

**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
)	

**INTERIM ORDER DETERMINING ADEQUATE ASSURANCE OF
PAYMENT FOR FUTURE UTILITY SERVICES AND SETTING A FINAL HEARING**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of interim and final orders determining adequate assurance of payment for future utility services, 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 the hearing on the Motion (the “Hearing”) was appropriate under the particular circumstances; and the Court having reviewed the Motion and having heard the statements in support of the relief requested

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 not otherwise defined herein shall have the meaning ascribed to them in the Motion.

therein at the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion and the First Day Declaration, and at the Hearing, establish just cause for the relief granted herein; and the Court having found that the relief requested in the Motion is necessary to prevent immediate and irreparable harm to the Debtors and their estates; 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 on an interim basis as set forth in this order (the “Interim Order”).

2. Until such time as the Court makes a final determination on the relief requested in the Motion, all Utility Providers are prohibited from altering, refusing, or discontinuing utility services to the Debtors on account of any unpaid prepetition charges, or discriminating against the Debtors, or requiring payment of a deposit or receipt or any other security for continued service as a result of the Debtors’ bankruptcy filing or any outstanding prepetition invoices other than as set forth in this Interim Order.

3. The form of the notice of the Final Hearing attached hereto as Exhibit 1 (the “Final Hearing Notice”) is approved.

4. The Debtors shall serve a copy of the Motion, this Interim Order, and the Final Hearing Notice on each Utility Provider listed on the Utility Service List no later than two business days after the date this Interim Order is entered, and similarly serve a copy of the Motion, this Interim Order, and the Final Hearing Notice on each Utility Provider subsequently added by the Debtors to the Utility Service List promptly after such Utility Provider is added to the Utility Service List.

5. The deadline by which objections to the Motion and the Final Order must be filed is July 7, 2009 at 4:00 p.m. ET. The Final Hearing will be held on July 14, 2009 at 1:00 p.m. ET.

6. The Debtors shall deposit an Adequate Assurance Deposit for each Utility Provider, as provided in the Motion, within 20 days of the Petition Date.

7. Absent compliance with the Adequate Assurance Procedures set forth immediately below, each Utility Provider shall be deemed to have (a) stipulated that the Adequate Assurance Deposit (if requested) constitutes adequate assurance of payment to such Utility Provider within the meaning of section 366 of the Bankruptcy Code and (b) waived any right to seek additional or different adequate assurance during the course of the Chapter 11 Cases, 20 days after such Utility Provider receives notice of the Interim Order (or of the Final Order, if the Utility Provider does not receive notice of the Interim Order).

- a. If a Utility Provider is not satisfied with the Proposed Adequate Assurance and seeks additional assurance of payment in the form of deposits, prepayments, or otherwise, it must serve a request (an "Additional Assurance Request") upon (i) UTGR, Inc., 100 Twin River Road, Lincoln, Rhode Island 02865 Attn.: Craig Eaton, Esq.; (ii) proposed counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Stephen E. Hessler, Esq.; and (iii) proposed co-counsel for the Debtors, Winograd, Shine & Zacks, P.C., 123 Dyer Street, Providence, Rhode Island 02903, Attn.: Diane Finkle, Esq. (collectively, the "Notice Parties").
- b. Any Additional Assurance Request must: (i) be made in writing; (ii) set forth the location at which utility services are provided; (iii) include a summary of the Debtors' payment history relevant to the affected account(s), including any security deposits; (iv) explain why the Utility Provider believes the Proposed Adequate Assurance is not sufficient adequate assurance of future payment; and (v) be actually received by the Notice Parties not later than 20 days after the Utility Provider receives notice of the Interim Order (or the Final Order, if the Utility Provider does not receive notice of the Interim Order).
- c. Upon the Debtors' receipt of any Additional Assurance Request at the addresses set forth above, the Debtors shall have the greater of (i) 20 days from the receipt of such Additional Assurance Request and (ii) 45 days

from the Petition Date (collectively, the “Resolution Period”) to negotiate with such Utility Provider to resolve such Utility Provider’s request for additional assurance of payment, during which time the Utility Provider shall be prohibited from altering, refusing, or discontinuing service to the Debtors.

- d. The Debtors may, in their sole discretion, resolve any Additional Assurance Request by mutual agreement with the Utility Provider and without further order of the Court, and may, in connection with any such agreement, in their sole discretion, provide a Utility Provider with additional adequate assurance of future payment, including, but not limited to, cash deposits, prepayments, and other forms of security, without further order of the Court if the Debtors believe such additional assurance is reasonable.
- e. If the Debtors determine that the Additional Assurance Request is not reasonable and are not able to reach an alternative resolution with the Utility Provider during the Resolution Period, the Debtors, during or immediately after the Resolution Period, shall request a hearing before the Court to determine the adequacy of assurances of payment with respect to a particular Utility Provider (the “Determination Hearing”) pursuant to section 366(c)(3) of the Bankruptcy Code.
- f. Pending resolution of any such Determination Hearing, the Utility Provider filing such Additional Assurance Request shall be prohibited from altering, refusing, or discontinuing service to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Debtors’ Adequate Assurance. Each Utility Provider shall be deemed to have adequate assurance of payment unless and until (i) the Debtors, in their sole discretion, agree to (A) an Additional Assurance Request or (B) an alternative adequate assurance payment with the Utility Provider during the Resolution Period; or (ii) the Court enters an order requiring that additional adequate assurance of payment be provided.
- g. The Proposed Adequate Assurance shall be deemed adequate assurance of payment for any Utility Provider that does not timely make an Additional Assurance Request in accordance with the Adequate Assurance Procedures.
- h. Each Utility Provider is forbidden from altering, refusing, or discontinuing service on account of any prepetition charges, or requiring additional assurance of payment other than the Proposed Adequate Assurance, absent compliance with the Adequate Assurance Procedures.

8. This Interim Order applies to any subsequently identified Utility Provider, regardless of when each Utility Provider is added to the Utility Service List.

9. Nothing in the Motion or this Interim Order, nor as a result of the Debtors' payment of deposits pursuant to this Interim 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.

10. The inclusion of any entity on the Utility Service List, and the Debtors' service of the Motion upon the Utility Service List, shall not constitute an admission or concession that any entity on the Utility Service List is a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

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

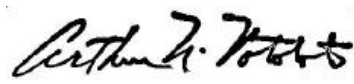
12. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion and the First Day Declaration or otherwise deemed waived.

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

14. 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.

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

Dated: June 23 _____, 2009
Providence, Rhode Island



Arthur N. Votolato
United States Bankruptcy Judge

Entered on Docket: 6/23/09