

# The Depository Trust Company

# **IMPORTANT**

**B#:** 0174

**DATE:** June 16, 2000

**TO:** All Participants

**CATEGORY:** Reorganization

**FROM:** DTC Proxy Department

**ATTENTION:** Proxy/Reorganization Manager

**SUBJECT:** The Claridge Hotel and Casino Corporation  
11.75% Due 02/01/02  
CUSIP #180476 AA 1

The Claridge Hotel and Casino Corporation is soliciting acceptances of its First Amended Plan of Reorganization, dated May 8, 2000 (the "Plan"). Holders of The Claridge Hotel and Casino Corporation of record on May 16, 2000, are eligible to vote by ballot to accept or reject the Plan.

Accompanying the First Amended Disclosure Statement dated May 8, 2000 and other materials for voting on the Plan is the attached Order, which refers to a hearing on confirmation of the Plan, which is scheduled to be held on August 2, 2000. DTC also received the attached Ballot. Participants may obtain copies of the materials for voting on the Plan by contacting:

Bondholder Communications Group  
At: 898-385-2663

DTC will provide The Claridge Hotel and Casino Corporation with a listing of the Participants which had the First Mortgage Notes on deposit with DTC at the close of business on May 16, 2000, so that Participants may vote on the Plan.

Participants are advised that acceptances or rejections of the Plan must be received by the Ballot Agent no later than July 14, 2000. Executed ballots should be returned to:

Bondholder Communications Group  
30 Broad Street  
46<sup>th</sup> Floor  
New York, NY 10004  
Attn: Casey Atwood

The Claridge Hotel and Casino Corporation Notes will remain eligible at DTC during the solicitation.

Participants are referred to RIPS Envelope 93 and LENP for details of the Plan.

Karl Baker

Manager

Attachments

CLIFFORD CHANCE ROGERS & WELLS LLP  
200 Park Avenue  
New York, NY 10166  
(212) 878-8000

ARCHER & GREINER, P.C.  
One Centennial Square  
Haddonfield, NJ 08033  
(856) 795-2121

Co-Counsel for The Claridge and  
Casino Corporation and The Claridge  
at Park Place, Incorporated

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY

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In re: :

THE CLARIDGE HOTEL AND CASINO : Chapter 11  
CORPORATION and THE CLARIDGE AT : Jointly Administered  
PARK PLACE, INCORPORATED, : Case No. 99-17399

Debtors. :

-----X  
In re: : :

ATLANTIC CITY BOARDWALK :  
ASSOCIATES, L.P., : Chapter 11  
 : Case No. 99-18903

Debtor. :

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**ORDER (A) MODIFYING ORDER (1) APPROVING DISCLOSURE  
STATEMENT; (2) FORM OF BALLOTS AND (3) ESTABLISHING SOLICITATION  
PROCEDURES; AND (2) DENYING IN PART AND GRANTING IN PART MOTION  
FILED BY OFFICIAL COMMITTEE OF SECURED NOTEHOLDERS**

2

The above-captioned debtors and debtors in possession (collectively, the "Debtors"<sup>1</sup>), having proposed and filed with this Court the Debtors' First Amended Joint Chapter 11 Plan of Reorganization, dated as of March 17, 2000 (as amended and restated from time to time, the "Plan"), and the related Disclosure Statement for the Debtors' First Amended Joint Chapter 11 Plan of Reorganization, dated as of March 17, 2000, including all exhibits filed therewith (as amended and restated from time to time, the "Disclosure Statement"); the Court having rendered a letter opinion dated April 20, 2000 (the "Letter Opinion") in which the Court held that it would approve pursuant to 11 U.S.C. § 1125 the adequacy of the Disclosure Statement; and the Court having entered an order dated May 8, 2000 (the "Disclosure Statement Approval Order") approving the adequacy of the Disclosure Statement; and following entry of that order, the United States Trustee on May 12, 2000 appointed the Official Committee of Secured Noteholders (the "Noteholder Committee"); and the Noteholder Committee having filed a motion (the "NC Motion") dated May 18, 2000 pursuant to Bankruptcy Rule 9024 seeking, among other things, to modify the Disclosure Statement Approval Order and to delay the Debtors' solicitation of the Plan; and the Claridge Debtors having filed a response in opposition to the NC Motion dated May 26, 2000; and the Court having held a plenary hearing (the "NC Motion Hearing") on May 31, 2000 to consider the NC Motion; and the Court having considered the evidence presented at the NC Motion Hearing and the statements made by counsel on the record thereat; and after due deliberation; and for the reasons stated by the Court on the record following the close of the NC Motion Hearing; and sufficient cause appearing therefor, it is:

ORDERED, ADJUDGED AND DECREED THAT:

A. Except as modified herein, the Disclosure Statement Approval Order is hereby ratified and approved in all respects.

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Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Disclosure Statement Approval Order (as defined below).

B. The date by which the Debtors are to mail the Solicitation Package and the other materials referenced in Paragraph C of the Disclosure Statement Approval Order, as applicable, to holders of Unimpaired Claims, Voting Impaired Claims and Non-Voting Impaired Claims and Interests is changed from May 31, 2000 to June 14, 2000.

