

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
TROPICANA ENTERTAINMENT, LLC, <u>et al.</u>,	)	Case No. 08-10856 (KJC)
Debtors.	)	Jointly Administered
	)	<u>Proposed Hearing Date:</u> February 23, 2010 at 11:00 am ET
	)	<u>Proposed Objection Deadline:</u> February 22, 2010 at 12:00 pm ET

**MOTION OF THE OPCO DEBTORS FOR AN ORDER EXTENDING THE DEADLINE
TO CONSUMMATE THE OPCO PLAN THROUGH MARCH 31, 2010, IN
ACCORDANCE WITH THE OPCO PLAN**

The above-captioned debtors and debtors in possession (the “OpCo Debtors”)¹ hereby file this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A**, extending the deadline by which all conditions to Consummation² of the OpCo Plan (as defined below) must be satisfied or waived. In support of the Motion, the OpCo Debtors respectfully state as follows:

¹ The OpCo Debtors in these Chapter 11 Cases, along with the last four digits of each OpCo Debtor’s federal tax identification number, are: Adamar Garage Corporation (1225); Argosy of Louisiana, Inc. (5121); Atlantic-Deauville Inc. (2629); Aztar Corporation (6534); Aztar Development Corporation (0834); Aztar Indiana Gaming Company, LLC (5060); Aztar Indiana Gaming Corporation (1802); Aztar Missouri Gaming Corporation (8819); Aztar Riverboat Holding Company, LLC (5055); Catfish Queen Partnership in Commendam (4791); Centroplex Centre Convention Hotel, L.L.C. (2613); Columbia Properties Laughlin, LLC (9651); Columbia Properties Tahoe, LLC (1611); Columbia Properties Vicksburg, LLC (0199); CP Baton Rouge Casino, L.L.C. (9608); CP Laughlin Realty, LLC (9621); Jazz Enterprises, Inc. (4771); JMBS Casino LLC (6282); Ramada New Jersey Holdings Corporation (4055); Ramada New Jersey, Inc (5687); St. Louis Riverboat Entertainment, Inc. (3514); Tahoe Horizon, LLC (9418); Tropicana Entertainment Holdings, LLC (9131); Tropicana Entertainment Intermediate Holdings, LLC (9214); Tropicana Entertainment, LLC (9263); Tropicana Express, Inc (0806); and Tropicana Finance Corp (4040). The location of the OpCo Debtors’ corporate headquarters and the service address for all OpCo Debtors is: 3930 Howard Hughes Parkway, 4th Floor, Las Vegas, Nevada 89169

² Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the OpCo Plan (as defined herein)



Jurisdiction

1. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), and Rule 9006(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). As set forth below, the relief requested herein is also consistent with section 1127(b) of the Bankruptcy Code.

Preliminary Statement

4. The OpCo Debtors have made substantial progress in their chapter 11 cases (the “Chapter 11 Cases”). The OpCo Debtors have a confirmed plan of reorganization [Docket No. 2645] and have made significant headway toward satisfying the conditions precedent to its consummation. First, the OpCo Debtors have completed the registration process to become a reporting company under the Exchange Act of 1934. Second, the OpCo Debtors have finalized the terms of their exit financing that will, among other things, allow the OpCo Debtors to repay all of the amounts outstanding under the DIP Facility. Third, the OpCo Debtors have obtained necessary state regulatory approvals for their casino operations in Mississippi, Nevada, Indiana, and Louisiana. Presently, the OpCo Debtors are in the process of obtaining regulatory approvals in New Jersey that will allow the OpCo Debtors to regain control of the Tropicana Hotel and Casino — Atlantic City upon emergence from chapter 11. The OpCo Debtors anticipate an exit from the chapter 11 protection within the next few months and are hopeful that they will exit before the end of March 2010. In the meantime, however, the period provided under the OpCo Plan for the satisfaction or waiver of all conditions to Consummation of the OpCo Plan will expire on February 28, 2010 (the “Current Effective Date Deadline”), and the OpCo Debtors will

not have sufficient time to seek an extension if they are unable to consummate the OpCo Plan by that deadline if they do not file this Motion now.

