

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

-----)
In re:) Chapter 11
)
CAESARS ENTERTAINMENT) **Case No. 15-01145 (ABG)**
OPERATING COMPANY, INC. *et al.*,¹) (Jointly Administered)
)
Debtors.) Hon. A. Benjamin Goldgar
-----)

**NOTICE OF EXAMINER'S MOTION FOR ORDER TEMPORARILY
AUTHORIZING THE FILING OF THE EXAMINER'S REPORT AND
CERTAIN DOCUMENTS UNDER SEAL AND RELATED PROCEDURES**

PLEASE TAKE NOTICE that on **January 20, 2015 at 1:30 PM CST**, or at a date and time to be determined by this Court, Richard J. Davis (the "Examiner"), by and through his undersigned counsel, shall appear before the Honorable A. Benjamin Goldgar or any other judge who may be sitting in his place and stead, in a courtroom to be determined in the Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, Chicago, Illinois 60604, and present the attached *Examiner's Motion for an Order Temporarily Authorizing the Filing of the Examiner's Report and Certain Documents Under Seal and Related Procedures* (the "Motion").

PLEASE TAKE FURTHER NOTICE that on or before **January 13, 2015 at 4:00 PM CST**, any objection to the Motion must be filed with the Court and served on: (a) the Debtors, One Caesars Palace Drive, Las Vegas, Nevada 89109, Attn: Timothy J. Lambert; (b) counsel for the Debtors, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: David R. Seligman, P.C. and Ryan Preston Dahl, Esq.; and Kirkland & Ellis LLP, 601 Lexington Avenue,

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 is available at <https://cases.primeclerk.com/CEOC>.

New York, New York 10022, Attn: Nicole L. Greenblatt, Esq. and Christopher T. Greco, Esq.; (c) counsel for the Creditors' Committee, Proskauer Rose LLP, Eleven Times Square, New York, New York 10036, Attn: Martin Bienenstock, Esq., Judi Liu, Esq., Phil Abelson, Esq., and Vincent Indelicato, Esq.; and 70 West Madison Street, Suite 3800, Chicago, Illinois 60602, Attn: Jeffrey J. Marwil, Esq., Paul V. Possinger, Esq., and Mark K. Thomas, Esq.; (d) counsel for the Second Lien Committee, Jones Day, 555 South Flower Street, Fiftieth Floor, Los Angeles, California, 90071, Attn: Bruce Bennett, Esq. and Sidney Levinson, Esq.; (e) counsel for the First Lien Note Group, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Kenneth H. Eckstein, Esq. and Daniel M. Eggermann, Esq.; (f) counsel for the First Lien Lender Group, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038, Attn: Kristopher M. Hansen, Esq. and Jonathan D. Canfield, Esq.; (g) counsel for the indenture trustee under the First Lien Notes Indenture, Katten Muchin Rosenman LLP, 575 Madison Avenue, New York, New York 10022, Attn: Craig A. Barbarosh, Esq. and Karen B. Dine, Esq.; (h) counsel for the Ad Hoc Group of Holders of 10.75% Guaranteed Notes and 10.75% Notes Trustee, White & Case LLP, Southeast Financial Center, Suite 4900, 200 South Biscayne Blvd., Miami, Florida 33131, Attn: Thomas E. Lauria, Esq.; (i) counsel for the Ad Hoc Group of 5.75% and 6.50% Notes, Drinker Biddle & Reath LLP, 1177 Avenue of the Americas, 41st Floor, New York, New York 10036, Attn: James H. Millar, Esq. and Kristin K. Going, Esq.; and (j) the U.S. Trustee, 219 S. Dearborn Street, Suite 873, Chicago, Illinois 60604, Attn: Denise Ann DeLaurent; and (k) any party that has requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure, which 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 www.ilnb.uscourts.gov in accordance with the procedures and fees set forth therein.

