

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: : **Chapter 11**
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TRUMP ENTERTAINMENT RESORTS, : **Case No. 14-12103 (___)**
INC., et al.,¹ :
:
: **(Joint Administration Requested)**
Debtors. :
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**DEBTORS’ MOTION FOR AN ORDER, PURSUANT TO
SECTIONS 105(a), 345, 363, 1107(a) AND 1108 OF THE BANKRUPTCY CODE,
BANKRUPTCY RULE 2015, AND LOCAL RULE 2015-2, (I) AUTHORIZING
AND APPROVING CONTINUED USE OF CASH MANAGEMENT SYSTEM,
(II) AUTHORIZING USE OF PREPETITION BANK ACCOUNTS AND BUSINESS
FORMS, (III) AUTHORIZING PAYMENTS OF PREPETITION COSTS AND FEES
ASSOCIATED WITH CUSTOMER CREDIT AND DEBIT CARD TRANSACTIONS,
(IV) WAIVING THE REQUIREMENTS OF SECTION 345(b) ON AN INTERIM BASIS,
(V) GRANTING ADMINISTRATIVE EXPENSE STATUS TO POST-PETITION
INTERCOMPANY CLAIMS, AND (VI) GRANTING CERTAIN RELATED RELIEF**

Trump Entertainment Resorts, Inc. and its above-captioned affiliated debtors and debtors in possession (each a “Debtor,” and collectively, the “Debtors”) hereby submit this motion (the “Motion”) for the entry of an order, substantially in the form attached hereto as Exhibit D (the “Proposed Order”), pursuant to sections 105(a), 345, 363, 1107(a) and 1108 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), Rule 2015 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2015-2(a) and (b) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), (i) authorizing and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Trump Entertainment Resorts, Inc. (8402), Trump Entertainment Resorts Holdings, L.P. (8407), Trump Plaza Associates, LLC (1643), Trump Marina Associates, LLC (8426), Trump Taj Mahal Associates, LLC (6368), Trump Entertainment Resorts Development Company, LLC (2230), TER Development Co., LLC (0425) and TERH LP Inc. (1184). The mailing address for each of the Debtors is 1000 Boardwalk at Virginia Avenue, Atlantic City, NJ 08401.

approving the Debtors' continued use of their existing cash management system, (ii) granting the Debtors a waiver of certain bank account and related requirements of the Office of the United States Trustee for the District of Delaware (the "**U.S. Trustee**") to the extent that such requirements are inconsistent with (a) the Debtors' practices in connection with their existing cash management system or (b) any action taken by the Debtors in accordance with any order granting the relief requested in this Motion or any other order entered in these chapter 11 cases, (iii) authorizing, but not directing, the Debtors, in their sole discretion, to pay or otherwise satisfy prepetition costs and fees associated with customer credit and debit card transactions, (iv) waiving the requirements of section 345(b) of the Bankruptcy Code with respect to the Debtors' deposit practices on an interim basis, (v) granting administrative expense status to post-petition intercompany claims, and (vi) granting certain related relief. The facts and circumstances supporting this Motion are set forth in the concurrently filed *Declaration of Robert Griffin In Support of Debtors' Chapter 11 Petitions and First Day Motions and Applications* (the "**First Day Declaration**").² In further support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012 (the "**Amended Standing Order**"). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief sought

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the First Day Declaration.

herein are sections 105(a), 345, 363, 1107(a) and 1108 of the Bankruptcy Code, Bankruptcy Rule 2015, and Local Rule 2015-2(a) and (b).

BACKGROUND

A. General

2. On the date hereof (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Concurrently with this Motion, the Debtors have also filed certain other motions and applications seeking certain “first day” relief.

3. The Debtors have continued in possession of their properties and have continued to operate and maintain their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. No request has been made for the appointment of a trustee or examiner and no official committee has been established in these chapter 11 cases.

5. Additional information about the Debtors’ business and the events leading up to the Petition Date can be found in the First Day Declaration, which is incorporated herein by reference.

B. Cash Management System

6. Prior to the Petition Date, the Debtors consisted of affiliated entities and utilized a centralized cash management system at the Trump Taj Mahal Casino Resort and at the Trump Plaza Hotel and Casino (each, a “**Hotel Property**,” and together, the “**Hotel Properties**”), and also used a centralized cash management system with respect to Debtor Trump Entertainment Resorts, Holdings, L.P. (“**TER Holdings**”), as described in detail below (the “**Cash Management System**”). As set forth on Exhibit A attached hereto, the Debtors maintain accounts (collectively, the “**Bank Accounts**”) with TD Bank, N.A. (“**TD Bank**”), U.S. Bank (where the Debtors maintain certain two cash collateral accounts related to the Debtors’ workers’

compensation program), Credit Suisse First Boston (“**CFSB**”), and Bank of America Merrill Lynch (“**BofA**”).

7. The Hotel Properties and TER Holdings maintain separate cash management systems to carry on daily operations. Each such Debtor’s bank account structure generally consists of deposit accounts, a main operating account and, in the case of the Hotel Properties, several zero-balance accounts for making disbursements and receiving deposits. Separate accounts exist for payroll, casino cage disbursements, wire transfer, casino deposits, hotel deposits, hotel credit card deposits, non-gaming check cashing, non-gaming Telecheck returns, casino returns, hotel returns, and state lottery sales.

8. The diagrams attached as Exhibit B hereto illustrate the cash management system for both of the Hotel Properties and for TER Holdings.

9. The Cash Management Systems for the Hotel Properties are similar, and the Debtors’ bank accounts at both of the Hotel Properties may generally be described as follows:

(i) Main Operating Account: The operating account is the central cash account for each Hotel Property’s cash management system. The account holds cash and supplies cash to the Debtors’ zero-balance accounts (e.g., payroll, casino deposits and returns, and hotel deposits and returns). Payroll direct deposits are also issued from this account on a weekly basis to the Debtors’ employees. Any balance left at the end of each day earns interest at TD Bank.

(ii) Payroll Account: Payroll checks are issued from this account on a weekly basis to the Debtors’ employees. Checks are then presented at TD Bank, which sends both of the Hotel Properties the clearing checks for that day. There is no direct funding to this account because it is a zero balance account.

(iii) Casino Accounts: The Debtors maintain separate casino accounts for deposits, returns, lottery sales, and cage disbursements.

(iv) Hotel Accounts: The Debtors also maintain accounts for hotel, food, beverage, and entertainment activities. Separate accounts exist for hotel deposits, hotel credit card deposits, non-gaming check cashing, hotel returns, and non-gaming Telecheck returns. All hotel-related cash purchases for goods or services, in excess of funds needed for

operational cash inventory, are deposited daily into the Hotel Properties' hotel depository account. Funds received via credit cards are recorded to the Card Depository Account, as discussed more fully below.

10. The Debtors' bank accounts at TER Holdings may generally be described as follows:

(i) Savings Account: The savings account is the central cash account for TER Holdings' cash management system. The account holds cash and supplies cash to TER Holdings' other accounts via book transfer. Any balance left at the end of each day earns interest at TD Bank.

(ii) Main Operating Account: The main operating account is used for deposits, disbursements and funding of the Payroll Account when necessary.

(iii) Payroll Account: Payroll checks and payroll direct deposits for the Debtors' executive and management level employees, which are employed by TER Holdings, are issued from this account on a weekly basis to the Debtors' employees. Checks are then presented at TD Bank, which sends TER Holdings the clearing checks for that day. This account is funded via book transfer from either the Savings Account or the Main Operating Account.

(iv) Investment Account: TER Holdings maintains an investment account with CSFB. The balance in this account is less than approximately \$5,000, and the Debtors do not anticipate that the balance will be maintained at anything other than this *de minimis* level subsequent to the Petition Date.

