

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:)	Chapter 11
)	
OTB HOLDING LLC, <i>et al.</i> , ¹)	Case No. 25-52415 (SMS)
)	
)	
Debtors.)	(Joint Administration Requested)
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**DEBTORS' EMERGENCY MOTION FOR ENTRY OF INTERIM AND FINAL
ORDERS (I) AUTHORIZING CONTINUED USE OF PREPETITION BANK
ACCOUNTS, CASH MANAGEMENT SYSTEM, FORMS, AND BOOKS AND
RECORDS AND (II) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this *Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Continued Use of Prepetition Bank Accounts, Cash Management System, Forms, and Books and Records and (II) Granting Related Relief* (the “Motion”). In support of this Motion, the Debtors respectfully represent as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over these cases and this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409(a).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: OTB Holding LLC (3213), OTB Acquisition LLC (8500), OTB Acquisition of New Jersey LLC (1506), OTB Acquisition of Howard County LLC (9865), Mt. Laurel Restaurant Operations LLC (5100), OTB Acquisition of Kansas LLC (9014), OTB Acquisition of Baltimore County, LLC (6963). OTB Holding LLC’s service address is One Buckhead Plaza, 3060 Peachtree Road, NW, Atlanta, GA 30305.



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2. The bases for the relief requested herein are sections 105(a), 345(b), 363, 364, 1107 and 1108 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rules 9006-2, 9013-1 and 9013-2 of the Local Rules of Practice for the United States Bankruptcy Court for the Northern District of Georgia (the “Local Rules”) and Procedure K(1) of the *Second Amended and Restated General Order 26-2019, Procedures for Complex Chapter 11 Cases*, dated February 6, 2023 (the “Complex Case Procedures”).

BACKGROUND

3. On March 4, 2025 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Georgia, Atlanta Division (the “Court”). The Debtors have continued in possession of their properties and have continued to operate and manage their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner, and no official committee has yet been established in these cases.

4. The factual background relating to the Debtors’ commencement of these cases is set forth in detail in the *Declaration of Jonathan M. Tibus in Support of Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”) filed on or about the date hereof and incorporated herein by reference.²

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

A. The Debtors' Accounts, Forms, Records and Cash Management System

5. The Debtors use a cash management system (the "Cash Management System") in the ordinary course of business which permits the efficient collection and application of funds. Prior to the commencement of these chapter 11 cases, and in the ordinary course of business, the Debtors maintained seventeen (17) bank accounts (collectively, the "Bank Accounts"). A list of the Bank Accounts is attached hereto as **Exhibit A**.

6. The Debtors' Cash Management System is primarily maintained at CrossFirst Bank ("CrossFirst"). In addition, the Debtors maintain six (6) additional accounts at Bank of America, N.A. ("Bank of America") that, among other purposes, serve as the depository accounts for ten (10) of the Debtors' stores. A chart that illustrates how the Debtors' cash flow system operates at both CrossFirst and Bank of America is attached hereto as **Exhibit B**.

7. A summary of the Debtors' Cash Management System and the Bank Accounts is contained below:

a. Centralized Depository Accounts: The Debtors maintain four centralized depository accounts – two at CrossFirst with account numbers ending in 9413 and 9889, respectively (the "CrossFirst Centralized Depository Accounts"), and two centralized depository accounts at Bank of America with account numbers ending in 7427 and 7430, respectively (the "Bank of America Centralized Depository Accounts," and together with the CrossFirst Centralized Depository Account, the "Centralized Depository Accounts") into which all funds in the form of cash or check are deposited by Stores through armored car pick one time per week and credit card and other electronic payment deposits are deposited daily. Each of these are zero balance accounts. All funds in the Centralized Depository Account are swept to the applicable Concentration Account (as defined below) on a daily basis.

b. Concentration Accounts: The Debtors maintain one operating account at CrossFirst with account number ending in 8043 (the "CrossFirst Concentration Account") and one operating account at Bank of America with account number ending in 7443 (the "Bank of America Concentration Account," and together with the CrossFirst Concentration Account, the "Concentration Accounts"). Approximately sixty percent (60%) of the Debtors' receipts are deposited directly into the CrossFirst Concentration Account. Of the remaining revenues, the majority are deposited into one of the CrossFirst Centralized Depository Accounts and swept daily

into the CrossFirst Concentration Account. However, the revenues for ten (10) stores are initially deposited into one of the Bank of America Depository Accounts are swept daily into the Bank of America Concentration Account. Funds are transferred out of the Concentration Accounts, as needed, to fund nearly all of the Debtors' disbursements. The funds in the Bank of America Concentration Account are only used to pay vault orders from one of the Bank of America Centralized Depository Accounts (#7430), liquor costs and bank fees. When the cash reserve in the Bank of America Concentration Account exceeds the anticipated needs for payment of such expenses, the Debtors manually transfer the excess funds into the CrossFirst Concentration Account.

c. CrossFirst Disbursement Accounts: The vast majority of disbursements (other than payroll and real and personal property taxes) are generally made out of two disbursement accounts at CrossFirst with account numbers ending in 3533 and 8675, respectively (the "CrossFirst Disbursement Accounts"). The funds needed for disbursement are swept daily from the CrossFirst Concentration Account to the appropriate CrossFirst Disbursement Account and thereafter disbursed to cover accounts payable (other than payroll and real and personal property taxes). One of the CrossFirst Disbursement Accounts disburses via check only and the other CrossFirst Disbursement Account disburses via wire, ACH, or other electronic payments.

d. Bank of America Disbursement Account. The Debtors maintain one operational disbursement account at Bank of America with account number ending in 2463 (the "Bank of America Disbursement Account"). The Bank of America Disbursement Account is a checking account that is used to pay cash on hand deliveries for all of the Debtors' stores.

e. Payroll Account: The Debtors maintain a Payroll Account with CrossFirst with account number ending in 4532 (the "Payroll Account"). The Payroll Account is a zero balance account that funds wages of the Debtors' employees. Funds in the Payroll Account are received through cash transfers from the CrossFirst Concentration Account in amounts sufficient to cover such wage obligations during a given pay period. The Debtors' payroll processor sweeps the funds in the Payroll Account prior to each pay period and processes payroll. Additionally, (i) the Internal Revenue Service and (ii) Rain Technologies Inc., the administrator for the Debtors' "Early Wage Access" program, will sweep from the Payroll Account for purposes of satisfying year-end payroll tax obligations and early wage access liabilities, respectively. Any excess funds are manually transferred back into the CrossFirst Concentration Account at the end of each pay period.

f. Miscellaneous Accounts. The Debtors also maintain the following miscellaneous accounts at CrossFirst:

- i. a disbursement account held at CrossFirst with account number ending in 5247 that is solely used to fund real and personal property taxes;

- ii. a depository account at CrossFirst with account number ending in 3587 that holds funds collected through the Debtors “OTB Better Together Fund”;³
- iii. an adequate assurance account with an account number ending in 5751 that the Debtors intend to hold funds to provide adequate assurance to the Debtors’ utility service providers;⁴ and
- iv. Four zero balance accounts held at CrossFirst and Bank of America, respectively, with account numbers ending in 3318, 2814, 0362 and 2455 that are no longer used and maintain a balance of \$0.00.

