

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
HONORABLE GLORIA M. BURNS
CASE NO. 13-34483 (GMB)

In re:

RIH ACQUISITIONS NJ, LLC, *et al.*¹

Debtors-in-Possession.

Chapter 11
(Jointly Administered)

**DECLARATION OF MICHAEL J. HILL
WITH RESPECT TO THE TABULATION
OF VOTES ON THE DEBTORS' JOINT
PLAN OF LIQUIDATION**

Hearing Date and Time:

April 14, 2014, at 10:00 a.m.

I, MICHAEL J. HILL, declare pursuant to 28. U.S.C. § 1746:

1. I am a Senior Managing Consultant employed by Kurtzman Carson Consultants LLC (“KCC”), whose business address is 2335 Alaska Avenue, El Segundo, California 90245. I am over the age of 18 and not a party to this action.

2. On March 11, 2014, the United States Bankruptcy Court for the District of New Jersey (the “Court”) entered that certain *Order Approving the Debtors’ Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Advisor pursuant to 11 U.S.C. §§ 327 and 328, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Nunc Pro Tunc to February 1, 2014* [Docket No. 377].

3. On March 10, 2014, the Court entered that certain *Order: (A) Conditionally*

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).



Approving the Disclosure Statement for Solicitation Purposes Only; (B) Scheduling a Joint Hearing to Determine the Adequacy of the Disclosure Statement Pursuant to 11 U.S.C. § 1125(B) and Confirmation of the Joint Plan of Liquidation; (C) Approving Notice and Objection Procedures With Respect to Adequacy of the Disclosure Statement and Plan Confirmation; (D) Fixing a Record Date for Voting and 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 [Docket No. 372] (the “Disclosure Statement Order”) establishing, among other things, certain solicitation and voting tabulation procedures.

4. KCC worked with the Debtors and their counsel and other professionals to solicit votes to accept or reject the *Debtors’ Joint Plan of Liquidation* [Docket No. 355] (the “Plan”) and to tabulate the ballots of creditors voting to accept or reject the Plan. Except as otherwise noted, I could and would testify to the following based upon my personal knowledge. I am authorized to submit this Declaration on behalf of KCC.

5. KCC has considerable experience in soliciting and tabulating votes to accept or reject proposed chapter 11 plans.

A. Service and Transmittal of Solicitation Packages and Related Information

6. On March 14, 2014, KCC caused to be served Solicitation Packages (as defined in the Disclosure Statement Order²) on all known members of Class 3 in accordance with the Disclosure Statement Order. Additionally, KCC caused to be served (i) the Notice of Non-Voting Status and the Joint Hearing Notice on all Non-Voting Classes including Class 1, Class 2, Class 4, Administrative Expense Claims, Professional Compensation and Reimbursement

² Terms not otherwise described herein shall have the meanings ascribed to them in the Disclosure Statement Order.

Claims, Priority Tax Claims, DIP Credit Agreement Claims, among others, as set forth in the Disclosure Statement Order, and (ii) the Joint Hearing Notice on the creditor matrix. A certificate evidencing the service of the foregoing was filed with the Court on March 21, 2014 [Docket No. 391].

B. The Tabulation Process

7. The Disclosure Statement Order established March 10, 2014 as the record date (the “Record Date”) for determining which creditors and holders of interests were entitled to receive Solicitation Packages and, where applicable, vote on the Plan. Pursuant to the Disclosure Statement Order, holders of claims in Class 3 (General Unsecured Claims) (the “Voting Class”) were entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

8. Pursuant to the Disclosure Statement Order, KCC relied on the Debtors’ Schedules of Assets and Liabilities and the claims information pertaining to the Debtors’ Chapter 11 cases as reflected in KCC’s systems in order to identify the holders of claims entitled to vote to accept or reject the Plan.

9. Using the information outlined above, and with specific guidance and approval from Debtors’ counsel, KCC created a voting database reflecting the names of holders in the Voting Class, addresses of such holders, voting amounts and classification of claims in the Voting Class.

