UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
Caption in compliance with D.N.J. LBR 9004-2(c)

FOX ROTHSCHILD LLP
(Formed in the Commonwealth of Pennsylvania)
Michael J. Viscount, Jr., Esq.
Raymond M. Patella, Esq.
1301 Atlantic Avenue, Suite 400
Atlantic City, NJ 08401
(609) 348-4515/fax (609) 348-6834
mviscount@foxrothschild.com
rpatella@foxrothschild.com

WHITE & CASE LLP
John K. Cunningham, Esq. (*pro hac vice* pending)
Richard S. Kebrdle, Esq. (*pro hac vice* pending)
Kevin M. McGill, Esq. (*pro hac vice* pending)
Southeast Financial Center
200 South Biscayne Blvd., Suite 4900
Miami, FL 33131
(305) 371-2700/fax (305) 358-5744
jcunningham@whitecase.com
rkebrdle@whitecase.com
kmcgill@whitecase.com

Proposed Co-Counsel to the Debtors and Debtors in Possession

In re: REVEL AC, INC., et al., Debtors.[1]	Chapter 11 Case No. 14-22654 (GMB) Jointly Administered **Objection Deadline: July 14, 2014 at 4:00 p.m.** **Hearing Date: July 21, 2014 at10:00 a.m.**

NOTICE OF DEBTORS' MOTION FOR AUTHORITY TO EMPLOY NON-BANKRUPTCY LEGAL PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS

[1] The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Revel AC, Inc. (3856), Revel AC, LLC (4456), Revel Atlantic City, LLC (9513), Revel Entertainment Group, LLC (2321), NB Acquisition, LLC (9387) and SI LLC (3856). The location of the Debtors' corporate headquarters is 500 Boardwalk, Atlantic City, New Jersey 08401.

PLEASE TAKE NOTICE that on **July 21, 2014 at 10:00 a.m.** or as soon thereafter as counsel may be heard, Revel AC, Inc. and its affiliated debtors and debtors in possession (the "Debtors"), by and through their undersigned proposed counsel, shall move before the Honorable Gloria M. Burns, U.S. Bankruptcy Judge, in the United States Bankruptcy Court, 401 Market Street, Courtroom 4C, Camden, New Jersey 08101, for entry of an order granting their Motion for Authority to Employ Non-Bankruptcy Legal Professionals Used in the Ordinary Course of Business (the "Motion").

PLEASE TAKE FURTHER NOTICE that the Debtors shall rely upon the Motion filed in support of the relief sought and proposed Order. As the issues before the Court are not novel, it is submitted that no brief is necessary pursuant to D.N.J. L.B.R. 9013-2.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested must be made in writing and in the form prescribed by the Federal Rules of Bankruptcy Procedure and D.N.J. L.B.R. 9013, and must be filed with this Court and served upon and received by proposed counsel to the Debtors at Fox Rothschild LLP, 1301 Atlantic Avenue, Midtown Building, Suite 400, Atlantic City, NJ 08401-7212 (Attn: Michael J. Viscount, Jr., Esquire and Raymond M. Patella, Esquire) and White & Case LLP, Southeast Financial Center 200 South Biscayne Blvd., Suite 4900, Miami, FL 33131 (Attn: John K. Cunningham, Esquire, Richard S. Kebrdle, Esquire and Kevin M. McGill, Esquire)) no later than **July 14, 2014 at 4:00 p.m. EST.**

PLEASE TAKE FURTHER NOTICE that, the Motion shall be deemed uncontested unless responsive papers are file and served as provided in D.N.J. L.B.R. 9013-1, in which event the Court may, in its discretion, grant the requested relief without a hearing.

Dated: June 30, 2014

FOX ROTHSCHILD LLP

By: /s/ Michael J. Viscount, Jr.
Michael J. Viscount, Jr., Esq.
Raymond M. Patella, Esq.
– and –

John K. Cunningham, Esq.
(*pro hac vice* pending)
Richard S. Kebrdle, Esq.
(*pro hac vice* pending)
Kevin M. McGill, Esq.
(*pro hac vice* pending)
WHITE & CASE LLP

Proposed Co-Counsel to the Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY **Caption in compliance with D.N.J. LBR 9004-2(c)**
FOX ROTHSCHILD LLP (Formed in the Commonwealth of Pennsylvania) Michael J. Viscount, Jr., Esq. Raymond M. Patella, Esq. 1301 Atlantic Avenue, Suite 400 Atlantic City, NJ 08401 (609) 348-4515/fax (609) 348-6834 mviscount@foxrothschild.com rpatella@foxrothschild.com **WHITE & CASE LLP** John K. Cunningham, Esq. (*pro hac vice* pending) Richard S. Kebrdle, Esq. (*pro hac vice* pending) Kevin M. McGill, Esq. (*pro hac vice* pending) Southeast Financial Center 200 South Biscayne Blvd., Suite 4900 Miami, FL 33131 (305) 371-2700/fax (305) 358-5744 jcunningham@whitecase.com rkebrdle@whitecase.com kmcgill@whitecase.com *Proposed Co-Counsel to the Debtors and Debtors in Possession*

In re: REVEL AC, INC., et al., Debtors.[1]	Chapter 11 Case No. 14-22654 (GMB) Jointly Administered **Objection Deadline: July, 14 2014 at 4:00 p.m. (ET)** **Hearing Date: July 21, 2014 at 10:00 a.m. (ET)**

