



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> , ¹)	Case No. 25-52415 (SMS)
)	
Debtors.)	(Joint Administration Requested)
)	

**ORDER (I) AUTHORIZING THE DEBTORS TO PAY CERTAIN PREPETITION
CLAIMS ARISING UNDER THE PERISHABLE AGRICULTURAL COMMODITIES
ACT 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 Certain Prepetition Claims Arising Under the Perishable Agricultural Commodities Act and (II) Granting Related Relief* (the “Motion”) [Docket No. 14] 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 to 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 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 to the extent set forth herein.
2. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
3. The Debtors are authorized, but not directed, in their sole discretion, to pay or otherwise satisfy all valid PACA Claims in the ordinary course of business in an aggregate amount not to exceed \$950,000.
4. Any PACA Claimant who accepts payment from the Debtors in satisfaction of its valid PACA Claim will be deemed to have waived any and all claims of whatever type, kind, or priority against the Debtors, their property, their estates, and any PACA Trust Assets, but only to the extent that payment has been received by such PACA Claimant on account of its PACA Claim.
5. The Debtors' banks shall be, and hereby are, authorized, 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 all PACA Claims, whether those checks

were presented prior to or after the Petition Date, provided that sufficient funds are available in the applicable accounts to make the payments.

6. Banks and other financial institutions that process, honor, and pay any and all checks on account of any valid PACA Claim may rely on the representation of the Debtors as to which checks are issued and authorized to be paid in accordance with this Order without any duty of further inquiry and without liability for following the Debtors' instructions.

7. Within five (5) business days of entry of this Order, the Debtors shall provide to the United States Trustee for the Northern District of Georgia (the "U.S. Trustee") a list of PACA Claimants that appear on the Debtors' consolidated Top 30 list of unsecured creditors.

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

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. 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.

11. 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.

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

13. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation of this Order.

14. 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: pdf453

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

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

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Brooke Bean

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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

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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

Jeff Dutson

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

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Jeff Dutson

on behalf of Debtor OTB Acquisition 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 Dallas 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 Allen ISD john.turner@lgbs.com
Joshua W. Wolfshohl	on behalf of Creditor OTB Lender LLC jwolfshohl@porterhedges.com
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Julie Anne Parsons	on behalf of Creditor Midland Central Appraisal District jparsons@mvbalaw.com theresa.king@mvbalaw.com
Julie Anne Parsons	on behalf of Creditor Bowie Central Appraisal District jparsons@mvbalaw.com theresa.king@mvbalaw.com
Julie Anne Parsons	on behalf of Creditor City of Waco and/or Waco ISD jparsons@mvbalaw.com theresa.king@mvbalaw.com
Julie Anne Parsons	on behalf of Creditor The County of Brazos Texas jparsons@mvbalaw.com, theresa.king@mvbalaw.com
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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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Talia B. Wagner	on behalf of Creditor CrossFirst Bank talia.wagner@btlaw.com

TOTAL: 57