5. Despite the OpCo Debtors' efforts to move expeditiously to consummate the OpCo Plan, they may not be in a position to declare the OpCo Plan effective by the Current Effective Date Deadline. The looming Current Effective Date Deadline threatens to jeopardize the OpCo Debtors' efforts to reorganize and consummate the OpCo Plan. Under the current circumstances, therefore, the OpCo Debtors submit that it is in the best interests of the OpCo Debtors' creditors and estates to extend the Current Effective Date Deadline through and including March 31, 2010.

Background

6. On May 5, 2009, the Court conducted a hearing on the OpCo Debtors' plan of reorganization [Docket No. 1995] and entered findings of fact, conclusions of law, and an order confirming the plan [Docket No. 2001] (the "Confirmation Order").

7. On November 4, 2009, the Court entered an order [Docket No. 2549] approving certain immaterial modifications to the *First Amended Joint Plan of Reorganization of Tropicana Entertainment LLC and Certain of Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 2545] (as amended, the "OpCo Plan").

8. The Current Effective Date Deadline was originally scheduled to occur on November 1, 2009, and was extended to January 31, 2010 by an order of the Court entered October 22, 2009 [Docket No. 2514] (the "First Extension"). Subsequently, on January 27, 2010, the Court entered an order further extending the Current Effective Date Deadline to February 28, 2010 [Docket No. 2686] (the "Second Extension" and, together with the First Extension, the "Extensions").

9. While allowing the Current Effective Date Deadline to pass without meeting the requirements for Consummation will not void the OpCo Plan, it would allow a party in interest to file a motion with the Court to vacate the OpCo Plan. See OpCo Plan, Art. X.D. However unlikely it is that a party in interest would file such a motion, or that the Court would grant such a motion, Article X.D does provide, in part, that if a motion to vacate the OpCo Plan is granted then “the Plan will be null and void in all respects.” A motion to vacate the OpCo Plan would, at a minimum, present a significant and unwelcome distraction to the OpCo Debtors’ reorganization efforts.

Relief Requested

10. By the Motion, the OpCo Debtors respectfully request entry of an order extending the Current Effective Date Deadline to March 31, 2010 (the “New Effective Date Deadline”), subject to the entry of an order of the Court further extending the New Effective Date Deadline.

Basis for Relief

I. Extension of the Current Effective Date Deadline Is Warranted and Appropriate Under the Terms of the OpCo Plan and Bankruptcy Rule 9006(b).

11. Although the OpCo Debtors are working diligently to consummate the OpCo Plan and continue to make substantial progress towards that end, the OpCo Debtors have not yet obtained regulatory approval in New Jersey. Specifically, the OpCo Plan contemplates that, on or after the Effective Date, the OpCo Debtors and certain other parties shall close the Tropicana AC APA (as defined in the OpCo Plan), which will allow the Reorganized OpCo Debtors (as defined in the OpCo Plan) to reintegrate the Tropicana Hotel and Casino — Atlantic City (the “Tropicana AC”) into their operations. The OpCo Debtors have submitted all necessary information to New Jersey regulatory authorities, and, on February 11, 2010, the New Jersey Division of Gaming Enforcement submitted its report with respect to the licensure of the

Reorganized OpCo Debtors' post-emergence owners to the New Jersey Casino Control Commission (the "NJCCC"). The OpCo Debtors anticipate that the NJCCC will make the final licensure determination necessary to close the Tropicana AC APA at a hearing in the next few weeks.

12. Absent an extension of the Current Effective Date Deadline, however, a party in interest might move to vacate the Confirmation Order, which would distract the OpCo Debtors from their efforts to obtain final approvals in New Jersey and consummate the OpCo Plan. In the unlikely event that the Court granted such a motion, it would make a nullity of the significant time and resources expended—and the progress made—by the OpCo Debtors in negotiating, soliciting, and obtaining confirmation of the OpCo Plan.

13. Out of an abundance of caution, the OpCo Debtors are seeking a proactive solution to avoid these potential harms. In this instance, the Confirmation Order itself provides the means. Incorporating the provisions of Article X.D of the OpCo Plan by reference, the Confirmation Order established the Current Effective Date Deadline as either "within 180 days of Confirmation, or by such later date established by Final Order." Thus, the OpCo Plan and the Confirmation Order contemplate that the Court may extend the Current Effective Date Deadline by a Final Order, which the Court has previously authorized pursuant to the Extensions.

