



SO ORDERED.

DONE and SIGNED April 28, 2014.


STEPHEN V. CALLAWAY
UNITED STATES BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF LOUISIANA
SHREVEPORT DIVISION**

In re	:	Case No. 12-12013
	:	
LOUISIANA RIVERBOAT GAMING PARTNERSHIP, et al.¹	:	Chapter 11
	:	
Debtors.	:	Jointly Administered
	:	

**ORDER GRANTING MOTION FOR ORDER IN AID OF
CONSUMMATION OF JOINT CHAPTER 11 PLAN FOR
LOUISIANA RIVERBOAT GAMING PARTNERSHIP AND AFFILIATES
AS AMENDED THROUGH JUNE 24, 2013**

Upon the *Motion for Order in Aid of Consummation of Joint Chapter 11 Plan for Louisiana Riverboat Gaming Partnership and Affiliates as Amended Through June 24, 2013 and for Related Relief* (the “Motion”) [P-898] filed by the above-captioned Debtors

¹ Legends Gaming of Louisiana-1, L.L.C. (12-12014); Legends Gaming of Louisiana-2, L.L.C. (12-12015); Legends Gaming, LLC (12-12017); Legends Gaming of Mississippi, LLC (12-12019); and Legends Gaming of Mississippi RV Park, LLC (12-12020) are being jointly administered with Louisiana Riverboat Gaming Partnership pursuant to order of this Court [P-6].

(the “Debtors”), this Court² finds and concludes that: (a) the Court has jurisdiction over the subject matter of the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, 11 U.S.C. § 1142, 11 U.S.C. § 1127; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) the legal and factual bases set forth in the Motion and on the record establish just cause for the relief granted herein; (d) proper and adequate notice of the Motion has been provided and no other or further notice is necessary. After due deliberation and cause appearing therefore, it is hereby

ORDERED that the Motion is **GRANTED**; and it is further

ORDERED that the members, partners, board members, managers, directors and officers, as applicable, of the Reorganized Debtors as designated in Paragraph 13 of the Motion and the Organizational Chart constitute the duly authorized members, partners, board members, managers, directors and officers, as applicable, of the Reorganized Debtors for the purpose of executing and performing the Transaction Documents attached to the Motion as Exhibits B-S and any and all other necessary and useful documentation in connection with the Plan, the Confirmation Order and this Order, without any further legal formality, amendment of, or other action being required under the respective governing documents of the Reorganized Debtors or applicable non-bankruptcy law; and it is further

ORDERED that to the extent applicable, the Plan is hereby amended and/or corrected to conform to the terms of the Transaction Documents; and it is further

ORDERED that the Reorganized Debtors, through their members, partners, board members, managers, directors and officers identified in Paragraph 13 of the Motion

² Any capitalized terms not defined herein are as defined in the Motion.

and the Organizational Chart, and/or the New Interest Holder, as applicable, are authorized to execute and file any agreements, instruments, releases and other documents in connection with the transactions contemplated under the Plan, including but not limited to, the Transaction Documents, and any and all loan agreements, promissory notes, deeds, leases, mortgages and deeds of trusts affecting real/immovable and personal/movable property, security agreements affecting real/immovable and personal/movable property, financing statements, pledge and security agreements, pledges and assignments of leases and rents, guarantees, whether conditional or unconditional, guaranty confirmations, escrow agreements, control agreements, management agreements, fee letters, and all other forms, certificates, agreements, documents and instruments contemplated thereby or otherwise related thereto, without any legal formality, amendment of, or action being required under their respective governing documents or applicable non-bankruptcy law for the purpose of entering and performing the Transaction Documents and any and all loan agreements, promissory notes, deeds, leases, mortgages and deeds of trusts affecting real/immovable and personal/movable property, security agreements affecting real/immovable and personal/movable property, financing statements, pledge and security agreements, pledges and assignments of leases and rents, guarantees, whether conditional or unconditional, guaranty confirmations, escrow agreements, control agreements, management agreements, fee letters, and all other forms, certificates, agreements, documents and instruments contemplated thereby or otherwise related thereto; and it is further

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ORDERED that to the extent applicable, the Plan is hereby amended and/or corrected to conform to the terms of the Transaction Documents; and it is further

ORDERED that Wilmington Trust, National Association, as the First Lien Agent (“First Lien Agent”) and the First Lien Lenders are authorized to file and/or amend (including amend and restate) any Uniform Commercial Code (“UCC”) financing statements (including fixture filings), control agreements, pledge agreements, mortgages and any other similar documents or instruments that they deem necessary or appropriate to perfect their security interests in the Debtors’ assets, including any and all amendments and assignments with respect to UCC financing statements (on behalf of themselves or on behalf of Wilmington Trust, National Association or any affiliate thereof (“Wilmington”)) and any and all continuation statements (on behalf of themselves or on behalf of Wilmington), in the appropriate filing offices; and it is further

ORDERED that the First Lien Agent and the First Lien Lenders (if they deem appropriate) is authorized to terminate any existing UCC financing statement filings (including fixture filings), control agreements, pledge agreements, mortgages and any other similar documents or instruments, to the extent any replacement filings are filed or recorded for the purpose of superseding other filings that already have been filed or recorded (on behalf of themselves or on behalf of Wilmington); and it is further

ORDERED that except as otherwise specifically provided in the Plan, the Confirmation Order, or order of the Bankruptcy Court, as of the Effective Date, all mortgages, pledges, charges, liens, debentures, trust deeds, claims, assignments by way of security or otherwise, security interests, conditional sales contracts or other title retention agreements or similar interests or instruments charging, or creating a security

interest in the Debtors' property or any part thereof or interest therein, and any agreements, leases, licenses, occupancy agreements, options, easements, rights of way, restrictions, executions or other encumbrances affecting title to the Debtors' property or any part thereof or interest therein (collectively, the "Encumbrances") shall be canceled, terminated and erased without the need for filing releases of those Encumbrances; and it is further

ORDERED that pursuant to all applicable state reorganization effectuation statutes, whether governing corporations, limited liability companies or other entity forms, the actions contemplated by this Order and the Confirmation Order shall be deemed to have been taken with like effect as having been taken by unanimous consent of the governing bodies and stakeholders of all such entities, without need for or requirement of any action by such bodies or stakeholders; and it is further

ORDERED that pursuant to the Plan and the Confirmation Order, any provision in any Debtor's formation or other documents providing for the dissolution of, or any limitation or restriction on, the rights of any of the Debtors because of bankruptcy, financial condition or insolvency are unenforceable under applicable bankruptcy law, or have been legally waived or are otherwise unenforceable under applicable state law.

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This order was prepared and being submitted by:
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