

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> , ¹)	
)	
Debtors.	)	(Jointly Administered)
)	
	)	Hr'g Date: Dec. 16, 2015 at 1:30 p.m. (CT)

NOTICE OF DEBTORS' MOTION TO COMPEL PRODUCTION OF DOCUMENTS

PLEASE TAKE NOTICE that on the **16th day of December 2015 at 1:30 p.m. (prevailing Central Time)** or as soon thereafter as counsel may be heard, the Debtors shall 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 to Compel Production of Documents* (the "Motion").

PLEASE TAKE FURTHER NOTICE that any objection to the Motion must be filed with the Court by **December 9, 2015, 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 www.ilnb.uscourts.gov in accordance with the procedures and fees set forth therein.

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>.

Dated: December 2, 2015
Chicago, Illinois

/s/ David J. Zott, P.C.

James H.M. Sprayregen, P.C.

David R. Seligman, P.C.

David J. Zott, P.C.

Jeffrey J. Zeiger, 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

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

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
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Debtors.)	(Jointly Administered)
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)	Hr’g Date: Dec. 16, 2015 at 1:30 p.m. (CT)

DEBTORS’ MOTION TO COMPEL PRODUCTION OF DOCUMENTS

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A**, compelling Caesars Entertainment Corporation (“CEC”) to produce to the Debtors (1) all documents that CEC withheld as privileged in the course of the Special Governance Committee’s Investigation, and (2) all documents that CEC has provided to the Examiner but continues to withhold from the Debtors on the grounds of privilege. In support of this Motion, the Debtors respectfully state as follows:

Introduction

1. Since summer 2014, the CEOC Special Governance Committee has conducted an investigation into numerous pre-petition transactions involving the Debtors. The Special Governance Committee has gone to great lengths to obtain documents and other information relating to those transactions in order to conduct a thorough investigation of the merits and value of any potential estate claims.

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. The Debtors' ultimate parent, CEC, holds numerous documents that are relevant to the investigation. But CEC has impeded the Special Governance Committee's ability to complete its investigation by refusing to produce a significant number of those documents to the Debtors (even though it has provided them to the Examiner) or to provide a privilege log that would allow the Debtors to test the bona fides of CEC's privilege assertions. CEC claims these documents are subject to a privilege that is exclusively held by CEC—not jointly held by CEC and the Debtors—and thus it can properly withhold the documents from the Debtors. CEC is wrong.

3. The documents that CEC is withholding from the Debtors are subject to a joint privilege that is held by both CEC and the Debtors. CEC's position is that lawyers that currently work at Paul, Weiss, Rifkind, Wharton & Garrison ("Paul Weiss") represented both CEC and CEOC in the numerous transactions being investigated by the Examiner and the Special Governance Committee (the "Challenged Transactions") until July 2014 when CEOC retained its own counsel, Kirkland & Ellis LLP. Because Paul Weiss jointly represented CEC and CEOC in the Challenged Transactions, CEOC is entitled to all privileged documents pre-dating CEOC's retention of Kirkland & Ellis relating to the Challenged Transactions that CEC currently is withholding.

4. Indeed, CEC implicitly acknowledged that these documents were subject to a joint privilege when it provided them to the Examiner. Under the Court's Order approving the protocol and procedures governing Examiner discovery (the "Examiner Protocol"), parties only can provide privileged documents to the Examiner without waiver "*to the same extent as the Debtors are entitled to access, or could access, such Privileged Discovery Material.*" (Dkt. No. 1576 ¶ 10.) Because CEC provided the documents to the Examiner under the Examiner

Protocol, it cannot now argue that the Debtors are precluded from accessing them. Simply put, there is no valid basis to withhold these documents from the Debtors or shield them from the Special Governance Committee's investigation.

Jurisdiction

5. 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 are section 105 of chapter 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"), and Rules 2004, 7026, 9014, and 9016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

Relief Requested

6. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A**, compelling CEC to produce to the Debtors all documents pre-dating CEOC's retention of Kirkland & Ellis in July 2014 (1) withheld by CEC as privileged in response to requests issued during the course of the Special Governance Committee's investigation, and (2) produced by CEC to the Examiner but withheld from the Debtors.

