

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

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In re:	)	Chapter 11
	)	
CAESARS ENTERTAINMENT OPERATING COMPANY, INC., <u>et al.</u> , <sup>1</sup>	)	Case No. 15-01145 (ABG)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Hr'g Date: Feb. 17, 2016, at 1:30 p.m. (CT)
	)	

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**NOTICE OF DEBTORS' MOTION FOR THE ENTRY OF  
AN ORDER APPROVING APPOINTMENT OF A MEDIATOR TO  
MEDIATE ISSUES RELATED TO A CHAPTER 11 PLAN OF REORGANIZATION**

**PLEASE TAKE NOTICE** that on the **17th day of February 2016, at 1:30 p.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 the Ceremonial Courtroom (Room No. 2525) in the Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, Chicago, Illinois 60604, and present the attached *Debtors' Motion for the Entry of an Order Approving Appointment of a Mediator to Mediate Issues Related to a Chapter 11 Plan of Reorganization* (the "Motion").

**PLEASE TAKE FURTHER NOTICE** that any objection to the Motion must be filed with the Court by **February 10, 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 <https://www.ilnb.uscourts.gov> in accordance with the procedures and fees set forth therein.

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<sup>1</sup> 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: February 3, 2016  
Chicago, Illinois

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

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UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

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In re:	)	
	)	Chapter 11
	)	
CAESARS ENTERTAINMENT OPERATING	)	Case No. 15-01145 (ABG)
COMPANY, INC., <u>et al.</u> , <sup>1</sup>	)	
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Hr’g Date: Feb. 17, 2016, at 1:30 p.m. (CT)
	)	

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**DEBTORS’ MOTION FOR THE ENTRY OF AN ORDER  
APPROVING APPOINTMENT OF A MEDIATOR TO MEDIATE  
ISSUES RELATED TO A CHAPTER 11 PLAN OF REORGANIZATION**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this motion (this “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A**, appointing a sitting bankruptcy judge (to the extent that the relevant parties are previously unable to agree on a mediator) to mediate issues related to a chapter 11 plan of reorganization in these chapter 11 cases. In further support of this Motion, the Debtors respectfully state as follows.<sup>2</sup>

**Introduction**

1. The Debtors have made substantial progress advancing a proposed chapter 11 plan of reorganization that contemplates a value maximizing REIT structure. Although the basic structure of the proposed plan has wide support from all of the Debtors’ key stakeholders, the Debtors’ junior stakeholders have asserted that the settlement and recoveries contemplated by the

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<sup>1</sup> 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>.

<sup>2</sup> Capitalized terms used but otherwise not defined in the Introduction have the meanings ascribed to such terms below.

proposed plan do not adequately reflect the strength of the estates' claims against CEC, its affiliates, and its directors and officers.

2. The Court-appointed Examiner (appointed at the request of the Debtors, among others) has spent the past ten months evaluating the scope and merit of those very same estate claims, and the report is expected to be issued by the end of February. As the Debtors discuss in their simultaneously-filed motion to extend exclusivity, the Debtors anticipate updating the currently filed plan and disclosure statement in light of the Examiner's report, and to include updated disclosure about the Debtors' own continued investigation of estate claims and other supporting analysis (including a liquidation analysis, financial projections, valuation analysis, contribution analysis, and other details about the Debtors' proposed REIT structure). At the same time, the Debtors intend to proceed with asking the Court to set a disclosure statement hearing and schedule a proposed timeline and process for the solicitation and confirmation of the proposed chapter 11 plan.

