



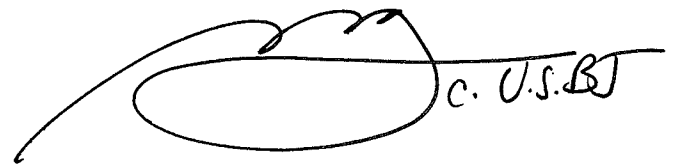
UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY
Caption in Compliance with D.N.J. LBR 9004-2(c) <b>COLE, SCHOTZ, MEISEL, FORMAN &amp; LEONARD, P.A.</b> A Professional Corporation Court Plaza North 25 Main Street P.O. Box 800 Hackensack, NJ 07602-0800 (201) 489-3000 (201) 489-1536 Facsimile Michael D. Sirota, Esq. Warren A. Usatine, Esq. Ryan T. Jareck, Esq. Nicholas B. Vislocky, Esq. Proposed attorneys for RIH Acquisitions NJ, LLC, <i>et al.</i> , Debtors-in-Possession
In re:  RIH ACQUISITIONS NJ, LLC, <i>et al.</i> , <sup>1</sup>  Debtors-in-Possession.

Case No. 13- **34483**  
 Judge:  
 Chapter 11  
 (Joint Administration Pending)  
**Hearing Date and Time:**  
 \_\_\_\_\_, 2013, at \_\_: \_\_.m.

**ORDER AUTHORIZING THE RETENTION AND COMPENSATION OF NON-BANKRUPTCY LEGAL PROFESSIONALS NUNC PRO TUNC TO THE FILING DATE**

The relief set forth on the following pages, numbered two (2) through nine (9), is hereby **ORDERED.**

11/8/13

 C. U.S. BJ

<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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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., for the entry of an Order pursuant to Sections 327(e), 328, 330 and 331 of Title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) authorizing the retention and compensation of non-bankruptcy legal professionals *nunc pro tunc* to the commencement of these cases (the “**Filing Date**”); and it appearing that good and sufficient notice of the Motion having been provided as evidenced by the Affidavit of Service filed with the Court; and the Court having considered all the moving 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,

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IT IS ORDERED that:

1. RIH Acquisitions is hereby authorized, but not required, pursuant to Sections 327(e) and 105 of the Bankruptcy Code, to retain lawyers and other legal professionals to provide non-bankruptcy legal services (the “**Non-Bankruptcy Legal Professionals**”) of the type provided to RIH Acquisitions in the ordinary course of their businesses *nunc pro tunc* to the Filing Date, subject to the terms, conditions and procedures set forth herein.

2. The following procedures for RIH Acquisitions’ retention of Non-Bankruptcy Legal Professionals are hereby approved:

(a) Each Non-Bankruptcy Legal Professional shall file with the Court a retention application substantially in the form attached as **Exhibit B** (the “**Retention Application**,” which is a modified version of the recommended local form) and serve same via regular mail on the Notice Parties (as such term is defined in paragraph 4 below).

(b) The Retention Application shall include a supporting Certification (the “**Supporting Certification**,” a form of which is attached hereto as **Exhibit C**) which:

- (i) recites the scope of legal services contemplated (providing a copy of an engagement letter, if applicable);
- (ii) confirms that the Non-Bankruptcy Legal Professional has completed a conflicts search; and
- (iii) affirms that the Non-Bankruptcy Legal Professional shall be bound by the terms and conditions of this Order with respect to, among other things, procedures for the payment of fees.

(c) RIH Acquisitions’ retention of Non-Bankruptcy Legal Professionals shall be authorized *nunc pro tunc* to the Filing Date; provided, however, that the United

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States Trustee's Office reserves the right to object to *nunc pro tunc* retention of any particular Non-Bankruptcy Legal Professional for reasons specific to that Non-Bankruptcy Legal Professional.

(d) Any party-in-interest that objects to the retention of a Non-Bankruptcy Legal Professional must, within fifteen (15) days of the filing of that professional's Retention Application, file a written objection with the Court, stating the reasons for such objection, and serve same via regular mail on the Notice Parties.

(e) In the event objections are not timely filed, retention of the Non-Bankruptcy Legal Professional shall be deemed approved (the "**Approved Professional**"). Thereafter, the Debtors' counsel shall submit a certificate of no objection and request the Court to enter an Order authorizing retention of the Approved Professional (the "**Retention Authorization Order**"). In the event an objection is filed, the Debtors will request the Court to consider and resolve such objection.

3. Upon entry of a Retention Authorization Order, RIH Acquisitions shall be authorized and empowered to pay the Approved Professionals in accordance with the following procedures:

(a) On or before the twenty-fifth (25th) day of each month following the month for which compensation is sought, each Approved Professional or Debtors' counsel on its behalf, shall file with the Court a monthly fee statement (the "**Monthly Fee Statement**"). Attached to or incorporated in the Monthly Fee Statement shall be a statement from each Approved Professional which details the following:

- (i) The dates of services rendered;
- (ii) The services rendered on each date and the identity of the person rendering the service;

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- (iii) The time spent in the rendering of each service, in increments of tenths (1/10th) of an hour;
  - (iv) The normal billing rate for each person;
  - (v) At the end of the statement, a total of the time spent by each individual performing services;
  - (vi) A list of actual, not estimated, expenses, summarized by category, such as computer assisted research (which shall not be more than the actual cost), outgoing facsimile transmissions, (which shall not exceed \$1.00 per page, with no charge for incoming facsimiles), telephone charges, airfare, means, lodging and photocopying (which shall not exceed \$20 per page); and
  - (vii) The amount requested to be paid to each Approved Professional for legal services rendered and out-of-pocket disbursements.
- (b) Notwithstanding the requirements of subparagraphs (a)(i) through (iv) above, the Approved Professionals retained on a commission or contingency basis shall be required to file a statement only which reflects the approved fee arrangement as provided in the Retention Authorization Order pertaining to such Non-Bankruptcy Legal Professional.
- (c) Any objection to a Monthly Fee Statement shall be in writing and filed with the Court and simultaneously served via regular mail on the Notice Parties within twenty (20) days of the filing of the Monthly Fee Statement. An objector shall set forth the nature of the objection, the Approved Professional whose fees are disputed and the amount of fees and/or expenses at issue (the “**Disputed Amounts**”).
- (d) In the event no objections are timely filed, Debtors’ counsel shall submit a certificate of no objection and RIH Acquisitions shall be authorized to make payments to each of the Approved Professionals in the customary manner and in the full amount set forth in the Monthly Fee Statement. For the sake of clarity, it is specifically noted that a twenty percent (20%) holdback of fees shall not be applicable to the Approved Professionals covered by this Order.

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(e) In the event an objection is timely filed, payment of the Disputed Amount shall not be made to the Approved Professional unless the objection is resolved or upon further order of the Court; however, the Debtors nonetheless shall be authorized to pay in full all non-disputed amounts set forth in the Monthly Fee Statement.

(f) If the parties to an objection are able to resolve their objection and if the party subject to the objection serves upon all the Notice Parties (defined below) a statement indicating the objection is withdrawn and describing the terms of the resolution, then RIH Acquisitions promptly shall pay that portion of the Monthly Fee Statement which is no longer subject to an objection, to the extent so authorized by its cash collateral or financing order(s), if applicable.

(g) 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.

(h) 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.

(i) Interim Fee Applications

(i) Beginning with, approximately, the six (6) month period ending on or about 180 days after the Filing Date, and thereafter at six (6) month intervals or at such other intervals convenient to the Debtors and the Court, the Approved Professional shall file with the Court and serve via regular mail on the Notice Parties a request for interim court approval (the "**Interim Fee Application Request**") for the compensation and reimbursement of expenses sought in the monthly statements filed during such period (the "**Interim Fee Period**").

(ii) The Interim Fee Application Request 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

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with the applicable mandates of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules for the District of New Jersey, and Third Circuit law.

- (iii) Each Approved Professional must file the Interim Fee Application Request within forty-five (45) days after the end of the Interim Fee Period for which the request seeks allowance of fees and reimbursement of expenses.
- (iv) Any Approved Professional that fails to file the Interim Fee Application Request 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 Request is submitted by the Approved Professional.
- (j) The pendency of a fee application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Fee Statement shall not disqualify an Approved Professional from the further payment of compensation or reimbursement of expenses, unless otherwise ordered by this Court. Additionally, the pendency of an objection to payment of compensation or reimbursement of expenses will not disqualify an Approved Professional from future payment of compensation or reimbursement of expenses, unless this Court orders otherwise.
- (k) The Debtors shall request that the Court schedule a hearing on Interim Fee Application Requests at least once every six months, or at such other intervals as the Court or the Debtors deem appropriate.
- (l) Neither (i) the payment of nor failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses nor (ii) the filing of nor failure to file an objection will bind any party in interest or the Court with respect to the allowance of interim or final applications for compensation and reimbursement of expenses of any Approved Professional. All fees and expenses paid to Approved Professionals are subject to disgorgement until final allowance by the Court.

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4. Any and all payments by RIH Acquisitions of the reasonable fees and expenses of the Approved Professionals 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. 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, remained current with their administrative expenses and 28 U.S.C. § 1930 fees, or a manifest exigency exists by seeking a further order of this Court.

6. Notice to be provided in accordance with this Order shall be given to the following parties (collectively, the "**Notice Parties**"):

(a) 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.);

(b) United States Trustee for the District of New Jersey, One Newark Center, Suite 2100, Newark, New Jersey 07102;

(c) Counsel for the Official Committee of Unsecured Creditors appointed in these cases;

(d) The New Jersey Casino Control Commission, Arcade Building, Tennessee Avenue and The Boardwalk, Atlantic City, New Jersey 08401;

(e) New Jersey Attorney General, Department of Law and Safety, Division of Gaming Enforcement, P.O. Box 047, Trenton, New Jersey 08625;



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(f) Counsel to the DIP lender; and

(g) All other parties filing a Notice of Appearance and request for notices pursuant to Fed. R. Bankr. P. 2002.

7. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

8. This Court shall retain jurisdiction over any and all matters arising from or related to the interpretation or implementation of this Order.

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

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