Respectfully submitted,

Dated: December 23, 2015
Chicago, Illinois

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
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CAESARS ENTERTAINMENT) **Case No. 15-01145 (ABG)**
OPERATING COMPANY, INC. *et al.*,¹) (Jointly Administered)
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**EXAMINER’S MOTION FOR ORDER TEMPORARILY AUTHORIZING
THE FILING OF THE EXAMINER’S REPORT AND CERTAIN
DOCUMENTS UNDER SEAL AND RELATED PROCEDURES**

**TO THE HONORABLE A. BENJAMIN GOLDGAR
UNITED STATES BANKRUPTCY JUDGE:**

Richard J. Davis, the Court-appointed examiner (the “Examiner”) of Caesars Entertainment Operating Company, Inc., *et al.* (collectively, the “Debtors”), by and through his undersigned counsel, respectfully moves the Court for the entry of an order, pursuant to section 107 of title 11 of the United States Code, 11 U.S.C. § 101 *et seq.*, as amended (the “Bankruptcy Code”), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and United States Bankruptcy Court for the Northern District of Illinois Local Rule 5005-4 (the “Local Rules”), authorizing the Examiner to temporarily file under seal an unredacted version of the final report of his investigation and all appendices thereto (the “Final Report”) and any accompanying exhibits (the “Exhibits”), to file on the public docket a redacted version of 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 is available at <https://cases.primeclerk.com/CEOC>.

Final Report, and to create a process to unseal the entire Final Report, as described below. In support of this motion (the "Motion"), the Examiner states as follows:

INTRODUCTION

1. After careful consideration, the Examiner has determined that the present Motion is necessary. While the Examiner believes that the Final Report should be a public record open to examination, substantial portions of the Final Report must initially be filed under seal to address concerns about confidentiality and privilege that have been asserted by various parties. The Examiner, therefore, seeks leave by this Motion to do so.

2. As detailed below, a substantial portion of the discovery materials that have been produced to the Examiner pursuant to an agreed Protective Order, Discovery Protocol and Witness Protocol Order (as defined below) in the course of the Examiner's investigation are subject to claims of confidentiality and privilege. The Final Report extensively quotes, paraphrases and otherwise divulges information that remains subject to claims of confidentiality and privilege (many of which the Examiner does not believe have any merit). In an effort to avoid delay in filing the Final Report, the Examiner seeks leave to file under seal an unredacted version of the Final Report and exhibits (along with a substantially redacted version on the public docket), on a temporary basis, pending resolution of issues concerning confidentiality and privilege with the parties that have asserted such claims. At the same time, the Examiner seeks approval of a process to allow parties that produced documents and/or testified to determine whether to object to the release of any portion of the unredacted Final Report. The Examiner submits that the relief sought herein is both permitted pursuant to section 107 of the Bankruptcy Code and consistent with the relief granted in other examiner cases. *See, e.g., In re Dynegy Holdings, LLC*, No. 11-38111 (CGM), 2011 WL 6846758 (Bankr. S.D.N.Y. Dec. 29, 2011); *In*

re Lehman Brothers Holdings, Inc., et al., Case No. 08-13555 (JMP), Docket No. 7530 (Bankr. S.D.N.Y. March 11, 2010); *In re FiberMark, Inc.*, 330 B.R. 480, 496 (Bankr. D. Vt. 2005).

JURISDICTION AND VENUE

3. This Court has jurisdiction over this Motion under 28 U.S.C. § 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

BACKGROUND

4. On January 15, 2015, the Debtors filed their voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in this Court.

5. On March 12, 2015, the Court entered the *Order Granting in Part and Denying in Part Motions to Appoint Examiner* [Docket No. 675] and directed the United States Trustee (the “UST”) to appoint an examiner.

6. In accordance with the Examiner Order, the UST filed a motion seeking appointment of Richard J. Davis as the Examiner [Docket No. 946] (the “Examiner Motion”), which was approved by Court order dated March 25, 2015 [Docket No. 992].

7. Pursuant to Paragraph 3 of the Examiner Order, the Examiner is directed to investigate (a) the “Challenged Transactions” as defined and described in the *Debtors’ Motion for Entry of an Order (I) Appointing an Examiner and (II) Granting Related Relief* [Docket No. 363]; (b) the “Insider Transactions” as defined and described in the proposed order accompanying the *Motion of the Official Committee of Second Priority Noteholders for Appointment of Examiner with Access to and Authority to Disclose Privileged Materials* [Docket No. 367]; (c) any other transactions involving the Debtors, to the extent those transactions suggest potential claims belonging to the estates, including causes of action against any current officers or directors of the Debtors, any former officers or directors of the Debtors, or any

affiliates of the Debtors; and (d) any apparent self-dealing or conflicts of interest involving the Debtors or their affiliates (collectively, the “Investigation”).

