



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, New Jersey 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 Attorneys for RIH Acquisitions NJ, LLC, <i>et al.</i> , Debtor-in-Possession	
In re:	Case No. 13- 34483 (GMB)
RIH ACQUISITIONS NJ, LLC, <i>et al.</i> , ¹	Chapter 11 (Jointly Administered)
Debtors-in-Possession	Chief Judge: Gloria M. Burns

ORDER: (A) CONDITIONALLY APPROVING THE DISCLOSURE STATEMENT FOR SOLICITATION PURPOSES ONLY; (B) SCHEDULING A JOINT HEARING TO DETERMINE THE ADEQUACY OF THE DISCLOSURE STATEMENT PURSUANT TO 11 U.S.C. § 1125(B) AND CONFIRMATION OF THE JOINT PLAN OF LIQUIDATION; (C) APPROVING NOTICE AND OBJECTION PROCEDURES WITH RESPECT TO ADEQUACY OF THE DISCLOSURE STATEMENT AND PLAN CONFIRMATION; (D) FIXING A RECORD DATE FOR VOTING AND TEMPORARY ALLOWANCE OF CLAIMS; (E) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR DISTRIBUTION THEREOF; AND (F) APPROVING THE FORM OF BALLOTS AND ESTABLISHMENT OF PROCEDURES FOR VOTING ON THE PLAN

The relief set forth on the following pages, numbered two (2) through sixteen (16), is hereby **ORDERED**.

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).

DATED: 3/10/2014


 Gloria M. Burns
 United States Bankruptcy Court District of New Jersey
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THIS MATTER having been opened to the Court by RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel and RIH Propco NJ, LLC, the within debtors and debtors-in-possession (the “**Debtors**”), by and through their counsel, Cole, Schotz, Meisel, Forman & Leonard, P.A., upon motion (the “**Motion**”) for an Order: (a) conditionally approving the Disclosure Statement (the “**Disclosure Statement**”) pursuant to Section 1125 of the Bankruptcy Code for the Joint Plan of Liquidation (as may be amended, the “**Plan**”) for solicitation purposes, (b) scheduling a joint hearing to determine the adequacy of the Disclosure Statement and confirmation of the Plan; (c) approving notice and objection procedures in respect of adequacy of the Disclosure Statement and Plan confirmation; (d) fixing a record date for voting and procedures for temporary allowance of claims, (e) approving solicitation packages and distribution procedures for same, and (f) approving form of ballots and procedures for voting on the Plan; and the Debtors having filed the Disclosure Statement and Plan on February 24, 2014; and notice of the Motion having been provided in accordance with the Order Shortening Time entered by the Court; and the Court having considered the Motion, the arguments of counsel, if

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any, and objections, if any, to the Motion; and the Court having determined that cause exists for entry of this Order;²

IT IS FOUND THAT:

1. **Ballots Approved.** The form of ballot attached hereto as **Exhibit A** (singularly a “**Ballot**” and collectively, the “**Ballots**”) for Class 3 is sufficiently consistent with Official Form No. 14 and adequately addresses the particular needs of these Chapter 11 cases and is appropriate for the class of claims entitled under the Plan to vote to accept or reject the Plan.

2. **Reasonable Period for Solicitation.** The period set forth below during which the Debtors may solicit acceptances to the Plan is a reasonable period of time for creditors to make an informed decision whether to accept or reject the Plan.

3. **Voting Procedures Fair & Equitable.** The procedures for the solicitation and tabulation of votes to accept or reject the Plan (as more fully set forth in the Disclosure Statement) provide for a fair and equitable voting process and are consistent with Section 1126 of the Bankruptcy Code.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Application submitted in support of the Motion.

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4. **Notice Procedures Sufficient.** The procedures set forth below regarding notice (the “**Joint Hearing Notice**” defined further herein) to all creditors of the time, date and place of the hearing to consider the adequacy of the Disclosure Statement and confirmation of the Plan and the contents of the Solicitation Packages (as defined below) comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties.

NOW, THEREFORE, IT IS ORDERED THAT:

1. **Conditional Approval of Disclosure Statement for Solicitation.** The Debtors’ Disclosure Statement is conditionally approved for solicitation purposes only.

