



UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY

**Caption in compliance with D.N.J. LBR 9004-2(c)**

**McCARTER & ENGLISH, LLP**

Charles A. Stanziale, Jr.  
Joseph Lubertazzi, Jr.  
Lisa S. Bonsall  
Jeffrey T. Testa  
Four Gateway Center  
100 Mulberry Street  
Newark, NJ 07102  
Telephone: (973) 622-4444  
Facsimile: (973) 624-7070  
Email: cstanziale@mccarter.com  
jlubertazzi@mccarter.com  
lbonsall@mccarter.com  
jtesta@mccarter.com

*Proposed Counsel for Debtors and  
Debtors in Possession*

**WEIL, GOTSHAL & MANGES LLP**

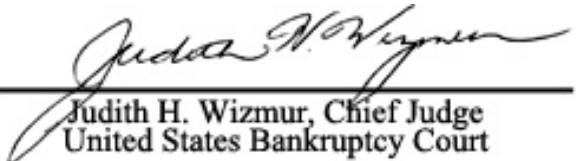
Michael F. Walsh  
Philip Rosen  
Ted S. Waksman  
767 Fifth Avenue  
New York, NY 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007  
Email: michael.walsh@weil.com  
philip.rosen@weil.com  
ted.waksman@weil.com

*Proposed Co-Counsel for Debtors and  
Debtors in Possession*

In re:

TCI 2 HOLDINGS, LLC, et al.,<sup>1</sup>

Debtors.

  
Judith H. Wizmur, Chief Judge  
United States Bankruptcy Court

**DATED: 2/19/2009**

Chapter 11  
Case No.: \_\_\_\_\_  
(Jointly Administered)

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: TCI 2 Holdings, LLC (0526); Trump Entertainment Resorts, Inc. (8402); Trump Entertainment Resorts Holdings, L.P. (8407); Trump Entertainment Resorts Funding, Inc. (8405); Trump Entertainment Resorts Development Company, LLC (2230); Trump Taj Mahal Associates, LLC, d/b/a Trump Taj Mahal Casino Resort (6368); Trump Plaza Associates, LLC, d/b/a Trump Plaza Hotel and Casino (1643); Trump Marina Associates, LLC, d/b/a Trump Marina Hotel Casino (8426); TER Management Co., LLC (0648); and TER Development Co., LLC (0425).

Page 2

Debtors: TCI 2 HOLDINGS, LLC, et al.,  
Case No.: 09-\_\_\_\_\_ ( )  
Caption of Order: ORDER UNDER 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING  
PROCEDURES FOR INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

---

**ORDER UNDER 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING  
PROCEDURES FOR INTERIM COMPENSATION  
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

The relief set forth on the following pages, numbered three (3) through six (6) is hereby  
**ORDERED.**

Page 3

Debtors: TCI 2 HOLDINGS, LLC, et al.,  
Case No.: 09-\_\_\_\_\_ ( )  
Caption of Order: ORDER UNDER 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING  
PROCEDURES FOR INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

---

A motion of the Debtors for an Order under sections 105(a) and 331 of the Bankruptcy Code establishing procedures for interim compensation and reimbursement of expenses of professionals on a monthly basis (the “Motion”)<sup>2</sup> was filed by the above captioned debtors and debtors in possession. After reviewing the Motion which has been designated by counsel as requiring expedited consideration, and having heard the statements of counsel in support of the relief requested therein at a hearing thereon (the “Hearing”); the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (c) notice of the Motion given by the Debtors was sufficient under the circumstances; and the Court being fully advised in the premises and having determined that the legal and factual bases set forth in the Motion and at the Hearing on the Motion establish just cause for the relief herein granted; and upon the Motion, the Declaration of John P. Burke in Support of First Day Motions and Applications, and all of the proceedings had before the Court; and after due deliberation,

IT IS HEREBY ORDERED THAT:

- 1) The Motion is GRANTED
- 2) Except as may otherwise be provided in Court Orders authorizing the retention of specific professionals, all Professionals in these cases may seek interim compensation in accordance with the following compensation procedures (the “Compensation Procedures”):
  - a) On or prior to the 25th day of each calendar month, each Professional

---

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Page 4

Debtors: TCI 2 HOLDINGS, LLC, et al.,  
Case No.: 09-\_\_\_\_\_ ( )  
Caption of Order: ORDER UNDER 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING  
PROCEDURES FOR INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