8. On May 18, 2015, the Court entered the *Order (I) Approving Protocol and Procedures Governing Examiner Discovery, (II) Approving Establishment of a Document Depository, and (III) Granting Related Relief* [Docket No. 1576] (the “Discovery Protocol Order”). Among other things, the Discovery Protocol Order (a) approved the Examiner’s proposed protocol and procedures governing discovery (as amended and supplemented in advance of Court-approval, the “Discovery Protocol”); (b) authorized the Examiner to establish and maintain a centralized document depository (the “Document Depository”) to store non-privileged documents and provide the Initial Depository Access Parties (as that term is defined in the Discovery Protocol Order) with access to the Document Depository; and (c) authorized the Examiner to establish and maintain a separate depository for the Examiner and his professionals to store any privileged discovery material.

9. Also on May 18, 2015, the Court entered the *Agreed Protective Order* [Docket No. 1575] (the “Protective Order”). The Protective Order is intended to govern any information, document or thing that has been or will be produced in discovery or otherwise in this case or any related adversary proceedings (the “Discovery Material”). The Protective Order permits any party or non-party producing Discovery Materials (the “Designating Party”) to designate documents with varying levels of confidentiality, including “Confidential”, “Attorneys’ Eyes Only”, and “Examiner’s Eyes Only” (as those terms are defined in the foregoing order).

10. On June 25, 2015, the Court entered the *Agreed Order on Interviews and Depositions by the Examiner* [Docket No. 1831] (the “Witness Protocol Order”). The Witness Protocol Order sets forth additional guidelines that govern transcribed interviews including the

Examiner's obligation to make available all transcripts to certain professionals subject to any claims of privilege.

11. As of December 21, 2015, over 960,000 documents have been produced to the Examiner totaling almost 7.4 million pages. Some of the documents were produced in native format, so it is likely that the number of pages produced is much larger than near 7.4 million pages. As of December 21, 2015, close to 99% of the documents produced have been marked with varying levels of confidentiality and privilege designations, including Confidential, Attorneys' Eyes Only, and Examiner's Eyes Only, and their contents cannot be publicly disclosed. The Examiner is still receiving some document productions, subject to varying levels of confidentiality and privilege designations, in response to his subpoenas on a rolling basis.

12. In addition, a significant number of duplicate documents have been produced to the Examiner by different producing parties with inconsistent confidentiality and/or privilege designations. The inconsistent designations among the producing parties presently prevent the Examiner from publicly disclosing the contents of a document that have been designated as confidential by one party, even if produced by another party without such designation (or with a different designation).

13. Furthermore, since August 24, 2015, the Examiner has issued 62 subpoenas for witness testimony from various individuals at CEOC, CEC, the Sponsors, their respective legal and financial advisors, CEC and CEOC's auditors, and other professionals and third parties who were involved in the transactions that are the subject of the Investigation. To date, the Examiner and his professionals have prepared for and conducted thorough interviews of over 60 witnesses on a transcribed basis, in addition to other informal interviews. The transcripts have been and are being appropriately redacted for privilege pursuant to the Witness Protocol Order, and the transcripts as a whole remain subject to claims of confidentiality.

RELIEF REQUESTED AND BASIS FOR RELIEF

14. Subject to paragraph 19 below, the Examiner requests, pursuant to section 107 of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 5005-4, leave to file the unredacted Final Report under seal on a temporary basis, along with a substantially redacted version on the public docket, and approval of a process to address the unsealing of the Final Report.

15. Given the voluminous discovery materials produced to the Examiner as well as the interview transcripts that remain subject to claims of confidentiality and privilege, it is the Examiner's view that the Final Report will be incomprehensible if he is now required to redact any and all information that quotes or references the contents of a nonpublic document or information. The Examiner's concerns regarding confidentiality and privilege are not readily addressed by excising a particular sentence that cites to a designated document as its source. The Examiner will be charged with reviewing each and every sentence in the Final Report to determine whether any confidential or potentially privileged subject matter is being directly or indirectly addressed – posing the risk that the Examiner will inadvertently breach an asserted confidentiality entitlement or privilege assertion by a producing party. Accordingly, the information on which the Examiner intends to rely in his Final Report cannot be redacted without severely impairing the substance and quality of the Final Report, and diminishing its value to the reader. Thus, the redacted Final Report which is initially filed is likely to include the Executive Summary (as defined below), some background information, and a discussion of certain legal standards.

16. The Examiner also does not believe that many of the confidentiality and/or privilege designations are well-founded. Because an overwhelming number of the documents have been designated with various levels of confidentiality and/or privilege, the Examiner must,

however, now comply with the requirements of the Protective Order to publicly disclose the information and documents in the Final Report and all accompanying Exhibits.

