

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. 6, 53

**NOTICE OF FILING OF MODIFIED 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 Interim and Final Orders (I) Authorizing Continued Use of Prepetition Bank Accounts, Cash Management System, Forms, and Books and Records and (II) Granting Related Relief* [Docket No. 6] (the “Motion”). A proposed form of final order was attached to the Motion as Exhibit D (the “Initial Proposed Final Order”).

**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 Continued Use of Prepetition Bank Accounts, Cash Management System, Forms, and Books and Records and (II) Granting Related Relief* [Docket No. 53].

**PLEASE TAKE FURTHER NOTICE** that the Debtors hereby file a modified version of the Initial Proposed Final Order (the “Modified Proposed Final Order”), attached hereto as Exhibit A. A redline reflecting the modifications between the Initial Proposed Final Order and the Modified 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**

**Modified 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)
<hr style="width: 50%; margin-left: 0;"/>		

**FINAL ORDER (I) AUTHORIZING CONTINUED USE OF PREPETITION BANK  
ACCOUNTS, CASH MANAGEMENT SYSTEM, FORMS, AND BOOKS AND  
RECORDS AND (II) GRANTING RELATED RELIEF**

This matter is before the Court on the *Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Continued Use of Prepetition Bank Accounts, Cash Management System, Forms, and Books and Records and (II) Granting Related Relief* (the “Motion”) [Docket No. 6] of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). All

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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.

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, the 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, to: (a) maintain and continue operating the Cash Management System and honor any prepetition obligations related thereto; (b) designate, maintain, and continue to use any or all of their existing Bank Accounts, including, but not limited to, the Bank Accounts identified on **Exhibit A** of the Motion, in the names and with the account numbers existing immediately before the Petition Date; (c) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including checks, wire transfers, and other debits; (d) treat their prepetition Bank Accounts for all purposes as debtor-in-possession accounts; (e) open new debtor-in-possession bank accounts or close existing accounts, provided that (i) any new account is with a bank that (x) is insured with the FDIC or the Federal Savings and Loan Insurance Corporation and (y) has executed (or is willing to execute) a Uniform

Depository Agreement (“UDA”) with the Office of the United States Trustee for Region 21 (the “U.S. Trustee”), and (ii) the Debtors provide three (3) business days’ advance written notice to the U.S. Trustee and the counsel for the official committee of unsecured creditors (the “Committee”) of the opening or closing of an account, and provided further that any account opened by any of the Debtors on or after the Petition Date at any Bank shall, for purposes of this Order, be deemed a Bank Account as if it had been listed on **Exhibit A** of the Motion hereto and entitled to the relief granted herein; and (g) pay the Bank Fees (including any prepetition amounts).

3. The Banks are authorized to debit the Debtors’ Bank Accounts in the ordinary course of business and without further order of the Court on account of (a) all checks drawn on the Debtors’ accounts that were cashed at the Banks’ counters or exchanged for cashier’s or official checks by the payees thereof prior to the Petition Date; (b) all Bank Fees and costs in connection with any checks or other items deposited in one of the Debtors’ accounts with such Bank prior to the Petition Date, which have been dishonored or returned unpaid for any reason, to the same extent the Debtors were responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as to service charges for the maintenance of the Cash Management System. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that have been (i) dishonored as a consequence of the Chapter 11 Cases and (ii) authorized by an order of this Court.

4. The Debtors may maintain and continue to use their existing Cash Management System; *provided, that*, the Debtors shall continue to maintain detailed records with respect to all

transfers of cash so that all transactions may be readily ascertained, traced and recorded properly, which records shall distinguish between prepetition and postpetition transactions.

5. The Debtors are authorized to pay all prepetition Processing Fees and Bank Fees and to continue to pay such Processing Fees and Bank Fees in the ordinary course of business postpetition.

6. The Debtors may use, in their present form, existing checks and other business forms related to the Debtors' Bank Accounts; *provided, however*, that upon depletion of the Debtors' current supply of such checks and forms, each Debtor shall have the debtor in possession nomenclature added to such checks and forms.