3. The Debtors have been and are currently in active discussions with key stakeholders about their proposed plan, and these discussions recently have intensified in anticipation of the Examiner's report. Indeed, the Debtors are currently actively facilitating additional diligence for their two official committees regarding the values provided under the current proposed plan. In addition, the Debtors are currently engaged with these parties on discussions regarding potential improved recoveries under a revised plan. To the extent the Debtors are not able to reach consensus with their key stakeholders before the Examiner's report is released, the Debtors expect that the Examiner's report will facilitate continued (and accelerated) discussions that hopefully will result in the parties reaching a global resolution. But given the complexity of the issues presented in these cases, it is possible that the parties will be

unable to reach a settlement before the release of the Examiner's report, and that discussions among the various stakeholders will continue past the disclosure statement hearing and into and through the plan solicitation and confirmation process.

4. Accordingly, the Debtors believe it is prudent and in the best interests of their estates to seek the appointment of a sitting bankruptcy judge (to the extent that the relevant parties are previously unable to agree on a mediator) to, if necessary, facilitate discussions, negotiations, and resolution among the key stakeholders of plan issues after the Examiner's report is filed and parties have had an adequate opportunity to evaluate it. Indeed, the Debtors hope that the mere act of seeking a mediator and having one available as needed will incentivize the parties to reach a global compromise based on the current ongoing negotiations before a formal mediation session even occurs. Similar to other cases, the Debtors believe that if mediation becomes necessary, it should be permitted to continue until the parties either reach a global resolution or the mediator determines that the mediation has reached an impasse. See, e.g., In re Quiksilver, Inc., Case No. 15-11880 (BLS) (Bankr. D. Del.) (mediation without formal time limit); In re Cengage Learning, Inc., Case No. 13-44106 (ESS) (Bankr. E.D.N.Y.) (same); In re Boston Generating, LLC, Case No. 10-144149 (SCC) (Bankr. S.D.N.Y.) (same).

5. Importantly, though, any mediation should not happen in the vacuum, focusing only on an isolated analysis of estate claims investigated by the Examiner. Rather, mediation must occur against the broader backdrop of the plan process, including disclosure statement approval, plan solicitation, and plan confirmation. The Debtors believe that parallel paths for mediation and confirmation—rather than a serial process—are necessary to ensure that the confirmation process is not delayed while the parties attempt to resolve their differences, and so that the confirmation process actually can occur before the expiration of the statutory maximum

exclusive periods that the Debtors have requested contemporaneously herewith. The Debtors also believe that any delay places additional pressure on the Debtors' businesses and employees, which have performed exceedingly well during these challenging chapter 11 cases. Indeed, mediation will likely be most successful against the backdrop of an ongoing confirmation process. See, e.g., In re Quiksilver, Inc., Case No. 15-11880 (BLS) (Bankr. D. Del.) (successful mediation of plan valuation dispute on eve of confirmation trial, resulting in a largely uncontested plan confirmation hearing); In re Energy Future Holdings Corp., Case No. 14-10979 (CSS) (Bankr. D. Del.) (successful mediation of plan of reorganization issues done in parallel with disclosure statement and confirmation process, ultimately resulting in settlements with multiple stakeholders during confirmation hearing process); In re Longview Power, LLC, Case No. 13-12211 (BLS) (Bankr. D. Del.) (successful mediation of material litigation during ongoing solicitation, resulting in a global settlement that paved the way for uncontested plan confirmation); In re Cengage Learning, Inc., Case No. 13-44106 (ESS) (Bankr. E.D.N.Y.) (successful mediation of key confirmation issues during ongoing solicitation, including issues regarding the secured parties' liens on their collateral, facilitating confirmation of the debtors' plan of reorganization).

6. The Debtors have received feedback from certain key stakeholders supporting the relief sought in this Motion, conditioned on any mediation not delaying issuance of the Examiner's report or the plan confirmation process. Most recently, Marble Ridge Capital LP, a fund that holds debt and equity throughout the Debtors' capital structure—including holdings of CEOC's 10.0% Second-Priority Notes due 2018—has been very constructive in discussing mediation with the Debtors and the Debtors' key stakeholders in an effort to develop consensus among stakeholders with differing perspectives (even within the same plan class). The feedback

that Marble Ridge has received is consistent with discussions that the Debtors have had that suggest mediation will be supported by many of the key stakeholders in these cases.

