

EXHIBIT A

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

In re:)	Chapter 11
)	
TROPICANA ENTERTAINMENT, LLC, <u>et al.</u> ,)	Case No. 08-10856 (KJC)
)	
Reorganized Debtors.)	Jointly Administered
)	
)	Re: Docket Nos. 3196 and 3326

**SECOND AMENDED ORDER SETTING A DISCOVERY AND HEARING
SCHEDULE FOR THE FINAL FEE APPLICATIONS**

This matter coming before the Court on the final fee applications (collectively, the “Fee Applications”) filed by AlixPartners LLP, Capstone Advisory Group, LLC, Ernst & Young LLP (“EY LLP”), Kirkland & Ellis LLP (“Kirkland”), KPMG LLP, Lazard Freres & Co., LLC (“Lazard”), Lionel Sawyer & Collins, Morris, Nichols, Arsht & Tunnell LLP, Paul, Hastings, Janofsky & Walker LLP, Richards, Layton & Finger, P.A., Sills Cummis & Gross P.C., Stroock & Stroock & Lavan LLP, and Warren H. Smith & Associates, P.C. (collectively, the “Professionals”) pursuant to the *First Amended Joint Plan of Reorganization of Tropicana Entertainment, LLC and Certain of Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 2545] and the *First Amended Joint Plan of Reorganization of Tropicana Las Vegas Holdings, LLC and Certain of Its Debtor Affiliates Under Chapter 11 of the Bankruptcy Code* [Docket No. 1976]; and upon the objections to the Fee Applications (the “Fee Objections”) filed by the LandCo Debtors¹ and the Steering Committee of Lenders to the OpCo Debtors² (the

¹ The “LandCo Debtors” are: Adamar of Nevada Corporation; Hotel Ramada of Nevada Corporation; Tropicana Development Company, LLC; Tropicana Enterprises; Tropicana Las Vegas Holdings, LLC; Tropicana Las Vegas Resort and Casino, LLC; and Tropicana Real Estate Company, LLC.

² The “OpCo Debtors” in these Chapter 11 Cases, along with the last four digits of each OpCo Debtor’s federal tax identification number, are: Adamar Garage Corporation (1225); Argosy of Louisiana, Inc. (5121); Atlantic-Deauville Inc. (2629); Aztar Corporation (6534); Aztar Development Corporation (0834); Aztar Indiana Gaming Company, LLC (5060); Aztar Indiana Gaming Corporation (1802); Aztar Missouri Gaming Corporation (8819); Aztar Riverboat Holding Company, LLC (5055); Catfish Queen Partnership in Commendam (4791);

“Steering Committee,” and along with the Professionals, the OpCo Debtors, and the LandCo Debtors the “Parties”); and upon the establishment of the March 9, 2011 *Amended Order Setting A Discovery And Hearing Schedule For The Final Fee Applications* [Docket No. 3331], which is amended pursuant to the terms of this Second Amended Order; and due notice having been given and the Court duly advised in the premises, IT IS HEREBY ORDERED THAT:

1. The following discovery and hearing schedule and related deadlines shall apply to litigation relating to the Fee Applications:

Participation

a. All discovery requests, responses, designations, notifications and other materials required to be filed and/or served by this Order shall be served on all Parties; and

b. Each party in interest shall have the right to participate in depositions conducted by any other party in interest and, subject to any applicable protective order, to receive copies of all documents produced in connection with the Fee Applications.

Document Discovery

c. All initial written discovery shall be served by parties in interest on or before January 21, 2011, and shall comply with the Federal Rules of Bankruptcy Procedure and the Federal Rules of Civil Procedure (together the “Federal Rules”);

d. Written responses and objections to written discovery must be served on or before February 4, 2011; provided, however, that Kirkland was required to serve its written responses and objections in response to *Tropicana Las Vegas’ First Request For Production Of Documents To Kirkland & Ellis LLP In Connection With Objection Of The LandCo Debtors To Final Fee Application Of Kirkland & Ellis LLP*, on or before December 17, 2010;

e. Document production shall be conducted on a rolling basis and completed by February 28, 2011; provided, however, that Kirkland shall produce documents on a rolling basis in response to *Tropicana Las Vegas’ First Request For Production Of Documents To Kirkland &*

Centroplex Centre Convention Hotel, L.L.C. (2613); Columbia Properties Laughlin, LLC (9651); Columbia Properties Tahoe, LLC (1611); Columbia Properties Vicksburg, LLC (0199); CP Baton Rouge Casino, L.L.C. (9608); CP Laughlin Realty, LLC (9621); Jazz Enterprises, Inc. (4771); JMBS Casino LLC (6282); Ramada New Jersey Holdings Corporation (4055); Ramada New Jersey, Inc. (5687); St. Louis Riverboat Entertainment, Inc. (3514); Tahoe Horizon, LLC (9418); Tropicana Entertainment Holdings, LLC (9131); Tropicana Entertainment Intermediate Holdings, LLC (9214); Tropicana Entertainment, LLC (9263); Tropicana Express, Inc. (0806); and Tropicana Finance Corp. (4040). The location of the OpCo Debtors’ corporate headquarters and the service address for all the OpCo Debtors is: 3930 Howard Hughes Parkway, 4th Floor, Las Vegas, Nevada 89169.

