

**COLE, SCHOTZ, MEISEL,
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Proposed attorneys for RIH Acquisitions NJ, LLC, *et al.*,
Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
CASE NO. 13-

Chapter 11
(Joint Administration Pending)

In re:

RIH ACQUISITIONS NJ, LLC, *et al.*,¹
Debtors-in-Possession.

**NOTICE OF MOTION FOR AN ORDER
AUTHORIZING THE RETENTION AND
COMPENSATION OF NON-LEGAL
PROFESSIONALS UTILIZED BY RIH
ACQUISITIONS NJ, LLC IN THE
ORDINARY COURSE OF ITS
BUSINESS *NUNC PRO TUNC* TO THE
FILING DATE**

HEARING DATE AND TIME:
_____, 2013, at ___:___ a.m.

ORAL ARGUMENT REQUESTED

TO: All Parties-in-Interest

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal identification number are: RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel (1695) and RIH Propco NJ, LLC (5454).



PLEASE TAKE NOTICE that pursuant to an Order Regarding Application for Expedited Consideration of First Day Matters served herewith, on the ____ day of November, 2013, at ____ .m., or as soon thereafter as counsel may be heard, the undersigned, proposed counsel for RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel and RIH Propco NJ, LLC, the within debtors and debtors-in-possession (the “**Debtors**”), shall move before the assigned United States Bankruptcy Judge, at the United States Bankruptcy Court, Mitchell H. Cohen U.S. Courthouse, 400 Cooper Street, 4th Floor, Camden, New Jersey 08101, for entry of an Order authorizing the retention and compensation of non-legal professionals utilized by RIH Acquisitions in the ordinary course of its business *nunc pro tunc* to the commencement of these cases (the “**Motion**”).

PLEASE TAKE FURTHER NOTICE that in support of the Motion, the undersigned shall rely on the “First Day” Affidavit of Eric Matejevich and the accompanying Application which sets forth the relevant factual and legal bases upon which the relief requested should be granted. A proposed Order granting the relief requested in the Motion also is submitted herewith.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall be presented in accordance with the Order Regarding Application for Expedited Consideration of First Day Matters.

PLEASE TAKE FURTHER NOTICE that unless objections are timely presented, the Motion shall be deemed uncontested in accordance with D.N.J. LBR 9013-1(a), and the requested relief may be granted without a hearing.

PLEASE TAKE FURTHER NOTICE that the undersigned requests oral argument on the return date of the Motion.

COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.
Proposed attorneys for RIH Acquisitions NJ, LLC, *et al.*,
Debtors-in-Possession

By: /s/ Michael D. Sirota
Michael D. Sirota
Warren A. Usatine
Ryan T. Jareck
Nicholas B. Vislocky

DATED: November 6, 2013

**COLE, SCHOTZ, MEISEL,
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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
CASE NO. 13-

Chapter 11
(Joint Administration Pending)

In re:

RIH ACQUISITIONS NJ, LLC, *et al.*,¹

Debtors-in-Possession.

**APPLICATION IN SUPPORT OF
MOTION FOR AN ORDER
AUTHORIZING RIH ACQUISITIONS
NJ, LLC'S RETENTION AND
COMPENSATION OF NON-LEGAL
PROFESSIONALS UTILIZED BY IT IN
THE ORDINARY COURSE OF
BUSINESS *NUNC PRO TUNC* TO THE
FILING DATE**

HEARING DATE AND TIME:

_____, 2013, at __: __ .m.

ORAL ARGUMENT REQUESTED

TO: Honorable Judge of the
United States Bankruptcy Court

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal identification number are: RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel (1695) and RIH Propco NJ, LLC (5454).

The Application of RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel (“**RIH Acquisitions**”) and RIH Propco NJ, LLC, the within debtors and debtors-in-possession (the “**Debtors**”), by and through their proposed counsel, Cole, Schotz, Meisel, Forman & Leonard, P.A., respectfully represents:

I. INTRODUCTION AND JURISDICTION

1. This Application is submitted in support of the Debtors’ motion for an order authorizing RIH Acquisitions’ retention and compensation of non-legal professionals utilized by it in the ordinary course of business *nunc pro tunc* to the Filing Date (as defined below) (the “**Motion**”).

2. This Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 1334 and 157(b). This is a “core” proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O).

3. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409(a).

II. BACKGROUND

4. On November 6, 2013 (the “**Filing Date**”), the Debtors filed voluntary petitions for relief pursuant to Chapter 11 of the Bankruptcy Code. Since the Filing Date, the Debtors have remained in possession of their assets – and RIH Acquisitions continues management of its business – as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

5. A detailed description of RIH Acquisitions’ business and the facts precipitating the filing of the Debtors’ Chapter 11 proceedings are set forth in the Affidavit of Eric Matejevich in support of the Debtors’ various “First Day Motions” (the “**Matejevich Affidavit**”). Those facts are incorporated herein by reference.

6. As set forth in the Matejevich Affidavit, RIH Acquisitions is in the hotel and gaming business and owns and operates The Atlantic Club Casino Hotel (formerly The Atlantic City Hilton and ACH) located at Boston Ave. & The Boardwalk in Atlantic City, New Jersey

(the “**Atlantic Club Casino**”). The Atlantic Club Casino has 801 hotel rooms, over 75,000 square feet of casino gaming space including state of the art low denomination slots and table games, as well as seven restaurants. The Atlantic Club Casino also offers over 37,000 square feet of versatile event space and can accommodate gatherings of up to 1,600 people.

7. RIH Acquisitions customarily retains the services of various non-legal professionals in the ordinary course of its business (the “**Non-Legal Ordinary Course Professionals**”).² The Non-Legal Ordinary Course Professionals provide services to RIH Acquisitions on a variety of matters unrelated to these Chapter 11 cases, including auditing, tax, and certain other consulting services. A list of the Non-Legal Ordinary Course Professionals from whom RIH Acquisitions may continue to seek services during these Chapter 11 proceedings is attached as Exhibit A. By this Motion, RIH Acquisitions seeks authorization (i) to retain the Non-Legal Ordinary Course Professionals without the necessity of a separate, formal retention application approved by the Court for each Non-Legal Ordinary Course Professional, and (ii) to compensate the Non-Legal Ordinary Course Professionals for post-petition services rendered without the necessity of additional Court approval.³

8. RIH Acquisitions also employs, in the ordinary course of business, professional service providers such as architects, environmental consultants, information technology consultants, gaming consultants, public and marketing relations firms, and other service providers (the “**Service Providers**”). Although some of the Service Providers have professional degrees and certifications – for example, architects– they provide services to RIH Acquisitions

² RIH Acquisitions also utilizes various non-bankruptcy legal professionals. The retention of those professionals is the subject of a separate motion filed with this Court.

³ By contrast, the Debtors have filed and, if necessary, will file in the future, individual retention applications for professionals they seek to employ in connection with the conduct of their Chapter 11 cases or in connection with specific matters.

that are integral to the day-to-day operations of RIH Acquisitions' business and which do not directly relate to or materially affect the administration of these Chapter 11 cases.

9. Although some of the Non-Legal Ordinary Course Professionals and Service Providers may hold relatively small unsecured claims against RIH Acquisitions for services rendered pre-petition, RIH Acquisitions does not believe any of the Non-Legal Ordinary Course Professionals or Service Providers have an interest materially adverse to either Debtor, or their respective estates and creditors.

III. RELIEF REQUESTED AND BASIS THEREFOR

10. RIH Acquisitions seeks permission to continue to employ the Non-Legal Ordinary Course Professionals and Service Providers post-petition and to retain any new Non-Legal Ordinary Course Professional or Service Provider post-petition *without* each Non-Legal Ordinary Course Professional or Service Provider having to file formal applications for employment or compensation pursuant to Sections 327, 328, 329, 330, or 331 of the Bankruptcy Code.⁴

11. Specifically with respect to the Non-Legal Ordinary Course Professionals, RIH Acquisitions requests that the Court dispense with the requirement of individual employment applications and retention orders, and that each Non-Legal Ordinary Course Professional be retained as of the Filing Date on terms substantially similar to those in effect before the Filing Date, but subject to the following terms and procedures (the "**Compensation Procedures**"):

- (a) RIH Acquisitions shall be authorized to pay, without formal application to the Court by a Non-Legal Ordinary Course Professional, 100% of fees and disbursements to each of the Non-Legal Ordinary Course Professionals retained by RIH Acquisitions upon (i) each Non-Legal Ordinary Course Professionals'

