




<p>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW JERSEY</p>	
<p><b>Caption in compliance with D.N.J. LBR 9004-2(c)</b></p>	
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<p><i>Proposed Counsel and Co-Counsel for Debtors and Debtors in Possession</i></p>	
<p>In re: TCI 2 HOLDINGS, LLC, <u>et al.</u>,<sup>1</sup>  Debtors.</p>	<p>Chapter 11 Case No.: 09-13654  (Jointly Administered)</p>

**AMENDED ORDER PURSUANT TO SECTIONS 327, 328, 363(c)(1) AND 1108 OF THE BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT OF PROFESSIONALS OF NON-DEBTOR TER KEYSTONE DEVELOPMENT CO., LLC UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

The relief set forth on the following pages, numbered two (2) through six (6) is hereby

**ORDERED.**

**DATED: 2/27/2009**

  
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 Judith H. Wizmur, Chief Judge  
 United States Bankruptcy Court

<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).

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Debtors: TCI 2 HOLDINGS, LLC, et al.,  
Case No.: 09-13654  
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A motion (the “Motion”)<sup>2</sup> of the Debtors for an Order, pursuant to sections 327, 328, 363(c)(1) and 1108 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), authorizing the Debtors to employ certain professionals and professional firms utilized in the ordinary course of their business operations and financial affairs (collectively, the “Ordinary Course Professionals”) was filed by the above captioned debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”). After reviewing the Motion which has been designated by counsel as requiring expedited consideration, and for good cause shown 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; 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; 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.

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

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2. Pursuant to sections 327, 328, and 1108 of the Bankruptcy Code, to the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized to employ the Keystone Professionals listed on Exhibit A (excluding all legal professionals) to the Motion to provide services, provided however, that any legal professional will be required to submit a retention application in form and substance to be determined by the Debtors in conjunction with the Office of the United States Trustee for the District of New Jersey.

3. Each professional retained as a Keystone Professional, excluding all legal professionals, shall file with the Court and serve on the United States Trustee and counsel for any statutory committee appointed in this case no less than fifteen (15) days prior to such professional's receipt of its first payment for post-petition services rendered, a declaration, pursuant to section 327(a) or 327(e) of the Bankruptcy Code and substantially in the form provided in Exhibit B to the Motion, setting forth that such professional does not represent or hold any interest adverse to any of the Debtors or to their respective estates with respect to the matter on which such firm is engaged (a "Retention Declaration").

4. Any party in interest may object to a Keystone Professional's retention within fifteen (15) days of service of the Retention Declaration. Any objection to the retention of any Keystone Professional must be served on the Office of the United States Trustee, counsel for the Debtors, the affected Keystone Professional, and counsel for any statutory committee appointed in this case.

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5. Subject to the limitations set forth below, the Debtors are authorized and empowered to pay compensation and reimburse expenses to each of the Keystone Professionals retained pursuant to this Order without formal application to the Court by any Keystone Professional in the customary manner in the full amount billed by each such professional no sooner than 5 business days after submission to the Debtors, Counsel to any statutory committee and the Office of the United States Trustee, of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with each Keystone Professional's standard billing practices after the date of their retention pursuant to the procedures set forth in this Order (without prejudice to the Debtors', Counsel for any statutory committee's and Office of the United States Trustee's right to dispute any such invoices); provided, however, the Debtors shall not pay any individual Keystone Professional in excess of \$35,000 for postpetition compensation reimbursement of postpetition expenses during any monthly period, or \$200,000 during the pendency of these cases. To the extent the services rendered by a Keystone Professional exceed \$35,000 during any monthly period or \$200,000 during the pendency of the case, the Debtors shall not pay any amount in excess of that amount without making further application to and upon further entry of an order of Court. The application shall comply with any Order entered under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures For Interim Compensation and Reimbursement of Expenses of Professionals (the "Interim Compensation Order").

6. The Debtors shall file statements with this Court and serve such statements on counsel to any statutory committee and the Office of the United States Trustee in three month

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intervals, beginning three months from the date of this Order, and such statements shall include the following information: (a) the aggregate amount paid to the Keystone Professional during the previous 90 days; and (b) a general description of the services rendered by the Keystone Professional during such period (the "Three Month Statement"). The Debtors shall file a final statement incorporating all Three Month Statements within the time established for professionals to file their final fee applications (the "Final Statement") pursuant to the Interim Compensation Order. The Final Statement shall be served upon counsel for any statutory committee and the Office of the United States Trustee, which shall have 20 days to file an objection with the Court, pursuant to 11 U.S.C. § 330.

7. In the event the Debtors desire to supplement the list of Keystone Professionals, they shall file a supplemental list with the Court and serve it on (i) the Office of the United States Trustee for the District of New Jersey; (ii) counsel for the Debtors; (iii) counsel to U.S. Bank National Association, as Noteholder Collateral Agent; (iv) counsel to the Ad Hoc Noteholder Committee; (v) counsel to Beal Bank, S.S.B. and Beal Bank Nevada; and (vi) counsel to any Official Unsecured Creditors' Committee appointed in these cases, or the twenty (20) largest unsecured creditors of the Debtors, if an Official Unsecured Creditors' Committee has not been appointed. If no objections are filed to any such supplemental list within ten (10) days after service thereof, such list would be deemed approved by the Court without the necessity of further hearing or order of the Court.

8. This Court shall retain jurisdiction over any and all matters arising from or related

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to the interpretation or implementation of this Order.

9. 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.

10. 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