

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

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

**NOTICE OF FILING OF DEBTORS' MOTION FOR
ENTRY OF AN ORDER APPROVING STIPULATION**

PLEASE TAKE NOTICE that pursuant to Rule 9013-2(a)(2)(B) of the Local Bankruptcy Rules and Forms for the United States Bankruptcy Court for the District of Rhode Island (the "Local Bankruptcy Rules"), the Debtors are hereby filing their Motion for Entry of an Order Approving Stipulation (the "Motion") without a hearing as the parties-in-interest have consented to the relief requested therein.

PLEASE TAKE FURTHER NOTICE that all responses to the Motion must comply with the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Local Bankruptcy Rules and must be set forth in a writing describing the basis therefore. Additionally, all responses to the Motion must be (a) filed with the Bankruptcy Court electronically by registered users of the Bankruptcy Court's case filing system, (b) delivered in hard copy form in an unsealed envelope to the chambers of the Honorable Judge Arthur N. Votolato, United States Bankruptcy Court, 380 Westminster St., Providence, Rhode Island 02903 and marked "Chambers Copy," not later than the next business day following the date on which the objection

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

is electronically filed, and (c) served by first-class mail upon each of the following: (i) the Debtors and their counsel; (ii) the Office of the United States Trustee for the District of Rhode Island; (iii) counsel to the official committee of unsecured creditors; (iv) Bally Gaming, Inc. and its counsel; (v) applicable local, state, and federal regulatory entities; (vi) counsel to the Administrative Agents for the First and Second Lien Lenders; (vii) counsel to the equity sponsors; (viii) counsel to those certain contractors who have asserted mechanic's liens against the Debtors; and (ix) the Internal Revenue Service, so as to be actually received **no later than April 13, 2010 at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that unless a written objection to the Motion with proof of service is filed with the Court by **April 13, 2010 at 4:00 p.m. (prevailing Eastern Time)**, the Motion may be approved without a hearing.

PLEASE TAKE FURTHER NOTICE that if a written objection is timely filed, the Court will hear the Motion, along with any written objection timely served, on **April 20, 2010 at 1:00 p.m. (prevailing Eastern Time)** at the United States Bankruptcy Court on 380 Westminster Street, Providence, Rhode Island 02903 before the Honorable Arthur N. Votolato, United States Bankruptcy Judge. The moving and objecting parties are required to attend the hearing, and failure to attend in person or by counsel may result in relief being granted or denied upon default.

Dated: March 19, 2010
Providence, Rhode Island

WINOGRAD, SHINE & ZACKS, P.C.

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- and -

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Debtors.)	Jointly Administered
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DEBTORS’ MOTION FOR ENTRY OF AN ORDER APPROVING STIPULATION

The above-captioned debtors, as debtors and debtors in possession (collectively, the “Debtors”), file this motion (the “Motion”) seeking entry of an order, attached hereto as **Exhibit A**, approving the stipulation (the “Stipulation”) attached hereto as **Exhibit B**, by and between the Debtors and Bally Gaming, Inc. (“Bally” and together with the Debtors, the “Parties”), allowing Bally to file the Bally Proof of Claim after the Bar Date (both as defined herein). In support of this Motion, the Debtors respectfully state as follows:

Jurisdiction

1. The United States Bankruptcy Court for the District of Rhode Island (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are section 502 of the Bankruptcy Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) and Rule 9013-2(a)(2)(B) of

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

the Local Bankruptcy Rules and Forms for the United States Bankruptcy Court for the District of Rhode Island (the “Local Bankruptcy Rules”).

Background

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

5. On August 22, 2009, the Debtors filed their schedules of liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs (collectively, the “Schedules”) [Docket Nos. 246-51]. The Debtors scheduled Bally’s unsecured claim on the Schedules of UTGR, Inc. in the amount of \$120,038.19 (the “Scheduled Bally Claim”).

6. On August 31, 2009, this Court entered an Order (I) Establishing a Deadline for the Debtors to file a Disclosure Statement and Plan of Reorganization, (II) Establishing Deadlines to File Proofs of Claim, and (III) Authorizing Donlin Recano to Serve Notice of Proof of Claim Deadlines Upon All Scheduled Creditors [Docket No. 264] (the “Bar Date Order”). The Bar Date Order established October 26, 2009 as the deadline by which all proofs of claims had to be filed, except for those to be filed by governmental units, (the “Bar Date”), in these Chapter 11 Cases. Bally attempted to file a proof of claim in advance of the Bar Date, but its proof of claim was never actually received by the Debtors’ claims agent, Donlin, Recano & Company, Inc. (“DRC”).

The Stipulation

7. Pursuant to the Stipulation, the Debtors and Bally have agreed to allow Bally to file a proof of claim (the “Bally Proof of Claim”) after the Bar Date for the agreed-upon amount of \$37,936.00 (the “Bally Filed Claim”) — approximately \$83,000 less than the Scheduled Bally Claim — and for the Bally Filed Claim to supersede the Scheduled Bally Claim.

Relief Requested

8. By this Motion, the Debtors request entry of an order pursuant to section 502(a) of the Bankruptcy Code and Local Bankruptcy Rule 9013-2(a)(2)(B) approving the Stipulation between the Parties and allowing the Bally Proof of Claim to be filed after the Bar Date. Further, pursuant to Local Bankruptcy Rule 9013-2(a)(2)(B), the Debtors request entry of this order without a hearing as the parties-in-interest to the Stipulation have consented to the relief requested therein.