DEBTORS' MOTION FOR AUTHORITY TO EMPLOY NON-BANKRUPTCY LEGAL PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS

Revel AC, Inc. ("Revel") and its affiliated debtors and debtors in possession (collectively, the "Debtors") in the above-captioned chapter 11 cases (the "Chapter 11 Cases") hereby file this motion (the "Motion") pursuant to sections 105, 327, 328, 330 and 331 of title 11

[1] The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Revel AC, Inc. (3856), Revel AC, LLC (4456), Revel Atlantic City, LLC (9513), Revel Entertainment Group, LLC (2321), NB Acquisition, LLC (9387) and SI LLC (3856). The location of the Debtors' corporate headquarters is 500 Boardwalk, Atlantic City, New Jersey 08401.

of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code") and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedures (the "Bankruptcy Rules") for authority to employ Non-Bankruptcy Legal Professionals (as defined below) used in the ordinary course of business. In support of this Motion, the Debtors respectfully represent as follows:

Background

1. The Debtors own and operate a state of the art resort facility unlike any other in Atlantic City, New Jersey. The Debtors' facility consists of 6.2 million square feet, located on approximately 20 acres with 820 feet of boardwalk frontage, and features the tallest building in Atlantic City, the Revel hotel, a sleek 47-story, 710-foot high tower. The Debtors' 130,000 square foot casino features 110 table games and approximately 2,300 slot machines.

2. On June 19, 2014 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing these Chapter 11 Cases. The Debtors continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. The Debtors customarily retain lawyers and other legal professionals to provide non-bankruptcy legal services (the "Non-Bankruptcy Legal Professionals").[2] The Non-Bankruptcy Legal Professionals provide services to the Debtors in a variety of matters unrelated to these Chapter 11 Cases, including legal services with regard to specialized areas of the law such as regulatory compliance, trademarks and litigation. Attached hereto as Exhibit "A" is a list of the Non-Bankruptcy Legal Professionals from whom the Debtors may require services during

[2] The Debtors also require the services of various non-legal professionals in the ordinary course of business. The retention of those professionals is dealt with in a separate motion filed with this Court.

these Chapter 11 Cases. This Motion seeks the Court's authorization to retain and compensate the Non-Bankruptcy Legal Professionals in accordance with the terms set forth below.[3]

4. Additional background facts about the Debtors, including an overview of the Debtors' business, information on the Debtors' debt structure and information on the events leading up to the Chapter 11 Cases are contained in the Declaration of Shaun Martin in Support of First Day Motions and Applications [Docket No. 5] (the "Martin Declaration").[4]

Jurisdiction

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

6. By this Motion, pursuant to sections 105, 327, 328, 329, 330 and 331 of the Bankruptcy Code, the Debtors respectfully request entry of an order, substantially in the form attached hereto as Exhibit "B" (the "Proposed Order"), authorizing and establishing procedures for the Debtors' retention of the Non-Bankruptcy Legal Professionals nunc pro tunc to the Petition Date and in the ordinary course of the Debtors' business.

Basis for Relief

7. Judge Wizmur has held that in this District a debtor may not retain "legal professionals" under the "ordinary course professionals" motion that is typically filed in large chapter 11 cases. In re Adamar of New Jersey, Inc., No. 09-20711 [Docket No. 70] (Bankr.

[3] The Debtors have also filed, and, if necessary, will file in the future, individual retention applications for professionals that the Debtors seek to employ in connection with the administration of these Chapter 11 Cases or in connection with specific matters.

[4] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Martin Declaration.

D.N.J. May 8, 2009); In re TCI 2 Holdings, LLC, No. 09-13654 [Docket No. 186] (Bankr. D.N.J. April 7, 2009). Instead, a debtor must separately retain non-bankruptcy legal professionals by using the procedures and orders entered in Adamar of New Jersey, Inc. and TCI 2 Holdings, LLC. Consistent with those procedures and orders, the Debtors propose to retain the Non-Bankruptcy Legal Professionals on the following terms and conditions:

> (a) If the Debtors seek to retain a Non-Bankruptcy Legal Professional, they shall file with the Court a retention application (the "Retention Application," which is a modified version of the recommended local form) substantially in the form attached to the Proposed Order as Exhibit "1". The Retention Application shall be served on the Notice Parties (as such term is defined in the Proposed Order).
>
> (b) The Retention Application shall include a supporting certification substantially in the form attached to the Proposed Order as Exhibit "2"(the "Supporting Certification") which:
>
> > (i) recites the scope of legal services contemplated (providing a copy of an engagement letter, if applicable);
> >
> > (ii) confirms that the Non-Bankruptcy Legal Professional has completed a conflicts search; and
> >
> > (iii) affirms that the Non-Bankruptcy Legal Professional shall be bound by the terms and conditions of the order approving this Motion with respect to, among other things, procedures for the payment of fees.
>
> (c) The Debtors' retention of Non-Bankruptcy Legal Professionals shall be authorized nunc pro tunc to the Petition Date; provided, however, that the Office of the United States Trustee for the District of New Jersey shall have the right to object to nunc pro tunc retention of any particular Non-Bankruptcy Legal Professional for reasons specific to that Non-Bankruptcy Legal Professional.
>
> (d) Any party in interest that objects to the retention of a Non-Bankruptcy Legal Professional must, within fourteen (14) days of the filing of that professional's Retention Application, file a written objection with the Court, stating the reasons for such objection, and serve the same on the Notice Parties.

> (e) In the event that objections are not timely filed, retention of the Non-Bankruptcy Legal Professional shall be deemed approved (the "Approved Professional"). Thereafter, the Debtors' counsel shall submit a certificate of no objection and request the Court to enter an order, substantially in the form attached to the Proposed Order as Exhibit 3, authorizing retention of the Approved Professional (each, a "Retention Authorization Order"). In the event an objection is filed with respect to a Retention Application, such Retention Application shall be scheduled to be heard at the next omnibus hearing scheduled in these Chapter 11 Cases.

