

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY FEE APPLICATION COVER SHEET

IN RE: APPLICANT:
RIH ACQUISITIONS NJ, LLC, *et al.*,¹ Cole, Schotz, Meisel,
Forman & Leonard, P.A.
CASE NO.: 13-34483 (GMB) CLIENT: Debtor
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/ Michael D. Sirota 5/20/2014
MICHAEL D. SIROTA Date

**SECTION I
FEE SUMMARY**

Final Fee Application Covering the Period
November 6, 2013 through May 15, 2014:

Total Previous Fees and Expenses Requested:	\$617,732.27
Total Fees and Expenses Allowed to Date:	\$0.00
Total Retainer (if applicable):	\$15,748.82
Total Holdback (if applicable):	\$110,344.10
Total Received by Applicant:	\$477,213.47
Total Fees and Expenses Requested in Final Fee Application:	\$622,408.12

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).



Name of Professional and Title	Year Admitted	Hours	Rate	Fee
Michael D. Sirota, Member	1986	184.90	\$800.00	\$147,920.00
Gerald H. Gline, Member	1977	47.60	\$730.00	\$34,748.00
Kenneth L. Baum, Member	1993	47.00	\$520.00	\$24,440.00
David M. Bass, Member	1994	5.50	\$640.00	\$3,520.00
Warren A. Usatine, Member	1995	28.30	\$625.00	\$17,687.50
Jeffrey H. Schechter, Member	1998	0.70	565.00	\$395.50
John S. Stewart, Member	1998	1.60	\$440.00	\$704.00
Christopher J. Caslin, Member	2000	7.50	\$440.00	\$3,300.00
Felice R. Yudkin, Member	2005	15.70	\$400.00	\$6,280.00
Geoffrey N. Weinstein, Special Counsel	1999	0.50	\$375.00	\$187.50
Ryan T. Jareck, Associate	2008	571.60	\$360.00	\$205,776.00
Raimundo J. Guerra, Associate	2010	3.60	\$300.00	\$1,080.00
Suzanne A. Sam, Associate	2011	5.20	\$300.00	\$1,560.00
Nicholas Vislocky, Associate	2012	258.30	\$245.00	\$63,283.50
Frances Pisano, Paralegal	N/A	209.40	\$245.00	\$51,303.00

Name of Professional and Title	Year Admitted	Hours	Rate	Fee
Cynthia Braden, Paralegal	N/A	90.80	\$220.00	\$19,976.00
Mary M. Manetas, Paralegal	N/A	2.20	\$200.00	\$440.00
Kim McEllen, Paralegal	N/A	1.40	\$195.00	\$273.00
Anthony Cortez, Litigation Support	N/A	7.50	\$250.00	\$1,875.00
Patt Feuerbach, Clerical/Litigation Support	N/A	7.40	\$150.00	\$1,110.00
TOTALS		1,496.70		\$585,859.00

FEE TOTALS (Page 3)	\$585,859.00
DISBURSEMENTS TOTALS (Page 4)	\$36,549.12
TOTAL FEE APPLICATION	\$622,408.12

<p>SECTION II SUMMARY OF SERVICES</p>

Services Rendered	Hours	Fee
(a) Asset Analysis and Recovery	0.00	\$0.00
(b) Asset/Business Disposition	436.70	\$205,334.50
(c) Business Operations	250.40	\$86,256.00
(d) Case Administration	68.80	\$20,878.00
(e) Claims Administration and Objections	140.50	\$44,712.50
(f) Due Diligence	1.40	\$273.00
(g) Employee Benefits/Pensions	1.50	\$540.00
(h) Fee/Employment Applications	131.60	\$37,062.00
(i) Fee/Employment Objections	0.00	\$0.00
(j) Financing	18.60	\$8,462.50
(k) Litigation (Other than Avoidance Action Litigation)	211.20	\$93,141.50
(l) Avoidance Action Litigation	0.00	\$0.00
(m) Meetings of Creditors	19.80	\$8,322.50
(n) Plan and Disclosure Statement	108.90	\$38,027.50
(o) Relief from Stay Proceedings	11.50	\$3,976.00
(p) Regulatory Compliance	0.00	\$0.00
(q) Travel	66.00	\$31,639.50
(r) Accounting/Auditing	0.00	\$0.00
(s) Business Analysis	0.00	\$0.00
(t) Corporate Finance and Valuation	0.00	\$0.00
(u) Data Analysis	12.10	\$2,285.00
(v) Litigation Consulting	2.80	\$700.00
(w) Reconstruction Accounting	0.00	\$0.00
(x) Tax Issues	14.90	\$4,248.50
(y) Other (specify category)	0.00	\$0.00
SERVICES TOTALS	1,496.70	\$585,859.00

<p>SECTION III SUMMARY OF DISBURSEMENTS</p>

Disbursements	Amount
(a) Computer Assisted Legal Research Westlaw	\$2,095.79
(b) Facsimile (with rates) Rate per Page \$1.00 (Max. \$1.00/pg.)	\$0.00
(c) Long Distance Telephone	\$1,502.41
(d) In-House Reproduction No. of Pages (39,201); Rate per Page \$0.20 (Max. 20¢/pg.)	\$7,840.10
(e) Outside Reproduction	\$0.00
(f) Outside Research	\$0.00
(g) Filing/Court Fees	\$2,486.00
(h) Court Reporting	\$0.00
(i) Travel	\$3,022.74
(j) Courier & Express Carriers (<i>e.g.</i> , Federal Express)	
Federal Express	\$171.72
Messenger Service	\$279.75
	\$451.47
(k) Postage	\$15.66
(l) Other (Explain):	
Transcript of Testimony	\$7,141.82
Copy of Official Documents	\$884.20
Lien/Litigation Work	\$2,368.65
Overtime	\$1,021.21
Conferences	\$7,719.07
Corporate Document Retrieval	\$0.00
Discovery/Exhibits	\$0.00
	\$19,134.95
DISBURSEMENTS TOTAL	\$36,549.12

**SECTION IV
CASE HISTORY**

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

- (1) Date case 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: See narrative portion of fee application.
- (5) Anticipated Distribution to Creditors:
 - (a) Administrative expense creditors: 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.

**COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.**

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Debtors-in-Possession

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.*,²

Debtors-in-Possession.

Chapter 11

**FINAL APPLICATION OF COLE,
SCHOTZ, MEISEL, FORMAN &
LEONARD, P.A. FOR ALLOWANCE OF
COMPENSATION FOR
PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT
OF ACTUAL AND NECESSARY
EXPENSES PURSUANT TO 11 U.S.C.
§§ 327, 328, 330 AND 331**

TO: HONORABLE GLORIA M. BURNS
Chief United States Bankruptcy Judge

The Application of Cole, Schotz, Meisel, Forman & Leonard, P.A. (“**Cole Schotz**”),
attorneys for RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel (“**RIH
Acquisitions**”) and RIH Propco NJ, LLC (collectively, the “**Debtors**”), in support of its Final

² 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).