11. The Cash Management System also includes a Card Depository Account for each of the Hotel Properties. The Debtors use BofA and American Express (together, the "**Processors**") for credit and debit card processing for customers who use their credit or debit cards to purchase food or beverage or a room at the hotel. The Debtors accept major credit cards and receive funds daily from the Processors. Funds are passed to the Debtors from the Processors through gateways such as Agilysys and Shift4, and ultimately are electronically deposited into the applicable Card Depository Account. Funds deposited into the Card Depository Accounts are automatically transferred to the applicable Main Operating Accounts. Pursuant to the terms of the Debtors' agreements and relationships with the Processors, the Debtors are required to pay the Processors certain fees (collectively, the "**Card Processing**

Fees”) for their credit and debit card processing services, certain amounts of which may have accrued, but remain unpaid, as of the Petition Date.

12. Through this Motion, the Debtors seek authority, but not direction, in their discretion, to pay or otherwise satisfy prepetition obligations on account of Card Processing Fees. The Debtors estimate that, as of the Petition Date, approximately \$85,000 in Card Processing Fees in the aggregate remain unpaid. In addition, to avoid disruption of their business, the Debtors also request authorization from the Court that pre-petition chargebacks may be taken by the Processors against post-petition deposits to the Card Depository Accounts. Having reviewed historical chargeback data, the Debtors have determined that the amount of pre-petition chargebacks sought to be recovered against the Debtors as of the Petition Date would be *de minimis*.

13. The Cash Management System also includes certain bank accounts (collectively, the “**Online Gaming Accounts**”) at BofA that are related to each of the Hotel Properties’ online gaming operations, which are hosted, managed, operated and supported by Betfair Interactive US LLC and Fertitta Acquisitionsco LLC, doing business as Ultimate Gaming (each, a “**Gaming Provider**,” and together, the “**Gaming Providers**”). Each of the Hotel Properties maintains five accounts related to such operations. Three of the accounts are zero-balance accounts, two of which are used for patron deposits (e.g., incoming wires, checks, ACHs and credit cards), and one of which is used for patron disbursements. A fourth account, the Online Players Account, serves as the master zero balance account and is used to segregate patron accounts from each of the Hotel Properties’ operating accounts in accordance with online gaming regulations. A fifth account, the Revenue Account, is a stand-alone account used to segregate net gaming wins due to the respective Hotel Property and its respective Gaming

Provider, in accordance with the terms of the operations agreements between the Hotel Properties and the Gaming Providers. Any net gaming wins due to the Hotel Properties are transferred to their respective Main Operating Accounts. The diagram attached hereto as Exhibit C hereto illustrates the Online Gaming Accounts.

14. In addition to the foregoing Bank Accounts, Debtor Trump Marina Associates, LLC also maintains a Main Operating Account at TD Bank, which is maintained with a *de minimis* balance. Also, as set forth in the *Debtors' Motion for an Order, Pursuant to Sections 105(a), 363(b), 507(a)(4) and 507(a)(5) of the Bankruptcy Code, (A) Authorizing (I) Payment of Prepetition Employee Wages, Salaries and Other Compensation; (II) Reimbursement of Prepetition Employee Business Expenses; (III) Contributions to Prepetition Employee Benefit Programs and Continuation of Such Programs in the Ordinary Course; (IV) Payment of Workers' Compensation Obligations; (V) Payments for Which Prepetition Payroll Deductions Were Made; (VI) Payment of All Costs and Expenses Incident to the Foregoing Payments and Contributions; and (VII) Payment to Third Parties of All Amounts Incident to the Foregoing Payments and Contributions and (B) Authorizing Banks to Honor and Process Check and Electronic Transfer Requests Related Thereto* filed concurrently herewith, certain employees of the Debtors (collectively, the “**Administrative Employees**”) serve in an administrative capacity supporting the Debtors’ operations at the Hotel Properties. The Debtors have established, in the name of Debtor Trump Taj Mahal Associates, LLC, three separate accounts – a Main Operating Account, a Payroll Account, and an Accounts Payable Account – to satisfy payroll and certain other obligations with respect to the Administrative Employees.

15. On a daily basis, the Debtors’ finance department prepares cash reports, detailing the Debtors’ current cash position and all cash activity, and receives deposit summary

sheets showing all deposits from the prior day. They then determine the cash needs for the day, and prepare the necessary funding for accounts payable, payroll, and other disbursements. The Debtors that own the Hotel Properties send any excess cash to TER Holdings' Main Operating Account. Funds at TER Holdings are generally maintained in its Savings Account, and then transferred to its Payroll Account or Main Operating Account and thereafter disbursed to pay expenses of TER Holdings, including employee wages and interest due on the First Lien Credit Agreement.

16. In the ordinary course of business, the Debtors collect large sums of cash in the "cages" located at each of the Hotel Properties, and any excess cage cash is deposited into the Casino Depository Account of the applicable Hotel Property. In addition, in connection with each of the Hotel Properties, the Debtors also receive cash, checks and coins as payment for, among things, goods and services provided to their patrons, which funds are deposited into the Hotel Depository Account of the applicable Hotel Property. TD Bank provides (i) cash withdrawal services to the Debtors via armored car, which include cash and coins to be utilized in the Debtors' hotels and casinos, and (ii) deposit services, also via armored car, of cash (including cage cash), checks and coins from the Debtors' hotels and casinos (collectively, the "**Cash Withdrawal and Deposit Services**"). The armored car services are provided by Garda, which bills the Debtors directly. The Debtors estimate that, as of the Petition Date, approximately \$7,500 in the aggregate remains unpaid to Garda for their armored car services. To avoid disruption of their Cash Management System and ensure that funds are transported to and from TD Bank in a safe and secure manner, the Debtors request authorization (but not direction) from the Court to satisfy these prepetition obligations to Garda.

17. To the extent that the Debtors continue to utilize the Cash Withdrawal and Deposit Services, TD Bank and the Debtors will generally continue the following protocols: (i) all currency orders must be called in no later than 10:30 a.m., one (1) day prior to delivery; (ii) the Debtors calls will go directly to TD Bank Cash Management Special Services; and (iii) at the time of the order by an individual Debtor, a hold will be placed on the account of that Debtor in the amount of the requested delivery. Delivery will only occur if available funds are in the account at least equal to the requested delivery amount. The debit to the Debtor's account will occur on the date of the telephone order.

18. The Debtors request that they be permitted to continue to use the funds in the Bank Accounts during these chapter 11 cases in accordance with the Cash Management System.

C. Current Investment Practices

19. The Debtors currently keep all of their operating cash in the Main Operating Accounts at the Hotel Properties and the Savings Account at TER Holdings (all of which are maintained at TD Bank), with the exception of the *de minimis* amount of funds maintained in TER Holdings' Investment Account at CSFB. The Debtors do not invest cash other than in this fashion.

RELIEF REQUESTED

20. By this Motion, the Debtors request the Court enter the Proposed Order: (i) authorizing and approving the continued use of their existing Cash Management System; (ii) granting the Debtors a waiver of certain bank account and related requirements (including, without limitation, the operating guidelines established by the U.S. Trustee that require debtors to close all prepetition bank accounts, open new accounts designated as debtor-in-possession accounts, and to provide new business forms and stationary) of the U.S. Trustee to the extent that

such requirements are inconsistent with (a) the Debtors' practices in connection with their Cash Management System or (b) any action taken by the Debtors in accordance with any order granting the relief requested in this Motion or any other order entered in these chapter 11 cases; (iii) authorizing, but not directing, the Debtors, in their sole discretion, to pay or otherwise satisfy prepetition Card Processing Fees; (iv) authorizing their deposit practices and waiving the requirements of section 345(b) of the Bankruptcy Code in connection therewith on an interim basis; (v) granting administrative expense status to post-petition intercompany claims; and (vi) granting certain related relief.