8. The Debtors’ existing Bank Accounts function smoothly and permit the efficient collections and disbursements of cash for the benefit of the Debtors and all parties in interest. The Debtors’ transition into chapter 11 will be significantly less disruptive if the Bank Accounts are maintained following the commencement of these cases with the same account numbers and, where applicable, automated relationship. The Debtors further request authority to deposit funds in and withdraw funds from all such accounts postpetition, subject to the same access rights and limitations existing prior to the Petition Date, including, but not limited to, check, wire, transfers, ACH, electronic funds transfers and other debits and to treat the Bank Accounts for all purposes as debtors in possession accounts.

B. Bank Fees

9. In the ordinary course of business, the Debtors incur periodic service charges and other fees in connection with maintaining the cash management system (collectively, the “Bank Fees”). The Debtors estimate that they owe approximately \$20,450 in unpaid Bank Fees as of the

³ The “OTB Better Together Fund” is more fully described in the *Debtor’s Emergency Motion for Entry of an Order (I) Authorizing Payment of Prepetition Wages, Payroll Taxes, Certain Employee Benefits, and Related Expenses; (II) Directing Banks to Honor Related Prepetition Transfers; and (III) Granting Related Relief*.

⁴ As of the Petition Date, the adequate assurance account had no balance as the Court has not yet entered an order approving the Debtors’ proposed adequate assurance deposit in respect of its utility service providers.

Petition Date. By this Motion, the Debtors seek the authority to continue to pay the Bank Fees, including the prepetition Bank Fees, in the ordinary course of business on a postpetition basis.

C. Credit Card Processing Fees

10. The Debtors accept credit cards at all of their restaurants. Credit card payments received at each restaurant are processed by either NCR Voyix Corporation (“NCR”) or Fiserv, Inc. (“FiServ”, and together with NCR, the “Credit Card Processors”). NCR processes all credit card transactions for in-store payments and FiServ processes all credit card transactions for catering and online ordering. The Debtors’ continued ability to honor or process credit card transactions is essential to their efforts to maintain the operation of their business and maximize value to their estates. Without this ability, the Debtors would lose the ability to conduct sales transactions in the ordinary course of business. Pursuant to the terms of the Debtors’ agreements and relationships with the Credit Card Processors, the Debtors are required to pay certain fees for credit card processing services (collectively, the “Processing Fees”). The Credit Card Processors net the Processing Fees from the credit card receipts. As a result, the Debtors do not expect any Processing Fees to be outstanding as of the Petition Date. By this Motion, the Debtors seek the authority to continue to pay the Processing Fees, including any prepetition obligations, in the ordinary course of business to avoid any interruption of the Debtors’ ability to process credit card transactions.

D. Existing Business Forms and Checks

11. In the ordinary course of business, the Debtors maintain blank check stock and use a system, which is pre-programmed by a third party, to print the Debtors’ names thereon. In addition, the Debtors maintain pre-printed correspondence and business forms, including, but not

limited to, letterhead, envelopes, promotional materials and other business forms (collectively, along with the Debtors' checks, the "Business Forms"). To minimize administrative expense and delay, pursuant to Procedure K(1) of the Complex Case Procedures, the Debtors request authority to continue to use the Business Forms substantially in the forms existing immediately prior to the Petition Date, without reference to each Debtor's "Debtor in Possession" status.

E. Requested Modification of Section 345 and Certain U.S. Trustee Guidelines

12. By this Motion, the Debtors seek a modification of the deposit guidelines set forth in section 345(b) of the Bankruptcy Code and the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Chapter 11 Trustees* (the "Guidelines") to permit the Debtors to maintain their existing Bank Accounts and Cash Management System. Section 345(b) of the Bankruptcy Code sets forth specific requirements for deposits or investments that are not "insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States ... or backed by the full faith and credit of the United States..." 11 U.S.C. § 345(b). For such deposits or investments, section 345(b) requires, from the entity with which the money is deposited or invested, a bond in favor of the United States secured by the undertaking of a surety, or, in the alternative, a deposit of securities of the kind specified in section 9303 of title 31. These requirements may be waived or modified by the Court "for cause."

13. Similarly, Guidelines are a tool to supervise the administration of chapter 11 cases and prevent postpetition payments for prepetition claims. The Guidelines require a chapter 11 debtor to, among other things: (i) close its existing books, records and bank accounts, and open new postpetition books, records and bank accounts (which must bear debtor in possession labels, and must be opened at banks approved by the U.S. Trustee); (ii) establish separate bank accounts

for operations, payment of taxes, cash collateral and payroll (to the extent that the debtor had a separate payroll account prepetition); and (iii) obtain new checks bearing the designation “Debtor in Possession,” along with additional information.

14. As depicted on **Exhibit B**, the majority of the Debtors’ Bank Accounts are maintained at CrossFirst, which is not an approved depository in compliance with section 345(b) of the Bankruptcy Code or the Guidelines. However, treasury management needs require the Debtors to maintain certain Bank Accounts with CrossFirst. The Debtors remaining accounts are held at Bank of America, which is included on the U.S. Trustee’s approved depository list and thereby complies with the approved depository requirements of section 345(b) of the Bankruptcy Code. Thus, the Debtors believe that any funds that are deposited in the Bank Accounts are secure.

15. Additionally, as explained above, the Debtors’ Bank Accounts comprise an established Cash Management System that the Debtors need to maintain in order to ensure that collections and disbursements from the Bank Accounts are not disrupted. The Debtors rely upon each of the Banks because there is not one single financial institution with branches near each of the Debtors’ restaurant locations. The Debtors will note, in their respective records, the date and times the chapter 11 petitions were filed, and the records will reflect each postpetition receipt and disbursement. Accordingly, the Debtors request that their existing accounts be deemed DIP accounts, and that their maintenance and continued use be authorized.

