

EXHIBIT "A"

BLANK ROME LLP
The Chrysler Building
405 Lexington Avenue
New York, New York 10174
(212) 885-5000
Marc E. Richards (MR 9465)
Andrew B. Eckstein (AE 6142)

Proposed Attorneys for Official
Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X

In re:

Chapter 9

NEW YORK CITY OFF-TRACK
BETTING CORPORATION,

Case No. 09-17121 (MG)

Debtor.

----- X

**AFFIDAVIT OF MARC E. RICHARDS AND DISCLOSURE STATEMENT
OF BLANK ROME LLP IN SUPPORT OF APPLICATION FOR ORDER
APPROVING RETENTION OF BLANK ROME LLP AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.:

MARC E. RICHARDS, being duly sworn, deposes and says:

1. I am a member of the firm of Blank Rome LLP ("Blank Rome") which maintains offices for the practice of law in New York at 405 Lexington Avenue, New York, New York 10174. I am admitted to practice law in the State of New York and in the United States District Court for the Southern and Eastern Districts of New York. I submit this affidavit in support of the accompanying Application (the "Application") for an Order Approving the

Retention of Blank Rome as Counsel to the Official Committee of Unsecured Creditors (the "Committee") in this Chapter 9 case.

2. At a meeting of the Committee held on April 22, 2010 in New York, the Committee voted to employ and retain Blank Rome as counsel to the Committee to perform services and give such advice as may be necessary and desirable for the equitable and orderly conduct of this Chapter 9 case on behalf of the Committee. The services to be rendered by Blank Rome on behalf of the Committee are set forth in the Application, which is incorporated herein by reference.

3. Blank Rome has conducted a conflict check of the parties named and identified in the Debtor's petition and initial pleadings purportedly reflecting the identity of the Debtor, its interest holders, a consolidated list of its 20 unsecured creditors, a consolidated list of its secured creditors, its current professionals, its current and prior members, directors and officers, its law firms and its insurance carriers.

4. Insofar as I have been able to ascertain, neither I, nor Blank Rome, nor any member, counsel or associate thereof, has any connection with the Debtor, its creditors or interest holders, or any party in interest herein, except that Blank Rome previously has represented, currently represents and may represent in the future the entities described below (or their affiliates), in matters totally unrelated to the Debtor:

(a) Blank Rome represents Nassau Regional Off-Track Betting Corporation in the following two separate actions both of which are pending in the New York State Supreme Court, Nassau County and neither of which involve the Debtor or this case: (i) Nassau Regional Off-Track Betting Corporation v. The New York Racing Association, Inc. and Charles Hayward, Index No. 11310/09

and (ii) The New York Racing Association, Inc. and Charles Hayward v. Nassau Regional Off-Track Betting Corporation, Dino Amoroso, Scientific Games LLC and Roberts Communications LLC, Index No. 21993/09. Blank Rome may continue its representation of Nassau Regional Off-Track Betting Corporation or its affiliates, but has not and will not represent any of them in any matter relating to the Debtor or this Chapter 9 case.

5. In addition, Blank Rome may have in the past represented, may currently represent and may in the future represent such individual creditors or their affiliates in matters unrelated to the Debtor. Blank Rome may continue its representation of such parties or their affiliates, but has not and will not represent any of them in any matter relating to the Debtor or this Chapter 9 case.

6. As part of its practice, Blank Rome appears in cases, proceedings, and transactions involving different attorneys, accountants, financial consultants and investment bankers, some of whom now or may in the future represent the Debtor, creditors and other parties in interest in the Debtor's Chapter 9 case. In addition, Blank Rome represents thousands of clients, some of whom may be creditors of this Debtor. Blank Rome has not and will not, however, represent any of the entities referred to in this paragraph in connection with the Debtor's Chapter 9 case.

7. Blank Rome is currently unaware of any other representations that it has which may impede or interfere with its ability to fully, completely and in a disinterested manner represent the Committee in all respects. Nevertheless, in the event that any issue may arise which would cause the Debtor to be adverse to any of Blank Rome's clients such that it would not be appropriate for Blank Rome to represent the Committee with respect to such matters, the

Committee, the Court and the United States Trustee will be made so aware in order that arrangements may be made for another firm to represent the Committee with respect to such matters.

8. Based on the foregoing, there exists no situation which would affect, or appear to affect, Blank Rome's status as a "disinterested" person within the meaning of §§ 101(14) of the Bankruptcy Code.

9. Blank Rome has agreed to charge, subject to this Court's approval in accordance the Bankruptcy Code, Blank Rome's customary hourly rates and its customary reimbursements as charged to its bankruptcy and non-bankruptcy clients. At present, subject to periodic revisions in accordance with our firm's general billing procedures, the range of hourly billing rates for partners and counsel of Blank Rome is \$400 - \$815, the range of hourly billing rates for associates is \$255 - \$500, and the range of hourly billing rates for legal assistants, law clerks and paraprofessionals is \$105 - \$290. I shall serve as lead partner at Blank Rome with respect to this case, and will be assisted by Andrew B. Eckstein. In addition, Dwayne M. Andrews of Blank Rome's government relations group will be assisting in this matter. My current hourly rate is \$725. Andrew B. Eckstein's hourly rate is \$685. Dwayne M. Andrews' hourly rate is \$460. Blank Rome's rates are competitive with those charged by other firms in New York for services comparable to those to be provided by Blank Rome on behalf of the Committee and are subject to adjustment by the firm from time to time.

10. Blank Rome has further advised the Committee that, consistent with Blank Rome's practice with respect to its other clients, it will also charge for other services rendered in these matters including, but not limited to, long distance telephone, facsimile, photocopying, travel, business meals, computerized research, messengers, couriers, postage and other fees and

expenses. Blank Rome believes that the failure to charge these expenses would require the firm to increase its hourly rates.

11. Blank Rome shall seek Court approval for the payment of all compensation for services rendered and expenses incurred by Blank Rome on behalf of the Committee in this case pursuant to the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the United States Trustee's Guidelines For Fees and Disbursements issued by the United States Trustee, and such other procedures as may be fixed by order of this court.

12. No agreement or understanding in any form exists to share any compensation received by Blank Rome for its services to the Committee with any other person or firm, other than as permitted by the Bankruptcy Code.

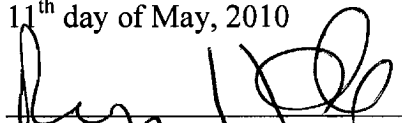
13. In light of the foregoing and to the best of my knowledge, neither I, Blank Rome, its members, counsel nor its associates hold or represent any interest materially adverse to the Debtor, its estate or the Committee in the matters upon which Blank Rome is to be engaged.

14. To the extent that Blank Rome discovers any facts bearing on matters described herein or its representation of the Committee during the period of its employment, Blank Rome will supplement the information contained in this affidavit.

15. I have read the Application accompanying this affidavit and, to the best of my knowledge, information and belief, the contents of the Application are true and correct.


MARC E. RICHARDS

Sworn to before me this
11th day of May, 2010


Notary Public

RUBY HYDE
Notary Public, State of New York
No. 01HY6040493
Qualified in Bronx County
Commission Expires April 24, 2014