036</p>
<p>DRINKER BIDDLE & REATH LLP Attn: Timothy R. Casey 191 North Wacker Drive, Suite 3700 Chicago, IL 60606</p>	<p>EARL OF SANDWICH (ATLANTIC CITY) LLC Thomas Avallone 4700 Millenia Blvd, Suite 400 Orlando, FL 32839</p>
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<p>INDIANA GAMING COMMISSION (IGC) Ernest E. Yelton, Executive Director East Tower, Suite 1600 101 W. Washington Street Indianapolis, IN 46204</p>	<p>INTERNAL REVENUE SERVICE Centralized Insolvency Operation 2970 Market St Philadelphia, PA 19104-5016</p>

<p>INTERNAL REVENUE SERVICE Centralized Insolvency Operation PO Box 7346 Philadelphia, PA 19101-7346</p>	<p>INTERNAL REVENUE SERVICE Territory Manager, Insolvency Territory 7 230 S Dearborn St Mail Stop 5000 CHI Room 3022 Chicago, IL 60604</p>
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<p>NEVADA STATE GAMING CONTROL BOARD & GAMING COMMISSION Michael LaBadie, Marc Warren, and David Staley 555 East Washington Avenue Suite 2600 Las Vegas, NV 89101</p>	<p>NEW JERSEY DIVISION OF GAMING ENFORCEMENT David L. Rebeck, Director 1300 Atlantic Avenue Atlantic City, NJ 08401-0000</p>
<p>NORTH CAROLINA DEPARTMENT OF REVENUE Lyons Gray, Secretary of Revenue 501 N Wilmington St. Raleigh, NC 27604</p>	<p>NOVACK AND MACEY LLP Eric N. Macey, Stephen J. Siegel, and Julie Johnston-Ahlen 100 North Riverside Plaza Chicago, IL 60606</p>

<p>OAKTREE FF INVESTMENT FUND LP Attn: Kenneth Liang 333 S. Grand Ave, 28th Floor Los Angeles, CA 90071</p>	<p>OHIO CASINO CONTROL COMMISSION John Barron, Deputy Executive Director & General Counsel 10 West Broad Street, 6th Floor Columbus, OH 43215</p>
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<p>STATE OF CALIFORNIA ATTORNEY GENERAL Attn: Bankruptcy Department Consumer Law Section 455 Golden Gate Ave Ste 11000 San Francisco, CA 94102-7004</p>	<p>STATE OF CONNECTICUT ATTORNEY GENERAL Attn: Bankruptcy Department 55 Elm St. Hartford, CT 06106</p>
<p>STATE OF GEORGIA ATTORNEY GENERAL Attn: Bankruptcy Department 40 Capital Square, SW Atlanta, GA 30334-1300</p>	<p>STATE OF INDIANA ATTORNEY GENERAL Attn: Bankruptcy Department Indiana Government Center South-5th Floor 302 West Washington Street Indianapolis, IN 46204</p>
<p>STATE OF IOWA ATTORNEY GENERAL Attn: Bankruptcy Department Hoover State Office Bldg. 1305 E. Walnut Des Moines, IA 50319</p>	<p>STATE OF KENTUCKY ATTORNEY GENERAL Attn: Bankruptcy Department 700 Capitol Avenue, Capitol Building Suite 118 Frankfort, KY 40601</p>
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