

**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 ESTABLISHING CERTAIN
NOTICE, CASE MANAGEMENT, AND ADMINISTRATIVE PROCEDURES**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby move the Court, pursuant to this motion (the “Motion”), for the entry of an order (the “Order”), substantially in the form of Exhibit A, establishing certain notice, case management, and administrative procedures (the “Case Management Procedures”). In support of this Motion, the Debtors respectfully state as follows:

Jurisdiction

1. 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 sections 102(1) and 105(a) of title of the United States Code (the “Bankruptcy Code”) and Rules 2002(m), 9007, and 9036 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

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

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 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

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.

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.

Relief Requested

9. The Debtors request entry of an Order establishing certain Case Management Procedures to provide for the expeditious and cost-efficient administration of the Chapter 11 Cases. The Debtors’ proposed Case Management Procedures are intended to, among other things, establish appropriate notice and service requirements for (a) all notices, motions, applications, other requests for relief, and any documents filed in support thereof (collectively, the “Pleadings”), (b) objections, responses, or any documents filed in opposition to

Pleadings (collectively, the “Objections”), and (c) replies to Objections (collectively, the “Replies” and, together with the Pleadings and the Objections, the “Documents”). The Case Management Procedures also seek to facilitate email service in the Chapter 11 Cases and to create uniform procedures governing the scheduling of matters for hearing and adjudication by the Court.

The Case Management Procedures

A. Core Group and 2002 List

10. The Debtors have hundreds of potential creditors and parties in interest. The Debtors also anticipate that hundreds of creditors and other parties in interest in the Chapter 11 Cases may file requests for service of filings pursuant to Bankruptcy Rule 2002. Requiring the Debtors to provide service to all parties in interest of all Documents filed in the Chapter 11 Cases would impose significant administrative and financial burdens on the Debtors and their estates. To reduce administrative costs, the Debtors respectfully request authorization to limit service of the Documents by establishing a core group of entities to receive notice of all Documents filed with the Court in the Chapter 11 Cases (the “Core Group”). The Core Group shall include: (a) the Debtors and their counsel; (b) the Office of the United States Trustee for the District of Rhode Island (the “U.S. Trustee”); (c) applicable local, state, and federal regulatory entities; (d) counsel to the Administrative Agents for the First and Second Lien Lenders; (e) counsel to the equity sponsors; (f) counsel to those certain contractors who have asserted mechanic’s liens against the Debtors; (g) the Internal Revenue Service; (h) the Securities and Exchange Commission; and (i) counsel to any official committees appointed by the Office of the U.S. Trustee or those creditors listed on the Debtors’ Consolidated List of Creditors Holding the 40 Largest Unsecured Claims until an official committee is appointed.

11. All other parties in interest may obtain service of the Documents by filing a notice of appearance and request for service pursuant to Bankruptcy Rule 2002. The Debtors propose to maintain a list of all such parties requesting service under Bankruptcy Rule 2002 (the “2002 List”). As set forth more fully below, the Debtors request that parties requesting service pursuant to Bankruptcy Rule 2002 be deemed to consent to e-mail service in the Chapter 11 Cases to facilitate the cost-effective administration of their estates.

12. The Order would limit the administrative burdens on the Debtors’ estates by limiting service of Documents to the Core Group, the 2002 List, and any entities affected by the relief sought in the Documents. A shortened service list will significantly reduce the substantial administrative and financial burden that would otherwise be placed on the Debtors’ estates and other parties in interest who file any Documents in the Chapter 11 Cases. Similarly, allowing electronic service of the Documents according to the proposed Order will further reduce the financial burden on the Debtors’ estates, as well as on other parties filing any Documents that require service on parties in interest, and will, in many cases, facilitate the expedient service of such Documents.