Application for Allowance of Compensation (the “**Application**”) pursuant to Sections 327, 328, 330 and 331 of Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for professional services rendered by Cole Schotz for the period commencing November 6, 2013, through and including May 15, 2014 (the “**Compensation Period**”), and for reimbursement of its actual and necessary expenses incurred during the Compensation Period, respectfully represents:

BACKGROUND

1. On November 6, 2013 (the “**Filing Date**”), the Debtors filed voluntary petitions for relief pursuant to Chapter 11 of the Bankruptcy Code. A detailed description of RIH Acquisitions’ business and the facts precipitating the filing of the Debtors’ Chapter 11 proceedings are set forth in the Affidavit of Eric Matejevich in support of the Debtors’ various “First Day Motions” [Docket No. 17] (the “**Matejevich Affidavit**”). The facts set forth in the Matejevich Affidavit are incorporated herein by reference.

2. On November 8, 2013, this Court entered an Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 39] (the “**Administrative Fee Order**”). Pursuant to the Administrative Fee Order, Professionals, as defined therein, are to file with the Bankruptcy Court monthly fee statements on or before the 25th day of each month. If there are no objections to a monthly fee statement, then the Professionals are entitled to payment in the amount of eighty (80%) percent of the fees and one hundred (100%) percent of the expenses requested in the monthly fee statement. The Administrative Fee Order further provides that Professionals may file an Interim Fee Application for allowance of compensation and reimbursement of expenses of the amount sought in the

monthly fee statements, including the twenty (20%) percent holdback pursuant to Section 331 of the Bankruptcy Code.

3. On December 2, 2013, this Court entered an Order authorizing the Debtors' retention of Cole Schotz as general bankruptcy counsel *nunc pro tunc* to the Filing Date [Docket No. 120] (the "**Retention Order**"). A true copy of the Retention Order is attached as **Exhibit A**.

4. Cole Schotz submits its Final Fee Application seeking compensation for services rendered and reimbursement of expenses incurred during the Compensation Period. The following is a summary of the significant professional services rendered on the Debtors' behalf during the Compensation Period.³

**SUMMARY OF PROFESSIONAL SERVICES
RENDERED AND EXPENSES INCURRED**

5. Cole Schotz seeks allowance of compensation for professional services rendered to the Debtors during the Compensation Period in the amount of \$585,859.00. In addition, Cole Schotz seeks approval for reimbursement of expenses incurred in connection with the rendition of its services in the aggregate amount of \$36,549.12. During the Compensation Period, Cole Schotz attorneys and paraprofessionals expended a total of 1,496.70 hours for which compensation is requested. The fees charged by Cole Schotz in this proceeding are billed in accordance with its existing billing rates and procedures in effect during the Compensation Period.

6. During the Compensation Period, Cole Schotz rendered substantial professional services on behalf of the Debtors, summarized as follows:

³ The Monthly Fee Statements contain Cole Schotz's computerized billing records, indicating with specificity the services performed and the expenses incurred. Those records previously were filed with the Court as exhibits to the Monthly Fee Statements, which can be found at Docket Nos. 129, 251, 336, 374, 421 and 464. Copies will be provided to any party-in-interest upon request. Cole Schotz's computerized billing records for May 1-15, 2014, which have not previously been filed with the Court, are attached hereto as **Exhibit B**.

I. CASE ADMINISTRATION

A. Preparation of Petitions, Schedules of Assets and Liabilities and Statements of Financial Affairs

7. Cole Schotz assisted the Debtors in gathering information for and preparing the Debtors' Chapter 11 petitions. After the Filing Date, Cole Schotz spent a substantial amount of time assisting the Debtors in collecting, coordinating and reviewing extensive documents and information to facilitate completion of the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs. As a result of Cole Schotz's efforts, working closely with the Debtors' accounting staff, the Schedules of Assets and Liabilities and Statements of Financial Affairs were filed within the time-frame permitted by the Bankruptcy Court.

B. The Debtors' Retention of Professionals

8. On November 12, 2013 and November 13, 2013, Cole Schotz filed applications on the Debtors' behalf seeking authority to retain (a) general bankruptcy counsel; (b) special corporate counsel; (c) special regulatory counsel; and (d) financial advisors and investment bankers. On December 2, 2013, Orders were entered approving the Debtors' retention of professionals.

9. The Debtors also sought to retain Kurtzman Carson Consultants LLC ("**KCC**") as their claims and noticing agent. Accordingly, Cole Schotz prepared and filed on November 7, 2013 a motion for an Order authorizing the Debtors' retention of KCC pursuant to 28 U.S.C. § 156(c). On November 8, 2013, the Court entered an Order approving the Debtors' retention of KCC [Docket No. 28]. In addition, in connection with the Debtors' Plan (as defined below), Cole Schotz prepared an Application for an Order Authorizing the Employment and Retention of KCC 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 the Filing Date. On March 11, 2014, the Court entered an Order [Docket No. 377] approving that application.

10. On the Filing Date, the Debtors also sought to retain additional professionals to provide services for the Debtors in matters unrelated to these Chapter 11 cases. Accordingly, Cole Schotz prepared and filed a: (i) Motion for an Order Authorizing the Debtors' Retention and Compensation of Non-Legal Professionals Utilized by it in the Ordinary Course of Business *Nunc Pro Tunc* to the Filing Date [Docket No. 6]; and (ii) Motion for an Order Authorizing the Retention and Compensation of Non-Bankruptcy Legal Professionals *Nunc Pro Tunc* to the Filing Date [Docket No. 7]. On November 8, 2013, Orders were entered approving those motions. In connection with those motions, Cole Schotz worked with the Debtors' in-house counsel, non-legal professionals utilized by the Debtors' in the ordinary course of business, and non-bankruptcy legal professionals to prepare and file Declarations of Disinterestedness and other documents necessary for the retention of the non-legal professionals and non-bankruptcy legal professionals.

C. Section 341(a) Meeting of Creditors

11. In connection with the Section 341(a) meeting of creditors, Cole Schotz responded to the Office of the United States Trustee for the District of New Jersey's (the "**U.S. Trustee**") requests for certain documents. On December 12, 2013, the Debtors appeared and testified at a meeting of creditors pursuant to Section 341(a) of the Bankruptcy Code. Cole Schotz worked with the Debtors to prepare for that meeting, and attended the Section 341(a) meeting with the Debtors.

D. Miscellaneous

12. Throughout these Chapter 11 cases, Cole Schotz performed numerous miscellaneous services detailed in the invoices attached to the Monthly Fee Statements. Those

services include, but are not limited to, having regular status meetings or calls with the Debtors and the Official Committee of Unsecured Creditors (the “**Committee**”), and conducting legal research on a variety of issues. Cole Schotz professionals and paraprofessionals kept the Debtors apprised of all developments in these Chapter 11 proceedings and counseled the Debtors regarding the fulfillment of their duties as debtors-in-possession. Cole Schotz professionals consistently gave status reports to the Debtors, the Debtors’ management, the Debtors’ other professionals and the Committee and held conferences and meetings with the Debtors and the Committee regarding numerous significant issues in these Chapter 11 cases.

