

**COLE, SCHOTZ, MEISEL,  
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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.*,<sup>1</sup>  
Debtors-in-Possession.

**NOTICE OF MOTION FOR AN  
ADMINISTRATIVE ORDER  
ESTABLISHING PROCEDURES FOR  
ALLOWANCE AND PAYMENT OF  
INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES TO  
PROFESSIONALS**

**HEARING DATE AND TIME:**  
\_\_\_\_\_, 2013, at \_\_: \_\_ .m.

**ORAL ARGUMENT REQUESTED**

TO: All Parties-in-Interest

<sup>1</sup> 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, 4<sup>th</sup> Floor, Camden, New Jersey 08101, for entry of an Administrative Order establishing procedures for allowance and payment of interim compensation and reimbursement of expenses to professionals (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 relief requested 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/ Ryan T. Jareck  
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)

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In re:

RIH ACQUISITIONS NJ, LLC, *et al.*,<sup>1</sup>

Debtors-in-Possession.

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**APPLICATION IN SUPPORT OF  
MOTION FOR AN ADMINISTRATIVE  
ORDER ESTABLISHING  
PROCEDURES FOR ALLOWANCE  
AND PAYMENT OF INTERIM  
COMPENSATION AND  
REIMBURSEMENT OF EXPENSES TO  
PROFESSIONAL PERSONS**

**HEARING DATE AND TIME:**

\_\_\_\_\_, 2013, at \_\_: \_\_.m.

**ORAL ARGUMENT REQUESTED**

TO: Honorable Judge of the  
United States Bankruptcy Court

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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 administrative order establishing procedures for allowance and payment of interim compensation and reimbursement of expenses to professional persons (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.

### **III. RELIEF REQUESTED AND BASIS THEREFOR**

7. Section 331 of the Bankruptcy Code authorizes professionals to submit applications for interim compensation and reimbursement of expenses every one hundred and twenty (120) days or more often, if the Court permits. 11 U.S.C. § 331. In addition, Section 105(a) of the Bankruptcy Code authorizes the Court to issue any order “that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” 11 U.S.C. § 105(a).

8. In accordance with the Guidelines Governing Procedures For Payment of Interim Compensation and Reimbursement of Expenses to Professionals Pursuant to 11 U.S.C. §§ 105(a) and 331, as adopted by the United States Bankruptcy Court for the District of New Jersey by General Order dated March 31, 2003 (the “**Guidelines**”), the Debtors seek entry of an order authorizing an orderly, regular process for allowance and payment of interim compensation and reimbursement of expenses for professional persons retained in these cases (individually, a “**Professional**,” and collectively, the “**Professionals**”) who are required to file applications with the Court for allowance of compensation and reimbursement of expenses pursuant to 11 U.S.C. §§ 330 and 331.

9. The Debtors submit that the proposed procedure for compensating and reimbursing the Professionals, which is consistent and complies with the Guidelines, will enable the Court and all parties-in-interest to monitor professional fees and costs incurred more effectively and on a more current basis.

10. The proposed procedure is as follows:

- A. On or before the twenty-fifth (25<sup>th</sup>) day of each month following the month for which compensation is sought, each Professional seeking compensation shall file with the Court and serve a monthly fee and expense statement (the “**Monthly Fee Statement**”) by e-mail or regular mail on: (i) counsel for the Debtors, Cole, Schotz, Meisel, Forman & Leonard, P.A., Court Plaza North, 25 Main Street, P.O. Box 800, Hackensack, New Jersey 07602-0080 (Attention: Michael D. Sirota, Esq.); (ii) United States Trustee for the District of New Jersey, One Newark Center, Suite 2100, Newark, New Jersey 07102; (iii) counsel for the Official Committee of Unsecured Creditors, if appointed (the “**Committee**”); (iv) counsel for secured creditors; (v) counsel for the DIP lender; (vi) the New Jersey Casino Control Commission (the “**Commission**”), Arcade Building, Tennessee Ave. and the Boardwalk, Atlantic City, New Jersey 08401; (vii) New Jersey Attorney General, Department of Law and Safety, Division of Gaming Enforcement (the “**DGE**”), P.O. Box 047, Trenton, New Jersey 08625; and (viii) all parties filing an Notice of Appearance and request for notices pursuant to Fed. R. Bankr. P. 2002 (collectively, the “**Notice Parties**”).
- (i) Each Monthly Fee Statement shall comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the “**Federal Rules**”) and the Local Rules for the United States Bankruptcy Court for the District of New Jersey (the “**Local Rules**”) with the exception that provisions of D.N.J. LBR 2016-1(a)(8) and (a)(9) are not required.
- (ii) All timekeepers must maintain contemporaneous time entries for each individual listed in the Monthly Fee Statement in increments of tenths (1/10<sup>th</sup>) of an hour.
- B. Each person receiving a Monthly Fee Statement shall have twenty-one (21) days after service thereof to review it (the “**Objection Deadline**”). Upon expiration of the Objection Deadline, each Professional may file and serve on the Notice Parties a certificate of no objection or a certificate of partial objection, whichever is applicable, after which the Debtors are authorized to pay, to the extent so authorized by their cash collateral or financing order(s), if applicable, each Professional an amount (the “**Actual Interim Payment**”) equal to the lesser of (i) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (ii) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection.