BASIS FOR RELIEF

A. The Court Should Authorize the Debtors' Uninterrupted Use of Their Existing Cash Management System

21. The Debtors seek authority to continue utilizing their current Cash Management System, as described above. It is critical that the Debtors be able to consolidate management of cash and centrally coordinate transfers of such funds in order to efficiently and effectively operate their business. In particular, because the Debtors process large amounts of cash on a daily basis, any disruption to the Cash Management System would seriously harm the Debtors. Maintenance of the existing Cash Management System will prevent any unexpected or inopportune interruption to the Debtors' business operations while protecting the Debtors' cash for the benefit of their estates. Requiring the Debtors to change their Cash Management System at this critical time would cause unnecessary disruption to the Debtors and their business affairs.

22. The Cash Management System utilizes the Bank Accounts to effectively and efficiently collect, transfer, and disburse funds as needed in the Debtors' general business operations. The Cash Management System provides significant benefits to the Debtors, including the ability to: (i) closely track, and thus control, all corporate funds; (ii) ensure cash

availability; and (iii) reduce administrative expenses by facilitating the movement of funds and the development of timely and accurate account balance and presentment information. A disruption in the Cash Management System could cause delays in the collection and disbursement of funds, thus impeding the Debtors' ability to avoid an unexpected or inopportune interruption in their operations during the pendency of these chapter 11 cases. Furthermore, the Debtors' chapter 11 cases will be facilitated by preserving the "business as usual" atmosphere and avoiding the distractions that would inevitably be associated with a substantial disruption in the Cash Management System.

23. The Debtors believe that only if the Bank Accounts are continued in their current form can the Debtors proceed through the chapter 11 process in an efficient and cost-effective manner. The Debtors will ensure that appropriate procedures are in place so that checks issued prior to the Petition Date, but presented after the Petition Date, will not be honored absent approval from the Court. The Debtors will also maintain records of post-petition transfers within the Cash Management System, so that transfers and transactions will be documented in their books and records to the same extent such information was maintained by the Debtors prior to the Petition Date.

24. Accordingly, the Debtors respectfully request that the Court authorize the continued use of the Cash Management System, provided that no prepetition checks, drafts, wire transfers, or other forms of tender that have not yet cleared the relevant drawee bank as of the Petition Date will be honored unless authorized by separate order of this Court.

25. The Debtors also request that no bank participating in the Cash Management System (each, a "**Cash Management Bank**," and collectively, the "**Cash Management Banks**") that honors a prepetition check or other item drawn on any account that

is the subject of this Motion (i) at the direction of the Debtors, (ii) in a good faith belief that the Court has authorized such prepetition check or item to be honored, or (iii) as a result of an innocent mistake made despite implementation of reasonable item handling procedures, be deemed to be liable to the Debtors or to their estates on account of such prepetition check or other item being honored post-petition. The Debtors believe that such flexibility accorded the Cash Management Banks is necessary to induce the Cash Management Banks to continue providing cash management services without additional credit exposure.

B. The Court Should Grant the Debtors a Waiver of the U.S. Trustee Guidelines

26. The Debtors further request from the Court a waiver of certain bank account and related requirements (including, without limitation, the operating guidelines established by the U.S. Trustee that require debtors to close all prepetition bank accounts, open new accounts designated as debtor-in-possession accounts, and to provide new business forms and stationary) of the U.S. Trustee to the extent that such requirements are inconsistent with (i) the Debtors' practices in connection with their Cash Management System or (ii) any action taken by the Debtors in accordance with any order granting the relief requested in this Motion or any other order entered in these chapter 11 cases.

27. The U.S. Trustee has issued certain chapter 11 operating guidelines pursuant to 28 U.S.C. § 586 (the "**U.S. Trustee Guidelines**"). These guidelines require that a chapter 11 debtor, among other things:

- (i) close all existing bank accounts;
- (ii) open new bank accounts in a depository approved by the U.S. Trustee that are designated as debtor-in-possession accounts ("**DIP Accounts**"), with separate DIP Accounts established for an operating account, a tax account (to the extent that payroll or other taxes are an issue for the debtor), and a payroll account (to the extent that the debtor had a separate payroll account prepetition);

(iii) obtain and utilize new checks for all DIP Accounts that bear the designation “Debtor-in-Possession” and contain other information about the debtor’s chapter 11 case, and insure that the signature cards for all DIP Accounts clearly indicate that the debtor is a “Debtor-in-Possession”;

(iv) deposit all receipts and make all disbursements only through the approved DIP Accounts, with any funds in excess of those required for current operations being maintained in an interest-bearing account;

(v) deposit to the tax DIP Account sufficient funds to pay any tax liability (when incurred) associated with the debtor’s payroll; and

(vi) deposit all estate funds into DIP Accounts with a financial institution that agrees to comply with the requirements of the U.S. Trustee (which will be monitored by the U.S. Trustee), with no DIP Account exceeding the insured or collateralized limits of that approved depository.

28. If enforced in these chapter 11 cases, given the nature of the Debtors’ business such requirements would cause enormous disruption to the Debtors’ business and would impair the Debtors’ chapter 11 efforts. The Bank Accounts represent an established Cash Management System that the Debtors need to maintain to ensure smooth collections and disbursements in the ordinary course of their business. Therefore, to avoid delays in paying debts incurred post-petition, and to ensure as smooth a transition into chapter 11 as possible, the Debtors should be permitted to continue to maintain their Bank Accounts and, if necessary, open new accounts and close existing accounts, in the ordinary course of business. Otherwise, transferring their Bank Accounts will be disruptive, time consuming, and expensive.

29. The Court has the authority to grant the requested relief pursuant to its equitable powers under section 105(a) of the Bankruptcy Code. Section 105(a) provides, in relevant part, that the Court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” 11 U.S.C. § 105(a). The relief requested herein is both necessary and appropriate to allow the Debtors to successfully

administer these chapter 11 cases, to optimize their post-petition business performance and to maximize the value of their estates.

30. Accordingly, the Debtors request that the Court waive the strict enforcement of the requirement that the Debtors open new bank accounts. The Debtors further request that their existing Bank Accounts be deemed debtor-in-possession accounts and that the Debtors be authorized to maintain and continue using these accounts in the same manner and with the same account numbers, styles, and document forms as those employed during the prepetition period.

31. A centralized cash management system “allows efficient utilization of cash resources and recognizes the impracticability 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, rev’d in part on other grounds, 997 F.2d 1039 (3d Cir. 1993). The Third Circuit agreed, emphasizing that requiring the maintenance of all accounts separately “would be a huge administrative burden and economically inefficient.” In re Columbia Gas Sys, Inc., 997 F.3d at 1061; see also In re Southmark Corp., 49 F.3d 1111, 1114 (5th Cir. 1995) (cash management system allows debtor “to administer more efficiently and effectively its financial operation and assets”).

32. Accordingly, bankruptcy courts routinely grant debtors authority to continue utilizing existing cash management systems and treat requests for such authority as a relatively “simple matter.” In re Baldwin-United Corp., 79 B.R. 321, 327 (Bankr. S.D. Ohio 1987); see Charter Co. v. Prudential Ins. Co. of Am. (In re Charter Co.), 778 F.2d 617, 621 (11th Cir. 1985) (holding that allowing the debtors to use their prepetition “routine cash management system” was entirely consistent with applicable provisions of the Bankruptcy Code). Courts in

this circuit have recognized that allowing a debtor to maintain existing cash management systems is often appropriate. See, e.g., In re Genesis Health Ventures, Inc., 402 F.3d 416, 424 (3d Cir. 2005); In re Kindred Healthcare, Inc., 2003 WL 22327933, at *1 (Bankr. D. Del, Oct. 9, 2003); In re Columbia Gas Sys., 997 F.2d at 1061 (recognizing that a requirement to maintain all accounts separately “would be a huge administrative burden and economically inefficient”).