2. **Joint Hearing Scheduled.** Pursuant to Fed. R. Bankr. P. 3017(a) and (d) and 11 U.S.C. § 105(d)(2)(B)(v) and (vi), a joint hearing (the “**Joint Hearing**”) to consider the adequacy of the Disclosure Statement and confirmation of the Plan, shall be held before the Honorable Gloria M. Burns, Chief United States Bankruptcy Judge on **April 14, 2014, at 10:00 a.m.**, prevailing Eastern Time, at the United States Bankruptcy Court for the District of New Jersey, Mitchell H. Cohen U.S. Courthouse, 400 Cooper Street, 4th Floor, Camden, New Jersey 08101.

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3. **Service of the Disclosure Statement and the Plan.** Notwithstanding paragraph 7, infra, within five (5) business days after entry of this Order, copies of this Order, together with the Disclosure Statement, the Plan and appropriate ballot or notice, as described further herein, shall be mailed by the Debtors to the United States Trustee (the “**UST**”), counsel for the Official Committee of Unsecured Creditors (the “**Committee**”), all creditors, equity holders and other parties in interest as provided for by Fed. R. Bankr. P. 3017(d), and to any party in interest upon written request.

4. **Objections to Adequacy of Disclosure Statement or Confirmation of Plan.** Objections to the adequacy of the Disclosure Statement or to confirmation of the Plan must:

- (a) be in writing;
- (b) state the name and address of the objecting party and the nature of the claim or interest of such party;
- (c) state with particularity the basis and nature of any objection;
- (d) be filed with the Court either (i) electronically or (ii) conventionally, as noted below:

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(i) Electronic Filing: if the filer is an attorney who regularly practices before the Bankruptcy Court and who is in possession of passwords and logins to both PACER and the Bankruptcy Court's Electronic Case Filing System, electronic filing must be in accordance with the Bankruptcy Court's General Order Regarding Electronic Means for Filing, Signing and Verification of Documents dated March 27, 2002 and the Commentary Supplementing Administrative Procedures dated as of March 2004 (each of which can be found at www.njb.uscourts.gov); or

(ii) Conventional Filing: the filer must send the objection by mail, courier or messenger to the Clerk's Office at the following address: United States Bankruptcy Court, Mitchell H. Cohen U.S. Courthouse, 400 Cooper Street, 4th Floor, Camden, New Jersey 08101; the hard copy of the objection should be accompanied by a diskette containing the objection in Portable Document Format (PDF) format;

(e) be filed together with proof of service upon (i) the United States Trustee for the District of New Jersey, One Newark Center, Suite 2100, Newark, New Jersey 07102, Attention: Jeffrey Sponder, Esq.; (ii) counsel to the Debtors, Cole, Schotz, Meisel, Forman & Leonard, P.A., Court Plaza North, 25 Main Street, P.O. Box 800, Hackensack, New Jersey

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07602-0800 (Telephone No. 201-489-3000), Attention: Michael D. Sirota and (iii) counsel to the Committee, Klehr, Harrison, Harvey and Branzburg LLP, 1835 Market Street, Suite 1400, Philadelphia, Pennsylvania 19103 (Telephone No. 215-569-3007), Attention: Morton R.

Branzburg (collectively, the “**Notice Parties**”); and

(f) be filed with the Court and received by each of the Notice Parties **no later than seven (7) days before the Joint Hearing scheduled herein, or on April 7, 2014, by 5:00 p.m.**, prevailing Eastern Time. Objections to adequacy of the Disclosure Statement or to confirmation of the Plan that are not timely filed, served and actually received in the manner set forth above shall not be considered and shall be deemed overruled.

5. **Record Date.** The record date (the “**Record Date**”) for purposes of determining creditors entitled to vote on the Plan, or in the case of non-voting classes, to receive the Notice of Non-Voting Status (as defined below) shall be the date hereof.

6. **Ballots.** The Ballots are approved.