13. The proposed Order shall not, however, affect the Debtors’ obligation to give notice to all creditors, parties in interest, and, where applicable, equity security holders of: (a) the commencement of the Chapter 11 Cases; (b) the meeting of creditors pursuant to section 341 of the Bankruptcy Code; (c) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (d) the time fixed for filing objections to and for the hearing to consider approval of a disclosure statement; (e) the time fixed for filing objections to and for the hearing to consider confirmation of a plan of reorganization; (f) the hearing on dismissal of the Chapter 11 Cases or their conversion to another chapter; (g) the time fixed for accepting or rejecting a

proposed modification to a plan of reorganization; and (h) notice of a sale of all or substantially all of the Debtors' assets. In addition, the Debtors will comply with the notice requirements of Bankruptcy Rules 2002(d), 4006, and 4007. Moreover, the Debtors' proposed notice and claims agent, Donlin, Recano & Company, Inc. ("Donlin Recano"),³ intends to establish a case website available at www.donlinrecano.com/twinriver (the "Case Website"), where, among other things, electronic copies of all Documents filed in the Chapter 11 Cases will be posted within three business days of filing and may be viewed free of charge by the general public.

B. Electronic Filing and Service

14. The Debtors respectfully request that the Court approve the electronic filing and service requirements set forth in the Order to further reduce the administrative and financial burden of providing notice to the Debtors' creditors and other parties in interest. Specifically, the Debtors request that all Documents filed in the Chapter 11 Cases be filed on the docket of In re UTGR, Inc. d/b/a Twin River Case No. 09-_____ by registered users of this Court's case filing system.

15. In addition, the Debtors request that (a) all parties filing a notice of appearance and a request for service pursuant to Bankruptcy Rule 2002 be deemed to consent to service by e-mail as provided for in the Order, (b) service by e-mail be deemed effective as of the date the Document is sent to the e-mail address provided by the relevant party, and (c) they shall not be required to serve a paper copy of any Document on interested parties except as otherwise provided by the Order. The Debtors further request that any entity filing a notice of appearance and request for service who does not maintain and cannot practically obtain an email address

³ Contemporaneously herewith, the Debtors are seeking approval of the Application of the Debtors for an Order Authorizing and Approving the Retention of Donlin, Recano & Company, Inc. as Notice and Claims Agent for the Debtors.

must include in its notice of appearance a certification to that effect. Notice will be provided to such entities by U.S. mail or facsimile.

C. Omnibus Hearings

16. The Debtors respectfully request that this Court schedule dates for monthly omnibus hearings at which all matters shall be heard, unless alternative hearing dates are approved by the Court, after consultation with the Debtors or unless otherwise agreed by the parties. Given the size and complexity of the Chapter 11 Cases, it is likely that numerous matters will require hearings to consider the positions of various parties in interest. In the absence of omnibus hearings, parties in interest, including the Debtors, will be required to seek separate hearing dates for such matters in an ad hoc fashion. As a result, the need for hearings may increase and important matters requiring the Court's consideration could be delayed, thus prejudicing the Debtors' estates and imposing an undue burden on the Court.

17. In accordance with the foregoing, the Debtors request that the Court schedule the dates and times for the first four monthly omnibus hearings. The Debtors request that these omnibus hearings be scheduled, subject to the Court's availability and convenience, during the third week of each month. The Debtors intend to request that further omnibus hearings be scheduled at a later date, as necessary.

18. The Debtors propose that relief requested by Pleadings or other matters requiring a hearing by the Court shall be scheduled and heard by the Court as follows:⁴

- a. In the event a party files and serves a Pleading on or before 20 calendar days prior to the next regularly scheduled omnibus hearing, the matter shall be set for hearing on the next regularly scheduled omnibus hearing date, and the objection deadline shall be no later than 4:00 p.m. (prevailing

⁴ This proposed schedule is neither intended nor designed to shorten any notice required by Bankruptcy Rule 2002.

Eastern Time) on the 7th calendar day before the applicable omnibus hearing.

- b. In the event a party files and serves a Pleading at least 10 calendar days, but less than 20 calendar days, prior to the next regularly scheduled omnibus hearing, the matter shall be set for hearing on the next regularly scheduled omnibus hearing date, and the objection deadline shall be no later than 4:00 p.m. (prevailing Eastern Time) on the 3rd business day before the applicable omnibus hearing.
- c. In the event a party files and serves a Pleading fewer than 10 calendar days prior to the next regularly scheduled Omnibus Hearing and an expedited hearing date is not otherwise granted by the Court, the matter shall be scheduled for the next Omnibus Hearing that is more than 10 calendar days from the date such Pleading is filed with the Court, and the objection deadline shall be no later than 4:00 p.m. (prevailing Eastern Time) on the 7th calendar day before the applicable Omnibus Hearing.
- d. If a Pleading is filed and served by a non-Debtor party and purports to set a hearing date inconsistent with the Case Management Procedures, the hearing shall be scheduled for the first omnibus hearing occurring after the applicable notice period has expired without further order of the Court.