14. Additionally, Bankruptcy Rule 9006(b) provides that when an act is required to be done within a specified period of time by an order of the Court, the Court "for cause shown may at any time in its discretion . . . with or without motion or notice order the period enlarged if the request therefore is made before the expiration of the period originally prescribed . . ." Even if the Confirmation Order did not provide a mechanism for extending the Current Effective Date Deadline, the Debtors submit that the potential harms that the Debtors face if the Current

Effective Date Deadline is not extended constitute cause to extend the Current Effective Date Deadline pursuant to Bankruptcy Rule 9006(b).

II. To the Extent Applicable, the Requirements of Section 1127(b) Are Satisfied.

15. As with the previous extensions, the Debtors do not believe that the relief requested herein constitutes a modification of the OpCo Plan. The OpCo Plan has not yet been declared effective, and it is, in fact, the Confirmation Order, as modified by the Extensions, which sets the Current Effective Date Deadline—by referring to and incorporating by reference Article X.D of the OpCo Plan. The relief the OpCo Debtors are seeking is, therefore, essentially nothing more than an enlargement of a deadline set by the Confirmation Order in the manner contemplated by the Confirmation Order itself. Nevertheless, to the extent that the relief requested by the OpCo Debtors constitutes a modification of the OpCo Plan, the standards for plan modification without resolicitation are easily satisfied here.

16. The Bankruptcy Code provides a debtor the ability to modify a plan after confirmation. Specifically, section 1127 of the Bankruptcy Code, in relevant part, provides that:

(b) The proponent of a plan or the reorganized debtor may modify such plan at any time after confirmation of such plan and before substantial consummation of such plan, but may not modify such plan so that such plan as modified fails to meet the requirements of sections 1122 and 1123 of this title. Such plan as modified under this subsection becomes the plan only if circumstances warrant such modification and the court, after notice and a hearing, confirms such plan as modified, under section 1129 of this title.

(c) The proponent of a modification shall comply with section 1125 of this title with respect to the plan as modified.

(d) Any holder of a claim or interest that has accepted or rejected a plan is deemed to have accepted or rejected, as the case may be, such plan as modified, unless, within the time fixed by the court, such holder changes such holder's previous acceptance or rejection.

11 U.S.C. § 1127.

17. Extending the Current Effective Date Deadline satisfies section 1127(b) of the Bankruptcy Code, to the extent that it even applies, because: (a) the circumstances warrant the extension; (b) the OpCo Plan has not been substantially consummated; (c) the OpCo Plan will continue to meet the requirements of sections 1122, 1123, and 1129 of the Bankruptcy Code; (d) the OpCo Debtors have complied with section 1125 of the Bankruptcy Code; and (e) all holders of claims and interests that have accepted the OpCo Plan should to be deemed to accept the OpCo Plan subject to an extension of the Current Effective Date Deadline.

18. First, as set forth above, extension of the Current Effective Date Deadline is clearly warranted. The OpCo Debtors are on track to consummate the OpCo Plan within the next few weeks. Approving an extension of the Current Effective Date Deadline will help to ensure that the OpCo Debtors have adequate time and means to consummate the OpCo Plan and the Tropicana AC APA and emerge from chapter 11. Without the extension, the OpCo Debtors' ability emerge will be complicated unnecessarily and may be jeopardized.

19. Second, "substantial consummation" of the OpCo Plan has not occurred. Section 1101(2) of the Bankruptcy Code provides that:

"substantial consummation" means

- (A) transfer of all or substantially all of the property proposed by the plan to be transferred;
- (B) assumption by the debtor or by the successor to the debtor under the plan of the business or of the management of all or substantially all of the property dealt with by the plan; and
- (C) commencement of distribution under the plan.