II. STABILIZATION OF THE DEBTORS’ BUSINESS

A. Emergent Relief Sought on the Filing Date

13. Cole Schotz prepared and filed various “first day” motions aimed at stabilizing the Debtors’ business and their relationship with customers, as well as easing their transition into Chapter 11. Those motions (collectively, the “**First Day Motions**”) included the following: (i) motion for an Order: (a) authorizing RIH Acquisitions NJ, LLC to continue using its existing cash management system; (b) authorizing certain Debtors to continue using their bank accounts and business forms; and (c) waiving the Debtors’ compliance with investment guidelines under 11 U.S.C. § 345(b); (ii) motion for an Order: (a) authorizing RIH Acquisitions NJ, LLC to (i) satisfy and, to the extent applicable, directing any payroll banks to honor, pre-petition gross salaries, payroll taxes and related obligations to or for the benefit of the Debtors’ employees, and (ii) honor, in its discretion, pre-petition sick, vacation, personal, and similar themed days; and (b) granting other related relief; (iii) motion for entry of an order authorizing RIH Acquisitions NJ, LLC to pay certain pre-petition taxes and fees pursuant to 11 U.S.C. §§ 507(a)(8) and 105(a); (iv) motion pursuant to 11 U.S.C. § 105(a) for an Order authorizing RIH Acquisitions NJ, LLC to honor casino chips and other customer-related claims, programs and obligations; (v) motion

for entry of: (a) an interim Order authorizing RIH Acquisitions NJ, LLC to pay or honor prepetition obligations to certain critical vendors and authorizing financial institutions to honor all related checks and electronic payment requests related thereto; and (b) a final Order; (vi) motion for an Order directing the credit card processor to honor the processing agreement with RIH Acquisitions NJ, LLC pending assumption or rejection pursuant to 11 U.S.C. §§ 365 and 105(a); (vii) motion for an order: (a) granting interim relief pursuant to 11 U.S.C. § 366(b); (b) authorizing the payment of adequate assurance for post-petition utility services; (c) fixing final hearing date to determine adequate assurance; and (d) granting other related relief; (viii) motion for an interim and final order: (a) authorizing the Debtors to obtain superpriority, senior secured post-petition financing pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c) and 364(e); (b) scheduling a final hearing pursuant to Fed. R. Bankr. P. 4001; and (c) granting other related relief; and (ix) motion for an Order authorizing RIH Acquisitions NJ, LLC to continue making installment payments under a prepetition insurance premium financing agreement.

14. The preparation of the First Day Motions as well as the Matejevich Affidavit in support of the First Day Motions, required Cole Schotz to understand the Debtors' business operations and financial affairs, to review extensive documentation pertaining thereto and to analyze certain critical legal issues. Following a hearing on November 8, 2013, the Court granted the First Day Motions on an interim or final basis. As a result of Cole Schotz's efforts in connection with the First Day Motions, any disruption to the Debtors' business operations as a result of their bankruptcy filings was minimized.

B. Negotiation of Debtor-in-Possession Financing from Northlight

15. Cole Schotz, in consultation with Imperial Capital LLC ("**Imperial**") and Willkie Farr & Gallagher LLP ("**WFG**"), the Debtors' investment banker and special corporate counsel,

respectively, devoted time negotiating and documenting the terms of a \$15 million debtor-in-possession loan (the “**DIP Loan**”) with Northlight Trust I, a Delaware statutory trust, and an affiliate of Northlight Financial LLC (the “**Post-Petition Lender**”). This effort entailed Cole Schotz’s review, analysis and negotiation, in consultation with Imperial and WFG, of a comprehensive Secured and Superpriority Debtor-in-Possession Credit and Security Agreement (the “**DIP Loan Agreement**”) and final financing Order. Additionally, to prepare for the closing on the DIP Loan, Cole Schotz and co-counsel were required to review, negotiate and prepare a number of ancillary documents.

16. In addition, on November 7, 2013, Cole Schotz prepared and filed on the Debtors’ behalf a Verified Application in support of the Debtors’ motion for entry of a final Order, pursuant to Sections 363 and 364 of the Bankruptcy Code and Bankruptcy Rule 4001: (a) authorizing the Debtors to enter into a DIP Loan with the Post-Petition Lender, and (b) granting other related relief [Docket No. 16] (the “**DIP Motion**”). In connection with the DIP Motion, Cole Schotz had numerous discussions with co-counsel, counsel for the Committee and counsel to the Post-Petition Lender to resolve various issues with respect to the DIP Loan.

17. On December 2, 2013, the Court entered a final order approving the DIP Loan, thereby ensuring that the Debtors had sufficient working capital to fund ongoing operating expenses and minimizing the disruption to the Debtors’ business during their Chapter 11 proceedings.

C. Utilities

2. During the Compensation Period, Cole Schotz prepared and filed a motion for an order (a) granting interim relief pursuant to 11 U.S.C. § 366(b), and (b) authorizing the payment of adequate assurance for post-petition utility services, and (c) fixing a final hearing date to determine adequate assurance [Docket No. 14] (the “**366 Motion**”). Cole Schotz resolved both

formal and informal objections to the 366 Motion filed by Atlantic City Electric Company and South Jersey Gas.

3. On December 2, 2013, the Court entered a Final Order: (A) Granting Relief Pursuant to 11 U.S.C. § 366(b); (B) Authorizing the Payment of Adequate Assurance for Post-Petition Utility Services; and (C) Granting Other Related Relief [Docket No. 116].

III. KEY EMPLOYEE INCENTIVE PLAN

18. Cole Schotz, in consultation with Mercer (US) Inc. (“**Mercer**”), the Debtors’ compensation consultant, and Imperial, prepared and filed a key employee incentive plan for certain key employees (the “**KEIP**”). The KEIP was met with significant opposition from the U.S. Trustee and the Committee.

19. Cole Schotz responded to significant discovery from the Committee in connection with the KEIP including defending depositions of Mr. Eric Matejevich, the Debtors’ Co-Chief Operating Officer and Mr. John Dempsey, of Mercer. Cole Schotz also prepared a reply memorandum of law and supporting declarations of Mr. Dempsey and Mr. Farnsworth of Imperial in support of the KEIP.

20. Cole Schotz was instrumental in resolving the Committee’s objection prior to the return date on the KEIP. In addition, on December 17, 2013, Cole Schotz successfully prosecuted the Debtors’ KEIP over the objection of the U.S. Trustee.

IV. SALE OF THE DEBTORS’ ASSETS

21. On November 12, 2013, Cole Schotz prepared and filed on the Debtors’ behalf a motion with the Bankruptcy Court seeking, among other things, entry of an order (the “**Bidding Procedures Order**”): (i) approving procedures for submitting bids for the purchase of substantially all of the Debtors’ assets (the “**Assets**”); (ii) approving procedures for the assumption and assignment of certain executory contracts and unexpired leases in connection

with the sale of the Assets and resolution of any objections thereto; and (iii) scheduling the date and time of the hearing (the “**Sale Approval Hearing**”) to consider approval of the proposed sale of the Assets to the successful bidder or bidders for the Assets.

22. On November 19, 2013, Cole Schotz attended a hearing before the Bankruptcy Court whereby the Court entered the Bidding Procedures Order [Docket No. 87]. Pursuant to the Bidding Procedures Order, Cole Schotz conducted a two-day auction on December 17 and December 18, 2013, after which the Debtors selected Tropicana Atlantic City Corp. (“**Tropicana**”) and Caesars Entertainment Operating Company, Inc. (“**Caesars**”) as the successful bidders (the “**Successful Bidders**”) for the Assets pursuant to the terms of the asset purchase agreements, dated December 20, 2013 [Docket No. 193 and 194] (the “**Asset Purchase Agreements**”).

23. On December 23, 2013, Cole Schotz extensively prepared for and attended the contested Sale Approval Hearing whereby the Court approved the sale of the Debtors’ assets to the Successful Bidders over the objection of a disgruntled bidder. On December 26, 2013, the Court entered orders [Docket No. 221 and 222] approving the sale. On January 15, 2014, the Debtors closed on the Asset Purchase Agreement with Tropicana. The Debtors closed on the Asset Purchase Agreement with Caesars on February 3, 2014.