33. Finally, the Debtors submit that relief similar to that requested herein is routinely approved in chapter 11 cases in this District. See, e.g., Source Home Entertainment, LLC, Case No. 14-11553 (KG) (June 24, 2014); Natrol, Inc., Case No. 14-11446 (BLS) (June 23, 2014); In re Orchard Supply Hardware Stores Corp., Case No. 13-11565 (CSS) (June 18, 2013).

34. The Debtors represent that if the relief requested is granted, they will implement appropriate mechanisms to ensure that no payments will be made on any debts incurred by them prior to the Petition Date, other than those authorized by the Court. To prevent the possible inadvertent payment of prepetition claims, except for those otherwise authorized by the Court, the Debtors will work closely with the Cash Management Banks to ensure appropriate procedures are in place to prevent checks issued prepetition from being honored absent the Court’s approval.

35. The Debtors also request that they be authorized to continue to use all correspondence and business forms existing immediately before the Petition Date without reference to the Debtors’ status as debtors in possession. The Debtors, in the ordinary course of their business, use many checks, invoices, letterhead, stationary, purchase orders, casino markers and chips, and other correspondence and business forms. To operate in an orderly fashion, the Debtors need to be permitted to use their existing forms without alteration or change.

Parties doing business with the Debtors undoubtedly will be aware of the Debtors' status as debtors in possession as a result of the size and publicity surrounding these chapter 11 cases.

36. If the Debtors were required to change their forms, they would be forced to choose standard forms rather than use their current forms, with which the Debtors' employees, customers, and vendors are familiar. Such a change in operations would create a sense of disruption and potential confusion within the Debtors' organization and for the Debtors' employees, customers, and vendors. Further, the Debtors use a significant number and a wide variety of business forms in the ordinary course of their business operations. The Debtors therefore believe that it would be costly and disruptive to cease using all existing forms and to purchase and begin using new stationary and business forms. The Debtors respectfully submit that to do so would be unnecessary and that appropriate care can be taken to assure the proper use of the existing forms.

C. The Court Should Permit the Debtors to Satisfy Prepetition Card Processing Fees

37. The Debtors, operating their business as debtors in possession under section 1107(a) and 1108 of the Bankruptcy Code, are fiduciaries "holding the bankruptcy estate and operating the business for the benefit of [their] creditors." In re CoServ, L.L.C., 273 B.R. 487, 497 (Bankr. N.D. Tex. 2002). Implicit in the duties of a chapter 11 debtor in possession is the duty to "protect and preserve the estate, including an operating business's going-concern value." Id.

38. The CoServ court specifically noted that pre-plan satisfaction of prepetition claims would be a valid exercise of a debtor's fiduciary duty when the payment "is the only means to effect a substantial enhancement of the estate." Id. at 498. The court provided a

three-pronged test for determining whether a pre-plan payment on account of a pre-petition claim was a valid exercise of a debtor's fiduciary duty:

First, it must be critical that the debtor deal with the claimant. Second, unless it deals with the claimant, the debtor risks the probability of harm, or, alternatively, loss of economic advantage to the estate or the debtor's going concern value, which is disproportionate to the amount of the claimant's pre-petition claim. Third, there is no practical or legal alternative by which the debtor can deal with the claimant other than by payment of the claim.

Id. at 498.

39. Satisfying Card Processing Fees, including pre-petition obligations on account thereof, meets each element of the CoSery court's standard. Not surprisingly, a significant percentage of the Debtors' revenues are generated from credit and debit card transactions. The Debtors, therefore, believe that they can only meet their fiduciary duties as debtors in possession under sections 1107(a) and 1108 of the Bankruptcy Code by having the authority, but not the direction, of the Court to satisfy outstanding pre-petition obligations on account of Card Processing Fees.

40. The Court may also authorize the payment of Card Processing Fees pursuant to section 363(b) of the Bankruptcy Code. Section 363(b) provides that "[t]he trustee, 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 pre-petition claims. See In re Ionosphere Clubs, Inc., 98 B.R. 174, 175 (Bankr. S.D.N.Y. 1989) (authorizing payment of pre-petition claims where the debtors "articulate some business justification, other than the mere appeasement of major creditors"); see also In re James A. Phillips, Inc., 29 B.R. 391, 395-97 (S.D.N.Y. 1983) (authorizing, pursuant to section 363, a contractor to pay pre-petition claims of some suppliers who were potential lien claimants,

because the payments were necessary for the general contractors to release funds owed to the debtors).

41. Additionally, as highlighted above, section 105(a) of the Bankruptcy Code authorizes the Court to issue “any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” 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. at 175. Under section 105(a) of the Bankruptcy Code and the “necessity of payment” doctrine, the Court “can 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 Lehigh & New England Ry. Co., 657 F.2d 570, 581 (3d Cir. 1981) (stating the necessity of payment doctrine “teaches no more than, if payment of a claim which arose prior to reorganization is essential to the continued operation of the [business] during reorganization, payment may be authorized even if it is made out of corpus.”); In re Just for Feet, Inc., 242 B.R. 821, 825 (D. Del. 1999) (“to invoke the necessity of payment doctrine, a debtor must show that payment of the pre-petition claims is ‘critical to the debtor’s reorganization’”) (citation omitted).

42. In light of the Debtors’ chapter 11 strategy and the efforts to maximize value for the benefit of all creditors, the relief requested herein is necessary and appropriate. The success of the Debtors’ chapter 11 efforts is dependent upon, among other things, the ability to process customer credit and debit card transactions. The ability to pay Card Processing Fees, including related pre-petition amounts, is critical to the Debtors’ successful prosecution of these chapter 11 cases, as any inability on the Debtors’ part to continue to satisfy pre-petition

obligations with respect to Card Processing Fees would threaten the Debtors' ability to maximize estate value. Accordingly, the Debtors believe that the relief requested herein is warranted and a sound exercise of business judgment.

43. Finally, in chapter 11 cases in which debtors have shown that satisfying similar pre-petition obligations was critical to the success of their chapter 11 efforts, courts in this District have routinely authorized and approved the relief requested herein. See e.g., In re F & H Acquisition Corp., Case No. 13-13220 (Dec. 17, 2013) (KG) (first-day order authorizing the debtors to pay pre-petition processing fees related to the debtors' cash management system, including credit card processing fees); In re Perkins & Marie Callender's Inc., Case No. 11-11795 (June 14, 2011) (KG) (same).

44. In light of the foregoing, the Debtors submit that the relief requested herein with respect to Card Processing Fees is necessary, prudent and in the best interests of their estates and creditors and should therefore be granted.

D. The Court Should Waive the Deposit Requirements of Section 345(b) of the Bankruptcy Code on an Interim Basis

45. The Debtors request that the Court waive the requirements of section 345(b) of the Bankruptcy Code on an interim basis and permit them to maintain their deposits in their accounts in accordance with their existing deposit practices until such time as the Debtors obtain the Court's approval to deviate from the guidelines imposed under section 345(b) of the Bankruptcy Code on a final basis, to the extent necessary.

46. Section 345(a) of the Bankruptcy Code authorizes deposits or investments of money of a bankruptcy estate, such as cash, in a manner that 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). For deposits or investments that are not "insured or

guaranteed by the United States or by a department agent or instrumentality of the United States or backed by the full faith and credit of the United States,” section 345(b) of the Bankruptcy Code provides that the estate must require from the entity with which the money is deposited or invested a bond in favor of the United States secured by the undertaking of an adequate corporate surety. 11 U.S.C. § 345(b).