Background

7. In summer 2014, the CEOC Board created a Special Governance Committee, which consists of the two independent CEOC directors. Among its other responsibilities, the Special Governance Committee, assisted by Kirkland & Ellis and Mesirow Financial Consulting, commenced an investigation of the Challenged Transactions (the "Investigation").

8. As part of the Investigation, the Special Governance Committee sought documents from CEC, other Caesars affiliates, CEC's financial sponsors, the financial advisors

involved in the Challenged Transactions, and other parties. The various entities produced more than 50,000 documents to the Special Governance Committee. However, CEC withheld numerous documents from the Debtors on the grounds that they were subject to a privilege that was exclusively held by CEC.

9. In February 2015, Debtors moved for appointment of an independent Examiner to investigate numerous pre-petition transactions, including the Challenged Transactions, in parallel with the Special Governance Committee Investigation. (Dkt. No. 363.) The Court appointed an Examiner in March 2015. (Dkt. No. 675.)

10. The Debtors (as well as other stakeholders) have access to non-privileged documents produced in response to the Examiner's Rule 2004 subpoenas. The Examiner has also been provided documents on an "Examiner's Eyes Only" basis where the documents have been designated as privileged by a producing party. Such "Examiner's Eyes Only" productions are authorized by paragraph 10 of the Examiner Protocol (Dkt. No. 1576), which states:

Without causing any waiver of any attorney-client privilege, work-product immunity, or any other legally cognizable privilege or other protection (collectively, any "Privilege"), the Examiner will have access to all Discovery Material that is subject to any privilege ("Privileged Discovery Material") that is within the possession, custody or control of the Debtors and their debtor and non-debtor affiliates and Advisors to the same extent as the Debtors are entitled to access, or could access, such Privileged Discovery Material.

11. Recognizing that documents over which CEC was claiming privilege are likely to be relevant to the Investigation, the Debtors have repeatedly requested those documents from CEC and its counsel, Paul Weiss. CEC, however, has refused to provide them to the Debtors.

12. Nearly six months ago, the Debtors filed a motion for an order authorizing them to issue a Rule 2004 subpoena to CEC. (Dkt. No. 1754.) Specifically, the Debtors sought to issue a subpoena to CEC for the "purpose of seeking certain documents that CEC has withheld

from production to the Special Governance Committee as privileged or a privilege log describing the basis for withholding these documents.” (*Id.* at 1–2.) CEC responded that it did “not oppose the Debtors’ motion.” (Dkt. No. 1775 at 1.) On June 22, 2015, the Court authorized Debtors to take the Rule 2004 examination of CEC. (Dkt. No. 1802.)

13. On July 14, the Debtors served a Rule 2004 subpoena on CEC, which sought (1) “All Documents withheld by CEC as privileged in the course of the Special Governance Committee’s Investigation”; and (2) “All Documents responsive to the Examiner’s Rule 2004 Subpoenas but for which CEC is asserting privilege and withholding documents from production [to CEOC] on that basis.” (Ex. B, 7/14/15 Debtors’ Rule 2004 Subpoena.)

14. More than four months ago, CEC responded to the Rule 2004 Subpoena. It lodged a single specific objection to both document requests “on the grounds that [they seek] privileged material to which the Special Governance Committee is not entitled,” and agreed to provide privilege logs for documents withheld on that basis. (Ex. C, 7/28/15 CEC Resps. & Objections to Debtors’ Rule 2004 Subpoena.)

15. Despite the Debtors’ repeated requests for the documents or a privilege log, CEC has failed to provide either over the last four months.

16. On November 20, CEC indicated that it has not only been withholding documents over which it claims to hold an exclusive privilege but it also has withheld from the Debtors documents over which CEOC holds the privilege as well. CEC agreed to promptly provide the Debtors with all remaining documents over which it now admits CEOC holds the privilege. But it continues to resist providing the remainder of documents. CEC also indicated that it would need additional time to log these documents. The Special Governance Committee is seeking to complete its Investigation as a necessary predicate to prosecuting the Debtors’ reorganization

plan. The Debtors' inability to obtain these documents or a privilege log setting forth the bases on which CEC is withholding them is delaying this important objective.