V. PLAN OF LIQUIDATION

24. Following the closing of the sale to Tropicana and Caesars, Cole Schotz and the Debtors examined all available options to emerge from Chapter 11. Toward that end, Cole Schotz prepared a Joint Plan of Liquidation (as may be amended and as further defined herein, the “**Plan**”), which provides for the creation of a liquidating trust that will administer the Debtors’ estates and distribute the sale proceeds to the Debtors’ creditors. Accordingly, on February 28, 2014, Cole Schotz filed the Plan and accompanying Disclosure Statement.

25. In addition, Cole Schotz prepared a motion (the “**Motion**”) for entry of an Order pursuant to 11 U.S.C. § 105(d)(2)(B)(v) and (vi): (a) conditionally approving the Disclosure Statement for solicitation purposes only; (b) scheduling a joint hearing (the “**Joint Hearing**”) to consider adequacy of the Disclosure Statement and confirmation of the Plan; (c) approving notice and objection procedures with respect to adequacy of the Disclosure Statement and Plan confirmation; (d) fixing a record date for voting on the Plan and procedures for temporary allowance of claims; (e) approving solicitation packages and procedures for distribution thereof; and (f) approving the form of ballots and establishment of procedures for voting on the Plan.

26. On March 10, 2014, Cole Schotz attended the hearing whereby the Court approved the Motion and scheduled the Joint Hearing for April 14, 2014. In support of confirmation of the plan, Cole Schotz prepared supporting Declarations of Eric Matejevich and Michael Hill of KCC. The Debtors received one (1) formal objection and two (2) informal objections to confirmation of the Plan. Cole Schotz resolved those objections prior to the April 14, 2014 Joint Hearing. After Cole Schotz’s presentation to the Court, the Plan was approved by the Court and the confirmation order [Docket No. 432] was entered.

VI. MISCELLANEOUS

A. Case Administration

27. During the Compensation Period, Cole Schotz assisted the Debtors in reviewing, analyzing and filing objections to the following claims:

- (a) Motion Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 for Entry of an Order Granting the Debtors’ First Omnibus Objection (Substantive) to Withdrawal Liability Claims; and
- (b) Motion Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Expunging the Priority Proof of Claim Filed by the State of New Jersey, Division of Taxation.

28. During the Compensation Period, Cole Schotz also assisted the Debtors in carrying out their duties as debtors-in-possession including the preparation and filing of the following additional motions or objections:

- (a) Motion for an Order Establishing Procedures Related to Claims Asserted Pursuant to 11 U.S.C. § 503(b)(9);
- (b) Motion for an Order: (I) Establishing Deadline and Procedure for Filing Certain Administrative Claims; (II) Approving Proposed Notice and Filing Procedures; and (III) Approving Form and Manner of Notice Thereof;
- (c) Motion for an order authorizing the Debtors to reject certain executory contracts and unexpired leases pursuant to 11 U.S.C. §§ 363 and 365(a);
- (d) Motion for an Order Pursuant to 11 U.S.C. § 105(a) and Fed. R. Bankr. P. 3007 Establishing Procedures for Objections to Claims;
- (e) Motion for entry of an Order consistent with N.J.S.A. 5:12-177 and pursuant to Sections 105 and 363(b)(1) of the Bankruptcy Code approving the Debtors' plan to donate investment alternative tax payments to the Casino Reinvestment Development Authority in exchange for a cash credit; and
- (f) Omnibus Objection to Motions of Mark-It-Smart and Thomas Company, Inc. to Compel Payment of Administrative Expense Claim Under 11 U.S.C. § 503(b)(9).

B. Other

29. In addition to the aforementioned specific categories of services, Cole Schotz also performed numerous miscellaneous services detailed in the invoices attached to the Monthly Fee Statements. Those services include, but are not limited to, having regular meetings with the Debtors, co-counsel and the Committee, interfacing with the U.S. Trustee on a variety of issues, attending conferences with the Court, and conducting legal research on a variety of issues. Cole Schotz professionals and paraprofessionals have kept the Debtors apprised of all developments in

this Chapter 11 proceeding and counseled the Debtors regarding the fulfillment of his duties as debtor-in-possession.

30. The foregoing professional services performed by Cole Schotz are a summary only. Cole Schotz respectfully submits that its services were necessary and valuable to the Debtors and their estates and were in the estates' best interests. Compensation for the foregoing services as requested is commensurate with the complexity, importance and nature of the problems, issues and/or tasks involved. The professional services were performed in an expeditious and efficient manner.

RELIEF REQUESTED AND BASIS THEREFOR

31. The professional services performed by Cole Schotz on the Debtors' behalf during the Compensation Period required an aggregate expenditure of 1,496.70 recorded hours by Cole Schotz's partners, associates and paraprofessionals. Of the aggregate time expended, 339.30 recorded hours were expended by members of Cole Schotz, 838.70 recorded hours were expended by associates and 303.80 recorded hours were expended by paraprofessionals and law clerks.

32. During the Compensation Period, Cole Schotz's hourly billing rates for attorneys and paraprofessionals ranged from \$195.00 to \$800.00 per hour. Allowance of compensation in the amount requested would result in a blended hourly billing rate of \$393.35, which represents a blended rate of \$236.97 and \$433.68 for paraprofessionals and attorneys, respectively, at Cole Schotz's regular billing rates in effect at the time of the performance of services.

33. Cole Schotz has incurred \$36,549.12 in direct out-of-pocket expenses in providing professional services during the Compensation Period. These charges are intended to cover Cole Schotz's direct operating costs, which costs are not incorporated into Cole Schotz's billing rates.

34. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under Section 327 of the Bankruptcy Code “reasonable compensation for actual necessary services rendered . . . and reimbursement for actual necessary expenses.” 11 U.S.C. § 330(a)(1).

35. Section 330 of the Bankruptcy Code contains two separate criteria, and before determining the reasonableness of the service, the Court must make a threshold inquiry into its necessity. In re Engel, 190 B.R. 206, 209 (Bankr. D.N.J. 1995); see also In re Fleming Cos., 304 B.R. 85, 89 (D. Del. 2003) (discussing a two-tiered approach to determining whether compensation should be allowed – first “the court must be satisfied that the attorney performed actual and necessary services” and second, “the court must assess a reasonable value for those services”). The majority of courts which have interpreted Section 330 of the Bankruptcy Code have held that an element of whether such services are “necessary” is whether they benefitted the bankruptcy estate. Engel, 190 B.R. at 209. Further, the test for determining necessity is objective, focusing on what services a reasonable lawyer would have performed under the same circumstances. In re APW Enclosure Systems, Inc., No. 06-11378 (MFW), 2007 WL 3112414, at *3 (Bankr. D. Del. 2007) (citing In re Ames Dep’t Stores, Inc., 76 F.3d 66, 72 (2d Cir. 1996)). This test does not rely on hindsight to determine the ultimate success or failure of the attorney’s actions. See id. (citing Keate v. Miller (In re Kohl), 95 F.3d 713, 714 (8th Cir. 1996)).