19. The Debtors respectfully submit that these scheduling requirements are necessary to provide an appropriate schedule governing the notice and hearing of matters requiring adjudication by the Court.

Basis for Relief

20. The Bankruptcy Code and the Bankruptcy Rules provide the Court with authority to approve notice, case management, and administrative procedures. Specifically, Bankruptcy Rule 2002(m) states that “[t]he court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules.” FED. R. BANKR. P. 2002(m); see also FED. R. BANKR. P. 9007 (“When notice is to be given under these rules, the court shall designate, if not otherwise specified herein, the time within which, the entities to whom, and the form and manner in which the notice shall be given.”). In addition, Bankruptcy Rule 9036 authorizes parties in

interest to request that “all or part of the information required to be contained in the notice be sent by a specified type of electronic transmission” FED. R. BANKR. P. 9036.

21. Moreover, section 105(a) of the Bankruptcy Code grants bankruptcy courts broad authority and discretion to enforce the provisions of the Bankruptcy Code either under specific statutes or under principles of equity. Specifically, section 105(a) of the Bankruptcy Code provides:

The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title. No provision of this title providing for the raising of an issue by a party in interest shall be construed to preclude the court from, sua sponte, taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules, or to prevent the abuse or process.

11 U.S.C. § 105(a). In addition, section 102(1) of the Bankruptcy Code provides that where the Bankruptcy Code provides for an action to occur “after notice and a hearing,” such action may occur “after such notice as is appropriate in the particular circumstances, and such opportunity for a hearing as is appropriate in the particular circumstances” 11 U.S.C. § 102(1)(A).

22. The Chapter 11 Cases are complex proceedings that are likely to involve hundreds of creditors and parties in interest—many of whom will have multiple and competing concerns. The Debtors expect numerous parties to file Documents and requests for service of the various filings in these cases pursuant to Bankruptcy Rule 2002. The Debtors also expect that they and other parties will file numerous Documents each month, which could result in numerous, fragmented hearings. The costs and burdens associated with multiple hearings per month, plus the costs associated with copying, mailing, overnighting, or otherwise serving paper copies of all Documents, could impose significant economic and administrative burdens on the Debtors’ estates, the Court, and all other parties in interest. Therefore, the Debtors submit that electronic notice, whenever possible, should be permitted to alleviate this burden.

23. Courts in this Circuit and elsewhere have consistently approved relief similar to the relief requested in this Motion to expedite case administration and to reduce the costs thereof. See, e.g., In re Syratech Corp., Case No. 05-11062 (Bankr. D. Mass. Feb. 22, 2005); see also In re Tronox, Inc., Case No. 09-10156 (Bankr. S.D.N.Y. Jan. 14, 2009); In re Lehman Bros. Holdings, Inc., Case No. 08-13555 (Bankr. S.D.N.Y. Sept. 22, 2008); In re Steve & Barry's Manhattan LLC, Case No. 08-12579 (Bankr. S.D.N.Y. July 10, 2008); In re Wellman, Inc., Case No. 08-10595 (Bankr. S.D.N.Y. Feb. 26, 2008); In re Musicland Holding Corp., Case No. 06-10064 (Bankr. S.D.N.Y. Feb. 9, 2006); In re PRC, LLC, Case No. 08-10239 (Bankr. S.D.N.Y. Jan. 25, 2008); In re Calpine Corp., Case No. 05-60200 (Bankr. S.D.N.Y. Jan. 18, 2006); In re Delphi Corp., Case No. 05-44481 (Bankr. S.D.N.Y. Oct. 14, 2005); In re Delta Air Lines, Inc., Case No. 05-17923 (Bankr. S.D.N.Y. Oct. 7, 2005); In re Tower Auto., Inc., Case No. 05-10578 (Bankr. S.D.N.Y. Feb. 4, 2005).