47. A court may, however, relieve a debtor in possession of the restrictions imposed by section 345(b) of the Bankruptcy Code for “cause.” 11 U.S.C. § 345(b). Local Rule 2015-2(b) provides that if a motion for a waiver of the restrictions imposed by section 345(b) “is filed on the first day of a chapter 11 case in which there are more than 200 creditors, the Court may grant an interim waiver until a hearing on the debtor’s motion can be held.” Del. Bankr. L. R. 2015-2(b). As this Motion is being filed on the Petition Date and the Debtors have in excess of 200 creditors, the Debtors request that the Court enter an order waiving, on an interim basis, for a period of sixty (60) days from the Petition Date, the requirements of section 345(b) of the Bankruptcy Code.

48. The Debtors believe that they are in substantial compliance with the requirements of section 345(b) of the Bankruptcy Code because most, if not all, of the Bank Accounts are maintained at U.S. Trustee-approved depository institutions. Nevertheless, out of an abundance, the Debtors request an interim waiver of the requirements of section 345(b) of the Bankruptcy Code to the extent such requirements are inconsistent with the Debtors’ current practices. Given the complexity of the Debtors’ Cash Management System and the relative security of the Cash Management System, the Debtors submit that cause exists to grant an interim waiver of the requirements of section 345(b) in the manner requested herein.

49. Finally, the Debtors submit that relief similar to that requested herein is routinely approved in chapter 11 cases in this District. See, e.g., Source Home Entertainment, LLC, Case No. 14-11553 (KG) (June 24, 2014); Natrol, Inc., Case No. 14-11446 (BLS) (June 23, 2014); In re Orchard Supply Hardware Stores Corp., Case No. 13-11565 (CSS) (June 18, 2013).

E. The Court Should Provide Administrative Priority Status to Post-Petition Intercompany Claims

50. To facilitate operations, the Debtors engage in intercompany transactions and transfers (collectively, the “**Intercompany Transfers**”). The Intercompany Transfers may result in intercompany receivables and payables (collectively, the “**Intercompany Claims**”).

51. To ensure that each individual Debtor will not, at the expense of its own creditors, fund the operations of an affiliated entity, the Debtors respectfully request that the Court, pursuant to section 503(b)(1) of the Bankruptcy Code, authorize the Debtors to treat Intercompany Claims arising after the Petition Date in the ordinary course of business as administrative expenses. If the Court authorizes the Debtors to treat Intercompany Claims as administrative expenses, then each entity utilizing funds flowing through the Cash Management System and receiving services through intercompany arrangements should continue to bear the ultimate repayment responsibility for such ordinary course transactions and their related share of the cost of services provided.

52. The Debtors track all fund transfers and can ascertain, trace, and account for the Intercompany Transfers as needed. If the Intercompany Transfers were to be discontinued, the Cash Management System and the Debtors’ operations could be unnecessarily disrupted to the detriment of the Debtors and their creditors and other stakeholders.

53. For the foregoing reasons, the Debtors believe that granting the relief requested herein is appropriate and in the best interests of their estates and creditors.

SATISFACTION OF BANKRUPTCY RULE 6003(b)

54. Pursuant to Bankruptcy Rule 6003(b), any motion seeking to use property of the estate pursuant to section 363 of the Bankruptcy Code or to satisfy prepetition claims within twenty-one days of the Petition Date requires the Debtors to demonstrate that such relief “is necessary to avoid immediate and irreparable harm.” As set forth throughout this Motion, any disruption of the current Cash Management System would substantially diminish or impair the Debtors’ efforts in these chapter 11 cases to preserve and maximize the value of their estates. Furthermore, there is no question that the Debtors’ failure to pay or otherwise satisfy Card Processing Fees would likely result in immediate and irreparable harm to the Debtors’ business operations and customer relations, as a significant portion of the Debtors’ revenues are generated from credit and debit card transactions.

55. For this reason and those set forth above, the Debtors respectfully submit that Bankruptcy Rule 6003(b) has been satisfied and the relief requested herein is necessary to avoid immediate and irreparable harm to the Debtors and their estates.

WAIVER OF STAY UNDER BANKRUPTCY RULE 6004(h)

56. Pursuant to Bankruptcy Rule 6004(h), “[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” Fed. R. Bankr. P. 6004(h). As set forth throughout this Motion, any disruption in the current Cash Management System would be detrimental to the Debtors, their estates and creditors, and would impair the Debtors’ ability to optimize their business performance at this critical time as they begin the chapter 11 process.

57. For this reason and those set forth above, the Debtors submit that ample cause exists to justify a waiver of the fourteen day stay imposed by Bankruptcy Rule 6004(h), to the extent applicable to the Proposed Order.

RESERVATION OF RIGHTS

58. Nothing in the Proposed Order or this Motion (i) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors, (ii) shall impair, prejudice, waive or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority or amount of any claim against the Debtors and their estates, or (iii) shall be construed as a promise to pay a claim.

NOTICE

59. Notice of this Motion has been provided to: (i) the U.S. Trustee; (ii) the Office of the United States Attorney for the District of Delaware; (iii) the Internal Revenue Service; (iv) the Debtors' thirty (30) largest unsecured creditors; (v) counsel to the First Lien Agent; (vi) the New Jersey Casino Control Commission; and (vii) the New Jersey Division of Gaming Enforcement. Notice of this Motion and any order entered hereon will be served in accordance with Local Rule 9013-1(m). In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

NO PRIOR REQUEST

60. The Debtors have not previously sought the relief requested herein from this or any other Court.

CONCLUSION

WHEREFORE, the Debtors request entry of the Proposed Order, granting the relief requested herein and such other and further relief as is just and proper.

Dated: September 9, 2014
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Robert F. Poppiti, Jr.

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*Proposed Counsel for the Debtors
and Debtors in Possession*