7. The Debtors will engage key stakeholders about selecting a mutually acceptable mediator. Absent agreement, the Debtors request that this Court appoint a sitting bankruptcy judge as a mediator, as the Debtors' advisors have found sitting or retired bankruptcy judges extremely helpful as mediators in other large and complex cases, and certain of the Debtors' key stakeholders have expressed similar sentiments. See, e.g., In re Residential Capital, LLC, Case No. 12-12020 (MG) (Bankr. S.D.N.Y.) (Honorable James. M. Peck successfully mediating complex intercreditor disputes as part of confirmation); In re New Page Corp., Case No. 11-12804 (KG) (Bankr. D. Del) (Honorable Robert D. Drain successfully mediating disputes regarding chapter 11 plan and sale process).

#### **Relief Requested**

8. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A**, appointing a sitting bankruptcy judge (to the extent that the relevant key stakeholders are previously unable to agree on a mediator) to mediate issues related to a chapter 11 plan of reorganization, which mediation would commence after parties have had an adequate amount of time to review the Examiner's report. The "relevant key stakeholders" should include (a) the Debtors, (b) the Ad Hoc Group of First Lien Bank Lenders, (c) the Ad Hoc Group of First Lien Noteholders, (d) the Official Committee of Second Priority Noteholders, (e) the Statutory Committee of Unsecured Claimholders, (f) Wilmington Trust, N.A., solely in its capacity as indenture trustee for the Debtors' subsidiary-guaranteed 10.75% unsecured notes, (g) Law Debenture Trust Company of New York, solely in its capacity as indenture trustee for the Debtors' 5.75% and 6.5% senior unsecured notes, and (h) CEC.

### **Jurisdiction**

9. 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 is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested herein is section 105 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), and Rule 9060-1(c) of the Local Rules for the United States Bankruptcy Court for the Northern District of Illinois (the “Local Rules”).

### **Background**

#### **I. The Chapter 11 Cases.**

10. On January 15, 2015 (the “Petition Date”), each of the Debtors filed a voluntary petition with this Court under chapter 11 of the Bankruptcy Code. The Debtors’ chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b). No party has requested the appointment of a trustee in these chapter 11 cases. On February 5, 2015, the Office of the United States Trustee for the Northern District of Illinois appointed the Statutory Committee of Unsecured Claimholders (the “UCC”) and the Official Committee of Second Priority Noteholders (the “Noteholders Committee”).

11. Prior to the Petition Date, on January 12, 2015, certain holders of second lien notes filed an involuntary petition against CEOC, thereby commencing an involuntary chapter 11 case only as to that entity (the “Involuntary Case”). A trial on the propriety of the Involuntary Case was held over seven days in October 2015. No order for relief pursuant to section 303(h) of the Bankruptcy Code has been entered in the Involuntary Case, and the appropriateness of such relief has not been determined as of the date hereof.

12. On March 12, 2015, the Court entered an order directing that an examiner be appointed and setting forth the scope of the examiner's role [Docket No. 675], which role was expanded on August 26, 2015 [Docket No. 2131]. On March 25, 2015, the Court approved Richard J. Davis as the examiner [Docket No. 992] (the "Examiner"). The Debtors, other parties in interest, and the Examiner initially hoped that the investigation could be completed on or around October 15, 2015, and the Examiner worked diligently towards that goal; however, due to the complexity of the issues presented, the investigation remains ongoing. At the January 20 omnibus hearing in these cases, however, the Examiner's counsel noted that the Examiner's final report should "be ready probably around the end of February." Hr'g Tr. 12:25-13:1, Jan. 20, 2016. Thus, parties currently expect that the Examiner's investigation will be complete in the near term.

