



UNITED STATES BANKRUPTCY COURT
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.*,¹

Debtors-in-Possession.

Case No. 13-34483 (GMB)
 Judge: Hon. Gloria M. Burns
 Chapter 11
 (Joint Administration Pending)
Hearing Date and Time:
 November 18, 2013 , at 11:00 a.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.**

11/18/13


C. U.S.B.J.

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).

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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., 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 listed on the attached **Exhibit A** and utilized by RIH Acquisitions in the ordinary course of business *nunc pro tunc* to November 6, 2013.
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**”).

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(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

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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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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.

EXHIBIT A

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

Name of Professional	Address	Services Rendered
Agilysys NV, LLC	578 Old Norcross Road Lawrenceville, GA 30047	IT Consulting
Arthur W. Porzio 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
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	5008 Thunder River Circle Las Vegas, NV 89148	F&B Consulting
Wilbur H. Mathesius	67 N. Delaware Avenue Yardley, PA 19067	Audit Committee