16. Moreover, all the Debtors’ Bank Accounts are located in the United States and are insured by the FDIC. To the extent that any of the Debtors’ Bank Accounts are located at financial institutions that are not an authorized depository, there is only one account (the CrossFirst Concentration Account) that will exceed the FDIC insurance limit of \$250,000 for more than a

twenty-four (24) hour period. Thus, the Debtors believe that any funds that are deposited in the Bank Accounts are secure, and, therefore, the Debtors are in compliance with Bankruptcy Code section 345 with respect to such Bank Account.

17. However, to the extent that the Bank Accounts do not comply with the requirements set forth in Bankruptcy Code section 345, the Debtors seek a 45-day extension to comply with Bankruptcy Code section 345(b) for “cause,” without prejudice to the Debtors’ right to seek a waiver in a final order or further extensions of time. During the extension period, the Debtors will engage in discussions with the U.S. Trustee regarding what, if any, modifications to their current practices would be appropriate under the circumstances. The Debtors believe that the benefits of the requested extension far outweigh any harm to the estates. Accordingly, the Debtors request seek a 45-day extension to comply with Bankruptcy Code section 345(b) without prejudice to the Debtors’ right to seek a waiver in a final order or further extensions of time.

RELIEF REQUESTED

18. By this Motion, the Debtors request entry of an interim and final order substantially in the form of the proposed order attached hereto as **Exhibit C** and **Exhibit D**, respectively: (a) authorizing the maintenance of Bank Accounts and continued use of existing Business Forms; (b) authorizing, but not directing, continued use of the Cash Management System; (c) modifying

certain Guidelines set forth by the U.S. Trustee and contained in Section 345(b) of the Bankruptcy Code; and (d) granting related relief.

BASIS FOR RELIEF REQUESTED

A. Approval to Maintain the Status Quo is Routinely Granted Under Bankruptcy Code Sections 105 and 363

19. Bankruptcy Code section 105(a) 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). Section 105(a) is intended “to assure the bankruptcy courts[’] power to take whatever action is appropriate or necessary in aid of the exercise of its jurisdiction.” 2-105 COLLIER ON BANKRUPTCY ¶ 105.01 (15th ed. 2015). The relief requested in this Motion is necessary to preserve business continuity and to lessen the likelihood of disruption to the Debtors’ operations and is in the best interests of the Debtors’ creditors. The Debtors respectfully submit that relief under section 105(a) is warranted under these circumstances.

20. The bankruptcy court in *In re Columbia Gas Sys., Inc.* explained that a centralized cash management system “allows efficient utilization of cash resources and recognizes the impracticabilities of maintaining separate cash accounts for the many different purposes that require cash.” 136 B.R. 930, 934 (Bankr. D. Del. 1993), *aff’d in part and rev’d in part*, 997 F.2d 1039 (3d Cir. 1993). The Third Circuit agreed, emphasizing that a requirement to maintain all accounts separately “would be a huge administrative burden and economically inefficient.” *Columbia Gas*, 997 F.2d at 1061; *see also In re Southmark Corp.*, 49 F.3d 111, 114 (5th Cir. 1995) (cash management system allows debtor “to administer more efficiently and effectively its financial operations and assets”); *In re UNR Indus., Inc.*, 46 B.R. 25, 27 (Bankr. N.D. Ill. 1984).

21. Additionally, section 363(c)(1) of the Bankruptcy Code authorizes a debtor to “use property of the estate in the ordinary course of business without notice or a hearing.” 11 U.S.C. § 363(c)(1). Section 363(c)(1) extends to a debtor’s continued use of its customary cash management system and, thus, supports the relief requested herein. *See, e.g., Amdura Nat’l Distrib. Co. v. Amdura Corp. (In re Amdura Corp.)*, 75 F.3d 1447, 1453 (10th Cir. 1996); *Charter Co. v. Prudential Ins. Co. Am. (In re Charter Co.)*, 778 F.2d 617, 621 (11th Cir. 1985) (indicating that an order authorizing the debtor to employ a cash management system that was “usual and customary in the past” was “entirely consistent” with section 363(c)(1)).

22. In other cases in this District, this Court has granted relief substantially similar to that requested in this Motion. *See, e.g., In re Jack Cooper Ventures, Inc.*, Case No. 19-62393 (PWB) (Bankr. N.D. Ga. Sept. 3, 2019) [Docket No. 215]; *In re Beaulieu Group, LLC*, Case No. 17-41677 (MGD) (Bankr. N.D. Ga. July 18, 2017) [Docket No. 34]; *In re AstroTurf, LLC*, Case No. 16-41504 (MGD) (Bankr. N.D. Ga. June 30, 2016) [Docket No. 34]; *In re S. Reg’l Health Sys., Inc.*, Case No. 15-64266 (WLH) (Bankr. N.D. Ga. Aug. 11, 2015) [Docket No. 67]; *In re Cagle’s, Inc.*, Case No. 11-80202 (JB) (Bankr. N.D. Ga. Oct. 20, 2011) [Docket No. 31]; *In re AtheroGenics, Inc.*, Case No. 08-78200 (JEM) (Bankr. N.D. Ga. Oct. 16, 2008) [Docket No. 54]; *In re Centennial HealthCare Corp.*, Case No. 02-74974 (JEM) (Bankr. N.D. Ga. Dec. 24, 2002) [Docket No. 43]; *In re The New Power Co.*, Case No. 02-10835 (WHD) (Bankr. N.D. Ga. June 17, 2002) [Docket No. 54].⁵

⁵ Because of the voluminous nature of the orders cited herein, they are not attached to this Motion. Copies of these orders, however, are available upon request.

B. Cause Exists to Modify the Bankruptcy Code Section 345(b) of the Deposit and Investment Requirements.

23. Bankruptcy Code section 345 governs a debtor’s cash deposits during a chapter 11 case and authorizes deposits of money as “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, agency, or instrumentality of the United States or backed by the full faith and credit of the United States,” Bankruptcy Code section 345(b) requires the estate to obtain, from the entity with which the money is deposited, a bond in favor of the United States and secured by the undertaking of an adequate corporate surety, or “the deposit of securities of the kind specified in section 9303 of title 31,” unless the Court “for cause” orders otherwise. *Id.* § 345(b).

24. In evaluating whether “cause” for modification or waiver of these requirements exists, courts have considered a number of factors, including, among others, the sophistication and size of a debtor’s business, the amounts of the investments involved, bank ratings, the complexity of the case, the debtor’s safeguards for the funds, the debtor’s ability to reorganize in the face of failure of one or more of the financial institutions, the benefit to the debtor of a waiver or modification of the section 345(b) requirements, the potential harm to the estate, and the reasonableness of such a waiver or modification under the circumstances. *See In re Serv. Merchandize Co., Inc.*, 240 B.R. 894, 896 (Bankr. M.D. Tenn. 1999). Here, these factors warrant a modification of the requirements of Bankruptcy Code section 345 to the extent the Cash Management System does not already strictly comply with such requirements.