ARGUMENT

17. "The mere assertion of a privilege is not enough; instead, a party that seeks to invoke the attorney-client privilege has the burden of establishing all of its essential elements." United States v. BDO Seidman, 337 F.3d 802, 811 (7th Cir. 2003) (citing cases). CEC has not met this burden. Nor could it as the documents at issue are subject to a jointly-held privilege by CEC and the Debtors.

18. CEC has represented that attorneys currently affiliated with Paul Weiss jointly represented CEC and the Debtors on various matters before July 2014 including the following Challenged Transactions:

- World Series of Poker (2009);
- Trademarks Transfer (2010);
- The CIE Transaction (2011);
- The CERP Transaction (2013);
- The Growth Transaction (2013);
- The Four Properties Transaction (2014); and
- The B-7 Transaction, the Tender Offers, and the Sale of Equity.

19. "[I]f the same lawyer jointly represents two or more clients with respect to the same matter, those clients have no reasonable expectation that their communications to the lawyer with respect to the joint matter will be kept secret from each other." Sec. Investor Prot. Corp. v. R.D. Kushnir & Co., 246 B.R. 582, 588 (Bankr. N.D. Ill. 2000) (citing In re Madison Mgmt. Grp., Inc., 212 B.R. 894 (Bankr. N.D. Ill. 1997)); see also McCullough v. Fraternal Order of Police, Chicago Lodge 7, 304 F.R.D. 232, 238 (N.D. Ill. 2014) ("Under the joint lawyer

doctrine, when two or more persons each having an interest in some problem, or situation, jointly consult an attorney, they necessarily agree to share all information related to the matter of common interest with each other.”); cf. In re Teleglobe Commc’ns Corp., 493 F.3d 345, 379 (3d Cir. 2007), as amended (Oct. 12, 2007) (in the parent-subsiary context, a joint representation arises “when common attorneys are affirmatively doing legal work for both entities on a matter of common interest”).

20. Given that Paul Weiss lawyers represented both CEC and the Debtors with respect to the Challenged Transactions, any privilege over documents related to those joint representations is not exclusively held by CEC and therefore CEC must produce the documents to the Debtors. Courts in this District have held that “because co-clients cannot reasonably expect that their common lawyer will withhold information from other co-clients, there is no expectation of confidentiality among the co-clients and those confidential client communications are not privileged in subsequent litigation in which the interests of the former co-parties become adverse.” Sec. Investor Prot. Corp., 246 B.R. at 588; see also In re Santa Fe Trail Transp. Co., 121 B.R. 794, 798 (Bankr. N.D. Ill. 1990) (holding that parent could not claim attorney-client privilege or work-product protection over documents produced by in-house counsel prior to or on date of closing of sale of debtor, where in-house counsel had represented both debtor and parent prior to closing); In re S. Air Transp., Inc., 255 B.R. 706, 712 (Bankr. S.D. Ohio 2000) (“It is axiomatic that a legal department acting as counsel for a multi-faceted enterprise cannot withhold information, based on the attorney-client privilege, from one of the members of that enterprise.”).

21. The principle that CEC cannot withhold documents from the Debtors as privileged on matters for which a common lawyer jointly represented both parties is even

stronger in the context of a bankruptcy case where a central question is the parent's pre-petition conduct as it related to its subsidiary. The court in In re Mirant Corp., 326 B.R. 646, 654 (Bankr. N.D. Tex. 2005), analyzed a similar situation. It ordered production of documents over which the debtor's parent had attempted to assert privilege, explaining that "[i]n a bankruptcy case, the need for investigation is far more acute than is any concern for attorney-client communications." Id. The court concluded that "it would be a bad precedent to carve in the case at bar a limitation on the usual rule respecting assertion of privilege in investigation of claims arising from transactions where common counsel was used." Id.

22. CEC implicitly acknowledged that these documents were subject to a joint privilege when it provided them to the Examiner under the Examiner Protocol. The Examiner Protocol provides:

Without causing any waiver of any attorney-client privilege, work-product immunity, or any other legally cognizable privilege or other protection (collectively, any "Privilege"), the Examiner will have access to all Discovery Material that is subject to any Privilege ("Privileged Discovery Material") *that is within the possession, custody or control of the Debtors and their debtor and non-debtor affiliates and Advisors to the same extent as the Debtors are entitled to access, or could access, such Privileged Discovery Material*

(Dkt. No. 1576 ¶ 10 (emphasis added).)

23. Based on its plain language, the Examiner Protocol only authorizes production of privileged documents to the Examiner without a waiver to the extent the Debtors can also access the documents. This makes sense as the only basis for non-waiver where a party intentionally produces a privileged document to a third party is that the Examiner stands in the shoes of the Debtors with respect to privilege issues. Cf. Fed. R. Evid. 502(b) (disclosure in a federal proceeding does not operate as a waiver in a subsequent proceeding if, among other things, the "disclosure is inadvertent"); Burden-Meeks v. Welch, 319 F.3d 897, 899 (7th Cir. 2003) (the

general rule in the Seventh Circuit is that “[k]nowing disclosure to a third party almost invariably surrenders the privilege with respect to the world at large” so selective waiver is generally “not an option.”). The Protocol is not designed to facilitate selective disclosure of privileged information by any producing party who chooses to do so, but instead to ensure that the Examiner can access all of the privileged information that the Debtors can access.

24. The only theory under which CEC could have provided the documents to the Examiner while still asserting they are privileged is that the Debtors are entitled to access them because they are subject to a joint privilege. Because CEC provided the documents to the Examiner under the Examiner Protocol, it cannot now argue that the Debtors are precluded from accessing them.

Notice

25. The Debtors have provided notice of this Motion to the entities on (a) the Service List (as defined in the Case Management Order and available on the Debtors’ case website at <https://cases.primeclerk.com/CEOC>), (b) counsel to CEC, and (c) CEC. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

Prior Request

26. No prior request for the relief sought in the Motion has been made to this or any other court.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

WHEREFORE, the Debtors respectfully request entry of the 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: December 2, 2015
Chicago, Illinois

/s/ David J. Zott, P.C.

James H.M. Sprayregen, P.C.

David R. Seligman, P.C.

David J. Zott, P.C.

Jeffrey J. Zeiger, P.C.

KIRKLAND & ELLIS LLP

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300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

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KIRKLAND & ELLIS LLP

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601 Lexington Avenue

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Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Counsel to the Debtors and Debtors in Possession

**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)
)	
	)	Hr'g Date: Dec. 16, 2015 at 1:30 p.m. (CT)

DEBTORS' MEET AND CONFER STATEMENT

Debtors submit this statement to confirm that counsel for Debtors have consulted with counsel for CEC in a good faith attempt to resolve the differences regarding the issues pertaining to Debtors' motion. Despite the parties' attempts to resolve their differences, they were unable to reach an agreement. Among other conferences, Debtors' counsel Jeffrey J. Zeiger, P.C. held a telephonic meet-and-confer with Jonathan Hurwitz and Christopher Filburn at Paul Weiss on the morning of Monday, November 30, 2015. Additional discussions among counsel at Kirkland & Ellis and Paul Weiss occurred on December 1, 2015.

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>.

Exhibit A

Proposed Order

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. ___

ORDER GRANTING DEBTORS' MOTION TO COMPEL

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order") compelling CEC to produce documents to Debtors that CEC is currently withholding on the grounds of privilege, it is HEREBY ORDERED:

1. The Motion is granted as set forth herein.
2. CEC must produce to Debtors by December 23, 2015 (1) all documents withheld by CEC as privileged in response to the Special Governance Committee's requests for production in the course of the Special Governance Committee's Investigation; and (2) all documents produced by CEC to the Examiner but withheld from the Debtors because such documents are subject to a joint privilege.

Dated: _____, 2015
Chicago, Illinois

The Honorable A. Benjamin Goldgar
United States Bankruptcy Judge

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.

Exhibit B

7/14/15 Debtors' Rule 2004 Subpoena

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

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

**DEBTORS' RULE 2004 SUBPOENA
TO CAESARS ENTERTAINMENT CORPORATION**

Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure, and as authorized by the *Order Granting Debtors' Motion for Rule 2004 Examinations* (the "Order") [Dkt. No. 1754] the above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby request that Caesars Entertainment Corporation ("CEC") produce all documents and materials identified herein for inspection and copying at the offices of Kirkland and Ellis LLP, 300 N. LaSalle, Chicago, Illinois, on or by July 28, 2015, or at such other time as may be agreed by the parties or ordered by the Court. These Requests for the Production of Documents ("Requests") are to be interpreted in accordance with the Definitions and Instructions below.

