

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
:
:
:
In re: : **Chapter 11**
:
:
TRUMP ENTERTAINMENT RESORTS, : **Case No. 14-12103 (KG)**
INC., et al.,¹ :
:
: **Jointly Administered**
:
: **Debtors.** : **Ref. Docket No. 10**
:
:
-----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, within three (3) days, 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.

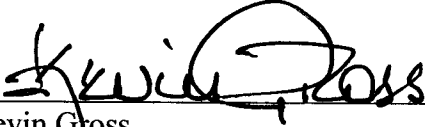
21. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted herein.

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 10, 2014
Wilmington, Delaware



Kevin Gross
United States Bankruptcy Judge