⁴ RIH Acquisitions reserves the right to retain additional Non-Legal Ordinary Course Professionals and Service Providers from time to time during these cases, as the need arises, by filing a list or lists of such additional professionals with the Court and serving same on the Notice Parties (defined herein).

submission of a Declaration of Disinterestedness (as defined below) and (ii) the submission of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Filing Date; *provided, however*, that each Non-Legal Ordinary Course Professional's fees excluding costs and disbursements, do not exceed \$30,000 per month on average over a rolling three-month period (the "**Fee Cap**") while these Chapter 11 cases are pending, *provided further, however*, that the Office of the United States Trustee, Official Committee of Unsecured Creditors and the DIP lender shall have the right to object solely to the reasonableness of the Fee Cap by no later than thirty (30) days from the entry of an Order granting the Motion.

(b) In the event that a Non-Legal Ordinary Course Professional's fees and disbursements exceed the Fee Cap per month, such professional will be required to file a fee application in accordance with Sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, the Fee Guidelines promulgated by the United States Trustee, and any orders of the Court, for approval of the Professional's fees and disbursements for that month.

(c) Not later than twenty (20) days after the entry of the Order granting this Motion, each Non-Legal Ordinary Course Professional and Service Provider shall file with the Court and serve upon (i) the Office of the United States Trustee for the District of New Jersey, (ii) counsel to the DIP lender; (iii) counsel to the Official Committee of Unsecured Creditors, (iv) counsel to the Debtors' secured creditors; and (v) all other parties that file a Notice of Appearance in these cases (collectively, the "**Notice Parties**") a declaration of disinterestedness substantially similar to the form attached as **Exhibit B** (the "**Declaration of Disinterestedness**").

(d) The Notice Parties shall have ten (10) days after the service of each Non-Legal Ordinary Course Professional's Declaration of Disinterestedness (the "**Objection Deadline**") to object to the retention of such Non-Legal Ordinary Course Professional. The objecting party shall serve any such objection on the Notice Parties and the respective Non-Legal Ordinary Course Professional on or before the Objection Deadline. If any such objection cannot be resolved within ten (10) days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or other date otherwise agreed to by the parties. If no objection is received from any of the Notice Parties by the Objection Deadline, RIH Acquisitions shall be authorized as a final matter to retain and pay such Non-Legal

Ordinary Course Professionals as to whom an objection was not filed.

(e) Beginning on January 1, 2014, and on the first day of each quarter thereafter in which these Chapter 11 cases are pending, RIH Acquisitions shall file with the Court and serve on the Notice Parties a statement with respect to what each Non-Legal Ordinary Course Professional was paid during the immediately preceding three-month period. Each Non-Legal Ordinary Course Professional's statement shall include the following information: (i) the name of the Non-Legal Ordinary Course Professional; (ii) the aggregate amount paid as compensation for services rendered and reimbursement of expenses incurred by that Non-Legal Ordinary Course Professional during the reported quarter; and (iii) a general description of the services rendered by that Non-Legal Ordinary Course Professional.

(f) RIH Acquisitions reserves the right to supplement the list of Non-Legal Ordinary Course Professionals as necessary to add or remove Non-Legal Ordinary Course Professionals, without the need to file individual retention applications for newly added Non-Legal Ordinary Course Professionals. In such event, RIH Acquisitions proposes to file a notice with the Court listing the additional Non-Legal Ordinary Course Professionals RIH Acquisitions intends to employ (the "**OCP Notice**") and to serve such notice on the Notice Parties. Additionally, each additional Non-Legal Ordinary Course Professional listed on the OCP Notice shall serve a Declaration of Disinterestedness on the Notice Parties. If, within ten (10) days of service of the Declaration of Disinterestedness, no objections are filed to any such additional Non-Legal Ordinary Course Professional, then retention of the additional Non-Legal Ordinary Course Professionals shall be deemed approved by the Court without a hearing or further order.

12. With respect to the Service Providers, RIH Acquisitions requests permission from the Court to continue, in its discretion, to employ and pay the Service Providers from and after the Filing Date in the ordinary course of business without the need for any additional filings with the Court; *provided, however*, that any Service Provider who becomes materially involved in the administration of these Chapter 11 cases will be retained pursuant to Section 327 of the Bankruptcy Code.