17. The Examiner intends to notify all Designating Parties of his intent to disclose information in the Examiner's Final Report that has been designated as confidential and/or privileged pursuant to the Protective Order. Paragraph 16 of the Protective Order requires the Examiner to seek the permission of the Designating Party prior to a public disclosure of information and/or documents that have been designated as Confidential, Attorneys' Eyes Only or Examiner's Eyes Only.

18. In connection therewith, subject to the Court's approval, the Examiner intends to utilize the following procedure to unseal the Final Report:

- a. The Examiner will provide to the designating party (or the party to which the confidentiality and/or privilege is asserted to reside) a letter detailing the proposed documents and/or information that the Examiner wishes to publicly disclose as contained in the Final Report (the "Disclosure Letter"), including:
 - i. Information, such as BATES stamp or relevant transcript excerpts, sufficient for the party to identify the document(s) and/or information at issue; and
 - ii. Excerpts from the draft Final Report in which the document(s) or information is cited or quoted.
- b. Within 14 days of receipt of the Disclosure Letter, the Disclosure Letter recipient must provide a response to the proposed disclosures, including, without limitation, any objections relating thereto;
- c. If the Examiner is unable to negotiate an acceptable arrangement whereby he may publicly disclose the documents and/or information in his Final Report,

the Examiner may set the dispute for hearing in accordance with the Court's procedures set forth in Paragraph 16 of the Protective Order (i.e., in accordance with Local Bankruptcy Rule 9013-1); and

- d. Prior to the scheduled hearing, the Examiner and his professionals will file the asserted confidential materials under seal so the Court can review such materials in camera for purposes of considering the parties' claims of confidentiality.

19. Bankruptcy Courts including, without limitation the court in the *Lehman Brothers Holdings, Inc., et al.* case, employed a similar process to unseal the examiner's report. *See In re Lehman Brothers Holdings, Inc., et al.*, Case No. 08-13555 (JMP), Docket No. 7530 (Bankr. S.D.N.Y. March 11, 2010).

20. The Examiner submits that the aforementioned process is appropriate and necessary in light of the circumstances.

21. The Examiner strongly believes that the entire Final Report should be made publicly available. Absent relief from the Court, the Examiner cannot file a version of the Final Report that is not substantially redacted. Therefore, the Examiner seeks leave to file substantial portions of the Final Report, including exhibits, under seal on an interim basis, as well as a redacted version on the public docket as described below.

22. Specifically, the Examiner's present intention is to file a publicly available redacted version of the Final Report at the same time the Examiner files the Final Report under seal, comprised principally of (i) a summary of the Examiner's principal findings and conclusions and (ii) an overview of the Investigation and factual background describing the scope of the investigation, the transactions and issues of focus investigated, and the process employed by the Examiner in conducting such investigation (collectively, the "Executive

Summary”). Although the Executive Summary is, by design, less comprehensive than the balance of the Final Report, the Executive Summary will explain the rationale supporting the Examiner’s principal findings and conclusions.

23. There exists a strong presumption under the common law that the public has a right of access to judicial proceedings and records. *See Nixon v. Warner Commc’ns, Inc.*, 435 U.S. 589, 597 (1978) (“[C]ourts of this country recognize a general right to inspect and copy public records and documents, including judicial records and documents.”) (citations omitted). Section 107 of the Bankruptcy Code codifies this common law presumption. *See* 11 U.S.C. § 107(a) (“Except as provided in subsections (b) and (c) of this section and subject to section 112, a paper filed in a case under this title and the dockets of a bankruptcy court are public records and open to examination by an entity at reasonable times without charge.”); *In re Handy Andy Home Improvement Ctrs., Inc.*, 199 B.R. 376, 381 (Bankr. N.D. Ill. 1996) (“[P]apers filed in a case under Title 11 or in the Bankruptcy Court dockets are public examination and are open to examination.”); *see also In re Joyce*, 399 B.R. 382, 386 n.2 (Bankr. D. Del. 2009) (“[Section] 107 specifically addresses the public’s access to judicial records, thereby codifying the public’s broad common law right to access judicial records.”).

24. This presumption of public access applies with equal force to the reports of examiners. *See, e.g., Gitto v. Worcester Tel. & Gazette Corp. (In re Gitto Global Corp.)*, 422 F.3d 1, 17 (1st Cir. 2005) (holding examiner’s report should be made publicly available); *In re Fibermark, Inc.*, 330 B.R. at 512 (granting motion to unseal examiner’s report).