## **II. The Plan and RSAs.**

13. Prior to the Petition Date, on December 19, 2014, Caesars Entertainment Operating Company, Inc. ("CEOC"), on behalf of itself and each of the Debtors, and Caesars Entertainment Corporation ("CEC") entered into a restructuring support agreement with certain of CEOC's first lien noteholders (as amended and restated, the "Bond RSA"). The Bond RSA has been amended and restated both pre- and postpetition, most recently on October 7, 2015. See Caesars Entm't Corp., Current Report (Form 8-K) (Oct. 8, 2015). In addition, on August 21, 2015, CEOC, on behalf of itself and each of the Debtors, and CEC entered into a substantially similar restructuring support agreement with certain of CEOC's first lien bank lenders (the "Bank RSA," and together with the Bond RSA, the "RSAs"). See Caesars Entm't Corp., Current Report (Form 8-K) (Aug. 24, 2015). Finally, on July 20, 2015, CEOC, on behalf of itself and each of the Debtors, and CEC entered into a restructuring support agreement with a significant

number of second lien noteholders (the “2L RSA”). See *Caesars Entm’t Corp.*, Current Report (Form 8-K) (July 21, 2015). The 2L RSA expired by its terms on September 18, 2015.

14. The Debtors have incorporated the terms of the RSAs and substantially all of the terms of the 2L RSA into the *Debtors’ First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 2402] (the “Plan”) and the accompanying disclosure statement [Docket No. 2403], which were filed on October 7, 2015. The Plan’s central proposed restructuring transaction is splitting the Debtors’ business operations into two silos: an operating company (“OpCo”) and a real estate investment trust (a “REIT”). Under the proposed Plan, the Debtors’ would distribute, among other things, (a) 100 percent of the equity in OpCo to their first lien bondholders, who would then have the right to put that equity to CEC for cash, and (b) 100 percent of the equity in the REIT to the first lien bondholders and junior creditors. At this time, no party has rejected the Plan’s core transaction structure—i.e., the creation of a REIT—but rather certain parties have raised objections to the proposed allocation of value among creditors, the proposed release of estate claims and causes of action against CEC, and the proposed release of third-party claims and causes of action against CEC.

15. The Debtors’ exclusive period to file a chapter 11 plan currently expires on March 15, 2016, and the Debtors’ exclusive period to solicit votes on such chapter 11 plan currently expires on May 15, 2016. Contemporaneously herewith, the Debtors have filed a motion seeking to extend their exclusive periods to file a plan and solicit votes thereon to the statutory maximum of July 15, 2016, and September 15, 2016, respectively.

### **III. The Prepetition and Guaranty Litigation.**

16. The Challenged Transactions and the release of CEC’s guarantee of CEOC’s funded debt obligations before the Petition Date have led to numerous actions outside of this Court, which were commenced both before and after the Petition Date. Four of these actions are

subject to pending section 105 injunction litigation, one action has agreed to be bound by the outcome of that litigation, and the final action was commenced in October and remains in discovery at this time. Those actions are:

- the WSFS Delaware Action: *Wilmington Savings Fund Society, FSB v. Caesars Entertainment Corporation*, C.A. No. 1004-VCG, brought by an indenture trustee for one of CEOC's second lien notes indentures;
- the Danner Action: *Danner v. Caesars Entertainment Corp. and Caesars Entertainment Operating Co., Inc.*, Case No. 14-cv-07973-SAS, brought by a purported class plaintiff on account of certain of the holders of CEOC's 6.50% Senior Unsecured Notes;
- the MeehanCombs Action: *MeehanCombs Global Opportunities Master Fund, LP v. Caesars Entertainment Corp. and Caesars Entertainment Operating Co., Inc.*, Case No. 14-cv-07091-SAS, brought by certain of the holders of CEOC's 5.75% and 6.50% Senior Unsecured Notes;
- the BOKF Action: *BOKF, N.A. v. Caesars Entertainment Corporation*, Case No. 15-cv-1561-SAS, brought by an indenture trustee for one of CEOC's second lien notes indentures;
- the UMB Action: *UMB Bank, N.A. v. Caesars Entertainment Corporation*, Case No. 15-cv-4643-SAS, brought by the indenture trustee for CEOC's first lien notes indentures; and
- the Wilmington Trust Action: *Wilmington Trust, National Association v. Caesars Entertainment Corp.*, Case No. 15-cv-08280-SAS, brought by the indenture trustee for the unsecured notes issued by CEOC and guaranteed by 137 subsidiary Debtors.