8. Upon entry of the Retention Authorization Order, the Debtors shall be authorized and empowered to pay each Approved Professional pursuant to the respective Retention Authorization Order and in accordance with the terms, conditions and procedures set forth in the Proposed Order approving this Motion.

9. Courts weigh the following six factors when determining whether a person or entity is a "professional" as defined in section 327 of the Bankruptcy Code, in which case such "professional" may only be retained with the express approval of the Court:

> (a) whether the person or entity controls, manages, administers, invests, purchases or sells assets that are significant to the debtors' reorganization;
>
> (b) whether the person or entity is involved in negotiating the terms of a plan of reorganization;
>
> (c) whether the person or entity is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor's business operations;
>
> (d) whether the person or entity is given discretion or autonomy to exercise his or her own professional judgment in some part of the administration of the debtor's estate;
>
> (e) the extent of the person's or entity's involvement in the administration of the debtor's estate; and
>
> (f) whether the person's or entity's services involve some degree of special knowledge or skill, such that it can be considered a "professional" within the ordinary meaning of the term.

In re First Merchs. Acceptance Corp., No. 97–1500, 1997 WL 873551, at *2 (Bankr. D. Del. 1997).

10. The Debtors can retain the Non-Bankruptcy Legal Professionals under sections 105, 327 and 328 of the Bankruptcy Code. However, because the degree of discretion afforded them in performing such work is marginal, and because they will not be involved in the administration of the Chapter 11 Cases, the Debtors do not believe the Non-Bankruptcy Legal Professionals are "professionals" within the meaning of section 327 of the Bankruptcy Code. The First Merchants criteria are consistent with those utilized by this and other courts when examining the types of duties to be undertaken by a "professional." See, e.g., Elstead v. Nolden (In re That's Entm't Mktg. Grp.), 168 B.R. 226, 229-30 (N.D. Cal. 1994) (retaining professionals whose duties are central to administration of estate requires prior court approval under section 327); Eric Bram & Co. v. Blair Realty, Ltd., No. 91-3612, 1992 WL 281022, at *2 (D.N.J. Oct. 5, 1992) (describing "professional persons" under section 327 as "those persons playing a central role in or intimately involved with the administration of the debtor's estate"); In re Madison Mgmt. Grp., Inc., 137 B.R. 275, 283 (Bankr. N.D. Ill. 1992) (same); In re Sieling Assocs. Ltd. P'ship, 128 B.R. 721, 723 (Bankr. E.D. Va. 1991) (same); In re Riker Indus., Inc., 122 B.R. 964, 973 (Bankr. N.D. Ohio 1990) (no need for section 327 approval of fees of management and consulting firm that performed only "routine administrative functions" and whose "services were not central to [the] bankruptcy case"); In re D'Lites of Am., Inc., 108 B.R. 352, 355 (Bankr. N.D. Ga. 1989) (section 327 approval not necessary for "one who provides services to the debtor that are necessary whether the petition was filed or not").

11. Nevertheless, out of an abundance of caution, the Debtors seek the relief requested in this Motion. The relief sought herein is not unusual. In fact, courts in this District

have granted similar relief in other chapter 11 cases. See, e.g., In re RIH Acquisitions NJ, LLC, No. 13-34483 (GMB) (Bankr. D.N.J. Nov. 18, 2013); In re Adamar of N.J., Inc., No. 09-20711 (JHW) (Bankr. D.N.J. May 8, 2009); In re TCI 2 Holdings, LLC, No. 09-13654 (JHW) (Bankr. D.N.J. Feb. 27, 2009).[5]

12. The Debtors believe that the continued employment of and compensation paid to the Non-Bankruptcy Legal Professionals is in the best interests of the Debtors and their respective estates and creditors. Going forward, the Debtors will require the services of the Non-Bankruptcy Legal Professionals on an ongoing basis, which service will become impossible to obtain if the Debtors are unable to compensate the Non-Bankruptcy Legal Professionals for their services when rendered. Moreover, because of the Non-Bankruptcy Legal Professionals' institutional knowledge of the Debtors' operations and legal positions, it would be expensive and inefficient to attempt to replace the Non-Bankruptcy Legal Professionals with attorneys who do not possess this institutional knowledge. Accordingly, the Debtors submit that they and their respective estates, the creditors and other parties in interest are best served by avoiding any disruption in the non-bankruptcy legal services that are necessary to operate the Debtors' facilities and by retaining and compensating these Non-Bankruptcy Legal Professionals in accordance with the compensation procedures described above and in the Proposed Order approving this Motion.

13. Based on the foregoing, the Debtors respectfully request that the Court grant the relief requested in this Motion on the terms set forth herein.

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[5] For the avoidance of doubt, by filing this Motion, the Debtors are not requesting authority to pay pre-petition amounts owed to Non-Bankruptcy Legal Professionals, if any.

Waiver of Memorandum of Law

14. In accordance with Local Rule 9013-2, no brief is being filed in support of this Motion because the legal principles involved are not novel or in dispute and are adequately set forth in the Motion.