36. Once the court determines that a service was necessary, it also assesses the reasonable value of the service. 11 U.S.C. § 303(a)(3). Section 330(a)(3) of the Bankruptcy Code sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

37. In determining the reasonableness of fees, courts routinely “employ the twelve factors set forth in Johnson v. Ga. Highway Express, Inc., 488 F.2d 714, 717-19 (5th Cir. 1974).” Staiano v. Cain (In re Lan Assocs. XI, L.P.), 192 F.3d 109, 123 (3d Cir. 1999). These factors include: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. Id. at 123 n.8

38. In addition, Section 331 of the Bankruptcy Code provides that a debtor’s attorney employed under Section 327 of the Bankruptcy Code may apply to the Court for interim compensation not more than once every 120 days after an order for relief in a case under Chapter 11. See 11 U.S.C. § 331.

39. In the instant case, Cole Schotz devoted a substantial amount of time and effort addressing the numerous issues involved in these Chapter 11 cases. Cole Schotz respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary to effectively represent the Debtors and the interests of their estate and creditors, were performed economically, effectively and efficiently and were rendered in order to protect and preserve, appropriately administer and ultimately bring conclusion to the Debtors' assets and estate. See In re Engel, 190 B.R. at 209. Because Cole Schotz's services benefitted the bankruptcy estate, Cole Schotz respectfully submits that it performed "actual and necessary" services compensable under Section 330 of the Bankruptcy Code.

40. Further, Cole Schotz submits that consideration of the relevant factors enumerated in Lan Assocs., 192 F.3d at 123 n.8, establishes that the compensation requested is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties-in-interest:

- (a) *The Time and Labor Required.* The professional services rendered by Cole Schotz on behalf of the Debtors have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the many issues encountered by the Debtors with skill and dispatch. Cole Schotz respectfully represents that the services rendered by it were performed efficiently, effectively and economically.
- (b) *The Novelty and Difficulty of Questions.* Complex issues arose in the course of these Chapter 11 cases. Cole Schotz's effective advocacy and creative approach to solving problems have helped clarify and resolve the numerous issues that have arisen in these Chapter 11 cases and provided substantial benefit to the Debtors' estates.
- (c) *The Skill Required to Perform the Legal Services Properly.* Cole Schotz believes that its recognized expertise in the area of insolvency proceedings and reorganization have contributed to the efficient and effective administration of these Chapter 11 cases.
- (d) *The Preclusion of Other Employment by Applicant Due to Acceptance of the Case.* Cole Schotz's representation of the Debtors has not precluded its acceptance of new clients. However, the issues that have arisen in these Chapter

11 cases required attention on a continuing basis and several of Cole Schotz’s attorneys have committed significant portions of their time to these cases.

- (e) The Customary Fee. The fee sought herein is based upon Cole Schotz’s normal hourly rates for services of this kind. Cole Schotz respectfully submits that the hourly rates of its professionals are not unusual given the time expended in attending to the representation of the Debtors. Cole Schotz’s hourly rates and the fees requested herein are commensurate with fees Cole Schotz has been awarded in other Chapter 11 cases, as well as with fees charged by other attorneys of comparable experience.
- (f) Whether the Fee is Fixed or Contingent. Not applicable.
- (g) Time Limitations Imposed by Client or other Circumstances. Not applicable.
- (h) The Amount Involved and Results Obtained. Cole Schotz respectfully submits that the amount of fees for which compensation is sought is reasonable under the circumstances given the numerous issues that had to be addressed, and that these Chapter 11 cases were administered in an efficient manner.
- (i) The Experience, Reputation and Ability of the Attorneys. Cole Schotz is a professional association whose 113 attorneys practice extensively in the fields of bankruptcy and corporate restructuring; litigation; real estate; tax, trusts and estates; corporate, finance and business transactions; employment; environmental; construction services and other phases of the law. Cole Schotz has represented debtors, creditors, creditors’ committees, fiduciaries and numerous other parties in hundreds of cases before the Bankruptcy Courts for the District of New Jersey as well as in various other Bankruptcy Courts throughout the country.
- (j) The Undesirability of the Case. Not applicable.
- (k) Nature and Length of Professional Relationship. Not applicable.
- (l) Awards In Similar Cases. As previously indicated, the fees sought herein are commensurate with fees Cole Schotz has been awarded in other Chapter 11 cases.

41. Cole Schotz believes that the foregoing services were necessary and beneficial to the Debtors’ estates. The services performed total 1,496.70 hours, as follows:

Name of Professional and Title	Year Admitted	Hours	Rate	Fee
Michael D. Sirota, Member	1986	184.90	\$800.00	\$147,920.00
Gerald H. Gline, Member	1977	47.60	\$730.00	\$34,748.00

Name of Professional and Title	Year Admitted	Hours	Rate	Fee
Kenneth L. Baum, Member	1993	47.00	\$520.00	\$24,440.00
David M. Bass, Member	1994	5.50	\$640.00	\$3,520.00
Warren A. Usatine, Member	1995	28.30	\$625.00	\$17,687.50
Jeffrey H. Schechter, Member	1998	0.70	565.00	\$395.50
John S. Stewart, Member	1998	1.60	\$440.00	\$704.00
Christopher J. Caslin, Member	2000	7.50	\$440.00	\$3,300.00
Felice R. Yudkin, Member	2005	15.70	\$400.00	\$6,280.00
Geoffrey N. Weinstein, Special Counsel	1999	0.50	\$375.00	\$187.50
Ryan T. Jareck, Associate	2008	571.60	\$360.00	\$205,776.00
Raimundo J. Guerra, Associate	2010	3.60	\$300.00	\$1,080.00
Suzanne A. Sam, Associate	2011	5.20	\$300.00	\$1,560.00
Nicholas Vislocky, Associate	2012	258.30	\$245.00	\$63,283.50
Frances Pisano, Paralegal	N/A	209.40	\$245.00	\$51,303.00
Cynthia Braden, Paralegal	N/A	90.80	\$220.00	\$19,976.00
Mary M. Manetas, Paralegal	N/A	2.20	\$200.00	\$440.00

Name of Professional and Title	Year Admitted	Hours	Rate	Fee
Kim McEllen, Paralegal	N/A	1.40	\$195.00	\$273.00
Anthony Cortez, Litigation Support	N/A	7.50	\$250.00	\$1,875.00
Patt Feuerbach, Clerical/Litigation Support	N/A	7.40	\$150.00	\$1,110.00
TOTALS		1,496.70		\$585,859.00

42. As set forth above, Cole Schotz requests compensation for 1,496.70 hours of time for legal services rendered, the total value of which is \$585,859.00.

43. In addition, Cole Schotz incurred out-of-pocket disbursements in the amount of \$36,549.12.

WHEREFORE, Cole Schotz respectfully requests a Final fee allowance as bankruptcy counsel for the Debtors in the amount of \$585,859.00, together with reimbursement of expenses in the amount of \$36,549.12, for a total final fee award of \$622,408.12.