17. Absent a section 105 injunction, trial is scheduled to commence in the BOKF Action and the UMB Action on March 14, 2016, in front of Judge Shira A. Scheindlin in the United States District Court for the Southern District of New York. Similarly, the Danner Action and the MeehanCombs Action are scheduled to begin trial on May 9, 2016, also in front of Judge Scheindlin. The Debtors believe that the Debtors' chapter 11 cases, and a plan of reorganization in particular, are the proper platform to resolve the issues raised in these guaranty cases and all other aspects of the Debtors' reorganization and that the section 105 injunction

would provide a sufficient opportunity to achieve a global settlement of these issues. The Debtors' requested section 105 injunction is meant to provide the parties with time to negotiate after the issuance of the Examiner's report.

### **Basis For Relief**

18. Local Rule 9060 provides a procedure for "any dispute" to be referred to mediation. Bankr. N.D. Ill. R. 9060-1(a) ("A party to any dispute pending before the court may, at any time, request entry of an order referring the dispute to mediation under these [Local] Rules by presenting the court a motion for mediation . . ."). Local Rule 9060-1(c) further states that "[t]hese provisions [of the Local Rules] do not apply when a sitting bankruptcy judge agrees to mediate a case assigned to another bankruptcy judge, or when the parties use other types of alternative dispute resolution." Moreover, section 105 of the Bankruptcy Code provides that this Court "may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions" of the Bankruptcy Code.

19. The website for the United States Bankruptcy Court for the Northern District of Illinois also states:

By its terms, Local Rule 9060 governs only those mediations in which the parties have either been able to agree on a mediator or in which the Clerk selects a mediator from the list of mediators referenced in Local Rule 9060-5. It does not prohibit, nor does it govern, other alternative dispute resolution procedures agreed upon by the parties. Nor does Local Rule 9060 govern those mediations in which a sitting bankruptcy judge conducts the mediation; in those situations, the mediating judge will set the mediation rules for the parties. . . .

In extraordinary circumstances where the parties believe that mediation by a sitting bankruptcy judge would be significantly more beneficial than mediation by a private mediator, the parties may ask the presiding judge to arrange for such mediation. If the presiding judge agrees that mediation by a sitting bankruptcy judge would be desirable the presiding judge will ask whether any of the other sitting bankruptcy judges would be willing to serve as mediator. However, even if the presiding judge agrees that judicial mediation would be preferable to private mediation, the court cannot guarantee that a mediating judge will be available to serve in response to the request.

See Mediation, United States Bankruptcy Court for the Northern District of Illinois, <http://www.ilnb.uscourts.gov/mediation> (last visited Feb. 1, 2016).

20. Here, pursuant to Local Rule 9060-1(a), the Debtors request the appointment of a sitting bankruptcy judge as a mediator, in the event that the relevant key stakeholders are unable to agree on a mediator in advance of the hearing on this Motion. To the extent that the relevant key stakeholders agree on a mediator, then likely no relief from this Court will be necessary. See Bankr. N.D. Ill. R. 9060-1(c).

21. For the reasons stated above, the Debtors believe that it is likely that the appointment of a sitting bankruptcy judge to mediate these chapter 11 cases after the parties have adequate time to review the Examiner's report will enhance the prospects of a consensual reorganization. Indeed, the Debtors believe that the mere act of appointing a mediator may be helpful in incentivizing the parties to reach a deal based on their current negotiations even before the first mediation session occurs. Although significant progress has been made with the Debtors' first lien creditors, and although certain of the Debtors' key junior stakeholders are amenable to the reorganization structure of the Debtors' proposed Plan, those junior stakeholders have not agreed to support the specific terms of the Debtors' proposed restructuring, mostly associated with allocations of value, and estate and third-party release issues. Each of these issues has led to, or likely will result in, significant litigation among the parties absent resolution.