25. Although CrossFirst is not an authorized depository, it is a highly rated financial institution that is recognized as well-capitalized and financially stable—many of which are

approved depositories in other jurisdictions. Therefore, notwithstanding that CrossFirst is not an “authorized depository” for this jurisdiction, the Debtors believe that estate funds at those institutions will be protected during the chapter 11 cases to the same extent as funds at the authorized depositories. The Debtors will note, in their respective records, the date and times the chapter 11 petitions were filed, and the records will reflect each postpetition receipt and disbursement.

26. Moreover, all the Debtors’ Bank Accounts are located in the United States and are insured by the FDIC. To the extent that any of the Debtors’ Bank Accounts are located at financial institutions that are not authorized depositories under the Guidelines, there is only one account (the CrossFirst Concentration Account) that will exceed the FDIC insurance limit of \$250,000 for more than a twenty-four (24) hour period. Thus, the Debtors believe that any funds that are deposited in the Bank Accounts are secure, and, therefore, the Debtors are in compliance with Bankruptcy Code section 345 with respect to such Bank Accounts.

27. However, to the extent that the Bank Accounts do not comply with the requirements set forth in Bankruptcy Code section 345, the Debtors seek a 45-day extension to comply with Bankruptcy Code section 345(b) for “cause,” without prejudice to the Debtors’ right to seek a waiver in a final order or further extensions of time. During the extension period, the Debtors will engage in discussions with the U.S. Trustee regarding what, if any, modifications to their current practices would be appropriate under the circumstances. The Debtors believe that the benefits of the requested extension far outweigh any harm to the estates. *See In re Serv. Merch. Co.*, 240 B.R. 894, 896 (Bankr. M.D. Tenn. 1999) (noting that a factor to consider in determining whether cause

exists “for relief from the strictures of § 345(b)” is whether benefits to the debtor outweigh harm, if any, to the estate).

28. Accordingly, the Debtors request seek a 45-day extension to comply with Bankruptcy Code section 345(b) without prejudice to the Debtors’ right to seek a waiver in a final order or further extensions of time.

C. Opening New Accounts Will Disrupt the Debtors’ Business

29. The prospects for a successful reorganization of the Debtors’ business, as well as the preservation and enhancement of the Debtors’ value as a going concern, will be materially and negatively impacted if the Cash Management System is disrupted and any Bank Accounts are closed. Indeed, if the Debtors were required to open new accounts as debtors in possession and modify the Cash Management System, the Debtors would be forced to reconstruct the Cash Management System at this critical juncture when the Debtors should be otherwise focused on their restructuring. Thus, the Debtors’ finance, accounting, and bookkeeping employees would need to focus their efforts on immediately opening new bank accounts and working to ensure proper controls are in place for cash to properly flow through all operations and confirm that certain vendors are aware of new accounts related to the Debtors’ receipts, thereby diverting them from their daily responsibilities during this critical juncture in these chapter 11 cases. Opening new bank accounts would increase operating costs, and the delays that would result from opening new accounts, revising cash management procedures, and instructing certain vendors to redirect payments would negatively impact the Debtors’ ability to operate their business while pursuing these arrangements.

30. In addition, the Debtors would be subject to significant administrative burdens and expenses because they would need to execute new signatory cards and depository agreements and create an entirely new manual system for issuing checks and paying postpetition obligations, all as generally would be required by the Guidelines.

D. The Debtors Should Be Granted Authority to Use Existing Business Forms

31. The Debtors submit that the continued use of existing Business Forms will not prejudice parties in interest and such relief will avoid unnecessary expenses and administrative delays at this critical time. Furthermore, the Debtors' requested relief will not prejudice parties in interest because parties doing business with the Debtors undoubtedly will know of the Debtors' status as debtors in possession. Thus, changing of existing Business Forms is unnecessary and unduly burdensome. Nevertheless, consistent with the Complex Case Procedures, once the existing Business Forms have been used, the Debtors shall, during the pendency of these chapter 11 cases, reorder new Business Forms that include a stamp to reference the Debtors' status as debtors in possession and the corresponding bankruptcy case number. *See* Complex Case Procedures (K)(1).

32. Courts in this district and others regularly grant similar relief in similar large, complex, or well-publicized cases. *See, e.g., In re Lavie Care Centers, LLC, et al.*, Case No. 24-55507 (PMB) (Bankr. N.D. Ga. July 10, 2024) [Docket No. 240]; *In re Jack Cooper Ventures, Inc.*, Case No. 19-62393 (PWB) (Bankr. N.D. Ga. Sept. 3, 2019) [Docket No. 215]; *In re Beaulieu Group, LLC*, Case No. 17-41677 (PWB) (Bankr. N.D. Ga. July 18, 2017) [Docket No. 34]; *In re Astroturf, LLC*, Case No. 16-41504 (MGD) (Bankr. N.D. Ga. June 30, 2016) [Docket No. 34]; *In re S. Reg'l Health Sys., Inc.*, Case No. 15-64266 (WLH) (Bankr. N.D. Ga. Aug. 11, 2015) [Docket

No. 67]; *In re Miller Auto Parts & Supply Co.*, Case No. 14-68113 (MGD) (Bankr. N.D. Ga. Sept. 18, 2014) [Docket No. 27]; *In re Cagle's, Inc.*, Case No. 11-80202 (JB) (Bankr. N.D. Ga. Oct. 20, 2011) [Docket No. 31]; *In re Galey & Lord, Inc.*, Case No. 04-43098 (MGD) (Bankr. N.D. Ga. Aug. 19, 2004) [Docket No. 21]; *In re Dan River Inc.*, Case No. 04-10990 (WHD) (Bankr. N.D. Ga. Apr. 1, 2004) [Docket No. 58].⁶

EMERGENCY CONSIDERATION

33. The Debtors respectfully request emergency consideration of this Motion pursuant to Bankruptcy Rule 6003, which empowers a court to grant relief within the first twenty-one (21) days after the commencement of a chapter 11 case “to the extent that relief is necessary to avoid immediate and irreparable harm.” Here, the Debtors believe an immediate and orderly transition into chapter 11 is critical to the viability of their operations and that any delay in granting the relief requested could hinder the Debtors’ operations and cause irreparable harm. Furthermore, the failure to receive the requested relief during the first twenty-one (21) days of these chapter 11 cases would severely disrupt the Debtors’ operations at this critical juncture. Accordingly, the Debtors submit that they have satisfied the “immediate and irreparable harm” standard of Bankruptcy Rule 6003 and, therefore, respectfully request that the Court approve the relief requested in this Motion on an emergency basis.

