

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 THE THIRD APPLICATION OF RICHARD J. DAVIS, THE EXAMINER,
FOR INTERIM ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES UNDER 11 U.S.C. §§ 330 AND 331 FOR THE PERIOD
FROM OCTOBER 1, 2015 THROUGH JANUARY 31, 2016**

PLEASE TAKE NOTICE that on **May 18, 2016 at 1:30 PM CT**, or at a date and time to be determined by this Court, Richard J. Davis (the “Examiner”) 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 *Third Application of Richard J. Davis, the Examiner, for Interim Allowance of Compensation and Reimbursement of Expenses Under 11 U.S.C. §§ 330 and 331 for the Period from October 1, 2015 Through January 31, 2016* (the “Application”).

PLEASE TAKE FURTHER NOTICE that on or before **May 4, 2016 at 4:00 PM CT**, any objection to the Application 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.

¹ 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>.

Seligman, P.C. and Ryan Preston Dahl, Esq.; and Kirkland & Ellis LLP, 601 Lexington Avenue, 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(k) counsel to the Examiner, Winston & Strawn LLP, 35 W. Wacker Drive, Chicago, Illinois 60601, Attn: Daniel McGuire and Gregory Gartland; and Winston & Strawn LLP, 200 Park Avenue, New York, New York

10166, Attn: Richard Reinthaler, David Neier and Carrie Hardman; and (l) 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 Application 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: March 30, 2016
Chicago, Illinois

WINSTON & STRAWN LLP

By: /s/ Daniel J. McGuire

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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CAESARS ENTERTAINMENT)	Case No. 15-01145 (ABG)
OPERATING COMPANY, INC. <i>et al.</i> ¹)	(Jointly Administered)
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Debtors.)	Hon. A. Benjamin Goldgar
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COVERSHEET FOR APPLICATION FOR PROFESSIONAL COMPENSATION
(IN CASES UNDER CHAPTERS 7, 11, AND 12)

Name of applicant: Richard J. Davis, the Examiner of Caesars Entertainment Operating Company, Inc., *et al.*

Date of Order Appointing Examiner: Order entered March 25, 2015

Period for which compensation and reimbursement is sought: October 1, 2015 through January 31, 2016

Amount of compensation sought as actual, reasonable and necessary: \$587,350.00

Amount of expense reimbursement sought as actual, reasonable and necessary: \$ 0.00

This is a: X interim final application

This is Richard J. Davis' third interim fee application in this case.

¹ 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>.

**SUMMARY OF PROFESSIONALS RENDERING SERVICES
FROM OCTOBER 1, 2015 THROUGH JANUARY 31, 2016**

Professional	Position/Title	Hourly Billing Rate	Total Billed Hours	Total Compensation
Richard J. Davis	Examiner	\$850.00	689.00	585,650.00
		\$425.00	4.00	1,700.00
Total			693.00	587,350.00

**SUMMARY OF COMPENSATION BY CATEGORY FOR PERIOD
FROM OCTOBER 1, 2015 THROUGH JANUARY 31, 2016**

Project Category (Examples)	Total Hours	Total Fees
Fee/Employment Applications	3.90	3,315.00
Bankruptcy Litigation Matters	685.10	582,335.00
Non-Working Travel	4.00	1,700.00
TOTAL:	693.00	587,350.00

**SUMMARY OF EXPENSES INCURRED FROM
OCTOBER 1, 2015 THROUGH JANUARY 31, 2016**

Expense Category	Total Expenses
None	0.00

Dated: March 30, 2016

/s/ Daniel J. McGuire

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Counsel to the Examiner

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
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In re:)	Chapter 11
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CAESARS ENTERTAINMENT)	Case No. 15-01145 (ABG)
OPERATING COMPANY, INC. <i>et al.</i>, ¹)	(Jointly Administered)
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Debtors.)	Hon. A. Benjamin Goldgar
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THIRD APPLICATION OF RICHARD J. DAVIS, THE EXAMINER, FOR INTERIM ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. §§ 330 AND 331 FOR THE PERIOD FROM OCTOBER 1, 2015 THROUGH JANUARY 31, 2016

Richard J. Davis, the Examiner (the “Examiner” or “Mr. Davis”) of Caesars Entertainment Operating Company, Inc., *et al.* and certain of its affiliates (collectively, the “Debtors”), in the above-captioned chapter 11 case, pursuant to sections 105, 330, and 331 of title 11 of the United States Code, 11 U.S.C. §§101 *et seq.* (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 5082-1 of the Local Rules of Bankruptcy Procedure for the United States Bankruptcy Court for the Northern District of Illinois (the “Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* entered by this Court on March 4, 2015 [Docket No. 587] (the “Interim Compensation Order”) hereby submits this third interim application (the “Application”) for allowance of compensation for services rendered and reimbursement of expenses incurred for the period October 1, 2015 through and including

¹ 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>.

