

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)
)	

**DEBTORS' EMERGENCY MOTION FOR ENTRY OF AN ORDER
(I) AUTHORIZING PAYMENT OF PREPETITION CLAIMS OF
SECTION 503(b)(9) VENDORS AND (II) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this *Emergency Motion for Entry of an Order (I) Authorizing Payment of Prepetition Claims of Section 503(b)(9) Vendors 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). 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.



2. The bases for the relief requested herein are sections 105(a), 503(b)(9), 507(a)(2), 1107 and 1108 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 3003(c)(3) and 9007 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 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 the Petition Date 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.

THE DEBTORS' BUSINESS

5. The Debtors operate the well-known restaurant brand “On The Border Mexican Grill & Cantina” (“On The Border”), which is engaged primarily in the development, operation and franchising of casual restaurants in the United States and South Korea. Founded in Dallas, Texas in 1982, On The Border is known for its sizzling mesquite-grilled fajitas, award-winning margaritas, house-made salsa, and endless chips and salsa. In the past 40 years, On The Border has steadily grown over time from a single cantina to one of the country’s most well-known domestic and international Tex-Mex restaurant chains offering affordable, consistent, cultivated delicious menu items featuring bold flavors from Texas and Mexico. With eighty (80) restaurants in the U.S. and internationally, it's a favorite destination for fresh Tex-Mex food and vibrant good times.

6. To operate these restaurants, the Debtors rely on various vendors, suppliers, and distributors to provide the Debtors with various perishable and nonperishable items (collectively, “Goods”). In the past twelve months, the Debtors paid approximately \$70,000,000 in the ordinary course of business to purchase Goods from approximately 300 vendors, suppliers, and distributors.

THE 503(b)(9) VENDORS

7. During the twenty (20) days prior to the Petition Date, the Debtors received Goods in the ordinary course of its business from certain vendors, suppliers, and distributors (such vendors, suppliers, and distributors, each a “503(b)(9) Vendor” and collectively, the “503(b)(9) Vendors”). The 503(b)(9) Vendors’ pre-petition claims—arising from the Debtors’ undisputed obligations to pay for Goods received from such 503(b)(9) Vendors in the ordinary course of business within twenty (20) days before the Petition Date—are entitled to administrative priority pursuant to sections 503(b)(9) of the Bankruptcy Code (the “503(b)(9) Claims”).

8. As of the Petition Date, the Debtors estimate that the 503(b)(9) Claims total approximately \$3,220,000 from approximately 200 different 503(b)(9) Vendors.

9. In the ordinary course of business, the 503(b)(9) Vendors provide the Debtors with Goods that are essential to its sustained operations in the short term and during the reorganization period. If the 503(b)(9) Vendors are not paid in the ordinary course on account of their 503(b)(9) Claims, such 503(b)(9) Vendors may not provide the Debtors with post-petition trade credit and may refuse to continue providing the Debtors with Goods after the Petition Date. Because the Debtors rely on the 503(b)(9) Vendors to deliver Goods necessary to operate, any delay or disruption in the continuous flow of Goods to the Debtors from the 503(b)(9) Vendors could result in the Debtors' inability to serve its customers.

10. Moreover, because of the Debtors' size and demand for supply, certain of the 503(b)(9) Vendors also manage the Debtors' upstream supply chain, among other things, by entering into third party agreements with suppliers of discrete Goods, obtaining Goods from that supplier, warehousing Goods and subsequently apportioning and delivering them to each of the Debtors' store locations. If the management and delivery of Goods to the Debtors is interrupted or altogether stopped, the Debtors will be unable to operate their restaurants and would suffer short- and long-term negative economic effects as a result.

11. Without ongoing and uninterrupted operation of their businesses, the Debtors would be immediately and seriously disadvantaged given the highly competitive casual dining restaurant market segment in which they operate. Any disruption in the Debtors' operations may lead to negative customer perception of the Debtors' brand and irreparable loss of business. The stability and performance of the Debtors' business depends on, among other things, the Debtors'

ability to retain the 503(b)(9) Vendors and to maintain their reputation, goodwill, and customer loyalty. Further, replacing the 503(b)(9) Vendors would, in many instances, be impossible during the pendency of these chapter 11 cases, and when possible, would result in substantial additional costs and delays for the Debtors and their estates that could materially harm the Debtors' going-concern value.