Notice

15. Notice of this Motion has been provided to the (i) Office of the United States Trustee for the District of New Jersey, (ii) counsel to the First Lien Lenders, (iii) counsel to the Second Lien Lenders, (iv) counsel to the DIP Agent, (v) the Debtors' 30 largest unsecured creditors on a consolidated basis (including counsel if known), (vi) all parties requesting notices pursuant to Bankruptcy Rule 2002, (vii) the Office of the Attorney General for the State of New Jersey, (viii) the New Jersey Division of Gaming Enforcement, (ix) the New Jersey Casino Control Commission, (x) the Office of the Governor for the State of New Jersey, (xi) the United States Attorneys' Office for the District of New Jersey, (xii) the United States Attorney General, (xiii) the Internal Revenue Service, (xiv) the Securities and Exchange Commission and (xv) each of the Non-Bankruptcy Legal Professionals listed on Exhibit "A" attached hereto. The Debtors submit that no other or further notice need be provided.

16. No previous motion for the relief sought herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request entry of an order (i) granting the relief requested herein and (ii) granting the Debtors such other and further relief as the Court deems just and proper.

Dated: June 30, 2014
Atlantic City, New Jersey

FOX ROTHSCHILD LLP

By: /s/ Michael J. Viscount, Jr.
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Proposed Co-Counsel to the Debtors and Debtors in Possession

EXHIBIT A

(Non-Bankruptcy Legal Professionals)

List of Non-Bankruptcy Legal Professionals

Professional	Address	Type of Service	Description of Service
Cooper Levenson, P.A.	1125 Atlantic Ave. Atlantic City, NJ 08401	Legal	Prepare and file various filings with various city and state governmental agencies.
McAndrew Held & Malloy Ltd	500 W Madison St. Chicago, IL 60661	Legal	Maintain trademarks and defend against any trademark related lawsuits.
Slater, Tenaglia, Fritz & Hunt P.A.	395 West Passaic Street Suite 205 Rochelle Park, NJ 07662	Legal	Collection from customers on losses.
Kirkland & Ellis LLP	601 Lexington Avenue New York, NY 10022	Legal	Litigation against Tishman Construction.
Barley Snyder LLC	126 East King Street Lancaster, PA 17602	Legal	Immigration advice.

EXHIBIT B

(Proposed Order)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
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Proposed Co-Counsel to the Debtors and Debtors in Possession

In re: REVEL AC, INC., et al., Debtors.[1]	Chapter 11 Case No. 14-22654 (GMB) Jointly Administered **Re: Docket No. _____**

ORDER GRANTING DEBTORS MOTION FOR AUTHORITY TO EMPLOY NON-BANKRUPTCY LEGAL PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS

The relief set forth on the following pages two (2) through seven (7) is hereby ORDERED**:**

[1] The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Revel AC, Inc. (3856), Revel AC, LLC (4456), Revel Atlantic City, LLC (9513), Revel Entertainment Group, LLC (2321), NB Acquisition, LLC (9387) and SI LLC (3856). The location of the Debtors' corporate headquarters is 500 Boardwalk, Atlantic City, New Jersey 08401.

Upon the motion (the "Motion")[2] of Revel AC, Inc. ("Revel") and its affiliated debtors and debtors in possession (collectively, the "Debtors") pursuant to sections 105, 327, 328, 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code"), for authority to employ non-bankruptcy legal professionals used in the ordinary course of business, all as more fully set forth in the Motion; and it appearing that the Court has jurisdiction over this matter; and it appearing that due notice of the Motion as set forth therein is sufficient under the circumstances, and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that:

1. The Motion is GRANTED.

2. Pursuant to sections 105 and 327 of the Bankruptcy Code, the Debtors are hereby authorized, but not required, to retain lawyers and other legal professionals nunc pro tunc to the Petition Date to provide non-bankruptcy legal services (the "Non-Bankruptcy Legal Professionals") of the type provided to the Debtors in the ordinary course of their business, subject to the terms, conditions and procedures set forth herein.

3. The following procedures for the Debtors' retention of Non-Bankruptcy Legal Professionals are hereby approved:

(a) If the Debtors seek to retain a Non-Bankruptcy Legal Professional, they shall file with the Court a retention application

[2] Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

substantially in the form attached hereto as Exhibit "1" (the "Retention Application," which is a modified version of the recommended local form). The Retention Application shall be served on the Notice Parties (as such term is defined in paragraph 5 below).

(b) The Retention Application shall include a supporting certification substantially in the form attached hereto as Exhibit "2" (the "Supporting Certification") which:

(i) recites the scope of legal services contemplated (providing a copy of an engagement letter, if applicable);

(ii) confirms that the Non-Bankruptcy Legal Professional has completed a conflicts search; and

(iii) affirms that the Non-Bankruptcy Legal Professional shall be bound by the terms and conditions of this Order with respect to, among other things, procedures for the payment of fees.

(c) The Debtors retention of Non-Bankruptcy Legal Professionals shall be authorized <u>nunc</u> <u>pro</u> <u>tunc</u> to the Petition Date; provided, however, that the Office of the United States Trustee for the district of New Jersey shall have the right to object to <u>nunc</u> <u>pro</u> <u>tunc</u> retention of any particular Non-Bankruptcy Legal Professional for reasons specific to that Non-Bankruptcy Legal Professional.

(d) Any party in interest that objects to the retention of a Non-Bankruptcy Legal Professional must, within fourteen (14) days of the filing of that professional's Retention Application, file a written objection with the Court, stating the reasons for such objection, and serve the same on the Notice Parties.

(e) In the event that objections are not timely filed, retention of the Non-Bankruptcy Legal Professional shall be deemed approved (the "Approved Professional"). Thereafter, the Debtors' counsel shall submit a certificate of no objection and request the Court to enter an order, substantially in the form attached hereto as Exhibit 3, authorizing retention of the Approved Professional (each, a "Retention Authorization Order"). In the event an objection is filed with respect to a Retention Application, such Retention Application shall be scheduled to be heard at the next omnibus hearing scheduled in these Chapter 11 Cases.