EXHIBIT A

Bank Accounts

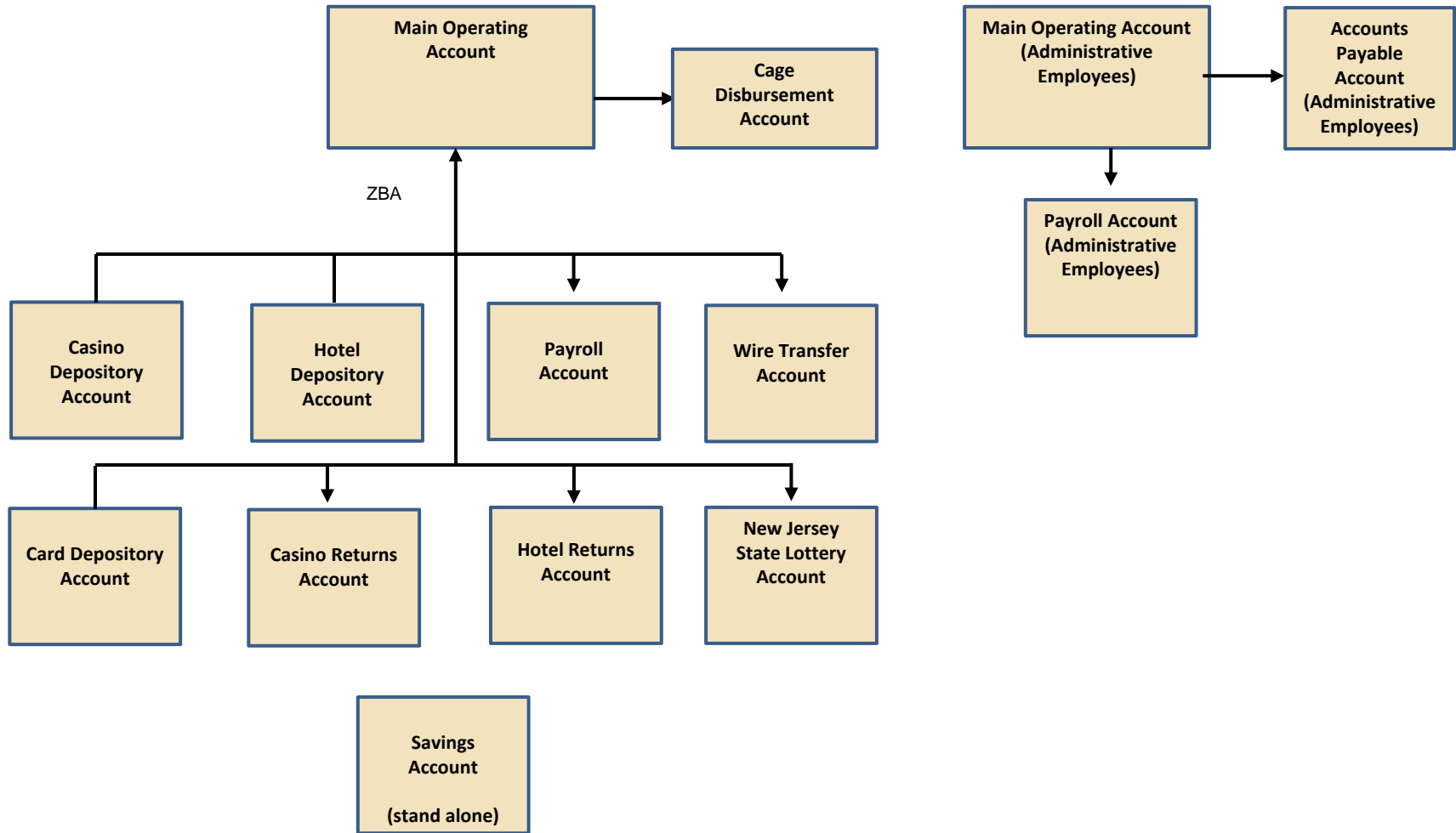
<u>Debtor</u>	<u>Cash Management Bank</u>	<u>Last Four Digits of Account Number</u>	<u>Account Type</u>
Trump Taj Mahal Associates, LLC	TD Bank	0151	Savings
Trump Taj Mahal Associates, LLC	TD Bank	9395	Main Operating
Trump Taj Mahal Associates, LLC	TD Bank	2923	Disbursement (Payroll)
Trump Taj Mahal Associates, LLC	TD Bank	2915	Disbursement (Cage)
Trump Taj Mahal Associates, LLC	TD Bank	9379	Disbursement (Wire Transfer)
Trump Taj Mahal Associates, LLC	TD Bank	9296	Depository (Casino)
Trump Taj Mahal Associates, LLC	TD Bank	9320	Depository (Hotel)
Trump Taj Mahal Associates, LLC	TD Bank	9312	Card Depository
Trump Taj Mahal Associates, LLC	TD Bank	9346	Disbursement (Casino Returns)
Trump Taj Mahal Associates, LLC	TD Bank	9338	Disbursement (Hotel Returns)
Trump Taj Mahal Associates, LLC	TD Bank	9361	Disbursement (New Jersey State Lottery)
Trump Taj Mahal Associates, LLC	BofA	3572	Online Gaming (Online Players)
Trump Taj Mahal Associates, LLC	BofA	3608	Online Gaming (Incoming ACH and Credit Card)
Trump Taj Mahal Associates, LLC	BofA	3611	Online Gaming (Players Disbursement)
Trump Taj Mahal Associates, LLC	BofA	3585	Online Gaming (Revenue)
Trump Taj Mahal Associates, LLC	BofA	3598	Online Gaming (Incoming Wires and Checks)
Trump Taj Mahal Associates, LLC	TD Bank	2998	Disbursement (Accounts Payable/Administrative Employees)
Trump Taj Mahal Associates, LLC	TD Bank	9635	Main Operating (Administrative Employees)
Trump Taj Mahal Associates, LLC	TD Bank	3004	Disbursement (Payroll/Administrative Employees)
Trump Plaza Associates, LLC	TD Bank	9502	Main Operating
Trump Plaza Associates, LLC	TD Bank	2956	Disbursement (Payroll)
Trump Plaza Associates, LLC	TD Bank	2949	Disbursement (Cage)
Trump Plaza Associates, LLC	TD Bank	9411	Depository (Casino)
Trump Plaza Associates, LLC	TD Bank	9429	Depository (Hotel)
Trump Plaza Associates, LLC	TD Bank	9437	Card Depository
Trump Plaza Associates, LLC	TD Bank	9445	Depository (Telecheck)

<u>Debtor</u>	<u>Cash Management Bank</u>	<u>Last Four Digits of Account Number</u>	<u>Account Type</u>
Trump Plaza Associates, LLC	TD Bank	9494	Disbursement (Telecheck Returns)
Trump Plaza Associates, LLC	TD Bank	9460	Disbursement (Casino Returns)
Trump Plaza Associates, LLC	TD Bank	9452	Disbursement (Hotel Returns)
Trump Taj Mahal Associates, LLC	BofA	3527	Online Gaming (Online Players)
Trump Taj Mahal Associates, LLC	BofA	3556	Online Gaming (Incoming ACH and Credit Card)
Trump Taj Mahal Associates, LLC	BofA	3569	Online Gaming (Players Disbursement)
Trump Taj Mahal Associates, LLC	BofA	3530	Online Gaming (Revenue)
Trump Taj Mahal Associates, LLC	BofA	3543	Online Gaming (Incoming Wires and Checks)
Trump Entertainment Resorts, Holdings, L.P.	TD Bank	9908	Savings
Trump Entertainment Resorts, Holdings, L.P.	TD Bank	8880	Main Operating (Disbursement/General)
Trump Entertainment Resorts, Holdings, L.P.	TD Bank	7220	Disbursement (Payroll)
Trump Entertainment Resorts, Holdings, L.P.	CSFB	0363	Investment
Trump Entertainment Resorts, Inc.	U.S. Bank	3724	Cash Collateral Account Related to Workers' Compensation Program
Trump Entertainment Resorts, Inc.	U.S. Bank	3723	Cash Collateral Account Related to Workers' Compensation Program
Trump Marina Associates, LLC	TD Bank	9619	Main Operating