RELIEF REQUESTED

12. By this Motion, pursuant to sections 105(a), 503(b)(9), 507(a)(2), 1107 and 1108 of the Bankruptcy Code, the Debtors seek entry of an order substantially in the form attached hereto as **Exhibit A** (the "Proposed Order"), (i) authorizing, but not directing, the Debtors in their sole discretion, to pay in the ordinary course of business the 503(b)(9) Claims of the 503(b)(9) Vendors as such claims come due in an aggregate amount not to exceed \$3,220,000, under the circumstances described more fully below, (ii) directing all banks to honor the Debtors' prepetition checks or electronic transfers for payment for the foregoing, and prohibiting banks from placing any holds on, or attempting to reverse any automatic transfers on account of the foregoing and (iii) granting related relief.³

BASIS FOR RELIEF

A. Payment of the 503(b)(9) Claims is Essential to the Debtors' Continued Operations During this Chapter 11 Case.

13. The 503(b)(9) Vendors have claims for Goods delivered to and received by the Debtors within twenty (20) days before the Petition Date. Absent the relief requested in this Motion, the Debtors face the real possibility that 503(b)(9) Vendors could cease delivery of Goods,

³ Nothing in this Motion should be construed as a waiver by the Debtors of its rights to contest any claim of a 503(b)(9) Vendor under applicable non-bankruptcy law.

causing a significant disruption to, if not cessation of, the Debtors' business. An order of this Court confirming that obligations of the Debtors arising from Goods received in the ordinary course of business within the twenty (20) days prior to the Petition Date may be paid pursuant to sections 503(b)(9) and 507(a)(2) of the Bankruptcy Code will help ensure continuous delivery of Goods to the Debtors.

14. The Debtors' request for authority to honor the 503(b)(9) Claims is consistent with the priorities established by the Bankruptcy Code and necessary to preserve the value of their operations during these chapter 11 cases. The Debtors' authority to address the 503(b)(9) Claims in the initial days of these cases will send a clear signal to their suppliers and customers that the Debtors are both willing and, importantly, able to conduct business as usual after the Petition Date. As such, failure to authorize the Debtors to pay the 503(b)(9) Claims as provided herein would substantially jeopardize these chapter 11 cases and result in degradation of value to the detriment of the Debtors' creditors.

B. Payment of the 503(b)(9) Claims is Authorized under Bankruptcy Code Section 503(b)(9).

15. Pursuant to section 503(b)(9) of the Bankruptcy Code, a claim shall be accorded administrative expense priority where such claim is for the value of any goods received by the debtor within twenty (20) days before the Petition Date if such goods were sold to the debtor in the ordinary course. 11 U.S.C. § 503(b)(9); *see In re GWLS Holdings, Inc.*, No. 0812430 (PJW) (Bankr. D. Del. Oct. 22, 2008) (order granting payment of vendors' administrative expense claims with priority under Bankruptcy Code section 503(b)(9)); *In re Werner Holding Co. (DE), Inc.*, No. 06-10578 (Bankr. D. Del. June 13, 2006) (order granting vendors' administrative expense claims with priority under Bankruptcy Code sections 503(b) and 507(a)(2)); *see also In re Pliant Corp.*,

No. 06-10001 (Bankr. D. Del. Jan. 4, 2006) (same); *In re Dana Corp.*, No. 06-10354 (BRL) (Bankr. S.D.N.Y. Mar. 3, 2006) (order authorizing payment of administrative priority claims under section 503(b)(9)); *see also In re Rio Valley Motors Co., LLC*, 2008 WL 824271, at *1-2 (Bankr. D.N.M. Mar. 24, 2008) (holding section 503(b)(9) of the Bankruptcy Code gave administrative priority to prepetition claim for value of vehicle delivered to debtor within 20 days of chapter 11 bankruptcy filing); *In re WETCO Rest. Group, LLC*, 2008 WL 1848779, at *2 (Bankr. W.D. La. Apr. 23, 2008) (finding no section 503(b)(9) claim for goods delivered within twenty (20) days of petition, where creditor was prepaid for such goods).

16. Further, under section 507(a)(2) of the Bankruptcy Code, administrative expenses allowed under section 503(b)(9) are granted priority status. *See* 11 U.S.C. § 507(a)(2).

17. The pre-petition vendor claims that the Debtors seek to pay by this Motion are entitled to priority status under sections 503(b)(9) and 507(a)(2) of the Bankruptcy Code. The Debtors must pay these claims in full to confirm a plan of reorganization. *See* 11 U.S.C. § 1129(a)(9)(A) (requiring payment in full of claims entitled to priority under section 507(a)(2)). Consequently, granting the relief requested in this Motion would affect only the timing of payment, and not the amount or priority, of the claims of the 503(b)(9) Vendors and will not prejudice the Debtors' unsecured creditors.

18. Although the Debtors may not be required to pay the 503(b)(9) Claims prior to the confirmation of a chapter 11 plan, nothing in the Bankruptcy Code prohibits this Court from exercising its discretion to authorize the post-petition payment of such obligations prior to confirmation of a chapter 11 plan. *See In re Tubular Techs., LLC*, 372 B.R. 820, 823-24 & n. 4 (Bankr. D.S.C. 2007) (bankruptcy court may determine when section 503(b)(9) claim is paid); *In*

re Bookbinders' Rest., Inc., 2006 WL 3858020, at *2-4 (Bankr. E.D. Pa. Dec. 28, 2006) (timing of the payment of section 503(b)(9) claim "is within the discretion of the bankruptcy court.

