

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

EXAMINER’S SIXTH INTERIM REPORT

**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”) submits this sixth interim report (the “Sixth Interim Report”) pursuant to the Court’s *Order Granting in Part and Denying in Part Motions to Appoint Examiner* [Docket No. 675] (the “Examiner Order”).

BACKGROUND

1. On January 15, 2015, the Debtors filed their voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Illinois.

2. On March 12, 2015, the Court entered the Examiner Order directing the United States Trustee (the “UST”) to appoint an examiner.

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>.

3. 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].

4. 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”).

5. Pursuant to Paragraph 5 of the Examiner Order, the Examiner was directed to file with the Court interim reports on the Investigation every forty-five (45) days from the date his appointment was approved.

6. On May 11, 2015, the Examiner filed his first interim report [Docket No. 1520] (the “First Interim Report”).

7. 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 approves of the (a) Examiner’s proposed protocol and procedures governing discovery (as amended and supplemented in

advance of Court-approval, the “Discovery Protocol”) and (b) establishment of a centralized document depository (the “Document Depository”).

8. 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 (i.e., Discovery Material).

9. On June 23, 2015, the Examiner filed his second interim report [Docket No. 1805] (the “Second Interim Report”).

10. On August 7, 2015, the Examiner filed his third interim report [Docket No. 2022] (the “Third Interim Report”).

11. On September 21, 2015, the Examiner filed his fourth interim report [Docket No. 2236] (the “Fourth Interim Report”).

12. On November 5, 2015, the Examiner filed his fifth interim report [Docket No. 2535] (the “Fifth Interim Report” and together with the First Interim Report, Second Interim Report, Third Interim Report, and Fourth Interim Report, the “Prior Interim Reports”).²

THE EXAMINER’S ACTIVITIES TO DATE

13. Since the Fifth Interim Report was filed, the Examiner and/or his counsel and financial advisors have been diligently analyzing the information received from both documents and interviews regarding the various transactions and/or subjects as issue in the Investigation. The Examiner, with his counsel and financial advisors, met with the United States Trustee, the two official committees, CEC and the Sponsors, CAC and the ad hoc committees to provide preliminary views with respect to subjects at issue in the Investigation. The Examiner requested

² The Examiner incorporates herein by reference the statements made in the Prior Interim Reports. All capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Prior Interim Reports.

feedback from these parties and has begun to conduct follow-up meetings and receive written submissions in response to his request.

14. The Examiner and his counsel and financial advisor are still diligently assembling and reviewing materials available publicly and otherwise provided by key parties in interest in the case that might be relevant to the Investigation. Relevant public documents include pleadings filed in connection with the Debtors' cases, such as the first day pleadings, schedules, and statements, and the pleadings filed in support thereof and opposition thereto, the UST's motion regarding the appointment of the Examiner, motions for discovery from the Noteholder Committee and the UCC, pleadings relating to the involuntary case fashioned *In re Caesars Entertainment Operating Company, Inc., et al.*, Chapter 11 Case No. 15-03193 (ABG) (Bankr. N.D. Ill.), pleadings filed in the adversary proceeding and related appeal whereby plaintiffs seek, *inter alia*, to stay certain prepetition litigation, fashioned *Caesars Entertainment Operating Company, Inc. et al., v. BOKF, N.A. et al.*, Adv. Pro. No. 15-00149 (ABG), and other pleadings relating to the litigation commenced in or related to the bankruptcy cases. Additionally, the Examiner's counsel has attended a number of the depositions in the Delaware Chancery Court action fashioned *Wilmington Savings Fund Society, FSB v. Caesars Entertainment Corporation et al.*, C.A. No. 10004-VCG (Del. Ch. Ct.).

15. The Examiner is still receiving document productions in response to the 46 document subpoenas to various parties in interest in the Investigation and third parties, on a rolling basis. The productions made to the Examiner thus far include documents at various levels of confidentiality, including documents that are Confidential, Attorneys' Eyes Only, and Examiner's Eyes Only, as is provided by the Discovery Protocol Order and Protective Order.

16. To date, the Examiner has received more than 960,000 documents, communications and other data consisting of almost 7.4 million pages (which does not account

for more than one page of each of many documents produced in native format, further increasing the page-count). Of the aforementioned total, 93,316 documents consisting of at least 941,214 pages were produced since the issuance of the Fifth Interim Report.

17. The Examiner expects additional documents will be produced in the coming weeks. In addition to continued productions pursuant to the document subpoenas issued, the Examiner has recently received privilege logs from the various key parties in interest, and may make follow up requests referenced in those logs. CEC has agreed to produce, for the Examiner's use only, documents on its privilege log.

18. The Examiner and his professionals have been working diligently to review and analyze the substantial volume of documents and information that have been produced, recognizing that a significant number of these documents were produced, and continue to be produced, very late in the process.

19. Also, in total, 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. In addition to conducting some of the aforementioned initial witness interviews, since the Fifth Interim Report, the Examiner has commenced follow-up interviews with various witnesses, and will continue to do so into the new year.

20. During the continued thorough review of the documents produced, the Examiner will continue to identify any additional parties and witnesses that may be in possession of information relevant to the Investigation. The Examiner will continue to serve subpoenas and

document requests on those parties and witnesses as necessary in order to facilitate prompt production of information.

21. During the course of the Investigation, the Examiner has maintained open lines of communication with the United States Trustee, the Debtors, the official and unofficial committees, and other key interested parties. The Examiner's counsel will continue to monitor and review pertinent filings with the Court (and other relevant litigation) regarding or involving any issues related to the Investigation.

22. The Examiner's view of the Investigation is based upon currently available information and presumes the full and complete cooperation of the Debtors, the official and unofficial committees, CEC, the Debtors' and CEC's affiliates, Apollo, TPG, and other key parties in interest in these cases, and the respective current and former representatives and advisors of each. As the process unfolds, the plan for the Examiner's Investigation may need to be amended to fulfill the Court's direction to deliver a comprehensive report. The inclusion or discussion of any matter in this Sixth Interim Report should not be construed as limiting the Examiner prospectively. The Examiner reserves his right to modify his plan for the Investigation accordingly.

[continued on the next page]

Respectfully submitted,

Dated: December 21, 2015
Chicago, Illinois

By: /s/ Daniel J. McGuire

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