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

Case No. 13-34483 (GMB)
 Judge: Hon. Gloria M. Burns
 Chapter 11
 (Jointly Administered)
Hearing Date and Time:
 December 2, 2013, at 11:00 a.m.

**STIPULATION AND CONSENT ORDER REGARDING ADEQUATE ASSURANCE OF
 PAYMENT TO ATLANTIC CITY ELECTRIC COMPANY PURSUANT TO
SECTION 366 OF THE BANKRUPTCY CODE**

The relief set forth on the following pages, numbered two (2) through six (6), is hereby **ORDERED**.

DATED: 12/2/2013



 Gloria M. Burns, Chief Judge
 United States Bankruptcy Court Judge

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: (a) granting interim relief pursuant to 11 U.S.C. § 366(b); (b) authorizing the payment of adequate assurance for postpetition utility services; (c) fixing final hearing date to determine adequate assurance; and (d) granting other related relief [Docket No. 14] (the “**Motion**”);² and sufficient notice of the Motion having been provided to all parties-in-interest, as evidenced by the Affidavit of Service filed with the Court; and the Court having entered an Order approving the Motion on an interim basis [Docket No. 38] (the “**Interim Order**”); and Atlantic City Electric Company (“**AC Electric**”) filed an objection (the “**Objection**”) to the proposed adequate assurance of payment under Section 366 of title 11 of the United States Code (the “**Bankruptcy Code**”) on November 27, 2013 [Docket No. 114]; and a final hearing (the “**Final Hearing**”) on the Motion is scheduled for December 2, 2013, at 11:00 a.m.; and it appearing that the undersigned parties are attempting to resolve their disputes in accordance with the terms and conditions set forth herein; and good cause appearing for the entry of this Order;

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.

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NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the undersigned counsel for the parties as follows:

1. The Motion and Final Hearing, solely as it relates to AC Electric, is adjourned to December 16, 2013, at 11:00 a.m. The Motion and Final Hearing shall proceed on December 2, 2013 as to all other Utility Companies.

2. Within two (2) business days of the entry of this Stipulation and Consent Order, the Debtors shall pay a cash deposit of \$167,401.60 to AC Electric, which shall constitute “adequate assurance of payment” under 11 U.S.C. § 366 (the “**Deposit**”) until either (a) the Motion, solely as it relates to AC Electric, is heard on December 16, 2013, or (b) the parties consensually resolve the Objection. The Deposit shall be applied solely to utility services provided from and after November 6, 2013 (the “**Filing Date**”) and shall not be applied by AC Electric to any pre-Filing Date utility services.

3. In addition to the assurances provided by the Deposit, the Debtors will pay their post-petition usage that is due and owing in accordance with AC Electric’s ordinary and contractual payment terms during the post-petition period.

4. In advance of the hearing on December 16, 2013, the parties shall in good faith attempt to reconcile their differing calculations of the Debtors’ average usage of AC Electric’s

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services for all applicable accounts and attempt in good faith to consensually resolve the Objection.

5. AC Electric reserves its rights to seek relief from the Court to increase the adequate assurance of payment Deposit in paragraph 2 above. The Debtors reserve their rights to oppose such relief.

6. In consideration for the Deposit paid pursuant to paragraph 2, AC Electric is hereby enjoined pending the December 16, 2013 hearing from: (a) altering, refusing, or discontinuing utility services to, or discriminating against, the Debtors as a result of pre-petition amounts due and owing to AC Electric as of the commencement of these Chapter 11 cases; or (b) requiring the payment by the Debtors of any deposit or other security for post-petition utility services, except as provided for herein.

7. For purposes of the entry of this Stipulation and Consent Order, and in an effort to resolve this dispute, AC Electric hereby waives its procedural arguments that service of the Motion was improper and/or that an adversary proceeding must be commenced under Rule 7001 of the Federal Rules of Bankruptcy Procedure in connection with the relief sought by the Debtors in the Motion.

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CODE

8. Notice pursuant to any provision of this Order shall be deemed properly given and shall be effective upon being sent by facsimile (as confirmed by the sender's facsimile machine) and e-mail as follows:

Debtors

Cole, Schotz, Meisel, Forman & Leonard, P.A.
Ryan T. Jareck, Esq.
Court Plaza North
25 Main Street
P.O. Box 800
Hackensack, New Jersey 07602-0800
Facsimile: (201) 489-1536
Email: rjareck@coleschotz.com

Atlantic City Electric Company

Renee E. Suglia, Esq.
Assistant General Counsel
Pepco Holdings, Inc.
500 N. Wakefield Dr., 92DC42
Newark, DE 19702
Facsimile: (302) 429-3801
Email: renee.suglia@pepcoholdings.com

9. This Stipulation and Consent Order shall be of no force or effect unless and until it is approved by the Bankruptcy Court. When so approved, this Stipulation and Consent Order shall be binding upon the Debtors and AC Electric, as well as each of their respective successors and assigns, and any trustee appointed in these cases.

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10. Nothing in this Order shall be deemed or construed to constitute the post-petition assumption or adoption of any agreement pursuant to Section 365 of the Bankruptcy Code.

11. This Stipulation and Consent Order may be executed by facsimile in counterparts and it shall not be necessary that the signatures of, or on behalf of, each party appear on each counterpart, but it shall be sufficient that the signature of, or on behalf of, each party appear on one or more counterparts, all counterparts of which collectively shall constitute a single document. Any party executing by facsimile will provide an original signature page to the other party within a reasonable amount of time.

12. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation and Consent Order.

The undersigned consent to the terms, conditions and entry of this Stipulation and Consent Order:

COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.
Proposed Attorneys for Debtors

ATLANTIC CITY ELECTRIC COMPANY

By: /s/ **Ryan T. Jareck**
Ryan T. Jareck, Esq.

By: /s/ **Renee E. Suglia**
Renee E. Suglia, Esq.