4. Upon entry of a Retention Authorization Order, the Debtors shall be authorized and empowered to pay the Approved Professionals in accordance with the following procedures:

(a) On or before the twenty-fifth (25th) day of each month following the month for which compensation is sought, each Approved Professional (or the Debtors' counsel on its behalf) shall file with the Court a monthly fee statement (each, a "Monthly Fee Statement"). Attached to or incorporated in each Monthly Fee Statement shall be a statement from such Approved Professional that details the following:

(i) the dates on which such services were rendered;

(ii) the services rendered on each date and the identity of the person rendering the service;

(iii) the time spent in the rendering of each service, in increments of tenths (1/10th) of an hour;

(iv) the normal billing rate for each person;

(v) at the end of the statement, a total of the time spent by each individual performing services;

(vi) a list of actual, not estimated, expenses, summarized by category, such as computer assisted research (which shall not be more than the actual cost), outgoing facsimile transmissions, (which shall not exceed $1.00 per page, with no charge for incoming facsimiles), telephone charges, airfare, means, lodging and photocopying (which shall not exceed $20 per page); and

(vii) the amount requested to be paid to such Approved Professional for legal services rendered and out-of-pocket disbursements.

(b) Notwithstanding the requirements of the immediately preceding subparagraphs (a)(i) through (iv), the Approved Professionals retained on a commission or contingency basis (or the Debtors' counsel on their behalf) shall be required to file a statement that reflects only the approved fee arrangement as provided in the Retention Authorization Order pertaining to such Non-Bankruptcy Legal Professional.

(c) Any objection to a Monthly Fee Statement shall be in writing and filed with the Court and simultaneously served on the Notice Parties within twenty (20) days of the filing of the Monthly Fee Statement. An objector shall set forth the nature of the objection, the Approved Professional whose fees are being disputed and the amount of fees and/or expenses at issue (the "Disputed Amounts").

(d) In the event that no objections are timely filed, each Approved Professional (or the Debtors' counsel on its behalf) shall submit a certificate of no objection and the Debtors shall be authorized to make payments to such Approved Professional in the customary manner and in the full amount set forth in the Monthly Fee Statement. For the sake of clarity, it is specifically noted that a twenty percent (20%) holdback of fees shall not be applicable to the Approved Professionals covered by this Order.

(e) In the event that an objection is timely filed, payment of the Disputed Amount shall not be made to the Approved Professional unless the objection is resolved or upon further order of the Court; however, the Debtors nonetheless shall be authorized to pay in full all non-disputed amounts set forth in the Monthly Fee Statement.

(f) If the parties to an objection are able to resolve their objection and if the party subject to the objection serves upon all of the Notice Parties (defined below) a statement indicating that the objection is withdrawn and describing the terms of the resolution, the Debtors shall be authorized to pay that portion of the Monthly Fee Statement which is no longer subject to an objection.

(g) The service of an objection to a Monthly Fee Statement shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground whether raised in the objection or not.

(h) The decision by any party not to object to a Monthly Fee Statement shall not be deemed or construed as a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code.

(i) Interim Fee Applications:

Beginning with the six (6) month period ending on or about 180 days after the Petition Date, and thereafter at six (6) month intervals or at such other intervals convenient to the Debtors and the Court, the Approved Professionals (or the Debtors' counsel on their behalf) shall file with the Court and serve on the Notice Parties requests for interim court approval (each, a "Interim Fee Application Request") for the compensation and reimbursement of expenses sought in the monthly statements filed during such period (the "Interim Fee Period").

(i) Each Interim Fee Application Request must include a summary of the Monthly Fee Statements that are the subject of the request and any other information requested by the Court and shall comply with the applicable mandates of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any governing case law in the Third Circuit.

(ii) Each Approved Professional (or the Debtors' counsel on its behalf) must file an 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.

(iii) Any Approved 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 this Order until such time as the Interim Fee Application Request is submitted by the Approved Professional.

(j) The pendency of a fee application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Fee Statement shall not disqualify an Approved Professional from the further payment of compensation or reimbursement of expenses, unless otherwise ordered by this Court. Additionally, the pendency of an objection to payment of compensation or reimbursement of expenses will not disqualify an Approved Professional from future payment of compensation or reimbursement of expenses, unless this Court orders otherwise.

(k) The Debtors shall request that the Court schedule a hearing on Interim Fee Application Requests at least once every six (6) months, or at such other intervals as the Court or the Debtors deem appropriate.

(l) Neither (i) the payment of nor failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses nor (ii) the filing of nor 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 any Approved Professional. All fees and expenses paid to Approved Professionals are subject to disgorgement until final allowance by the Court.

5. Notice to be provided in accordance with this Order shall be given to the following parties (collectively, the "Notice Parties"):

(a) the Debtors;

(b) counsel for the Debtors;

(c) Office of the United States Trustee for the District of New Jersey;

(d) counsel to any statutory committee appointed in the cases pursuant to section 1102 of the Bankruptcy Code;

(e) counsel to the DIP agent; and

(f) all other parties filing a Notice of Appearance and request for notices pursuant to Bankruptcy Rule 2002.

6. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained hereunder, shall be subject to the terms and conditions of, and the requirements imposed upon the Debtors under, the Court's interim or final orders authorizing the Debtors to enter into the debtor-in-possession financing with the DIP Agent, including, but not limited to, the DIP Budget (as defined in such orders)

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

8. The Debtors shall include all payments to Approved Professionals on their monthly operating reports, detailed so as to state the amount paid to such Approved Professionals.