DEFINITIONS

Unless otherwise indicated, the following definitions shall be applicable to these Requests:

A. "Document(s)" is intended to have the broadest possible meaning under Federal Rules of Civil Procedure 26 and 34, and includes, but is not limited to, hard copy writings and documents as well as electronically stored information. The definition of "Document" or

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>.

“documents” must be construed to include “Communication” or “Communications” as defined herein.

B. “CEC” means Caesars Entertainment Corporation, together with all of its direct and indirect subsidiaries and any part of the businesses conducted by any of them.

C. “Communication(s)” means any Document constituting, reflecting or evidencing any oral or written transmission or receipt of information. Communications with any entity includes communications by or with its subsidiaries, divisions, subdivisions, affiliates, parents, predecessor and successor entities, partners, officers, directors, employees, agents, legal counsel, financial advisor, investment banker, or any other person acting on its behalf.

“You” or “Your” refers to each Petitioning Creditor to whom these Requests are directed.

D. “Special Governance Committee’s Investigation” shall mean the investigation conducted by the CEOC Special Governance Committee, with the assistance of Kirkland & Ellis LLP, into claims that the Debtors may possess against CEC, CEC’s sponsors, CEOC’s other non-debtor affiliates, and other parties.

E. “Examiner’s Rule 2004 Subpoenas” shall mean the subpoenas and Requests for Production of Documents served on CEC by Richard J. Davis, the Court-appointed examiner (the “Examiner”).

INSTRUCTIONS

A. For purposes of interpreting or construing the scope of these Requests, the terms used must be given the most expansive and inclusive interpretation, unless specifically limited in the Request.

B. The documents requested herein must be produced as they are kept in the usual course of business or organized and labeled according to the number of the document request.

C. Any document that exists in electronic form must be produced in its native format, including (a) all versions and revisions of the document, (b) all metadata associated with that document and (c) all related information required to access or review that document. If a document exists in both physical (*i.e.*, “hard copy”) form and electronic form, then the document must be produced in both forms. Documents stored electronically must be produced in electronic format in both native and standard production format including a load file with optical character recognition and single page tiff files.

D. The duty to produce documents is not limited or affected by the fact that the same document is available through another source. All documents should be produced that are not subject to an objection and are known by, possessed or controlled by, or available to you or any of your attorneys, consultants, representatives, employees, officers, directors, partners, or other agents.

E. In the event you assert any form of objection or privilege as a ground for not answering a document production request or any part of a request, set forth the legal grounds and facts upon which the objection or privilege is based. If the objection relates to only part of the document, the balance of the document production should be answered in full. With respect to any document that is withheld on a claim of privilege, provide, at the time your responses are due hereunder, a statement setting forth as to each such document the following information:

- i. the name(s) of the sender(s) of the document;
- ii. the name(s) of the author(s) of the document;
- iii. the name(s) of the person(s) to whom the document or copies were sent;
- iv. the date of the document;
- v. a brief description of the nature and subject matter of the document; and

vi. the nature of the privilege or the authority which is claimed to give rise to it.

F. If any documents requested have been destroyed, lost, mislaid, or are otherwise missing, please so state, specifying for each document or thing:

i. the type of document;

ii. a description of the nature and contents of the document;

iii. the identity of the author;

iv. the circumstances under which it ceased to exist;

v. the identity of all Person(s) having knowledge of the circumstances under which it ceased to exist; and

vi. the identity of all Person(s) who had knowledge of the contents.

G. Should you obtain any other documents or information which would supplement or modify the documents or information supplied by you in response to this request, you are directed, pursuant to Federal Rule of Civil Procedure 26(e), to give timely notice of such documents and information and to furnish the additional documents or information without delay.

H. You should construe these requests as follows: (a) the singular includes the plural and the plural includes the singular; (b) the masculine feminine, or neutral pronoun includes the other genders; (c) the conjunctions “and” and “or” should be read either disjunctively or conjunctively to bring within the scope of the request all information that might otherwise be construed to be outside its scope; (d) the words “any” and “all” include each and every; (e) the present tense of a verb includes its past tense and vice versa; and (f) the terms “includes” or “including” are not limiting, and phrases following such terms are not intended to be exhaustive of the materials sought by the Request and do not in any way limit the scope of the Request.

