

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

**ATTORNEY FEE APPLICATION COVER SHEET**

IN RE: APPLICANT:  
Imperial Capital, LLC  
RIH ACQUISITIONS NJ, LLC, *et al.*,<sup>1</sup>  
CASE NO.: 13-34483 (GMB) CLIENT: Debtors  
CHAPTER: 11 CASES FILED: November 6, 2013

COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION  
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.

RETENTION ORDER ATTACHED.

/s/ Steven Cramer 5/15/2014  
STEVEN CRAMER Date

**SECTION I  
FEE SUMMARY**

Final Fee Statement Covering the Period  
November 6, 2013 through May 8, 2014:

Total Previous Fees and Expenses Requested:	\$669,959.43
February, March and April 2014 Monthly Advisory Fees <sup>3</sup>	\$200,000.00
Transaction Fee <sup>4</sup>	\$600,000.00
Reimbursable Expenses February – April 2014	\$2,136.52
Less – Total Received to Date (includes retainer and expense deposit) <sup>2</sup>	<u>(\$568,333.33)</u>
<b>Total Unpaid Fees &amp; Expenses Due:</b>	<b>\$903,762.62</b>

<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).

<sup>2</sup> Imperial Capital received a \$100,000 fee retainer, of which \$16,666.67 was credited through November 6, 2013 (the “Petition Date”), leaving \$83,333.33 as of the Petition Date, which it credited against the November monthly fee statement. Imperial also has a \$25,000 expense deposit, which has been credited against actual expenses.

<sup>3</sup> Includes monthly advisory fees of \$100,000 for February and \$50,000 per month for March and April 2014. Imperial Capital agreed to voluntarily reduce its monthly advisory fees during March and April of 2014 from \$100,000 per month to \$50,000 per month.

<sup>4</sup> Pursuant to its engagement letter, Imperial Capital is to receive a Transaction Fee of \$600,000 related to the closing of the sale of the Atlantic Club Casino. Although not reflected in this fee application, Imperial Capital performed hundreds of hours of work pre-petition as part of the sale process, including population of a dataroom, preparation of marketing materials, preparation of contact lists for potential buyers, and preparation of various analysis, summaries and forecasts related to the business and operations of the Debtors. In addition, during the period prior to the Petition Date, Imperial Capital engaged in discussions with multiple potential buyers, including the two parties eventually selected as the successful buyers in the 363 sale of the Debtors’ real estate and gaming assets.



Name of Professional	Title	Hours
Steven Cramer	Managing Director	258.0
Scott Farnsworth	Senior Vice President	228.5
Justin Byrne	Associate	321.5
Yan Zhang	Analyst	63.5
<b>Total</b>		<b>871.5</b>

Per Engagement Letter dated May 3, 2013;

Transaction Fee: \$600,000.00

Financing Fee (2.5% of Debt Arranged): \$375,000.00

Monthly Advisory Fees: \$483,333.33

Expense Reimbursement: \$13,762.62

Less – Fees & Expenses Paid to Date (includes retainer and expense deposit): (\$568,333.33)

**Total Fee Application: \$903,762.62**

**SECTION II  
SUMMARY OF SERVICES**

<b>Services Rendered</b>		<b>Hours</b>
A	Asset Analysis and Recovery	13.0
B	Asset/Business Disposition	547.0
C	Business Operations	-
D	Case Administration	55.0
E	Claims Administration and Objections	-
F	Due Diligence	9.0
G	Employee Benefits/Pensions	48.5
H	Fee/Employment Applications	20.5
I	Fee/Employment Objections	-
J	Financing	83.5
K	Litigation (Other than Avoidance Action Litigation)	-
L	Avoidance Action Litigation	-
M	Meetings of Creditors	-
N	Plan and Disclosure Statement	-
O	Relief from Stay Proceedings	-
P	Regulatory Compliance	-
Q	Travel	66.0
R	Accounting/Auditing	-
S	Business Analysis	16.0
T	Corporate Finance and Valuation	13.0
U	Data Analysis	-
V	Litigation Consulting	-
W	Reconstruction Accounting	-
X	Tax Issues	-
Y	Other (specify category)	-
	<b>Total</b>	<b>871.5</b>

**SECTION III**  
**SUMMARY OF DISBURSEMENTS (November 6, 2013 – May 8, 2014)**

Disbursements	Amount
a) Computer Assisted Legal Research	\$0.00
b) Facsimile (with rates) Rate per Page \$1.00 (Max. \$1.00/pg.)	\$0.00
c) Long Distance Telephone	\$0.00
d) In-House Reproduction	\$0.00
e) Outside Reproduction	\$0.00
f) Outside Research	\$0.00
g) Filing/Court Fees	\$0.00
h) Court Reporting	\$0.00
i) Travel	\$13,762.52
j) Courier & Express Carriers (e.g., Federal Express) Federal Express	\$0.00 \$0.00
k) Postage	\$0.00
l) Other (Explain):	
Transcript of Testimony	\$0.00
Copy of Official Documents	\$0.00
Lien/Litigation Work	\$0.00
Luncheon/Dinner Conference	\$0.00
Corporate Document Retrieval	\$0.00
Overtime	\$0.00
<b>DISBURSEMENTS TOTAL</b>	<b>\$13,762.52</b>

**SECTION IV  
CASE HISTORY**

(NOTE: Items (3) through (6) are not applicable to applications under 11 U.S.C. § 506)

- (1) Date cases filed: November 6, 2013.
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: Order signed December 2, 2013, effective November 6, 2013 (Annex copy of order(s).) **See Exhibit A.**  
If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:
  - (a) Imperial Capital, LLC (“Imperial”) acted as financial advisor to the Debtors during the Fee Period and during the period prior to the Petition Date. As the Debtor’s investment banker, Imperial rendered a broad range of professional services to the Debtors that included, among other things as more fully outlined in Section (c) below, raising Debtor in Possession financing that allowed for an orderly sale of the Debtor’s assets and completing a broad based comprehensive marketing of the Debtors assets that resulted in approximately \$25 million of proceeds to the estate. The services that Imperial performed were substantial and necessary for this chapter 11 case. Imperial collaborated with Cole, Schotz, Meisel, Forman & Leonard P.A. (“Cole Schotz”) and Willkie Farr & Gallagher LLP (“Willkie”), the Debtors’ legal counsel on a wide range of case issues and negotiations. In addition, Imperial worked extensively with the Official Committee of Unsecured Creditors (the “Committee”) and their professionals including Pricewaterhouse Coopers LLP (“PWC”).
  - (b) Imperial does not maintain, in the normal course of providing financial advisory and investment banking services to its clients, detailed written time records, and

does not bill its clients based on the number of hours expended by its professionals. However, Imperial has maintained written records in half hour increments of the time expended by its professionals in providing professional services to the Debtors.

- (c) Both Pre- and Post-Petition, Imperial actively assisted the Debtors on a number of matters including: (i) preparation of solicitation materials with respect to obtaining DIP financing and subsequent approval by the Court of such financing; (ii) assisting the Debtors in the preparation of its transaction offering materials; (iii) identifying and contacting potential buyers for the transaction and furnishing them, on behalf of the Debtors, with copies of transaction offering materials; (iv) preparing and managing an extensive online due diligence data site and responding to various diligence requests from potential buyers; (v) assisting management with presentations to potential buyers and their prospective financing sources; (vi) participating in and negotiating with key potential buyers during the live auction process; (vii) preparing materials for, sourcing potential buyers for, and effectuating sale of the CRDA bonds; (viii) preparing weekly cash flow forecast and variance analyses as required by the Debtors' DIP credit facility agreement and to assist the Debtors in managing very tight liquidity throughout the case; (ix) assisting the Debtors in the development and negotiation of a key employee incentive plan and subsequent approval by the Court of such plan; and (x) interacting with the Committee through its financial advisor (PWC) to provide regular communication regarding marketing efforts, the sale process, current and forecasted liquidity and various other financial advisory services required to fulfill

information and due diligence requests. More specifically, Imperial performed the following:

- (i) Marketing Process for Property & Gaming Assets – Imperial contacted and negotiated with potential buyers in connection with the sale of the Debtors’ assets. Imperial spent significant time communicating with potential buyers in order to make sure each was properly informed of process, necessary documentation / deposits required for bidding and pricing guidance for asset purchase. Further, Imperial actively participated in analyzing closing mechanics and proper cash flow waterfalls to ensure proper paydown of claims for the Debtors;
- (ii) Sourced Debtor in Possession Financing – Imperial worked both pre and post-petition to source, negotiate and effectuate a Debtor in Possession Financing that met the cash needs of the estate throughout the Chapter 11 process. As part of this process, Imperial prepared a detailed 13-week cash flow model and weekly cash updates for the Debtor in Possession lender to keep them abreast of all cash needs of the Company and any variances with the agreed upon budget;
- (iii) Marketing Process for CRDA Bonds – Imperial worked with the Company’s regulatory counsel (Duane Morris, LLP) to prepare marketing materials and source potential buyers for the CRDA Bonds. Imperial used its sales force, who are in contact with over 1,500 accounts on a daily basis to drive incremental value to the estate; and
- (iv) Testimony & Deposition – Imperial served as a witness during the sale hearing on December 23, 2013 and the Key Employee Incentive Plan hearing on December 16, 2013.

**INVOICES ITEMIZING SERVICES RENDERED AND OUT-OF-POCKET EXPENSES INCURRED ARE ATTACHED AS EXHIBITS “B” AND “C”, RESPECTIVELY.**

- (5) Anticipated distribution to creditors:
  - (a) Administration expense: Expected to be paid in full in accordance with the terms of the Plan of Liquidation.
  - (b) Secured creditors: Expected to be paid in full in accordance with the terms of the Plan of Liquidation.
  - (c) Priority creditors: Expected to be paid in full in accordance with the terms of the Plan of Liquidation.
  - (d) General unsecured creditors: Expected to receive their Pro Rata Share (as defined in the Plan of Liquidation) of the Liquidation Trust Assets (as defined in the Plan of Liquidation) after the Liquidation Trust Assets have been liquidated and after

all costs and expenses of the Liquidation Trust (as defined in the Plan of Liquidation) have been paid in full in accordance with the terms of the Plan of Liquidation. Final disposition of case and percentage of dividend paid to creditors (if applicable). Final dividend percentages are unknown at this time.



# **EXHIBIT A**



UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
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	
In re:	Case No. 13-34483 (GMB)
RIH ACQUISITIONS NJ, LLC, <i>et al.</i> , <sup>1</sup>	Judge: Hon. Gloria M. Burns
Debtors-in-Possession.	Chapter 11 (Jointly Administered)

**ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF IMPERIAL CAPITAL,  
LLC AS FINANCIAL ADVISOR AND INVESTMENT BANKER TO THE DEBTORS  
NUNC PRO TUNC TO THE FILING DATE AND MODIFYING TIMEKEEPING  
REQUIREMENTS SET FORTH IN LOCAL RULE 2016-1,  
TO THE EXTENT APPLICABLE**

The relief set forth on the following pages, numbered two (2) through five (5), is hereby **ORDERED.**

**DATED: 12/2/2013**

  
\_\_\_\_\_  
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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Debtors: RIH ACQUISITIONS NJ, LLC, *et al.*  
Case No.: 13-34483 (GMB)  
Caption of Order: ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF IMPERIAL CAPITAL, LLC AS FINANCIAL ADVISOR AND INVESTMENT BANKER TO DEBTORS *NUNC PRO TUNC* TO THE FILING DATE, AND MODIFYING TIMEKEEPING REQUIREMENTS SET FORTH IN LOCAL RULE 2016-1, TO THE EXTENT APPLICABLE

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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 “**Debtors**”) upon an Application (the “**Application**”)<sup>2</sup> for entry of an Order approving the Debtors’ retention of Imperial Capital, LLC (“**Imperial**”) as their financial advisor and investment banker in these proceeding pursuant to 11 U.S.C. §§ 327(a) and 328(a), *nunc pro tunc* to November 6, 2013 (the “**Filing Date**”); and the Court having considered the Application and the Affidavit of Steven Cramer, Managing Director of Imperial (the “**Cramer Declaration**”), in support thereof; and the Court being satisfied that Imperial does not hold or represent any interest adverse to the Debtors, their estates or creditors, and is a disinterested person within the meaning of Sections 327 and 101(14) of the Bankruptcy Code, and that said employment would be in the best interest of the estates; and notice of the proposed retention having been given in accordance with the requirements of D.N.J. LBR 2014-1(a), as evidenced by the Certificate of Compliance with D.N.J. LBR 2014 1(a); and for other good cause shown,

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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 Application.

