

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. 3335

SCHEDULING ORDER TO (A) SCHEDULE A HEARING TO CONSIDER APPROVAL OF THE DEBTORS' DISCLOSURE STATEMENT, (B) ESTABLISH THE DEADLINE FOR FILING OBJECTIONS TO THE DISCLOSURE STATEMENT AND REPLIES THERETO, (C) SET CERTAIN INITIAL PLAN CONFIRMATION DISCOVERY DATES, AND (D) GRANT RELATED RELIEF

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of a scheduling order (this "Order") (a) setting a Disclosure Statement Hearing to consider approval of the Disclosure Statement, (b) establishing a deadline by which objections to the adequacy of the Disclosure Statement and replies thereto must be filed, (c) setting certain initial dates and deadlines in connection with discovery related to the confirmation of their proposed Plan, (d) approving the form and manner of the Disclosure Statement Hearing Notice, substantially in the form attached hereto as **Exhibit 1**, and (e) granting related relief, all as more fully set forth in the Motion; and after due deliberation, it is HEREBY ORDERED:

1. The Motion is granted as set forth herein.

¹ A complete list of the Debtors and the last four digits of their federal tax identification numbers may be obtained at <https://cases.primeclerk.com/CEOC>.

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

2. The following dates will govern approval of the Disclosure Statement:

- **Disclosure Statement Objection Deadline:** May 2, 2016, at 4:00 p.m., prevailing Central Time, as the deadline to file final (not preliminary) objections to the adequacy of the Disclosure Statement, ~~and the relief requested in the Disclosure Statement Motion (as defined below)~~ each, an "Objection"; ucl
- **Disclosure Statement Reply Deadline:** May 5, 2016, at 12:00 p.m., prevailing Central Time, as the deadline for the Debtors and other parties in interest to file replies or responses to the Objections; and
- **Disclosure Statement Hearing:** May 9, 2016, at 10:30 a.m., prevailing Central Time, in Courtroom 642 in the Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, Chicago, Illinois 60604.

3. The Debtors will file the Disclosure Statement Motion, Disclosure Statement, and Plan on or before April 4, 2016, which is 28 days before the Disclosure Statement Objection Deadline.

~~4. Parties must serve all consolidated document requests relating to Plan confirmation issues by Monday, April 11, 2016, at 4:00 p.m., prevailing Central Time. The creditors' committees must coordinate to ensure that the initial document requests are not redundant or duplicative and serve one set of consolidated requests on Debtors.~~ aB

5. The Disclosure Statement Hearing Notice is approved.

6. The Debtors will cause the Disclosure Statement Hearing Notice to be filed on the docket maintained in these chapter 11 cases and mailed contemporaneously with the filing of the Disclosure Statement Motion to: (a) the Office of the United States Trustee; (b) counsel to the First Lien Bank Lenders; (c) counsel to the First Lien Noteholders; (d) counsel to the Statutory Committee of Unsecured Claimholders; (e) counsel to the Official Committee of Second Priority Noteholders; (f) all known creditors and contract counterparties; (g) all known equity security holders; (h) all parties that the Debtors have determined, after reasonable inquiry, have asserted any lien, encumbrance, or other interest in the Debtors' assets; (i) the Internal Revenue Service;

(j) all applicable state and local taxing authorities; and (k) all parties who have filed an appearance or requested notice through the Court's ECF system or otherwise pursuant to Bankruptcy Rule 2002.

~~7. Notwithstanding Local Rule 5005-3(D), the Debtors may file the Disclosure Statement Motion in excess of 15 pages provided that it may not to exceed 40 pages.~~

AEV

Dated: 16 MAR 2016
Chicago, Illinois

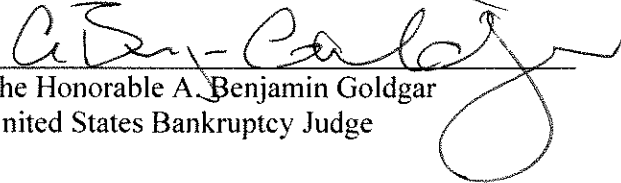

The Honorable A. Benjamin Goldgar
United States Bankruptcy Judge

Exhibit 1

Disclosure Statement Notice

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)
)	
)	

**NOTICE OF (A) DISCLOSURE STATEMENT HEARING
AND (B) DEADLINE FOR FILING OBJECTIONS TO THE
DISCLOSURE STATEMENT AND DISCLOSURE STATEMENT MOTION**

TO ALL HOLDERS OF CLAIMS AND INTERESTS AND PARTIES IN INTEREST:

PLEASE TAKE NOTICE that on [____], 2016, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed (a) the *Disclosure Statement for the Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [____]] (as amended from time to time and including all exhibits thereto, the “Disclosure Statement”); (b) the *Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. [____]] (as amended from time to time and including all exhibits and supplements thereto, the “Plan”); and (c) the *Debtors’ Motion for Entry of an Order (A) Approving the Disclosure Statement, (B) Approving the Solicitation and Election Procedures, and (C) Granting Related Relief* [Docket No. [____]] (the “Disclosure Statement Motion”).