DOCUMENTS REQUESTED

1. All Documents withheld by CEC as privileged in the course of the Special Governance Committee's Investigation.
2. All Documents responsive to the Examiner's Rule 2004 Subpoenas but for which CEC is asserting privilege and withholding documents from production on that basis.

Dated: July 14, 2015
Chicago, Illinois

/s/ Jeffrey J. Zeiger, P.C.

James H.M. Sprayregen, P.C.

David R. Seligman, P.C.

David J. Zott, P.C.

Jeffrey J. Zeiger, P.C.

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle

Chicago, Illinois 60654

Telephone: (312) 862-2000

Facsimile: (312) 862-2200

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KIRKLAND & ELLIS LLP

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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

CERTIFICATE OF SERVICE

The undersigned certifies that on this 14th day of July 2015, he caused DEBTORS' RULE 2004 SUBPOENA TO CAESARS ENTERTAINMENT CORPORATION to be served via email upon the following:

Jonathan H. Hurwitz
PAUL, WEISS, RIFKIND,
WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, NY 10019

Attorney for Caesars Entertainment Corporation

/s/ Jeffrey J. Zeiger, P.C. _____
Jeffrey J. Zeiger, P.C.

Exhibit C

7/28/15 CEC Resps. & Objections to Debtors' Rule 2004 Subpoena

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

In re:)	
	)	Chapter 11
CAESARS ENTERTAINMENT OPERATING)	
COMPANY, INC., <i>et al.</i>,	)	Case No. 15-01145 (ABG)
Debtors.	)	(Jointly Administered)
)	
)	

**CAESARS ENTERTAINMENT CORPORATION'S RESPONSES AND
OBJECTIONS TO THE DEBTORS' JULY 14, 2015 SUBPOENA
FOR A RULE 2004 EXAMINATION**

Pursuant to Federal Rules of Bankruptcy Procedure 7026, 2034, and 9016, the Federal Rules of Civil Procedure incorporated therein, the Local Rules of the United States Bankruptcy Court for the Northern District of Illinois, and the May 18, 2015 Protocol and Procedures Governing Examiner Discovery [Dkt. 1576] (the "Protocol"), Caesars Entertainment Corporation ("CEC") hereby objects and responds to the subpoena for production of documents dated July 14, 2015 (the "Requests") by the above-captioned debtors and debtors in possession ("Debtors").

GENERAL OBJECTIONS

CEC incorporates each of the following General Objections into its responses and objections to each Request, whether or not each such General Objection is expressly referred to in CEC's response and objection to each Request.

1. CEC generally objects to each Definition, Instruction, and Request to the extent it calls for the production of documents that contain CEC's privileged attorney-client communications, are protected by the work product doctrine, or are otherwise protected from disclosure by applicable privileges, laws, doctrines or rules.

The inadvertent production of documents that constitute, contain or reflect information otherwise protected by the attorney client privilege, the work product doctrine, or any other privilege or immunity, other than those subject to production under the Protocol, does not constitute a waiver of any such privilege or immunity.

2. CEC generally objects to each Definition, Instruction, and Request to the extent that it imposes burdens and requirements upon CEC that exceed or differ from those imposed by the Federal Rules of Bankruptcy Procedure, the Federal Rules of Civil Procedure, the Local Rules, the Protocol, and/or any other applicable rules or Orders of the Court. CEC will respond to the Debtors' Requests in accordance with the Federal Rules of Civil Procedure and the Local Rules.

3. CEC generally objects to each Definition, Instruction, and Request to the extent that it is vague and ambiguous, duplicative, overly broad, unduly burdensome, and/or seeks discovery of materials or information that is not relevant to the claims or defenses of any of the parties, nor likely to lead to the discovery of admissible evidence.

4. CEC generally objects to each Definition, Instruction, and Request to the extent that it seeks information that is competitively sensitive, confidential, or proprietary, including information that is subject to third party confidentiality obligations, trade secrets, or other confidential or proprietary research, development, commercial, or business information.

5. CEC generally objects to each Definition, Instruction, and Request to the extent that it calls for the production of "all documents," except to the extent that such Definition, Instruction, and Request seeks reasonably narrow information. In

producing any documents in response to requests for “all documents,” CEC will undertake a reasonable search for responsive documents in those places where such documents are reasonably likely to exist.