Ellis LLP In Connection With Objection Of The LandCo Debtors To Final Fee Application Of Kirkland & Ellis LLP, and shall complete such production on or before January 29, 2011; and

f. Any party in interest that withholds a document responsive to any Request for Production on the basis of privilege or otherwise, on or before the date on which document production is to be completed, shall provide the following information on an itemized privilege log: (i) the document's date; (ii) the name of the author(s); (iii) the name of the recipient(s); (iv) the nature and basis for the claim of privilege or other ground for withholding production; and (v) the subject matter, title (if any), and any additional information necessary to describe the nature of the document.

Experts

g. Parties in interest must designate expert witnesses, if any, on or before January 14, 2011;

h. If no party in interest designates an expert witness on or before January 14, 2011, there shall be no expert witness testimony or opinion permitted in connection with the Fee Applications; if any party in interest designates an expert witness on or before January 14, 2011, then all parties in interest may counter-designate expert witnesses on or before February 4, 2011;

i. No party in interest shall be required to produce in expert discovery any draft reports (including drafts of any materials, charts, illustrative documents, or exhibits prepared by the expert, any person working under the expert's supervision, or the party in interest, or any of their counsel) or communications between such expert and counsel related to the expert's report or declaration; and

j. Expert reports, if any, shall be exchanged on or before March 7, 2011.

THE ALLOCATION DISPUTE

2. The following discovery and hearing schedule and related deadlines shall apply to litigation relating to the allocation of fees and expenses between the OpCo Debtors and the LandCo Debtors (the "Allocation Dispute"):

Depositions and Subpoenas

a. Parties in interest will exchange preliminary witness lists on or before March 16, 2011;

b. All deposition notices must be served on or before March 21, 2011, and shall provide at least seven days notice of a requested deposition. No deposition may take place before March 23, 2011;

c. All subpoenas must be served on or before March 31, 2011;

d. Each Professional must designate one individual to be available to testify at one three-and-a-half hour deposition related to the allocation of fees and expenses between the OpCo Debtors and the LandCo Debtors, if either the OpCo Steering Committee or the LandCo Debtors wishes to take their deposition, provided that EY LLP may have two (2) individuals testify at such single three-and-a-half hour deposition period because EY LLP separately allocated its audit and tax services.

e. All discovery must be concluded (including all depositions) no later than April 22, 2011.

Pretrial Matters

f. Parties in interest shall submit pre-hearing memoranda on the Allocation Dispute on or before April 29, 2011;

g. The Joint Pretrial Memorandum as provided for in this Court's General Order RE: Pretrial Procedures in Adversary Proceedings Set For Trial Before Judge Kevin J. Carey (the "Pretrial Procedures") shall be submitted on or before May 4, 2011;

h. No pre-trial briefing other than as set forth above shall be permitted by any party in interest;

i. Parties in interest shall serve all demonstrative exhibits on one another no later than three (3) business days before commencement of the hearing on the Allocation Dispute; and

j. A hearing on the Allocation Dispute will commence on May 11, 2011.

k. The resolution of the Allocation Dispute will create, at most, an inter-Debtor claim and will not result in disgorgement of fees or expenses from any of the Professionals.

THE REMAINING OBJECTIONS

3. The following discovery and hearing schedule and related deadlines shall apply to litigation relating to the reasonableness objections, the Lazard Completion Fee objection, and the Kirkland malpractice and conspiracy objection (the "Remaining Objections"):

Depositions and Subpoenas

a. Parties in interest will exchange preliminary witness lists on or before March 16, 2011;

b. All deposition notices must be served on or before March 21, 2011, and shall provide at least seven days notice of a requested deposition. No deposition may take place before May 16, 2011;

c. All subpoenas must be served on or before March 31, 2011;

d. Depositions shall be coordinated so that witnesses who are noticed by one or more parties in interest shall be deposed on the same day by such parties in interest and by any other party in interest wishing to question the witness. All parties in interest shall attempt in good faith to limit the deposition time of a witness to one day; provided, however, that nothing in this provision or elsewhere in this Order shall serve to reduce any party in interest's allotted time, pursuant to the applicable Federal Rules, for conducting a deposition of any witness or to limit the right of any party in interest or witness to object to or seek relief from the Court regarding the taking or length of a deposition. In the event that the allotted time for the deposition of any witness exceeds one day, depositions shall be coordinated, where possible, so that the witness will be questioned on consecutive days; and

e. All discovery must be concluded (including all depositions) approximately four (4) weeks after the resolution of the Allocation Dispute.

