

**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 - _____ ()
)	
Debtors.)	Joint Administration Pending
)	

**DEBTORS’ MOTION FOR ENTRY OF INTERIM AND FINAL
ORDERS AUTHORIZING DEBTORS TO (A) CONTINUE
USING THEIR EXISTING CASH MANAGEMENT SYSTEM, BANK
ACCOUNTS, AND BUSINESS FORMS; (B) MAINTAIN EXISTING
INVESTMENT PRACTICES; AND (C) CONTINUE PERFORMING
ORDINARY COURSE INTERCOMPANY TRANSACTIONS**

The above-captioned debtors, as debtors and debtors in possession (collectively, the “Debtors”), file this motion (the “Motion”) for entry of (a) an interim order, substantially in the form attached hereto as **Exhibit A** (the “Interim Order”), (i) authorizing the Debtors to continue using their existing cash management system, bank accounts, and business forms and (ii) authorizing the Banks (as defined herein) to continue to maintain, service, and administer the Bank Accounts, and (b) a final order, substantially in the form attached hereto as **Exhibit B** (the “Final Order”), (i) authorizing the Debtors to (1) continue using their existing cash management system, bank accounts, and business forms; (2) maintain their existing investment practices; and (3) continue performing ordinary course intercompany transactions, and (ii) authorizing the Banks (as defined herein) to continue to maintain, service, and administer the Bank Accounts. In support of this Motion, the Debtors respectfully state as follows.

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

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 basis for the relief requested herein is section 105(a) of title 11 of the United States Code (the "Bankruptcy Code").

Background²

4. The Debtors' principal asset is Twin River, a greyhound track and casino located in Lincoln, Rhode Island. BLB Investors, L.L.C. ("BLB Investors"), the direct and indirect parent of each of the Debtors, acquired Twin River in 2005. BLB Investors is a joint venture among three of the world's most accomplished leisure and gaming operators, developers, and managers: Starwood Capital Group I Global, L.L.C., Kerzner International Holdings Ltd., and Waterford Group, LLC. (collectively, the "Sponsors"). The Sponsors purchased Twin River for \$470 million and then invested another \$220 million towards renovating Twin River into a world class facility.

5. Twin River today is the preeminent racing-casino (sometimes referred to as a "racino") in New England. In many respects, the Debtors' businesses have been great successes. Since 2005, the Debtors have grown Twin River to over 500,000 square feet, including more than 156,000 square feet of gaming space and over 4,700 slot machines, and have improved revenues year over year as their primary regional competitors' revenues have slipped.

² The facts and circumstances supporting this Motion are further set forth in the Declaration of George Papanier, President and Chief Operating Officer of UTGR, Inc., in Support of First Day Motions (the "First Day Declaration"), filed contemporaneously herewith.

6. As successful as the Debtors' operations have been, their revenues cannot support the substantial demands imposed by the State of Rhode Island (the "State") tax rate and the Debtors' debt service obligations. Significantly, the State retains 61.5% of every dollar generated at Twin River (after winning customers have been paid), and reimburses Twin River less than 28% of every dollar.

7. Shortly before the filing of these chapter 11 cases (the "Chapter 11 Cases"), the Debtors reached an agreement with 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 on the terms of a preliminary restructuring transaction (the "Restructuring"), which is expected to eliminate approximately \$290 million in debt. The Restructuring provides for approximately \$11 million in annual support from the State in the form of promotional and marketing initiatives. Significantly, the Restructuring is conditioned on obtaining certain legislative enactments and amendments to the Master Video Lottery Terminal Contract (the "VLT Contract") between the State's Division of Lotteries and UTGR, Inc., which, among other things, will eliminate the requirement to maintain greyhound racing, approve 24-hour gaming at the facility, seven days a week, and enable the exercise of extension options under the VLT Contract, thus maintaining the tax rate for the facility. The Restructuring requires the Lenders to conduct a marketing process to identify a new operator of Twin River immediately, so that the Sponsors may transition out of the management and ownership of the facility.

8. 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 Debtors have requested that the Court grant procedural consolidation and joint administration of these Chapter 11 Cases.

Cash Management System and Intercompany Transactions

9. As set forth in the First Day Declaration, in the ordinary course of business, the Debtors utilize an integrated, centralized cash management system to collect, transfer, and disburse funds generated by their operations (the “Cash Management System”) and to maintain current and accurate accounting records of all cash transactions. In addition, also in the ordinary course of business, the Debtors maintain a system of Intercompany Transactions (defined below) for the payment of management fees to BLB Management Services, Inc.

A. The Cash Management System

10. The Debtors’ financial personnel administer the Cash Management System from their principal executive office at the Twin River gaming facility in Lincoln, Rhode Island (“Twin River”). Several bank accounts (collectively, the “Bank Accounts”), each of which is described in detail below, comprise the Cash Management System. Several of the Bank Accounts are maintained at the UTGR, Inc. entity level (“UTGR”) and are utilized in connection with the management of cash generated by Twin River. The remaining Bank Accounts are maintained by BLB Management Services, Inc. (“BLB Management Services”) and BLB Investors, L.L.C. (“BLB Investors”). A schedule of the Bank Accounts is attached hereto as **Exhibit C** and incorporated by reference herein and a diagram of the Cash Management System is attached hereto as **Exhibit D** and incorporated by reference herein .

11. The Debtors specifically tailored the Cash Management System to meet their operating needs, to enable them to control and monitor corporate funds centrally, to ensure cash availability and liquidity, to invest excess cash, to comply with the requirements of their financing agreements, to reduce administrative expenses by facilitating the movement of funds,

and to enhance the development of accurate account balances and presentment information. To help meet these needs, the Debtors maintain the majority of their Bank Accounts at two financial institutions: RBS Citizens, N.A. ("Citizens Bank") and Bear Stearns (a division of J.P. Morgan Chase & Co.) ("Bear Stearns").