Respectfully submitted,

COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.
Attorneys for RIH Acquisitions NJ, LLC,
et al., Debtors-in-Possession

By: /s/ Michael D. Sirota
Michael D. Sirota

DATED: May 20, 2014

EXHIBIT A



<p>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</p>	
<p>Caption in Compliance with D.N.J. LBR 9004-2(c)</p> <p>COLE, SCHOTZ, MEISEL, FORMAN & LEONARD, P.A. A Professional Corporation 25 Main Street P. O. Box 800 Hackensack, NJ 07602-0800 (201) 489-3000 (201) 489-1536 Facsimile Michael D. Sirota, Esq. Warren A. Usatine, Esq. Ryan T. Jareck, Esq. Nicholas B. Vislocky, Esq. (201) 489-3000 (201) 489-1536 Facsimile Proposed attorneys for RIH Acquisitions NJ, LLC, <i>et al.</i>, Debtors-in-Possession</p>	
<p>In re:</p> <p>RIH ACQUISITIONS NJ, LLC, <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors-in-Possession.</p>	<p>Case No. 13-34483 (GMB)</p> <p>Judge: Hon. Gloria M. Burns</p> <p>Chapter 11</p> <p>(Jointly Administered)</p>

ORDER APPROVING THE DEBTORS' RETENTION OF COLE, SCHOTZ, MEISEL, FORMAN & LEONARD, P.A. AS BANKRUPTCY COUNSEL PURSUANT TO 11 U.S.C. § 327(a) NUNC PRO TUNC TO THE FILING DATE

The relief set forth on the following pages, numbered two (2) through three (3), is hereby **ORDERED.**

DATED: 12/2/2013



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

¹The 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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Debtor: RIH ACQUISITIONS NJ, LLC, *et al.*,
Case No: 13-34483 (GMB)
Caption of Order: ORDER AUTHORIZING THE DEBTORS' EMPLOYMENT AND
RETENTION OF COLE, SCHOTZ, MEISEL, FORMAN & LEONARD,
P.A. AS BANKRUPTCY COUNSEL PURSUANT TO 11 U.S.C.
§ 327(a) *NUNC PRO TUNC* TO THE FILING DATE

THIS MATTER having been opened to the Court by RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel and RIH Propco NJ, LLC, the within debtors and debtors-in-possession (the “**Debtors**”), upon an Application (the “**Application**”) for entry of an Order approving the Debtors’ employment and retention of Cole, Schotz, Meisel, Forman & Leonard, P.A. (“**Cole Schotz**”) as their bankruptcy counsel in these proceedings pursuant to 11 U.S.C. § 327(a) *nunc pro tunc* to November 6, 2013 (the “**Filing Date**”); and the Court having considered the Application and the Affidavit of Michael D. Sirota, Esq. in support thereof (the “**Sirota Affidavit**”); and the Court being satisfied that Cole Schotz 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 Debtors and their 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,

IT IS ORDERED as follows:

1. The retention of Cole Schotz as bankruptcy counsel for the Debtors is hereby authorized and approved pursuant to 11 U.S.C. § 327(a) effective as of the Filing Date to provide the services enumerated in the Application and the Sirota Affidavit.

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Debtor: RIH ACQUISITIONS NJ, LLC, *et al.*,
Case No: 13-34483 (GMB)
Caption of Order: ORDER AUTHORIZING THE DEBTORS' EMPLOYMENT AND
RETENTION OF COLE, SCHOTZ, MEISEL, FORMAN & LEONARD,
P.A. AS BANKRUPTCY COUNSEL PURSUANT TO 11 U.S.C.
§ 327(a) *NUNC PRO TUNC* TO THE FILING DATE

2. Any and all compensation to be paid to Cole Schotz for services rendered on the Debtors' behalf shall be fixed by application to this Court in accordance with Sections 330 and 331 of the Bankruptcy Code and such Rules of Local and Federal Bankruptcy Procedure as may then be applicable, unless an alternate arrangement for interim compensation is authorized by the Court.

3. A true copy of this Order shall be served on all parties-in-interest within seven (7) days hereof.

EXHIBIT B

Cole Schotz

COLE, SCHOTZ, MEISEL, FORMAN & LEONARD P.A.

Court Plaza North
25 Main Street
P.O. Box 800
Hackensack, NJ 07602-0800
201.489.3000 201.489.1536 fax
FEDERAL ID# 22-2113414.

—
New York
—
Delaware
—
Maryland
—
Texas

THE ATLANTIC CITY CASINO HOTEL
BOSTON & THE BOARDWALK
ATLANTIC CITY, NJ 08401
ATTN: ERIC MATEJEVICH

Re: **Client/Matter No. 51328-0001**
WORKOUT

Invoice No. 739760
May 19, 2014

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 15, 2014

<u>DATE</u>	<u>NARRATIVE</u>	<u>INITIALS</u>	<u>HOURS</u>	<u>AMOUNT</u>
LITIGATION			0.10	\$36.00
05/08/14	REVIEW OTIS ELEVATOR NOTICE TO PERFECT LIEN	RTJ	0.10	36.00
PLAN AND DISCLOSURE STATEMENT			1.20	\$340.00
05/07/14	TELEPHONE TO C. SLOCUM RE: ATLANTIC CLUB CASINO PLAN	RTJ	0.20	72.00
05/15/14	TELEPHONE FROM F. PISANO RE: NOTICE OF EFFECTIVE DATE	RTJ	0.10	36.00
05/15/14	CONFERENCE WITH F. PISANO RE: SERVICE OF EFFECTIVE DATE NOTICE	RTJ	0.10	36.00
05/15/14	EMAILS WITH KCC RE: SERVICE QUESTIONS ON NOTICE OF EFFECTIVE DATE	FP	0.10	24.50
05/15/14	REVIEW NOTICE OF EFFECTIVE DATE; DISCUSS REVISIONS TO NOTICE WITH ATTORNEY	FP	0.20	49.00
05/15/14	REVIEW REVISED NOTICE OF EFFECTIVE DATE; PREPARE IN PDF FOR FILING	FP	0.20	49.00
05/15/14	EFILE NOTICE OF EFFECTIVE DATE; DOWNLOAD FILED COPY AND PREPARE FOR SERVICE; EMAIL TO KCC FOR SERVICE	FP	0.30	73.50
RELIEF FROM STAY			0.30	\$108.00
05/05/14	DRAFT LETTER TO B. NEFF RE: RELIEF FROM AUTOMATIC STAY	RTJ	0.30	108.00
ASSET/ BUSINESS DISPOSITION			0.60	\$216.00
05/03/14	REVIEW CRDA PROPOSALS	RTJ	0.30	108.00
05/05/14	REVIEW CRDA BOND SALE SUMMARY	RTJ	0.20	72.00
05/15/14	REVIEW CORRESPONDENCE [REDACTED]	RTJ	0.10	36.00
BUSINESS OPERATIONS			1.10	\$396.00
05/05/14	DRAFT CORRESPONDENCE TO TRUSTEE RE: VARIOUS ISSUES RAISED DURING 4/29/14 MEETING	RTJ	0.20	72.00