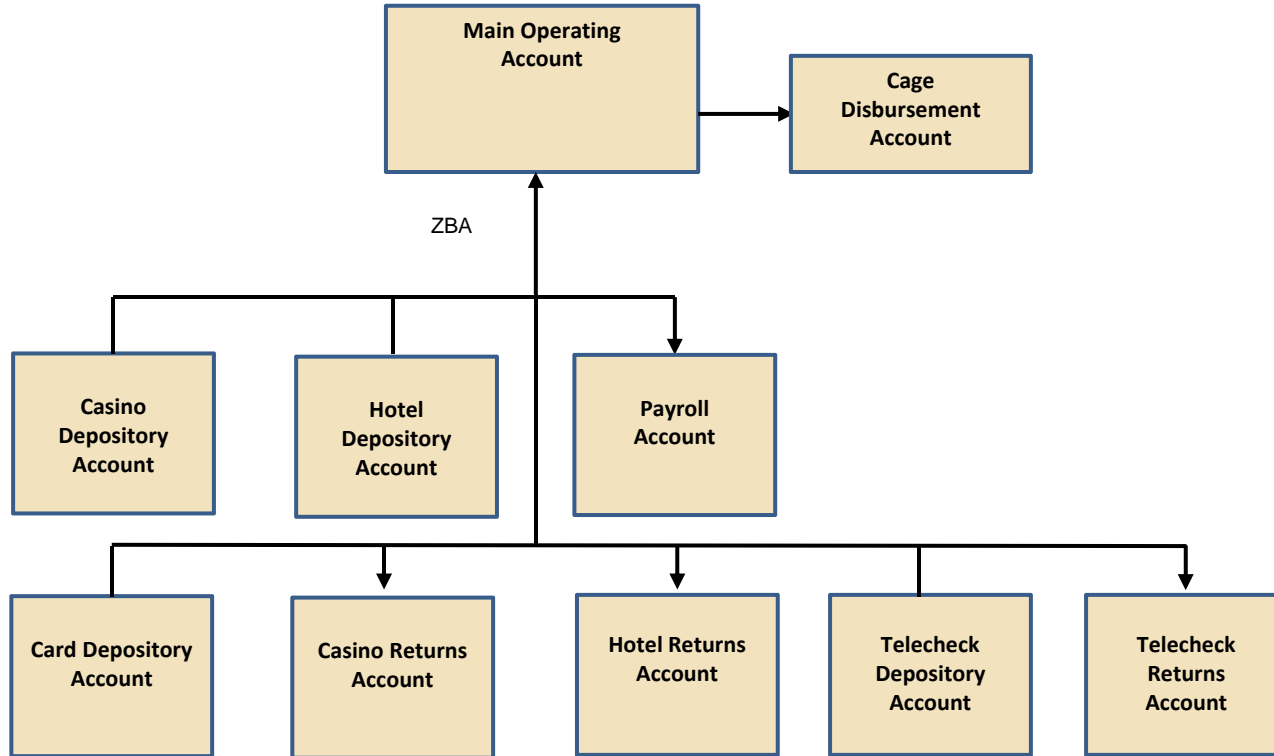
EXHIBIT B

Diagrams of Cash Management System for the Hotel Properties and TER Holdings

Trump Taj Mahal Associates, LLC



Trump Plaza Associates, LLC



Trump Entertainment Resorts Holdings, L.P.

Stand Alone Accounts

Savings Account

Main Operating Account

Payroll Account

Investment Account

EXHIBIT C

Diagram of Online Gaming Accounts

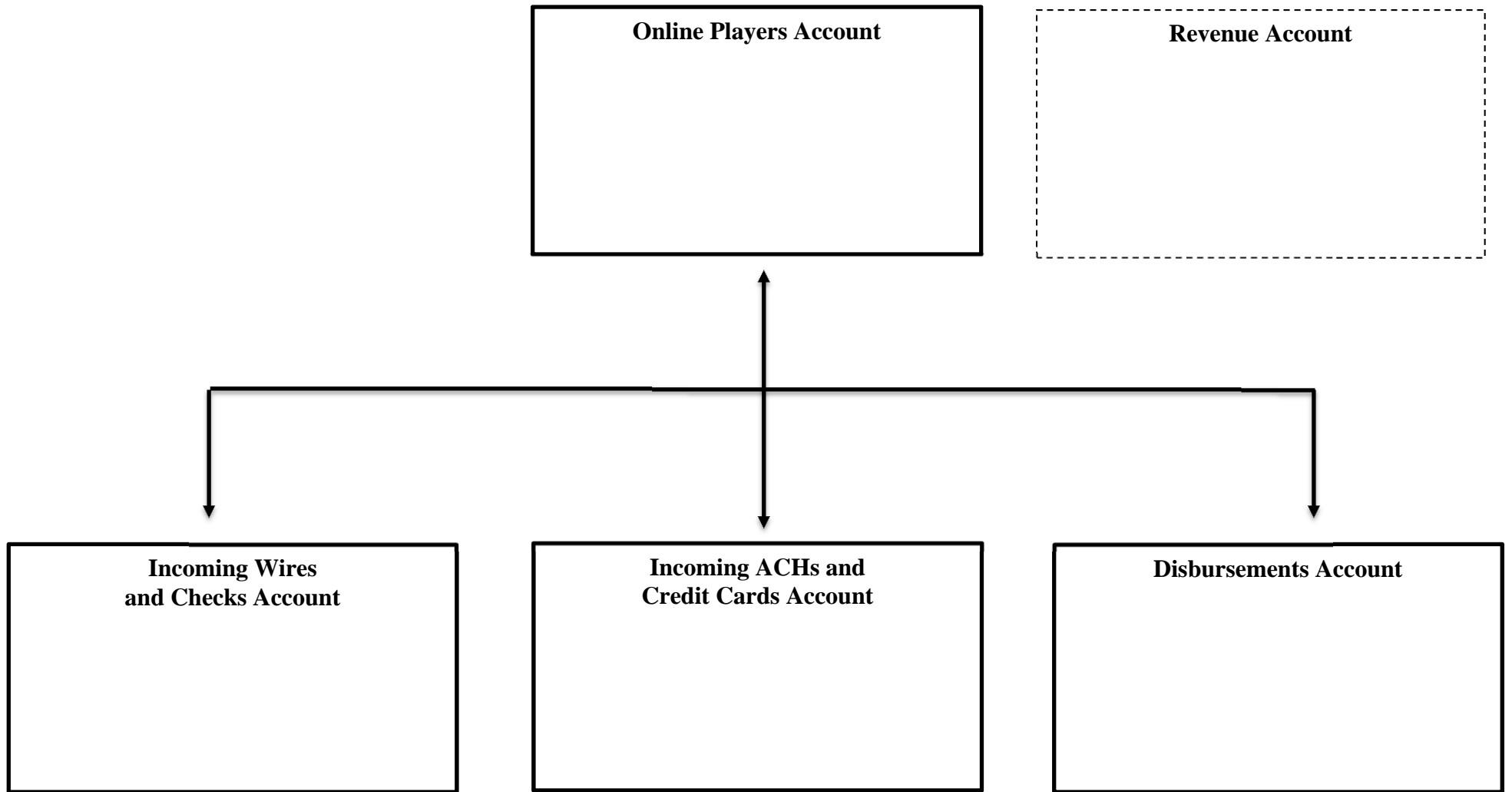


EXHIBIT D

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	-----X	
	:	
	:	
In re:	:	Chapter 11
	:	
TRUMP ENTERTAINMENT RESORTS, INC., et al.,¹	:	Case No. 14-12103 (___)
	:	
Debtors.	:	Jointly Administered
	:	
	:	Ref. Docket No. ___
	-----X	

**ORDER, PURSUANT TO SECTIONS 105(a), 345, 363, 1107(a) AND 1108 OF
THE BANKRUPTCY CODE, BANKRUPTCY RULE 2015, AND LOCAL
RULE 2015-2, (I) AUTHORIZING AND APPROVING CONTINUED USE OF
CASH MANAGEMENT SYSTEM, (II) AUTHORIZING USE OF PREPETITION
BANK ACCOUNTS AND BUSINESS FORMS, (III) AUTHORIZING PAYMENTS OF
PREPETITION COSTS AND FEES ASSOCIATED WITH CUSTOMER CREDIT
AND DEBIT CARD TRANSACTIONS, (IV) WAIVING THE REQUIREMENTS OF
SECTION 345(b) ON AN INTERIM BASIS, (V) GRANTING ADMINISTRATIVE
EXPENSE STATUS TO POST-PETITION INTERCOMPANY CLAIMS, AND
(VI) GRANTING CERTAIN RELATED RELIEF**

Upon consideration of the motion (the “**Motion**”)² of Trump Entertainment Resorts, Inc. and its above-captioned affiliated debtors and debtors in possession (collectively, the “**Debtors**”) for the entry of an order, pursuant to sections 105(a), 345, 363, 1107(a) and 1108 of the Bankruptcy Code, Bankruptcy Rule 2015 and Local Rule 2015-2, (i) authorizing and approving the Debtors’ continued use of their Cash Management System, (ii) granting the Debtors a waiver of the U.S. Trustee Guidelines, (iii) authorizing, but not directing, the Debtors, in their sole discretion, to pay or otherwise satisfy prepetition Card

