



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.*,<sup>1</sup>

Debtors-in-Possession.

Case No. 13-34483 (GMB)  
Judge: Hon. Gloria M. Burns  
Chapter 11  
(Jointly Administered)

**STIPULATION AND CONSENT ORDER CONCERNING WITHDRAWAL LIABILITY  
CLAIMS FILED BY THE NATIONAL RETIREMENT FUND AND THE  
AMALGAMATED LIFE INSURANCE COMPANY**

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

**DATED: 3/31/2014**

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

<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 and RIH Propco NJ, LLC, the within debtors and debtors-in-possession (the “**Debtors**”), in connection with the Debtors’ Joint Plan of Liquidation [Docket No. 354] (the “**Plan**”)<sup>2</sup> and that certain Order pursuant to 11 U.S.C. § 105(d)(2)(B)(v) and (vi): (a) conditionally approving the Disclosure Statement for solicitation purposes only; (b) scheduling a joint hearing to consider adequacy of the Disclosure Statement and confirmation of the Debtors’ Plan; (c) approving notice and objection procedures with respect to adequacy of the Disclosure Statement and Plan confirmation; (d) fixing a record date for voting on the Plan and procedures for temporary allowance of claims; (e) approving solicitation packages and procedures for distribution thereof; and (f) approving the form of ballots and establishment of procedures for voting on the Plan (the “**Solicitation Procedures Order**”); and the National Retirement Fund (“**NRF**”) having filed Claim No. 244 against RIH PropCo NJ, LLC, in the amount of not-less than \$29,015,548 and Claim No. 246 against RIH Acquisitions NJ, LLC in the amount of not less than \$29,015,548, each on account of withdrawal liability under the Employee Retirement Income Security Act of 1974, 29 U.S.C. § 1381, *et seq.*, *as amended* (“**ERISA**”); and the NRF having asserted that a portion of each of Claim No. 244 and Claim No.

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<sup>2</sup> All capitalized terms used but not otherwise defined herein shall have the same meanings ascribed to them in the Plan.

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246 is entitled to priority status under 11 U.S.C. § 507(a)(5); and it appearing that duplicate claims were filed by the NRF with Kurtzman Carson Consultants, LLC (“KCC”) at Claim Nos. 275 and 283; and the Amalgamated Life Insurance Company (“Amalgamated”) having filed Claim Nos. 228 (unliquidated) and 245 (unliquidated) against RIH Acquisitions NJ, LLC and RIH PropCo NJ, LLC, respectively, and having asserted that a portion of the withdrawal liability attributable to the Debtors’ withdrawal from the NRF is entitled to administrative expense priority; and it appearing that duplicate claims were filed by Amalgamated with KCC at Claim Nos. 276 (unliquidated) and 281 (unliquidated); and the Debtors, the NRF and Amalgamated having agreed to defer adjudication of the substantive merits of Claim Nos. 228, 244, 245, 246, 275, 276, 281 and 283 until after the April 14, 2014 return date of the hearing on the adequacy of the Disclosure Statement and confirmation of the Plan (the “Confirmation Hearing”) on the terms and conditions set forth herein; and good cause appearing for the entry of this Stipulation and Consent Order;

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

1. The NRF shall be entitled to vote Claim No. 246 in the amount of \$29,015,548 as a General Unsecured Claim under Class 3 of the Plan. The allowance of Claim No. 246 for voting purposes only shall not be deemed a determination of the final allowance of such claim or

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an admission by any party as to any matters relating to the allowance, amount and priority of such alleged claim for any purposes other than voting on the Plan.

2. The Debtors and the NRF agree that Claim Nos. 244, 275 and 283 are duplicative of Claim No. 246 for the purposes of voting to accept or reject the Plan and, therefore, the NRF shall not be entitled to vote Claim Nos. 244, 275 or 283.

3. The Debtors and Amalgamated agree that Claim Nos. 228, 245, 276 and 281 shall not be entitled to vote on the Plan.

4. The Debtors and the NRF agree that the NRF shall vote Claim No. 246 in favor of the Plan on or before April 7, 2014.

5. The Debtors, the NRF and Amalgamated agree (a) to defer adjudication of the substantive merits of Claim Nos. 228, 244, 245, 246, 275, 276, 281 and 283 until after the Confirmation Hearing, and (b) that the Debtors need not reserve for such claims under Article V of the Plan or satisfy such claims on the Effective Date under Articles II and III of the Plan.

6. The Debtors or the Liquidation Trust, as applicable, reserve all rights to object to Claim Nos. 228, 244, 245, 246, 275, 276, 281 and 283 at a later time on any grounds that bankruptcy or non-bankruptcy law permits, including, but not limited to, as to validity, amount and priority of such claims and the NRF and Amalgamated reserve all rights to contest any such objection or objections on any grounds that bankruptcy or non-bankruptcy law permits.

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7. The time period within which the Debtors or the Liquidation Trust, as applicable, are required to respond and dispute Claim Nos. 228, 244, 245, 246, 275, 276, 281 and 283 under bankruptcy or non-bankruptcy law, including, but not limited to, 29 U.S.C. § 1399, is tolled until the earlier to occur of (a) the Claim Objection Deadline and (b) such time as the Debtors or the Liquidation Trust, as applicable, file an objection or objections to Claim Nos. 228, 244, 245, 246, 275, 276, 281 and 283.

8. 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, the Liquidation Trust, the NRF and Amalgamated, as well as each of their respective successors and assigns, and any trustee appointed in these cases.

9. 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.

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10. 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:

March 25, 2014

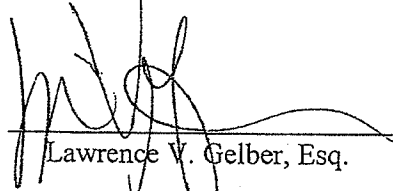
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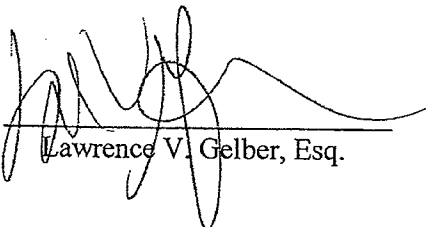
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