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Debtors: RIH ACQUISITIONS NJ, LLC, *et al.*  
Case No.: 13-34483 (GMB)  
Caption of Order: ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF IMPERIAL CAPITAL, LLC AS FINANCIAL ADVISOR AND INVESTMENT BANKER TO DEBTORS *NUNC PRO TUNC* TO THE FILING DATE, AND MODIFYING TIMEKEEPING REQUIREMENTS SET FORTH IN LOCAL RULE 2016-1, TO THE EXTENT APPLICABLE

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IT IS ORDERED as follows:

1. In accordance with Sections 327(a) and 328(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain Imperial as their financial advisor and investment banker on the terms set forth in the Engagement Letter, and to pay fees to Imperial on the terms and at the times specified in the Engagement Letter *nunc pro tunc* to the Filing Date.

2. The terms of the Engagement Letter are “reasonable” as such term is used in Section 328(a) of the Bankruptcy Code and Imperial shall be compensated in accordance with the terms of the Engagement Letter, subject to paragraph 3 hereof, in the amounts, at the times and in the manner set forth in the Engagement Letter.

3. Imperial will file fee applications for allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in Sections 330 and 331 of the Bankruptcy Code; provided, however, the fee applications filed by Imperial shall be subject to review only pursuant to the standard of review set forth in section 328(a) of the Bankruptcy Code and not subject to the standard of review set forth in section 330 of the Bankruptcy Code.

4. Notwithstanding the preceding paragraph of this Order and any provision to the contrary in the Application or the Engagement Letter, the United States Trustee shall have the right to object to Imperial’s request(s) for interim and final compensation and reimbursement based on the reasonableness standard provided in Section 330 of the Bankruptcy Code.

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Debtors: RIH ACQUISITIONS NJ, LLC, *et al.*  
Case No.: 13-34483 (GMB)  
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5. Imperial is entitled to reimbursement by the Debtors for reasonable expenses incurred in these Chapter 11 cases subject to the terms and conditions set forth in the Engagement Letter.

6. The requirements under Local Rule 2016-1 are hereby modified, to the extent applicable, such that Imperial is excused from compliance with such requirements and is required to maintain time records in half-hour (0.5) increments setting forth, in a summary format, a description of the services rendered by each professional and the amount of time spent on each date by each such individual in rendering services on behalf of the Debtors.

7. The indemnification provisions in the Engagement Agreement (“**Indemnification Agreement**”) are approved, subject during the pendency of these Chapter 11 cases to the following:

- (a) Imperial shall not be entitled to indemnification, contribution or reimbursement pursuant to the Engagement Letter for services, unless such services and the indemnification, contribution or reimbursement therefore are approved by the Court.
- (b) Notwithstanding any provision of the Engagement Letter to the contrary, the Debtors shall have no obligation to indemnify Imperial, or provide contribution or reimbursement to Imperial, for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen from Imperial’s gross negligence or willful misconduct, (ii) for a contractual dispute in which the Debtors allege the breach of Imperial’s contractual obligations unless the Court determines that indemnification, contribution or reimbursement would be permissible pursuant to *In re United Artists Theatre Company, et al.*, 315 F.3d 217 (3d Cir. 2003); or (iii) settled prior to a judicial determination as to Imperial’s gross negligence or willful misconduct, but determined by this Court, after

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Debtors: RIH ACQUISITIONS NJ, LLC, *et al.*  
Case No.: 13-34483 (GMB)  
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notice and a hearing, to be a claim or expense for which Imperial should not receive indemnity, contribution or reimbursement under the terms of the Engagement Letter, as modified by this Order;

- (c) If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these cases (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing these chapter 11 cases, Imperial believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution and/or reimbursement obligations under the Engagement Letter (as modified by this Order), including without limitation the advancement of defense costs, Imperial must file an application therefore in this Court, and the Debtors may not pay any such amounts to Imperial before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by Imperial for indemnification, contribution or reimbursement and not a provision limiting the duration of the Debtors' obligation to indemnify Imperial; and
- (d) Any limitation on liability or any amounts to be contributed by the parties to the Engagement letter under the terms of the Engagement Letter shall be eliminated during the pendency of these chapter 11 cases.

8. This is a final Order pursuant to 28 U.S.C. § 158 and that notwithstanding the possible applicability of Rules 6004(h), 7062, 9014 of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation and enforcement of this Order.

## **EXHIBIT B**

### **HOURLY DETAIL BY PROFESSIONAL**

#### **APPLICATION PERIOD (NOVEMBER 6, 2013 – MAY 8, 2014)**

<b>Name of Professional</b>	<b>Title</b>	<b>Hours</b>
Steven Cramer	Managing Director	258.0
Scott Farnsworth	Senior Vice President	228.5
Justin Byrne	Associate	321.5
Yan Zhang	Analyst	63.5
<b>Total</b>		<b>871.5</b>

**RIH Acquisitions NJ, LLC**

Hours Expended by Steve Cramer ("SC")

Date	Day	Professional	Hours	Description
11/06/13	Wed	S. Cramer	0.5	Review and revise board presentation
11/06/13	Wed	S. Cramer	1.5	Calls/discussions with potential buyers
11/06/13	Wed	S. Cramer	2.0	Review DIP budget; related calls with lender and client; discussions with team
11/06/13	Wed	S. Cramer	1.5	Review DIP documentation - review drafts; calls with lender, client and counsel
11/06/13	Wed	S. Cramer	1.0	Review collateral analysis, schedules and budgets
11/07/13	Thu	S. Cramer	2.0	Calls/discussions with potential buyers
11/07/13	Thu	S. Cramer	1.5	Review presentation from KEIP consultant/call w/KEIP consultant and Debtor
11/07/13	Thu	S. Cramer	1.0	Review/modify application for employment and affidavit and conflicts check
11/07/13	Thu	S. Cramer	1.0	Review/revise bid process letter
11/07/13	Thu	S. Cramer	0.5	Update calls w/ Debtor
11/08/13	Fri	S. Cramer	0.5	Review DIP collateral analysis
11/08/13	Fri	S. Cramer	1.0	Review and comment on RIH marketing deck
11/08/13	Fri	S. Cramer	1.0	Calls/discussions with potential buyers
11/08/13	Fri	S. Cramer	1.5	Review bidding procedure/discussions with client
11/08/13	Fri	S. Cramer	0.5	Update calls w/ Debtor
11/10/13	Sun	S. Cramer	1.0	Review draft APA/process letter/send to potential buyers
11/11/13	Mon	S. Cramer	2.0	Calls/discussions with potential buyers
11/11/13	Mon	S. Cramer	1.0	Review client comments to marketing deck/revise
11/11/13	Mon	S. Cramer	0.5	Review revise conflicts check and affidavit for employment
11/11/13	Mon	S. Cramer	1.0	Review/discuss with counsel regulatory comments to bidding procedures
11/11/13	Mon	S. Cramer	1.0	Update calls w/ Debtor
11/12/13	Tue	S. Cramer	1.0	Review draft of bidding procedures
11/12/13	Tue	S. Cramer	0.5	Review list of parties to send bid procedures
11/12/13	Tue	S. Cramer	1.5	Calls/discussions with potential buyers
11/12/13	Tue	S. Cramer	1.5	Review/calls on draft KEIP report
11/12/13	Tue	S. Cramer	0.5	Update calls w/ Debtor
11/13/13	Wed	S. Cramer	1.0	Review/calls on draft KEIP report
11/13/13	Wed	S. Cramer	1.0	Review October monthly financials
11/13/13	Wed	S. Cramer	1.0	Calls/discussions with potential buyers
11/13/13	Wed	S. Cramer	0.5	Update calls w/ Debtor
11/14/13	Thu	S. Cramer	1.0	Review KEIP report/calls /discussion with team
11/14/13	Thu	S. Cramer	1.5	Calls/discussions with potential buyers
11/14/13	Thu	S. Cramer	0.5	Update calls w/ Debtor
11/15/13	Fri	S. Cramer	2.0	Calls/discussions with potential buyers
11/15/13	Fri	S. Cramer	0.5	Discussions w/sponsor on KEIP
11/15/13	Fri	S. Cramer	1.5	Call w/creditors committee
11/15/13	Fri	S. Cramer	1.0	Review/comment on process summary
11/15/13	Fri	S. Cramer	0.5	Update calls w/ Debtor
11/15/13	Fri	S. Cramer	0.5	Status call with S. Farnsworth
11/15/13	Fri	S. Cramer	0.5	Time-keeping
11/17/13	Sun	S. Cramer	1.5	Call w/PWC/Klehr and follow up review
11/17/13	Sun	S. Cramer	1.0	Review draft forecast model from company
11/17/13	Sun	S. Cramer	0.5	Review email correspondence re: bid procedures and potential buyers
11/18/13	Mon	S. Cramer	1.0	Call with PWC (Committee Advisor) and internal followup
11/18/13	Mon	S. Cramer	2.0	Calls/discussions with potential buyers
11/18/13	Mon	S. Cramer	0.5	Review and comment on latest draft of RIH marketing deck
11/18/13	Mon	S. Cramer	1.0	Review draft of weekly compliance reporting/discuss internally and with client
11/18/13	Mon	S. Cramer	0.5	Review latest draft of KIP
11/18/13	Mon	S. Cramer	0.5	Update calls w/ Debtor
11/19/13	Tuesday	S. Cramer	1.0	Review latest draft of KEIP, motion and declarations
11/19/13	Tuesday	S. Cramer	1.0	Review materials to be sent to PWC pursuant to information request
11/19/13	Tuesday	S. Cramer	0.5	Review latest draft of forecast from the company
11/19/13	Tuesday	S. Cramer	0.5	Conference call w/Mercer/Cole on KEIP
11/19/13	Tuesday	S. Cramer	0.5	Review and comment on latest draft of RIH marketing deck
11/19/13	Tuesday	S. Cramer	1.0	Calls/discussions with potential buyers
11/19/13	Tuesday	S. Cramer	0.5	Update calls w/ Debtor
11/19/13	Tuesday	S. Cramer	1.0	Call with S. Farnsworth & J. Byrne to discuss sale process and review of initial bid
11/20/13	Wednesday	S. Cramer	1.0	Calls/discussions with potential buyers
11/20/13	Wednesday	S. Cramer	1.5	Review latest draft of KEIP, motion and declarations; review data in support of SF declaration
11/20/13	Wednesday	S. Cramer	1.0	Call w/PWC re: review of 13 week and long range forecast
11/20/13	Wednesday	S. Cramer	0.5	Review draft of weekly DIP compliance report
11/20/13	Wednesday	S. Cramer	0.5	Update calls w/ Debtor
11/21/13	Thursday	S. Cramer	1.5	Review, discuss internally and provide response to UST comments to IC retention order
11/21/13	Thursday	S. Cramer	0.5	Review revised reporting format for DIP budget compliance
11/21/13	Thursday	S. Cramer	1.0	Calls/discussions with potential buyers
11/21/13	Thursday	S. Cramer	0.5	Update calls w/ Debtor
11/22/13	Friday	S. Cramer	0.5	Review UCC proposal on changes to DIP terms; discuss internally
11/22/13	Friday	S. Cramer	1.0	Calls/discussions with potential buyers
11/22/13	Friday	S. Cramer	0.5	Update calls w/ Debtor
11/22/13	Friday	S. Cramer	1.0	Review proposal from potential buyer/conference call with buyer
11/22/13	Friday	S. Cramer	0.5	Time-keeping
11/25/13	Monday	S. Cramer	1.0	Call w/Debtor and counsel to discuss preparation of wind down budget
11/25/13	Monday	S. Cramer	0.5	Internal discussions re: preparation of wind down budget
11/25/13	Monday	S. Cramer	1.5	Calls/discussions with potential buyers
11/25/13	Monday	S. Cramer	0.5	Update call w/sponsor



