

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

In re:

OTB HOLDING LLC, *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 25-52415 (SMS)  
)  
) (Jointly Administered)  
)  
) **Related to Docket Nos. 11, 49**

**NOTICE OF FILING OF PROPOSED FINAL ORDER**

**PLEASE TAKE NOTICE** that, on March 5, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Emergency Motion for Entry of an Order (I) Authorizing the Debtors to Honor Prepetition Obligations to Customers and Otherwise Continue Customer Programs in the Ordinary Course of Business and (II) Granting Related Relief* [Docket No. 11] (the “Motion”).

**PLEASE TAKE FURTHER NOTICE** that on March 7, 2025, the United States Bankruptcy Court for the Northern District of Georgia (the “Court”) entered the *Interim Order (I) Authorizing the Debtors to Honor Prepetition Obligations to Customers and Otherwise Continue Customer Programs in the Ordinary Course of Business and (II) Granting Related Relief* [Docket No. 49] (the “Interim Order”).

**PLEASE TAKE FURTHER NOTICE** that the Debtors hereby file a proposed form of final order (the “Proposed Final Order”), attached hereto as **Exhibit A**. A redline reflecting the modifications between the Interim Order and the Proposed Final Order is attached hereto as **Exhibit B**.

**PLEASE TAKE FURTHER NOTICE** that the hearing to consider the Motion will be held before the Honorable Sage M. Sigler, United States Bankruptcy Judge, in Courtroom 1201,

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<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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United States Courthouse, 75 Ted Turner Drive, SW, Atlanta, Georgia, 30303 on **April 1, 2025, at 1:30 p.m. (prevailing Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that a copy of each document filed in the above captioned chapter 11 cases can be viewed on the Court's website at [www.ganb.uscourts.gov](http://www.ganb.uscourts.gov) and the website of the Debtors' claims and noticing agent, Kurtzman Carson Consultants, LLC d/b/a Verita Global, at <https://www.veritaglobal.net/ontheborder>. Further information may be obtained by using the "Submit an Inquiry" function at <https://www.veritaglobal.net/ontheborder/inquiry>.

Date: March 31, 2025  
Atlanta, GA

Respectfully submitted,

KING & SPALDING LLP

/s/ Jeffrey R. Dutson

Jeffrey R. Dutson

Georgia Bar No. 637106

Brooke L. Bean

Georgia Bar No. 764552

Alice Kyung Won Song

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*Proposed Counsel for the Debtors in Possession*

**Exhibit A**

**Proposed Final Order**

**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)
_____	)	

**FINAL ORDER (I) AUTHORIZING THE DEBTORS TO HONOR  
PREPETITION OBLIGATIONS TO CUSTOMERS AND OTHERWISE  
CONTINUE CUSTOMER PROGRAMS IN THE ORDINARY COURSE  
OF BUSINESS 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 Honor Prepetition Obligations to Customers and Otherwise*  
*Continue Customer Programs in the Ordinary Course of Business and (II) Granting Related Relief*

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<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.

(the “Motion”) [Docket No. 11] 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. On March 7, 2025, the Court granted the Motion on an interim basis and scheduled a Final Hearing for March 28, 2025. The Final Hearing was reset to April 1, 2025. *See* Docket No. 123.

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 March 6, 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, 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 a final basis as set forth herein.
2. The Debtors are authorized, but not directed, in their sole discretion, pursuant to sections 105(a), 363, 1107(a) and 1108 of the Bankruptcy Code, to continue, renew, replace, implement, modify and/or terminate the Customer Programs, as they deem appropriate, in the ordinary course of business.
3. The Debtors are authorized, but not directed, in their sole discretion, to pay, honor, or otherwise satisfy all prepetition obligations relating to the Customer Programs in the ordinary course of business, in the same manner and on the same basis as the Debtors honored such

obligations prior to the commencement of these chapter 11 cases, including, without limitation, any prepetition processing costs and fees associated with the Customer Programs.

4. The Debtors are authorized, but not directed, to continue to issue, sell, maintain, and honor Gift Cards through the Gift Card Program in the ordinary course of business in accordance with practices and procedures that were in effect before the Petition Date. The Debtors are further authorized, but not directed, to honor, solely in their business judgment and in the ordinary course, obligations owed to Brinker under the Gift Card Agreement.

5. The Debtors are authorized, but not directed, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, to maintain and administer the Charitable Programs in effect and to honor and pay any prepetition obligations related thereto in the ordinary course of business in accordance with practices and procedures that were in effect before the Petition Date.

6. The Debtors' Banks shall be, and hereby are, authorized and directed, 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 on account of the Customer Programs, 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.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

8. The Debtors' Banks may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this Order, and any such Bank shall not have any duty of further

inquiry or liability to any party for relying on such representations or instructions by the Debtors as provided for in this Order.

9. The Debtors shall provide three (3) business days' advance written notice to counsel to the official committee of unsecured creditors appointed in the Debtors' cases (the "Committee"), the Office of the United States Trustee for Region 21 (the "U.S. Trustee"), and counsel to the DIP Lender (as defined in the DIP Order (as defined below)) prior to (a) a material change to any Customer Program or (b) any cash payments over \$100,000 made by the Debtors on account of the Customer Programs.