11 U.S.C. § 1101(2). The OpCo Plan has not yet been declared effective, and none of these events has occurred.

20. Third, the OpCo Plan will continue to meet the requirements of sections 1122, 1123, and 1129 of the Bankruptcy Code. Neither the classifications of claims and interests nor the material contents of the OpCo Plan have or will be changed by extending the Current Effective Date Deadline. Thus, the proposed extension (a) does not alter the classification of claims and interests and (b) complies with all of the provisions of section 1123 of the Bankruptcy Code. Moreover, extending the Current Effective Date Deadline does not implicate the Court's prior findings and conclusions contained in the Confirmation Order that the OpCo Plan itself satisfies the requirements of sections 1122, 1123, and 1129.

21. Fourth, the OpCo Debtors have complied with the disclosure requirements of section 1125 of the Bankruptcy Code. Courts have noted that such disclosure requirements do not require resolicitation of the plan, unless proposed modifications materially *and* adversely affect parties who previously voted for the plan. See In re Century Glove, Inc., 1993 WL 239489, at *3 (D. Del. Feb. 10, 1993) (upholding bankruptcy court's finding that section 1127 did not require further disclosure and resolicitation of votes on plan modification that altered the treatment to only one creditor when "the modifications at issue did not materially and adversely impact any creditors who voted for the [plan]"); In re Federal-Mogul Global Inc., 2007 WL 4180545, at *18 (Bankr. D. Del. Nov. 16, 2007) (additional disclosure under section 1125 is not required where plan "modifications do not materially and adversely affect or change the treatment of any Claim against or Equity Interest in any [d]ebtor"); Beal Bank, S.S.B. v. Jack's Marine, Inc. (In re Beal Bank, S.S.B.), 201 B.R. 376, 380 (E.D. Pa. 1996) (further disclosure and solicitation not required under sections 1127(b) and (c) where modification to plan is immaterial). Moreover, a plan modification only will be considered material where it "so affects a creditor or interest holder who accepted the plan that such entity, if it knew of the

modification, would be likely to reconsider its acceptance.” In re Am. Solar King Corp., 90 B.R. 808, 824 (Bankr. W.D. Tex. 1988).

22. Extending the Current Effective Date Deadline is not a material modification of the OpCo Plan. The relief requested by the Motion is specifically contemplated in Article X.D of the OpCo Plan as solicited to, and accepted by, the OpCo Debtors’ creditors, and as confirmed by the Court. Moreover, even if extending the Current Effective Date Deadline could be considered a modification, it does not affect the treatment of claims or interests under the terms of the OpCo Plan. Indeed, the *Disclosure Statement for the First Amended Joint Plan of Reorganization of Tropicana Entertainment, LLC and Certain of Its Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 1742] (the “OpCo Disclosure Statement”) acknowledges the possibility of such an extension, disclosing that “[a]lthough the OpCo Debtors believe that the Effective Date may occur quickly after the Confirmation Date, there can be no assurance as to such timing or as to whether the Effective Date will, in fact, occur.” OpCo Disclosure Statement, Art. VII.A., Sec. 8.

23. Fifth, based on the foregoing, if the Court finds that resolicitation is not required, the OpCo Debtors respectfully submit that the Court should find that all holders of claims or interests that have accepted or rejected the OpCo Plan are deemed to have accepted or rejected, as the case may be, the OpCo Plan, including the requested extension of the Current Effective Date Deadline to March 31, 2010.

Notice

24. Notice of the filing of this Motion has been provided to: (a) the Office of the United States Trustee for the District of Delaware; (b) counsel to the Creditors’ Committee; (c) counsel to Credit Suisse, as administrative agent for the OpCo Debtors’ prepetition secured

lenders; (d) counsel to Wells Fargo, as successor administrative agent for the LandCo Debtors'³ prepetition secured lenders; (e) counsel to the steering committee of the OpCo Debtors' prepetition secured lenders; (f) counsel for the indenture trustee for the OpCo Debtors' outstanding senior subordinated bondholders; (g) counsel to the agent for the debtor in possession lenders; (h) the Internal Revenue Service; (i) the Securities and Exchange Commission; (j) the gaming commissions for each of the States of Indiana, Louisiana, Mississippi, New Jersey, and Nevada; and (k) any persons who have filed a request for notice in the Chapter 11 Cases pursuant to Local Rule 2002-1. A copy of the Motion has been made available on the website of the OpCo Debtors' notice and claims agent, Kurtzman Carson Consultants LLC, at www.kccllc.net/tropicana. In light of the nature of the relief requested, the OpCo Debtors submit that no further notice is required.