12. Twin River acts as the Debtors' primary cash generator, with over 4,700 video lottery terminals ("VLTs"), which are controlled and regulated by the Division of Lotteries of the Rhode Island Department of Administration (the "Division of Lotteries"), operating from 9:00 a.m. to 3:00 a.m. on weekdays and 24-hours a day on the weekends and designated holidays. Pursuant to the Master Video Lottery Terminal contract, by and between the Division of Lotteries of the Rhode Island Department of Administration and UTGR, Inc., dated as of July 18, 2005 (the "MVLT Contract"), revenue generated on the gaming floor of Twin River is remitted to the Division of Lotteries daily and UTGR's share of the revenue is calculated daily and remitted back to UTGR on a weekly basis.³

13. In practice, Twin River's gaming floor revenues flow from the Debtors to the Division of Lotteries as follows: at 3:00 a.m. each morning, the Debtors withdraw all of the cash distributed into some (but not all) of the VLTs (the "Partial Drop"). The reason for withdrawing cash from only a subset of the machines daily is that doing so minimizes the cost of the daily collection process. The gaming floor is subdivided into sections so that Partial Drops rotate from section to section on a daily basis. On the last day of every month, the Debtors withdraw all funds held in all of the VLTs (the "Full Drop"). The Full Drop allows the Debtors to reconcile

³ Also pursuant to the MVLT Contract, which provide for UTGR's payment of the Division of Lotteries' costs and expenses associated with the oversight of Twin River, the Debtors are paying the fees and expenses of the Division of Lotteries' counsel, Willkie Farr & Gallagher LLP, and financial advisor, Blackstone Advisory Services L.P.

any temporary differences arising from the Partial Drop System, as calculated by the Division of Lotteries, and ensures accurate cash accounting.

14. The Debtors begin counting the cash collected from the Partial Drop at 7:00 a.m. and continue the counting process until approximately 3:00 p.m., at which time the prior day's Partial Drop cash is transported to the main concentration account (the "Main Concentration Account") via armored car hired and paid for by the Debtors. The Debtors are required to wire a daily estimate of the prior day's gaming revenue to the Division of Lotteries. At 10:00 a.m. daily from Monday through Friday, the prior day's gaming floor estimated revenue, as determined by the Division of Lotteries is wired to the Division of Lotteries' Bank of America account in Dedham, Massachusetts (the "Division Bank") from the Main Concentration Account (the "10:00 a.m. Wire"). The Division of Lotteries estimate the gaming floor revenue based on the cash in the VLTs less all amounts paid that day to customers by either cashier or self-redemption machine for tickets produced by VLTs that produce tickets rather than cash ("Validations"). The Partial Drop cash deposited by the Debtors into the Main Concentration Account is available to the Debtors on a two-day lag so that, for example, money sent via armored car to the Main Concentration Account on Monday is credited in the Main Concentration Account on Tuesday night with funds available to Debtors for wiring to the Division of Lotteries on Wednesday. In effect, the Debtors advance the Partial Drop revenue to the Division of Lotteries a full two days before the Partial Drop Cash is actually credited in the Main Concentration Account.

15. On weekends, because the relevant banks are closed, the flow of gaming floor funds is handled differently. Rather than wiring funds to the Division of Lotteries at 10:00 a.m. and transporting the cash from the previous night directly to the Main Concentration Account at 3:00 p.m., the armored car carrying the Twin River cash, hired and paid for by the Division of

Lotteries, travels directly to the Division Bank at 3:00 p.m. Saturday as long as the cash from Friday's Partial Drop exceeds Validations from that day. If the cash from Saturday's Partial Drop exceeds Validations, the cash travels by armored car at 3:00 p.m. Sunday directly to the Division Bank. On Monday, at 10:00 a.m., an estimate of the revenue generated from Friday, Saturday, and Sunday for the entire Twin River facility, as determined by the Division of Lotteries, net of the weekend cash delivered to the Division Bank, and less the amount received by the Debtors on Friday, if any (as set forth below), is wired to the Division Bank account, beginning the standard weekday cycle anew.

16. The Debtors are entitled to receive payment from the Division of Lotteries every Friday for the Debtors' portion of the revenues generated at Twin River (as determined by a formula set out in the MVLТ). In lieu of a bond, there was a 13 to 20 day lag on these payments prior to May 1, 2009, so that, for example, the money due on any given Friday represented the Debtors' share of the revenues generated at Twin River for the week that ended two weeks prior. However, effective May 1, 2009, the State discontinued payment to the Debtor every Friday and instead nets the amount due to the Debtor on Friday with the Monday morning wire at 10 a.m., thereby creating a 15 to 22 day lag for the Debtor.

17. The Debtors also maintain a minimum of \$13 million in cash for gaming and racing operations (the "Casino Bankroll") and have held as much as \$20 million. The Casino Bankroll does not participate in the flow of funds throughout the Cash Management System but instead represents the cash required to be maintained on the floor and the money room to ensure all winnings can be paid immediately to Twin River patrons.

18. The principal components of the Cash Management System and the flow of funds among the various bank accounts are as follows.⁴

UTGR Accounts

- a. Main Concentration Account. UTGR maintains the Main Concentration Account at Citizens Bank (Account No. 1639-457-7). The Main Concentration Account both wires to and receives funds from the Division of Lotteries. Additionally, the Main Concentration Account accepts all UTGR cash and also funds all accounts holding a zero balance (the “Zero Balance Accounts”) as necessary. As checks are presented to the bank for payment, funds are transferred from the Main Concentration Account to the Zero Balance Account as needed to cover the accounts payable amounts.
- b. Overnight Sweep Account. UTGR maintains a sweep account at Citizens Bank (Account No. 1639-457-7) (the “Overnight Sweep Account”). The available balance from the Main Concentration Account is swept daily into the Sweep Account and invested overnight (as described in paragraph g below). Upon maturity, funds are transferred back to the Main Concentration Account with interest.
- c. Main Disbursement Account. UTGR maintains a disbursement account at Citizens Bank (Account No. 1639-453-4) (the “Main Disbursement Account”). Trade accounts payable checks are written from the Disbursement Account (a Zero Balance Account) a minimum of once per week.
- d. Cage Disbursement Account. UTGR maintains an account at Citizens Bank (Account No. 1639-456-9) (the “Cage Disbursement Account”) to cover all “winning ticket” checks. Customers with winning VLT tickets who wish to leave the premises with a check rather than cash can have a check made payable to them from the Cage Disbursement Account.
- e. Benefits Account. UTGR maintains an account at First Trade Union Bank (Account No. 100109209) (the “Benefits Account”), as required by a union contract. The Benefits Account covers the Debtors’ disbursements related to this union-mandated benefits program. Funds are transferred to the Benefits Account from the Main Concentration Account and union benefit stamps are subsequently purchased from the Benefits Account.
- f. Purse Account. UTGR maintains a zero balance disbursement account at Citizens Bank (Account No. 11188545) (the “Purse Account”). All dog

⁴ A complete list of the Bank Accounts with bank name, bank address, and account number for each account is attached hereto as **Exhibit C**.

owner ACH payments are made from the Purse Account. Funds are automatically transferred from the Main Concentration Account to the Purse Account to cover payments made as necessary. Dog owner payments are made weekly.