WAIVER OF ANY APPLICABLE STAY

34. The Debtors seek a waiver of any stay of the effectiveness of the order granting this Motion. Pursuant to Bankruptcy Rule 6004(h), any “order authorizing the use, sale, or lease of

⁶ Because of the voluminous nature of the orders cited herein, they are not attached to this Motion. Copies of these orders, however, are available upon request.

property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” The Debtors submit that the relief requested in this Motion is necessary to avoid immediate and irreparable harm to the Debtors for the reasons set forth herein. Accordingly, 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.

RESERVATION OF RIGHTS

35. Nothing contained herein is intended to be or shall be construed as (i) an admission as to the validity of any claim against the Debtors or any liens satisfied pursuant to this Motion; (ii) an agreement or obligation to pay any claims; (iii) a waiver of any claims or causes of action that may exist against any creditor or interest holder; (iv) a waiver of the Debtors’ or any appropriate party in interest’s right to dispute any claim; or (v) an approval, assumption, or rejection of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code. Likewise, if the Court grants the relief sought herein, any payment made pursuant to the Court’s order is not intended to be and should not be construed as an admission to the validity of any claim or a waiver of the Debtors’ right to dispute such claim subsequently.

NOTICE

36. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the Northern District of Georgia; (b) the Debtors’ thirty (30) largest unsecured creditors; (c) counsel to the Debtors’ prepetition lenders; (d) counsel to the Debtors’ debtor-in-possession lender; (e) the Internal Revenue Service; (f) the Georgia Department of Revenue; (g) the Attorney General for the State of Georgia; (h) the United States Attorney for the Northern District of Georgia; (i) the state attorneys general for states in which the Debtors conduct business;

(j) the Debtors' banks as listed on **Exhibit A**; and (k) any party that has requested notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

NO PRIOR REQUEST

37. No prior request for the relief sought in the motion has been made to this or any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request entry of the Interim Order and Final Order, substantially in the forms attached hereto as **Exhibit C** and **Exhibit D**, respectively, (a) granting the relief requested herein and (b) granting such other relief as is just and proper.

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Date: March 5, 2025
Atlanta, Georgia

Respectfully submitted,

KING & SPALDING LLP

/s/ Jeffrey R. Dutson

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Proposed Counsel for the Debtors in Possession

Exhibit A

Bank Accounts

Exhibit A

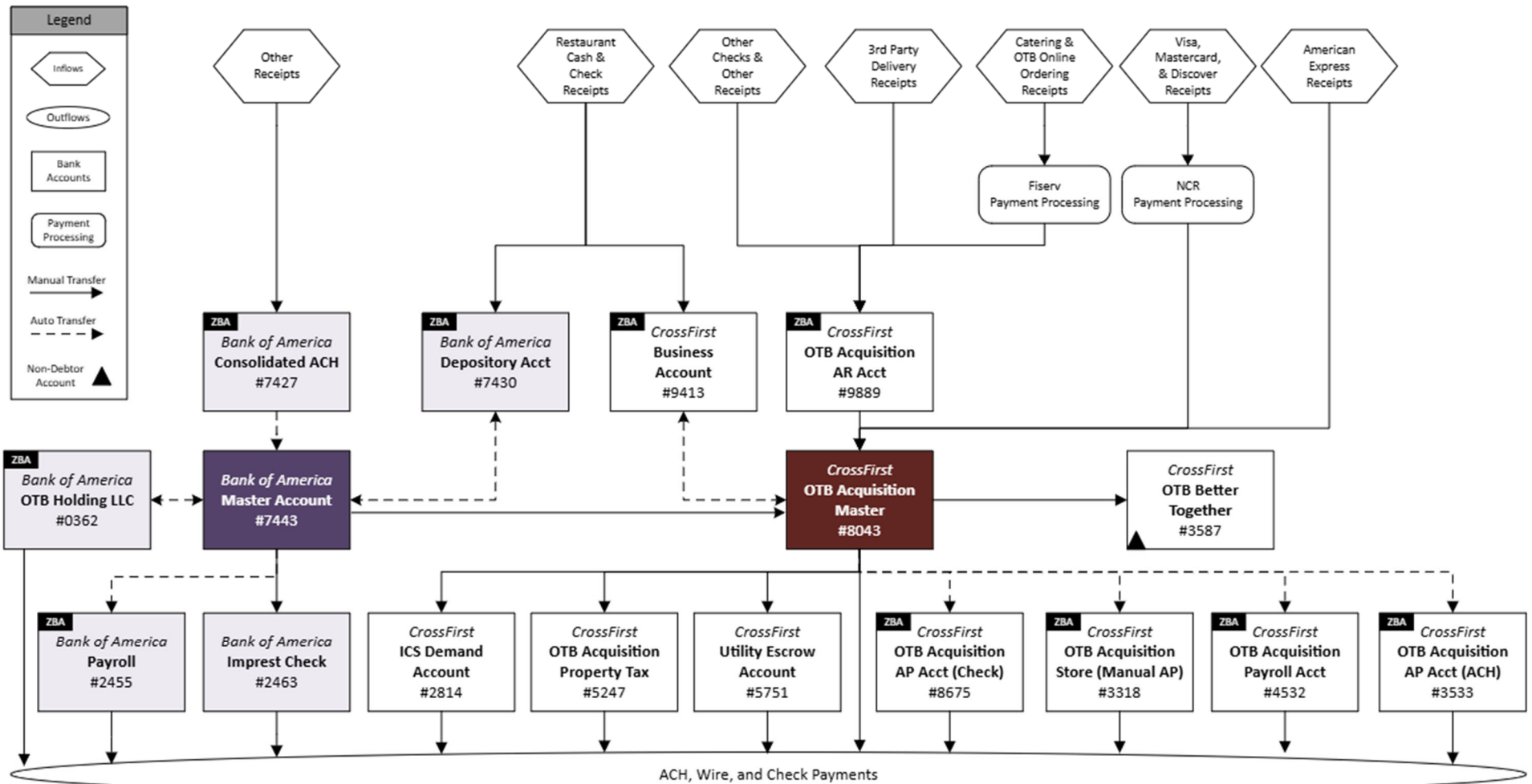
#	Bank	Last Four Digits of Account #	Account Name	Ending Cash Balance
1	CrossFirst Bank	#8043	Master Concentration	\$66,386.93 (Net Balance)
2	CrossFirst Bank	#9889	AR Account	<i>Included in Master Net Balance</i>
3	CrossFirst Bank	#9413	Business Account	<i>Included in Master Net Balance</i>
5	CrossFirst Bank	#8675	AP Account (Check)	<i>Included in Master Net Balance</i>
6	CrossFirst Bank	#3533	AP Account (ACH)	<i>Included in Master Net Balance</i>
7	CrossFirst Bank	#4532	Payroll Account	<i>Included in Master Net Balance</i>
8	CrossFirst Bank	#3318	Store (Manual AP)	<i>Included in Master Net Balance</i>
4	CrossFirst Bank	#5247	Property Tax	\$1,214.98
9	CrossFirst Bank	#3587	Better Together	\$206,314.42
10	CrossFirst Bank	#5751	Utility Escrow	\$0.00
11	CrossFirst Bank	#2814	ICS Demand	\$0.00
12	Bank of America	#7443	Master Concentration	\$19,844.80
13	Bank of America	#2463	Imprest Check	\$540.63
14	Bank of America	#7430	Master Depository	\$0.00
15	Bank of America	#7427	Consolidated ACH	\$0.00
16	Bank of America	#0362	OTB Holding, LLC	\$0.00
17	Bank of America	#2455	Payroll Account	\$0.00