**RIH Acquisitions NJ, LLC**

Hours Expended by Steve Cramer ("SC")

Date	Day	Professional	Hours	Description
11/25/13	Monday	S. Cramer	0.5	Update calls w/ Debtor
11/26/13	Tuesday	S. Cramer	1.0	Review indication from potential buyer/call with buyer's counsel to discuss
11/26/13	Tuesday	S. Cramer	0.5	Calls/discussions with potential buyers
11/26/13	Tuesday	S. Cramer	0.5	Update calls w/ Debtor
11/26/13	Tuesday	S. Cramer	0.5	Review KEIP discovery request from UCC
11/27/13	Wednesday	S. Cramer	1.0	Call w/UCC and internal follow-up re: buyer update, DIP, KEIP, information requests
11/27/13	Wednesday	S. Cramer	0.5	Review draft of wind-down budget
11/27/13	Wednesday	S. Cramer	0.5	Discussions w/team re: preparation of KEIP document request by UCC
11/27/13	Wednesday	S. Cramer	0.5	Calls/discussions with potential buyers
11/27/13	Wednesday	S. Cramer	0.5	Update call w/sponsor
11/28/13	Thursday	S. Cramer	0.5	Review emails re: KEIP document request
11/29/13	Friday	S. Cramer	1.0	Review draft APA submitted by potential buyer
11/29/13	Friday	S. Cramer	1.0	Internal status call
11/29/13	Friday	S. Cramer	0.5	Review materials prepared for KEIP document request
11/29/13	Friday	S. Cramer	0.5	Time-keeping
12/01/13	Sun	S. Cramer	0.5	Call Debtors' counsel to discuss potential stalking horse bid
12/01/13	Sun	S. Cramer	0.5	Review draft of wind-down budget
12/02/13	Mon	S. Cramer	0.5	Update call w/client
12/02/13	Mon	S. Cramer	3.0	Calls/correspondence w/potential buyers; update team
12/02/13	Mon	S. Cramer	0.5	Update call w/sponsor
12/02/13	Mon	S. Cramer	0.5	Call on KEIP motion
12/02/13	Mon	S. Cramer	1.0	Call w/UCC on KEIP
12/02/13	Mon	S. Cramer	0.5	Review DIP reporting
12/03/13	Tue	S. Cramer	2.0	Calls/correspondence w/potential buyers; update team
12/03/13	Tue	S. Cramer	0.5	Review information request from UCC
12/03/13	Tue	S. Cramer	0.5	Update call w/client
12/03/13	Tue	S. Cramer	0.5	Review UST request on KEIP motion
12/03/13	Tue	S. Cramer	0.5	Status call w/DIP lender on stalking horse
12/04/13	Wed	S. Cramer	1.0	Review document production and discussions w/counsel for UCC KEIP request
12/04/13	Wed	S. Cramer	2.0	Calls/correspondence w/potential buyers; update team
12/04/13	Wed	S. Cramer	0.5	Update call w/client
12/04/13	Wed	S. Cramer	0.5	Review draft KEIP response to UST
12/05/13	Thu	S. Cramer	2.0	Discussions on KEIP info request; review related correspondence
12/05/13	Thu	S. Cramer	1.5	Calls/correspondence w/potential buyers; update team
12/05/13	Thu	S. Cramer	0.5	Review APA from potential buyer
12/05/13	Thu	S. Cramer	0.5	Call w/UCC re: cash flow projections
12/05/13	Thu	S. Cramer	0.5	Update call w/sponsor
12/06/13	Fri	S. Cramer	0.5	Update call w/client
12/06/13	Fri	S. Cramer	3.0	Calls/correspondence w/potential buyers; update team
12/06/13	Fri	S. Cramer	1.0	Call with counsel re KEIP and deposition schedule
12/06/13	Fri	S. Cramer	0.5	Call with counsel re potential buyer APA
12/09/13	Mon	S. Cramer	0.5	Review UCC counter proposal to KEIP
12/09/13	Mon	S. Cramer	0.5	Call w/working group to discuss auction sale process and timeline
12/09/13	Mon	S. Cramer	2.0	Calls/correspondence w/potential buyers; update team
12/09/13	Mon	S. Cramer	0.5	Update call w/client
12/10/13	Tue	S. Cramer	1.0	Call with S. Farnsworth, J. Byrne and Y. Zhang on the sale process; recent discussions with prospective buyers
12/10/13	Tue	S. Cramer	0.5	Review draft of cost estimated for maintaining property
12/10/13	Tue	S. Cramer	1.5	Calls/discussions w/potential buyers
12/10/13	Tue	S. Cramer	0.5	Review draft of final sale order
12/10/13	Tue	S. Cramer	1.0	Review and comment on drafts of form APA's for auction
12/10/13	Tue	S. Cramer	0.5	Update call w/client
12/11/13	Wed	S. Cramer	1.0	Call with working group re: admin and priority claims estimates and discussions with team
12/11/13	Wed	S. Cramer	0.5	Call with DIP lender on status update, discuss 2nd draw; draft APA's
12/11/13	Wed	S. Cramer	1.0	Review and comment on PwC report on KEIP
12/11/13	Wed	S. Cramer	0.5	Review revised draft of admin and priority claims estimates
12/11/13	Wed	S. Cramer	1.0	Calls/correspondence w/potential buyers; update team
12/12/13	Thu	S. Cramer	0.5	Call w/working group on bidding procedures and auction process; follow up w/team
12/12/13	Thu	S. Cramer	0.5	Review Farnsworth deposition transcript
12/12/13	Thu	S. Cramer	0.5	Call with S. Farnsworth and J. Byrne re: bids & auction process
12/12/13	Thu	S. Cramer	1.0	Calls/correspondence w/potential buyers; update team
12/13/13	Fri	S. Cramer	1.5	Calls/correspondence w/potential buyers; update team
12/13/13	Fri	S. Cramer	0.5	Calls w/working group re: bid procedures, deposit mechanics
12/13/13	Fri	S. Cramer	2.0	PWC KEIP deposition
12/13/13	Fri	S. Cramer	0.5	Timekeeping
12/13/13	Fri	S. Cramer	1.0	Review APA schedules
12/13/13	Fri	S. Cramer	0.5	Correspondence w/working group re: bid procedures, deposit mechanics
12/13/13	Fri	S. Cramer	0.5	Correspondence w/potential buyers
12/15/13	Sun	S. Cramer	7.0	Travel from LA to NY for auction; review materials to prepare for auction
12/16/13	Mon	S. Cramer	0.5	Review preliminary sources and uses
12/16/13	Mon	S. Cramer	1.0	Calls/correspondence w/potential buyers
12/16/13	Mon	S. Cramer	4.5	Bid evaluation with client and counsel
12/17/13	Tue	S. Cramer	14.0	Auction
12/18/13	Wed	S. Cramer	10.0	Auction
12/19/13	Thu	S. Cramer	6.0	Travel from NY to LA; review final bids, APA's; documentation on financial wherewithal
12/19/13	Thu	S. Cramer	4.0	Discussion w/working group on APAs; review of APA summary; correspondence w/counsel on APAs

**RIH Acquisitions NJ, LLC**

Hours Expended by Steve Cramer ("SC")

