

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF RHODE ISLAND**

)	
In re:)	Chapter 11
)	
UTGR, INC. d/b/a TWIN RIVER, <u>et al.</u> , ¹)	Case No. 09-12418 (ANV)
)	
Debtors.)	Jointly Administered
)	

**NOTICE OF DEBTORS' EMERGENCY MOTION FOR
ENTRY OF AN ORDER GRANTING AN EXPEDITED
HEARING AND SHORTENING OF TIME TO FILE OBJECTIONS
REGARDING APPLICATION TO EMPLOY AND RETAIN CONSULTANT**

PLEASE TAKE NOTICE that the above-captioned debtors, as debtors and debtors in possession (collectively, the "Debtors"), file this Emergency Motion for Entry of an Order Granting an Expedited Hearing and Shortening of Time to File Objections (the "Motion") so that the Debtors' Application for Entry of an Order Authorizing the Employment and Retention of John J. McLaughlin as Consultant to Debtors, filed contemporaneously with this Motion, may be heard at the Debtors' next omnibus hearing, scheduled for **November 17, 2009 at 1:00 p.m. (prevailing Eastern Time)**, before the Honorable Arthur N. Votolato, Bankruptcy Judge for the District of Rhode Island, at the United States Bankruptcy Court for the District of Rhode Island on 380 Westminster Street, Providence, Rhode Island 02903, and that the objection deadline for the Application be set for **November 13, 2009 at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that, pursuant to Rule 9013-2(a)(2) of the Local Bankruptcy Rules of the United States Bankruptcy Court for the District of Rhode Island the Debtors have requested the Court consider this Motion without a hearing.

¹ The Debtors in these chapter 11 cases are BLB Management Services, Inc., BLB Worldwide Holdings, Inc., and UTGR, Inc.

Dated: November 9, 2009
Providence, Rhode Island

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**DEBTORS’ EMERGENCY MOTION FOR ENTRY OF AN ORDER GRANTING
AN EXPEDITED HEARING AND SHORTENING OF TIME TO FILE OBJECTIONS
REGARDING APPLICATION TO EMPLOY AND RETAIN CONSULTANT**

The above-captioned debtors, as debtors and debtors in possession (collectively, the “Debtors”), file this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A**, granting an expedited hearing and shortening of time to file objections, with respect to the Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of John J. McLaughlin as Consultant to Debtors (the “Application”), filed contemporaneously with this Motion. In support of this Motion, the Debtors respectfully state as follows:

Jurisdiction

1. The United States Bankruptcy Court for the District of Rhode Island has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are section 105 of the Bankruptcy Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 9006(c)(1) of the

¹ The Debtors in these chapter 11 cases are BLB Management Services, Inc., BLB Worldwide Holdings, Inc., and UTGR, Inc.

Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9013-2 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the District of Rhode Island (the “Local Bankruptcy Rules”).

Background

4. On June 23, 2009, each of the Debtors filed a petition with the Court under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases (the “Chapter 11 Cases”). The Court has granted procedural consolidation and joint administration of these Chapter 11 Cases [Docket No. 27]. On June 30, 2009, the Office of the United States Trustee for the District of Rhode Island (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Creditors’ Committee”) [Docket No. 85].

Relief Requested

5. By this Motion, the Debtors seek entry of an order, pursuant to section 105 of the Bankruptcy Code, Bankruptcy Rule 9006(c)(1), and Local Bankruptcy Rule 9013-2(e), (a) shortening the notice period on the Application and scheduling a hearing on the Application on November 17, 2009 at 1:00 p.m. (prevailing Eastern Time) (the “November Omnibus Hearing”) and (b) setting the objection deadline for the Application for November 13, 2009 at 4:00 p.m. (prevailing Eastern Time).

Basis for Relief

6. Section 105 of the Bankruptcy Code authorizes this Court to issue any order necessary to carry out the provisions of the Bankruptcy Code. See 11 U.S.C. § 105. Further, Bankruptcy Rule 9006(c)(1) and Local Bankruptcy Rule 9013-2(e) authorize this Court to

consider motions for relief less than five days after a motion is filed and thereby reduce the period during which any notice is given in accordance with the Bankruptcy Rules and the Local Bankruptcy Rules. See FED. R. BANKR. P. 9006(c)(1); R.I. LBR 9013-2(e).

7. The Application concerns the proposed retention and employment of John J. McLaughlin (“McLaughlin”) as operations consultant for the Debtors. McLaughlin has extensive experience in the gaming industry and his proposed retention would focus on improving the Debtors’ gaming operations.

8. The Debtors have contemporaneously filed the Application after having spent the prior week negotiating the content of the underlying consulting agreement with McLaughlin, the Administrative Agent for the First Lien Lenders and the Department of Business Regulation (the “DBR”) and the Lottery Division of the Department of Administration of the State of Rhode Island (together with the DBR, the “Licensing Authorities”), which are the state regulatory bodies that oversee the Debtors’ gaming operations.

9. Unlike most of the Debtors’ advisors, the scope of McLaughlin’s proposed retention requires access to sensitive gaming operational data. As such, his proposed retention is a matter of serious import to the State of Rhode Island and the Licensing Authorities. To ensure that McLaughlin’s engagement does not run afoul of state regulatory requirements, the Debtors have spent a considerable amount of time over the past 10 days negotiating the scope of McLaughlin’s proposed engagement with the Licensing Authorities and the Administrative Agent for the First Lien Lenders.