Exhibit B

Cash Management System

EXHIBIT B

Cash Management System



Note 1: The OTB Better Together account is funded by employee contributions and 3rd party donations for the benefit of OTB employees experiencing hardships.

Note 2: CrossFirst accounts *OTB Acquisition Store (Manual) AP* (#3318) and *ICS Demand* (#2814) are not currently used, do not receive transactions and have a zero balance.

Note 3: Bank of America account *OTB Holding LLC - Imprest* (#0362) is not currently used, receives no transactions and has a zero balance.

Note 4: Bank of America account *Payroll* (#2455) is not currently used, receives no transactions and has a zero balance.

Exhibit C

Proposed Interim Order

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:)	Chapter 11
)	
OTB HOLDING LLC, <i>et al.</i> , ¹)	Case No. 25-52415 (SMS)
)	
)	
Debtors.)	(Jointly Administered)
<hr style="width: 50%; margin-left: 0;"/>		

**INTERIM ORDER (I) AUTHORIZING CONTINUED USE OF PREPETITION BANK
ACCOUNTS, CASH MANAGEMENT SYSTEM, FORMS, AND BOOKS AND
RECORDS AND (II) GRANTING RELATED RELIEF**

This matter is before the Court on the *Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Continued Use of Prepetition Bank Accounts, Cash Management System, Forms, and Books and Records and (II) Granting Related Relief* (the “Motion”) [Docket No. ____]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: OTB Holding LLC (3213), OTB Acquisition LLC (8500), OTB Acquisition of New Jersey LLC (1506), OTB Acquisition of Howard County LLC (9865), Mt. Laurel Restaurant Operations LLC (5100), OTB Acquisition of Kansas LLC (9014), OTB Acquisition of Baltimore County, LLC (6963). OTB Holding LLC’s service address is One Buckhead Plaza, 3060 Peachtree Road, NW, Atlanta, GA 30305.

of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). All capitalized terms used but not defined herein shall have the meanings given them in the Motion.

The Court has considered the Motion, the First Day Declaration, and the matters reflected in the record of the hearing held on the Motion on _____, 2025. It appears that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; 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 it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors, and other parties in interest, and that good cause has been shown therefor; IT IS HEREBY ORDERED:

1. The Motion is granted on an interim basis as set forth herein.
2. The final hearing on the Motion shall be held on _____, 2025, at __:__ .m., prevailing Eastern Time. Any objection to entry of the Final Order attached as Exhibit B to the Motion must be filed with the Court and served on the following parties: (i) counsel to the Debtors, King & Spalding LLP, 1180 Peachtree Street NE, Atlanta, Georgia 30309, Attn: Jeffrey R. Dutson (jdutson@kslaw.com) and Brooke L. Bean (bbean@kslaw.com); (ii) the Office of the United States Trustee for the Northern District of Georgia; and (iii) any party that has requested notice pursuant to Bankruptcy Rule 2002, in each case to allow actual receipt by no later than 4:00 p.m. (prevailing Eastern time) on _____, 2025
3. The Debtors are authorized, but not directed, on an interim basis, to: (a) maintain and continue operating the Cash Management System and honor any prepetition obligations related thereto; (b) designate, maintain, and continue to use on an interim basis any or all of their

existing Bank Accounts, including, but not limited to, the Bank Accounts identified on **Exhibit A** of the Motion, in the names and with the account numbers existing immediately before the Petition Date; (c) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including checks, wire transfers, and other debits; (d) treat their prepetition Bank Accounts for all purposes as debtor-in-possession accounts; (e) open new debtor-in-possession bank accounts or close existing accounts, provided that (i) any new account is with a bank that (x) is insured with the FDIC or the Federal Savings and Loan Insurance Corporation and (y) has executed (or is willing to execute) a Uniform Depository Agreement (“**UDA**”) with the U.S. Trustee, and (ii) the Debtors provide three business days’ advance notice to the U.S. Trustee and any statutory committee(s) appointed in the Chapter 11 Cases of the opening or closing of an account, and provided further that any account opened by any of the Debtors on or after the Petition Date at any Bank shall, for purposes of this Order, be deemed a Bank Account as if it had been listed on **Exhibit A** of the Motion hereto and entitled to the relief granted herein; and (g) pay the Bank Fees (including any prepetition amounts).

4. The Debtors shall have forty-five (45) days from the Petition Date to comply with the deposit and investment requirements of Bankruptcy Code section 345(b). Such extension is without prejudice to the Debtors’ right to request a further extension of the time to comply with, or waiver of the requirements of, Bankruptcy Code section 345(b).

5. The Banks are authorized to debit the Debtors’ Bank Accounts in the ordinary course of business and without further order of the Court on account of (a) all checks drawn on the Debtors’ accounts that were cashed at the Banks’ counters or exchanged for cashier’s or official checks by the payees thereof prior to the Petition Date; (b) all Bank Fees and costs in connection

with any checks or other items deposited in one of the Debtors' accounts with such Bank prior to the Petition Date, which have been dishonored or returned unpaid for any reason, to the same extent the Debtors were responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as to service charges for the maintenance of the Cash Management System. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that have been (i) dishonored as a consequence of the Chapter 11 Cases and (ii) authorized by an order of this Court.

6. The Debtors may maintain and continue to use their existing Cash Management System; *provided, that*, the Debtors shall continue to maintain detailed records with respect to all transfers of cash so that all transactions may be readily ascertained, traced and recorded properly, which records shall distinguish between prepetition and postpetition transactions.