Pretrial Matters

f. The Professionals may but are not required to submit responses (the "Responses") to the Fee Objections approximately six (6) weeks after the resolution of the Allocation Dispute;

g. Parties in interest shall submit pre-hearing memoranda approximately seven (7) weeks after the resolution of the Allocation Dispute;

h. The Joint Pretrial Memorandum as provided for in this Court's General Order RE: Pretrial Procedures in Adversary Proceedings Set For Trial Before Judge Kevin J. Carey (the "Pretrial Procedures") shall be submitted approximately seven (7) weeks after the resolution of the Allocation Dispute;

i. No pre-trial briefing other than as set forth above shall be permitted by any party in interest, except by agreement of the parties that an issue can be adjudicated based on post-discovery briefing rather than through a hearing before the Court;

j. Parties in interest shall serve all demonstrative exhibits on one another no later than three (3) business days before commencement of the hearing on the Remaining Objections; and

k. A hearing on the Remaining Objections will commence approximately eight (8) weeks after the resolution of the Allocation Dispute.

4. The deadlines, dates, and procedures contained in this Order may be modified by the Court for good cause shown, and nothing herein shall preclude any party in interest from seeking appropriate relief from the Court with respect to discovery or other matters relating to the Fee Applications, including without limitation the number of expert witnesses and the scope of any expert testimony.

Dated: _____, 2011
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

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

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TROPICANA ENTERTAINMENT, LLC, <u>et al.</u> ,)	Case No. 08-10856 (KJC)
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Reorganized Debtors.)	Jointly Administered
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_____)	Re: Docket Nos. 3196 and _____ <u>3326</u>

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“Steering Committee,” and along with the Professionals, the OpCo Debtors, and the LandCo Debtors the “Parties”); and upon the establishment of the ~~January 7,~~March 9, 2011 Amended Order Setting A Discovery And Hearing Schedule For The Final Fee Applications [Docket No. 31963331], which is amended pursuant to the terms of this Second Amended Order; and due notice having been given and the Court duly advised in the premises, IT IS HEREBY ORDERED THAT:

1. The following discovery and hearing schedule and related deadlines shall apply to litigation relating to the Fee Applications:

Participation

a. All discovery requests, responses, designations, notifications and other materials required to be filed and/or served by this Order shall be served on all Parties; and

b. Each party in interest shall have the right to participate in depositions conducted by any other party in interest and, subject to any applicable protective order, to receive copies of all documents produced in connection with the Fee Applications.

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Gaming Company, LLC (5060); Aztar Indiana Gaming Corporation (1802); Aztar Missouri Gaming Corporation (8819); Aztar Riverboat Holding Company, LLC (5055); Catfish Queen Partnership in Commendam (4791); Centroplex Centre Convention Hotel, L.L.C. (2613); Columbia Properties Laughlin, LLC (9651); Columbia Properties Tahoe, LLC (1611); Columbia Properties Vicksburg, LLC (0199); CP Baton Rouge Casino, L.L.C. (9608); CP Laughlin Realty, LLC (9621); Jazz Enterprises, Inc. (4771); JMBS Casino LLC (6282); Ramada New Jersey Holdings Corporation (4055); Ramada New Jersey, Inc. (5687); St. Louis Riverboat Entertainment, Inc. (3514); Tahoe Horizon, LLC (9418); Tropicana Entertainment Holdings, LLC (9131); Tropicana Entertainment Intermediate Holdings, LLC (9214); Tropicana Entertainment, LLC (9263); Tropicana Express, Inc. (0806); and Tropicana Finance Corp. (4040). The location of the OpCo Debtors’ corporate headquarters and the service address for all the OpCo Debtors is: 3930 Howard Hughes Parkway, 4th Floor, Las Vegas, Nevada 89169.

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f. Any party in interest that withholds a document responsive to any Request for Production on the basis of privilege or otherwise, on or before the date on which document production is to be completed, shall provide the following information on an itemized privilege log: (i) the document's date; (ii) the name of the author(s); (iii) the name of the recipient(s); (iv) the nature and basis for the claim of privilege or other ground for withholding production; and (v) the subject matter, title (if any), and any additional information necessary to describe the nature of the document.

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h. If no party in interest designates an expert witness on or before January 14, 2011, there shall be no expert witness testimony or opinion permitted in connection with the Fee Applications; if any party in interest designates an expert witness on or before January 14, 2011, then all parties in interest may counter-designate expert witnesses on or before February 4, 2011;

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j. Expert reports, if any, shall be exchanged on or before March 7, 2011.

