UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:	)	Chapter 11
CAESARS ENTERTAINMENT OPERATING COMPANY, INC., et al.,[1]	)	Case No. 15-01145 (ABG)
Debtors.	)	(Jointly Administered)
	)	Re: No. 3486 and 4151

AMENDED ORDER (A) APPROVING THE CONFIRMATION SCHEDULE AND (B) GRANTING RELATED RELIEF

Upon the motion (the "Motion")[2] of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order (the "Order"): (a) establishing the Confirmation Schedule and (b) granting related relief; all as more fully set forth in the Motion; and after due deliberation, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

2. The Confirmation Schedule and the Governing Protocols and Procedures are approved as modified herein.

3. Any party in interest that intends to participate in discovery and/or the trial relating to Confirmation of the Plan must file with the Court a notice indicating such intent by Monday, June 27, 2016. All parties in interest that file the requisite notice of intent will be referred to herein as a "Party" or the "Parties."

---

[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.

A. Dates and Deadlines Related to Fact Discovery.[3]

4. Parties must serve their document requests ("Plan Document Requests") by no later than Tuesday, June 28, 2016, at 4:00 p.m. After June 28, 2016, Parties must obtain leave of the Court to serve additional document requests, except to the extent those document requests relate solely to the Plan Supplement ("Plan Supplement Document Requests"). Parties may serve additional Plan Supplement Document Requests by no later than Monday, August 1, 2016. Parties must provide their written responses and objections to the Plan Document Requests by Tuesday, July 12, 2016, at 4:00 p.m. Parties must provide their written responses and objections to the Plan Supplement Document Requests by Monday, August 8, 2016. Parties must complete production of documents in response to the Plan Document Requests by Friday, August 12, 2016 and Plan Supplement Document Requests by Tuesday, August 30, 2016.

5. On or before Friday, August 19, 2016, all Parties must exchange with the other Parties, and must file with the Court, an initial list of all fact and expert witnesses the Party intends to call at the Confirmation Hearing, including witnesses the Party will call adversely, but not including rebuttal witnesses, with a brief description of the subject matter of the witness's testimony. Each Party must deliver to chambers on the filing date one (1) copy of its initial witness list. The initial list must be divided into two categories: (a) fact or expert witnesses who <u>will</u> be called to testify and (b) fact or expert witnesses who <u>may</u> be called to testify. If a Party determines after August 19, 2016 that a person not included on the Party's initial witness list is a witness the Party will or may call at trial, or that any witness previously included will testify to additional subject matters, the Party must promptly amend its witness list to include the additional witness or subject matters, within such time to enable other Parties to seek discovery

[3] All times listed in the Order are prevailing Central Time, unless otherwise indicated.

related to such additional witness or subject matters prior to the discovery cut-off dates set forth below. The amended initial witness list must be served on the Parties and filed with the Court, and a copy must be delivered to chambers on the filing date.

6. Parties must file any motions to compel relating to the production of documents responsive to the Plan Document Requests or Plan Supplement Document Requests by Friday, September 16, 2016 at 4:00 p.m. In no event will the making or granting of a motion to compel be grounds to extend any of the dates listed herein. Discovery-related motions will not be subject to the Case Management Procedures Order in this case.

7. The Parties must provide logs of all documents responsive to the Plan Document Requests that were withheld on the basis of any claim of privilege by Friday, August 12, 2016 and all documents responsive to the Plan Supplement Document Requests that were withheld on the basis of any claim of privilege by Tuesday, August 30, 2016. By no later than Monday, June 27, 2016, to the extent not previously provided to the Examiner and made available through the Examiner's document depository, Parties must provide logs showing all documents and testimony that were withheld from disclosure (other than to the Examiner) on the basis of any claim of privilege in connection with any discovery sought or obtained by the Examiner pursuant to the "Order (I) Approving Protocol and Procedures Governing Examiner Discovery, (II) Approving Establishment of a Document Depository, and (III) Granting Related Relief" (ECF 1576).

8. Parties may begin fact depositions at any point. All deposition notices and deposition subpoenas, whether issued to Parties or third parties, must be served on Parties by Monday September 26, 2016. Deposition notices must be served no later than ten (10) calendar

days prior to the deposition date and any objections thereto must be served no later than five (5) calendar days before the deposition date.

9. The fact discovery cut-off date is Monday, October 31, 2016; provided, however, that the fact discovery cutoff date with respect to (1) the Board of Trustees of the National Retirement Fund and the Legacy Plan of the National Retirement Fund; (2) Chartwell Advisory Group Ltd.; and (3) Thomas Gallagher is Friday, November 18, 2016.

B. Dates and Deadlines Related to Expert Discovery.

10. Pursuant to Fed. R. Bank. P. 9014(c), Rule 26(a)(2) of the Federal Rules of Civil Procedure will apply to this contested matter and, pursuant to Rule 26(a)(2), Parties must identify experts and exchange initial expert reports on or before Friday, December 2, 2016. These reports must satisfy the requirements of Rule 26(a)(2)(B) of the Federal Rules of Civil Procedure.

11. Pursuant to Rule 26(a)(2) of the Federal Rules of Civil Procedure, Parties must exchange rebuttal expert reports on or before Monday, December 19, 2016. These reports must satisfy the requirements of Rule 26(a)(2)(B) of the Federal Rules of Civil Procedure.

12. Within three (3) business days of the service of any expert report, the serving Party must produce copies of any documents or data that were (a) relied on by the witness in forming his or her opinions and (b) have not already been produced in this case.

13. The expert discovery cut-off is Friday, January 6, 2017.

C. Dates and Deadlines Related to Depositions.

14. If deposition transcripts are to be read into the record at the Confirmation Hearing, on or before Friday, December 2, 2016, Parties must file with the Court and serve on all other Parties a list of the depositions, designating by page and line number the portions to be read. A list of counterdesignations by page and line number, and any evidentiary objections to the initial designations, must be filed and served on or before Monday, December 12, 2016.

Evidentiary objections to the counterdesignations must be filed and served on or before Monday, December 19, 2016. Complete copies of the deposition transcripts showing the designated and counterdesignated testimony (designated testimony highlighted in yellow, counterdesignated testimony highlighted in light green or some other contrasting color), along with copies of evidentiary objections to any designated or counterdesignated deposition testimony, must be submitted to chambers on or before Wednesday, December 28, 2016. Transcribed depositions must be read into the record at trial; they will not be admitted into evidence and should not be marked as exhibits. To ensure a Party presents as much of its case through live witnesses as possible, depositions may only be read into the record after a Party has completed all of its live witnesses in its case in chief. The reading of deposition testimony is strongly discouraged. Whenever possible, testimony should be presented through live witnesses.

15. No video deposition may be used at trial unless a written transcript of the deposition has also been prepared. If a Party proposes to use a video deposition at trial, on or before Friday, December 2, 2016, the Party must file with the Court and serve on all other Parties a list of the video depositions, designating by page and line number of the written transcript the portions to be shown at trial. A list of counterdesignations by page and line number, and any evidentiary objections to the initial designations, must be filed and served on or before Monday, December 12, 2016. Evidentiary objections to the counterdesignations must be filed and served on or before Monday, December 19, 2016. Complete copies of the written transcripts of the video depositions showing the designated and counterdesignated testimony (designated testimony highlighted in yellow, counterdesignated testimony highlighted in light green or some other contrasting color), along with copies of evidentiary objections to any designated or counterdesignated deposition testimony, must be submitted to chambers on or before

Wednesday, December 28, 2016. The Parties will coordinate in good faith to edit video depositions in a manner that removes objections and otherwise streamlines the portions of the video deposition to be shown at trial.

D. Dates and Deadlines Related to Exhibits.

16. On or before Thursday, December 22, 2016, Parties must exchange (a) copies of all exhibits they intend to introduce into evidence and (b) a list of the exhibits. Each proposed exhibit must be clearly numbered (not designated with a letter or other symbol) in the order of its probable presentation at trial. Each document must be given a separate exhibit number. Next to each exhibit on the exhibit list, a brief description of the exhibit must be provided. Demonstrative exhibits that the Parties intend to use at trial must also be marked, included on the exhibit lists, and exchanged on or before Thursday, December 22, 2016. Each Party must file its exhibit list (but not the exhibits themselves) with the Court and must deliver to chambers on the filing date one (1) set of the exhibits and one (1) copy of the exhibit list. If a Party lists more than ten (10) exhibits, the exhibits themselves must be submitted in one or more three-ring binders no more than 3.25 inches wide, and the exhibits must be tabbed. Group exhibits must be sequentially paginated by Bates stamp or some comparable method. No later than Friday, December 30, 2016, Parties must file, serve, and deliver to chambers a list stating, as to each exhibit, whether there is an objection to the exhibit's admission. If there is an objection, a specific ground must be listed for the objection. Relevance objections need not be listed and are reserved for trial. Any other objection not listed is waived. Any objection as to which a specific ground is not listed is also waived.

E. Dates and Deadlines Related to the Confirmation Hearing.

17. On or before Monday, November 21, 2016, at 4:00 p.m., any Party objecting to Plan Confirmation must file and serve its objection. The objection need only give the Debtors notice of the nature of the party's objections.

18. An initial pretrial conference will be held on Wednesday, December 14, 2016, at 10:30 a.m., or at such other time as set by the Court. The Parties must meet and confer regarding the issues to be addressed during the initial pretrial conference no later than one week before the initial pretrial conference.

19. Any motions in limine must be filed by Friday, December 23, 2016, at 4:00 p.m. Oppositions to motions in limine must be filed by Friday, December 30, at 4:00 p.m.

20. On or before Thursday, December 29, 2016, all Parties must exchange with the other Parties and must file with the Court a final list of all fact and expert witnesses the Party intends to call at trial, but excluding rebuttal witnesses. All requirements for the form, filing, and service of initial witness lists set forth above apply to final witness lists.