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

EXHIBIT 1

(Retention Application)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
Caption in compliance with D.N.J. LBR 9004-2(c)

FOX ROTHSCHILD LLP
(Formed in the Commonwealth of Pennsylvania)
Michael J. Viscount, Jr., Esq.
Raymond M. Patella, Esq.
1301 Atlantic Avenue, Suite 400
Atlantic City, NJ 08401
(609) 348-4515/fax (609) 348-6834
mviscount@foxrothschild.com
rpatella@foxrothschild.com

WHITE & CASE LLP
John K. Cunningham, Esq. (*pro hac vice* pending)
Richard S. Kebrdle, Esq. (*pro hac vice* pending)
Kevin M. McGill, Esq. (*pro hac vice* pending)
Southeast Financial Center
200 South Biscayne Blvd., Suite 4900
Miami, FL 33131
(305) 371-2700/fax (305) 358-5744
jcunningham@whitecase.com
rkebrdle@whitecase.com
kmcgill@whitecase.com

Proposed Co-Counsel to the Debtors and Debtors in Possession

In re:	Chapter 11
REVEL AC, INC., et al.,	Case No. 14-22654 (GMB)
Debtors.[1]	Jointly Administered

Recommended Local Form: ☐ Followed ☒ Modified

APPLICATION FOR RETENTION OF NON-BANKRUPTCY LEGAL PROFESSIONAL *NUNC PRO TUNC* TO THE PETITION DATE

[1] The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Revel AC, Inc. (3856), Revel AC, LLC (4456), Revel Atlantic City, LLC (9513), Revel Entertainment Group, LLC (2321), NB Acquisition, LLC (9387) and SI LLC (3856). The location of the Debtors' corporate headquarters is 500 Boardwalk, Atlantic City, New Jersey 08401.

The applicant, ___________________, is the (check all that apply):

☐ Trustee: ☐ Chap. 7 ☐ Chap. 11 ☐ Chap. 13

☐ Debtor: ☐ Chap. 11 ☐ Chap. 13

The applicant seeks to retain the following professional: **[INSERT FIRM]** to serve as (check all that apply):

☐ Attorney for: ☐ Trustee ☐ Debtors-in-Possession

☐ Official Committee of _________________________________

☐ Accountant for: ☐ Trustee ☐ Debtors-in-Possession

☐ Official Committee of _________________________________

☐ Other Professional: ☐ Realtor ☐ Appraiser ☐ Special Counsel

☐ Auctioneer ☐ Other (specify)

The employment of the professional is necessary because: __________________ .

The professional has been selected because: ______________________________ .

The professional services to be rendered are as follows: ____________________ .

The proposed arrangement for compensation is as follows:__________________ .

To the best of the applicant's knowledge, the professional's connection with the Debtors, creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the Office of the United States Trustee, is as follows:

☐ None

☐ Describe connection: ____

To the best of the applicant's knowledge, the professional (check all that apply):

☐ does not hold an adverse interest to the estates.

☐ does not represent an adverse interest to the estates.

☐ is a disinterested person under 11 U.S.C. § 101(14).

☐ does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter for which he/she will be retained under 11 U.S.C. § 327(e).

☐ Other; explain:
____

____ .

If the professional is an auctioneer, appraiser or realtor, the location and description of the property is as follows:____

Wherefore, the applicant respectfully requests authorization to employ the professional to render services in accordance with this application, with compensation to be paid as an administrative expense in such amounts as the Court may hereafter determine and allow.

Dated: ________, 2014
Atlantic City, New Jersey

Respectfully submitted,

REVEL AC, INC. (for itself and on behalf of its affiliated debtors and debtors in possession)

By: ______________________________
Name: __________
Title: ___________

EXHIBIT 2

(Supporting Certification)

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY **Caption in compliance with D.N.J. LBR 9004-2(c)**	
FOX ROTHSCHILD LLP (Formed in the Commonwealth of Pennsylvania) Michael J. Viscount, Jr., Esq. Raymond M. Patella, Esq. 1301 Atlantic Avenue, Suite 400 Atlantic City, NJ 08401 (609) 348-4515/fax (609) 348-6834 **WHITE & CASE LLP** John K. Cunningham, Esq. (*pro hac vice* pending) Richard S. Kebrdle, Esq. (*pro hac vice* pending) Kevin M. McGill, Esq. (*pro hac vice* pending) Southeast Financial Center 200 South Biscayne Blvd., Suite 4900 Miami, FL 33131 (305) 371-2700/fax (305) 358-5744 *Proposed Co-Counsel to the Debtors and Debtors in Possession*	
In re: REVEL AC, INC., et al., Debtors.[1]	Chapter 11 Case No. 14-22654 (GMB) Jointly Administered

Recommended Local Form: ☐ Followed ☒ Modified

CERTIFICATION OF PROFESSIONAL IN SUPPORT OF APPLICATION FOR RETENTION OF NON-BANKRUPTCY LEGAL PROFESSIONAL *NUNC PRO TUNC* TO THE PETITION DATE

I, **[INSERT NAME]**, being of full age, certify as follows:

1. I am seeking authorization for retention of [**FIRM NAME**] as: ___.

2. My professional credentials include: ______________________________________
____.

[1] The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Revel AC, Inc. (3856), Revel AC, LLC (4456), Revel Atlantic City, LLC (9513), Revel Entertainment Group, LLC (2321), NB Acquisition, LLC (9387) and SI LLC (3856). The location of the Debtors' corporate headquarters is 500 Boardwalk, Atlantic City, New Jersey 08401.