10. Using its KCC CaseView voting database (“KCC CaseView”), KCC generated ballots for holders of claims entitled to vote to accept or reject the Plan. The Disclosure Statement Order established April 7, 2014, at 5:00 p.m. (prevailing Eastern Time) as the deadline for receiving ballots to accept or reject the Plan (the “Voting Deadline”).


- b. Not Signed Any Ballot that was not executed;
- c. Ambiguous Any Ballot that was illegible or contains insufficient or ambiguous information regarding the acceptance or rejection of the Plan;
- d. Abstained Any Ballot that failed to indicate any acceptance or rejection of the Plan, or that indicated both acceptance and rejection of the Plan; and/or
- e. Non-Voting Any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan.

Conclusion

16. To the best of my knowledge, information and belief, the foregoing information concerning the distribution, submission and tabulation of ballots in connection with the Plan is true and accurate. The ballots received by KCC are stored at KCC's office and are available for inspection by or submission to this Court.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: April 9, 2014



Michael J. Hill
Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245
Phone: (310) 823-9000

Exhibit A

In re RIH Acquisitions NJ, LLC, et al.
Class 3 Ballot Summary Report

Class	Class Name	Unacceptable Votes	Members Voted	Members Accepted	Members Rejected	Percentage of Members Accepted	Percentage of Members Rejected	Total Amount Voted	Amount Accepted	Amount Rejected	Percentage of Amount Accepted	Percentage of Amount Rejected
3	General Unsecured Claims	4	75	70	5	93.33%	6.67%	\$31,400,980.30	\$31,328,132.13	\$72,848.17	99.77%	0.23%

In re RIH Acquisitions NJ, LLC, et al.
 Detailed Ballot Report for Class 3

Ballot Number	Date Filed	Name	Class	Voting Amount	Vote
48	03/31/2014	A & M INDUSTRIAL SUPPLY	3 - General Unsecured Claims	\$3,913.70	Reject
9	03/26/2014	ACCU STAFFING SERVICES	3 - General Unsecured Claims	\$119.20	Accept
41	03/28/2014	AMERICAN GAMING AND ELECTRIC INC.	3 - General Unsecured Claims	\$3,818.41	Accept
47	03/31/2014	American Hotel Register Co.	3 - General Unsecured Claims	\$5,121.29	Accept
39	03/28/2014	ASSOCIATE REFRIGERATION	3 - General Unsecured Claims	\$2,786.28	Accept
4	03/24/2014	ATLANTIC CITY SPECIAL EVENTS PARTY	3 - General Unsecured Claims	\$1,454.00	Accept
75	04/07/2014	Bally Gaming, Inc. d/b/a Bally Technologies	3 - General Unsecured Claims	\$665,600.20	Accept
63	04/02/2014	BILLOWS ELECTRIC SUPPLY CO., INC.	3 - General Unsecured Claims	\$6,429.41	Accept
43	03/31/2014	BINGO OUTLET	3 - General Unsecured Claims	\$2,407.12	Accept
71	04/04/2014	CALVI ELECTRIC CO.	3 - General Unsecured Claims	\$11,822.43	Accept
53	04/01/2014	Central Credit, LLC (a subsidiary of Global Cash Access, Inc.)	3 - General Unsecured Claims	\$5,280.00	Accept
17	03/26/2014	DACA VI, LLC	3 - General Unsecured Claims	\$500.37	Accept
10	03/26/2014	DACA VI, LLC	3 - General Unsecured Claims	\$21,124.43	Accept
16	03/26/2014	DACA VI, LLC	3 - General Unsecured Claims	\$300.00	Accept
15	03/26/2014	DACA VI, LLC	3 - General Unsecured Claims	\$3,000.00	Accept
19	03/26/2014	DACA VI, LLC	3 - General Unsecured Claims	\$21,264.11	Accept
20	03/26/2014	DACA VI, LLC	3 - General Unsecured Claims	\$1,108.00	Accept
18	03/26/2014	DACA VI, LLC	3 - General Unsecured Claims	\$997.74	Accept
44	03/31/2014	DI BRUNO BROS INC.	3 - General Unsecured Claims	\$822.00	Accept
36	03/28/2014	DOLCISSIMO DESSERTS	3 - General Unsecured Claims	\$1,503.50	Accept
14	03/26/2014	Donnamarie Biller	3 - General Unsecured Claims	\$36.73	Accept
57	04/02/2014	DOUGLASS INDUSTRIES INC	3 - General Unsecured Claims	\$3,116.92	Accept
72	04/07/2014	EVERGREEN CONSOLIDATED, LLC	3 - General Unsecured Claims	\$963.00	Accept
7	03/26/2014	EXPRESS ENTERTAINMENT INC.	3 - General Unsecured Claims	\$294.25	Accept
69	04/03/2014	Farmer Brothers Co.	3 - General Unsecured Claims	\$55,542.16	Reject
56	04/02/2014	FILLING MARBLE & TILE, INC.	3 - General Unsecured Claims	\$2,118.60	Accept
66	04/02/2014	FINELITE PRODUCTION SERV. INC.	3 - General Unsecured Claims	\$1,423.10	Accept
24	03/26/2014	Fish with Feet, LLC	3 - General Unsecured Claims	\$1,000.00	Reject
37	03/28/2014	FORMICA BROTHERS BAKERY	3 - General Unsecured Claims	\$8,448.04	Accept
29	03/26/2014	FORTUNE GYPSUM PRODUCTS INC.	3 - General Unsecured Claims	\$431.42	Reject
6	03/26/2014	Fox Rothschild LLP	3 - General Unsecured Claims	\$8,696.55	Accept

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Ballot Number	Date Filed	Name	Class	Voting Amount	Vote
2	03/24/2014	FRANKLIN MACHINE PRODUCTS INC	3 - General Unsecured Claims	\$861.39	Accept
1	03/24/2014	GIOVANETTI SHULMAN ASSOCIATES	3 - General Unsecured Claims	\$5,000.00	Accept
54	04/01/2014	Global Cash Access, Inc.	3 - General Unsecured Claims	\$54,522.64	Accept
50	03/31/2014	GLOBAL EXPORTS INC.	3 - General Unsecured Claims	\$265.50	Accept
52	03/31/2014	H.A. STEEN INDUSTRIES, INC.	3 - General Unsecured Claims	\$11,571.20	Accept
31	03/26/2014	HEARTLAND FOOD PRODUCTS INC.	3 - General Unsecured Claims	\$513.00	Accept
61	04/02/2014	Hubert Company LLC	3 - General Unsecured Claims	\$234.07	Accept
55	04/02/2014	IGT	3 - General Unsecured Claims	\$292,018.62	Accept
62	04/02/2014	INTELLIGENCER PRINTING COMPANY	3 - General Unsecured Claims	\$3,210.04	Accept
28	03/26/2014	Interstate Outdoor Advertising, L.P.	3 - General Unsecured Claims	\$42,225.21	Accept
30	03/26/2014	JEAN M. LASKO	3 - General Unsecured Claims	\$355.00	Accept
45	03/31/2014	JERSEY OUTDOOR MEDIA, LLC	3 - General Unsecured Claims	\$9,500.00	Accept
32	03/26/2014	JEWISH TIMES OF SOUTH JERSEY	3 - General Unsecured Claims	\$874.62	Accept
22	03/26/2014	JOSEPH FAZZIO INC.	3 - General Unsecured Claims	\$1,023.80	Accept
27	03/26/2014	KMS PRINTING AND GRAPHICS INC	3 - General Unsecured Claims	\$11,960.89	Reject
64	04/02/2014	LISA CUNDIFF	3 - General Unsecured Claims	\$225.00	Accept
40	03/28/2014	MARK IT SMART, INC	3 - General Unsecured Claims	\$146,829.62	Accept
35	03/27/2014	MATERIAL HANDLING SUPPLY, INC.	3 - General Unsecured Claims	\$2,931.23	Accept
70	04/03/2014	National Retirement Fund	3 - General Unsecured Claims	\$29,015,548.00	Accept
65	04/02/2014	NELBUD POWER CLEANING INC	3 - General Unsecured Claims	\$56,939.21	Accept
23	03/26/2014	PARIS PRODUCE CO	3 - General Unsecured Claims	\$66,183.18	Accept
34	03/27/2014	Patsys of New York Franchise, LLC	3 - General Unsecured Claims	\$279,928.00	Accept
3	03/24/2014	PGN/MASCO COMMUNICATIONS INC	3 - General Unsecured Claims	\$2,811.50	Accept
38	03/28/2014	PROGRESSIVE GOURMET INC.	3 - General Unsecured Claims	\$1,348.26	Accept
49	03/31/2014	R2Architects, Llc	3 - General Unsecured Claims	\$16,201.84	Accept
67	04/02/2014	REPRO CENTER	3 - General Unsecured Claims	\$167.99	Accept
26	03/26/2014	Rich Fire Protection Co, Inc	3 - General Unsecured Claims	\$27,929.13	Accept
42	03/28/2014	S.O.M.A COMPUTER, INC	3 - General Unsecured Claims	\$28,788.75	Accept
59	04/02/2014	SADDLE RIVER TRAILS	3 - General Unsecured Claims	\$7,200.00	Accept
68	04/02/2014	Samuels & Son Seafood Co.	3 - General Unsecured Claims	\$3,111.88	Accept
13	03/26/2014	SHC Holdings, LLC	3 - General Unsecured Claims	\$5,286.40	Accept