- C. Any objection to a Monthly Fee Statement (an “**Objection**”) shall be in writing and filed with the Court and simultaneously served on the Notice Parties on or before the Objection Deadline. The Objection shall set forth the nature of the objection and the amount of fees and/or expenses at issue. If the Debtors receive an objection to a particular Monthly Fee Statement, the Debtors shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in Paragraph B above.
- D. If the parties to an Objection can resolve their respective dispute(s) following the service of the Objection and the party whose Monthly Fee Statement was objected to serves on all the Notice Parties a statement indicating that the Objection is withdrawn and describing in detail the terms of the resolution, then the Debtors, to the extent so authorized by any cash collateral or financing order(s), if applicable, shall promptly pay in accordance with Paragraph B above that portion of the Monthly Fee Statement which is no longer subject to an Objection.
- E. If the parties are unable to resolve the Objection within twenty (20) days after service thereof, then the affected Professional may either (a) file a response to the Objection together with a request for payment of the difference, if any, between the Actual Interim Payment and the non-objected to portion of the Actual Interim Payment made to the affected Professional (the “**Incremental Amount**”); or (b) forgo payment of the Incremental Amount until the next interim or final fee application, at which time the Court will consider and dispose of the Objection, if so requested.
- F. The service of an Objection to a Monthly Fee Statement shall not prejudice the objecting party’s right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground whether raised in the objection or not.
- G. The decision by any party not to object to a Monthly Fee Statement shall not be deemed or construed as a waiver of any kind or prejudice that party’s right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code and applicable rules.
- H. Parties can file at four (4) month intervals (the “**Interim Period**”) an interim fee application. Each Professional seeking approval of its interim fee application shall file with the Court and serve upon the Notice Parties an interim application for allowance of compensation and reimbursement of expenses, pursuant to 11 U.S.C. § 331, of the amounts sought in the Monthly Fee



Statements issued during such period (the “**Interim Fee Application**”). An Interim Fee Application must be filed and served within forty-five (45) days of the conclusion of the Interim Period, with the first Interim Period to cover the period from the commencement of the case until the end of the fourth (4<sup>th</sup>) month following the commencement of the case. The Debtors shall request that the Court schedule a hearing on the Interim Fee Application.

- (i) The Interim Fee Application must include a summary of the Monthly Fee Statements that are the subject of the request and any other information requested by the Court and shall comply with the mandates of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules and the applicable Third Circuit law.
  - (ii) Any Professional who fails to file an Interim Fee Application when due will be ineligible to receive further interim payments of fees or expenses under this Order until such time as the Interim Fee Application is submitted.
  - (iii) The pendency of an Objection as to a particular Monthly Fee Statement or Interim Fee Application shall not disqualify a Professional from the further payment of compensation or reimbursement of expenses, unless the Court orders otherwise.
  - (iv) Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court’s interim or final allowance of compensation and reimbursement of expenses to any Professionals.
- I. Counsel for the Committee may collect and submit to the Debtors statements of expenses (excluding, however, for professional fees), with supporting vouchers, from members of the committee he or she represents, which expenses the Debtors shall pay in accordance with the foregoing procedure for monthly compensation and reimbursement of expenses to Professionals.
- J. Any party may object to requests for payments made pursuant to these procedures on the grounds that the Debtors have not timely filed monthly operating reports or remained current with their administrative expenses and 28 U.S.C. § 1930 fees, or that a manifest exigency exists.

- K. The Debtors shall include all payments to the Professionals on their monthly operating reports, detailed so as to state the amount paid to Professionals.
- L. All time periods set forth in these procedures shall be determined in accordance with Fed. R. Bankr. P. 9006(a).

11. It is respectfully submitted that the procedures suggested herein will enable the Debtors to monitor closely the costs of administration, maintain an appropriate level of cash flow and implement efficient cash management procedures. Moreover, these procedures also will enable the Court and key parties-in-interest to ensure the reasonableness of the compensation and reimbursement sought pursuant to such procedures on a more regular basis.