13. By this Motion, RIH Acquisitions is not requesting authority to pay pre-petition amounts owed to Non-Legal Ordinary Course Professionals or Service Providers.

14. Courts consider the following factors in determining whether an entity is a “professional” within the meaning of Section 327 of the Bankruptcy Code and, therefore, must be retained by express approval of the Court:

- (a) whether any entity controls, manages, administers, invests, purchases or sells assets that are significant to the debtors’ reorganization;
- (b) whether the entity is involved in negotiating the terms of a plan of reorganization;
- (c) whether the entity is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor’s business operations;
- (d) whether the entity is given discretion or autonomy to exercise his or her own professional judgment in some part of the administration of the debtor’s estate;
- (e) the extent of the entity’s involvement in the administration of the debtor’s estate; and
- (f) whether the entity’s services involve some degree of special knowledge or skill, such that it can be considered a “professional” within the ordinary meaning of the term.

See In re First Merchs. Acceptance Corp., 1997 WL 873551, at *2 (Bankr. D. Del. 1997) (“The six-factor test...is designed to harmonize...limit[ing] the definition of professionals to those occupations that play a central part in the reorganization, with those cases that define a professional as an employee that is given discretion or autonomy in some part of the debtor’s estate”); In re Johns-Manville Corp., 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1986) (only those professionals involved in the actual reorganization effort, rather than the debtor’s ongoing business, require approval under Section 327); see also In re That’s Entm’t Mktg. Group, Inc.,

168 B.R. 226, 230 (N.D. Cal. 1994) (only the retention of professionals whose duties are central to the administration of the estate require prior court approval under Section 327).

15. Considering all these factors, RIH Acquisitions does not believe the Non-Legal Ordinary Course Professionals or Service Providers are “professionals” within the meaning of Section 327. Specifically, it is not anticipated that the Non-Legal Ordinary Course Professionals or Service Providers will be involved in the administration of these cases but, instead, will provide services in connection with RIH Acquisitions’ ongoing business operations, which services ordinarily are provided by non-bankruptcy non-legal professionals. Nevertheless, out of an abundance of caution, RIH Acquisitions seeks the relief requested in the Motion to establish clear mechanisms for retention and payment of the Non-Legal Ordinary Course Professionals and Service Providers and thereby avoid any subsequent controversy with respect thereto.

16. RIH Acquisitions respectfully submits the retention of the Non-Legal Ordinary Course Professionals and Service Providers and the payment of compensation and reimbursement amounts to them on the basis set forth herein is in the best interest of the Debtors’ estates. Courts in the District of New Jersey and the Third Circuit consistently have granted similar relief in other Chapter 11 cases. See, e.g., Adamar of New Jersey, Inc., et al., Case No. 09-20711 (Bankr. D.N.J. May 8, 2009); In re TCI 2 Holdings, LLC, et al., Case No. 09-13654 (Bankr. D.N.J. February 27, 2009); In re Tarragon Corporation, et al., 09-10555 (Bankr. D.N.J. January 15, 2009); In re Marcal Paper Mills, Inc., Case No. 06-21886 (MS) (Bankr. D.N.J. January 12, 2007); see also In re Tribune Company, et al., Case No. 08-13141 (Bankr D. Del. January 15, 2009); In re Hilex Poly Co., LLC, Case No. 08-10890 (Bankr. D. Del. May 30, 2008); In re Charys Holding Co., Inc., Case No. 08-10289 (Bankr. D. Del. March 10, 2008).

17. The Debtors and their respective estates would be well served by RIH Acquisitions' continued retention of the Non-Legal Ordinary Course Professionals because of their established relationship with RIH Acquisitions and understanding and intimate knowledge of RIH Acquisitions and its operations. Additionally, because the Service Providers are not acting as "professional persons" under the Bankruptcy Code, they should be treated on terms consistent with other ordinary course vendors because the Service Providers are merely providing day-to-day operational assistance to RIH Acquisitions' business.

18. Finally, in light of the number of Non-Legal Ordinary Course Professionals and Service Providers, and the significant expenses associated with the preparation of separate retention applications for professionals who will receive relatively modest fees, RIH Acquisitions submits it would be impractical, burdensome and extremely costly for it and its legal advisors to prepare and submit individual applications and retention orders for each Non-Legal Ordinary Course Professional and Service Provider.