Date	Day	Professional	Hours	Description
12/19/13	Thu	S. Cramer	0.5	Discussion with regulatory counsel on CRDA bonds
12/19/13	Thu	S. Cramer	2.0	Preparation of BOD materials
12/19/13	Thu	S. Cramer	1.0	Preparation of materials for UCC call
12/20/13	Fri	S. Cramer	4.0	Review and comment on declaration in support of sale and preparation of supporting schedules
12/20/13	Fri	S. Cramer	1.0	Call w UCC and DIP lender re: review of bids/follow up w/team
12/20/13	Fri	S. Cramer	0.5	Call w/BOD
12/20/13	Fri	S. Cramer	0.5	Review fee application for submission
12/22/13	Sun	S. Cramer	2.0	Prep call for sale hearing w/team; correspond with UCC and counsel on sale issues and analysis included in declaration
12/23/13	Mon	S. Cramer	1.0	Review Sobe objection and additional financial information provided
12/23/13	Mon	S. Cramer	1.0	Correspondence w/team on preparation for sale hearing; review analysis of bids
12/30/13	Mon	S. Cramer	1.0	Review correspondence/discussions with client and team re: receivable liquidation, CRDA bonds
12/30/13	Mon	S. Cramer	0.5	Review preliminary analysis of bond required for potential appeal
12/30/13	Mon	S. Cramer	0.5	Review latest draft of wind-down budget
01/02/14	Thu	S. Cramer	0.5	Review cash reports
01/03/14	Fri	S. Cramer	1.0	Review/discuss cost of carry analysis
01/03/14	Fri	S. Cramer	0.5	Review summary of CRDA deposits
01/03/14	Fri	S. Cramer	0.5	Review revised summary of bids
01/06/14	Mon	S. Cramer	1.0	Update call w/J Byrne re: communication with receivables liquidators, processing of NDAs
01/06/14	Mon	S. Cramer	0.5	Call to discuss the status of the case and closing details
01/06/14	Mon	S. Cramer	0.5	Update call w/client
01/06/14	Mon	S. Cramer	0.5	Update call w/sponsor
01/07/14	Tue	S. Cramer	0.5	Update call w/ J Byrne re: communication with receivables liquidators
01/07/14	Tue	S. Cramer	0.5	Discussions with client on closing mechanics, cash reporting, case administration
01/07/14	Tue	S. Cramer	1.0	Review of cash reports for distribution to the UCC and DIP Lender
01/08/14	Wed	S. Cramer	0.5	Correspond with J. Byrne/S. Farnsworth re: cash reports/PWC information request
01/08/14	Wed	S. Cramer	0.5	Call w.client re:PWC information request/CRDA bonds
01/09/14	Thu	S. Cramer	0.5	Review monthly fee application
01/09/14	Thu	S. Cramer	1.0	December timekeeping
01/09/14	Thu	S. Cramer	1.0	Review of invoice for interest from DIP lender; comm with team on interest calc and parent cash escrow
01/09/14	Thu	S. Cramer	0.5	Review UCC information request
01/09/14	Thu	S. Cramer	0.5	Update call w/client
01/09/14	Thu	S. Cramer	0.5	Update call w/sponsor
01/13/14	Mon	S. Cramer	0.5	Discuss fee app w/team
01/13/14	Mon	S. Cramer	0.5	Review cash report
01/13/14	Mon	S. Cramer	2.0	Review/draft prelim response to UST re: DIP fees; discuss with team and counsel
01/13/14	Mon	S. Cramer	1.0	Discussions w/team on CRDA bonds re: potential sale
01/14/14	Tue	S. Cramer	1.0	Discussions w/S Farnsworth re: Trop closing prep, funds flow, partial payoff of DIP
01/14/14	Tue	S. Cramer	1.0	Internal discussions re: US Trustee Objection to DIP fee
01/15/14	Wed	S. Cramer	2.0	Review funds flow for Trop closing; review waterfall; discussions w/ S Farnsworth re: same
01/15/14	Wed	S. Cramer	0.5	Update call w/client re: Trop closing and fund flows
01/15/14	Wed	S. Cramer	1.0	Review and comment on letter to UST re: DIP fee; discussions with team and counsel
01/21/14	Tue	S. Cramer	0.5	Review November fee app; discuss w/team
01/22/14	Wed	S. Cramer	1.0	Review latest sources/uses
01/22/14	Wed	S. Cramer	0.5	Call w/client re: CRDA info, receivables, waterfall, fees
01/22/14	Wed	S. Cramer	1.0	Review updated cash flows; discuss with team
01/22/14	Wed	S. Cramer	0.5	Update call w/sponsor
01/23/14	Thu	S. Cramer	1.0	Review sources/uses variance report
01/23/14	Thu	S. Cramer	1.0	Review CRDA information and discuss potential sale with team
01/29/14	Wed	S. Cramer	1.0	Review summary of CRDA program
01/29/14	Wed	S. Cramer	2.0	Internal discussions re: ability to sell CRDA bonds
01/29/14	Wed	S. Cramer	1.5	Review DIP Lender final request for payment/ Review final funds flow
01/30/14	Thu	S. Cramer	1.0	Follow up on CRDA info; review portfolio and discuss with team; update from S Farnsworth on call w/potential buyer
01/31/14	Fri	S. Cramer	0.5	Review revised fees and expenses estimate
02/04/14	Tue	S. Cramer	0.5	Update call w/client re: closing
02/05/14	Wed	S. Cramer	1.0	Review transaction sources & uses and discuss with S. Farnsworth & J. Byrne.
02/06/14	Thu	S. Cramer	0.5	Review analysis from UCC on transaction sources & uses
02/07/14	Fri	S. Cramer	0.5	Review correspondence with Duane Morris re: CRDA bonds
02/10/14	Mon	S. Cramer	0.5	Review monthly invoice for the Company
02/12/14	Wed	S. Cramer	1.0	Review CRDA project summaries prepared by Duane Morris
02/12/14	Wed	S. Cramer	0.5	Review DIP reporting reports
02/13/14	Thu	S. Cramer	0.5	Update call w/client re: closing/DIP fees/CRDA bonds
02/13/14	Thu	S. Cramer	1.0	Review/discuss reconciliation of fees & expenses paid to DIP
02/14/14	Fri	S. Cramer	1.0	Review actual to budgeted cash forecast/sources/uses reconciliation for UCC
02/20/14	Thu	S. Cramer	3.0	Review of liquidating plan, comment; discuss w/S. Farnsworth
02/20/14	Thu	S. Cramer	0.5	Update call w/client
02/21/14	Fri	S. Cramer	1.0	Further review of liquidating plan' review comments for Cole Schotz
02/21/14	Fri	S. Cramer	0.5	Review draft monthly fee application
02/26/14	Wed	S. Cramer	0.5	Update call w/client
02/27/14	Thu	S. Cramer	0.5	Review correspondence from Duane Morris on status of CRDA Bond information
02/28/14	Fri	S. Cramer	1.0	Discussions with internal capital markets re: CRDA Bonds
03/06/14	Thu	S. Cramer	3.0	Review of CRDA bond information provided by DM. Discussions with J. Byrne on same.

**RIH Acquisitions NJ, LLC**

Hours Expended by Steve Cramer ("SC")

Date	Day	Professional	Hours	Description
03/10/14	Mon	S.Cramer	1.0	Review analysis of debt service on CRDA bonds prepared by J. Byrne; discuss w/J. Byrne
03/11/14	Tue	S.Cramer	0.5	Review correspondence re: "catch up" payments on CRDA bonds; discuss with J. Byrne
03/12/14	Wed	S.Cramer	1.0	Review revised CRDA bond analysis
03/12/14	Wed	S.Cramer	0.5	Discussions with sales and trading re: CRDA bonds
03/14/14	Fri	S.Cramer	0.5	Discussions with sales and trading re: CRDA bonds
03/17/14	Mon	S.Cramer	0.5	Update call w/J.Byrne re: CRDA bonds
03/18/14	Tue	S.Cramer	0.5	Update call w/client
03/19/14	Wed	S.Cramer	0.5	Discussions with sales and trading/update call w/J.Byrne re: CRDA bonds
03/20/14	Thu	S.Cramer	1.0	Review form of assignment for CRDA bonds; discuss treatment of accrued interest w/J. Byrne
03/24/14	Mon	S.Cramer	3.0	Review CRDA bond documents from Duane Morris
03/25/14	Tue	S.Cramer	0.5	Discussions with sales and trading re: CRDA bonds
03/26/14	Wed	S.Cramer	0.5	Discussions with sales and trading re: CRDA bonds
03/26/14	Wed	S.Cramer	0.5	Review draft email to internal sales force re: CRDA bonds
03/27/14	Thu	S.Cramer	0.5	Update call w/client
03/28/14	Fri	S.Cramer	0.5	Discussions with sales and trading re: CRDA bonds
04/08/14	Tue	S.Cramer	0.5	Update call w/J. Byrne re: CRDA bonds
04/09/14	Wed	S.Cramer	0.5	Update call w/client
04/10/14	Thu	S.Cramer	1.0	Review draft of final fee application
04/17/14	Thu	S.Cramer	0.5	Update call w/J. Byrne re: CRDA bonds
04/23/14	Wed	S.Cramer	0.5	Discussions with potential purchaser re: CRDA bonds
04/23/14	Wed	S.Cramer	1.0	Timekeeping
04/23/14	Wed	S.Cramer	0.5	Update call w/J. Byrne re: CRDA bonds
04/28/14	Mon	S.Cramer	1.0	Update call w/J. Byrne re: CRDA bonds and calls with investors
04/29/14	Tue	S.Cramer	1.0	Update call w/J. Byrne re: CRDA bonds and call with Committee advisor
04/30/14	Wed	S.Cramer	1.5	Review and provide comments on final fee application
05/01/14	Thu	S.Cramer	0.5	Discussions with internal sales force and potential CRDA bond purchasers
05/02/14	Fri	S.Cramer	1.0	Discussions with internal sales force and potential CRDA bond purchasers
05/05/14	Mon	S.Cramer	1.0	Discussions with internal sales force and potential CRDA bond purchasers
05/07/14	Wed	S.Cramer	0.5	Discussions with internal sales force and potential CRDA bond purchasers
05/08/14	Thu	S.Cramer	1.0	Discussions with internal sales force and potential CRDA bond purchasers
<b>Total</b>			<b>263.0</b>	

**RIH Acquisitions NJ, LLC**

Hours Expended by Scott Farnsworth ("SF")

Date	Professional	Hours	Description
11/06/13	Wed S. Farnsworth	6.0	DIP documentation - review series of drafts; follow up on open items for schedules; calls with lender, client and counsel; finalize declaration in support of DIP; discussions on carveouts
11/06/13	Wed S. Farnsworth	3.0	Finalize DIP budget; related calls with lender and client; discussions with team; review of underlying budget assumptions; comparisons to prior budgets; revisions to draw schedules and re-forecasting
11/06/13	Wed S. Farnsworth	3.5	Collateral analysis, including schedules of unpaid taxes; discussions with team and client re: same; modifications to draw schedules and budgets
11/06/13	Wed S. Farnsworth	1.0	Presentation materials for Board of Directors
11/07/13	Thu S. Farnsworth	1.0	Communication re: bid procedures and proposed stalking horse bidder protections
11/07/13	Thu S. Farnsworth	2.0	Review draft APA and discuss with team; discuss adjustments for acquisition of seller cash, including cage cash; review S. Cramer affidavit and provide comments; discussions on sale process with team
11/07/13	Thu S. Farnsworth	6.0	Travel from LA to NJ for interim DIP hearing; review credit agreement and court filings; discuss collateral analysis with Y. Zhang
11/08/13	Fri S. Farnsworth	3.0	DIP hearing and preparation for same
11/08/13	Fri S. Farnsworth	1.0	Coordinating first draw; calls with lender re: same
11/08/13	Fri S. Farnsworth	2.0	Analysis of DIP lender collateral position; discussions with team on draft analyses
11/08/13	Fri S. Farnsworth	3.0	Travel from NJ to LA
11/11/13	Mon S. Farnsworth	1.5	Discussion with lender and client on draw schedule, interest reserve account, etc.
11/11/13	Mon S. Farnsworth	3.0	Refine analysis on year-over-year change on collateral pool; discussions with lender re: same; negotiations on adjusting draw schedule; analysis of tax liabilities by parcel for DIP lender
11/11/13	Mon S. Farnsworth	2.0	Call re employee incentive plan and sale process; review and comment on affidavit in support of sale procedures; discussion on timeline for selecting stalking horse bid
11/11/13	Mon S. Farnsworth	0.5	Communication with prospective buyers
11/11/13	Mon S. Farnsworth	1.5	Retention issues including conflicts review and review of affidavit in support of app to employ
11/12/13	Tue S. Farnsworth	1.0	Calls re: lender consent rights on changes to bid procedures; discussions with counsel and lender re: same
11/12/13	Tue S. Farnsworth	0.5	Negotiations on draw schedule with DIP lender; discussions with client and team re: same
11/12/13	Tue S. Farnsworth	0.5	Calls with prospective buyers
11/13/13	Wed S. Farnsworth	1.0	Call re: KEIP; discussions with team and counsel re: same; review of consultant reports
11/13/13	Wed S. Farnsworth	1.0	Discussion on team re: status of buyer discussions; review of tracking log
11/13/13	Wed S. Farnsworth	0.5	Communication with prospective buyers
11/14/13	Thu S. Farnsworth	1.5	KEIP discussions; review of related materials
11/14/13	Thu S. Farnsworth	1.0	Updated DIP budget; revisions to DIP draws and pricing; review daily reporting and discuss with Debtor
11/14/13	Thu S. Farnsworth	0.5	Discussions with Debtors on bid procedures, hurdle price
11/14/13	Thu S. Farnsworth	0.5	Timekeeping
11/15/13	Fri S. Farnsworth	1.0	Calls with prospective buyers re: potential stalking horse bid; site visits
11/15/13	Fri S. Farnsworth	0.5	Status call with S. Cramer
11/15/13	Fri S. Farnsworth	1.0	Call with Committee; prep for same
11/17/13	Sun S. Farnsworth	0.5	Call with Committee Advisor (PWC)
11/18/13	Mon S. Farnsworth	2.0	Review week 1 and 2 actuals; modify weekly DIP budget; discuss with DIP Lender; communications with counsel and client re: same; communications on same with Committee Advisor (PWC)
11/18/13	Mon S. Farnsworth	0.5	Discuss cash forecasting with Debtor; review related documents and analysis
11/18/13	Mon S. Farnsworth	1.0	Call with PWC re: weekly cash flow forecast; call with DIP lender
11/18/13	Mon S. Farnsworth	1.0	Calls with prospective buyers; review of working DIP model; internal review of same
11/19/13	Tue S. Farnsworth	0.5	Declaration in support of KEIP; communications with prospective buyers; discussion with team on same
11/19/13	Tue S. Farnsworth	1.0	Calls with counsel re: KEIP, sale process and DIP amendment
11/19/13	Tue S. Farnsworth	1.0	Call with J. Byrne and S. Cramer re: bids and sale process and review of initial proposal
11/20/13	Wed S. Farnsworth	0.5	Finalize KEIP declaration
11/20/13	Wed S. Farnsworth	1.0	Review daily reporting; review A/R analysis
11/20/13	Wed S. Farnsworth	2.0	Weekly DIP reporting; review actual activity and discuss with client; follow up on site visits and discuss sale process with Debtor
11/20/13	Wed S. Farnsworth	1.0	Review historical NJ gaming statistics; modify declaration accordingly
11/20/13	Wed S. Farnsworth	1.0	Call with PWC and Imperial team; review related analysis
11/21/13	Thu S. Farnsworth	1.5	Retention issues
11/21/13	Thu S. Farnsworth	0.5	Review modified weekly reporting template
11/21/13	Thu S. Farnsworth	1.0	Call with Colony re: sale and auction process; communicate with prospective buyers
11/21/13	Thu S. Farnsworth	0.5	Review DIP reporting
11/21/13	Thu S. Farnsworth	0.5	Review KEIP filings; discuss logistics for final DIP hearing and potential KEIP hearing
11/21/13	Thu S. Farnsworth	0.5	Call with DIP lender on variance analysis and reporting
11/22/13	Fri S. Farnsworth	1.0	Discussions with buyers
11/22/13	Fri S. Farnsworth	0.5	Review bidder background and discuss with team; discussion on UCC info request and coordinate response
11/22/13	Fri S. Farnsworth	1.0	Discussions with DIP lender on DIP lender / UCC discussions re: collateral pool and carveouts; review related collateral pool analysis and A/R detail
11/22/13	Fri S. Farnsworth	0.5	Review buyer activity and discuss internally
11/25/13	Mon S. Farnsworth	0.5	Discussion on DIP reporting template; modifications to same
11/25/13	Mon S. Farnsworth	1.0	Discussions with Debtor and counsel re: personal liability issues for company execs / analysis of trust liabilities; review recent industry analyst reports
11/26/13	Tue S. Farnsworth	0.5	Review stalking horse bid proposal and discuss with Debtor
11/26/13	Tue S. Farnsworth	0.5	Buyer discussions
11/26/13	Tue S. Farnsworth	0.5	Review discovery request on KEIP and discuss with team; discussions with internal counsel
11/27/13	Wed S. Farnsworth	0.5	Call re: DIP with UCC and counsel; prep for same
11/27/13	Wed S. Farnsworth	0.5	Review DIP reporting
11/27/13	Wed S. Farnsworth	1.0	Coordinate on document production request and discuss with counsel
11/29/13	Fri S. Farnsworth	1.0	DIP reporting, review of related documents and analysis; discussion with team and client
11/29/13	Fri S. Farnsworth	0.5	Internal status call
11/30/13	Sat S. Farnsworth	0.5	Communication with Debtor re: stalking horse proposal
12/02/13	Mon S. Farnsworth	2.0	Calls with DIP lender on final order and second draw; calls re KEIP with UCC and counsel; review of related materials; review APA and stalking horse proposal and discuss with team; review diligence request from UCC
12/03/13	Tue S. Farnsworth	3.0	Cash reporting; status calls on sale/stalking horse process; review of cash flow and budget
12/04/13	Wed S. Farnsworth	1.0	Discussions with DIP lender on control agreements; discussions with counsel and client on same