- g. Investment Account. The Debtors maintain an investment account at JP Morgan Bear Stearns. The Investment Account invests in Treasury Funds. While short-term surplus funds are transferred daily into the Overnight Sweep Account, longer term surplus funds are transferred to an investment account at JP Morgan Bear Stearns for investment in Treasury Funds (the "Investment Account"). The Investment Account's balance fluctuates between \$3 million and \$8 million and, as of May 31, 2009, held \$5,505,600.

BLB Management Services and BLB Worldwide Holdings

- a. Payroll Account. The Debtors maintain a payroll account at the BLB Management level at JP Morgan Chase Bank, N.A. ("JP Morgan Chase") (Account No. 485297632) (the "Payroll Account"). The Payroll Account is used to fund the payroll of BLB Management personnel and does so by accepting intercompany payments from UTGR as reimbursement for services provided by BLB Management Services staff.
- b. Tax-Refund Accounts. The Debtors maintain two accounts at Citizens Bank for the deposit of tax refunds (together, the "Tax-Refund Accounts"). The first account is held at the BLB Worldwide level (Account No. 1984-304-6) and is used to deposit federal tax refunds. The second account is held at the BLB Management level (Account No. 1984-314-3) and is used to deposit Rhode Island states tax refunds. Each Tax-Refund Account has a current balance of less than \$100.

B. Intercompany Transactions

19. In the ordinary course of business, the Debtors maintain business relationships with their debtor and non-debtor affiliates. As a result, certain intercompany activities conducted in the ordinary course of business give rise to intercompany claims (collectively, the "Intercompany Transactions"). These consist primarily of intercompany claims of

approximately \$125,000 per month that accrue from UTGR to BLB Management relating to compensation of certain of the Debtors' employees.⁵

20. The Debtors maintain records of all Intercompany Transactions and, therefore, are able to ascertain, trace, and account for the Intercompany Transactions. The Debtors will continue to maintain records of Intercompany Transactions in the postpetition period.

C. Existing Business Forms and Checks.

21. In the ordinary course of business, the Debtors use a variety of checks and business forms. To minimize expenses to their estates and avoid unnecessary confusion among their employees, customers, and suppliers, the Debtors believe it is appropriate to continue to use all correspondence, business forms (including, without limitation, letterhead, purchase orders, and invoices), and checks as such forms were in existence immediately before the Petition Date—without reference to the Debtors' status as debtors in possession—rather than requiring the Debtors to incur the expense and delay of ordering entirely new business forms and checks. The Debtors propose to replace their existing stock of business forms and checks with new materials identifying their status as debtors in possession as existing stocks are depleted.

D. Investment Practices

22. The Debtors also adhere to certain prudent investment practices with regard to their Cash Management System (the "Investment Practices") that have a primary goal of protecting principal and a secondary goal of maximizing yield and liquidity. The Debtors seek, in the exercise of their business judgment, to maintain their excess cash in income-producing

⁵ Because the Debtors engage in Intercompany Transactions on a regular basis and such transactions are common among similar enterprises, the Debtors believe the Intercompany Transactions are ordinary course transactions within the meaning of section 363(c)(1) of the Bankruptcy Code and, therefore, do not require the Court's approval. Nonetheless, out of an abundance of caution, the Debtors are seeking authority to engage in such transactions on a postpetition basis. The continued performance of the ordinary course Intercompany Transactions and the payment of Intercompany Claims are necessary to ensure the Debtors' ability to operate their businesses after the Petition Date.

investments to the fullest extent possible. As part of their Cash Management System, the Debtors review their cash position each morning and transfer some of their excess cash (to the extent there is any) to the Investment Account from the Main Concentration Account and invest such cash in a United States Treasury money market fund that invests entirely in United States Treasury funds. The cash necessary for UTGR's daily operations is retained in the Main Concentration Account and is automatically swept on a daily basis into the Overnight Sweep Account. The funds swept to the Overnight Sweep Account from the Main Concentration Account are invested in overnight institutional money market funds. The funds necessary for daily operations are returned to the Main Concentration Account from the Overnight Sweep Account each morning. Being highly liquid and safe, investments in both the Treasury money market fund in the Investment Account and the overnight institutional money market fund in the Overnight Sweep Account allow the Debtors to earn interest income without constraining their operating cash. As of the Petition Date, the Debtors do not have any excess cash in the Main Concentration Account. The Debtors will not transfer any amounts into the Investment Account until after a Final Hearing on this Motion.

Relief Requested

23. By this Motion, the Debtors request entry of an interim order granting them authority to: (a) continue to use, with the same account numbers, all of the Bank Accounts in their Cash Management System; (b) treat the Bank Accounts for all purposes as accounts of the Debtors; (c) open new debtor-in-possession accounts, if needed; and (d) use, in their present form, all correspondence, business forms (including, without limitation, letterhead, purchase orders, and invoices), checks, and other documents related to the Bank Accounts existing immediately before the Petition Date, without reference to their status as debtors in possession.

24. The Debtors further request entry of an interim order authorizing the Banks to: (a) continue to maintain, service, and administer the Bank Accounts, and (b) debit the Bank Accounts in the ordinary course of business on account of (i) checks drawn on the Bank Accounts that are presented for payment at the Banks or exchanged for cashier's checks prior to the Petition Date, to the extent authorized by the Court; (ii) checks or other items deposited in the Bank Accounts prior to the Petition Date that have been dishonored or returned unpaid for any reason (including associated fees and costs), to the same extent the Debtors were responsible for such items prior to the Petition Date, to the extent authorized by the Court; and (iii) undisputed, outstanding service charges owed to the Banks as of the Petition Date on account of the maintenance of the Debtors' Cash Management System, if any.