7. The Debtors are authorized to pay all prepetition Processing Fees and Bank Fees and to continue to pay such Processing Fees and Bank Fees in the ordinary course of business postpetition.

8. The Debtors may use, in their present form, existing checks and other business forms related to the Debtors' Bank Accounts; *provided, however*, that upon depletion of the Debtors' current supply of such checks and forms, each Debtor shall have the debtor in possession nomenclature added to such checks and forms.

9. The Debtors may use the Debtors' existing books and records with appropriate notations to reflect the filing of the chapter 11 petitions.

10. Banks at which the Debtors have Bank Accounts are authorized to maintain and administer the Debtors' Bank Accounts in accordance with the contracts entered into between the Debtors and such banks before the Petition Date and otherwise in accordance with past practice, and such banks are enjoined from freezing or otherwise impeding the Debtors' Bank Accounts, *provided, however*, that such banks shall not honor any checks issued prior to the Petition Date and presented for payment to the banks postpetition or honor any postpetition automatic or pre-authorized debits related to prepetition transactions, unless otherwise authorized to do so by order of this Court.

11. Banks at which the Debtors have Bank Accounts may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this or any other order of this Court, and such banks shall not have any duty of further inquiry or liability to any party for relying on such representations by the Debtors as provided for herein.

12. Subject to the terms of this Interim Order, and only to the extent sufficient funds are available in each applicable Bank Account, all Banks at which the Bank Accounts are maintained are authorized to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors-in-possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, credit card payments, and wire transfers issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.

13. Existing deposit agreements between the Debtors and Banks at which the Debtors have Bank Accounts shall continue to govern the postpetition cash management relationship

between the Debtors and such banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect. The Debtors and the banks may, without further order of this Court, agree to and implement changes to the cash management systems and procedures in the ordinary course of business, including, without limitation, the opening and closing of bank accounts.

14. The Debtors are authorized to deposit funds into the Bank Accounts listed on **Exhibit A** to the Motion in accordance with their established deposit practices in effect as of the commencement of these chapter 11 cases.

15. Notwithstanding anything to the contrary contained herein, (i) any payment made or to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any approved postpetition financing facility or any order regarding the use of cash collateral approved by the Court in these chapter 11 cases, including, without limitation, the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting (A) Liens and Superpriority Administrative Expense Claims and (B) Adequate Protection; (III) Authorizing Use of Cash Collateral; (IV) Modifying the Automatic Stay; (V) Scheduling a Final Hearing; and Granting Related Relief* (the “DIP Order”), and (ii) to the extent there is any inconsistency between the terms of the DIP Order and any action taken or proposed to be taken hereunder, the DIP Order and the Budget (as defined in the DIP Order) shall control. For the avoidance of doubt, the Debtors are not authorized to make payments pursuant to this Order except as permitted by the Budget.

16. Nothing in the Motion or this Interim Order, nor as a result of any payment made pursuant to this Interim Order, shall be deemed or construed as (a) an admission as to the validity,

priority or amount of any claim against the Debtors or their estates, or an approval or assumption of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code, or (b) a waiver of the rights of the Debtors and their estates, or shall impair the ability of the Debtors and their estates, to contest the validity, priority and amount of any claims or any payment made pursuant to this Interim Order.

17. The Court finds and determines that the requirements of Bankruptcy Rule 6003 are satisfied and that the relief requested is necessary to avoid immediate and irreparable harm.

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

19. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a), the Bankruptcy Local Rules for the Northern District of Georgia and the Complex Case Procedures are satisfied by such notice.

20. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

21. Proposed counsel for the Debtors, through Kurtzman Carson Consultants, LLC d/b/a Verita Global (“Verita”) shall, within three (3) days of the entry of this Interim Order, cause a copy of this Interim Order to be served by electronic mail or first class mail, as applicable, on all parties served with the Motion, and Verita shall file promptly thereafter a certificate of service confirming such service.

[END OF ORDER]

Prepared and presented by:

/s/ Jeffrey R. Dutson

Jeffrey R. Dutson

Georgia Bar No. 637106

Brooke L. Bean

Georgia Bar No. 764552

Alice Kyung Won Song

Georgia Bar No. 692753

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Email: asong@kslaw.com

Proposed Counsel for the Debtors in Possession

Exhibit D

Proposed Final Order

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:)	Chapter 11
)	
OTB HOLDING LLC, <i>et al.</i> , ¹)	Case No. 25-52415 (SMS)
)	
)	
Debtors.)	(Jointly Administered)
_____)	

**FINAL ORDER (I) AUTHORIZING CONTINUED USE OF PREPETITION BANK
ACCOUNTS, CASH MANAGEMENT SYSTEM, FORMS, AND BOOKS AND
RECORDS AND (II) GRANTING RELATED RELIEF**

This matter is before the Court on the *Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Continued Use of Prepetition Bank Accounts, Cash Management System, Forms, and Books and Records and (II) Granting Related Relief* (the “Motion”) [Docket No. ____] of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). All

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: OTB Holding LLC (3213), OTB Acquisition LLC (8500), OTB Acquisition of New Jersey LLC (1506), OTB Acquisition of Howard County LLC (9865), Mt. Laurel Restaurant Operations LLC (5100), OTB Acquisition of Kansas LLC (9014), OTB Acquisition of Baltimore County, LLC (6963). OTB Holding LLC’s service address is One Buckhead Plaza, 3060 Peachtree Road, NW, Atlanta, GA 30305.

capitalized terms used but not defined herein shall have the meanings given them in the Motion. On _____, 2025 the Court granted the Motion on an interim basis and scheduled a Final Hearing for _____, 2025.