**RIH Acquisitions NJ, LLC**

Hours Expended by Scott Farnsworth ("SF")

Date	Professional	Hours	Description
12/04/13	Wed S. Farnsworth	1.0	Doc production and discussion with IC counsel re: same
12/05/13	Thu S. Farnsworth	3.0	Discussions on KEIP info request; review related correspondence; discussions with team on sale process and calls with prospective buyers
12/06/13	Fri S. Farnsworth	2.0	Call with counsel re KEIP and deposition schedule / process; discussions with team on sale process
12/09/13	Mon S. Farnsworth	4.0	Deposition prep for KEIP
12/09/13	Mon S. Farnsworth	1.0	Call with DIP lender; review of cash reporting; discussion with client on same
12/10/13	Tue S. Farnsworth	1.0	Call with S. Cramer, J. Byrne and Y. Zhang on the sale process; recent discussions with prospective buyers
12/10/13	Tue S. Farnsworth	2.0	Deposition for KEIP and prep for same
12/11/13	Wed S. Farnsworth	1.0	Call with company and counsel re: admin and priority claims estimates; review of related materials and discussions with team
12/11/13	Wed S. Farnsworth	0.5	Review UCC objection to KEIP
12/11/13	Wed S. Farnsworth	0.5	Call with DIP lender on status update, discuss 2nd draw
12/11/13	Wed S. Farnsworth	0.5	Review PwC report on KEIP
12/11/13	Wed S. Farnsworth	0.5	DIP reporting
12/12/13	Thu S. Farnsworth	0.5	Review deposition transcript
12/12/13	Thu S. Farnsworth	0.5	Call with S. Cramer and J. Byrne re: bids & auction process
12/15/13	Sun S. Farnsworth	1.0	Deposition prep; review related materials
12/15/13	Sun S. Farnsworth	6.0	Travel from LAX to PHL; review related KEIP documents
12/16/13	Mon S. Farnsworth	3.0	Travel to and attend KEIP hearing
12/16/13	Mon S. Farnsworth	2.0	Travel from PHL to NYC
12/16/13	Mon S. Farnsworth	3.0	Bid evaluation with client and counsel
12/17/13	Tue S. Farnsworth	14.0	Auction
12/18/13	Wed S. Farnsworth	10.0	Auction
12/18/13	Wed S. Farnsworth	0.5	Fee app review
12/19/13	Thu S. Farnsworth	6.0	Travel from NJ to LAX; evaluation of buyer wherewithal
12/19/13	Thu S. Farnsworth	5.0	Discussion with team and counsel on final APAs; prep of BOD presentation materials with team; calls with counsel; review of APA summary from counsel; discussions with UCC financial advisor; review materials on facility mothball costs
12/20/13	Fri S. Farnsworth	8.0	Declaration in support of sale; bids analysis; calls with UCC; calls with counsel; calls with DIP lender and their counsel; review letter from counsel advising on bid selection
12/22/13	Sun S. Farnsworth	8.0	Travel to PHL and review documents related to proposed sale; prep call with team, client and counsel; correspond with UCC and counsel on sale issues and analysis included in declaration
12/23/13	Mon S. Farnsworth	6.0	Sale hearing and prep for same; side-by-side comparisons of bids from auction through APA negotiation process with counsel, UCC and client; review objection and discuss with client and counsel; calls with DIP lender and counsel to DIP lender; review updated financial information for Sobe and other guarantors of Sobe bid
12/23/13	Mon S. Farnsworth	7.0	Travel from Camden, NJ to LAX
12/24/13	Tue S. Farnsworth	0.5	Internal discussions re: buyer / Sobe deposits; review cash reporting
12/27/13	Fri S. Farnsworth	0.5	Follow up on CRDA bond information; discuss with team; review AR info and discuss
12/30/14	Tue S. Farnsworth	1.0	Discussions on AR/ CRDA / coordinate with team and client on UCC requests
01/02/14	Thu S. Farnsworth	1.5	Review cash reporting info; timekeeping for Dec
01/03/14	Fri S. Farnsworth	3.0	Cash reporting / analysis on costs of carry; status call
01/08/14	Wed S. Farnsworth	2.0	Correspond with J. Byrne/S. Cramer re: cash reports/PWC information request
01/09/14	Thu S. Farnsworth	3.0	Call with DIP lender; review of invoice for interest; comm with team on interest and parent cash escrow; review UCC request; review cash reporting files
01/13/14	Mon S. Farnsworth	0.5	Review fee app; discuss w team
01/13/14	Mon S. Farnsworth	2.0	Draft prelim response to UST note re: DIP fees; discuss with team and counsel
01/13/14	Mon S. Farnsworth	1.0	Discussions on CRDA bonds
01/14/14	Tue S. Farnsworth	3.0	Trop sale, closing prep, calls with DIP lender and their counsel; discussions on partial paydown; discussions with debtor re: same; discuss payment application
01/14/14	Tue S. Farnsworth	1.0	Discussions w/S Cramer re: Trop closing prep, funds flow, partial paydown of DIP
01/15/14	Wed S. Farnsworth	4.0	Funds flow; comm with counsel re: same; comm with DIP lender and debtors re: interest reserve accounts / ownership of same; comparisons to draft waterfall from auction
01/15/14	Wed S. Farnsworth	0.5	Discussions w/ S. Cramer to review waterfall and funds flow
01/15/14	Wed S. Farnsworth	2.0	Finalize letter on DIP fee to UST; discussions with team and counsel
01/21/14	Tue S. Farnsworth	1.0	Invoicing / fee app issues; follow up on CRDA information requests
01/22/14	Wed S. Farnsworth	1.0	Updated cash flows; discuss with team
01/23/14	Thu S. Farnsworth	0.5	Review CRDA information and discuss with team
01/30/14	Thu S. Farnsworth	2.0	Follow up on CRDA info; review portfolio and discuss with team; call with prospective buyer re: indicative pricing
01/30/14	Thu S. Farnsworth	0.5	Update call with S. Cramer on call w/potential CRDA buyer
02/05/14	Wed S. Farnsworth	2.0	Follow up on CRDA with Duane Morris; status discussion with S. Cramer; review updated waterfall and queries on same to J. Byrne; call with UCC counsel re: CRDA sale process
02/13/14	Thu S. Farnsworth	1.5	Call with gaming counsel on CRDA bonds; review writeups and discuss with team; follow up on closing and DIP repayment issues; discuss with team
02/19/14	Wed S. Farnsworth	1.0	Calls with team re: updated waterfall; follow up on CRDA info; follow up on DIP closing issues; review related documents
02/20/14	Thu S. Farnsworth	1.5	Review of liquidating plan, comment; discuss w/S. Cramer
03/05/14	Wed S. Farnsworth	1.0	Discussions with Duane Morris on CRDA Bonds
03/06/14	Thu S. Farnsworth	1.5	Review of CRDA bond information provided. Discussions with Duane Morris on questions
03/11/14	Tue S. Farnsworth	1.0	Review of revised analysis, including catch-up payments
03/14/14	Fri S. Farnsworth	1.0	Discussions with potential CRDA bond purchasers and follow-up analyses
03/17/14	Mon S. Farnsworth	1.0	Discussions with potential CRDA bond purchasers and follow-up analyses
03/20/14	Thu S. Farnsworth	1.0	Discussions with potential CRDA bond purchasers and follow-up analyses
04/04/14	Fri S. Farnsworth	0.5	Discussions with potential CRDA bond purchasers and follow-up analyses
04/08/14	Tue S. Farnsworth	1.0	Discussions with potential CRDA bond purchasers and follow-up analyses
04/15/14	Tue S. Farnsworth	0.5	Discussions with potential CRDA bond purchasers and follow-up analyses
04/18/14	Fri S. Farnsworth	1.0	Discussions with potential CRDA bond purchasers and follow-up analyses
04/28/14	Mon S. Farnsworth	0.5	Call with Cole Shotz on process
04/29/14	Tue S. Farnsworth	0.5	Call with Committee on CRDA bond process
<b>Total</b>		<b>228.5</b>	