7. The Debtors may use the Debtors' existing books and records with appropriate notations to reflect the filing of the chapter 11 petitions.

8. Banks at which the Debtors have Bank Accounts are authorized to maintain and administer the Debtors' Bank Accounts in accordance with the contracts entered into between the Debtors and such banks before the Petition Date and otherwise in accordance with past practice, and such banks are enjoined from freezing or otherwise impeding the Debtors' Bank Accounts, *provided, however*, that such banks shall not honor any checks issued prior to the Petition Date and presented for payment to the banks postpetition or honor any postpetition automatic or pre-authorized debits related to prepetition transactions, unless otherwise authorized to do so by order of this Court.

9. Banks at which the Debtors have Bank Accounts may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this or any other order of this

Court, and such banks shall not have any duty of further inquiry or liability to any party for relying on such representations by the Debtors as provided for herein.

10. Subject to the terms of this Final Order, and only to the extent sufficient funds are available in each applicable Bank Account, all Banks at which the Bank Accounts are maintained are authorized to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors-in-possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, credit card payments, and wire transfers issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.

11. Existing deposit agreements between the Debtors and Banks at which the Debtors have Bank Accounts shall continue to govern the postpetition cash management relationship between the Debtors and such banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect. The Debtors and the banks may, without further order of this Court, agree to and implement changes to the cash management systems and procedures in the ordinary course of business, including, without limitation, the opening and closing of bank accounts.

12. The Debtors are authorized to deposit funds into the Bank Accounts listed on **Exhibit A** to the Motion in accordance with their established deposit practices in effect as of the commencement of these chapter 11 cases.

13. 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.

14. The Debtors shall provide three (3) business days' advance written notice to counsel to the Committee, the U.S. Trustee, and counsel to the DIP Lender (as defined in the DIP Order) prior to: (a) any material changes to the Cash Management System; (b) any cash transfers outside of the ordinary course of business that are not authorized pursuant to orders entered by the Court; and (c) the closure of any Bank Account or opening of any new bank accounts.

15. The Debtors shall provide counsel to the Committee and the DIP Lender a monthly accounting of inter-Debtor cash transfers (if any) by the fifth (5th) business day of the month following the occurrence of such transfers.

16. This Final Order does not authorize any payment or transfer occurring within the Debtors' Cash Management System that is a payment or transfer to any non-debtor affiliated entity or to any entity (other than the Debtors) who directly or indirectly owns a portion of a Debtor.

17. Nothing in the Motion or this Final Order, nor as a result of any payment made pursuant to this Final 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, 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 Final Order.

18. 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.

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

20. 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.

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

22. 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 Final Order, cause a copy of this Final 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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Email: asong@kslaw.com

*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, <i>et al.</i> , <sup>1</sup>	)	Case No. 25-52415 (SMS)
	)	
	)	
Debtor.	)	(Jointly Administered)
_____)		

**FINAL ORDER (I) AUTHORIZING CONTINUED USE OF PREPETITION BANK  
ACCOUNTS, CASH MANAGEMENT SYSTEM, FORMS, AND BOOKS AND  
RECORDS AND (II) GRANTING RELATED RELIEF**

This matter is before the Court on the *Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Continued Use of Prepetition Bank Accounts, Cash Management System, Forms, and Books and Records and (II) Granting Related Relief* (the “Motion”) [Docket No. 6] of the above-captioned debtors and debtors in possession (collectively, the “Debtors”). All

<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.