7. **Solicitation Packages.** Within five (5) business days after the date hereof, the Debtors shall mail solicitation packages in hard copy (the “**Solicitation Packages**”) containing a copy of (A) this Order, (B) the Joint Hearing Notice, attached hereto as **Exhibit B**, and (C) (i) a

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Ballot, together with a return envelope and the Disclosure Statement (together with the Plan annexed thereto as Exhibit “A”) to holders, as off the Record Date, of claims in Class 3 (General Unsecured Claims), which class is entitled to vote to accept or reject the Plan, excluding holders of disputed claims; or (ii) a Notice of Non-Voting Status (as defined below), as applicable, to (a) all persons or entities identified in the Debtors’ schedules of liabilities filed pursuant to Section 521 of the Bankruptcy Code and Bankruptcy Rule 1007, and all amendments and modifications thereto through and including the Record Date (the “**Schedules**”) as holding liquidated, noncontingent, and undisputed claims, in an amount greater than zero, (b) all parties having filed proofs of claims in an amount greater than zero or notices of transfers of claims in the Debtors’ chapter 11 cases (c) any other known holders of claims against the Debtor in an amount greater than zero or equity interests in the Debtors as of the Record Date, (d) all parties listed on the Debtors’ Schedules for noticing purposes only, (e) holders of Disputed Claims, who are not entitled to vote, (f) unimpaired classes, (g) the UST, and (h) counsel for the Committee.

8. Undeliverable Notices.

(a) With respect to addresses from which Disclosure Statement Notices were returned as undeliverable, the Debtors are excused from mailing Solicitation Packages to those

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entities listed at such addresses unless the Debtors are provided with accurate addresses for such entities before the Solicitation Date.

(b) The failure to mail Solicitation Packages to such entities that are described above will not constitute inadequate notice of the Joint Hearing or the Voting Deadline nor constitute a violation of Bankruptcy Rule 3017(d).

9. **Additional Notices.** The following notices shall also accompany the Solicitation Packages, where appropriate:

(a) **Joint Hearing Notice – All Creditors and Parties-in-Interest.** A Joint Hearing Notice, substantially in the same form as that annexed hereto as **Exhibit B** is approved and may be distributed to all creditors. Such Joint Hearing Notice provides notice of the time, place and date of the Joint Hearing, notice of all objection procedures and notice that while the Court shall consider the adequacy of the Disclosure Statement and confirmation of the Plan at the Joint Hearing, the Joint Hearing may be continued from time to time by the Court or the Debtors without further notice or through adjournments announced in open court.

(b) **Non-Voting Status Notice.** A “Notice of Non-Voting Status,” substantially in the same form as that annexed hereto as **Exhibit C**, is approved and shall be

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distributed to: (i) all known holders of claims on the Record Date in the Non-Voting Classes and (ii) all parties listed on the Debtors' Schedules for noticing purposes only.

10. **Voting Deadline.** All Ballots must be properly executed, completed, and returned to Debtors' court-approved balloting agent, Acquisitions NJ, LLC Ballot Processing Center, c/o KCC, 2335 Alaska Avenue, El Segundo, California 90245 (a) by first-class mail, in the return envelope provided with each Ballot, (b) by overnight courier, or (c) by personal delivery, so that such Ballots are received by Debtors' counsel **no later than April 7, 2014, by 5:00 p.m.**, prevailing Eastern Time (the "**Voting Deadline**").

11. **Voting and Tabulation Procedures.** Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a claim, and without prejudice to the rights of the Debtors in any other context, or a liquidating trustee as may be the case, each claim within a class of claims entitled to vote to accept or reject the Plan is temporarily allowed in an amount equal to the amount of such Claim as set forth in the Schedules, provided that:

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(a) if a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;

(b) if a claim is listed in the Schedules and a proof of claim subsequently was filed in an amount that is liquidated, non-contingent and undisputed, such claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (d) below;

(c) if a claim is listed in the Schedules as contingent or unliquidated and a proof of claim was not (i) filed by the applicable bar date for the filing of proofs of claim established by the Court or (ii) deemed timely filed by an Order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, such claim is disallowed for voting purposes;

(d) (i) if a claim is listed in the Schedules as disputed, (ii) if a claim for which a proof of claim has been timely filed is, by its terms, disputed, or (iii) if the Debtors have served an objection, complaint or request for estimation as to a claim, such claim shall be disallowed for

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voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in such objection, complaint or request for estimation;

(e) each entity that holds or has filed more than one (1) unsecured claim against the Debtors shall not be entitled to aggregate such unsecured claims for purposes of voting, classification and treatment under the Plan; and

(f) notwithstanding anything herein to the contrary, the Debtors, in consultation with the Committee, may agree subject to a contrary Order of the Bankruptcy Court, to waive any defects or irregularities of a particular Ballot, either before the Voting Deadline or after, and any such waivers shall be documented in the Voting Report, which is to be filed with the Court no later than two business days before the Joint Hearing.