19. For all these reasons, RIH Acquisitions submits it is in the best interest of all creditors and parties-in-interest to avoid any disruption in the professional services that are required for the day-to-day operation of RIH Acquisitions' business by (a) retaining and compensating the Non-Legal Ordinary Course Professionals in accordance with the Compensation Procedures and (b) continuing to retain and compensate the Service Providers in RIH Acquisitions' discretion.

WHEREFORE, RIH Acquisitions respectfully requests that the Court enter an Order granting the Motion and such other relief as the Court deems just and appropriate under the circumstances.

COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.
Proposed attorneys for RIH Acquisitions NJ, LLC, *et al.*,
Debtors-in-Possession

By: /s/ Michael D. Sirota
Michael D. Sirota
Warren A. Usatine
Ryan T. Jareck
Nicholas B. Vislocky

DATED: November 6, 2013

EXHIBIT A

**RIH Acquisitions NJ, LLC, et al.
 Non-Legal Ordinary Course Professionals**

<u>Name of Professional</u>	<u>Address</u>	<u>Services Rendered</u>
Agilysys NV, LLC	578 Old Norcross Road Lawrenceville, GA 30047	IT Consulting
Arthur W. Ponzio Company & Associates Inc.	400 N. Dover Avenue Atlantic City, NJ 08401	Land Surveyor
Boardwalk Consulting Group	1009 22nd Street South Brigantine, NH 08203	Tax Consultants
Dennis J. Dooley, II	17 Olcott Avenue Bernardsville, NJ 07924	Audit Committee
Ernst & Young, LLP	2005 Market Street Suite 700 Philadelphia, PA 19103 3800 Howard Hughes Pkwy Las Vegas, Nevada 89169	Auditors
Fred DeVesa	150 Willow Drive Newtown, PA 18940	Audit Committee
Health Med Associates, P.C.	24 S. South Carolina Avenue Atlantic City, NJ 08401	On-site Medical Unit
Paulus Sokolowski and Sartor	67 A Mountain Blvd PO Box 4039 Warren, NJ 07059-0039	Environmental Consulting
Pine View Associates	604 E. Pine View Drive Galloway, NJ 08205	Financial Analysis and Planning
Soft Choice Corp.	111 S. Independence Mall E Philadelphia, PA 19106	IT Consulting
Ultra Dev LLC 51328-0001-8959524	5008 Thunder River Circle Las Vegas, NV 89148	F&B Consulting

EXHIBIT A

**RIH Acquisitions NJ, LLC, *et al.*
Non-Legal Ordinary Course Professionals**

<u>Name of Professional</u>	<u>Address</u>	<u>Services Rendered</u>
Wilbur H. Mathesius	67 N. Delaware Avenue Yardley, PA 19067	Audit Committee

EXHIBIT B

DECLARATION OF DISINTERESTEDNESS

**COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.**

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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
CASE NO. 13-

In re:

RIH ACQUISITIONS NJ, LLC, *et al.*,¹
Debtors-in-Possession.

Chapter 11
(Joint Administration Pending)

**DECLARATION OF
DISINTERESTEDNESS OF [INSERT
DECLARANT'S NAME] IN SUPPORT OF
RETENTION OF [INSERT COMPANY
NAME] AS AN ORDINARY COURSE
PROFESSIONAL**

I, *[INSERT DECLARANT'S NAME]*, declare under penalty of perjury:

1. I am a *[INSERT TITLE]* of *[INSERT COMPANY NAME]*, located at *[INSERT COMPANY ADDRESS]* (the “**Company**”).

2. RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel and RIH Propco NJ, LLC, the within debtors and debtors-in-possession (the “**Debtors**”), have requested that the Company provide *[INSERT SPECIFIC DESCRIPTION OF SERVICES]* services to the Debtors, and the Company has consented to provide such services.

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal identification number are: RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel (1695), and RIH Propco NJ, LLC (5454).

3. The Company may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to these Chapter 11 cases, for persons that are parties-in-interest in the Debtors' Chapter 11 cases. The Company does not perform services for any such person in connection with these Chapter 11 cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Company is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants and parties-in-interest in these Chapter 11 cases.

5. Neither I nor any principal, partner, director, officer etc. of, or professional employed by, the Company have agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Company.