RIH Acquisitions NJ, LLC

Hours Expended by Justin Byrne ("JB")

Date	Professional	Hours	Description
11/06/13	Wed J. Byrne	1.5	Prepared DIP Summary presentation for Debtor to present to board
11/06/13	Wed J. Byrne	2.0	Finalize DIP budget; related calls with DIP Lender and Debtor; review of underlying budget assumptions
11/06/13	Wed J. Byrne	2.5	Collateral analysis (including schedules of unpaid taxes), modifications to draw schedules and budgets
11/06/13	Wed J. Byrne	1.0	Finalize confidential information memorandum for sale process
11/11/13	Mon J. Byrne	2.5	Discussion with DIP Lender and Debtor on draw schedule, interest reserve account, etc.
11/11/13	Mon J. Byrne	0.5	Finalize bid procedure letter
11/11/13	Mon J. Byrne	3.5	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/11/13	Mon J. Byrne	1.0	Prepare a revised analysis of the tax liens to understand full balance
11/12/13	Tue J. Byrne	4.5	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/12/13	Tue J. Byrne	1.5	Updates to the confidential information memo with October 2013 financials
11/13/13	Wed J. Byrne	4.5	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/14/13	Thu J. Byrne	1.0	Revisions to DIP budget and discussions with DIP Lender
11/14/13	Thu J. Byrne	1.5	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/14/13	Thu J. Byrne	2.0	Followup diligence calls with potential buyers
11/15/13	Fri J. Byrne	0.5	Call with committee counsel
11/15/13	Fri J. Byrne	1.5	Followup diligence calls with potential buyers
11/15/13	Fri J. Byrne	1.0	Prepare & analyze weekly cash report
11/15/13	Fri J. Byrne	1.5	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/17/13	Sun J. Byrne	1.0	Communication with potential buyers (NDA processing, preliminary answers to questions)
11/17/13	Sun J. Byrne	1.5	Review company projection model
11/18/13	Mon J. Byrne	1.0	Call with PWC (Committee Advisor) and internal followup
11/18/13	Mon J. Byrne	1.0	Finalize and send weekly cash report
11/18/13	Mon J. Byrne	1.5	Prepare cash budget to send to Committee
11/18/13	Mon J. Byrne	1.5	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/19/13	Tue J. Byrne	1.0	Finalize cash forecast and send to committee
11/19/13	Tue J. Byrne	1.5	Revise confidential information memo with updated information and confirm all numbers
11/19/13	Tue J. Byrne	1.0	Review and adjust the sale process update presentation
11/19/13	Tue J. Byrne	1.0	Call with S. Farnsworth and S. Cramer re: bids and sale process and review of initial proposal
11/19/13	Tue J. Byrne	1.0	Initial calls / discussion with potential buyers, NDA negotiations, distribution of materials
11/20/13	Wed J. Byrne	3.0	Travel from NYC to Atlantic City
11/20/13	Wed J. Byrne	3.0	Travel from Atlantic City to NYC
11/20/13	Wed J. Byrne	1.5	Participate in site tour
11/20/13	Wed J. Byrne	1.5	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/20/13	Wed J. Byrne	1.0	Call with Committee
11/20/13	Wed J. Byrne	1.0	Meetings with management and discussions with potential buyer
11/21/13	Thu J. Byrne	2.0	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/21/13	Thu J. Byrne	1.5	Prepared reconciliation analysis for Committee
11/21/13	Thu J. Byrne	0.5	Review and modified weekly reporting template
11/21/13	Thu J. Byrne	0.5	Prepare key employee and compensation report for potential buyer
11/21/13	Thu J. Byrne	2.5	Prepare new package for weekly cash reporting for Northlight
11/21/13	Thu J. Byrne	1.0	Prepare weekly cash report
11/22/13	Fri J. Byrne	4.5	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/22/13	Fri J. Byrne	0.5	Discuss consolidating financial statements analysis for Committee with the Debtor and internally
11/25/13	Mon J. Byrne	2.5	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/25/13	Mon J. Byrne	1.5	Go through daily operating report to break down trust liabilities and begin to lay out wind-down budget
11/25/13	Mon J. Byrne	1.0	Revisions to analysis, based on advice from counsel
11/26/13	Tue J. Byrne	3.5	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/27/13	Wed J. Byrne	2.0	Finalize and circulate wind-down budget
11/27/13	Wed J. Byrne	1.0	Work with compliance to make sure that all materials were prepared for the KEIP hearing
11/27/13	Wed J. Byrne	1.5	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/29/13	Fri J. Byrne	2.5	Discussions with potential buyers, NDA negotiations, distribution of materials, diligence questions
11/29/13	Fri J. Byrne	0.5	Internal status call
11/29/13	Fri J. Byrne	1.0	Discussions with Debtor and beginning to work on the due-to / due-from analysis
12/02/13	Mon J. Byrne	1.5	Review APA and stalking horse proposal and discuss with team; review diligence request from UCC FA
12/02/13	Mon J. Byrne	3.0	Communication with potential buyers on process, purchase price, diligence questions, and NDA negotiation
12/02/13	Mon J. Byrne	0.5	Review trust liability issues with the assistance of counsel
12/03/13	Tue J. Byrne	1.5	Review, prepare and distribute DIP weekly cash budget and discuss with the Debtor
12/03/13	Tue J. Byrne	3.0	Communication with potential buyers on process, purchase price, diligence questions, and NDA negotiation
12/04/13	Wed J. Byrne	2.5	Communication with potential buyers on process, purchase price, diligence questions, and NDA negotiation
12/04/13	Wed J. Byrne	1.0	Document production and internal discussion with IC counsel
12/05/13	Thu J. Byrne	1.0	Discussions with team on sale process and calls with prospective buyers
12/05/13	Thu J. Byrne	3.0	Communication with potential buyers on process, purchase price, diligence questions, and NDA negotiation
12/05/13	Thu J. Byrne	1.5	Review, prepare and distribute DIP weekly cash budget and discuss with the Debtor
12/06/13	Fri J. Byrne	1.0	Discussions with team on sale process
12/06/13	Fri J. Byrne	2.0	Communication with potential buyers on process, purchase price, diligence questions, and NDA negotiation
12/08/13	Sun J. Byrne	3.0	Travel from NYC to Atlantic City for meeting with potential buyer
12/09/13	Mon J. Byrne	4.5	Meetings on site with potential buyers and management
12/09/13	Mon J. Byrne	3.0	Travel from Atlantic City to NYC; internal calls on cash reporting & progress
12/09/13	Mon J. Byrne	1.0	Communication with potential buyers on process, purchase price, diligence questions, and NDA negotiation
12/10/13	Tue J. Byrne	1.0	Call with S. Cramer, S. Farnsworth and Y. Zhang on sale process; recent discussions with prospective buyers
12/10/13	Tue J. Byrne	1.5	Prepare analysis for ongoing building operation costs for the Debtor
12/10/13	Tue J. Byrne	3.5	Communication with potential buyers on process, purchase price, diligence questions, and NDA negotiation
12/11/13	Wed J. Byrne	1.0	Call with company and counsel re: admin and priority claims estimates; review of related materials and discussions with team
12/11/13	Wed J. Byrne	1.0	Review final copies of APAs
12/11/13	Wed J. Byrne	2.0	Communication with potential buyers on process, purchase price, diligence questions, and NDA negotiation

**RIH Acquisitions NJ, LLC**

Hours Expended by Justin Byrne ("JB")

Date	Professional	Hours	Description
12/11/13	Wed J. Byrne	1.5	Review, prepare and distribute DIP weekly cash budget and discuss with the Debtor
12/12/13	Thu J. Byrne	2.0	Communication with potential buyers on process, purchase price, diligence questions, and NDA negotiation
12/12/13	Thu J. Byrne	1.5	Timekeeping & review of November Fee Application
12/12/13	Thu J. Byrne	0.5	Call with S. Cramer and S. Farnsworth to discuss bids & auction process
12/13/13	Fri J. Byrne	3.5	Communication with potential buyers on process, purchase price, diligence questions, and NDA negotiation
12/15/13	Sun J. Byrne	2.0	Communication with potential buyers on process, purchase price, diligence questions, and NDA negotiation
12/16/13	Mon J. Byrne	3.0	Communication with potential buyers on process, purchase price, diligence questions, and NDA negotiation
12/16/13	Mon J. Byrne	4.5	Bid evaluation with client and counsel
12/17/13	Tue J. Byrne	14.0	Auction
12/18/13	Wed J. Byrne	10.0	Auction
12/19/13	Thu J. Byrne	0.5	Review materials on facility mothball costs
12/19/13	Thu J. Byrne	5.5	Preparation of BOD and UCC presentation materials
12/19/13	Thu J. Byrne	1.5	Discussion with Debtor and counsel on BOD and UCC update materials
12/20/13	Fri J. Byrne	4.5	Calls with UCC; calls with counsel; calls with DIP lender and their counsel; call with board of directors
12/20/13	Fri J. Byrne	1.5	Prepare materials to attach to S. Farnsworth declaration
12/20/13	Fri J. Byrne	1.0	Review S. Farnsworth declaration
12/23/13	Mon J. Byrne	1.5	Travel from NYC to Camden, NJ
12/23/13	Mon J. Byrne	1.5	Travel from Camden, NJ to NYC
12/23/13	Mon J. Byrne	6.0	Prepare for and attend sale hearing
12/24/13	Tue J. Byrne	1.5	Communication with US Bank to get all wires returned to unsuccessful bidders
12/24/13	Tue J. Byrne	1.0	Communication with potential receivables liquidator
12/30/13	Mon J. Byrne	1.0	Discussions with potential receivables liquidators on potential to sell outstanding a/r
12/30/13	Mon J. Byrne	0.5	Discussions with the Debtor on CRDA bonds
12/30/13	Mon J. Byrne	1.0	Prepare preliminary analysis of bond required for potential appeals
12/31/13	Tue J. Byrne	1.0	Prep for and call with committee advisors and Debtor on wind-down budget
12/31/13	Tue J. Byrne	0.5	Discussions with potential receivables liquidators on potential to sell outstanding a/r
01/03/14	Fri J. Byrne	1.5	Follow up with Company on cash reports for prior weeks and review internally
01/03/14	Fri J. Byrne	1.5	Prepare revised summary of final bids for the Debtor
01/03/14	Fri J. Byrne	2.5	Prepare carrying cost analysis for potential objections
01/03/14	Fri J. Byrne	0.5	Status call
01/06/14	Mon J. Byrne	2.0	Communication with receivables liquidators, processing of NDAs
01/06/14	Mon J. Byrne	1.0	Update call w/ S. Cramer re: communication with receivables liquidators, processing of NDAs
01/06/14	Mon J. Byrne	0.5	Call to discuss the status of the case and closing details
01/07/14	Tue J. Byrne	1.0	Communication with receivables liquidators
01/07/14	Tue J. Byrne	1.0	Discussions with E. Matejevich on closing mechanics, cash reporting, case administration
01/07/14	Tue J. Byrne	0.5	Update call w/ S. Cramer re: communication with receivables liquidators
01/07/14	Tue J. Byrne	1.5	Final review of cash reports and distribution to the UCC and DIP Lender
01/08/14	Wed J. Byrne	0.5	Correspond with S. Farnsworth/S. Cramer re: cash reports/PWC information request
01/09/14	Thu J. Byrne	3.0	Preparation of monthly fee application
01/10/14	Fri J. Byrne	1.0	Review & update of monthly fee application per internal comments
01/10/14	Fri J. Byrne	1.5	Prepare weekly cash reporting package and obtain internal approval
01/13/14	Mon J. Byrne	1.0	Final revisions and filing of monthly fee application
01/13/14	Mon J. Byrne	1.0	CRDA Bond discussions
01/13/14	Mon J. Byrne	1.5	Follow up with E. Matejevich on multiple outstanding items
01/14/14	Tue J. Byrne	3.5	Prepare response to potential US Trustee objection to DIP arranging fee
01/14/14	Tue J. Byrne	1.0	Internal discussions on US Trustee Objection
01/14/14	Tue J. Byrne	0.5	Final changes and distribute the response to the US Trustee Objection to counsel
01/21/14	Tue J. Byrne	0.5	Prepare and distribute invoice for Imperial Capital November 2013 fees & expenses
01/22/14	Wed J. Byrne	2.0	Updated cash flows; discuss with team
01/23/14	Thu J. Byrne	2.5	Review revised sources & uses provided by the Debtor. Analyze and provide side-by-side comparison to prior analyses to the team
01/27/14	Mon J. Byrne	2.5	Review CRDA information sent by the Company. Perform additional research
01/29/14	Wed J. Byrne	4.5	Prepare summary of Atlantic Club CRDA Bonds and overview of the program, to evaluate potential sale opportunities
01/29/14	Thurs J. Byrne	2.0	Reviewed DIP Lender final request for payment and analyze for the Company. Review final funds flow
01/30/14	Thu J. Byrne	2.0	Follow up on CRDA info; review portfolio and discuss with team; call with prospective buyer re: indicative pricing
01/31/14	Fri J. Byrne	2.0	Prepare fee and expense (historical + projected) analysis for the Company
02/01/14	Sat J. Byrne	0.5	Communication with UCC on bond portfolio
02/03/14	Mon J. Byrne	0.5	Preparation of monthly invoice for the Company
02/05/14	Wed J. Byrne	2.0	Revisions and review of sources & uses from the transaction with S. Farnsworth & S. Cramer. Further discussions with Duane Morris on CRDA Bonds
02/06/14	Thu J. Byrne	2.0	Discussions and analysis with UCC on sources & uses of the transaction for reconciliation
02/07/14	Fri J. Byrne	0.5	Docket review
02/10/14	Mon J. Byrne	0.5	Communication with E. Matejevich on misc. bill payments, etc.
02/10/14	Mon J. Byrne	0.5	Preparation of monthly invoice for the Company
02/12/14	Wed J. Byrne	0.5	Review of DIP reporting reports and send to E. Matejevich
02/13/14	Thu J. Byrne	1.0	Reconciliation of fees & expenses paid to DIP after discussions with the Company
02/14/14	Fri J. Byrne	2.0	Discussion with the DIP lender and preparation of additional analysis for discussion
02/14/14	Fri J. Byrne	0.5	Docket review
02/20/14	Thu J. Byrne	2.5	Review of liquidating plan, fact checking, revisions to language
02/21/14	Fri J. Byrne	2.0	Further review of liquidating plan and sending comments on plan to Cole Shotz
02/21/14	Fri J. Byrne	2.0	Preparation and review of monthly fee application
02/21/14	Fri J. Byrne	0.5	Docket review

**RIH Acquisitions NJ, LLC**

Hours Expended by Justin Byrne ("JB")

Date	Professional	Hours	Description	
02/27/14	Thu	J. Byrne	0.5	Discussions with Duane Morris on status of CRDA Bond information
02/28/14	Fri	J. Byrne	0.5	Docket review
03/05/14	Wed	J. Byrne	1.0	Discussions with Duane Morris on CRDA Bonds
03/06/14	Thu	J. Byrne	2.5	Review of CRDA bond information provided. Discussions with Duane Morris and S. Cramer on questions
03/07/14	Fri	J. Byrne	1.5	Further review and beginning analysis of CRDA information
03/07/14	Fri	J. Byrne	0.5	Docket review
03/10/14	Mon	J. Byrne	3.5	Preparation of monthly payment history from general ledgers provided by Duane Morris
03/10/14	Mon	J. Byrne	1.5	Preparation of summary information for easier review by potential buyers
03/10/14	Mon	J. Byrne	1.5	Conversation with S. Cramer on CRDA Bonds
03/11/14	Tue	J. Byrne	3.0	Discussions with CRDA about "catch-up" payments made in February (for November / December) and included in analysis. Catch up call with S. Cramer
03/12/14	Wed	J. Byrne	1.5	Further revisions to CRDA bond analysis and discussions with Imperial's sales force
03/14/14	Fri	J. Byrne	1.5	Discussions with potential CRDA bond purchasers and follow-up analyses
03/14/14	Fri	J. Byrne	0.5	Docket review
03/17/14	Mon	J. Byrne	2.0	Discussions with internal sales force and potential CRDA bond purchasers. Discuss with S. Cramer
03/19/14	Wed	J. Byrne	1.0	Discussions with internal sales force and potential CRDA bond purchasers
03/20/14	Thu	J. Byrne	1.0	Discussions with internal sales force and potential CRDA bond purchasers. Discuss with S. Cramer
03/21/14	Fri	J. Byrne	1.5	Discussions with internal sales force and potential CRDA bond purchasers
03/21/14	Fri	J. Byrne	0.5	Docket review
03/25/14	Tue	J. Byrne	1.0	Discussions with internal sales force and potential CRDA bond purchasers
03/26/14	Wed	J. Byrne	0.5	Discussions with internal sales force and potential CRDA bond purchasers
03/28/14	Fri	J. Byrne	1.5	Discussions with internal sales force and potential CRDA bond purchasers
03/28/14	Fri	J. Byrne	0.5	Docket review
04/04/14	Fri	J. Byrne	1.0	Discussions with internal sales force for follow-up on CRDA bonds
04/04/14	Fri	J. Byrne	0.5	Docket review
04/10/14	Thu	J. Byrne	4.0	Preparation of Final Fee Application
04/11/14	Fri	J. Byrne	0.5	Docket review
04/15/14	Tue	J. Byrne	1.5	Discussions with internal sales force and potential CRDA bond purchasers
04/17/14	Thu	J. Byrne	1.0	Update call w/S. Cramer re: CRDA bonds
04/18/14	Fri	J. Byrne	1.5	Discussions with internal sales force and potential CRDA bond purchasers
04/22/14	Tue	J. Byrne	1.5	Discussions with internal sales force and potential CRDA bond purchasers
04/22/14	Tue	J. Byrne	0.5	Docket review
04/23/14	Wed	J. Byrne	0.5	Update call w/S. Cramer re: CRDA bonds
04/25/14	Fri	J. Byrne	1.5	Discussions with internal sales force and potential CRDA bond purchasers and call with Committee advisor
04/28/14	Mon	J. Byrne	1.5	Discussion with Cole Shotz on process, internal discussions and discussion with potential buyer. Call with S. Cramer
04/29/14	Tue	J. Byrne	1.5	Discussion with Committee advisor on process and following up with potential buyers. Call with S. Cramer
04/30/14	Wed	J. Byrne	2.0	Finalize fee application
05/01/14	Thu	J. Byrne	1.0	Discussions with internal sales force and potential CRDA bond purchasers
05/02/14	Fri	J. Byrne	1.5	Discussions with internal sales force and potential CRDA bond purchasers
05/05/14	Mon	J. Byrne	1.5	Discussions with internal sales force and potential CRDA bond purchasers
05/07/14	Wed	J. Byrne	2.0	Discussions with internal sales force and potential CRDA bond purchasers
05/08/14	Thu	J. Byrne	0.5	Discussions with internal sales force and potential CRDA bond purchasers
<b>Total</b>			<b>321.5</b>	



**RIH Acquisitions NJ, LLC**

Hours Expended by Yan Zhang ("YZ")

Date		Professional	Hours	Description
11/06/13	Wed	Y. Zhang	3.0	Collateral analysis, including schedules of unpaid taxes; discussions with team re: valuation
11/06/13	Wed	Y. Zhang	2.0	Modification and finalization of DIP budget and draw schedules
11/07/13	Thu	Y. Zhang	1.0	Review and revise collateral analysis
11/08/13	Fri	Y. Zhang	3.0	Analysis of DIP lender collateral position
11/11/13	Mon	Y. Zhang	2.0	Discussion with lender and client on draw schedule, interest reserve account, etc.
11/11/13	Mon	Y. Zhang	1.5	Tracking buyer progress; logging NDAs
11/12/13	Tue	Y. Zhang	1.5	Updating summary materials with October financials
11/12/13	Tue	Y. Zhang	1.5	Tracking buyer progress; logging NDAs
11/13/13	Wed	Y. Zhang	1.5	Tracking buyer progress; logging NDAs
11/14/13	Thu	Y. Zhang	1.0	Revised draw schedule in DIP model
11/14/13	Thu	Y. Zhang	1.5	Tracking buyer progress; logging NDAs
11/15/13	Fri	Y. Zhang	0.5	Call with committee counsel
11/15/13	Fri	Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/18/13	Mon	Y. Zhang	1.0	Call with PWC (Committee Advisor) and internal followup
11/18/13	Mon	Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/19/13	Tue	Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/19/13	Tue	Y. Zhang	1.0	Responding to diligence requests
11/19/13	Tue	Y. Zhang	1.0	Updated summary presentation
11/20/13	Wed	Y. Zhang	1.0	Call with Committee
11/20/13	Wed	Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/20/13	Wed	Y. Zhang	1.0	Responding to diligence requests
11/21/13	Thu	Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/22/13	Fri	Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/25/13	Mon	Y. Zhang	1.0	Revisions to analysis, based on advice from counsel
11/25/13	Mon	Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/26/13	Tue	Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/27/13	Wed	Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
11/29/13	Fri	Y. Zhang	1.5	Tracking buyer progress; coordinating dataroom access
12/02/13	Mon	Y. Zhang	1.5	Assistance in diligence questions, NDA negotiation and tracking log
12/03/13	Tue	Y. Zhang	1.0	Assistance in diligence questions, NDA negotiation and tracking log
12/04/13	Wed	Y. Zhang	1.0	Assistance in diligence questions, NDA negotiation and tracking log
12/05/13	Thu	Y. Zhang	0.5	Discussions with team on sale process
12/05/13	Thu	Y. Zhang	1.5	Assistance in diligence questions, NDA negotiation and tracking log
12/06/13	Fri	Y. Zhang	1.0	Discussions with team on sale process
12/06/13	Fri	Y. Zhang	1.5	Assistance in diligence questions, NDA negotiation and tracking log
12/09/13	Mon	Y. Zhang	1.5	Assistance in diligence questions, NDA negotiation and tracking log
12/10/13	Tue	Y. Zhang	1.0	Call with S. Cramer, S. Farnsworth and J. Byrne on sale process; recent discussions with prospective buyers
12/10/13	Tue	Y. Zhang	0.5	Assist in preparation of analysis for ongoing building operation costs for the Debtor
12/10/13	Tue	Y. Zhang	1.5	Assistance in diligence questions, NDA negotiation and tracking log
12/11/13	Wed	Y. Zhang	1.0	Call with company and counsel re: admin and priority claims estimates; review of related materials and discussions with team
12/11/13	Wed	Y. Zhang	1.5	Assistance in diligence questions, NDA negotiation and tracking log
12/11/13	Wed	Y. Zhang	3.0	Timekeeping & preparation of November Fee Application
12/12/13	Thu	Y. Zhang	1.5	Assistance in diligence questions, NDA negotiation and tracking log
12/13/13	Fri	Y. Zhang	2.0	Assistance in diligence questions, NDA negotiation and tracking log
12/16/13	Mon	Y. Zhang	1.0	Assistance in diligence questions, NDA negotiation and tracking log
<b>Total</b>			<b>63.5</b>	