3. I am a member of or associated with the firm of:____________________________

____.

4. Subject to the specific terms of the engagement letter attached as Schedule A hereto (if any), the professional services to be rendered are as follows:

____

____.

5. Subject to the specific terms of the engagement letter attached as Schedule A hereto (if any), the proposed arrangement for compensation, including hourly rates, if applicable, is as follows:

____

____.

6. **[INSERT FIRM]** has conducted a conflict search on the entities identified on the list attached as Schedule B hereto and based on such conflict search to the best of my knowledge, after reasonable and diligent investigation, the connections of my firm, its members, shareholders, partners, associates, officers and/or employees with the Debtors, creditors, any other party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the Office of the United States Trustee, are as follows:

☐ None

☐ Describe Connection: ____

____.

7. **[INSERT FIRM]** has conducted a conflict search as on the entities identified on the list attached as Schedule B hereto and based on such conflict search to the best of knowledge,

my firm, its members, shareholders, partners, associates, officers and/or employees and I (check all that apply):

☐ does not hold an adverse interest to the estates.

☐ does not represent an adverse interest to the estates.

☐ are disinterested under 11 U.S.C. § 101(14).

☐ does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter for which he/she will be retained under 11 U.S.C. § 327(e).

☐ Other. Explain: ____

____ .

8. If the professional is an auctioneer,

a. A surety bond in accordance with D.N.J. LBR 2014-l(B)(2) is attached.

☐ Yes No ☐

b. My qualifications and previous experience as an auctioneer include: _____

c. Have you or any member of your firm ever been convicted of any criminal offense, other than motor vehicle violations? ☐ Yes No ☐

If yes, explain:____

9. If the professional is an auctioneer, appraiser or realtor, the location and description of the property is as follows:____

10. The exhibits attached hereto are as follows:

Schedule A - Engagement Letter, if any
Schedule B - List for Conflict Search

I certify that the foregoing statements made by me are true, I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Date:_______________, 2014

____
[INSERT NAME]

SCHEDULE A

(Engagement Letter (if any))

SCHEDULE B

(List for Conflict Search)

**LIST OF ENTITIES FOR REVEL AC, INC., *ET AL.*,
POTENTIAL PARTIES-IN-INTEREST**

Debtors (including certain Prior Names)
Revel AC, Inc.
Revel AC, LLC
Revel Atlantic City, LLC
Revel Entertainment Group, LLC
NB Acquisition, LLC
SI LLC
Revel Acquisition, LLC
Revel Entertainment, LLC

Officers & Directors of Debtors
Thomas M. Benninger
Jeffrey J. Dahl
William McBeath
Peter E. Murphy
Gregory M. Roselli
Scott Kreeger
Theresa Glebocki
Loretta Pickus

Lenders and Agents
AAI Canyon Fund plc
American Funds Insurance Series
American High-Income Trust
Canyon - GRF Master Fund II, LP
Canyon - GRF Master Fund LP
Canyon - TCDRS Fund, LLC
Canyon Balanced Master Fund, Ltd.
Canyon Blue Credit Investment Fund LP
Canyon Distressed Opportunity Master Fund, LP
Canyon Value Realization Fund LP
Canyon Value Realization MAC 18 Ltd.
Capital Research American Funds
Capital Research American High Income Trust
Chatham Asset High Yield Master Fund Ltd
Chatham Eureka Fund, L.P.
Citi Canyon Ltd.

Lenders and Agents
Credit Suisse Loan Funding LLC
Hartford Accident and Indemnity Company
Hartford Institutional Trust High Yield Series
Hartford Insurance Company of Illinois
Hartford International Life Reassurance Corporation
Hartford Life and Accident Insurance Company
Hartford Life and Annuity Insurance Company
Hartford Life Insurance Co
Hartford Fire Insurance Company
HIMCO Dynamic Allocation Fixed Income Fund LLC
J.P. Morgan Chase Bank, N.A.
J.P. Morgan Whitefriars Inc.
Omega Charitable Partnership, LP
Oppenheimer Global Strategic Income Fund
Oppenheimer Master Loan Fund, LLC
Oppenheimer Quest for Value Funds
Oppenheimer Senior Floating Rate Fund
Oppenheimer Variable Account Funds
Permal Canyon Fund Ltd.
The Canyon Value Realization Master Fund, LP
The Hartford Investment and Savings Plan Trust
Twin Haven Special Opportunities Fund IV, LP
Wells Fargo Principal Lending, LLC
Wilmington Trust, N.A.

Top 30 Creditors
PHD Media LLC
ACR Energy Partners LLC
Sobel Westex
Atlantic City Alliance
Siemens Industry Inc.
Sysco Guest Supply LLC
US Foods Inc.
Casino Control Fund
Purchasing Management International
Schindler
National Union Fire Insurance of Pittsburg
Exhale Mind Body Spa
The Media & Marketing Group
IGT

Top 30 Creditors
Bunzl
CRDA
NJ DOL & Workforce Development
A&M Industrial
A Esposito Inc.
Idea Boardwalk LLC
Amada
SHFL Entertainment
American Cut
TY Group LLC
Casino Lobster
Azure LLC
Encore Event Technologies
Paris Produce Company
Lugo AC LLC
International Business Machine

Other Parties
Block 73, LLC
James A. Maggs
Kevin DeSanctis
Revel Group, LLC
Michael Garrity

Utilities
Marina Energy LLC
DCO Energy LLC
Energenic, LLC
ACR Energy Partners LLC
Atlantic County Municipal Utilities Authority
Atlantic City Sewerage Co.
South Jersey Gas Co.
Waste Management of New Jersey
Cellco Partnership, d/b/a Verizon Wireless
Verizon Wireless
Magellan Hill Technologies
Network Billing Systems
HotWire Communications

Insurance
Amerihealth Casualty
Chubb Custom Market, Inc.
Philadelphia Insurance Co.
National Specialty Insurance Co.
Beazley Insurance Co.
Endurance American Insurance Company
Arch Insurance Co.
XL Specialty Insurance Co.
Freedom Specialty Insurance Company
Lloyd’s of London
Beazley Insurance Company, Inc.
Continental Casualty
Lloyd’s of London
Lexington Insurance Corp.
American International Group, Inc.
Continental Casualty
Liberty Insurance Underwriters Inc.
Starr Aviation/Federal Insurance

Bank Accounts
JPMorgan Chase Bank, N.A.
TD Bank, N.A.