10. 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 against the Debtors or their estates, or an approval or assumption of any agreement, contract, lease or Customer Program 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.

11. Notwithstanding the relief granted in this Order, any payment made or to be made by the Debtors pursuant to the authority granted herein, and any relief or authorization granted herein, shall be subject to and in compliance with each interim and final order entered by the Court in respect of the *Debtors' Emergency Motion for Interim and Final Orders (I) Authorizing the Debtors to Obtain Senior Secured Superpriority 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*

(VI) *Granting Related Relief* [Docket No. 17] (collectively, such interim and final orders, the “DIP Order”), including compliance with the Budget (as defined in the DIP Order) and any other terms and conditions of the DIP Order. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Order. To the extent there is any inconsistency between the terms of the DIP Order and the terms of this Order or any action taken or proposed to be taken hereunder, the terms of 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. 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.

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. 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

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*

**Exhibit B**

**Redline**

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION

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

**INTERIM~~FINAL~~ ORDER (I) AUTHORIZING THE DEBTORS TO HONOR  
PREPETITION OBLIGATIONS TO CUSTOMERS AND OTHERWISE  
CONTINUE CUSTOMER PROGRAMS IN THE ORDINARY COURSE  
OF BUSINESS 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 Honor Prepetition Obligations to Customers and Otherwise  
Continue Customer Programs in the Ordinary Course of Business and (II) Granting Related*

<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.

Relief (the “Motion”) [Docket No. 11] 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. On March 7, 2025, the Court granted the Motion on an interim basis and scheduled a Final Hearing for March 28, 2025. The Final Hearing was reset to April 1, 2025. See Docket No. 123.

The Court has considered the Motion, the First Day Declaration, and the matters reflected in the record of the ~~hearing~~hearings held on the Motion on March 6, 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, 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 ~~to the extent~~ on a final basis 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, 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.~~

32. The Debtors are authorized, but not directed, in their sole discretion, pursuant to sections 105(a), 363, 1107(a) and 1108 of the Bankruptcy Code, to continue, renew, replace, implement, modify and/or terminate the Customer Programs, as they deem appropriate, in the ordinary course of business.

43. The Debtors are authorized, but not directed, in their sole discretion, to pay, honor, or otherwise satisfy all prepetition obligations relating to the Customer Programs in the ordinary course of business, in the same manner and on the same basis as the Debtors honored such obligations prior to the commencement of these chapter 11 cases, including, without limitation, any prepetition processing costs and fees associated with the Customer Programs.

54. The Debtors are authorized, but not directed, to continue to issue, sell, maintain, and honor Gift Cards through the Gift Card Program in the ordinary course of business in accordance with practices and procedures that were in effect before the Petition Date. The Debtors are further authorized, but not directed, to honor, solely in their business judgment and in the ordinary course, obligations owed to Brinker under the Gift Card Agreement.

65. The Debtors are authorized, but not directed, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, to maintain and administer the Charitable Programs in effect and to honor and pay any prepetition obligations related thereto in the ordinary course of business in accordance with practices and procedures that were in effect before the Petition Date.

76. The Debtors' Banks shall be, and hereby are, authorized and directed, 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 on account of the

Customer Programs, 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.

87. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

98. The Debtors' Banks may rely on the representations of the Debtors with respect to whether any check or other transfer drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this Order, and any such Bank shall not have any duty of further inquiry or liability to any party for relying on such representations or instructions by the Debtors as provided for in this Order.

9. The Debtors shall provide three (3) business days' advance written notice to counsel to the official committee of unsecured creditors appointed in the Debtors' cases (the "Committee"), {the Office of the United States Trustee for }Region 21 (the "U.S. Trustee"), and counsel to the DIP Lender (as defined in the DIP Order (as defined below)) prior to (a) a material change to any Customer Program or (b) any cash payments over \$100,000 made by the Debtors on account of the Customer Programs.

10. 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 against the Debtors or their estates, or an approval or assumption of any agreement, contract, lease or Customer Program 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.

11. Notwithstanding ~~anything to the contrary contained herein, (i)~~ the relief granted in this Order, any payment made or to be made, by the Debtors pursuant to the authority granted herein, and any relief or authorization ~~contained, hereunder~~ granted herein, 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~~ and in compliance with each interim and final order entered by the Court in respect of the Debtors' Emergency Motion for Interim and Final Orders (I) Authorizing the Debtors to Obtain Senior Secured Superpriority 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 (VI) Granting Related Relief ~~(Docket No. 17]~~ (collectively, such interim and final orders, the "DIP Order"), ~~and (ii) to including compliance with {the Budget (as defined in }the DIP Order) and any other terms and conditions of the DIP Order. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Order. To~~ the extent there is any inconsistency between the terms of the DIP Order and the terms of this Order or any action taken or proposed to be taken hereunder, the ~~DIP Order and {the Budget (as defined in }terms of~~ 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. 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.

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. 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  
Jeffrey R. Dutson  
Georgia Bar No. 637106  
Brooke L. Bean  
Georgia bar No. 764552  
Alice Kyung Won Song  
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*Proposed Counsel for the Debtors in Possession*