19. Similar relief has been granted in other chapter 11 cases in this district and others. *See, e.g., In re LaVie Care Centers, LLC*, No. 24-55507 (Bankr. N.D. Ga. June 27, 2024) [Docket No. 175]; *In re Red Lobster Management LLC*, No. 24-02486 (Bankr. M.D. Fla. May 24, 2024) [Docket No. 192]; *In re KidKraft, Inc.*, No. 24-80045- mvl-11 (Bankr. N.D. Tex. May 14, 2024) [Docket No. 89]; *In re Steward Health Care System LLC*, No. 24 90213 (CML) (Bankr. S.D. Tex. May 8, 2024) [Docket No. 137]; *In re Casa Systems, Inc.*, No. 24-10695 (KBO) (Bankr. D. Del. Apr. 5, 2024) [Docket No. 77]; *In re Never Slip Holdings, Inc.*, No. 24-10663 (LSS) (Bankr. D. Del. Apr. 4, 2024) [Docket No. 61]; *In re Eiger Biopharmaceuticals, Inc.*, No. 24-80040 (SGJ) (Bankr. N.D. Tex. Apr. 5, 2024) [Docket No. 92]; *In re Enviva Inc.*, No. 24-10453 (BFK) (Bankr. E.D. Va. Mar. 14, 2024) [Docket No. 94]; *In re Thrasio Holdings, Inc.*, No. 24-11840 (CMG) (Bankr. D. N.J. Mar. 1, 2024) [Docket No. 71]; *In re Robertshaw US Holding Corp.*, No. 24-90052 (CML) (Bankr. S.D. Tex. Feb. 15, 2024) [Docket No. 107]; *In re Nanostring Technologies, Inc.*, No. 24-10160 (CTG) (Bankr. D. Del. Feb. 6, 2024) [Docket No. 70]; *In re Careismatic Brands, LLC*, No. 24-10561 (VFP) (Bankr. D.N.J. Jan. 24, 2024) [Docket No. 69]; *In re PARTS iD, Inc.*, No. 23-12098 (LSS) (Bankr. D. Del. Dec. 28, 2023) [Docket No. 54]; *In re Mercon Coffee Corporation*, No. 23-11945 (MEW) (Bankr. S.D.N.Y. Dec. 13, 2023) [Docket No. 63]; *In re Strategic Materials, Inc.*, No. 23-90907 (CML) (Bankr. S.D. Tex. Dec. 5, 2023) [Docket No. 72]; *In re Anagram Holdings, LLC*, No. 23-90901 (MI) (Bankr. S.D. Tex. Nov. 10, 2023) [Docket No. 86]; *In re Rite Aid Corporation*, No. 23-18993 (MBK) (Bankr. D.N.J. Oct. 18, 2023) [Docket No. 147]; *In re MVK FarmCo LLC*, No. 23-11721 (LSS) (Bankr. D. Del. Oct. 17, 2023) [Docket No.

101]; *In re SmileDirectClub, Inc.*, No. 23-90786 (CML) (Bankr. S.D. Tex. Oct. 2, 2023) [Docket No. 62].⁴

20. As set forth above, it is critical to the survival of the Debtors that they continue to receive Goods from the 503(b)(9) Vendors in the immediate future on an uninterrupted basis as well as throughout the reorganization process. Without the relief requested herein, the Debtors believe that delivery of Goods to the Debtors may cease, which could have devastating consequences for the Debtors. The Debtors submit that, under the circumstances, it would be appropriate for the Court to exercise its discretion to allow the 503(b)(9) Claims to be paid in the ordinary course.

C. The Debtors' Banks and Financial Institutions should be Authorized to Process, Honor, and Pay Checks Presented for Payment and Fund Transfer Requests.

21. The Debtors request that the Court authorize the Debtors' banks, CrossFirst Bank and Bank of America, N.A. (together, the "Banks"), and other financial institutions, when requested by the Debtors in their sole discretion, to receive, process, honor, and pay any and all checks or electronic fund transfers drawn on the Debtors' bank accounts to pay the 503(b)(9) Claims described herein, whether such checks or other requests were submitted prior to or after the Petition Date. The Debtors further request that the Banks and other financial institutions be authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved pursuant to any order of the Court granting the relief requested in this Motion.

⁴ Because of the voluminous nature of the orders cited herein, they are not attached to this Motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

EMERGENCY CONSIDERATION

22. 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

23. 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 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.