Re: WORKOUT
 Client/Matter No. 51328-0001

Invoice No. 739760
 May 19, 2014
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05/06/14	CONFERENCE WITH J. BYRNE RE: FINAL FEE APPLICATION AND CRDA BONDS	RTJ	0.20	72.00
05/12/14	DRAFT CORRESPONDENCE [REDACTED]	RTJ	0.10	36.00
05/12/14	TELEPHONE FROM J. BYRNE RE: IMPERIAL FEE APPLICATION AND CRDA BONDS	RTJ	0.20	72.00
05/15/14	REVISE NOTICE OF EFFECTIVE DATE	RTJ	0.20	72.00
05/15/14	TELEPHONE FROM ATLANTIC ADVERTISING RE: ADMINISTRATIVE EXPENSE CLAIM	RTJ	0.20	72.00
	CASE ADMINISTRATION		2.80	\$686.00
05/01/14	REVIEW DOCKET RE: HEARINGS SCHEDULED FOR MAY 5 OMNIBUS HEARING; TELEPHONE TO C. FOWLER/JUDGE BURNS CHAMBERS REQUESTING ADJOURNMENT OF STATUS CONFERENCE FROM 5/5 TO 6/23.	FP	0.20	49.00
05/01/14	EMAIL TO KCC SIGNED ORDER (1) ESTABLISHING PROCEDURES FOR CLAIMS OBJECTIONS; AND (2) DENYING CAVANAUGH MOTION RELIEF FROM STAY FOR SERVICE	FP	0.20	49.00
05/02/14	TELEPHONE FROM C. FOWLER/JUDGE BURN'S CHAMBERS CONFIRMING ADJOURNMENT OF STATUS CONFERENCE	FP	0.10	24.50
05/02/14	REVISE AGENDA TO INDICATE ADJOURNMENT OF STATUS CONFERENCE AND EMAIL DRAFT TO ATTORNEY FOR REVIEW	FP	0.20	49.00
05/02/14	REVISE, PDF AND EFILE AGENDA	FP	0.20	49.00
05/02/14	REVIEW DOCKET FOR HEARINGS SCHEDULED FOR 5/5/14 OMNIBUS HEARING IN PREPARATION FOR DRAFTING AGENDA; DRAFT AGENDA	FP	0.60	147.00
05/05/14	PREPARE AND EFILE AFFIDAVIT OF SERVICE RE: (1) SIGNED ORDER DENYING CAVANAUGH MOTION RELIEF FROM STAY; AND (2) SIGNED ORDER ESTABLISH CLAIMS PROCEDURES	FP	0.20	49.00
05/05/14	REVIEW COURT ECF ERROR NOTICE RE: FILING OF DUANE MORRIS CERTIFICATE OF NO OBJECTION; TELEPHONE TO COURT CLERK RE: NOTICE	FP	0.20	49.00
05/06/14	TELEPHONE TO COURT RE: ERROR NOTICE FOR FILING OF CERTIFICATION OF NO OBJECTION TO DUANE MORRIS MONTHLY FEE STATEMENT; DISCUSS WITH ATTORNEY	FP	0.20	49.00
05/13/14	DISCUSS CASE STATUS (EFFECTIVE DATE) AND FILING OF FEE APPLICATIONS WITH ATTORNEY	FP	0.10	24.50
05/15/14	CALENDAR DEADLINES AND ADVISE ATTORNEYS	FP	0.10	24.50
05/15/14	TELEPHONE TO COURT RE: HEARING DATES FOR FEE APPLICATION AND NOTICING	FP	0.10	24.50

Re: WORKOUT
 Client/Matter No. 51328-0001

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05/15/14	REVIEW DOCKET FOR PREPARATION OF AGENDA OF MAY 19, 2014 OMNIBUS HEARING; DRAFT AGENDA	FP	0.40	98.00
	CLAIMS ADMINISTRATION AND OBJECTIONS		0.20	\$49.00
05/15/14	TELEPHONE FROM CREDITOR RE: UPDATE ON CASE STATUS	FP	0.10	24.50
05/15/14	TELEPHONE FROM CREDITOR RE: CASE STATUS	FP	0.10	24.50
	FEE EMPLOYMENT		10.00	\$2,818.00
05/01/14	REVIEW AND PREPARATION OF INFORMATION NEEDED TO WORK ON COLE SCHOTZ FINAL FEE APPLICATION	FP	0.30	73.50
05/02/14	REVIEW EMAILS CONTAINING IMPERIAL FINAL FEE APPLICATION	FP	0.10	24.50
05/02/14	REVIEW PREBILL FOR APRIL 2014	FP	0.20	49.00
05/05/14	REVIEW AND REVISE IMPERIAL CAPITAL FINAL FEE APPLICATION	RTJ	0.50	180.00
05/05/14	PREPARE AND EFILE CERTIFICATE OF NO OBJECTION RE: DUANE MORRIS MARCH MONTHLY	FP	0.20	49.00
05/05/14	REVIEW AND REVISE PREBILL, TIME ENTRIES, SERVICE CODES, IN PREPARATION FOR MONTHLY FEE STATEMENT	FP	0.80	196.00
05/05/14	REVIEW IMPERIAL'S FEE APPLICATION; REVIEW EMAILS TO AND FROM ATTORNEY AND IMPERIAL RE: REVISIONS AND FILING QUESTIONS	FP	0.20	49.00
05/06/14	DOWNLOAD FILED COLE SCHOTZ APRIL MONTHLY FEE STATEMENT AND PREPARE FOR SERVICE; EMAIL TO KCC FOR SERVICE	FP	0.20	49.00
05/06/14	FINALIZE COLE SCHOTZ 6TH MONTHLY FEE STATEMENT	RTJ	0.30	108.00
05/06/14	REVIEW COLE SCHOTZ INVOICE FOR PRIVILEGE	RTJ	0.30	108.00
05/06/14	REVIEW AND FINAL REVISIONS OF TIME ENTRIES AND SERVICE CODES IN PREPARATION FOR MONTHLY FEE STATEMENT	FP	0.50	122.50
05/06/14	REVISE DUANE MORRIS CERTIFICATE OF NO OBJECTION TO INCLUDE SIGNATURE LINE FOR ATTORNEY R. JARECK; PDF AND EFILE SIGNATURE PAGE	FP	0.20	49.00
05/06/14	REVIEW DRAFT SUMMARY; PREPARE AND SEND COPY TO ATTORNEY FOR REVIEW AND REDACTIONS	FP	0.20	49.00
05/06/14	WORK ON MONTHLY FEE STATEMENT; REVISE AND INSERT INFORMATION FOR PROFESSIONALS AND COSTS; REVIEW INFORMATION FROM ACCOUNTING AND UPDATE NUMBERS	FP	0.50	122.50
05/06/14	WORK ON REDACTIONS ON FINAL INVOICES; PREPARE IN FINAL FOR FILING WITH MONTHLY	FP	0.40	98.00
05/06/14	FINALIZE MONTHLY FEE STATEMENT; WORK ON EXHIBITS; EMAIL ALL TO ATTORNEY FOR REVIEW BEFORE FILING	FP	0.30	73.50

Re: WORKOUT
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05/06/14	EFILE COLE SCHOTZ APRIL MONTHLY FEE STATEMENT WITH EXHIBITS	FP	0.20	49.00
05/07/14	PREPARE AND EFILE CERTIFICATE OF SERVICE RE: COLE SCHOTZ APRIL MONTHLY FEE STATEMENT	FP	0.20	49.00
05/08/14	WORK ON COLE SCHOTZ FINAL FEE APPLICATION	FP	0.30	73.50
05/08/14	WORK ON COLE SCHOTZ FINAL FEE APPLICATION; WORK ON PREPARATION/CALCULATION OF PROFESSIONAL FEES AND COSTS TO BE INPUT INTO APPLICATION	FP	0.80	196.00
05/12/14	REVIEW AND REVISE IMPERIAL FINAL FEE APPLICATION	RTJ	0.50	180.00
05/15/14	PREPARE COLE SCHOTZ FINAL FEE APPLICATION	RTJ	0.90	324.00
05/15/14	REVIEW AND REVISE IMPERIAL CAPITAL FINAL FEE APPLICATION	RTJ	0.30	108.00
05/15/14	REVIEW DUANE MORRIS FEE APPLICATION	RTJ	0.20	72.00
05/15/14	CORRESPONDENCE WITH J. DEMPSEY RE: MERCER FEES (2X)	RTJ	0.20	72.00
05/15/14	REVIEW AND PREPARE DUANE MORRIS INTERIM FEE APPLICATION FOR FILING	FP	0.20	49.00
05/15/14	REVIEW JUDGE BURN'S CALENDAR FOR UPCOMING FEE HEARING DATES; DRAFT NOTICE OF FEE HEARINGS	FP	0.20	49.00
05/15/14	EFILE DUANE MORRIS INTERIM FEE APPLICATION; DOWNLOAD FILED COPY AND EMAIL TO KCC FOR SERVICE	FP	0.30	73.50
05/15/14	PREPARE IMPERIAL CAPITAL FINAL FEE APPLICATION WITH EXHIBITS FOR FILING; EFILE APPLICATION WITH EXHIBITS	FP	0.30	73.50
05/15/14	DOWNLOAD FILED IMPERIAL CAPITAL FINAL FEE APPLICATION WITH EXHIBITS; PREPARE AND EMAIL TO KCC FOR SERVICE	FP	0.20	49.00
		TOTAL HOURS	16.30	
	PROFESSIONAL SERVICES:		\$	4,649.00