C. The Noteholder Committee is authorized to include in the Solicitation Package to be transmitted to the holders of the Notes a letter (the "NC Letter") (i) approved by the Indenture Trustee, the Debtors, the Official Committee of Unsecured Creditors and the Ichan Entities; or (ii) approved by the Court.

D. Paragraph F of the Disclosure Statement Approval Order is modified such that the balloting deadline is hereby changed from June 28, 2000 at 5:00 p.m. (prevailing Eastern time) to July 14, 2000 at 5:00 p.m. (prevailing Eastern time).

E. The Confirmation Hearing shall commence at the United States Bankruptcy Court, Courtroom 4B, located at the Mitchell H. Cohen United States Court Street, 4<sup>th</sup> and Cooper Streets, Camden, New Jersey on August 2, 2000 at 10:00 a.m. (prevailing Eastern time), or as soon thereafter as counsel can be heard, and may be adjourned from time to time without further notice (other than by announcement of the adjourned date or dates at such hearing).

F. Paragraph K of the Disclosure Statement Approval Order is hereby modified such that the date by which the Debtors are to cause to be published notice of the Confirmation Hearing is changed from June 2, 2000 to June 23, 2000.

G. All objections to the confirmation of the Plan must be in writing, state with particularity the grounds for objection (and include, if appropriate, any proposed language for amending the Plan to the extent the objector believes that such proposed language change may resolve the objection to the Plan), and be filed with this Court and served in a manner so as to be received on or before July 24, 2000 at 4:00 (prevailing Eastern time) by: (1) the Office of the United States Trustee for the District of New Jersey, One Newark Center, Suite 2000, Newark, New Jersey, Attn: Richard Schapacarter, Esq.; (2) counsel to the Claridge Debtors, Archer & Greiner, P.C., 1 Centennial Square, Haddonfield, New Jersey 08033.

Attn: John Fiorella, Esq. and Clifford Chance Rogers & Wells LLP, 200 Park Avenue, New York, New York 10166, Attn: Dennis J. Drebsky, Esq.; (3) counsel to ACBA, Lowenstein Sandler, P.C., 65 Livingston Avenue, Roseland, NJ 07068. Attn: William S. Katchen, Esq.; (4) counsel to the Unsecured Creditors' Committee, Cooper, Perskie, April, Neidelman, et al., 1125 Atlantic Avenue, Atlantic City, NJ 08401. Attn: Eric Browndorf, Esq.; (5) counsel to the Indenture Trustee, Whitman, Breed, Abbott & Morgan, 200 Park Avenue, New York, NY 10166. Attn: Hollace Cohen, Esq.; and (6) counsel to the Noteholder Committee, Fox Rothschild O'Brien & Frankel, LLP, 1300 Atlantic Avenue, Atlantic City, NJ 08401-7278, Attn: Michael Viscount, Esq.

H. The NC Motion is hereby denied in its entirety except that the NC Motion is granted solely to the extent that (i) the Debtors are authorized to provide to the Noteholder Committee a list of the beneficial owners of the Notes; (ii) the Noteholder Committee is authorized to include the NC Letter in the Solicitation Package to be distributed to holders of the Notes; (iii) all objections to the Plan must also be served upon counsel to the Noteholder Committee in the manner described in Paragraph G hereof; (iv) the Notice shall reference the Noteholder Committee through its counsel; (v) the Debtors shall provide to the Noteholder Committee a copy of the balloting report from Bondholder Communication Group by no later than July 14, 2000; and (vi) the Disclosure Statement shall be modified to disclose the formation of the Noteholder Committee and its selection of counsel.

Dated: Camden, New Jersey  
June 6, 2000

/s/ Judith H. Wizmur  
UNITED STATES BANKRUPTCY JUDGE

MUST BE RECEIVED BY THE VOTING AGENT ON OR BEFORE 5:00 P.M. NEW YORK CITY ON JULY 14, 2001  
See Reverse Side for Instructions

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY

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In re: :

THE CLARIDGE HOTEL AND CASINO :  
CORPORATION and THE CLARIDGE AT :  
PARK PLACE, INCORPORATED, :

Chapter 11  
Jointly Administered  
Case No. 99-17399

Debtors. :  
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ATLANTIC CITY BOARDWALK :  
ASSOCIATES, L.P., :

Chapter 11  
Case No. 99-18903

Debtor. :  
----- X

BALLOT FOR CLASS 3 NOTEHOLDER CLAIMS

Voting Record Date: May 16, 2000

1. VOTE ON PLAN. Check only one box below to indicate that you either accept or reject the Plan.

ACCEPT PLAN

REJECT PLAN

2. TAX INFORMATION. Under penalties of perjury, claimant certifies that:

A. Claimant's correct taxpayer identification number is:

(Social Security Number or Employer Identification Number) \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_; AND

B. Claimant is not subject to backup withholding because (Please check all appropriate box(es)):

(a) Claimant is exempt from backup withholding, or

(b) Claimant has not been notified by the Internal Revenue Service ("IRS") that Claimant is subject to backup withholding as a result of a failure to report all interest or dividends; or

(c) The IRS has notified Claimant that Claimant is no longer subject to backup withholding.