## EXHIBIT C

### EXPENSE DETAIL BY PROFESSIONAL AND CATEGORY APPLICATION PERIOD (NOVEMBER 6, 2013 – MAY 8, 2013)

Disbursements	Amount
a) Computer Assisted Legal Research	\$0.00
b) Facsimile (with rates) Rate per Page \$1.00 (Max. \$1.00/pg.)	\$0.00
c) Long Distance Telephone	\$0.00
d) In-House Reproduction	\$0.00
e) Outside Reproduction	\$0.00
f) Outside Research	\$0.00
g) Filing/Court Fees	\$0.00
h) Court Reporting	\$0.00
i) Travel	\$13,762.52
j) Courier & Express Carriers (e.g., Federal Express) Federal Express	\$0.00
k) Postage	\$0.00
l) Other (Explain): Transcript of Testimony Copy of Official Documents Lien/Litigation Work Luncheon/Dinner Conference Corporate Document Retrieval Overtime	\$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00 \$0.00
<b>DISBURSEMENTS TOTAL</b>	<b>\$13,762.52</b>

Expense Date	Employee	Expense Type	Amount
12/07/13	Byrne, Justin	Ground Transportation	\$314.61
12/09/13	Byrne, Justin	Ground Transportation	\$308.41
11/19/13	Byrne, Justin	Ground Transportation	\$226.39
12/19/13	Byrne, Justin	Ground Transportation	\$191.81
12/18/13	Byrne, Justin	Ground Transportation	\$175.90
11/20/13	Byrne, Justin	Ground Transportation	\$151.04
11/26/13	Byrne, Justin	Ground Transportation	\$151.04
12/23/13	Byrne, Justin	Ground Transportation	\$116.00
12/22/13	Byrne, Justin	Ground Transportation	\$116.00
01/09/14	Byrne, Justin	Ground Transportation	\$107.86
02/28/14	Byrne, Justin	Ground Transportation	\$107.86
12/13/13	Byrne, Justin	Ground Transportation	\$75.00
01/22/14	Byrne, Justin	Ground Transportation	\$73.00
01/21/14	Byrne, Justin	Ground Transportation	\$67.00
01/22/14	Byrne, Justin	Ground Transportation	\$44.70
01/22/14	Byrne, Justin	Ground Transportation	\$30.00
12/20/13	Byrne, Justin	Ground Transportation	\$24.60
12/16/13	Byrne, Justin	Ground Transportation	\$21.50
12/16/13	Byrne, Justin	Ground Transportation	\$16.70
11/23/13	Byrne, Justin	Ground Transportation	\$12.50
12/11/13	Byrne, Justin	Ground Transportation	\$12.50
12/05/13	Byrne, Justin	Ground Transportation	\$11.40
11/22/13	Byrne, Justin	Ground Transportation	\$10.80
11/27/13	Byrne, Justin	Ground Transportation	\$10.80
12/09/13	Byrne, Justin	Ground Transportation	\$10.80
12/09/13	Byrne, Justin	Ground Transportation	\$10.70
12/10/13	Byrne, Justin	Ground Transportation	\$10.20
11/25/13	Byrne, Justin	Ground Transportation	\$10.10
11/12/13	Byrne, Justin	Ground Transportation	\$10.10
11/05/13	Byrne, Justin	Ground Transportation	\$10.10
11/26/13	Byrne, Justin	Ground Transportation	\$10.10
12/30/13	Byrne, Justin	Ground Transportation	\$9.60
11/12/13	Byrne, Justin	Ground Transportation	\$9.50
11/05/13	Byrne, Justin	Ground Transportation	\$8.90
12/16/13	Byrne, Justin	Ground Transportation	\$8.90
12/23/13	Byrne, Justin	Ground Transportation	\$8.30
11/29/13	Byrne, Justin	Ground Transportation	\$8.30
12/20/13	Byrne, Justin	Ground Transportation	\$7.80
12/04/13	Byrne, Justin	Ground Transportation	\$7.80
11/18/13	Byrne, Justin	Ground Transportation	\$7.80
12/19/13	Byrne, Justin	Ground Transportation	\$7.70
12/17/13	Byrne, Justin	Ground Transportation	\$7.70
12/31/13	Byrne, Justin	Ground Transportation	\$7.20
11/20/13	Byrne, Justin	Meals (while traveling)	\$117.74
12/09/13	Byrne, Justin	Meals (while traveling)	\$13.24
12/23/13	Byrne, Justin	Meals (while traveling)	\$7.42
11/20/13	Byrne, Justin	Mileage / Tolls	\$45.40
12/31/13	Byrne, Justin	Telecom	\$149.30
01/05/14	Byrne, Justin	Telecom	\$18.95
12/13/13	Byrne, Justin	Telecom	\$10.95
12/16/13	Byrne, Justin	Telecom	\$4.33

Expense Date	Employee	Expense Type	Amount
12/19/13	Cramer, Steven	Airfare	\$785.93
12/15/13	Cramer, Steven	Airfare	\$745.90
12/16/13	Cramer, Steven	Airfare	\$31.15
12/12/13	Cramer, Steven	Airfare	\$31.15
12/18/13	Cramer, Steven	Airfare	\$31.15
12/24/13	Cramer, Steven	Airfare	\$26.95
12/16/13	Cramer, Steven	Airfare	\$21.95
12/16/13	Cramer, Steven	Airfare	\$15.58
12/20/13	Cramer, Steven	Airfare	\$8.25
11/27/13	Cramer, Steven	Airfare	\$8.00
12/20/13	Cramer, Steven	Airfare	\$4.75
12/19/13	Cramer, Steven	Ground Transportation	\$120.00
12/12/13	Cramer, Steven	Lodging	\$296.10
12/11/13	Cramer, Steven	Lodging	\$296.10
12/13/13	Cramer, Steven	Lodging	\$296.10
12/11/13	Cramer, Steven	Lodging	\$296.10
12/13/13	Cramer, Steven	Lodging	\$44.59
12/14/13	Cramer, Steven	Lodging	\$44.59
12/11/13	Cramer, Steven	Lodging	\$44.59
12/12/13	Cramer, Steven	Lodging	\$44.59
12/17/13	Cramer, Steven	Lodging	\$19.95
12/16/13	Cramer, Steven	Lodging	\$19.95
12/18/13	Cramer, Steven	Meals (while traveling)	\$229.89
12/06/13	Cramer, Steven	Meals (while traveling)	\$23.87
12/15/13	Cramer, Steven	Meals (while traveling)	\$20.69
12/16/13	Cramer, Steven	Meals (while traveling)	\$19.90
12/17/13	Cramer, Steven	Meals (while traveling)	\$16.48
12/05/13	Cramer, Steven	Meals (while traveling)	\$16.08
12/16/13	Cramer, Steven	Meals (while traveling)	\$15.48
12/19/13	Cramer, Steven	Meals (while traveling)	\$11.74
12/02/13	Cramer, Steven	Meals (while traveling)	\$10.85
12/18/13	Cramer, Steven	Meals (while traveling)	\$3.00
11/28/13	Cramer, Steven	Outside Research	\$275.88
12/24/13	Cramer, Steven	Telecom (while traveling)	\$26.95
11/30/13	Cramer, Steven	Telecom	\$135.76
10/31/13	Cramer, Steven	Telecom	\$114.09
11/01/13	Cramer, Steven	Dinner (Working late)	\$38.76
11/21/13	Cramer, Steven	Postage & Delivery	\$21.45

Expense Date	Employee	Expense Type	Amount
12/19/13	Farnsworth, Scott	Airfare	\$1,089.90
12/15/13	Farnsworth, Scott	Airfare	\$608.90
11/08/13	Farnsworth, Scott	Airfare	\$200.00
12/14/13	Farnsworth, Scott	Airfare	\$67.00
12/18/13	Farnsworth, Scott	Airfare	\$31.15
12/14/13	Farnsworth, Scott	Airfare	\$25.00
12/19/13	Farnsworth, Scott	Airfare	\$12.95
12/17/13	Farnsworth, Scott	Airfare	\$3.00
12/19/13	Farnsworth, Scott	Ground Transportation	\$75.03
12/16/13	Farnsworth, Scott	Ground Transportation	\$149.00
12/19/13	Farnsworth, Scott	Ground Transportation	\$125.00
12/16/13	Farnsworth, Scott	Ground Transportation	\$40.00
12/15/13	Farnsworth, Scott	Ground Transportation	\$36.52
12/19/13	Farnsworth, Scott	Ground Transportation	\$23.97
12/15/13	Farnsworth, Scott	Ground Transportation	\$23.86
12/16/13	Farnsworth, Scott	Ground Transportation	\$19.88
12/16/13	Farnsworth, Scott	Lodging	\$329.00
12/18/13	Farnsworth, Scott	Lodging	\$299.00
12/16/13	Farnsworth, Scott	Lodging	\$299.00
12/14/13	Farnsworth, Scott	Lodging	\$269.00
12/16/13	Farnsworth, Scott	Lodging	\$49.15
12/14/13	Farnsworth, Scott	Lodging	\$44.99
12/15/13	Farnsworth, Scott	Lodging	\$44.99
12/14/13	Farnsworth, Scott	Lodging	\$41.70
12/15/13	Farnsworth, Scott	Meals (while traveling)	\$43.48
12/15/13	Farnsworth, Scott	Meals (while traveling)	\$29.74
12/17/13	Farnsworth, Scott	Meals (while traveling)	\$19.31
12/16/13	Farnsworth, Scott	Meals (while traveling)	\$18.11
12/16/13	Farnsworth, Scott	Meals (while traveling)	\$11.87
12/16/13	Farnsworth, Scott	Meals (while traveling)	\$9.75
12/19/13	Farnsworth, Scott	Meals (while traveling)	\$6.29
12/16/13	Farnsworth, Scott	Meals (while traveling)	\$2.00
11/10/13	Farnsworth, Scott	Telecom (while traveling)	\$30.13
11/07/13	Farnsworth, Scott	Airfare	\$1,896.10
11/06/13	Farnsworth, Scott	Airfare	\$31.15
11/08/13	Farnsworth, Scott	Airfare	\$31.15
11/11/13	Farnsworth, Scott	Ground Transportation	\$101.81
11/08/13	Farnsworth, Scott	Ground Transportation	\$60.00
11/07/13	Farnsworth, Scott	Ground Transportation	\$36.81
11/08/13	Farnsworth, Scott	Ground Transportation	\$23.97
11/07/13	Farnsworth, Scott	Ground Transportation	\$23.86
11/08/13	Farnsworth, Scott	Ground Transportation	\$21.71
11/06/13	Farnsworth, Scott	Lodging	\$229.00
11/06/13	Farnsworth, Scott	Lodging	\$35.50
11/08/13	Farnsworth, Scott	Meals (while traveling)	\$11.81
11/08/13	Farnsworth, Scott	Meals (while traveling)	\$11.20
11/07/13	Farnsworth, Scott	Meals (while traveling)	\$9.46
11/08/13	Farnsworth, Scott	Meals (while traveling)	\$8.91
11/07/13	Farnsworth, Scott	Meals (while traveling)	\$6.99
11/08/13	Farnsworth, Scott	Meals (while traveling)	\$5.79
11/09/13	Farnsworth, Scott	Telecommunication	\$7.99
	<b>Total</b>		<b>\$13,762.52</b>