25. Bankruptcy Code section 107(a)’s presumption of public access is subject to the limited exceptions set forth in section 107(b) as follows:

On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court’s own motion, the bankruptcy court may –

1. protect an entity with respect to a trade secret or confidential research, development, or commercial information; or
2. protect a person with respect to scandalous or defamatory matter contained in a paper filed in a case under this title.

11 U.S.C. § 107(b). *See also In re Handy Andy Home Improvement Ctrs., Inc.*, 199 B.R. at 381 (“If the information for which protection is sought fits into any of the categories specified in § 107(b), ‘the court is required to protect a requesting interested party, and has no discretion to deny the application [for a protective order]’” (quoting *In re Orion Pictures Corp.*, 21 F.3d 24, 27 (2nd Cir. 1994))).

26. For information to be entitled to protection under section 107(b)(1), a court must conclude that “disclosure of [the] information [must] reasonably be expected to cause the entity commercial injury.” *In re Alterra Healthcare Corp.*, 353 B.R. 66, 75-76 (Bankr. D. Del. 2006) (quoting *In re Northstar Energy, Inc.*, 315 B.R. 425, 429 (Bankr. E.D. Tex. 2004)). In addition, the court must find that the information “is so critical to the operations of the entity seeking the protective order that its disclosure will unfairly benefit that entity’s competitors.” *In re Alterra Healthcare Corp.*, 353 B.R. at 75-76 (citing *In re Barney’s, Inc.*, 201 B.R. 703, 708-09 (Bankr. S.D.N.Y. 1996)).

27. With respect to section 107(b)(2), information may be considered “scandalous or defamatory” if the information could cause “a reasonable person [to] alter their opinion of [a party] based on the statements therein, taking those statements in the context in which they appear.” *Phar-Mor, Inc. v. Defs. Named Under Seal (In re Phar-Mor, Inc.)*, 191 B.R. 675, 679-80 (Bankr. N.D. Ohio 1995); *see also In re Food Mgmt. Grp., LLC*, 359 B.R. 543, 558 n.16 (Bankr. S.D.N.Y. 2007) (stating that “scandalous” matter “generally means ‘any allegation that unnecessarily reflects on the moral character of an individual or states anything in repulsive

language that detracts from the dignity of the court.” (quoting 2 JAMES WILLIAM MOORE, *ET AL.*, MOORE’S FEDERAL PRACTICE § 12.37[3] (3d ed. 2006))). Information that is true and already “of public record” is not scandalous or defamatory under section 107(b). *United States v. Cont’l Airlines, Inc. (In re Cont’l Airlines)*, 150 B.R. 334, 339 (Bankr. D. Del. 1993); *In re Food Mgmt. Grp., LLC*, 359 B.R. at 565. Additionally, the fact that information is prejudicial, embarrassing, or harmful to reputation is insufficient to overcome the strong public policy interest in ensuring public access to records. *See Brown & Williamson Tobacco Corp. v. FTC*, 710 F.2d 1165, 1179-80 (6th Cir. 1983) (finding that harm to company’s reputation was insufficient to warrant sealing of records); *In re Gitto Global Corp.*, 321 B.R. 367, 376 (Bankr. D. Mass. 2005) (“Discomfort, embarrassment, shame, and remorse do not rise to the level of scandalous or defamatory.”).

28. In demonstrating that an exception applies under Bankruptcy Code section 107(b), the sealing proponent bears the burden of proof in showing that the interest in secrecy outweighs the presumption in favor of access. *See In re Food Mgmt. Grp., LLC*, 359 B.R. at 561; *see also In re Alterra Healthcare Corp.*, 353 B.R. at 75 (rejecting arguments asserted by debtor that sought to maintain confidentiality of settlement agreements under section 107(b)).

29. Bankruptcy Rule 9018 sets forth the procedures by which a party may move for relief under Bankruptcy Code section 107(b):

[o]n motion or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information [or] (2) to protect any entity against scandalous or defamatory matter contained in any paper filed in a case under the Code. . . .

Bankruptcy Rule 9018. *See also In re Pasquinelli Homebuilding, LLC*, No. 11 B 14829, 2013 WL 594459, at *1 (Bankr. N.D. Ill. Feb. 14, 2013) (“Both the Code and the Rules allow the court to protect from disclosure information where confidentiality is necessary.”).