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2. The following discovery and hearing schedule and related deadlines shall apply to litigation relating to the allocation of fees and expenses between the OpCo Debtors and the

LandCo Debtors (the "Allocation Dispute"):

Depositions and Subpoenas

~~ka.~~ Parties in interest will exchange preliminary witness lists on or before March 16, 2011;

~~hb.~~ All deposition notices must be served on or before March 21, 2011, and shall provide at least seven days notice of a requested deposition. No deposition may take place before March 23, 2011;

mc. All subpoenas must be served on or before March ~~28~~31, 2011;

nd. Each Professional must designate one individual to be available to testify at one three-and-a-half hour deposition related to the allocation of fees and expenses between the OpCo Debtors and the LandCo Debtors, if either the OpCo Steering Committee or the LandCo Debtors wishes to take their deposition, provided that EY LLP may have two (2) individuals testify at such single three-and-a-half hour deposition period because EY LLP separately allocated its audit and tax services.

e. All discovery must be concluded (including all depositions) no later than April 22, 2011.

Pretrial Matters

f. Parties in interest shall submit pre-hearing memoranda on the Allocation Dispute on or before April 29, 2011;

g. The Joint Pretrial Memorandum as provided for in this Court's General Order RE: Pretrial Procedures in Adversary Proceedings Set For Trial Before Judge Kevin J. Carey (the "Pretrial Procedures") shall be submitted on or before May 4, 2011;

h. No pre-trial briefing other than as set forth above shall be permitted by any party in interest;

i. Parties in interest shall serve all demonstrative exhibits on one another no later than three (3) business days before commencement of the hearing on the Allocation Dispute; and

j. A hearing on the Allocation Dispute will commence on May 11, 2011.

k. The resolution of the Allocation Dispute will create, at most, an inter-Debtor claim and will not result in disgorgement of fees or expenses from any of the Professionals.

THE REMAINING OBJECTIONS

3. The following discovery and hearing schedule and related deadlines shall apply to litigation relating to the reasonableness objections, the Lazard Completion Fee objection, and the Kirkland malpractice and conspiracy objection (the "Remaining Objections"):

Depositions and Subpoenas

a. Parties in interest will exchange preliminary witness lists on or before March 16, 2011;

b. All deposition notices must be served on or before March 21, 2011, and shall provide at least seven days notice of a requested deposition. No deposition may take place before May 16, 2011;

c. All subpoenas must be served on or before March 31, 2011;

d. Depositions shall be coordinated so that witnesses who are noticed by one or more parties in interest shall be deposed on the same day by such parties in interest and by any other party in interest wishing to question the witness. All parties in interest shall attempt in good faith to limit the deposition time of a witness to one day; provided, however, that nothing in this provision or elsewhere in this Order shall serve to reduce any party in interest's allotted time, pursuant to the applicable Federal Rules, for conducting a deposition of any witness or to limit the right of any Party in interest or witness to object to or seek relief from the Court regarding the taking or length of a deposition. In the event that the allotted time for the deposition of any witness exceeds one day, depositions shall be coordinated, where possible, so that the witness will be questioned on consecutive days; and

ee. All discovery must be concluded (including all depositions) ~~no later than April 8, 2011~~ **approximately four (4) weeks after the resolution of the Allocation Dispute.**

Pretrial Matters

ff. The Professionals may but are not required to submit responses (the "Responses") to the Fee Objections ~~on or before April 11, 2011~~ **approximately six (6) weeks after the resolution of the Allocation Dispute;**

gg. Parties in interest shall submit pre-hearing memoranda ~~on or before April 25, 2011~~ **approximately seven (7) weeks after the resolution of the Allocation Dispute;**

hh. The Joint Pretrial Memorandum as provided for in this Court's General Order RE: Pretrial Procedures in Adversary Proceedings Set For Trial Before Judge Kevin J. Carey (the "Pretrial Procedures") shall be submitted ~~on or before May 4, 2011;~~ **approximately seven (7) weeks after the resolution of the Allocation Dispute;**

ii. No pre-trial briefing other than as set forth above shall be permitted by any party in interest, **except by agreement of the parties that an issue can be adjudicated based on post-discovery briefing rather than through a hearing before the Court;**

jj. Parties in interest shall serve all demonstrative exhibits on one another no later than ~~twenty-four (24) hours~~ **three (3) business days** before commencement of the hearing on the Fee Application **Remaining Objections;** and

kk. A hearing on the Fee Applications **Remaining Objections** will commence ~~on May 11, 2011~~ **approximately eight (8) weeks after the resolution of the Allocation Dispute.**

2.4. The deadlines, dates, and procedures contained in this Order may be modified by the Court for good cause shown, and nothing herein shall preclude any party in interest from

seeking appropriate relief from the Court with respect to discovery or other matters relating to the Fee Applications, including without limitation the number of expert witnesses and the scope of any expert testimony.

Dated: ~~March~~ ____, 2011 _____

Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE