

**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 AN ORDER
AUTHORIZING DEBTORS TO REMIT AND PAY CERTAIN TAXES AND FEES**

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**, authorizing the Debtors to remit and pay certain sales, use, racing, and other taxes, as well as fees for licenses, permits, and other similar charges and assessments. 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 sections 105(a), 363, 507(a)(8), 541(d), and 1129(a)(9)(C) of title 11 of the United States Code (the

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

“Bankruptcy Code”) and Rule 6003 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

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.

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

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.

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.

The Debtors’ Tax Obligations

9. In the ordinary course of their businesses, the Debtors (a) collect sales taxes from their customers and incur taxes, including sales, use, racing, and other taxes imposed on their

business operations, and (b) charge fees and other similar charges and assessments on behalf of various taxing, licensing and regulatory authorities (collectively, the “Authorities”), and pay fees to such Authorities for licenses and permits required to conduct the Debtors’ businesses. The taxes and fees are paid to the respective Authorities in accordance with all applicable laws and regulations.

10. Each of the taxes and fees incurred by the Debtors falls under one of the following categories: (a) sales and use taxes; (b) racing taxes; (c) other taxes; and (d) fees.

A. Taxes

(i) Sales and Use Taxes

11. The Debtors collect and remit sales taxes (“Sales Taxes”) in connection with the sale of goods and services to their customers. Generally, Sales Taxes collected from customers are remitted to the applicable Authorities within one month following their collection. The Debtors also may be responsible for remitting use taxes (“Use Taxes,” and together with Sales Taxes, “Sales and Use Taxes”) on account of the purchase of various supplies and equipment. Use Taxes typically arise if a supplier does not have business operations in the state in which it is supplying goods and does not charge state taxes. In 2008, the Debtors remitted approximately \$928,000 in Sales and Use Taxes. The Debtors estimate that, as of the Petition Date, approximately \$400,000 in Sales and Use Taxes have accrued and remain unpaid.

(ii) Racing Taxes

12. The Debtors are also required to collect taxes related to their racing operations (“Racing Taxes”), including taxes on live greyhound racing wagers, simulcast racing wagers, and uncollected customer winnings outstanding for more than one year, and remit and pay those amounts to state and local taxing authorities. In 2008, the Debtors remitted \$2.9 million of

Racing Taxes to state government and business Authorities. As of the Petition Date, the Debtors estimate that they owe approximately \$300,000 in Racing Taxes.

(iii) Other Taxes

13. The Debtors are required to collect and remit other necessary taxes (“Other Taxes,” and together with Sales and Use Taxes, and Racing Taxes, “Taxes”) on business interruption insurance proceeds and on real and personal property. As of the Petition Date, the Debtors estimate that they owe approximately \$1.8 million in Other Taxes.

B. Fees

14. The Debtors also are required to obtain business licenses and other permits, and to pay corresponding fees in the jurisdictions in which they operate. The various fees (collectively, the “Fees”) include, among others, business license payments, employee license fees, municipal fees for fire and police departments, and state and local utility fees. In 2008, the Debtors paid approximately \$1.7 million in Fees. As of the Petition Date, the Debtors estimate that they owe approximately \$200,000 in Fees.

15. The Debtors estimate that, as of the Petition Date, the total amount of prepetition Taxes and Fees owing to the various Authorities will be approximately \$2.7 million. The Debtors believe that payment of such Taxes and Fees is appropriate in the Chapter 11 Cases. Some of these outstanding tax liabilities are for trust fund taxes that the Debtors have collected and hold in trust for the benefit of the applicable Authorities. Therefore, the Debtors believe that these funds do not constitute property of their estates and could not otherwise be used by them. In addition, unpaid taxes may result in penalties, the accrual of interest, or both.

16. Furthermore, any failure by the Debtors to pay the Taxes and Fees could have a material adverse impact on the Debtors’ business operations in several ways: (a) the Authorities

may initiate audits of the Debtors, which would divert their attention away from the reorganization process; (b) the Authorities may attempt to suspend the Debtors' operations, seek to lift the automatic stay, and pursue other remedies that would harm the estates; and (c) certain directors and officers might be subject to personal liability, which could distract those key personnel from their duties related to the Debtors' restructuring.

Relief Requested

17. By this Motion, the Debtors seek entry of an order authorizing the Debtors to remit and pay, in the ordinary course, any Taxes and Fees, without regard to whether the associated obligations accrued or arose prior to or after the Petition Date.

Basis for Relief

18. The Debtors respectfully submit there are several bases for granting the relief requested in this Motion, including: (a) certain of the amounts to be used to pay Taxes and Fees are not property of the estate; (b) portions of the Taxes and Fees may be entitled to priority status pursuant to section 507(a)(8) of the Bankruptcy Code; (c) governmental entities may sue the Debtors' directors and officers for unpaid Taxes and Fees, thereby distracting them from the Debtors' reorganization efforts; and (d) sections 105 and 363 of the Bankruptcy Code provide the Debtors authority to remit payment on account of prepetition Taxes and Fees.

A. Certain of the Taxes and Fees May Not Be Property of the Debtors' Estates.

19. Section 541(d) of the Bankruptcy Code provides, in relevant part, that "[p]roperty in which the debtor holds, as of the commencement of the case, only legal title and not an equitable interest . . . becomes property of the estate under subsection (a)(1) or (2) of this section only to the extent of the debtors' legal title to such property, but not to the extent of any equitable interest in such property that the debtor does not hold." 11 U.S.C. § 541(d).

20. Many of the Taxes and Fees constitute “trust fund” taxes, which are required to be collected from their customers by the Debtors and held in trust for payment to the Authorities. See, e.g., Begier v. IRS, 496 U.S. 53, 57-60 (1990) (holding that any prepetition payment of trust fund taxes is not a transfer subject to avoidance because such funds are not the debtor’s property); DuCharmes & Co., Inc. v. Mich., 852 F.2d 194 (6th Cir. 1988) (per curiam) (same); In re Shank, 792 F.2d 829, 833 (9th Cir. 1986) (sales tax required by state law to be collected by sellers from their customers is a “trust fund” tax and not released by bankruptcy discharge); DeChiaro v. New York State Tax Comm’n, 760 F.2d 432, 435-36 (2d Cir. 1985) (same); In re Shreve Steel Erection, Inc., 92 B.R. 214 (Bankr. W.D. Mich. 1988) (same); In re Maranatha Trucking Co., Case No. 587-1438, 1988 WL 212742 (Bankr. N.D. Ohio 1988) (same). To the extent these “trust fund” taxes are collected, they are not property of the Debtors’ estates under section 541(d). See, e.g., Begier, 496 U.S. at 59; In re UDI Corp., 301 B.R. 104, 111 (Bankr. D. Mass. 2003) (noting that “property held in trust by the Debtor on behalf of another is not property of the estate” and citing Connecticut General Life Ins. Co. v. Universal Ins. Co., 838 F.2d 612, 619 (1st Cir. 1988)); In re Tap, Inc., 52 B.R. 271, 276-77 (Bankr. D. Mass. 1985) (taxes withheld were not property of the estate); In re Dameron, 155 F.3d 718, 721-22 (4th Cir. 1998) (funds from various lenders held by closing agent in trust for designated third parties not property of debtor’s estate); In re American Int’l Airways, Inc., 70 B.R. 102, 104-105 (Bankr. E.D. Pa. 1987). The Debtors, therefore, generally do not have an equitable interest in funds held on account of such “trust fund” taxes, and the Debtors should be permitted to pay those funds to the Authorities as they become due.

B. Certain of the Taxes and Fees May Constitute Secured or Priority Claims Entitled to Special Treatment Under the Bankruptcy Code.

21. In addition, some or all of the Taxes and Fees are or may be entitled to priority status pursuant to section 507(a)(8) of the Bankruptcy Code and, therefore, must be paid in full under section 1129(a)(9)(C) of the Bankruptcy Code to confirm any chapter 11 plan. Moreover, to the extent that the Taxes and Fees are entitled to priority treatment under section 507(a)(8)(B) of the Bankruptcy Code, the applicable governmental units may attempt to assess interest and penalties. See 11 U.S.C. § 507(a)(8)(G) (granting eighth priority status to “a penalty related to a claim of a kind specified in this paragraph and in compensation for actual pecuniary loss”). Thus, the payment of Taxes and Fees at this time only affects the timing of the payment and should not prejudice the rights of other creditors, and may in fact reduce the administrative claims of certain Authorities.

C. Payment of the Taxes and Fees Will Avoid Unnecessary Distractions in the Debtors’ Cases.

22. Furthermore, in some cases, the Authorities may assert that the Debtors’ directors and officers are personally liable if the Debtors fail to meet the obligations imposed upon them to remit Taxes and Fees. To the extent such accrued Taxes or Fees were unpaid as of the Petition Date, the Debtors’ directors and officers may be subject to lawsuits in certain jurisdictions during the pendency of the Chapter 11 Cases, even if the failure to pay such Taxes and Fees was not a result of any malfeasance on their part. Such potential litigation would prove distracting for the Debtors, the named directors and officers, and this Court, which may be asked to entertain various motions seeking injunctions relating to potential court actions. Therefore, it is in the best interests of the Debtors’ estates to eliminate the possibility of these distractions.

D. Ample Authority Exists to Support Payment of the Taxes and Fees.

23. The Debtors respectfully submit that this Court may grant the relief requested in this Motion pursuant to sections 105(a) and 363(b) of the Bankruptcy Code. The Court may rely on its general equitable powers to grant the relief requested in this Motion as codified in section 105(a) of the Bankruptcy Code. Section 105(a) empowers the Court to “issue any order, process, or judgment that is necessary to carry out the provisions of this title.” 11 U.S.C. § 105(a). A bankruptcy court’s use of its equitable powers to “authorize the payment of pre-petition debt when such payment is needed to facilitate the rehabilitation of the debtor is not a novel concept.” In re Ionosphere Clubs, Inc., 98 B.R. 174, 175-176 (Bankr. S.D.N.Y. 1989) (citing Miltenberger v. Logansport, C. & S.W. R.Co., 106 U.S. 286 (1882)). Section 105(a) authorizes a court to “permit pre-plan payment of a pre-petition obligation when essential to the continued operation of the debtor.” In re NVR L.P., 147 B.R. 126, 127 (Bankr. E.D. Va. 1992); see also In re Just for Feet, Inc., 242 B.R. 821, 825 (D. Del. 1999).

24. Application of section 105(a) here is appropriate because the relief requested in this Motion is consistent with the rehabilitative policy of chapter 11 of the Bankruptcy Code. A debtor in possession is a fiduciary with a duty to protect and preserve the estate, including the value of the business as a going concern. In re CoServ, L.L.C., 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002) (“There are occasions when this [fiduciary] duty can only be fulfilled by the preplan satisfaction of a prepetition claim.”). Granting the relief requested in this Motion will enhance the likelihood of the Debtors’ successful rehabilitation and maximize the value of the estates’ assets, and thus benefit the estates’ creditors.

25. The Court also may grant the relief requested herein pursuant to section 363 of the Bankruptcy Code. Section 363(b) provides, in relevant part, that “[t]he [debtor], after notice and

a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). Under this section, a court may authorize a debtor to pay certain prepetition claims. See In re Ionosphere Clubs, Inc., 98 B.R. at 175 (affirming lower court order authorizing payment of prepetition wages pursuant to section 363(b)). To do so, “the debtor must articulate some business justification, other than mere appeasement of major creditors.” Id. at 175. As discussed herein, payment of the Taxes and Fees will benefit the estate and its creditors by allowing the Debtors’ operations to continue without interruption.

26. The Debtors have determined, in their sound business judgment, that payment of the Taxes and Fees is essential to the Debtors’ day-to-day operations and to ensure that the value of the businesses as a going concern is preserved through the pendency of the Chapter 11 Cases. Moreover, Courts in this Circuit and others have exercised their powers to authorize debtors to pay prepetition tax obligations. See, e.g., In re Diomed, Inc., Case No. 08-40749 (Bankr. D. Mass. Mar. 18, 2008); In re Iron Age Corp., Case No. 07-40217 (Bankr. D. Mass. Jan. 23, 2007); In re Syratech Corp., Case No. 05-11062 (Bankr. D. Mass. Feb. 18, 2005); In re ACT Mfg., Inc., Case No. 01-47641 (Bankr. D. Mass. Mar. 28, 2002); In re Trendlines, Inc., Case No. 00-15431 (Bankr. D. Mass. Aug. 17, 2000); In re FBI Dist. Corp (f/k/a/ Filene’s Basement), Case No. 99-16984 (Bankr. D. Mass. Aug. 24, 1999); see also In re Masonite Corp., Case No. 09-10844 (Bankr. D. Del. Mar. 17, 2009), In re Tropicana Entertainment, LLC, Case No. 08-10856 (Bankr. D. Del. May 6, 2008); In re Wickes Holdings, LLC, Case No. 08-10212 (Bankr. D. Del. Feb. 5, 2008); In re Pope & Talbot, Inc., Case No. 07-11738 (Bankr. D. Del. Nov. 21, 2007); In re American Home Mortgage Holdings, Inc., Case No. 07-11047 (Bankr. D. Del. Aug. 7, 2007); In re Tweeter Home Entm’t Group, Inc., Case No. 07-10787 (Bankr. D. Del. June 13, 2007). The Debtors submit that the present circumstances warrant similar relief in the Chapter 11 Cases.

E. Cause Exists to Authorize the Debtors' Financial Institutions to Honor Checks and Electronic Fund Transfers.

27. The Debtors have sufficient availability of funds to pay the amounts described herein in the ordinary course of business by virtue of expected cash flows from ongoing business operations and anticipated access to cash collateral. Also, under the Debtors' existing cash management system, checks or wire transfer requests can be readily identified by the Debtors as relating to an authorized payment made to an Authority. Accordingly, the Debtors believe that checks or wire transfer requests, other than those relating to authorized payments, will not be honored inadvertently. The Debtors therefore request that all applicable financial institutions be authorized and directed, when asked by the Debtors, to receive, process, honor, and pay any and all checks or wire transfers related to the payment of any Authority.

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

28. Bankruptcy Rule 6003 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." For the many reasons outlined above, the failure to pay Taxes and Fees would cause immediate and irreparable harm to the Debtors' restructuring efforts. For example, the failure to pay Taxes and Fees could lead to distracting litigation against the Debtors, and their officers and directors personally, by the Authorities. The Debtors' reorganization requires the complete attention of their officers and directors. Thus, if the relief is not granted, the tax-related litigation that inevitably would result would cause immediate and irreparable harm to the Debtors' estates by seriously impeding their organization efforts.

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

29. 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).

The Debtors' Reservation of Rights

30. Nothing contained herein is intended or should be construed as an admission of the validity of any claim against the Debtors, a waiver of the Debtors' or any other party's rights to dispute any claim, or an approval or assumption of any agreement, contract, or lease under section 365 of the Bankruptcy Code. If the Court grants the relief sought herein, any payment made pursuant to the Court's order is not intended and should not be construed as an admission of the validity of any claim or a waiver of the Debtors' or any other party's rights to dispute such claim subsequently.

Motion Practice

31. 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

32. The Debtors have provided notice of this Motion either by electronic mail or facsimile and/or by overnight mail to: (a) the Office of the United States Trustee for the District of Rhode Island; (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 those certain contractors who have asserted mechanic's liens against the Debtors; (f) the Internal Revenue Service; (g) the Securities and Exchange Commission; and (h) the applicable Authorities. 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.

No Prior Request

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

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WHEREFORE, for the reasons set forth herein and in the First Day Declaration, 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 granting such other and further relief as the Court deems appropriate.

Dated: June 23, 2009
Providence, Rhode Island

WINOGRAD, SHINE & ZACKS, P.C.

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Proposed Counsel for the Debtors and Debtors in Possession

EXHIBIT A

Proposed 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
_____)	

**ORDER AUTHORIZING DEBTORS TO
REMIT AND PAY CERTAIN TAXES AND FEES**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order authorizing the Debtors to remit and pay certain sales, use, and racing taxes, as well as fees for licenses, permits and other similar charges and assessments, 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 parties in interest; and the Court having found that notice of the Motion and of the hearing on the Motion

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 in 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 in this order (the "Order").
2. The Debtors are authorized, in the exercise of their business judgment, to remit and pay to taxing, licensing and regulatory authorities (collectively, the "Authorities") (a) prepetition and postpetition taxes, including, sales, use, racing, and other taxes necessary in operating their businesses (collectively, the "Taxes") and (b) prepetition and postpetition fees and other similar charges and assessments (collectively, the "Fees").
3. Each of the financial institutions at which the Debtors maintain their accounts relating to the payment of Tax and Fee Claims is authorized and directed to honor checks presented for payment and all fund transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in such accounts.
4. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests in respect of Tax and Fee Claims that are dishonored or rejected.
5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.
6. Nothing in the Motion or this 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.

7. 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.

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

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

10. 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