12. **Claimant Challenges to Claim Amount for Voting Purposes.**

(a) If any claimant seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, such claimant is directed to serve on the Debtors and to file with the Court (with a copy to chambers) a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan so that the motion can be heard on or prior to the Joint Hearing

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and provided further that the Debtors are afforded at least three (3) business days to file a response to the motion.

(b) As to any creditor filing a motion pursuant to Bankruptcy Rule 3018(a), such creditor's Ballot shall not be counted unless temporarily allowed for voting purposes after notice and a hearing by an order entered by the Court on or prior to the Joint Hearing.

13. **Additional Voting Procedures.**

(a) If a creditor casts more than one Ballot voting the same claim before the Voting Deadline, the last Ballot received before the Voting Deadline is deemed to reflect the voter's intent and thus to supersede any prior Ballots.

(b) Each creditor that votes to accept or reject the Plan is deemed to have voted the full amount of its claim.

(c) Creditors must vote all of their claims within a particular class under the Plan either to accept or reject the Plan and may not split their vote(s), and a Ballot that partially rejects and partially accepts the Plan shall be counted as an acceptance of the Plan.

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(d) Any Ballot that is properly completed, executed, and timely returned to Debtors' counsel, but does not indicate an acceptance or rejection of the Plan, or that indicates both an acceptance and rejection of the Plan, shall be deemed to accept the Plan.

(e) Subject to paragraph 11 of this Order, the following types of Ballots will not be counted in determining whether the Plan has been accepted or rejected: (i) any Ballot received after the Voting Deadline unless agreed upon by the Debtors and the Committee; (ii) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant; (iii) any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan; (iv) any Ballot cast for a claim identified as unliquidated, contingent, or disputed for which no proof of claim was timely filed; and (v) any unsigned Ballot; and (vi) any Ballot transmitted by Telecopier or other electronic means, unless the Debtors in consultation with the Committee, waive this requirement and accepts alternate means of transmission or delivery of any Ballot.

14. Certification of Balloting.

(a) The Debtors' counsel or KCC shall, at or before the Joint Hearing (defined below), prepare and file a certification of balloting (the "**Certification of Balloting**") that

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summarizes, under penalty of perjury, both the numbers and amounts of acceptances and rejections in each voting class, and certifying to their timely filing.

(b) The Debtors' counsel shall, at or before Confirmation Hearing, serve the Certification of Balloting on (a) the UST, (b) counsel for the Committee, (c) the Debtors' secured creditors or their known counsel and (d) all parties that have filed a notice of appearance in the Debtors' chapter 11 cases.

15. Debtors' Authorization.

(a) The Debtors are authorized, in their sole discretion, to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

(b) The Debtors are authorized to make nonsubstantive changes to the Disclosure Statement, the Plan and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the Disclosure Statement, the Plan and any other materials in the Solicitation Package prior to their mailing.

(Page 16)

Debtor: RIH ACQUISITIONS NJ, LLC, *et al.*

Case No: 13- 34483 (GMB)

Caption of Order: ORDER: (A) CONDITIONALLY APPROVING THE DISCLOSURE STATEMENT FOR SOLICITATION PURPOSES ONLY; (B) SCHEDULING A JOINT HEARING TO DETERMINE THE ADEQUACY OF THE DISCLOSURE STATEMENT PURSUANT TO 11 U.S.C. § 1125(B) AND CONFIRMATION OF THE JOINT PLAN OF LIQUIDATION; (C) APPROVING NOTICE AND OBJECTION PROCEDURES WITH RESPECT TO ADEQUACY OF THE DISCLOSURE STATEMENT AND PLAN CONFIRMATION; (D) FIXING A RECORD DATE FOR VOTING AND TEMPORARY ALLOWANCE OF CLAIMS; (E) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR DISTRIBUTION THEREOF; AND (F) APPROVING THE FORM OF BALLOTS AND ESTABLISHMENT OF PROCEDURES FOR VOTING ON THE PLAN

16. **Sufficient Notice.** The notice to be provided pursuant to the procedures set forth herein is good and sufficient notice to all parties in interest and no other or further notice need be provided.

EXHIBIT A

**COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.**
A Professional Corporation
Court Plaza North
25 Main Street
P.O. Box 800
Hackensack, New Jersey 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
Attorneys for RIH Acquisitions NJ, LLC, *et al.*
Debtor-in-Possession

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY
HONORABLE GLORIA M. BURNS
CASE NO. 13-4483 (GMB)

In re:

RIH ACQUISITIONS NJ, LLC, *et al.*¹

Debtors-in-Possession.

Chapter 11

**BALLOT FOR HOLDERS
OF CLASS 3 CLAIMS

GENERAL UNSECURED CLAIMS**

On March 10, 2014, the United States Bankruptcy Court for the District of New Jersey (the “**Bankruptcy Court**”) (i) conditionally approved the Disclosure Statement of 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**”), pursuant to Section 1125 of the Bankruptcy Code, and (ii) authorized the Debtors to solicit votes with regard to the approval or rejection of their Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code (the “**Plan**”). Capitalized terms used but not defined in these instructions have the meaning ascribed to them in the Plan.

THE DEBTORS ARE SOLICITING VOTES WITH RESPECT TO THE PLAN FROM THE HOLDERS OF ALLOWED GENERAL UNSECURED CLAIMS AGAINST

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).

THE DEBTORS IN CLASS 3 OF THE PLAN. If you have any questions on how to properly complete this Ballot, please call Ms. Frances Pisano, Paralegal of Cole, Schotz, Meisel, Forman & Leonard, P.A., Debtor's counsel, at (201) 489-3000, Ext. 6253.

VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT

This Ballot does not constitute and shall not be deemed to constitute (i) a Proof of Claim or an assertion of a Claim, (ii) an admission by the Debtors of the nature, validity or amount of any Claim. This Ballot is not a letter of transmittal and may not be used for any purpose other than to cast votes to accept or reject the Plan. Do not enclose notes or securities with your completed Ballot.

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. Please indicate your vote by marking an "x" in the appropriate box on the face of the Ballot.

2. Please indicate the amount of your Claim in the appropriate space on the face of the Ballot. The amount of your Claim as set forth by you on this Ballot does not necessarily constitute an Allowed Claim under the Plan. The amount of your Claim may be subject to further reconciliation and an objection may be interposed to your Claim in the Bankruptcy Court, which may effect your vote.

3. After providing all remaining information requested on the Ballot, please sign, date and return this Ballot by mail, overnight courier or hand delivery to be received by no later than **April 7, 2014, at 5:00 p.m.**, prevailing Eastern Time, to the following address:

RIH Acquisitions NJ, LLC Ballot Processing Center
c/o KCC
2335 Alaska Avenue
El Segundo, California 90245

4. The Plan can be confirmed by the Bankruptcy Court and thereby made binding if it is accepted by the holders of at least 2/3 in amount and more than 1/2 in number of Impaired Claims in a Class. The votes of the Claims actually voted in your Class will bind those who do not vote. If the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if at least one Impaired Class of Claims has accepted the Plan and the Bankruptcy Court finds that the Plan accords fair and equitable treatment to, and does not discriminate unfairly against, the Classes rejecting it.

5. You must vote all of your Claims within a single Class to either accept or reject the Plan. A Ballot that partially rejects and partially accepts the Plan will not be counted. A Ballot that fails to indicate acceptance or rejection of the Plan will be counted as an acceptance.

6. Your signature is required in order for your vote to be counted. You are also required to provide your social security number or Tax I.D. number before receiving any distribution. If the Claims voted with this Ballot are held by a partnership, the Ballot should be executed in the name of the partnership by a general partner. If the Claim is held by a corporation, the Ballot must be executed by an officer. If you are signing in a representative capacity, also indicate your title after your signature.

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Vote on the Plan. The undersigned holder of a Class 3 General Unsecured Claim, hereby votes to:

Check one box:

Accept the Plan

Reject the Plan

Amount of Claim: \$_____

ITEM 2. Acknowledgments and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement pursuant to Section 1125 of the Bankruptcy Code, dated February 28, 2014. The undersigned certifies that (i) it is the holder of a Class 3 General Unsecured Claim Against the Debtors, and (ii) it has full power and authority to vote to accept or reject the Joint Plan of Liquidation(the “Plan”). The undersigned understands that if the Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, then this Ballot will be counted as an acceptance of the Plan.

Signed: _____

Name of Claimant (Print): _____

Title: _____

(Please sign exactly as name or names appear hereon. Full title of one signing in representative capacity should be clearly designated after signature. Names of all joint holders should be written even if signed by one.)

Name of Institution: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Dated: _____

Tax I.D. or Social Security Number: _____

BALLOTS CAST BY FACSIMILE, TELECOPIER, E-MAIL OR OTHER ELECTRONIC COMMUNICATION WILL NOT BE COUNTED UNLESS AN ORIGINAL IS SUBSEQUENTLY RECEIVED BY THE VOTING DEADLINE. ONLY ORIGINAL BALLOTS WITH AN ORIGINAL SIGNATURE WILL BE COUNTED. ANY BALLOT WHICH IS PROPERLY EXECUTED BUT DOES NOT INDICATE AN ACCEPTANCE OR REJECTION OF THE PLAN SHALL BE COUNTED AS AN ACCEPTANCE.

EXHIBIT B

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

A Professional Corporation
Court Plaza North
25 Main Street
P.O. Box 800
Hackensack, New Jersey 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
Attorneys for RIH Acquisitions NJ, LLC, *et al.*,
Debtors-in-Possession

In re:

RIH ACQUISITIONS NJ, LLC, *et al.*,¹

Debtors-in-Possession.

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

Chapter 11
(Jointly Administered)

**NOTICE OF (i) CONDITIONAL APPROVAL OF THE DISCLOSURE STATEMENT;
(ii) ESTABLISHMENT OF RECORD DATE; (iii) JOINT HEARING DATE TO
CONSIDER ADEQUACY OF THE DISCLOSURE STATEMENT AND CONFIRMATION
OF THE JOINT PLAN OF LIQUIDATION; (iv) PROCEDURES FOR OBJECTING TO
ADEQUACY OF THE DISCLOSURE STATEMENT AND CONFIRMATION OF THE PLAN;
AND (v) DEADLINE FOR VOTING ON THE PLAN**

PLEASE TAKE NOTICE that:

1. **Conditional Approval of Disclosure Statement for Debtors' Joint Plan of Liquidation.** By order dated March 10, 2014 (the "**Order**"), the United States Bankruptcy Court for the District of New Jersey (the "**Court**") conditionally approved the Disclosure Statement (as it may be further amended, the "**Disclosure Statement**") Pursuant to Section 1125 of the Bankruptcy Code for the Joint Plan of Liquidation filed by RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel and RIH Propco NJ, LLC, (the "**Debtors**") and permitted the Debtors to solicit votes with regard to the approval or rejection of the Joint Plan of Liquidation (as it may be further amended, the "**Plan**"), annexed as Exhibit A to the Disclosure Statement. Any capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

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).

2. **Joint Hearing.** A joint hearing (the “**Joint Hearing**”) to consider (i) the adequacy of the Disclosure Statement pursuant to 11 U.S.C. § 1125(b) and (ii) confirmation of the Plan, will be held at **10:00 a.m. (prevailing Eastern Time) on April 14, 2014**, before the Honorable Gloria M. Burns, Chief United States Bankruptcy Judge, at the United States Bankruptcy Court, Mitchell H. Cohen U.S. Courthouse, 400 Cooper Street, 4th Floor, Camden, New Jersey 08101. The Joint Hearing may be continued from time to time without further notice other than an announcement of the adjourned date(s) at the Joint Hearing, and the Plan may be modified, if necessary, prior to, during or as a result of the Joint Hearing, without further notice to interested parties.

3. **Record Date for Voting Purposes.** Only creditors who hold claims as of March 10, 2014 are entitled to vote on the Plan.

4. **Voting Deadline.** All votes to accept or reject the Plan must be actually received by the Debtors’ court-approved balloting agent, RIH Acquisitions NJ, LLC Ballot Processing Center, c/o KCC, 2335 Alaska Avenue, El Segundo, California 90245, by regular mail, overnight mail or hand delivery, so that it is **actually received no later than 5:00 p.m. (prevailing Eastern Time) on April 7, 2014** (the “**Voting Deadline**”). Any failure to follow the voting instructions included with your Ballot may disqualify your Ballot and your vote.

5. **Parties in Interest Not Entitled to Vote.** The following creditors and shareholders are not entitled to vote on the Plan: (i) holders of unimpaired claims; (ii) holders of claims or interests who will receive no distribution at all under the Plan; (iii) holders of claims that are the subject of filed objections or requests for estimation, except to the extent and in the manner as may be set forth in such objection, complaint or request for estimation; and (iv) parties listed on the Debtors’ Schedules solely for notice purposes. If you have timely filed a proof of claim and disagree with the Debtors’ classification of, objection to, or request for estimation of, your claim and believe that you should be entitled to vote on the Plan, then you must serve on the Debtors at the address set forth below and file with the Court (with a copy to chambers) a motion (a “**Rule 3018(a) Motion**”) for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) temporarily allowing such claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Rule 3018(a) Motions must be filed on or before the twentieth (20th) day after the later of (i) service of this Joint Hearing Notice and (ii) service of notice of an objection or request for estimation, if any, as to such claim. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Rule 3018(a) Motion, such creditor’s Ballot will not be counted unless temporarily allowed by the Court by an order entered by the Court at least five (5) days prior to the Voting Deadline.

6. **Objections to the Disclosure Statement, Confirmation or to Rejection or Assumption and/or Assignment of Executory Contracts.** Responses and objections, if any, to the adequacy of the Disclosure Statement or confirmation of the Plan as set forth more fully in the Plan, must:

- (a) be in writing;
- (b) state the name and address of the objecting party and the nature of the claim or interest of such party;
- (c) state with particularity the basis and nature of any objection,
- (d) be filed with the Court either (i) electronically or (ii) conventionally, as noted below:
 - (i) **Electronic Filing:** if the filer is an attorney who regularly practices before the Bankruptcy Court and who is in possession of passwords and logins to both PACER and the Bankruptcy Court’s Electronic Case Filing System, electronic filing must be in accordance with the Bankruptcy Court’s General Order Regarding Electronic Means for Filing, Signing and Verification of Documents dated March 27, 2002 and the Commentary Supplementing Administrative Procedures dated as of March 2004 (each of which can be found at www.njb.uscourts.gov); or

(ii) Conventional Filing: the filer must send the objection by mail, courier or messenger to the Clerk's Office at the following address: United States Bankruptcy Court, Mitchell H. Cohen U.S. Courthouse, 400 Cooper Street, 4th Floor, Camden, New Jersey 08101; the hard copy of the objection should be accompanied by a diskette containing the objection in Portable Document Format (PDF) format; and

(e) be served upon (i) the United States Trustee for the District of New Jersey, One Newark Center, Suite 2100, Newark, New Jersey 07102, Attention: Jeffrey Sponder, Esq.; (ii) counsel to Debtors, Cole, Schotz, Meisel, Forman & Leonard, P.A., Court Plaza North, 25 Main Street, P.O. Box 800, Hackensack, New Jersey 07602 (Telephone No. 201-489-3000), Attention: Michael D. Sirota.; and (iii) counsel to the Committee, Klehr, Harrison, Harvey and Branzburg LLP, 1835 Market Street, Suite 1400, Philadelphia, Pennsylvania 19103 (Telephone No. 215-569-3007), Attention: Morton R. Branzburg, **so as to be actually received by each of the aforementioned parties (and filed with the Court in accordance with paragraph 6(d) above) by no later than 5:00 p.m. (prevailing Eastern Time) on April 7, 2014.**

IF ANY OBJECTION TO THE DISCLOSURE STATEMENT OR TO CONFIRMATION OF THE PLAN IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY NOT BE HEARD AT THE JOINT HEARING AND MAY BE BARRED FROM ASSERTING ITS OBJECTION, AS THE CASE MAY BE, TO THE DISCLOSURE STATEMENT AND/OR CONFIRMATION OF THE PLAN,

7. **Parties Who Will Not Be Treated as Creditors.** Any holder of a claim that (i) is scheduled in the Debtors' schedules of assets and liabilities, statements of financial affairs and schedules of executory contracts and unexpired leases at zero, or in an unknown amount, or as disputed, contingent, or unliquidated, and is not the subject of a timely filed proof of claim or a proof of claim deemed timely filed with the Court pursuant to either the Bankruptcy Code or any order of the Court, or otherwise deemed timely filed under applicable law, or (ii) is not scheduled and is not the subject of a timely filed proof of claim or a proof of claim deemed timely filed with the Court pursuant to either the Bankruptcy Code or any order of the Court, or otherwise deemed timely filed under applicable law, shall not be treated as a creditor with respect to such claim for purposes of (a) receiving notices regarding, or distributions under, the Plan, or (b) voting on the Plan.

8. **Additional Information.** Any party in interest wishing to obtain information about the solicitation procedures or copies of the Disclosure Statement or the Plan should contact Debtors' counsel, Cole, Schotz, Meisel, Forman & Leonard, P.A., at the telephone number and/or address listed in paragraph 6(e) of this Notice.

Dated: Hackensack, New Jersey
February 28, 2014

Michael D. Sirota, Esq.
Warren A. Usatine
Ryan T. Jareck
Nicholas B. Vislocky
COLE, SCHOTZ, MEISEL,
FORMAN & LEONARD, P.A.
A Professional Corporation
Court Plaza North, 25 Main Street
Hackensack, New Jersey 07602-0800
(201) 489-3000
(201) 489-1536 Facsimile
*Attorneys for RIH Acquisitions NJ, LLC, et al.,
Debtors-in-Possession*

EXHIBIT C

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

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Attorneys for RIH Acquisitions NJ, LLC, et al.
Debtor-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.*¹

Debtors-in-Possession.

Chapter 11

NOTICE OF NON-VOTING STATUS

PLEASE TAKE NOTICE THAT by an Order, entered on March 10, 2014 (the “**Order**”), the United States Bankruptcy Court for the District of New Jersey (the “**Bankruptcy Court**”) conditionally approved the Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code for the Joint Plan of Liquidation of RIH Acquisitions NJ, LLC d/b/a The Atlantic Club Casino Hotel and RIH Propco NJ, LLC (the “**Debtors**”), and permitted the Debtors to solicit votes to accept or reject the Joint Plan of Liquidation, dated February 28, 2014 (as may be amended, the “**Plan**”), annexed as **Exhibit “A”** thereto.

ALTHOUGH YOU MAY BE LISTED IN THE DEBTORS’ SCHEDULES OF ASSETS AND LIABILITIES AS EITHER A PARTY TO AN EXECUTORY CONTRACT OR AN UNEXPIRED LEASE WITH THE DEBTORS, AS HAVING A CONTINGENT, UNLIQUIDATED, OR DISPUTED CLAIM, OR AS A NOTICE PARTY ONLY, YOU ARE RECEIVING THIS NOTICE BECAUSE YOU EITHER (I) DID NOT FILE A PROOF OF CLAIM; (II) YOUR CLAIM IS A DISPUTED CLAIM; (III) YOU ARE NOT A CREDITOR OF THE DEBTORS’ ESTATES AND DO NOT HAVE A CLAIM AGAINST THE DEBTORS; OR (IV) YOU ARE CLASSIFIED IN A CLASS OF CLAIMS THAT IS PRESUMED TO CONCLUSIVELY HAVE ACCEPTED THE PLAN; AND ACCORDINGLY, YOU ARE NOT ENTITLED TO VOTE ON THE PLAN.

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).

IF YOU HAVE ANY QUESTIONS ABOUT THIS NOTICE OR THE ENCLOSED DOCUMENTS, PLEASE CALL RYAN T. JARECK, ESQ. OF COLE, SCHOTZ, MEISEL, FORMAN & LEONARD, P.A., DEBTOR'S COUNSEL, AT (201) 489-3000.

Dated: Hackensack, New Jersey
February 28, 2014

Michael D. Sirota, Esq.
Warren A. Usatine, Esq.
Ryan T. Jareck, Esq.
Nicholas B. Vislocky, Esq.
COLE, SCHOTZ, MEISEL,
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