3. SIGNATURE. By signing this Ballot the undersigned certifies that it is either (a) creditor with a claim to which this Ballot pertains that is designated in the above-referenced Claims Noteholder pursuant to the Plan, or (b) an authorized signator of such a creditor, and has full power and authority to vote to accept or reject the Plan. The undersigned also acknowledges that such vote is subject to all the terms and conditions set forth in the Disclosure Statement.

Name (Print): \_\_\_\_\_

Title: \_\_\_\_\_

CUSIP #: \_\_\_\_\_

Amount of Notes held: \$ \_\_\_\_\_

Daytime Phone: \_\_\_\_\_

Address: \_\_\_\_\_

Signature (X): \_\_\_\_\_

\_\_\_\_\_

Signature (X): \_\_\_\_\_

\_\_\_\_\_

Date Completed: \_\_\_\_\_

4. MAIL. Promptly send your completed Ballot(s) to the Voting Agent at the address on the back of this form.

6

**MUST BE RECEIVED BY THE VOTING AGENT ON OR BEFORE 5:00 P.M. NEW YORK CITY ON JULY 14, 2000**

The United States Bankruptcy Court for the District of New Jersey (the "Court") has approved the Disclosure Statement for Debtor's First Amended Joint Chapter 11 Plan of Reorganization, dated as of May 8, 2000, as may be amended (the "Disclosure Statement") filed by the above-captioned debtors and debtors in possession (the "Debtors") and directed the Debtor to solicit votes with regard to the approval or rejection of the Debtors' First Amended Joint Chapter 11 Plan of Reorganization dated as of May 8, 2000, as may be amended (the "Plan") attached as an exhibit thereto.

**INSTRUCTIONS FOR COMPLETING THE BALLOT**

If you have any questions, please contact the Voting Agent at the address and number below

**Please read the Plan and the Disclosure Statement carefully** to see how your vote may affect your right to assert a deficiency claim.

**It is important that you vote.** The Plan can be confirmed by the Court and thereby made binding on you if it is accepted by the holders of at least 2/3 in dollar amount and more than 1/2 in number of claims actually voting in each voting class of claims, and by the holders of at least 2/3 in dollar amount of interests actually voting in each voting class of interests. The votes of the claims actually voted in your class will bind those who do not vote. If the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan if at least one impaired class of claims or interests has accepted the Plan and the Court finds that it accords fair and equitable treatment to, and does not discriminate unfairly against, the class(es) rejecting it and otherwise satisfies the requirements of Section 1129(b) of title 11 of the United States Code (the "Bankruptcy Code").

**To have your vote count,** you must complete, sign, and return this Ballot so that it is received by Bondholder Communications Group (the "Voting Agent") not later than 5:00 p.m. New York City Time on July 14, 2000 (the "Voting Deadline"). Faxed Ballots will NOT be counted. Only original Ballots with original signatures will be counted. Ballots should be returned to the Voting Agent at the address below (whether by mail, hand delivery, or courier):

**Bondholder Communications Group:**  
**30 Broad Street, 46<sup>th</sup> Fl.      Tel. (toll-free): 888-385-BOND (888-385-2663)**  
**New York, NY 10004          Fax: 212-422-0790**  
**Attn: Casey Atwood          Email: [contact@bondcom.com](mailto:contact@bondcom.com)**

**Your signature is required in order for your vote to be counted.** If the claim is held by a partnership, the ballot should be executed in the name of the partnership by a general partner. If the claim is held by a corporation, the ballot must be executed by an officer. If you are signing in a representative capacity, also indicate your title after your signature.

**If you receive more than one ballot, complete and return all of them.** This ballot has been prepared to reflect the class(es) in which you are eligible to vote. If you have claims or interests in more than these classes, you may receive more than one ballot. You should assume that each ballot you receive is for a claim or interest in a separate class.

A vote will be deemed a vote in each of the Chapter 11 cases of (1) the Claridge Hotel and Casino Corporation; (2) the Claridge at Park Place, Inc.; and (3) Atlantic City Boardwalk Associates, L.P. If, under step 1 on the reverse side, no boxes are checked, or if both boxes are checked, this Ballot will be counted as a vote to accept the Plan. Claimants submitting multiple ballots shall be deemed to have voted in the manner of the last ballot cast.

Ballots are being sent to all holders of allowed impaired Claims or Interests entitled to vote on the Plan as of the voting record date of May 16, 2000. Pursuant to Section 502 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 3018, the Court may estimate and temporarily allow a Claim for purpose of voting on the Plan. The Debtors may seek an order of the Court, temporarily allowing, for voting purposes only, certain disputed claims. If the Debtors avail themselves of this right, allowance for voting purposes does not constitute allowance for purpose of distributions under the Plan.

**This ballot is for voting purposes only and does not constitute and shall not be deemed a proof of claim or an admission by the Debtors of the validity of a claim.**