January 31, 2016 (the “Application Period”), and respectfully requests that the Court enter an order, in substantially the form submitted herewith, awarding the Examiner: (a) compensation of \$587,350.00 for professional services rendered and (b) reimbursement of \$0.00 for ordinary and necessary expenses incurred during the Application Period. In support of the Application, the Examiner respectfully states the following:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

PRELIMINARY STATEMENT

2. Mr. Davis, the Examiner, has been involved in numerous complex investigation and negotiations and has served as counsel and as a chapter 11 trustee in various bankruptcies and non-bankruptcy investigations throughout his career.

3. Since his appointment, the Examiner has been involved in a number of matters relating to the Investigation and has worked with his professionals and the professionals of the key parties in interest in the Debtors’ cases in furtherance of the Investigation.

4. The fees and expenses incurred by the Examiner during the Application Period relate to the beginning stages of, and ultimately the actual Investigation. To this end, the Examiner has conferred a benefit ultimately borne by the Debtors’ estates, and is entitled to receive interim allowance and payment of the amounts requested herein.

5. Copies of the Examiner’s Monthly Fee Statements (defined below) covering the Application Period, which include detailed itemization of the services rendered and expenses incurred by the Examiner during the Application Period are attached hereto as **Exhibits A - D**.

The Examiner has received no objections to the compensation and expenses sought in its Monthly Fee Statements.²

BACKGROUND

6. 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.

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

8. In accordance with the Examiner Order, the UST filed a motion seeking the 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].

9. Pursuant to Paragraph 3 of the Examiner Order, the Examiner is directed to investigate (a) the “Challenged Transactions” as defined and described in the *Debtor’s 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

² The Examiner incorporates by reference the statements of Richard J. Davis set forth in the *Declaration of Disinterestedness by Richard J. Davis* [Docket No. 946-2] (the “Davis Declaration”) concerning, among other things, his billing practices and rates.

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

10. On July 15, 2015, the Examiner filed his *First Interim Application of Richard J. Davis the Examiner, for Interim Allowance of Compensation and Reimbursement of Expenses Under 11 U.S.C. §§ 330 and 331 for the Period from March 25, 2015 Through May 31, 2015* [Docket No. 1886], seeking interim compensation for the period of March 25 through May 31, 2015 (the “First Interim Fee Application”).

11. On August 31, 2015, the Debtors filed the *First Report of the Fee Committee* [Docket No. 2140] (the “First Fee Committee Report”) on behalf of the Fee Committee, recommending that the Court approve the First Interim Fee Application.

12. On September 24, 2015, the Court entered the *Order Granting Interim Fee Application of Richard J. Davis, the Examiner, for the Period From March 25, 2015 Through May 31, 2015* [Docket No. 2279], approving the First Interim Fee Application, as set forth therein.

13. On November 16, 2015, the Examiner filed his *Second Interim Application of Richard J. Davis the Examiner, for Interim Allowance of Compensation and Reimbursement of Expenses Under 11 U.S.C. §§ 330 and 331 for the Period from June 1, 2015 Through September 30, 2015* [Docket No. 2584], seeking interim compensation for the period of June 1 through September 30, 2015 (the “Second Interim Fee Application”).

14. On December 18, 2015, the Debtors filed the *Second Report of the Fee Committee* [Docket No. 2750] (the “Second Fee Committee Report”) on behalf of the Fee Committee, recommending that the Court approve the Second Interim Fee Application.

15. On January 11, 2016, the Court entered the *Order Granting Interim Fee Application*

of Richard J. Davis, the Examiner, for the Period From June 1, 2015 Through September 30, 2015 [Docket No. 2954], approving the Second Interim Fee Application, as set forth therein.