Five Percent Shareholders
Chatham Revel VoteCo, LLC
American High-Income Trust
The Income Fund of America
Canyon RC Holdings LLC
Credit Suisse Securities (USA) LLC
Trust under the Revel AC, Inc. 2013 Management Equity Incentive Plan
Oppenheimer Senior Floating Rate Fund

Professionals
Cooper Levenson, P.A.
McAndrew Held & Malloy Ltd
Slater, Tenaglia, Fritz & Hunt P.A.
Kirkland & Ellis LLP
Barley Snyder LLC
Ernst & Young
The Boardwalk Consulting Group

Professionals
Marsh USA Inc.
Aon Hewitt
Thomas Patchin
Lisa Johnson Communications
Kekst and Company, Inc.

Advisors
White & Case LLP
Winter Harbor LLC
Moelis & Company LLC
Fox Rothschild LLP
AlixPartners, LLP

Litigation Parties
Tishman Construction
Stone Concrete
Helmark Steel, Inc
Philadelphia D&M, Inc.
Lyndon Stockton
Ravel Hotel LLC
Idea Boardwalk
Carlee Ingelido
Ovation Live Inc. d/b/a Ovation Entertainment
Rich Barham
Permasteelisa North America Co
Imperial Woodworking
Schumacker, Darlene M
Redling, Geri
Denker, Kevin
Ramos, Kimberly A
Garcia, Alberto
Sommers, Robin D

Judges of the New Jersey Bankruptcy Court
Gloria M. Burns
Rosemary Gambardella
Andrew B. Altenburg, Jr.
Novalyn L. Winfield
Kathryn C. Ferguson
Donald H. Steckroth

Judges of the New Jersey Bankruptcy Court
Morris Stern
Michael B. Kaplan
Christine M. Gravelle

Office of the United States Trustee
Martha Hildebrandt
Michael Artis
Peter J. D'Auria
Mitchell B. Hausman
Shining J. Hsu
Donald F. MacMaster
Robert J. Schneider, Jr.
Jeffrey Sponder
Fran B. Steele
Benjamin Teich

EXHIBIT 3

(Form Retention Authorization Order)

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY
Caption in compliance with D.N.J. LBR 9004-2(c)

FOX ROTHSCHILD LLP
(Formed in the Commonwealth of Pennsylvania)
Michael J. Viscount, Jr., Esq.
Raymond M. Patella, Esq.
1301 Atlantic Avenue, Suite 400
Atlantic City, NJ 08401
(609) 348-4515/fax (609) 348-6834

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Richard S. Kebrdle, Esq. (*pro hac vice* pending)
Kevin M. McGill, Esq. (*pro hac vice* pending)
Southeast Financial Center
200 South Biscayne Blvd., Suite 4900
Miami, FL 33131
(305) 371-2700/fax (305) 358-5744

Proposed Co-Counsel to the Debtors and Debtors in Possession

In re: REVEL AC, INC., et al., Debtors.[1]	Chapter 11 Case No. 14-22654 (GMB) Jointly Administered

Recommended Local Form: ☐ Followed ☒ Modified

ORDER AUTHORIZING RETENTION OF [INSERT NAME] AS NON-BANKRUPTCY LEGAL PROFESSIONAL TO THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE

The relief set forth on page two (2) is hereby ORDERED:

[1] The Debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Revel AC, Inc. (3856), Revel AC, LLC (4456), Revel Atlantic City, LLC (9513), Revel Entertainment Group, LLC (2321), NB Acquisition, LLC (9387) and SI LLC (3856). The location of the Debtors' corporate headquarters is 500 Boardwalk, Atlantic City, New Jersey 08401.

The applicant, ___________________, is the (check all that apply):

☐ Trustee: ☐ Chap. 7 ☐ Chap. 11 ☐ Chap. 13

☐ Debtor: ☐ Chap. 11 ☐ Chap. 13

☐ Official Committee of _______________________________

Name of Professional: **[INSERT FIRM]**
Address of Professional: **[INSERT ADDRESS]**

☐ Attorney for (check all that apply):

☐ Trustee ☐ Debtors-in-Possession

☐ Official Committee of _________________________________

☐ Accountant for:

☐ Trustee ☐ Debtors-in-Possession

☐ Official Committee of _________________________________

☐ Other Professional:

☐ Realtor ☐ Appraiser ☐ Special Counsel

☐ Auctioneer ☐ Other (specify)

Upon the applicant's request for authorization to retain the professional named above, it is hereby **ORDERED** as follows:

1. The Applicant is authorized to retain the above party in the professional capacity on the terms as set forth in the Application.

2. Compensation shall be paid in such amounts as may be allowed by the Court upon proper application(s) therefor pursuant to Order Granting Debtors Motion for Authority to Employ Non-Bankruptcy Legal Professionals Used in the Ordinary Course of Business.

3. The effective date of the retention is nunc pro tunc to the Petition Date.