21. On or before Thursday, December 29, 2016, any Party objecting to or supporting Plan Confirmation must file and serve a trial brief. The page limit for each Party is forty (40) pages, unless the Court orders otherwise, provided that the page limit is fifty-five (55) pages for the Debtors. The brief must (a) describe what the Party believes the evidence will show; (b) identify the salient legal issues; and (c) provide a thorough and complete legal argument, with citations to relevant legal authorities, supporting the Party's contentions on the merits. The Debtors' brief must also address the confirmation requirements under section 1129 of the Bankruptcy Code. Any legal claim, theory, or argument not raised and thoroughly discussed in a Party's trial brief with appropriate citations to legal authority will be deemed forfeited. The

claim will not be considered, and no evidence relevant to it will be admitted. Failure to file a trial brief will bar a Party from presenting any witnesses or introducing any evidence at trial.

22. To the extent reasonably possible, the Parties must stipulate to facts and the admissibility of documents. No later than Monday, November 28, 2016, the Parties must exchange proposed stipulated facts. No later than Friday, December 23, 2016, the Parties must file with the Court a joint list, signed by counsel, stating all facts to which the Parties have stipulated. The stipulations will be deemed admitted into evidence.

23. A final pretrial conference will be held on Wednesday, January 4, 2017, at 10:30 a.m., or at such other time as set by the Court.

24. The Confirmation Hearing will begin on Tuesday, January 17, 2017, at 10:30 a.m., or at such other time as set by the Court, in Courtroom 642. Time limits and the allocation of time among Parties for the Confirmation Hearing will be addressed at the pretrial conferences.

F. Governing Protocols and Procedures.

25. All discovery in connection with the Confirmation Proceedings will be subject to and conducted in accordance with the terms of the protective order entered by this Court governing discovery conducted in the above-captioned bankruptcy cases (the "Protective Order") [Docket No. 1575].

26. The Debtors will establish and maintain a document repository (the "Repository") into which all documents produced by any Party or third-party will be deposited. The Debtors will promptly notify each Party who has access to the Repository by e-mail of the addition of any documents to the Repository. Those Parties who have signed the Protective Order in this case will have access to the Repository pursuant to the Protective Order's terms.

27. Each Party that is the recipient of a request for the production of documents agrees to make reasonable efforts to produce responsive and non-privileged documents on behalf

of any legal, financial, or industry advisor (but excluding any auditor) retained by such Party in connection with these chapter 11 cases and/or under the Party's control, without the need for such advisor to be subpoenaed directly.

28. If any recipient of a discovery request withholds or redacts any documents on the grounds of privilege, work product, or any other type of protection or immunity from disclosure, that person must provide a privilege log consistent with Rule 26(b)(5) of the Federal Rules of Civil Procedure, as incorporated by Bankruptcy Rules 7026 and 9014. Efficient means of providing information regarding claims of privilege are encouraged, and Parties are encouraged to agree upon measures that further this end. As an alternative to a privilege log, a Party who withholds ESI or documents on the grounds of attorney-client privilege and/or work product protection may provide (a) a listing of such ESI and documents in electronic spreadsheet format providing as much objective metadata as is reasonably available (e.g., document control number, date, author(s), recipient(s), file type, etc.) and an indication of the privilege and/or protection being asserted; and (b) a description of any categories of ESI and documents that the withholding Party asserts are privileged or protected and the reasons for asserting that individual review of the category is not worth the time and/or expense necessary to do so.

29. Unless otherwise ordered by the Court, interrogatories are restricted to those seeking (a) names and contact information of witnesses with knowledge of discoverable information and (b) names and contact information of witnesses who are custodians of documents. Interrogatories other than those seeking information described in this paragraph will not be allowed during the Confirmation Proceedings.

30. Without leave of the Court upon a specific showing of good cause, requests for admission pursuant to Rule 36 will not be allowed during the Confirmation Proceedings, except with respect to any request to admit the authenticity of any described document.

31. A Party must obtain leave of Court, for good cause shown, to take a deposition that would result in (a) more than 30 fact witness depositions taken by the Noteholder Committee in total, more than 30 fact witness depositions taken by other Plan objectors in total or 20 fact witness depositions taken by Plan proponents in total; or (b) a witness being deposed more than once in his or her individual capacity. Each deposition taken in connection with Confirmation Proceedings is limited to seven hours total, for all noticing Parties. For purposes of these limitations, each witness produced in response to a Rule 30(b)(6) deposition notice will be treated as a separate deponent. Deposition notices may not include requests for production of documents.

32. The Debtors will ensure that the Repository includes all non-privileged documents they have produced pursuant to any formal document demand in these chapter 11 cases and any privilege logs submitted to the Examiner. Documents produced in connection with the Examiner process may be used at the trial on the confirmation of the Plan without the need for any of the Parties to reproduce.

33. The terms and conditions of this Order will be immediately effective and enforceable upon its entry.

Dated: 26 OCT 2016
Chicago, Illinois

The Honorable A. Benjamin Goldgar
United States Bankruptcy Judge