22. As in other large chapter 11 cases where an examiner has issued a report, the Debtors believe that a neutral, third-party mediator can assist the Debtors and their key constituents in working through plan issues, and in particular those related to the conclusions to be contained in the Examiner's report. See, e.g., In re Residential Capital, LLC, No. 12-12020 (MG) (Bankr. S.D.N.Y. Dec. 26, 2012) (sitting bankruptcy judge appointed as mediator to

resolve complex litigation issues that were also subject of an examiner's investigation, the resolution of which would be necessary for confirmation of any plan of reorganization); In re Dynegy Holdings, LLC, No. 11-38111 (CGM) (Bankr. S.D.N.Y. Mar. 12, 2012) (chapter 11 examiner appointed as mediator three days after issuance of examiner report, resulting in a global settlement of the litigation issues underlying the report and the execution of a plan support agreement that paved the way for the debtors' emergence from bankruptcy); In re Wash. Mut., Inc., No. 08-12229 (MFW) (Bankr. D. Del. Oct. 11, 2011) (sitting bankruptcy judge appointed after issuance of examiner's report in order to facilitate resolution of plan issues following denial of confirmation of plan); In re Tribune Co., No. 08-13141 (KJC) (Bankr. D. Del. Sept. 1, 2010) (sitting bankruptcy judge appointed to help the parties formulate a confirmable chapter 11 plan after issuance of the examiner's report).

23. And as stated previously, the Debtors believe—similarly to many other key stakeholders—that any mediation should process in parallel with, and not as a serial prerequisite or impediment to, the confirmation process. Indeed, this has been the successful path in other large chapter 11 cases. See, e.g., In re Quiksilver, Inc., Case No. 15-11880 (BLS) (Bankr. D. Del.); In re LightSquared Inc., Case No. 12-12080, Adv. No. 13-1390 (SCC) Bankr. S.D.N.Y.); In re Longview Power, LLC, Case No. 13-12211 (BLS) (Bankr. D. Del.); In re Cengage Learning, Inc., Case No. 13-44106 (ESS) (Bankr. E.D.N.Y.). It is very possible that mediation may not result in a global resolution of plan issues before the Debtors seek to move forward with a disclosure statement hearing. But rather than delaying the setting of a disclosure statement hearing, mediation likely will have to proceed in parallel as the plan solicitation process unfolds. In fact, it may very well be the case that the timing and deadlines associated with a contested

confirmation trial will be the very impetus for the successful completion of a mediation process among the Debtors' key stakeholders.

**Notice**

24. 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 submit that, in light of the nature of the relief requested, no other or further notice need be given.

**No Prior Request**

25. 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: February 3, 2016  
Chicago, Illinois

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

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*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> , <sup>1</sup>	)	
	)	
Debtors.	)	(Jointly Administered)
	)	
_____	)	<b>Re: Docket No. ___</b>

**ORDER APPROVING APPOINTMENT OF A MEDIATOR TO MEDIATE  
ISSUES RELATED TO A CHAPTER 11 PLAN OF REORGANIZATION**

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"), appointing a sitting bankruptcy judge to mediate issues related to a chapter 11 plan of reorganization in these chapter 11 cases, 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. \_\_\_\_\_ is appointed a mediator for all issues surrounding a chapter 11 plan of reorganization in these chapter 11 cases.

Dated: \_\_\_\_\_, 2016  
Chicago, Illinois

\_\_\_\_\_  
The Honorable A. Benjamin Goldgar  
United States Bankruptcy Judge

<sup>1</sup> 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>.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.