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 Detailed Ballot Report for Class 3**

Ballot Number	Date Filed	Name	Class	Voting Amount	Vote
74	04/07/2014	SHFL ENTERTAINMENT INC.	3 - General Unsecured Claims	\$25,443.86	Accept
12	03/26/2014	SHORE SIGN SERVICE, INC.	3 - General Unsecured Claims	\$65,733.00	Accept
51	03/31/2014	Soltz Paint Inc.	3 - General Unsecured Claims	\$1,017.32	Accept
11	03/26/2014	SOOO SPECIAL, INC.	3 - General Unsecured Claims	\$35,465.15	Accept
46	03/31/2014	SURVEILLANCE SYSTEM INTEGRATIO	3 - General Unsecured Claims	\$10,432.88	Accept
73	04/07/2014	SUSAN & RICHARD YOUNG	3 - General Unsecured Claims	\$300,000.00	Accept
25	03/26/2014	Tab Shredding, Inc.	3 - General Unsecured Claims	\$490.87	Accept
21	03/26/2014	TIME CLOCKS USA	3 - General Unsecured Claims	\$568.50	Accept
5	03/24/2014	TITANIC CONTROLS INC	3 - General Unsecured Claims	\$6,068.67	Accept
76	04/07/2014	TLS Electronics, Inc. D/B/A Time Lapse Supply	3 - General Unsecured Claims	\$855.77	Accept
58	04/02/2014	Trimar, Inc. DBA Dolcissimo Desserts	3 - General Unsecured Claims	\$1,015.13	Accept
33	03/26/2014	WEEKS LERMAN GROUP LLC	3 - General Unsecured Claims	\$10,375.22	Accept
60	04/02/2014	WMGM TV40	3 - General Unsecured Claims	\$6,505.00	Accept

Exhibit B

In re RIH Acquisitions NJ, LLC, et al.
Report of Untabulated Ballots

Ballot Number	Date Filed	Name	Class	Voting Amount	Reason Unacceptable
8	03/26/2014	DACA VI, LLC	3 - General Unsecured Claims	\$1,788.19	Abstained
79	04/08/2014	KGM Gaming	3 - General Unsecured Claims	\$35,352.80	Late-Filed
78	04/08/2014	RICH SERVICES	3 - General Unsecured Claims	\$2,247.00	Late-Filed
77	04/07/2014	SUSAN & RICHARD YOUNG	3 - General Unsecured Claims	\$1.00	Non-Voting