6. CEC generally objects to the Debtors’ definition of the term “CEC” as vague, overly broad, unduly burdensome, and seeking to impose requirements or obligations on CEC beyond the scope of, or different from those imposed by, the Federal Rules of Bankruptcy Procedure, the Federal Rules of Civil Procedure, the Local Rules, the Protocol, and/or any other applicable rules or Orders of the Court. CEC interprets the terms “CEC” to refer to Caesars Entertainment Corporation and, in producing any documents in response to the Requests, will search for and produce only those documents in the possession, custody and control of CEC.

7. CEC generally objects to the Requests to the extent that they are not limited in scope to a reasonable time frame and/or seek information for periods of time that are not relevant to any claim or defense in this action. To the extent that CEC agrees to produce documents in response to any of the Requests, the relevant time period will be that period specified in each individual response.

8. CEC’s responses and objections to the Requests are not intended to be, and shall not be construed as, an agreement or concurrence by CEC with the Debtors’ characterizations of any facts, circumstances, or legal obligations. CEC reserves the right to contest any such characterizations as inaccurate.

9. CEC’s responses and objections to the Requests are made without waiver and with preservation of:

a. all questions as to competency, relevance, materiality, privilege, and admissibility of any responses, documents, tangible things and/or the subject matter thereof for any purpose and in any further proceeding in this lawsuit (including trial) and in any other action or matter;

b. the right to object to the use of any such responses, documents, tangible things and/or the subject matter thereof, on any ground in any further proceeding in this lawsuit (including trial) and in any other action or matter;

c. the right to object on any ground at any time to a demand or request for further responses; and

d. the right at any time to review, correct, add to, supplement or clarify any of the responses contained herein.

10. CEC reserves the right to modify, supplement or amend any or all of these responses, if necessary or appropriate, and to produce additional non-privileged, responsive documents if any are located.

11. CEC is prepared to meet and confer with regard to any of the above General Objections and any of the below Specific Objections and Responses.

SPECIFIC RESPONSES AND OBJECTIONS

Specifically incorporating each of the foregoing General Objections into each and every response below, and without waiving said objections, CEC responds to each Request as follows:

Request No. 1:

All Documents withheld by CEC as privileged in the course of the Special Governance Committee's Investigation.

Response to Request No. 1:

CEC specifically objects to this Request on the grounds that it seeks privileged material to which the Special Governance Committee is not entitled.

Subject to and without waiver of CEC's General and Specific Objections, CEC will provide Debtors with a log of any documents requested in the course of the Special Governance Committee's Investigation that were withheld on the basis of privilege.

Request No. 2:

All Documents responsive to the Examiner's Rule 2004 Subpoenas but for which CEC is asserting privilege and withholding documents from production on that basis.

Response to Request No. 2:

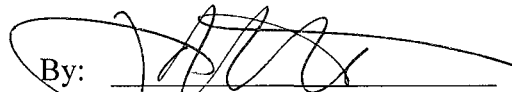
CEC specifically objects to this Request on the grounds that it seeks privileged materials to which the Special Governance Committee is not entitled.

Subject to and without waiver of CEC's General and Specific Objections, CEC will provide Debtors with copies of logs provided to the Examiner of any documents withheld on the basis of privilege in response to the Examiner's Rule 2004 Subpoenas.

Dated: July 28, 2015
New York, New York

Respectfully submitted,

CAESARS ENTERTAINMENT CORP.

By: 
One of its attorneys

Daniel R. Murray (1999591)
Charles B. Sklarsky (2627264)
JENNER & BLOCK LLP
353 N. Clark Street
Chicago, IL 60654-3456
Tel: 312-222-9350
Fax: 312-527-0484

– and –

Lewis R. Clayton (admitted *pro hac vice*)
Michael E. Gertzman (admitted *pro hac vice*)
Jeffrey D. Saferstein (admitted *pro hac vice*)
Jonathan H. Hurwitz (admitted *pro hac vice*)
**PAUL, WEISS, RIFKIND,
WHARTON & GARRISON LLP**
1285 Avenue of the Americas
New York, NY 10019
Tel.: 212-373-3000
Fax: 212-757-3990