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<u>TIMEKEEPER</u>	<u>STAFF LEVEL</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
RYAN T. JARECK	ASSOCIATE	5.70	360.00	2,052.00
FRANCES PISANO	PARALEGAL	10.60	245.00	2,597.00

ACTIVITY CODE SUMMARY

<u>DESCRIPTION</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
LITIGATION	0.10	360.00	36.00
<i>Total For LITIGATION</i>	<i>0.10</i>	<i>360.00</i>	<i>36.00</i>
PLAN AND DISCLOSURE STATEMENT	0.80	245.00	196.00
PLAN AND DISCLOSURE STATEMENT	0.40	360.00	144.00
<i>Total For PLAN AND DISCLOSURE STATEMENT</i>	<i>1.20</i>	<i>245.00</i>	<i>340.00</i>
RELIEF FROM STAY	0.30	360.00	108.00
<i>Total For RELIEF FROM STAY</i>	<i>0.30</i>	<i>360.00</i>	<i>108.00</i>
ASSET/ BUSINESS DISPOSITION	0.60	360.00	216.00
<i>Total For ASSET/ BUSINESS DISPOSITION</i>	<i>0.60</i>	<i>360.00</i>	<i>216.00</i>
BUSINESS OPERATIONS	1.10	360.00	396.00
<i>Total For BUSINESS OPERATIONS</i>	<i>1.10</i>	<i>360.00</i>	<i>396.00</i>
CASE ADMINISTRATION	2.80	245.00	686.00
<i>Total For CASE ADMINISTRATION</i>	<i>2.80</i>	<i>245.00</i>	<i>686.00</i>
CLAIMS ADMINISTRATION AND OBJECTIONS	0.20	245.00	49.00
<i>Total For CLAIMS ADMINISTRATION AND OBJECTIONS</i>	<i>0.20</i>	<i>245.00</i>	<i>49.00</i>
FEE EMPLOYMENT	6.80	245.00	1,666.00
FEE EMPLOYMENT	3.20	360.00	1,152.00
<i>Total For FEE EMPLOYMENT</i>	<i>10.00</i>	<i>245.00</i>	<i>2,818.00</i>

Re: WORKOUT
Client/Matter No. 51328-0001

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COSTS ADVANCED

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
04/03/14	COPY OF OFFICIAL DOCUMENTS	0.20
04/03/14	COPY OF OFFICIAL DOCUMENTS	0.30
04/03/14	COPY OF OFFICIAL DOCUMENTS	0.70
04/07/14	COPY OF OFFICIAL DOCUMENTS	0.90
04/14/14	COPY OF OFFICIAL DOCUMENTS	0.20
04/15/14	COPY OF OFFICIAL DOCUMENTS	0.10
04/15/14	COPY OF OFFICIAL DOCUMENTS	0.10
04/15/14	COPY OF OFFICIAL DOCUMENTS	0.20
04/15/14	COPY OF OFFICIAL DOCUMENTS	3.00
04/30/14	COPY OF OFFICIAL DOCUMENTS	0.40
05/01/14	PHOTOCOPYING / PRINTING / SCANNING	4.60
05/01/14	TELEPHONE TOLL CHARGE	0.05
05/05/14	PHOTOCOPYING / PRINTING / SCANNING Qty: 6	1.20
05/05/14	PHOTOCOPYING / PRINTING / SCANNING Qty: 2	0.40
05/05/14	PHOTOCOPYING / PRINTING / SCANNING Qty: 6	1.20
05/05/14	PHOTOCOPYING / PRINTING / SCANNING Qty: 7	1.40
05/05/14	PHOTOCOPYING / PRINTING / SCANNING Qty: 3	0.60
05/05/14	PHOTOCOPYING / PRINTING / SCANNING Qty: 3	0.60
05/05/14	PHOTOCOPYING / PRINTING / SCANNING Qty: 2	0.40
05/05/14	PHOTOCOPYING / PRINTING / SCANNING Qty: 2	0.40
05/05/14	PHOTOCOPYING / PRINTING / SCANNING Qty: 2	0.40
05/05/14	PHOTOCOPYING / PRINTING / SCANNING Qty: 10	2.00
05/05/14	PHOTOCOPYING / PRINTING / SCANNING Qty: 2	0.40
05/05/14	TELEPHONE TOLL CHARGE	0.05
05/05/14	TELEPHONE TOLL CHARGE	0.10
05/05/14	TELEPHONE TOLL CHARGE	0.10
05/05/14	TELEPHONE TOLL CHARGE	0.15
05/06/14	PHOTOCOPYING / PRINTING / SCANNING	2.60
05/06/14	TELEPHONE TOLL CHARGE	0.10
05/06/14	TELEPHONE TOLL CHARGE	0.65
05/06/14	TELEPHONE TOLL CHARGE	1.10
05/07/14	TELEPHONE TOLL CHARGE	0.05
05/07/14	TELEPHONE TOLL CHARGE	0.10
05/08/14	TELEPHONE TOLL CHARGE	0.15
05/12/14	PHOTOCOPYING / PRINTING / SCANNING Qty: 8	1.60

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
05/14/14	PHOTOCOPYING / PRINTING / SCANNING Qty: 1	0.20
05/15/14	TELEPHONE TOLL CHARGE	0.05
05/15/14	TELEPHONE TOLL CHARGE	0.10
	TOTAL COSTS ADVANCED:	\$ <u>26.85</u>
	TOTAL SERVICES AND COSTS:	\$ <u>4,675.85</u>

Cole Schotz

COLE, SCHOTZ, MEISEL, FORMAN & LEONARD P.A.

THE ATLANTIC CITY CASINO HOTEL
BOSTON & THE BOARDWALK
ATLANTIC CITY, NJ 08401
ATTN: ERIC MATEJEVICH

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25 Main Street
P.O. Box 800
Hackensack, NJ 07602-0800
201.489.3000 201.489.1536 fax
FEDERAL ID# 22-2113414

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New York
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Delaware
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Maryland
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Texas

REMITTANCE PAGE

FOR PROFESSIONAL SERVICES RENDERED

Re: Client/Matter No. 51328-0001
WORKOUT

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PLEASE RETURN THIS COPY WITH YOUR PAYMENT

TOTAL SERVICES AND COSTS:

\$ 4,675.85