PLEASE TAKE FURTHER NOTICE that a hearing will commence on [____], 2016, at [____] [____].m., prevailing Central Time, before the Honorable A. Benjamin Goldgar or any other judge who may be sitting in his place and stead, in Courtroom [____] in the Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, Chicago, Illinois 60604 (the “Disclosure Statement Hearing”) to consider the Disclosure Statement Motion, which seeks the entry of an order (the “Disclosure Statement Order”) (a) finding that, among other things, the Disclosure Statement contains “adequate information” within the meaning set forth in section 1125 of the Bankruptcy Code and (b) approving the Disclosure Statement and certain other materials related to the solicitation of acceptances of the Plan (the “Solicitation Package”). The Disclosure Statement Hearing may be continued from time to time without further notice other than an adjournment

¹ A complete list of the Debtors and the last four digits of their federal tax identification numbers may be obtained at <https://cases.primeclerk.com/CEOC>.

announced in open court at the Disclosure Statement Hearing or at any subsequent adjourned Disclosure Statement Hearing.²

PLEASE TAKE FURTHER NOTICE that the Plan, the Disclosure Statement, the Disclosure Statement Motion, and other documents and materials related thereto, including certain solicitation materials, 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.

PLEASE TAKE FURTHER NOTICE that responses and objections, if any, to the approval of the Disclosure Statement, or any of the other relief sought by the Debtor in connection with the approval of the Disclosure Statement, must: (a) be a party's final objection to the approval of the Disclosure Statement (notwithstanding the case management order in the Debtors' chapter 11 cases); (b) be in writing; (c) conform to the applicable Federal Rules of Bankruptcy Procedure and Local Rules for the United States Bankruptcy Court for the Northern District of Illinois; (d) state the name and address of the objecting party and the amount and nature of the Claim or Interest of such Entity; and (e) state with particularity the basis and nature of any objection and, if practicable, a proposed modification to the Disclosure Statement or materials comprising the Solicitation Package that would resolve such objection. Responses or objections, if any, also must be filed with the Bankruptcy Court and served upon each of the following parties so as to be actually received no later than **4:00 p.m., prevailing Central Time, on [] , 2016:**

<i>Counsel to the Debtors</i>	<i>U.S. Trustee</i>
<p>KIRKLAND & ELLIS LLP KIRKLAND & ELLIS INTERNATIONAL LLP James H.M. Sprayregen, P.C. David R. Seligman, P.C. Joseph M. Graham 300 North LaSalle Chicago, Illinois 60654 - and - Paul M. Basta, P.C. Nicole L. Greenblatt, P.C. 601 Lexington Avenue New York, New York 10022-4611</p>	<p>OFFICE OF THE UNITED STATES TRUSTEE FOR THE NORTHERN DISTRICT OF ILLINOIS Denise A. DeLaurent 219 South Dearborn Street, Room 873 Chicago, IL 60604</p>

² Any capitalized terms used but not defined herein have the meaning attributed to such terms in the Plan, the Disclosure Statement, or the Disclosure Statement Motion, as applicable.

<i>Counsel to the Statutory Committee of Unsecured Claimholders</i>	<i>Counsel to the Official Committee of Second Priority Noteholders</i>
PROSKAUER ROSE LLP Martin Bienenstock Judy G.Z. Liu Philip M. Abelson Eleven Times Square New York, New York 10035	JONES DAY Bruce Bennett Sidney Levinson Joshua Mester 555 South Flower Street, Fiftieth Floor Los Angeles, California 90071
<i>Counsel to the Ad Hoc Committee of First Lien Banks</i>	<i>Counsel to the Ad Hoc Committee of First Lien Noteholders</i>
STROOCK & STROOCK & LAVAN LLP Kristopher M. Hansen Jonathan D. Canfield 180 Maiden Lane New York, New York 10038	KRAMER LEVIN NAFTALIS & FRANKEL LLP Kenneth H. Eckstein Daniel M. Eggermann 1177 Avenue of the Americas New York, New York 10036

PLEASE TAKE FURTHER NOTICE that [____], 2016, the day of the Disclosure Statement Hearing, is the Debtors' proposed record date for determining (a) the Holders of Claims and Interests that are entitled to vote on the Plan and thus receive the Solicitation Package pursuant to the Solicitation Procedures and (b) whether Claims or Interests have been properly transferred to an assignee, including pursuant to Bankruptcy Rule 3001(e), such that the assignee can vote as the Holder of a Claim or Interest.

Dated: [____], 2016
 Chicago, Illinois

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

- and -

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

Counsel to the Debtors and Debtors in Possession