



**IT IS ORDERED as set forth below:**

**Date: March 7, 2025**

**Sage M. Sigler  
U.S. Bankruptcy Court Judge**

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

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

**INTERIM 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. 15] 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.

<sup>1</sup> 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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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 March 6, 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 final hearing on the Motion shall be held on **March 28, 2025, at 10:00 a.m., prevailing Eastern Time**. Any objection to entry of the Final Order must be filed with the Court and served on the following parties: (i) counsel to the Debtors, King & Spalding LLP, 1180 Peachtree Street NE, Suite 1600, 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 March 21, 2025**.
3. 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.

4. 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.

5. 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.

6. 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.

7. 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.

8. 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.

9. 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.

10. 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.

11. 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.

12. 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.

13. 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.

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

15. 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.

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

17. 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

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*

United States Bankruptcy Court  
Northern District of Georgia

In re:  
OTB Holding LLC  
OTB Acquisition LLC  
Debtors

Case No. 25-52415-sms  
Chapter 11

## CERTIFICATE OF NOTICE

District/off: 113E-9  
Date Rcvd: Mar 07, 2025

User: bncadmin  
Form ID: pdf492

Page 1 of 3  
Total Noticed: 1

The following symbols are used throughout this certificate:

Symbol	Definition
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+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.
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Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 09, 2025:

Recip ID	Recipient Name and Address
db	+ OTB Holding LLC, 3060 Peachtree Road, NW, Atlanta, GA 30305-2234

TOTAL: 1

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.  
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

## BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, \*duplicate of an address listed above, \*P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

## NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 09, 2025

Signature: /s/Gustava Winters

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## CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 7, 2025 at the address(es) listed below:

Name	Email Address
Alan Hinderleider	on behalf of U.S. Trustee United States Trustee Alan.Hinderleider@usdoj.gov
Brooke Bean	on behalf of JointAdmin Debtor OTB Acquisition of New Jersey LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com
Brooke Bean	on behalf of JointAdmin Debtor Mt. Laurel Restaurant Operations LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com
Brooke Bean	on behalf of Debtor OTB Acquisition of Baltimore County LLC bbean@kslaw.com, brooke-bean-2300@ecf.pacerpro.com
Brooke Bean	on behalf of JointAdmin Debtor OTB Acquisition LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com
Brooke Bean	



District/off: 113E-9

User: bncadmin

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on behalf of JointAdmin Debtor OTB Acquisition of Baltimore County LLC bbean@kslaw.com,  
brooke-bean-2300@ecf.pacerpro.com

Brooke Bean

on behalf of Debtor OTB Holding LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com

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Brooke Bean

on behalf of Debtor Mt. Laurel Restaurant Operations LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com

Brooke Bean

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Brooke Bean

on behalf of Debtor OTB Acquisition LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com

Brooke Bean

on behalf of Debtor OTB Acquisition of New Jersey LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com

David S. Weidenbaum

on behalf of U.S. Trustee United States Trustee david.s.weidenbaum@usdoj.gov

Eric M. English

on behalf of Creditor OTB Lender LLC eenglish@porterhedges.com

Harris Winsberg

on behalf of Creditor OTB Lender LLC hwinsberg@phrd.com

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on behalf of JointAdmin Debtor OTB Acquisition of Kansas LLC jdutson@kslaw.com

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Jeff Dutson

on behalf of Debtor OTB Acquisition of Baltimore County LLC jdutson@kslaw.com

John Kendrick Turner

on behalf of Creditor Gregg County john.turner@lgbs.com

John Kendrick Turner

on behalf of Creditor City of Allen john.turner@lgbs.com

John Kendrick Turner

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Total Noticed: 1

	on behalf of Creditor Tarrant County john.turner@lgbs.com
John Kendrick Turner	on behalf of Creditor City of Roanoke john.turner@lgbs.com
John Kendrick Turner	on behalf of Creditor City of Richardson john.turner@lgbs.com
John Kendrick Turner	on behalf of Creditor Lewisville ISD john.turner@lgbs.com
John Kendrick Turner	on behalf of Creditor Smith County john.turner@lgbs.com
John Kendrick Turner	on behalf of Creditor Northwest ISD john.turner@lgbs.com
John Kendrick Turner	on behalf of Creditor Dallas County john.turner@lgbs.com
John Kendrick Turner	on behalf of Creditor Allen ISD john.turner@lgbs.com
Joshua W. Wolfshohl	on behalf of Creditor OTB Lender LLC jwolfshohl@porterhedges.com
Kristen N. Pate	on behalf of Creditor Brookfield Properties Retail Inc. bk@bpretail.com kristen.pate@brookfieldpropertiesretail.com
Lisa Wolgast	on behalf of Creditor CrossFirst Bank lisa.wolgast@btlaw.com talía.wagner@btlaw.com,marisa.howell@btlaw.com,LOFarrell@btlaw.com
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Ryan Samuel Robinson	on behalf of Creditor Kite Realty Group rrobinson@evict.net ryan.s.robinson.esq@gmail.com
Sameer Kapoor	on behalf of Creditor OTB Lender LLC skapoor@phrd.com, elytle@phrd.com
Talia B. Wagner	on behalf of Creditor CrossFirst Bank talia.wagner@btlaw.com

TOTAL: 52