No Prior Request

25. Excepting the relief requested by the OpCo Debtors and entered by this request with respect to the Extensions, no prior motion for the relief requested herein has been made to this or any other court.

[Concluded on the following page.]

³ The LandCo Debtors were: Adamar of Nevada Corporation; Hotel Ramada of Nevada Corporation; Tropicana Development Company, LLC; Tropicana Enterprises; Tropicana Las Vegas Holdings, LLC; Tropicana Las Vegas Resort and Casino, LLC; and Tropicana Real Estate Company, LLC.

WHEREFORE, for the reasons set forth herein, the OpCo Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as Exhibit A: (a) extending the Current Effective Date Deadline to March 31, 2010, subject to an order of the Court further extending the New Effective Date Deadline; and (b) granting such other and further relief as is just and proper.

Dated: February 16, 2010
Wilmington, Delaware

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*Co-Counsel for the OpCo Debtors
and Debtors in Possession*

Exhibit A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
TROPICANA ENTERTAINMENT, LLC, <u>et al.</u>,	)	Case No. 08-10856 (KJC)
)	
Debtors.	)	Jointly Administered
)	
	)	Re: Docket No. _____

**ORDER EXTENDING THE DEADLINE TO CONSUMMATE THE OPCO PLAN
THROUGH MARCH 31, 2010, IN ACCORDANCE WITH THE OPCO PLAN**

Upon the motion (the “Motion”) of the above-captioned debtors and debtors in possession (the “OpCo Debtors”)¹ for entry of an order (the “Order”) extending the deadline by which all conditions to Consummation² of the OpCo Plan must be satisfied or waived; and it appearing that the relief requested in the Motion is in the best interests of the OpCo Debtors’ estates, their creditors, and other parties in interest; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this

¹ The OpCo Debtors in these Chapter 11 Cases, along with the last four digits of each OpCo Debtor’s federal tax identification number, are: Adamar Garage Corporation (1225); Argosy of Louisiana, Inc. (5121); Atlantic-Deauville Inc. (2629); Aztar Corporation (6534); Aztar Development Corporation (0834); Aztar Indiana Gaming Company, LLC (5060); Aztar Indiana Gaming Corporation (1802); Aztar Missouri Gaming Corporation (8819); Aztar Riverboat Holding Company, LLC (5055); Catfish Queen Partnership in Commendam (4791); Centroplex Centre Convention Hotel, L.L.C. (2613); Columbia Properties Laughlin, LLC (9651); Columbia Properties Tahoe, LLC (1611); Columbia Properties Vicksburg, LLC (0199); CP Baton Rouge Casino, L.L.C. (9608); CP Laughlin Realty, LLC (9621); Jazz Enterprises, Inc. (4771); JMBS Casino LLC (6282); Ramada New Jersey Holdings Corporation (4055); Ramada New Jersey, Inc. (5687); St. Louis Riverboat Entertainment, Inc. (3514); Tahoe Horizon, LLC (9418); Tropicana Entertainment Holdings, LLC (9131); Tropicana Entertainment Intermediate Holdings, LLC (9214); Tropicana Entertainment, LLC (9263); Tropicana Express, Inc (0806); and Tropicana Finance Corp (4040). The location of the OpCo Debtors’ corporate headquarters and the service address for all OpCo Debtors is: 3930 Howard Hughes Parkway, 4th Floor, Las Vegas, Nevada 89169.

² Capitalized terms used herein and not otherwise defined shall have those meanings ascribed to them in the Motion; provided, however, that capitalized terms used herein and not otherwise defined in the Motion shall have those meanings ascribed to them in the OpCo Plan.

proceeding is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion and opportunity for objection having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted in its entirety.
2. The Effective Date Deadline (as defined herein) is hereby extended through and including March 31, 2010, or such later date established by an order of the Court.
3. Consistent with Paragraph 132 of the Confirmation Order, incorporating Article X.D of the OpCo Plan by reference, this Order shall constitute a Final Order establishing a later date by which each of the conditions to Consummation must be satisfied or waived pursuant to Article X.C of the OpCo Plan (the "Effective Date Deadline").
4. Except as otherwise set forth herein, the Confirmation Order shall remain in full force and effect.
5. The OpCo Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order without further notice or order of the Court.
6. Notwithstanding the possible applicability of Bankruptcy Rules 6004, 7062, or 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
7. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

[Concluded on the following page.]