COMPLIANCE WITH FEE GUIDELINES AND FEE EXAMINER PROTOCOL

16. This Application has been prepared in accordance with the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. §330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013, provided by the UST (the “UST Guidelines”).

17. On April 27, 2015, the Court entered the Order Appointing a Fee Committee (the “Fee Committee Order”) [Docket No. 1319]. Among other things, the Fee Committee Order provides for the appointment of the Fee Committee (as defined therein) which includes one independent member, Professor Nancy Rapoport (the “Independent Member”), who was also appointed pursuant thereto.

18. On June 10, 2015, the Independent Member filed a notice containing the Fee Committee’s protocol for the review of all fee applications for Retained Professionals (as defined therein) [Docket No. 1763] (as amended and supplemented from time to time, including without limitation by Docket Nos. 1798 and 1826, the “Fee Committee’s Protocol”). This Application has been prepared in accordance with the Fee Committee’s Protocol.

INTERIM COMPENSATION PROCEDURES

19. Pursuant to the Interim Compensation Order, the Examiner and other professionals retained in this case were authorized to serve upon the parties identified therein (the “Notice Parties”) monthly fee statements (the “Monthly Fee Statements”). The Notice Parties have fourteen (14) business days from the date of service of the Monthly Fee Statement to object to the amounts requested therein. If no objection was filed prior to expiration of the objection

period, the Debtor was authorized to pay the respective professionals eighty percent (80%) of the fees and one hundred percent (100%) of the expenses sought in the Monthly Fee Statement.

20. In addition to the Monthly Fee Statements, the Interim Compensation Order directed professionals to seek interim allowance and payment of compensation (including the 20% held back from Monthly Fee Statements) and expense reimbursement at 120-day intervals (each an “Interim Fee Period”) by filing with the Bankruptcy Court and serving on the Notice Parties an application for approval and allowance of all compensation and reimbursement of expenses relating to services rendered and expenses incurred during the preceding Interim Fee Period.

21. Upon discussion between the key parties in interest in this case, including the UST, the Fee Committee, and the professionals subject to the Interim Compensation Order, professionals are to file requests related to the second Interim Fee Period by November 16, 2015.

RELIEF REQUESTED

22. The Examiner makes this Application for compensation and reimbursement of expenses for the Application Period.

23. All services rendered and expenses incurred for which compensation or reimbursement is requested were performed or incurred by the Examiner. The services described in this Application are actual, necessary expenses.

24. Pursuant to the Interim Compensation Order and the Monthly Fee Statements filed to date, the Examiner has received no interim payments (the “Interim Payments”). However, should the Examiner receive any such Interim Payments prior to the Court’s consideration of this Application, the Examiner submits that any such requests made by and through this Application for payment by the Debtors of additional compensation are net of any Interim Payments received.

Seventh Monthly Fee Statement

25. On November 30, 2015, the Examiner served its seventh Monthly Fee Statement (attached hereto as **Exhibit A**, “ the “Seventh Monthly Fee Statement”) for the period from October 1, 2015 through and including October 31, 2015, seeking payment of fees in the amount of \$153,255.00 and reimbursement of expenses in the amount of \$0.00. The Examiner received no objection to the Seventh Monthly Fee Statement. Accordingly, pursuant to the Interim Compensation Order, the Debtors paid eighty percent (80%) of fees requested \$122,604.00.

Eighth Monthly Fee Statement

26. On December 29, 2015, the Examiner served its eighth Monthly Fee Statement (attached hereto as **Exhibit B**, “ the “Eighth Monthly Fee Statement”) for the period from November 1, 2015 through and including November 30, 2015, seeking payment of fees in the amount of \$153,340.00 and reimbursement of expenses in the amount of \$0.00. The Examiner received no objection to the Eighth Monthly Fee Statement. Accordingly, pursuant to the Interim Compensation Order, the Debtors paid eighty percent (80%) of fees requested totaling \$122,672.00.

Ninth Monthly Fee Statement

27. On February 2, 2016, the Examiner served its ninth Monthly Fee Statement (attached hereto as **Exhibit C**, “ the “Ninth Monthly Fee Statement”) for the period from December 1, 2015 through and including December 31, 2015, seeking payment of fees in the amount of \$117,895.00 and reimbursement of expenses in the amount of \$0.00. The Examiner received no objection to the Ninth Monthly Fee Statement. Accordingly, pursuant to the Interim Compensation Order, the Debtors paid eighty percent (80%) of fees requested totaling \$94,316.00.