30. As mentioned above, the Examiner submits that it is necessary, and the Examiner is obligated under the Protective Order, to protect the estate and the other parties that produced documents with a “Confidential,” “Attorneys’ Eyes Only,” and/or “Examiner’s Eyes’ Only” designation. *See, infra*, ¶¶ 16-17. The relief sought by the Examiner here has been followed in other large examiner cases, in which Bankruptcy Courts have authorized examiners to temporarily file their reports under seal until the examiners have had a sufficient opportunity to confer with the appropriate parties in an effort to obtain the parties’ or the Court’s consent to publicly disclose documents and/or information that are purportedly confidential (and in some cases privileged). *See, e.g., In re Dynege Holdings, LLC*, No. 11-38111 (CGM), 2011 WL 6846758 (ordering the examiner to file the report under seal to the extent that the examiner must include confidential or privileged material in the report); *In re FiberMark, Inc.*, 330 B.R. at 496 (explaining that the Court *sua sponte* sealed the examiner’s report to “obviate the additional time and expense of privilege logs and [] address any assertions of attorney client privilege or work product doctrine at a future date”).

31. Based on the foregoing, the Examiner submits that good cause exists for this Court to authorize the Examiner to file under seal the unredacted Final Report, including exhibits, on a temporary basis, as well as a substantially redacted form available on the public docket, pending resolution of issues concerning confidentiality and privilege with the parties that have asserted such claims, pursuant to the process set forth in this Motion.

NOTICE

32. Notice of this Motion has been provided to the Master Service List and 2002 List, as each term is defined in, and in accordance with, the *Order Granting in Part and Denying in Part Motion to Modify Case Management Procedures* [Docket No. 1165] (the “Case Management Order”). The Examiner submits that all Affected Entities, as defined in the Case

Management Order, are contained within the Master Service List and 2002 List. The Examiner submits that, in light of the nature of the relief requested, no other or further notice need be provided.

NO PRIOR REQUESTS

33. No prior application for the relief requested herein has been made by the Examiner to this or any other court.

[continued on the next page]

CONCLUSION

WHEREFORE, based upon the all of the foregoing, the Examiner respectfully requests the Court grant the Motion and enter an order temporarily authorizing the Examiner to file the Final Report under seal, including exhibits (along with a substantially redacted version on the public docket), pending resolution of issues concerning confidentiality and privilege with the parties that have asserted such claims, as set forth in this Motion.

Respectfully submitted,

Dated: December 23, 2015
Chicago, Illinois

By: /s/ Daniel J. McGuire

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**UNITED STATES BANKRUPTCY COURT
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In re:)
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**ORDER TEMPORARILY AUTHORIZING THE FILING OF THE
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Upon consideration of the *Examiner's Motion for Order Temporarily Authorizing the Filing of the Examiner's Report and Certain Documents Under Seal and Related Procedures* (the "Motion"),² and the Court being fully advised in the premises and a hearing having been held before the Court to consider the Motion (the "Hearing"), and after due deliberation thereon, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. The Examiner is authorized and directed to file (a) the Final Report and all exhibits under seal with the Court and (b) a substantially redacted version of the Final Report on the public docket in the above-captioned case.

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 is available at <https://cases.primeclerk.com/CEOC>.

² Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

3. The Examiner is authorized and directed to employ the following process in order to unseal the Final Report:

- a. The Examiner shall provide to the designating party (or the party to which the confidentiality and/or privilege is asserted to reside) a letter detailing the proposed documents and/or information that the Examiner wishes to publicly disclose as contained in the Final Report (the “Disclosure Letter”), including:
 - i. Information, such as BATES stamp or relevant transcript excerpts, sufficient for the party to identify the document(s) and/or information at issue; and
 - ii. Excerpts from the draft Final Report in which the document(s) or information is cited or quoted.
- b. Within 14 days of receipt of the Disclosure Letter, the Disclosure Letter recipient shall provide a response to the proposed disclosures, including, without limitation, any objections relating thereto;
- c. If the Examiner is unable to negotiate an acceptable arrangement whereby he may publicly disclose the documents and/or information in his Final Report, the Examiner may set the dispute for hearing on an expedited basis in accordance with the Court’s procedures (i.e., on the next available Monday or Wednesday at 9:30 AM CST that provides at least three (3) business days’ notice); and

- d. Prior to the scheduled hearing, the Examiner and his professionals must file the asserted confidential materials under seal for the Court's review and consideration.

Dated: _____, 2015

Honorable A. Benjamin Goldgar
United States Bankruptcy Judge