6. Neither I nor any principal, partner, director, officer etc. of, or professional employed by, the Company, insofar as I have been able to ascertain, holds or represents any interests adverse to the Debtors or their estates with respect to the matter(s) upon which the Company is to be employed.

7. The Debtors owe the Company *[INSERT AMOUNT]* for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. § 101, *et seq.*

8. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

[INSERT DECLARANT'S NAME]

DATED: _____, 2013

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)
COLE, SCHOTZ, MEISEL,
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In re:

RIH ACQUISITIONS NJ, LLC, *et al.*,¹

Debtors-in-Possession.

Case No. 13-

Judge:

Chapter 11

(Joint Administration Pending)

Hearing Date and Time:

_____, 2013, at __:__ .m.

**ORDER AUTHORIZING RIH ACQUISITIONS NJ, LLC'S RETENTION AND
COMPENSATION OF NON-LEGAL PROFESSIONALS UTILIZED BY IT IN THE
ORDINARY COURSE OF BUSINESS NUNC PRO TUNC TO THE FILING DATE**

The relief set forth on the following pages, numbered two (2) through five (5), is hereby
ORDERED.

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal identification number are: RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel (1695) and RIH Propco NJ, LLC (5454).

(Page 2)

Debtors: RIH ACQUISITIONS NJ, LLC, *et al.*
Case No. 13-
Caption of Order: ORDER AUTHORIZING RIH ACQUISITIONS NJ, LLC'S
RETENTION AND COMPENSATION OF NON-LEGAL
PROFESSIONALS UTILIZED BY IT IN THE ORDINARY COURSE
OF BUSINESS *NUNC PRO TUNC* TO THE FILING DATE

THIS MATTER having been opened to the Court by RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel (“**RIH Acquisitions**”) and RIH Propco NJ, LLC, the within debtors and debtors-in-possession (the “**Debtors**”), by and through their proposed counsel, Cole, Schotz, Meisel, Forman & Leonard, P.A., upon motion for entry of an Order authorizing RIH Acquisitions’ retention and compensation of non-legal professionals utilized by it in the ordinary course of business *nunc pro tunc* to the commencement of these cases (the “**Motion**”);² and good and sufficient notice of the hearing on the Motion having been provided, as evidenced by the Affidavit of Service filed with the Court; and the Court having considered the moving papers, the opposition thereto, if any, and the arguments of counsel, if any; and good cause appearing for the entry of this Order,

IT IS ORDERED as follows:

1. RIH Acquisitions is authorized, but not required, to retain the Non-Legal Ordinary Course Professionals utilized by RIH Acquisitions in the ordinary course of business *nunc pro tunc* to the commencement of these cases.

2. The following procedures for the compensation of Non-Legal Ordinary Course Professionals are hereby approved:

² All capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Application submitted in support of the Motion (the “**Application**”).

(Page 3)

Debtors: RIH ACQUISITIONS NJ, LLC, *et al.*
Case No. 13-
Caption of Order: ORDER AUTHORIZING RIH ACQUISITIONS NJ, LLC'S
RETENTION AND COMPENSATION OF NON-LEGAL
PROFESSIONALS UTILIZED BY IT IN THE ORDINARY COURSE
OF BUSINESS *NUNC PRO TUNC* TO THE FILING DATE

(a) RIH Acquisitions shall be authorized to pay, without formal application to the Court by a Non-Legal Ordinary Course Professional, 100% of fees and disbursements to each of the Non-Legal Ordinary Course Professionals retained by RIH Acquisitions upon (i) each Non-Legal Ordinary Course Professionals' submission of a Declaration of Disinterestedness (as defined below) and (ii) the submission of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Filing Date; *provided, however*, that each Non-Legal Ordinary Course Professional's fees excluding costs and disbursements, do not exceed \$30,000 per month on average over a rolling three-month period (the "**Fee Cap**") while these Chapter 11 cases are pending, *provided further, however*, that the Office of the United States Trustee, Official Committee of Unsecured Creditors and the DIP lender shall have the right to object solely to the reasonableness of the Fee Cap by no later than thirty (30) days from the entry of an Order granting the Motion.

(b) In the event that a Non-Legal Ordinary Course Professional's fees and disbursements exceed the Fee Cap per month, such professional will be required to file a fee application in accordance with Sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, the Fee Guidelines promulgated by the United States Trustee, and any orders of the Court, for approval of the Professional's fees and disbursements for that month.

(c) Not later than twenty (20) days after the entry of the Order granting this Motion, each Non-Legal Ordinary Course Professional and Service Provider shall file with the Court and serve upon (i) the Office of the United States Trustee for the District of New Jersey, (ii) counsel to the DIP lender; (iii) counsel to the Official Committee of Unsecured Creditors, (iv) counsel to the Debtors' secured creditors; and (v) all other parties that file a Notice of Appearance in these cases (collectively, the "**Notice Parties**") a declaration of disinterestedness substantially similar to

(Page 4)

Debtors: RIH ACQUISITIONS NJ, LLC, *et al.*
Case No. 13-
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RETENTION AND COMPENSATION OF NON-LEGAL
PROFESSIONALS UTILIZED BY IT IN THE ORDINARY COURSE
OF BUSINESS *NUNC PRO TUNC* TO THE FILING DATE

the form attached as Exhibit B to the Application (the
“**Declaration of Disinterestedness**”).

(d) The Notice Parties shall have ten (10) days after the service of each Non-Legal Ordinary Course Professional's Declaration of Disinterestedness (the “**Objection Deadline**”) to object to the retention of such Non-Legal Ordinary Course Professional. The objecting party shall serve any such objection on the Notice Parties and the respective Non-Legal Ordinary Course Professional on or before the Objection Deadline. If any such objection cannot be resolved within ten (10) days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or other date otherwise agreed to by the parties. If no objection is received from any of the Notice Parties by the Objection Deadline, RIH Acquisitions shall be authorized as a final matter to retain and pay such Non-Legal Ordinary Course Professionals as to whom an objection was not filed.

(e) Beginning on January 1, 2014, and on the first day of each quarter thereafter in which these Chapter 11 cases are pending, RIH Acquisitions shall file with the Court and serve on the Notice Parties a statement with respect to what each Non-Legal Ordinary Course Professional was paid during the immediately preceding three-month period. Each Non-Legal Ordinary Course Professional's statement shall include the following information: (i) the name of the Non-Legal Ordinary Course Professional; (ii) the aggregate amount paid as compensation for services rendered and reimbursement of expenses incurred by that Non-Legal Ordinary Course Professional during the reported quarter; and (iii) a general description of the services rendered by that Non-Legal Ordinary Course Professional.

(f) RIH Acquisitions may supplement the list of Non-Legal Ordinary Course Professionals as necessary to add or remove Non-Legal Ordinary Course Professionals, without the need to file individual retention applications for newly added Non-Legal

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Debtors: RIH ACQUISITIONS NJ, LLC, *et al.*
Case No. 13-
Caption of Order: ORDER AUTHORIZING RIH ACQUISITIONS NJ, LLC'S
RETENTION AND COMPENSATION OF NON-LEGAL
PROFESSIONALS UTILIZED BY IT IN THE ORDINARY COURSE
OF BUSINESS *NUNC PRO TUNC* TO THE FILING DATE

Ordinary Course Professionals. In such event, RIH Acquisitions proposes to file a notice with the Court listing the additional Non-Legal Ordinary Course Professionals RIH Acquisitions intends to employ (the “**OCP Notice**”) and to serve such notice on the Notice Parties. Additionally, each additional Non-Legal Ordinary Course Professional listed on the OCP Notice shall serve a Declaration of Disinterestedness on the Notice Parties. If, within ten (10) days of service of the Declaration of Disinterestedness, no objections are filed to any such additional Non-Legal Ordinary Course Professional, then retention of the additional Non-Legal Ordinary Course Professionals shall be deemed approved by the Court without a hearing or further order.

3. RIH Acquisitions is authorized, but not required, to employ and pay reasonable fees and expenses for services rendered to it by the Service Providers in the ordinary course of business.

4. Any and all payments by RIH Acquisitions of the reasonable fees and expenses of the Non-Legal Ordinary Course Professional and Service Providers shall be made in accordance with the budget approved by the Debtors’ Motion for an Order Authorizing the Borrowing Under A Debtor-In-Possession Financing Facility Pursuant to 11 U.S.C. § 364.

5. A true copy of this Order shall be served on all parties-in-interest by regular mail within seven (7) days hereof.