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Trump Entertainment Resorts, Inc. (8402), Trump Entertainment Resorts Holdings, L.P. (8407), Trump Plaza Associates, LLC (1643), Trump Marina Associates, LLC (8426), Trump Taj Mahal Associates, LLC (6368), Trump Entertainment Resorts Development Company, LLC (2230), TER Development Co., LLC (0425) and TERH LP Inc. (1184). The mailing address for each of the Debtors is 1000 Boardwalk at Virginia Avenue, Atlantic City, NJ 08401.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Processing Fees, (iv) waiving the requirements of section 345(b) of the Bankruptcy Code with respect to the Debtors' deposit practices on an interim basis, (v) granting administrative expense status to post-petition intercompany claims, and (vi) granting certain related relief; and upon consideration of the Motion and all pleadings related thereto, including the First Day Declaration; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that the Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtors, their estates, and creditors; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized in the reasonable exercise of their business judgment, to: (i) designate, maintain, and continue to use, with the same account numbers, all of their bank accounts in existence on the Petition Date (collectively, the "**Bank Accounts**"), including, without limitation, those bank accounts identified on Exhibit B to the Motion; (ii) use, in their present form, any and all checks and other documents related to the Bank Accounts; and (iii) treat the Bank Accounts for all purposes as accounts of the Debtors as debtors-in-possession and to maintain and continue using these accounts in the same manner and with the same account numbers, styles, and document forms as used prior to the Petition Date.

3. The Debtors are authorized, but not directed, in their discretion, to pay or otherwise satisfy (including, without limitation, through setoffs and recoupments) pre-petition Card Processing Fees and any related pre-petition obligations up to an aggregate amount of \$85,000.

4. The Processors may assert pre-petition chargebacks against post-petition deposits to the Debtors' Card Depository Accounts.

5. The Debtors are authorized, but not directed, in their discretion, to pay or otherwise satisfy pre-petition fees and obligations owed to Garda up to an aggregate amount of \$7,500.

6. The Cash Management Banks participating in the Cash Management System are hereby authorized to continue to service and administer all of the Bank Accounts as accounts of the Debtors as debtors-in-possession without interruption and in the ordinary course in a manner consistent with any agreements between the Cash Management Banks and the Debtors that existed prior to the Petition Date, and to receive, process, honor, and pay any and all checks, drafts, wires, or other electronic transfer requests issued, payable through, or drawn on, such Bank Accounts after the Petition Date by the holders or makers thereof or other parties entitled to issue instructions with respect thereto, as the case may be; provided, however, that any such checks, drafts, wires, or other electronic transfer requests issued by the Debtors before the Petition Date may be honored by any Cash Management Bank only if specifically authorized by order of this Court.

7. Except for those that comply with an order of this Court authorizing payment of certain prepetition claims, no checks, drafts, wires, or other electronic transfer requests drawn, issued, or requested on the Bank Accounts before the Petition Date but

presented for payment after the Petition Date shall be honored or paid.

8. The operation of the Cash Management System in accordance with the Debtors' normal and customary practice is adequate and sufficient and may be continued on and after the Petition Date.

9. The Cash Management Banks participating in the Cash Management System shall not be liable to the Debtors or to their estates for honoring a prepetition check or other item drawn on any account that is the subject of this Order (a) at the direction of the Debtors, (b) in a good faith belief that this Court has authorized such prepetition check or item to be honored, or (c) as a result of an innocent mistake made despite implementation of reasonable item handling procedures.

10. The Debtors are authorized to continue to use all their correspondence and business forms (including, without limitation, checks, invoices, letterhead, stationary, purchase orders, and casino markers chips) existing immediately before the Petition Date without reference to the Debtors' status as debtors-in-possession; provided, however, that upon the depletion of any pre-printed check stock and other business forms, the Debtors will obtain new check stock and business forms reflecting their status as debtors-in-possession; provided further, however, that with respect to checks which the Debtors or their agents print themselves, the Debtors shall begin printing "Debtor-in-Possession" or "DIP" on such items within ten (10) days of the date of the entry of this Order.

11. Nothing contained herein shall prevent the Debtors from opening any new bank accounts or closing any of the Bank Accounts as the Debtors may deem necessary and appropriate; provided, however, that prior to opening any new bank accounts or closing any of the Bank Accounts, the Debtors shall provide notice of the Debtors' intentions with

respect thereto, as soon as reasonably practicable, to (i) the U.S. Trustee, (ii) counsel to the First Lien Agent and (iii) counsel for any official committee appointed in these cases; provided further, however, that the Debtors shall only open any such new bank accounts at banks that have executed a Uniform Depository Agreement (a “UDA”) with the U.S. Trustee, or at such banks that are willing to promptly execute such an agreement.

12. With regard to the Cash Management Banks that are party to a UDA with the U.S. Trustee, within fifteen (15) days from the date of the entry of this Order, the Debtors shall (a) contact each bank, (b) provide each bank with each of the Debtors’ employer identification numbers, and (c) identify each of their Bank Accounts held at such banks as being held by a debtor-in-possession.

13. With regard to the Cash Management Banks that are not a party to a UDA with the U.S. Trustee, within sixty (60) days from the date of the entry of this Order, the Debtors shall use their good-faith efforts to cause the bank to execute a UDA in a form prescribed by the U.S. Trustee. The U.S. Trustee’s rights to seek further relief from this Court on notice in the event that the aforementioned banks are unwilling to execute a UDA in a form prescribed by the U.S. Trustee are fully reserved.

14. The requirements of section 345(b) of the Bankruptcy Code are waived on an interim basis for a period of sixty (60) days from the Petition Date, such that the Debtors are hereby permitted to maintain their deposits in their Bank Accounts in accordance with their existing deposit practices. This Order shall be without prejudice to the Debtors’ rights to seek a further interim waiver from this Court of such requirements or to seek approval from this Court to deviate from such requirements on a final basis.

15. The Cash Management Banks are hereby authorized to debit from the

Bank Accounts ordinary course of business bank fees and charges without further order of this Court, provided that such fees and charges are authorized under the applicable account agreement with the Debtors, and provided further that nothing set forth herein shall authorize any of the Cash Management Banks to debit any claim or charges not in the ordinary course of business and not permitted under the applicable account agreements.

16. Within five (5) business days from the date of the entry of this Order, the Debtors shall (i) serve a copy of this Order on each Cash Management Bank and (ii) request that each Cash Management Bank internally code each of the Bank Accounts as “debtor-in-possession” accounts.

17. The Debtors are authorized on and after the Petition Date to engage in Intercompany Transfers in a manner consistent with their practices prior to the Petition Date; provided, however, that the Debtors may not make any intercompany transfers to non-debtor affiliates or subsidiaries absent further order of this Court. Intercompany Claims are hereby granted administrative expense status pursuant to section 503(b)(1) of the Bankruptcy Code.

18. The Debtors shall, in the ordinary course of business, maintain accurate and detailed records of all transfers, including Intercompany Transfers, so that all transactions may be readily ascertained, traced, recorded properly, and distinguished between pre-petition and post-petition transactions.

19. Nothing in this Order (a) is intended or shall be deemed to constitute an assumption of any agreement pursuant to section 365 of the Bankruptcy Code or an admission as to the validity of any claim against the Debtors, (b) shall impair, prejudice, waive, or otherwise affect the rights of the Debtors and their estates with respect to the validity, priority, or amount of any claim against the Debtors and their estates, or (c) shall be

construed as a promise to pay a claim.

20. Notwithstanding the Debtors' authorized use of a consolidated cash management system, the Debtors shall calculate quarterly fees under 28 U.S.C. § 1930(a)(6) based on the disbursements of each particular Debtor, regardless of which Debtor remits payment for those disbursements.

21. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

22. The requirements of Bankruptcy Rule 6003(b) are satisfied.

23. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

24. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: September _____, 2014
Wilmington, Delaware

United States Bankruptcy Judge