25. Additionally, the Debtors shall seek entry of a final order granting them, in addition to the relief requested above, the authority to (a) maintain their existing Investment Practices and (b) continue performing Intercompany Transactions in the ordinary course of business.

Basis for Relief

I. The Debtors' Continued Use of Their Cash Management System Is Justified.

A. The Continued Use of The Debtors' Cash Management System Is Essential to the Debtors' Operations and Restructuring Efforts.

26. As described in the First Day Declaration, the Debtors' business and financial affairs are complex, requiring the Debtors to collect, disburse, and move funds through numerous Bank Accounts. The applicable U.S. Trustee Guidelines require, among other things, that a debtor: (a) establish one debtor-in-possession account for all estate funds required for the payment of taxes (including payroll taxes); (b) close all existing bank accounts and open new debtor-in-possession accounts; (c) maintain a separate debtor-in-possession account for cash

collateral; and (d) obtain checks that bear the designation “debtor in possession” and reference the bankruptcy case number and type of account.

27. In similar large chapter 11 cases in this Circuit and elsewhere, Courts have waived certain U.S. Trustee Guideline requirements and allowed the continued use of cash management systems and prepetition bank accounts employed in the ordinary course of a debtor’s prepetition business. See, e.g., In re Syratech Corp., No. 05-11062 (Bankr. D. Mass. Feb. 22, 2005); In re Divine, Inc., No. 03-11472 (Bankr. D. Mass. Feb. 26, 2003); In re Rowecom, Inc., No. 03-10668 (Bankr. D. Mass. Jan. 30, 2003); In re ACT Mfg., Inc., No. 01-47641 (Bankr. D. Mass. Dec. 21, 2001); In re Arch Wireless, No. 01-47330 (Bankr. D. Mass. Dec 7, 2001); see also In re Tropicana Entm’t, LLC, No. 08-10856 (Bankr. D. Del. May 6, 2008); In re Leiner Health Prods., Inc., No. 08-10446 (Bankr. D. Del. Mar. 12, 2008); In re Wickes Holdings, LLC, No. 08-10212 (Bankr. D. Del. Feb. 5, 2008); In re Delta Fin. Corp., No. 07-11880 (Bankr. D. Del. Dec. 19, 2007); In re Pope & Talbot, Inc., No. 07-11738 (Bankr. D. Del. Nov. 21, 2007); In re Tweeter Home Entm’t Group, Inc., No. 07-10787 (Bankr. D. Del. June 13, 2007).

28. The Debtors have utilized their Cash Management System in its current form for a number of years as part of their ordinary and usual business practices. Given the corporate and financial structure of the Debtors, it would be difficult to establish an entirely new cash management system for each Debtor entity. To comply with the U.S. Trustee Guidelines, the Debtors also would need to execute new signatory cards and depository agreements and create a new system for manually issuing checks and paying postpetition obligations.⁶ The delays that

⁶ Notwithstanding anything herein to the contrary, the Debtors reserve the right to close their prepetition Bank Accounts and open new accounts as may be necessary in the Debtors’ business judgment. The Debtors will (Continued...)

would result from opening these new accounts and revising cash management procedures would disrupt the Debtors' businesses at this critical time.

29. In addition, requiring the Debtors to maintain separate accounts would decentralize their Cash Management System. Courts have noted that an integrated cash management system "allows efficient utilization of cash resources and recognizes the impracticalities of maintaining separate cash accounts for the many different purposes that require cash." In re Columbia Gas Sys., Inc., 136 B.R. 930, 934 (Bankr. D. Del. 1992), aff'd in part and rev'd in part, 997 F.2d 1039 (3d Cir. 1993). The United States Court of Appeals for the Third Circuit has agreed, emphasizing that requiring a debtor to maintain separate accounts "would be a huge administrative burden and economically inefficient." Columbia Gas, 997 F.2d at 1061; see also In re Southmark Corp., 49 F.3d 1111, 1114 (5th Cir. 1995) (finding a cash management system allows a debtor "to administer more efficiently and effectively its financial operations and assets").

B. Maintaining the Existing Cash Management System Will Not Harm Parties in Interest.

30. The Debtors' continued use of their Cash Management System will greatly facilitate their smooth transition into chapter 11 by, among other things, avoiding administrative inefficiencies and expenses and minimizing delays in the payment of postpetition debts. The Debtors respectfully submit that parties in interest will not be harmed by the Debtors' maintenance of the existing Cash Management System, including their Bank Accounts, because the Debtors have implemented appropriate mechanisms to ensure that unauthorized payments will not be made on account of obligations incurred prior to the Petition Date. Specifically, Zolfo Cooper Management LLC ("Zolfo Cooper"), the Debtors' restructuring advisors, has been

give notice to the U.S. Trustee and any official committees that may be appointed in the Chapter 11 Cases prior to opening or closing a bank account.

on the ground at the Debtors' headquarters for over a month and is assisting the Debtors in implementing internal control procedures that prohibit payments on account of prepetition debts. Zolfo Cooper has extensive experience advising chapter 11 debtors in similarly large and complex restructurings, including assisting financial personnel with implementing requisite control procedures that preserve operational and financial stability. In light of such protective measures, the Debtors submit that maintaining the Cash Management System is in the best interests of their estates and creditors.

31. In addition, the Cash Management System is similar to those commonly employed by corporate entities of comparable size and complexity to the Debtors. The Cash Management System provides the ability to: (a) quickly create status reports on the location and amount of funds, which, in turn, allows management to track and control such funds; (b) ensure cash availability; and (c) reduce administrative costs through a centralized method of coordinating the collection and movement of funds.

C. The Court Should Authorize the Banks to Continue to Maintain, Service, and Administer the Debtors' Bank Accounts in the Ordinary Course of Business.

32. The Debtors submit that parties in interest will not be prejudiced or injured by the Debtors' maintenance of their Bank Accounts in the ordinary course of business. The Debtors strongly believe that replacing their existing Bank Accounts with new accounts as of the Petition Date pursuant to the U.S. Trustee Guidelines would interrupt their operations and impair their efforts to preserve the value of their estates and reorganize in an efficient manner.

33. Thus, the Debtors respectfully request that the Court authorize and direct the Banks to continue to maintain, service, and administer the Bank Accounts as accounts of debtors in possession, without interruption and in the ordinary course of business. In this regard, the Banks should be authorized and directed to receive, process, honor, and pay any and all checks,

ACH Payments and other instructions, and drafts payable through, drawn, or directed on such Bank Accounts after the Petition Date by holders, makers, or other parties entitled to issue instructions with respect thereto; provided, however, that any check, draft, or other notification that the Debtors advised the Banks to have been drawn, issued, or otherwise presented prior to the Petition Date may be honored by the Banks only to the extent authorized by order of the Court.

34. The Debtors further request that the Court authorize and direct the Banks to accept and honor all representations from the Debtors as to which checks, drafts, wires, or ACH Payments should be honored or dishonored consistent with any order of the Court and governing law, whether such checks, drafts, wires, or ACH Payments are dated prior to or subsequent to the Petition Date.

35. In the ordinary course, the Banks charge, and the Debtors pay, honor, or allow the deduction from the appropriate account, certain service charges and other fees, costs, and expenses (collectively, the "Bank Fees"). The Debtors respectfully request that the Court authorize the Banks to (a) continue to charge the Debtors the Bank Fees and (b) charge-back returned items to the Bank Accounts, whether such items are dated prior to, on, or subsequent to the Petition Date, in the ordinary course of business. The Debtors further request that the Court order that liens on any of the Bank Accounts granted to creditors will not have priority over the Bank Fees of the respective Bank at which the Bank Account is located.

II. The Court Should Authorize the Debtors to Continue Using Their Existing Business Forms.

36. The Debtors submit that parties in interest will not be prejudiced if the Debtors are authorized to continue to use their business forms substantially as they existed immediately prior to the Petition Date. As set forth above, once their existing stocks are depleted, the Debtors

will order checks that include the “Debtor in Possession” notation on all checks and will order new business forms with a “Debtor in Possession” designation. The Debtors submit that such efforts protect the interests of parties conducting business with the Debtors on a postpetition basis while also avoiding unnecessary expenses and administrative delays at this critical time.

37. Parties doing business with the Debtors undoubtedly will be aware of their status as debtors in possession and, thus, changing business forms is unnecessary and unduly burdensome. In other large cases in this Circuit and elsewhere, courts have allowed debtors to use their prepetition business forms without the “debtor in possession” label, at least until the debtors’ existing business form stock was depleted or for as long as was practicable. See, e.g., In re Syratech Corp., Case No. 05-11062 (Bankr. D. Mass. Feb. 22, 2005); In re Divine, Inc., Case No. 03-11472 (Bankr. D. Mass. Feb. 26, 2003); see also In re Portola Packaging, Inc., Case No. 08-12001 (Bankr. D. Del. Aug. 29, 2008); In re Hines Horticulture, Inc., Case No. 08-11922 (Bankr. D. Del. Aug. 22, 2008); In re Pierre Foods, Inc., Case No. 08-11480 (Bankr. D. Del. July 16, 2008); In re ACG Holdings, Inc., Case No. 08-11467 (Bankr. D. Del. July 16, 2008); In re Tropicana Entm’t, LLC, Case No. 08-10856 (Bankr. D. Del. May 6, 2008); In re Leiner Health Prods., Inc., Case No. 08-10446 (Bankr. D. Del. Mar. 12, 2008); In re Wickes Holdings, LLC, Case No. 08-10212 (KJC) (Bankr. D. Del. Feb. 5, 2008); In re Delta Fin. Corp., Case No. 07-11880 (CSS) (Bankr. D. Del. Dec. 19, 2007); In re Pope & Talbot, Inc., Case No. 07-11738 (CSS) (Bankr. D. Del. Nov. 21, 2007); In re Tweeter Home Entm’t Group, Inc., Case No. 07-10787 (PJW) (Bankr. D. Del. June 13, 2007).

38. The Debtors represent that if the relief requested herein is granted, they will work with Zolfo Cooper, the Debtors’ restructuring advisors on the ground, to implement appropriate controls to ensure that no payments will be made on account of debts incurred prior to the

Petition Date (other than those authorized by the Court). Zolfo Cooper has extensive experience advising chapter 11 debtors in similarly large and complex restructurings, including assisting financial personnel with implementing requisite control procedures that preserve operational and financial stability. To prevent the inadvertent, unauthorized payment of prepetition claims, the Debtors and Zolfo Cooper will also work closely with the Banks to ensure that appropriate procedures are in place to prevent checks that were issued prepetition from being honored without the Court's approval.

III. Cause Exists for the Debtors to Continue Their Investment Practices and for Waiving the Investment and Deposit Guidelines of Section 345 of the Bankruptcy Code.

39. Section 345(a) of the Bankruptcy Code authorizes a debtor in possession to deposit or invest money of the estates, such as cash, as “will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment.” 11 U.S.C. § 345(a). While section 345(b) of the Bankruptcy Code generally requires that, with respect to investments other than investments “insured or guaranteed by the United States or by a department, agency or instrumentality of the United States or backed by the full faith and credit of the United States,” the estate must require a bond in favor of the United States secured by the undertaking of a United States Trustee approved corporate surety, section 345(b) of the Bankruptcy Code also allows the court to dispense with this limitation “for cause.” 11 U.S.C. § 345(b); see In re Service Merchandise Co., 240 B.R. 894, 897 (Bankr. M.D. Tenn. 1999) (concluding that “cause” existed to waive the requirements of section 345 because the debtors were “large, sophisticated [companies] with a complex cash management system,” and the benefit of waiving the requirements of section 345(b) far outweighed any potential harm to the estate, and “would needlessly handcuff [the] debtors’ reorganization efforts”).

40. The Debtors believe that “cause” exists to allow the Debtors to continue their Investment Practices without having to meet the bond requirements of section 345(b) of the Bankruptcy Code. First, while the Investment Practices do not meet the requirements of the safe harbor, the Investment Practices are structured with the same objective: protection of the Debtors’ cash. A significant majority of the Debtors’ excess cash is invested in a money market fund that invests directly in United States Treasury Bills and is similar to the type of fund contemplated by the safe harbor. Indeed, the Treasury money market fund has received the highest rating from Lipper Inc., a leading mutual fund and hedge fund statistical rating agency. Additionally, the Treasury money market fund redeems all shares for cash generally within one business day of the redemption request, but reserves the right to pay the redemption within seven business days. Moreover, the small amount of cash that the Debtors do not invest in the Treasury money market fund is invested in the institutional money market fund simply because the daily deadline to invest in the Treasury money market fund occurs prior to the daily sweep of the Debtors’ Bank Accounts. Second, it is likely impossible for the Debtors to bond their Investment Practices without incurring considerable costs to the detriment of the Debtors’ estates and creditors. Third, while they may not strictly comply with section 345(b) of the Bankruptcy Code, the Investment Practices are structured so as to comport with the investment objectives of section 345(a) of the Bankruptcy Code insofar as they are prudent and have a primary goal of protecting principal and a secondary goal of maximizing yield and liquidity.

41. Accordingly, pursuant to section 345 of the Bankruptcy Code, the Debtors request, as part of the Final Order only, a waiver of compliance with the requirements of section 345 of the Bankruptcy Code; provided, however, that if any official committee appointed in the Chapter 11 Cases, or any other party in interest (including the Office of the United States Trustee

for the District of Rhode Island (the “U.S. Trustee”), files an objection to the Investment Practices within 30 days after the date of the entry of the order granting the relief requested herein, the Debtors shall schedule a prompt hearing before the Court to renew their request for approval of the Investment Practices.

42. Various courts in this Circuit and elsewhere have granted relief similar to that requested herein. See, e.g., In re Syratech Corp., Case No. 05-11062 (Bankr. D. Mass. Feb. 22, 2005); In re Divine, Inc., Case No. 03-11472 (Bankr. D. Mass. Feb. 26, 2003); In re Rowecom, Inc., Case No. 03-10668 (Bankr. D. Mass. Jan. 30, 2003); In re ACT Mfg., Inc., Case No. 01-47641 (Bankr. D. Mass. Dec. 21, 2001); In re Arch Wireless, Case No. 01-47330 (Bankr. D. Mass. Dec. 7 2001); see also In re New Century TRS Holdings Inc., Case No. 07-10416 (Bankr. D. Del. Apr. 3, 2007); In re Riverstone Networks, Inc., Case No. 06-10110 (Bankr. D. Del. Feb. 8, 2006); In re Foamex Int’l, Inc., Case No. 05-12685 (Bankr. D. Del. Sept. 20, 2005); In re IWO Holdings, Inc., Case No. 05-10009 (Bankr. D. Del. Jan. 4, 2005); In re DVI, Inc., Case No. 03-12656 (Bankr. D. Del. Aug. 27, 2003); In re Federal-Mogul Global Inc., Case No. 01-10578 (Bankr. D. Del. Oct. 4, 2001); In re Montgomery Ward, LLC, Case No. 00-4667 (Bankr. D. Del. Dec. 29, 2000); In re Genesis Health Ventures, Inc., Case No. 00-2692 (Bankr. D. Del. June 26, 2000); In re Satélites Mexicanos, S.A. de C.V., Case No. 06-11868 (Bankr. S.D.N.Y. Aug. 8, 2006); In re Footstar, Inc., Case No. 04-22350 (Bankr. S.D.N.Y. Mar. 3, 2004); In re Loral Space & Commc’ns, Ltd., Case No. 03-41710 (Bankr. S.D.N.Y. July 31, 2003). The Debtors respectfully submit that such relief is warranted in the Chapter 11 Cases.

IV. The Court Should Authorize the Debtors to Continue Performing Intercompany Transactions.

43. As described above, the Debtors enter into certain Intercompany Transactions in the ordinary course of business, primarily for the payment of management fees at BLB

Management Services. Discontinuing the Intercompany Transactions could impact the Debtors' ability to fund payroll accounts and pay benefits to their employees. Accordingly, the Debtors believe that continuation of the Intercompany Transactions is in the best interests of the Debtors' estates and creditors, and seek authority, as part of the Final Order only, to enter into such Intercompany Transactions in the ordinary course of business.

44. At any given time, there may be balances due and owing between and among the Debtors' affiliates. The Debtors maintain records of, and are able to ascertain, trace, and account for, the Intercompany Transactions. Moreover, the Debtors will continue to maintain such records, including records of all current intercompany accounts receivables and payables, in the postpetition period.

45. Courts in this Circuit and elsewhere have granted such authority in other multi-debtor chapter 11 cases for similar reasons. See In re Divine, Inc., Case No. 03-11472 (Bankr. D. Mass. Feb. 26, 2003); see also In re Pierre Foods, Inc., Case No. 08-11480 (Bankr. D. Del. July 16, 2008); In re Tropicana Entm't, LLC, Case No. 08-10856 (Bankr. D. Del. May 6, 2008); In re Leiner Health Prods., Inc., Case No. 08-10446 (Bankr. D. Del. Mar. 12, 2008); In re Pope & Talbot, Inc., Case No. 07-11738 (Bankr. D. Del. Nov. 21, 2007); In re Joan Fabrics Corp., Case No. 07-10479 (Bankr. D. Del. May 7, 2007); In re Dura Auto. Sys., Inc., Case No. 06-11202 (Bankr. D. Del. Nov. 20, 2006).

V. The Debtors Respectfully Assert They Have Satisfied The Requirements of Bankruptcy Rule 6003.

46. Rule 6003 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), empowers a court to grant relief within the first 20 days after the Petition Date "to the extent that relief is necessary to avoid immediate and irreparable harm." Ultimately, because of the complexity of the Debtors' operations, any disruption to the Cash Management

System or Bank Accounts would seriously harm the Debtors and their estates. Accordingly, the Debtors meet the “immediate and irreparable harm” standard of Bankruptcy Rule 6003.

Waiver of Bankruptcy Rules 6004(a) and 6004(h)

47. To implement the foregoing successfully, the Debtors seek a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the 10-day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h).

Motion Practice

48. 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 Motion. Accordingly, the Debtors submit that the Motion satisfies Rule 9013-1(a) of the Local Bankruptcy Rules and Forms of the United States Bankruptcy Court for the District of Rhode Island.

Notice

49. The Debtors have provided notice of this Motion either by electronic mail or facsimile and/or by overnight mail to: (a) the U.S. Trustee; (b) the entities listed on the Consolidated List of Creditors Holding the 40 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (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; and (h) the Securities and Exchange Commission. Due to the urgency of the circumstances surrounding this Motion (as more fully described in the First Day Declaration) and the nature of the relief requested herein, the Debtors respectfully submit that no further notice of this Motion is required.

WHEREFORE, for the reasons set forth herein and in the First Day Declaration, the Debtors respectfully request that the Court enter interim and final orders, substantially in the forms attached hereto as **Exhibit A** and **Exhibit B**, granting the relief requested herein and granting such other and further relief as the Court deems appropriate.

Dated: June 23, 2009
Providence, Rhode Island

WINOGRAD, SHINE & ZACKS, P.C.

/s/ Allan M. Shine

Allan M. Shine (Bar No. 0383)
123 Dyer Street
Providence, RI 02903
Telephone: (401) 273-8300
Facsimile: (401) 272-5728

- and -

KIRKLAND & ELLIS LLP

Paul M. Basta (*pro hac vice* pending)
Stephen E. Hessler (*pro hac vice* pending)
601 Lexington Avenue
New York, NY 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
paul.basta@kirkland.com
stephen.hessler@kirkland.com

Proposed Counsel for the Debtors and Debtors in Possession

EXHIBIT A

Proposed Interim Order

**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 - _____ ()
)	
Debtors.)	Joint Administration Pending
)	

INTERIM ORDER AUTHORIZING DEBTORS TO (A) CONTINUE USING THEIR EXISTING CASH MANAGEMENT SYSTEM, BANK ACCOUNTS, AND BUSINESS FORMS; (B) MAINTAIN EXISTING INVESTMENT PRACTICES; AND (C) CONTINUE PERFORMING ORDINARY COURSE INTERCOMPANY TRANSACTIONS

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an interim order (the “Interim Order”) authorizing the Debtors to (a) continue using their existing cash management system, bank accounts, and business forms; (b) maintain their existing Investment Practices; and (c) continue performing ordinary course Intercompany Transactions, and as more fully set forth in the Motion; and upon the Declaration of George Papanier, President and Chief Operating Officer of UTGR, Inc., in Support of the Debtors’ Chapter 11 Petitions and First Day Motions (the “First Day Declaration”); 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

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.

other parties in interest; and the Court having found that notice of the Motion and of the hearing on the Motion (the "Hearing") was appropriate under the particular circumstances; and the Court having reviewed the Motion and the First Day Declaration, and having heard the statements in support of the relief requested therein at the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing 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 herein on an interim basis until such time as the Court conducts a final hearing on this matter (the "Final Hearing Date").

2. The Debtors are authorized, but not directed, to continue using the Cash Management System as described in the Motion.

3. The Debtors are authorized to: (a) continue to use, with the same account numbers, the Bank Accounts in existence on the Petition Date, including, without limitation, those accounts identified on Exhibit C to the Motion; (b) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; and (c) use, in their present form, all correspondence, business forms, checks, and other documents related to the Bank Accounts (including, without limitation, letterhead, purchase orders, and invoices), without reference to the Debtors' status as debtors in possession; provided, however, that as soon as practicable after the Petition Date, the Debtors will replace their existing stock of business forms and checks with new materials identifying the Debtors' status as debtors in possession as existing stock is depleted.

4. Except as otherwise expressly provided in this Interim Order, the Banks are authorized to continue to service and administer the Bank Accounts as accounts of the Debtors as

debtors in possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, wires, and automated clearing house transfers issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.

5. The Banks are authorized to debit the Debtors' accounts in the ordinary course of business without the need for further order of this Court on account of: (a) all checks drawn on the Debtors' accounts which are cashed at such Banks' counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date, to the extent authorized by the Court; (b) all checks or other items deposited in one of the Debtors' accounts with such Banks prior to the Petition Date that have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors were responsible for such items prior to the Petition Date, to the extent authorized by the Court; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as service charges for the maintenance of the Cash Management System.

6. The Banks are authorized to charge, and the Debtors are authorized to pay, honor, or allow the Bank Fees, and charge back returned items to the Bank Accounts in the ordinary course.

7. No liens on any of the Bank Accounts granted to any creditors shall take priority over the Bank Fees of the respective Bank at which the account is located.

8. The Debtors are authorized to open any new bank accounts or close any existing bank accounts as they may deem necessary and appropriate in their sole discretion; provided, however, that the Debtors shall give notice to the U.S. Trustee for the District of Rhode Island

and any statutory committees appointed in the Chapter 11 Cases prior to opening or closing a Bank Account.

9. The Banks are authorized to pay obligations in accordance with this or any separate order of the Court.

10. Except as otherwise provided in this Interim Order or in a separate order of the Court, the Banks shall not honor or pay any bank payments drawn on the listed Bank Accounts or otherwise issued prior to the Petition Date.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Interim Order.

12. Nothing in the Motion or this Interim Order, nor as a result of the Debtors' payment of claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity or priority of any claim against the Debtors; (b) a waiver of the Debtors' or other parties in interest's rights to dispute any claim; or (c) an approval or assumption of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code.

13. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion and the First Day Declaration or otherwise deemed waived.

14. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014, or otherwise, the terms and conditions of this Interim Order shall be immediately effective and enforceable upon its entry.

15. All time periods set forth in this Interim Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

16. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Interim Order.

