

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

In re:

OTB HOLDING LLC, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 25-52415 (SMS)
)
) (Jointly Administered)
)
) Related to Docket Nos. 15, 56

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 Payment of Prepetition Claims of Section 503(b)(9) Vendors and (II) Granting Related Relief* [Docket No. 15] (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 Pay Prepetition Claims of Section 503(b)(9) Vendors and (II) Granting Related Relief* [Docket No. 56] (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, United States Courthouse, 75 Ted Turner Drive, SW, Atlanta, Georgia, 30303 on **April 1, 2025, at 1:30 p.m. (prevailing Eastern Time)**.

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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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 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

Georgia Bar No. 692753

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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> , ¹)	Case No. 25-52415 (SMS)
)	
)	
Debtors.)	(Jointly Administered)
_____)	

**FINAL 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. On March 7, 2025, the Court granted

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 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 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 on a final basis 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. Notwithstanding anything to the contrary in this Order, the Debtors shall provide notice to counsel to the official committee of unsecured creditors appointed in the Debtors’ cases (the “Committee”) and counsel to the DIP Lender (as defined in the DIP Order (as defined below)) within five (5) business days following any payment exceeding \$100,000 made on account of a 503(b)(9) Claim.
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 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.

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

Exhibit B

Redline

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

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

INTERIM FINAL 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. On March 7, 2025, the Court

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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 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 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, 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.~~

~~32.~~ 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. Notwithstanding anything to the contrary in this Order, the Debtors shall provide notice to counsel to the official committee of unsecured creditors appointed in the Debtors’ cases (the “Committee”) and counsel to the DIP Lender (as defined in the DIP Order (as defined below)) within five (5) business days following any payment exceeding \$100,000 made on account of a 503(b)(9) Claim.

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)~~ 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.

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

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