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2010
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
	)	Chapter 11
TROPICANA ENTERTAINMENT, LLC, <u>et al.</u>,	)	Case No. 08-10856 (KJC)
)	
Debtors.	)	Jointly Administered
)	
	)	<u>Proposed Hearing Date:</u> February 23, 2010
	)	at 11:00 a.m. EST
)	
	)	<u>Proposed Objection Deadline:</u> February 22, 2010
	)	at 12:00 p.m. EST

NOTICE OF MOTIONS AND HEARING

PLEASE TAKE NOTICE that on February 16, 2010, the above-captioned debtors and debtors-in-possession (the “OpCo Debtors”)¹ filed the (i) **Motion of the OpCo Debtors for an Order Extending the Deadline to Consummate the OpCo Plan Through March 31, 2010, in Accordance With the OpCo Plan** and (ii) **Motion of the OpCo Debtors for an Order Authorizing the OpCo Debtors to Enter Into an Amendment to the DIP Credit Agreement** (collectively, the “Motions”) with the United States Bankruptcy Court for the District of Delaware, (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that on February 16, 2010, the OpCo Debtors also filed the **Motion of the OpCo Debtors for an Order Shortening Notice Period**

¹ The OpCo Debtors in these Chapter 11 Cases, along with the last four digits of each OpCo Debtor’s federal tax identification number, are: Adamar Garage Corporation (1225); Argosy of Louisiana, Inc. (5121); Atlantic-Deauville Inc. (2629); Aztar Corporation (6534); Aztar Development Corporation (0834); Aztar Indiana Gaming Company, LLC (5060); Aztar Indiana Gaming Corporation (1802); Aztar Missouri Gaming Corporation (8819); Aztar Riverboat Holding Company, LLC (5055); Catfish Queen Partnership in Commendam (4791); Centroplex Centre Convention Hotel, L.L.C. (2613); Columbia Properties Laughlin, LLC (9651); Columbia Properties Tahoe, LLC (1611); Columbia Properties Vicksburg, LLC (0199); CP Baton Rouge Casino, L.L.C (9608); CP Laughlin Realty, LLC (9621); Jazz Enterprises, Inc. (4771); JMBS Casino LLC (6282); Ramada New Jersey Holdings Corporation (4055); Ramada New Jersey, Inc. (5687); St. Louis Riverboat Entertainment, Inc. (3514); Tahoe Horizon, LLC (9418); Tropicana Entertainment Holdings, LLC (9131); Tropicana Entertainment Intermediate Holdings, LLC (9214); Tropicana Entertainment, LLC (9263); Tropicana Express, Inc. (0806); and Tropicana Finance Corp. (4040). The location of the OpCo Debtors’ corporate headquarters and the service address for all OpCo Debtors is: 3930 Howard Hughes Parkway, 4th Floor, Las Vegas, Nevada 89169.

for Motion of the OpCo Debtors to (A) Amend DIP Credit Agreement and (B) Extend Deadline to Consummate the OpCo Plan (the "Motion to Shorten"), pursuant to which the OpCo Debtors have requested approval of a shortened notice period and objection deadline relating to the Motions.

PLEASE TAKE FURTHER NOTICE that if the Bankruptcy Court grants the relief requested in the Motion to Shorten (i) a hearing to consider the Motions will be held before The Honorable Kevin J. Carey, Chief United States Bankruptcy Judge for the District of Delaware at the Bankruptcy Court, 824 Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801 on **February 23, 2010 at 11:00 a.m. (EST)** and (ii) objections to the Motion, if any, shall be filed and served prior to **12:00 p.m. (EST) on February 22, 2010**.

PLEASE TAKE FURTHER NOTICE THAT if the Bankruptcy Court denies the relief requested in the Motion to Shorten, parties in interest will receive separate notice of the court-approved objection deadline and hearing date for the Motions.

Dated: February 16, 2010
Wilmington, Delaware

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