#### **IV. NOTICE**

12. Notice of this Motion has been given to: (i) the UST; (ii) the twenty (20) largest unsecured creditors; (iii) counsel for the secured creditors; (iv) the Commission; (v) the DGE; and (vi) all entities who have filed a notice of appearance and demand for service of papers. The Debtors submit that such service constitutes good and sufficient notice under the circumstances.

WHEREFORE, the Debtors respectfully request 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/ Ryan T. Jareck  
Michael D. Sirota  
Warren A. Usatine  
Ryan T. Jareck  
Nicholas B. Vislocky

DATED: November 6, 2013

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY

**Caption in Compliance with D.N.J. LBR 9004-2(c)**  
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Debtors-in-Possession

In re:  
  
RIH ACQUISITIONS NJ, LLC, *et al.*,<sup>1</sup>  
  
Debtors-in-Possession.

Case No. 13-

Judge:

Chapter 11

(Joint Administration Pending)

**Hearing Date and Time:**

\_\_\_\_\_, 2013, at \_\_: \_\_.m.

**ADMINISTRATIVE ORDER ESTABLISHING PROCEDURES FOR ALLOWANCE AND  
PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES TO  
PROFESSIONAL PERSONS**

The relief set forth on the following pages, numbered two (2) through eight (8), is hereby  
**ORDERED.**

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<sup>1</sup> 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).

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Debtor: RIH ACQUISITIONS NJ, LLC, *et al.*,  
Case No. 13-  
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THIS MATTER having been opened to the Court by 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**”), by and through their proposed counsel, Cole, Schotz, Meisel, Forman & Leonard, P.A., upon motion for entry of an Administrative Order establishing procedures for the allowance and payment of interim compensation and reimbursement of expenses to professional persons retained by Order of this Court (the “**Motion**”); and it appearing that good and sufficient notice of the Motion having been provided in accordance with the Order Regarding Application for Expedited Consideration of First Day Matters previously entered by the Court, as evidenced by the Affidavit of Service filed with the Court; and the Court having considered all the motion papers, the opposition thereto, if any, and the arguments of counsel, if any; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors; and other good cause having been shown,

IT IS ORDERED that:

1. Except as may otherwise be provided in an Order of this Court authorizing the retention of specific professionals, all professionals retained in these cases pursuant to Section 327 and, to the extent applicable, Sections 328(a) and 1103 of the Bankruptcy Code (collectively, the “**Professionals**”), may seek interim compensation, in accordance with the following procedure:

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(a) On or before the twenty-fifth (25<sup>th</sup>) day of each month following the month for which compensation is sought, each Professional seeking compensation shall file with the Court and serve a monthly fee and expense statement (the “**Monthly Fee Statement**”) by CM/ECF, e-mail or regular mail on: (i) counsel for the Debtors, Cole, Schotz, Meisel, Forman & Leonard, P.A., Court Plaza North, 25 Main Street, P.O. Box 800, Hackensack, New Jersey 07602-0080 (Attention: Michael D. Sirota, Esq.); (ii) United States Trustee for the District of New Jersey, One Newark Center, Suite 2100, Newark, New Jersey 07102; (iii) counsel for the Official Committee of Unsecured Creditors, if appointed (the “**Committee**”); (iv) counsel for secured creditors; (v) counsel for the DIP lender; (vi) the New Jersey Casino Control Commission (the “**Commission**”), Arcade Building, Tennessee Ave. and the Boardwalk, Atlantic City, New Jersey 08401; (vii) New Jersey Attorney General, Department of Law and Safety, Division of Gaming Enforcement (the “**DGE**”), P.O. Box 047, Trenton, New Jersey 08625; and (viii) all parties filing a Notice of Appearance and request for notices pursuant to Fed. R. Bankr. P. 2002 (collectively, the “**Notice Parties**”), provided, however, that regardless of how each Monthly Fee Statement is served on other Notice Parties, the UST must receive service of all Monthly Fee Statements via regular mail.

(b) Each Monthly Fee Statement shall comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the “**Federal Rules**”) and the Local Rules for the

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United States Bankruptcy Court for the District of New Jersey (the “**Local Rules**”) with the exception that provisions of D.N.J. LBR 2016-1(a)(8) and (a)(9) are not required.

(c) All timekeepers must maintain contemporaneous time entries for each individual listed in the Monthly Fee Statement in increments of tenths (1/10<sup>th</sup>) of an hour.