24. In sum, approval of the Case Management Procedures will promote the efficient and orderly administration of the Debtors' Chapter 11 Cases by: (a) limiting service of the Documents to those parties that have an interest in the subject matter thereof; (b) authorizing electronic service; and (c) fixing monthly Omnibus Hearings. Additionally, parties in interest will have the opportunity to bring emergency matters before this Court on an expedited basis pursuant to the Local Bankruptcy Rules and forms of the U.S. Bankruptcy Court for the District of Rhode Island pursuant to the Order. For the reasons stated herein, the Debtors believe the proposed Order is appropriate and should be approved and implemented in the Chapter 11 Cases.

Motion Practice

25. 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

26. 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 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.

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

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 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 ESTABLISHING CERTAIN NOTICE,
CASE MANAGEMENT, AND ADMINISTRATIVE PROCEDURES**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for the entry of an order (the "Order") establishing certain notice, case management, and administrative procedures; 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 (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

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.

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 in its entirety.
2. The Debtors shall serve a printed copy of the Order on the Core Group and the 2002 List (each as defined herein) as soon as is reasonably practicable after the Order is entered.
3. The case management procedures provided herein (the “Case Management Procedures”) are approved in all respects and shall govern all aspects of the Chapter 11 Cases except as otherwise ordered by the Court.
4. All Documents shall be served on the Core Group, the 2002 List, and any Affected Entity (each as defined herein) according to the Case Management Procedures.
5. All Documents filed in the Chapter 11 Cases shall be filed electronically with the Court on the docket of In re UTGR, Inc. d/b/a Twin River Case No. 09-_____ by registered users of this Court’s electronic case filing system.
6. All Documents filed in the Chapter 11 Cases shall be served on the “Core Group,” which shall be comprised of the following:
 - a. the Debtors and their counsel (Kirkland & Ellis LLP (Attn.: Paul M. Basta and Stephen E. Hessler) and Winograd, Shine & Zacks, P.C. (Attn.: Allan M. Shine and Diane Finkle));
 - b. the Office of the United States Trustee for the District of Rhode Island (Attn: Gary Donahue and Sandra Nicholls) (the “U.S. Trustee”);
 - c. counsel to the Administrative Agents for the First and Second Lien Lenders;
 - d. counsel to the Debtors’ equity sponsors;

- e. counsel to those contractors who have asserted mechanic's liens against the Debtors;
- f. the Internal Revenue Service;
- g. the Securities and Exchange Commission; and
- h. counsel to any official committee appointed by the U. S. Trustee (the "Committee") or those creditors listed on the Debtors' Consolidated List of Creditors Holding the 40 Largest Unsecured Claims until an official committee is appointed.

7. At least one hard copy of any Document filed with the Court (other than proofs of claim) shall be (a) marked "Chambers Copy" and delivered 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, not later than the next business day following the date on which such Document is electronically filed; and (b) delivered to the U. S. Trustee.

8. The Debtors and the Committee, if any, shall serve any Documents on the Core Group and any entities with a particularized interest in the subject matter of the particular Document (each, an "Affected Entity") by U.S. mail, hand delivery, or facsimile; provided, however, that any member of the Core Group or Affected Entity may consent to service by e-mail by filing such request with the Court or pursuant to a notice of appearance and request for service in the Chapter 11 Cases. If such request is made, the requesting party may be served by email as otherwise provided herein, and such email service shall constitute good and sufficient service.

9. The Debtors shall maintain a list of all persons and entities that have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002 (collectively, the "2002 List"), and such request for service shall include an email address to which service may be provided.

10. The Debtors, or their Court-appointed notice and claims agent, shall update the Core Group and the 2002 List on a monthly basis to include the names and addresses of any party in interest who has made a written request for notice in accordance with Bankruptcy Rule 2002 since the prior month. In the event any changes are made to the Core Group or the 2002 List, the Debtors, or their Court-appointed notice and claims agent, shall file the updated Core Group or 2002 List with the Court. The Debtors' Court-appointed notice and claims agent shall post the updated Core Group and 2002 List on the Case Website on a monthly basis.

11. The Debtors and the Committee shall be authorized to serve all Documents to the 2002 List by e-mail. Any entity filing a notice of appearance and request for service pursuant to Bankruptcy Rule 2002 who does not maintain and cannot practically obtain an e-mail address must include in its notice of appearance a certification to that effect. Notice will be provided to such entities by U.S. mail or facsimile, in the sole discretion of the Debtors or the Committee, as applicable.