NOTICE

24. 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 503(b)(9) Claimants; (k) the Debtors' banks; and (l) 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

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

RESERVATION OF RIGHTS

26. 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.

CONCLUSION

WHEREFORE, the Debtors respectfully request this Court enter an order, substantially in the form annexed hereto as **Exhibit A**, granting the relief requested in the Motion and such other and further relief as the Court may deem just and proper.

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Date: March 5, 2025
Atlanta, Georgia

Respectfully submitted,

KING & SPALDING LLP

/s/ Jeffrey R. Dutson

Jeffrey R. Dutson

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*Proposed Counsel for the Debtors in
Possession*

Exhibit A

Proposed 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)
)	

**ORDER (I) AUTHORIZING THE DEBTORS TO PAY PREPETITION CLAIMS
OF SECTION 503(b)(9) VENDORS AND (II) GRANTING RELATED RELIEF**

This matter is before the Court on the *Emergency Motion for Entry of an Order (I) Authorizing the Debtors to Pay Prepetition Claims of Section 503(b)(9) Vendors and (II) Granting Related Relief* (the “Motion”) [Docket No. __] 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 to them in the Motion.

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.

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 the Court has jurisdiction over this proceeding; that this is a core proceeding; that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; that the relief sought in the Motion is in the best interests of the Debtors, their estates, and their creditors; and that good and sufficient cause exists for such relief.

Accordingly, it is hereby ORDERED as follows:

1. The Motion is GRANTED as set forth herein.
2. The Debtors are authorized, but not directed, pursuant to sections 105(a), 363(b) and 503(b) of the Bankruptcy Code, to pay, or cause to be paid, certain 503(b)(9) Claims in their business judgment, in the ordinary course of business, in an aggregate amount not to exceed \$3,220,000, upon such terms and in the manner provided in this order (the “Order”) and the Motion.
3. The 503(b)(9) Vendors shall have administrative expense claims with priority under sections 503(b) and 507(a)(2) of the Bankruptcy Code for those undisputed obligations arising from Goods delivered, received, and accepted by the Debtors in the ordinary course of business within the twenty (20) days before the Petition Date.
4. Nothing herein shall impair or prejudice the Debtors’ ability to contest, in their sole discretion, the extent, perfection, priority, validity, or amounts of any 503(b)(9) Claims or liens held by any 503(b)(9) Vendor and the Debtors’ rights to contest the extent, validity, or perfection or seek the avoidance of all such liens or the priority of such claims are fully preserved.

5. Nothing in the Motion or this Order, or the Debtors' payment of any claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity of any claim or lien against the Debtors or their estate; (b) a waiver of the Debtors' right to dispute any claim or lien; (c) an approval or assumption of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (d) an admission of the priority status of any 503(b)(9) Claim under section 503(b)(9) of the Bankruptcy Code or otherwise; or (e) a modification of the Debtors' rights to seek relief under any section of the Bankruptcy Code on account of any amounts owed or paid to any 503(b)(9) Vendor.

6. Notwithstanding the relief granted herein and any actions taken hereunder, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by any person.

7. No claimant who receives payment on account of a 503(b)(9) Claim is permitted to file or perfect a lien on account of such claim, and any such claimant shall take all necessary action to remove any existing lien relating to such claim, even if the lien is against property of a non-Debtor. Additionally, no claimant who receives payment on account of a 503(b)(9) Claim is permitted to file a claim for reclamation or a claim under section 503(b)(9) of the Bankruptcy Code, regardless of the statute or other legal authority upon which such claim may be asserted, related in any way to any remaining prepetition amounts allegedly owed to a 503(b)(9) Vendor by the Debtors.

8. The authorization granted hereby to pay the 503(b)(9) Claims shall not create any obligation on the part of the Debtors or their officers, directors, attorneys, or agents to pay the 503(b)(9) Claims; none of the foregoing persons shall have any liability on account of any decision

by the Debtors not to pay a 503(b)(9) Claim; and nothing contained in this order shall be deemed to increase, reclassify, or otherwise affect the 503(b)(9) Claims to the extent they are not paid.

9. The Banks and other financial institutions are authorized, when requested by the Debtors in the Debtors' discretion, to receive, process, honor, and pay all checks presented for payment of, and to honor all fund transfer requests made by the Debtors related to, the obligations permitted to be paid by this Order, whether such checks were presented or fund transfer requests were submitted prior to or after the Petition Date, provided that sufficient funds are available in the Debtors' accounts to cover such checks and fund transfers.

10. The Banks and other financial institutions are authorized and directed to rely on the representation(s) of the Debtors as to which checks and funds transfers are issued or authorized to be paid pursuant to this Order without any duty of further inquiry and without liability for following the Debtors' instructions.

11. 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.

12. 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.

13. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective immediately upon its entry.

14. 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.

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

16. 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 Order, cause a copy of this 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

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