The Court has considered the Motion, the First Day Declaration, and the matters reflected in the record of the hearings held on the Motion on _____, 2025 and _____, 2025. It appears that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; 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 it appearing that the relief requested is in the best interests of the Debtors, the Debtors' estates, their creditors, and other parties in interest, and that good cause has been shown therefor; IT IS HEREBY ORDERED:

1. The Motion is granted on an final basis as set forth herein.
2. The final hearing on the Motion shall be held on _____, 2025, at__:___.m., prevailing Eastern Time. Any objection to entry of the Final Order attached as Exhibit B to the Motion must be filed with the Court and served on the following parties: (i) counsel to the Debtors, King & Spalding LLP, 1180 Peachtree Street NE, Atlanta, Georgia 30309, Attn: Jeffrey R. Dutson (jdutson@kslaw.com) and Brooke L. Bean (bbean@kslaw.com); (ii) the Office of the United States Trustee for the Northern District of Georgia; and (iii) any party that has requested notice pursuant to Bankruptcy Rule 2002, in each case to allow actual receipt by no later than 4:00 p.m. (prevailing Eastern time) on _____, 2025

3. The Debtors are authorized, but not directed, to: (a) maintain and continue operating the Cash Management System and honor any prepetition obligations related thereto; (b)

designate, maintain, and continue to use any or all of their existing Bank Accounts, including, but not limited to, the Bank Accounts identified on Exhibit A of the Motion, in the names and with the account numbers existing immediately before the Petition Date; (c) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including checks, wire transfers, and other debits; (d) treat their prepetition Bank Accounts for all purposes as debtor-in-possession accounts; (e) open new debtor-in-possession bank accounts or close existing accounts, provided that (i) any new account is with a bank that (x) is insured with the FDIC or the Federal Savings and Loan Insurance Corporation and (y) has executed (or is willing to execute) a Uniform Depository Agreement (“UDA”) with the U.S. Trustee, and (ii) the Debtors provide three business days’ advance notice to the U.S. Trustee and any statutory committee(s) appointed in the Chapter 11 Cases of the opening or closing of an account, and provided further that any account opened by any of the Debtors on or after the Petition Date at any Bank shall, for purposes of this Order, be deemed a Bank Account as if it had been listed on Exhibit A of the Motion hereto and entitled to the relief granted herein; and (g) pay the Bank Fees (including any prepetition amounts).

4. Bankruptcy Code section 345(b), to the extent applicable and not otherwise met, is waived with respect to the Cash Management System.

5. The Banks are authorized to debit the Debtors’ Bank Accounts in the ordinary course of business and without further order of the Court on account of (a) all checks drawn on the Debtors’ accounts that were cashed at the Banks’ counters or exchanged for cashier’s or official checks by the payees thereof prior to the Petition Date; (b) all Bank Fees and costs in connection with any checks or other items deposited in one of the Debtors’ accounts with such Bank prior to the Petition Date, which have been dishonored or returned unpaid for any reason, to the same

extent the Debtors were responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as to service charges for the maintenance of the Cash Management System. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that have been (i) dishonored as a consequence of the Chapter 11 Cases and (ii) authorized by an order of this Court.

6. The Debtors may maintain and continue to use their existing Cash Management System; *provided, that*, the Debtors shall continue to maintain detailed records with respect to all transfers of cash so that all transactions may be readily ascertained, traced and recorded properly, which records shall distinguish between prepetition and postpetition transactions.

7. The Debtors are authorized to pay all prepetition Processing Fees and Bank Fees and to continue to pay such Processing Fees and Bank Fees in the ordinary course of business postpetition.

8. The Debtors may use, in their present form, existing checks and other business forms related to the Debtors' Bank Accounts; *provided, however*, that upon depletion of the Debtors' current supply of such checks and forms, each Debtor shall have the debtor in possession nomenclature added to such checks and forms.

9. The Debtors may use the Debtors' existing books and records with appropriate notations to reflect the filing of the chapter 11 petitions.

10. Banks at which the Debtors have Bank Accounts are authorized to maintain and administer the Debtors' Bank Accounts in accordance with the contracts entered into between the Debtors and such banks before the Petition Date and otherwise in accordance with past practice,

and such banks are enjoined from freezing or otherwise impeding the Debtors' Bank Accounts, *provided, however*, that such banks shall not honor any checks issued prior to the Petition Date and presented for payment to the banks postpetition or honor any postpetition automatic or pre-authorized debits related to prepetition transactions, unless otherwise authorized to do so by order of this Court.

11. Banks at which the Debtors have Bank Accounts may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this or any other order of this Court, and such banks shall not have any duty of further inquiry or liability to any party for relying on such representations by the Debtors as provided for herein.

12. Subject to the terms of this Final Order, and only to the extent sufficient funds are available in each applicable Bank Account, all Banks at which the Bank Accounts are maintained are authorized to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors-in-possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, credit card payments, and wire transfers issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.

13. Existing deposit agreements between the Debtors and Banks at which the Debtors have Bank Accounts shall continue to govern the postpetition cash management relationship between the Debtors and such banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect. The Debtors and the banks may, without further order of this Court, agree to and implement changes

to the cash management systems and procedures in the ordinary course of business, including, without limitation, the opening and closing of bank accounts.

14. The Debtors are authorized to deposit funds into the Bank Accounts listed on **Exhibit A** to the Motion in accordance with their established deposit practices in effect as of the commencement of these chapter 11 cases.

15. Notwithstanding anything to the contrary contained herein, (i) any payment made or to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any approved postpetition financing facility or any order regarding the use of cash collateral approved by the Court in these chapter 11 cases, including, without limitation, the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Granting (A) Liens and Superpriority Administrative Expense Claims and (B) Adequate Protection; (III) Authorizing Use of Cash Collateral; (IV) Modifying the Automatic Stay; (V) Scheduling a Final Hearing; and Granting Related Relief* (the “DIP Order”), and (ii) to the extent there is any inconsistency between the terms of the DIP Order and any action taken or proposed to be taken hereunder, the DIP Order and the Budget (as defined in the DIP Order) shall control. For the avoidance of doubt, the Debtors are not authorized to make payments pursuant to this Order except as permitted by the Budget.

16. Nothing in the Motion or this Final Order, nor as a result of any payment made pursuant to this Final Order, shall be deemed or construed as (a) an admission as to the validity, priority or amount of any claim against the Debtors or their estates, or an approval or assumption of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code, or (b) a waiver of the rights of the Debtors and their estates, or shall impair the ability of the Debtors and

their estates, to contest the validity, priority and amount of any claims or any payment made pursuant to this Final Order.

17. Bankruptcy Rule 6003(b) has been satisfied because the relief requested in the Motion is necessary to avoid immediate and irreparable harm to the Debtors.

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

19. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a), the Bankruptcy Local Rules for the Northern District of Georgia and the Complex Case Procedures are satisfied by such notice.

20. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

21. Proposed counsel for the Debtors, through Kurtzman Carson Consultants, LLC d/b/a Verita Global (“Verita”) shall, within three (3) days of the entry of this Final Order, cause a copy of this Final Order to be served by electronic mail or first class mail, as applicable, on all parties served with the Motion, and Verita shall file promptly thereafter a certificate of service confirming such service.

[END OF ORDER]

Prepared and presented by:

/s/ Jeffrey R. Dutson

Jeffrey R. Dutson

Georgia Bar No. 637106

Brooke L. Bean

Georgia Bar No. 764552

Alice Kyung Won Song

Georgia Bar No. 692753

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Proposed Counsel for the Debtors in Possession