Dated: _____, 2009
Providence, Rhode Island

Arthur N. Votolato
United States Bankruptcy Judge

EXHIBIT B

Proposed Final Order

**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 - _____ ()
)	
Debtors.)	Joint Administration Pending
)	

FINAL ORDER AUTHORIZING DEBTORS TO (A) CONTINUE USING THEIR EXISTING CASH MANAGEMENT SYSTEM, BANK ACCOUNTS, AND BUSINESS FORMS; (B) MAINTAIN EXISTING INVESTMENT PRACTICES; AND (C) CONTINUE PERFORMING ORDINARY COURSE INTERCOMPANY TRANSACTIONS

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of a final order (the "Final Order") authorizing the Debtors to (a) continue using their existing cash management system, bank accounts, and business forms; (b) maintain their existing Investment Practices; and (c) continue performing ordinary course Intercompany Transactions, and as more fully set forth in the Motion; and upon the Declaration of George Papanier, President and Chief Operating Officer of UTGR, Inc., in Support of the Debtors' Chapter 11 Petitions and First Day Motions (the "First Day Declaration"); 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

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.

parties in interest; and the Court having found that notice of the Motion and of the hearing on the Motion (the "Hearing") was appropriate under the particular circumstances; and the Court having reviewed the Motion and the First Day Declaration, and having heard the statements in support of the relief requested therein at the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing 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 herein on a final basis.
2. The Debtors are authorized, but not directed, to continue using the Cash Management System as described in the Motion.
3. The Debtors are authorized to: (a) continue to use, with the same account numbers, the Bank Accounts in existence on the Petition Date, including, without limitation, those accounts identified on Exhibit C to the Motion; (b) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors in possession; and (c) use, in their present form, all correspondence, business forms, checks, and other documents related to the Bank Accounts (including, without limitation, letterhead, purchase orders, and invoices), without reference to the Debtors' status as debtors in possession; provided, however, that as soon as practicable after the Petition Date, the Debtors will replace their existing stock of business forms and checks with new materials identifying the Debtors' status as debtors in possession as existing stock is depleted.
4. Except as otherwise expressly provided in this Final Order, the Banks are authorized to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors in possession, without interruption and in the ordinary course, and to receive, process,

honor, and pay any and all checks, drafts, wires, and automated clearing house transfers issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.

5. The Banks are authorized to debit the Debtors' accounts in the ordinary course of business without the need for further order of this Court on account of: (a) all checks drawn on the Debtors' accounts which are cashed at such Banks' counters or exchanged for cashier's checks by the payees thereof prior to the Petition Date, to the extent authorized by the Court; (b) all checks or other items deposited in one of the Debtors' accounts with such Banks prior to the Petition Date that have been dishonored or returned unpaid for any reason, together with any fees and costs in connection therewith, to the same extent the Debtors were responsible for such items prior to the Petition Date, to the extent authorized by the Court; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as service charges for the maintenance of the Cash Management System.

6. The Banks are authorized to charge, and the Debtors are authorized to pay, honor, or allow the Bank Fees, and charge back returned items to the Bank Accounts in the ordinary course.

7. No liens on any of the Bank Accounts granted to any creditors shall take priority over the Bank Fees of the respective Bank at which the account is located.

8. The Debtors are authorized to open any new bank accounts or close any existing bank accounts as they may deem necessary and appropriate in their sole discretion; provided, however, that the Debtors shall give notice to the Office of the U.S. Trustee for the District of Rhode Island and any official committee appointed in the Chapter 11 Cases prior to opening or closing a Bank Account.

9. The Debtors, having shown sufficient cause under section 345 of the Bankruptcy Code, are authorized to continue investing excess funds not needed for the Debtors' operations in the Investment Accounts, in accordance with their prepetition practice and any agreements governing such accounts, notwithstanding that certain of such guidelines may not strictly comply with the requirements of section 345 of the Bankruptcy Code; provided, however, that if any official committee appointed in these Chapter 11 Cases, or any other party in interest (including the U.S. Trustee), files an objection to the Investment Practices within 30 days after the date hereof, the Debtors shall schedule a prompt hearing before the Court to renew their request for approval of the Investment Practices; provided further that if no objection is timely made, this Order shall become final without a further hearing.

10. The Debtors are authorized to continue performing Intercompany Transactions in the ordinary course of business and honor and pay obligations in connection with the Intercompany Transactions.

11. All Intercompany Transactions arising after the Petition Date shall be accorded administrative expense priority in accordance with sections 503(b) and 507(a)(2) of the Bankruptcy Code.

12. The Banks are authorized to pay obligations in accordance with this or any separate order of the Court.

13. Except as otherwise provided in this Final Order or in a separate order of the Court, the Banks shall not honor or pay any bank payments drawn on the listed Bank Accounts or otherwise issued prior to the Petition Date.

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order.

15. Nothing in the Motion or this Final Order, nor as a result of the Debtors' payment of claims pursuant to this Final Order, shall be deemed or construed as: (a) an admission as to the validity or priority of any claim against the Debtors; (b) a waiver of the Debtors' or other parties in interest's rights to dispute any claim; or (c) an approval or assumption of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code.

16. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion and the First Day Declaration or otherwise deemed waived.

17. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014, or otherwise, the terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.

18. All time periods set forth in this Final Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

19. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Final Order.

Dated: _____, 2009
Providence, Rhode Island

Arthur N. Votolato
United States Bankruptcy Judge

EXHIBIT C

List of Debtors' Bank Accounts

Entity	Bank	Account #	Address
BLB Management Services, Inc.	Citizens Bank	19843143	One Citizens Plaza Providence, RI 02919
BLB Management Services, Inc.	JP Morgan Chase Bank N.A.	485297632	Colorado Market P.O. Box 260180 Baton Rouge, LA 70826
BLB Management Services, Inc.	JP Morgan Chase Bank N.A.	485297632	Colorado Market P.O. Box 260180 Baton Rouge, LA 70826
BLB Worldwide Holdings, Inc.	Citizens Bank	19843046	One Citizens Plaza Providence, RI 02919
UTGR, Inc.	Citizens Bank	16394577	One Citizens Plaza Providence, RI 02919
UTGR, Inc.	Citizens Bank	11188545	One Citizens Plaza Providence, RI 02919
UTGR, Inc.	Citizens Bank	16394577	One Citizens Plaza Providence, RI 02919
UTGR, Inc.	Citizens Bank	16394534	One Citizens Plaza Providence, RI 02919
UTGR, Inc.	Citizens Bank	16394569	One Citizens Plaza Providence, RI 02919
UTGR, Inc.	First Trade Union	100109209	One Citizens Plaza Providence, RI 02919
UTGR, Inc.	Bear Stearns	22022430	505 Fifth Avenue New York, NY 10017

EXHIBIT D

Diagram of Debtors' Cash Management System