2. Each person receiving a Monthly Fee Statement shall have twenty-one (21) days after service thereof to review it (the “**Objection Deadline**”). Upon expiration of the Objection Deadline, each Professional may file and serve on the Notice Parties a certificate of no objection or a certificate of partial objection, whichever is applicable, after which the Debtors are authorized to pay each Professional an amount (the “**Actual Interim Payment**”) equal to the lesser of (i) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (ii) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection.

3. Any objection to a Monthly Fee Statement (the “**Objection**”) shall be in writing and filed with the Court and simultaneously served on the Notice Parties on or before the Objection Deadline. The Objection shall set forth the nature of the objection and the amount of fees and/or expenses at issue. If the Debtors receive an objection to a particular Monthly Fee Statement, the Debtors shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in Paragraph 2 above.

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Debtor: RIH ACQUISITIONS NJ, LLC, *et al.*,  
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4. If the parties to an Objection can resolve their respective dispute(s) following the service of the Objection and the party whose Monthly Fee Statement was objected to serves on all the Notice Parties a statement indicating that the Objection is withdrawn and describing in detail the terms of the resolution, then the Debtors, to the extent so authorized by their cash collateral or financing order(s), if applicable, shall promptly pay in accordance with Paragraph 2 above that portion of the Monthly Fee Statement which is no longer subject to an Objection.

5. If the parties are unable to resolve the Objection within twenty (20) days after service thereof, then the affected Professional may either (a) file a response to the Objection together with a request for payment of the difference, if any, between the Actual Interim Payment and the non-objected to portion of the Actual Interim Payment made to the affected Professional (the “**Incremental Amount**”); or (b) forgo payment of the Incremental Amount until the next interim or final fee application, at which time the Court will consider and dispose of the Objection, if so requested.

6. The service of an Objection to a Monthly Fee Statement shall not prejudice the objecting party’s right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground whether raised in the objection or not.

7. The decision by any party not to object to a Monthly Fee Statement shall not be deemed or construed as a waiver of any kind or prejudice that party’s right to object to any fee



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application subsequently made to the Court in accordance with the Bankruptcy Code and applicable rules.

8. Parties can file at four (4) month intervals (the “**Interim Period**”) an interim fee application. Each Professional seeking approval of its interim fee application shall file with the Court and serve on the Notice Parties an interim application for allowance of compensation and reimbursement of expenses, pursuant to 11 U.S.C. § 331, of the amounts sought in the Monthly Fee Statements issued during such period (the “**Interim Fee Application**”). An Interim Fee Application must be filed and served within forty-five (45) days of the conclusion of the Interim Period, with the first Interim Period to cover the period from the commencement of the case until the end of the fourth (4<sup>th</sup>) month following the commencement of the case. The Debtors shall request that the Court schedule a hearing on the Interim Fee Applications.

(a) The Interim Fee Application must include a summary of the Monthly Fee Statements that are the subject of the request and any other information requested by the Court and shall comply with the mandates of the Bankruptcy Code, the Federal Rules, the Local Rules and the applicable Third Circuit law.

(b) Any Professional who fails to file an Interim Fee Application when due will be ineligible to receive further interim payments of fees or expenses under this Order until such time as the Interim Fee Application is submitted.

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Debtor: RIH ACQUISITIONS NJ, LLC, *et al.*,  
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(c) The pendency of an Objection to a particular Monthly Fee Statement or Interim Fee Application shall not disqualify a Professional from the further payment of compensation or reimbursement of expenses, unless the Court orders otherwise.

(d) Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court's interim or final allowance of compensation and reimbursement of expenses to any Professionals.

9. Counsel for the Committee may collect and submit to the Debtors statements of expenses (excluding, however, for professional fees), with supporting vouchers, from members of the committee he or she represents, which expenses the Debtors shall pay in accordance with the foregoing procedure for monthly compensation and reimbursement of expenses to Professionals.

10. Any party may object to requests for payments made pursuant to this Order on the grounds that the Debtors have not timely filed monthly operating reports or remained current with its administrative expenses and 28 U.S.C. § 1930 fees, or that a manifest exigency exists.

11. The Debtors shall include all payments to Professionals on their monthly operating reports, detailed so as to state the amount paid to Professionals.

12. All time periods set forth in this Order shall be determined in accordance with Fed. R. Bankr. P. 9006(a).

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Debtor: RIH ACQUISITIONS NJ, LLC, *et al.*,  
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13. All fees and expenses paid to Professionals are subject to disgorgement until final allowance by the Court.

14. A true copy of this Order shall be served on the Notice Parties within seven (7) days hereof.