Tenth Monthly Fee Statement

28. On March 2, 2016, the Examiner served its tenth Monthly Fee Statement (attached hereto as **Exhibit D**, “ the “Tenth Monthly Fee Statement”) for the period from January 1, 2016 through and including January 31, 2016, seeking payment of fees in the amount of \$167,365.00 and reimbursement of expenses in the amount of \$0.00. The Examiner received no objection to the Tenth Monthly Fee Statement. Accordingly, pursuant to the Interim Compensation Order, by the time this Application is heard, the Debtors should have paid eighty percent (80%) of fees requested totaling \$133,892.00.

**SUMMARY OF RICHARD J. DAVIS MONTHLY FEE STATEMENTS
FROM OCTOBER 1, 2015 THROUGH JANUARY 31, 2016**

Date Circulated to Notice Parties	Period	Requested		Total Compensation	
		Fees	Expenses	Fees (80%)	Expenses
11/30/2015	10/01/15-10/31/15	153,255.00	.00	122,604.00	0.00
12/29/2015	11/01/15-11/30/15	153,340.00	0.00	122,672.00	0.00
02/02/2016	12/01/15-12/31/15	117,895.00	0.00	94,316.00	0.00
03/02/2016	01/01/16-01/31/16	167,365.00	0.00	0.00	0.00

SUMMARY OF SERVICES DURING THE APPLICATION PERIOD

29. As set forth in the detailed records attached to each Monthly Fee Statement, fees incurred by the Examiner during the Application Period total \$587,350.00.

30. The Examiner has devoted substantial time to numerous complex matters in this case. Recitation of each and every task performed by the Examiner during the Application Period would be burdensome and unnecessary. Therefore, the services rendered by the Examiner during the Application Period are grouped into specific categories as defined and described below. Within the detail records attached to each Monthly Fee Statement, the Examiner who rendered services relating to each category are identified, along with the number

of hours for each individual and the total compensation sought for each category. The following table summarizes the Examiner’s billing project categories, the number of hours billed with respect to each such category and the total fees requested for services rendered relating to such category:

Billing Category	Hours	Fees
Fee Applications/Retention	3.90	\$3,315.00
Bankruptcy Litigation	685.10	\$582,335.00
Non-Working Travel	4.00	\$1,700.00
TOTAL	693.00	\$587,350.00

A. Fee/Employment Applications (Total Hours: 3.90; Total Fees: \$3,315.00)

31. During the Application Period, the Examiner expended 9.80 hours having a value of \$8,330.00 in connection with this category. Services rendered by the Examiner in this category include, among other things, the following: (a) review and preparation of fee applications for the Examiner’s professionals, including (i) Alvarez & Marsal Global Forensic and Dispute Services, LLC (“A&M”); (ii) Luskin Stern & Eisler LLP (“LSE”); and (iii) Winston & Strawn LLP (“Winston”); and (b) preparing and reviewing monthly fee statements for his professionals. The following chart summarizes the total amount of time entered for services rendered in this billing category during the Application Period, as well as the corresponding dollar value of those services:

Timekeeper	Hours	Fees
Richard J. Davis	3.90	\$3,315.00
TOTAL	3.90	\$3,315.00

B. Bankruptcy Litigation Matters (Total Hours: 685.10; Total Fees: \$582,335.00)

32. During the Application Period, the Examiner expended 685.10 hours having a value

of \$582,335.00 in connection with this category. Services rendered by the Examiner in this category include, among other things, the following: (a) continued diligence of the various transactions to be investigated; (b) meetings with key parties' professionals and the Examiner's professionals regarding various aspects of the Examiner's Investigation; (c) planning sessions with the Examiner's advisors in an effort to conduct an efficient and coordinated Investigation; (d) preparation and participation in formal and informal interviews, and analysis of information received thereon; (e) review and analysis of documents produced pursuant to the various subpoenas issued by the Examiner; and (f) review, draft and/or edit portions of the Examiner's Final Report and related attachments.

C. Non-Working Travel (Total Hours: 4.00; Total Fees: \$1,700.00)

33. During the Application Period, the Examiner expended 4.00 hours having a value of \$1,700.00 in connection with this category. Services rendered by the Examiner in this category include, travel to and from meetings and/or interviews in connection with the Investigation.