10. The prepetition restructuring agreement between the Debtors, holders holding over 50% of the first lien debt and a substantial amount of the second lien debt, and the executive branch of the State of Rhode Island provided the Debtors shall retain a consultant such as

McLaughlin to assist the transition of the Debtors' businesses to a new owner. As the Debtors are presently heading into the latter stages of their restructuring, it is essential that McLaughlin be able to begin performing this role as soon as possible, so that McLaughlin may assist in maximizing the values of the Debtors' estates and preparing the reorganized Debtors' for their eventual emergence from these Chapter 11 Cases. Further, McLaughlin's engagement will not become effective until the Licensing Authorities approve McLaughlin's application for licensure, and it is in the best interests of the Debtors and their creditors for McLaughlin's engagement to be operative as of that date, without having to wait up to a month for the retention application to be heard at the next omnibus hearing.

11. The Debtors submit that the passage of three business days from the last day to file motions on ordinary notice so that they can be heard at the November Omnibus Hearing (i.e., November 4, 2009) and the date of the filing of the Application (i.e., November 9, 2009) will not prejudice any interested party, especially because the parties with the greatest interest in McLaughlin's proposed engagement – the Licensing Authorities and the Administrative Agent for the First Lien Lenders – have been actively involved over the past several days in the negotiation of the terms of his engagement.

12. Further, the Application concerns a straightforward matter that the Debtors believe can be considered within the proposed shortened timeframe by the Court and key interested parties who had not previously been apprised of McLaughlin's proposed engagement.

13. In light of the foregoing, the Debtors request that this Court grant the Motion and shorten the period for filing objections to the Application so that such objections must be filed on or before 4:00 p.m. (prevailing Eastern Time) on November 13, 2009, and schedule the Application for hearing at the November Omnibus Hearing.

14. Given the consent of the Licensing Authorities and the Administrative Agent for the First Lien Lenders to the Debtors' requested relief, the Debtors submit that cause exists for the Court to consider this Motion without a hearing consistent with Rule 9013-2(a)(2) of the Local Bankruptcy Rules.

Motion Practice

15. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to the Application. Accordingly, the Debtors submit that the Application satisfies Rule 9013-1(a) of the Local Bankruptcy Rules.

Notice

16. The Debtors have provided notice of this Application via overnight mail, email or facsimile to: (a) the U.S. Trustee; (b) counsel to the Creditors' Committee; (c) applicable local, state, and federal regulatory entities; (d) counsel to the Administrative Agents for the First and Second Lien Lenders; (e) counsel to the equity sponsors; (f) counsel to those certain contractors who have asserted mechanic's liens against the Debtors; (g) the Internal Revenue Service; (h) the Securities and Exchange Commission; and (i) any persons who have filed a request for notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

No Prior Request

17. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as the Court deems appropriate.

Dated: November 9, 2009
Providence, Rhode Island

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EXHIBIT A

Proposed Order

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FOR THE DISTRICT OF RHODE ISLAND**

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UTGR, INC. d/b/a TWIN RIVER, <u>et al.</u> , ¹)	Case No. 09-12418 (ANV)
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Debtors.)	Jointly Administered
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**ORDER GRANTING AN EXPEDITED HEARING
AND SHORTENING OF TIME TO FILE OBJECTIONS**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order granting an expedited hearing and shortening of time to file objections with respect to the Debtors' Application for Entry of an Order Authorizing the Employment and Retention of John J. McLaughlin as Consultant to the Debtors (the "Application"); and as more fully set forth in the Motion; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that notice of the Motion was appropriate under the particular circumstances; and the Court having reviewed the Motion, and having determined that it is appropriate to determine the Motion without a hearing; and the Court having determined that the legal and

¹ The Debtors in these chapter 11 cases are BLB Management Services, Inc., BLB Worldwide Holdings, Inc., and UTGR, Inc.

² All capitalized terms used but otherwise not defined herein shall have the meaning ascribed to them in the Motion.

factual bases set forth in the Motion establish just cause for the relief granted herein; 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 as set forth in this order (the "Order").
2. The Application shall be scheduled to be heard on the next regularly scheduled omnibus hearing date of **November 17, 2009 at 1:00 p.m. (prevailing Eastern Time)**.
3. Any objections to the Application shall be filed and served upon each of the following parties **no later than 4:00 p.m. (prevailing Eastern Time) on November 13, 2009**: (i) the Debtors and their counsel; (ii) the U.S. Trustee; (iii) applicable local, state, and federal regulatory entities; (iv) counsel to the Administrative Agents for the First and Second Lien Lenders; (v) counsel to the equity sponsors; (vi) counsel to those certain contractors who have asserted mechanic's liens against the Debtors; (vii) the Internal Revenue Service; (viii) the Securities and Exchange Commission; and (ix) counsel to the Creditors' Committee.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Motion.
5. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, and 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Dated: _____, 2009
Providence, Rhode Island

Arthur N. Votolato
United States Bankruptcy Judge