---

seeking interim compensation may file an application (the “Fee Application”), pursuant to section 331 of the Bankruptcy Code, for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month (the “Compensation Period”) and serve a copy of such Fee Application on: (i) McCarter & English, LLP, Four Gateway Center, 100 Mulberry Street, Newark, NJ 07102 (Attn: Lisa S. Bonsall, Esq.); (ii) counsel for any official committee appointed in these cases; and (iii) the Office of the United States Trustee, District of New Jersey (each a “Notice Party”). All Fee Applications shall comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), applicable Third Circuit law and the Local Rules of this Court (the “Local Rules”). Each Notice Party will have twenty (20) days after service of a Fee Application to object thereto (the “Objection Deadline”). Upon the expiration of the Objection Deadline, the Professional may file a certificate of no objection with the Court after which the Debtors are authorized to pay each Professional an amount (the “Actual Interim Payment”) equal to the lesser of (i) 80 percent of the fees and 100 percent of the expenses requested in the Fee Application (the “Maximum Interim Payment”) and (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection pursuant to subparagraph (b) below.

- b) If any Notice Party objects to a Professional’s Fee Application, it must file a written objection (the “Objection”) with the Court and serve it on the affected Professional and each of the Notice Parties so as to be received on or before the Objection Deadline. Any objection must set forth the nature of the objection and the amount of fees and/or expenses at issue. Thereafter, the objecting party and the affected Professional may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution of the Objection within twenty (20) days after service of the Objection, the affected Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Interim Payment and the Actual Interim Payment made to the affected Professional (the “Incremental Amount”); or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and dispose of the Objection if requested by the parties
- c) Beginning with the approximately three-month period ending on or about 90 days after the Petition Date, at three-month intervals or at such other

Page 5

Debtors: TCI 2 HOLDINGS, LLC, et al.,  
Case No.: 09-\_\_\_\_\_ ( )  
Caption of Order: ORDER UNDER 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING  
PROCEDURES FOR INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

---

intervals convenient to the Debtors and the Court, each of the Professionals may file with the Court and serve on the Notice Parties a request (an “Interim Fee Application Request”) for interim Court approval and allowance, pursuant to section 331 of the Bankruptcy Code, of the compensation and reimbursement of expenses sought in the Fee Applications filed during such period (the “Interim Fee Period”). The Interim Fee Application Request must include a summary of the Fee Applications that are the subject of the requests and any other information requested by the Court or required by the Local Rules. Each Professional must file its Interim Fee Application Request within forty-five (45) days after the end of the Interim Fee Period for which the request seeks allowance of fees and reimbursement of expenses. Each Professional must file its first Interim Fee Application Request on or before 120 days after the Petition Date, and the First Interim Fee Application Request should cover the Interim Fee Period from the commencement of these cases through and including 80 days after the Petition Date. Any Professional that fails to file an Interim Fee Application Request when due will be ineligible to receive further interim payments of fees or expenses under the Compensation Procedures until such time as the Interim Fee Application Request is submitted by the Professional.

- d) The Debtors shall request that the Court schedule a hearing on Interim Fee Application Requests at least once every six months, or at such other intervals as the Court or the Debtors deem appropriate.
  - e) The pendency of an Objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from the future payment of compensation or reimbursement of expenses.
  - f) Neither (i) the payment of or the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses nor (ii) the filing of or failure to file an Objection will bind any party in interest or the Court with respect to the allowance of interim or final applications for compensation and reimbursement of expenses of Professionals. All fees and expenses paid to Professionals are subject to disgorgement until final allowance by the Court.
- 3) Notice of hearings to consider interim and final fee applications shall be served on (a) the Notice Parties and (b) all parties that have filed a notice of appearance with the Clerk

Page 6

Debtors: TCI 2 HOLDINGS, LLC, et al.,  
Case No.: 09-\_\_\_\_\_ ( )  
Caption of Order: ORDER UNDER 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING  
PROCEDURES FOR INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

---

of this Court and requested such notice. The Notice Parties shall be entitled to receive both the Fee Applications and the notice of hearing thereon (the "Hearing Notice"), and all other parties entitled to notice shall be entitled to receive only the Hearing Notice. Notice given in accordance with this paragraph is deemed sufficient and adequate and in full compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

4) All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

5) This Court shall retain jurisdiction over any and all matters arising from the interpretation or implementation of this Order.

6) The Debtors are hereby authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

7) The requirement pursuant to D.N.J. LBR 9013-2 that the Debtors file a memorandum of law in support of the Motion is hereby waived.

## General Information

<b>Court</b>	United States Bankruptcy Court for the District of New Jersey; United States Bankruptcy Court for the District of New Jersey
<b>Docket Number</b>	1:09-bk-13654
<b>Status</b>	Closed