ACTUAL AND NECESSARY EXPENSES

34. The Examiner incurred no expenses during the Application Period.

VOLUNTARY ADJUSTMENT

35. As is set forth in the Davis Declaration, the Examiner agreed to bill at a rate of \$850.00 per hour, which is \$100 less than his standard billing rate of \$950.00 per hour.

36. As a result of the foregoing discount, the Examiner's request reflects reductions that total \$69,100 in fees accrued during the Application Period.

COMPENSATION SOUGHT IS REASONABLE AND APPROPRIATE

37. In accordance with the factors set forth in section 330 of the Bankruptcy Code, the amounts requested herein for compensation and expense reimbursement are fair and reasonable

given (a) the complexity of these cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of the Examiner's services; and (e) the costs of comparable services other than in a case under this title.

38. The Examiner has made every effort to minimize its costs while providing the highest quality of services. The Examiner submits that he has conferred a significant benefit to the estates in a cost-effective manner.

39. Section 330(a)(1)(B) of the Bankruptcy Code permits for reimbursement for actual, necessary expenses. The Examiner's services and expenses incurred during the Application Period constitute only those necessary expenses that were incurred for the benefit of the Examiner and, ultimately, the Debtors' estates. The Examiner has properly requested reimbursement of only actual, necessary and appropriate expenses.

40. No agreement or undertaking exists between the Examiner and/or any third person for the sharing or division of compensation. All of the services for which compensation is requested in this Application were rendered at the request of and solely on behalf of the Examiner.

41. Pursuant to the standards set forth in sections 330 and 331 of the Bankruptcy Code, the Examiner submits that the compensation requested is for actual and necessary services, and is reasonable, based upon the nature, extent and value of such services, the time spent thereon, and the costs of comparable services in a case under the Bankruptcy Code.

NOTICE AND NO PRIOR APPLICATION

42. Notice of this Application has been served upon the Notice Parties, as that term is defined and described in the Interim Compensation Order.

43. No previous application for relief sought herein has been made to this or any other court.

WHEREFORE, the Examiner requests that the Court enter an order, substantially in the form of the attached proposed order: (a) granting this Application; (b) approving compensation to the Examiner in the amount of \$587,350.00 for actual, necessary and reasonable professional services rendered by the Examiner during the Application Period; (c) directing the Debtors pay to the Examiner the difference between the amount allowed hereunder and the amounts previously paid to the Examiner; and (d) granting such other and further relief the Court deems just and proper.

Respectfully submitted,

Dated: March 30, 2016
Chicago, Illinois

By: /s/ Daniel J. McGuire

Daniel J. McGuire (No. 6239526)

Gregory M. Gartland (No. 6298388)

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Counsel to the Examiner

UNITED STATES BANKRUPTCY COURT
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 In re:) Chapter 11
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 CAESARS ENTERTAINMENT) **Case No. 15-01145 (ABG)**
 OPERATING COMPANY, INC. *et al.*,¹) (Jointly Administered)
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 Debtors.) Hon. A. Benjamin Goldgar
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ORDER GRANTING THIRD APPLICATION OF RICHARD J. DAVIS, THE EXAMINER, FOR INTERIM ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES UNDER 11 U.S.C. §§ 330 AND 331 FOR THE PERIOD FROM OCTOBER 1, 2015 THROUGH JANUARY 31, 2016

Upon consideration of the *Third Application of Richard J. Davis, the Examiner, for Interim Allowance of Compensation and Reimbursement of Expenses Under 11 U.S.C. §§ 330 and 331 for the Period From October 1, 2015 Through January 31, 2016* (the "Application"),² and the Court being fully advised in the premises and a hearing having been held before the Court to consider the Application (the "Hearing"), and after due deliberation thereon, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Application is GRANTED on an interim basis as set forth herein.
2. The Examiner's fees in the amount of \$587,350.00 on account of services rendered by the Examiner during the Application Period are allowed on an interim basis.

¹ 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 Application.

3. The Debtor is authorized and directed to promptly pay to the Examiner fees in the aggregate amount not to exceed \$587,350.00, less the amounts previously paid to the Examiner as Interim Payments. Such payment remains subject to entry of a final order.

Dated: _____, 2016

Honorable A. Benjamin Goldgar
United States Bankruptcy Judge