12. Parties other than the Debtors and the Committee shall serve any Documents on the Core Group, the 2002 List and any Affected Entity in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules and Forms for the United States Bankruptcy Court for the District of Rhode Island and are not authorized to serve any Documents on the Core Group or the 2002 List by e-mail except as otherwise provided herein.

13. Service by e-mail shall be effective as of the date the Document is sent to the e-mail address provided by the relevant party, and the Debtors shall not be required to serve a paper copy of such Documents on interested parties except as otherwise provided herein.

14. The Debtors are authorized to limit notice of all Documents and matters filed in the Chapter 11 Cases to the Core Group, the 2002 List, and any Affected Entity; provided,

however, that, notwithstanding anything herein to the contrary, the Debtors shall provide notice to all parties in interest of: (a) the commencement of the Chapter 11 Cases; (b) the meeting of creditors pursuant to section 341 of the Bankruptcy Code; (c) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (d) the time fixed for filing objections to and for the hearing to consider approval of a disclosure statement; (e) the time fixed for filing objections to and for the hearing to consider confirmation of a plan of reorganization; (f) the hearing on dismissal of the Chapter 11 Cases or their conversion to another chapter; (g) the time fixed for accepting or rejecting a proposed modification to a plan of reorganization; and (h) notice of a sale of all or substantially all of the Debtors' assets (collectively, the "Rule 2002 Matters"). Notice of the Rule 2002 Matters shall be given to all parties in accordance with Bankruptcy Rule 2002 except as otherwise required by the Bankruptcy Code or otherwise ordered by the Court. The Debtors shall comply with the notice requirements of Bankruptcy Rules 2002(d), 4006 and 4007.

15. A notice shall be affixed to the front of each Pleading, and the notice shall set forth (a) the title of the Pleading, (b) the time and date of the objection deadline (as determined herein), (c) the omnibus hearing date at which the party intends to present the pleading, and (d) a statement that the relief requested therein may be granted without a hearing if no objection is timely filed and served in accordance with the Case Management Procedures.

16. The Court shall conduct omnibus hearings on a monthly basis in the Chapter 11 Cases (each, an "Omnibus Hearing"). The first four monthly Omnibus Hearings, subject to the Court's availability and convenience, shall take place during the third week of each month.

17. Omnibus Hearings will occur thereafter as may be scheduled by the Court.

18. The Omnibus Hearings shall be held at the Courtroom in the United States Bankruptcy Court, 380 Westminster St., 6th Floor, Providence, Rhode Island 02903, unless otherwise ordered by the Court.

19. All Pleadings and matters requiring a hearing in the Chapter 11 Cases shall be set for and heard at Omnibus Hearings unless otherwise ordered by the Court for good cause shown. Relief requested by Pleadings or other matters requiring a hearing by the Court shall be scheduled and heard by the Court as follows:

- a. In the event a party files and serves a Pleading on or before 20 calendar days prior to the next regularly scheduled Omnibus Hearing, the matter shall be set for hearing on the next regularly scheduled Omnibus Hearing date, and the objection deadline shall be no later than 4:00 p.m. (prevailing Eastern Time) on the 7th calendar day before the applicable Omnibus Hearing.
- b. In the event a party files and serves a Pleading at least 10 calendar days, but less than 20 calendar days, prior to the next regularly scheduled Omnibus Hearing, the matter shall be set for hearing on the next regularly scheduled Omnibus Hearing date, and the objection deadline shall be no later than 4:00 p.m. (prevailing Eastern Time) on the 3rd business day before the applicable Omnibus Hearing.
- c. In the event a party files and serves a Pleading fewer than 10 calendar days prior to the next regularly scheduled Omnibus Hearing and an expedited hearing date is not otherwise granted by the Court, the matter shall be scheduled for the next Omnibus Hearing that is more than 10 calendar days from the date such Pleading is filed with the Court, and the objection deadline shall be no later than 4:00 p.m. (prevailing Eastern Time) on the 7th calendar day before the applicable Omnibus Hearing.
- d. If a Pleading is filed and served by a non-Debtor party and purports to set a hearing date inconsistent with the Case Management Procedures, the hearing shall be scheduled for the first Omnibus Hearing occurring after the applicable notice period has expired without further order of the Court.

20. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

Dated: _____, 2009
Providence, Rhode Island

Arthur N. Votolato
United States Bankruptcy Judge