Basis for Relief

9. Section 502(a) of the Bankruptcy Code provides that “[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). The Debtors and Bally agree that Bally shall be allowed to file the Bally Proof of Claim notwithstanding the fact that the Bar Date has passed. Upon entry of an order approving the Stipulation, Bally shall file the Bally Proof of Claim and the Debtors will amend their claims register to reflect this filing. The Debtors respectfully assert that the Motion satisfies the requirements of the Local Bankruptcy Rules and should be approved so as to allow Bally’s Proof of Claim to be treated as timely.

Motion Practice

10. 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.

Notice

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

No Prior Request

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

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A**, (a) approving the Stipulation between the Parties and (b) granting such other and further relief as is just and proper.

Dated: March 19, 2010
Providence, Rhode Island

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Counsel to the Debtors and Debtors in Possession

EXHIBIT A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
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In re:)	
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)	
UTGR, INC. d/b/a TWIN RIVER, <u>et al.</u> , ¹)	Case No. 09-12418 (ANV)
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Debtors.)	Jointly Administered
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ORDER APPROVING STIPULATION

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order approving the Stipulation allowing Bally to file the Bally Proof of Claim after the Bar Date (the "Order"), and as more fully set forth in the Motion; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and the Court having found that notice of the Motion was appropriate under the particular circumstances; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

¹ The 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 meanings ascribed to them in the Motion.

1. The Motion is granted to the extent provided herein.
2. The Stipulation is hereby approved in all respects.
3. Bally shall be allowed to file a proof of claim for an unsecured amount of \$37,936.00, which claim shall be treated as timely under the Bar Date Order.
4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Motion.
5. Notwithstanding the possible applicability of Rules 6004(h), 7062, and 9014 of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2010
Providence, Rhode Island

Arthur N. Votolato
United States Bankruptcy Judge

EXHIBIT B

Stipulation

STIPULATION

This stipulation (the "Stipulation") is entered into this 18th day of March, 2010 by and between the Debtors (as defined below) and Bally Gaming, Inc. ("Bally," and together with the Debtors, the "Parties").

RECITALS

A. On June 23, 2009 (the "Petition Date"), UTGR, Inc. ("UTGR"), BLB Management Services, Inc. ("BLB Management Services"), and BLB Worldwide Holdings, Inc. ("BLB Worldwide" and, together with UTGR and BLB Management Services, the "Debtors") each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Rhode Island (the "Bankruptcy Court"), commencing chapter 11 cases, which are being jointly administered under case number 09-12418 (the "Chapter 11 Cases"), and each of the Debtors continues to operate its businesses and manage its properties as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

B. On August 22, 2009, the Debtors filed their Schedules of Assets and Liabilities [Docket Nos. 246, 248, 250] (the "Schedules").

C. The Debtors' Schedules list Bally's claim under the name Bally Technologies as unsecured in the amount of \$120,038.19.

D. The deadline to file proofs of claim in these Chapter 11 Cases was October 26, 2009.

E. The Debtors and Bally have each determined that, subject to the Bankruptcy Court's approval, it is in the best interests of the Parties to enter into this Stipulation.

F. This Stipulation will be fully effective on the date on which the Bankruptcy Court enters an order approving this Stipulation (the "Effective Date").

DECRETALS

In consideration of the foregoing recitals, which are incorporated into this Stipulation, and the covenants and conditions contained herein, the Parties hereby agree as follows, subject to and effective as of the Effective Date:

1. The Parties agree to allow Bally to file a proof of claim after the Bar Date (the "Bally Claim") asserting an unsecured amount of \$37,936.00.

2. Bally represents and warrants that it (a) is the owner and holder of the Bally Claim, (b) has not sold, assigned or otherwise transferred the Bally Claim to any third party, and (c) has full authority to enter into this Stipulation.

3. This Stipulation shall be binding upon (a) all successors and assigns of each of the Parties to the Stipulation, and (b) any subsequently appointed chapter 11 trustee or chapter 7 trustee to the extent one is appointed.

4. This Stipulation contains the entire agreement by and between the Parties with respect to the subject matter hereof, and all prior understandings or agreements, if any, are merged into this Stipulation.

5. This Stipulation may only be changed, modified or otherwise altered in a writing executed by all the parties to this Stipulation. Oral modifications are not permitted.

6. This Stipulation shall be construed and interpreted in accordance with the laws of the State of Rhode Island. For purposes of construing this Stipulation, none of the Parties shall be deemed to have been the drafter of the Stipulation.

7. Each of the Parties agrees to submit to the exclusive jurisdiction of the Bankruptcy Court for any action to enforce or interpret this Stipulation.

8. Facsimile or other electronic copies of signatures on this Stipulation are acceptable, and a facsimile or other electronic copy of a signature on this Stipulation is deemed an original.


9. This Stipulation may be executed in counterparts, each of which is deemed an original, but when taken together constitute one and the same document.

10. This Stipulation, and the obligations of the Parties hereunder, shall be in full force and effect upon approval by the Bankruptcy Court.

IN WITNESS WHEREOF and in agreement herewith, the Parties have executed
and delivered this Stipulation as of the date first set forth above.

UTGR, INC.

BALLY GAMING, INC.


By: _____
Name: Scott Frank
Title: CEO

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF and in agreement herewith, the Parties have executed
and delivered this Stipulation as of the date first set forth above.

UTGR, INC.

BALLY GAMING, INC.

By: _____
Name:
Title:

By: Jeanette E. McPherson
Name: Jeanette E. McPherson
Title: Counsel for Bally Gaming, Inc.