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, the 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 ~~an~~ a final basis as set forth herein.
2. ~~The final hearing on the Motion shall be held on           , 2025, at    :       .m., prevailing Eastern Time. Any objection to entry of the Final Order attached as Exhibit B to the Motion 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           , 2025~~

32. The Debtors are authorized, but not directed, to: (a) maintain and continue operating the Cash Management System and honor any prepetition obligations related thereto; (b) designate, maintain, and continue to use any or all of their existing Bank Accounts, including, but not limited to, the Bank Accounts identified on **Exhibit A** of the Motion, in the names and with the account numbers existing immediately before the Petition Date; (c) deposit funds in and withdraw funds from the Bank Accounts by all usual means, including checks, wire transfers, and other debits; (d) treat their prepetition Bank Accounts for all purposes as debtor-in-possession accounts; (e) open new debtor-in-possession bank accounts or close existing accounts, provided that (i) any new account is with a bank that (x) is insured with the FDIC or the Federal Savings and Loan Insurance Corporation and (y) has executed (or is willing to execute) a Uniform Depository Agreement (“UDA”) with the {Office of the United States Trustee for }Region 21 (the “U.S. Trustee”), and (ii) the Debtors provide three (3) business days’ advance written notice to the U.S. Trustee and ~~any statutory~~the counsel for the official committee(s) ~~appointed in the Chapter 11 Cases~~ of unsecured creditors (the “Committee”) of the opening or closing of an account, and provided further that any account opened by any of the Debtors on or after the Petition Date at any Bank shall, for purposes of this Order, be deemed a Bank Account as if it had been listed on **Exhibit A** of the Motion hereto and entitled to the relief granted herein; and (g) pay the Bank Fees (including any prepetition amounts).

~~4. Bankruptcy Code section 345(b), to the extent applicable and not otherwise met, is waived with respect to the Cash Management System.~~

53. The Banks are authorized to debit the Debtors’ Bank Accounts in the ordinary course of business and without further order of the Court on account of (a) all checks drawn on

the Debtors' accounts that were cashed at the Banks' counters or exchanged for cashier's or official checks by the payees thereof prior to the Petition Date; (b) all Bank Fees and costs in connection with any checks or other items deposited in one of the Debtors' accounts with such Bank prior to the Petition Date, which have been dishonored or returned unpaid for any reason, to the same extent the Debtors were responsible for such items prior to the Petition Date; and (c) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed to any Bank as to service charges for the maintenance of the Cash Management System. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that have been (i) dishonored as a consequence of the Chapter 11 Cases and (ii) authorized by an order of this Court.

64. The Debtors may maintain and continue to use their existing Cash Management System; *provided, that*, the Debtors shall continue to maintain detailed records with respect to all transfers of cash so that all transactions may be readily ascertained, traced and recorded properly, which records shall distinguish between prepetition and postpetition transactions.

75. The Debtors are authorized to pay all prepetition Processing Fees and Bank Fees and to continue to pay such Processing Fees and Bank Fees in the ordinary course of business postpetition.

86. The Debtors may use, in their present form, existing checks and other business forms related to the Debtors' Bank Accounts; *provided, however*, that upon depletion of the Debtors' current supply of such checks and forms, each Debtor shall have the debtor in possession nomenclature added to such checks and forms.

|        ~~9~~7.     The Debtors may use the Debtors' existing books and records with appropriate notations to reflect the filing of the chapter 11 petitions.

|        ~~10~~8.     Banks at which the Debtors have Bank Accounts are authorized to maintain and administer the Debtors' Bank Accounts in accordance with the contracts entered into between the Debtors and such banks before the Petition Date and otherwise in accordance with past practice, and such banks are enjoined from freezing or otherwise impeding the Debtors' Bank Accounts, *provided, however*, that such banks shall not honor any checks issued prior to the Petition Date and presented for payment to the banks postpetition or honor any postpetition automatic or pre-authorized debits related to prepetition transactions, unless otherwise authorized to do so by order of this Court.

|        ~~11~~9.     Banks at which the Debtors have Bank Accounts may rely on the representations of the Debtors with respect to whether any check or other payment order drawn or issued by the Debtors prior to the Petition Date should be honored pursuant to this or any other order of this Court, and such banks shall not have any duty of further inquiry or liability to any party for relying on such representations by the Debtors as provided for herein.

|        ~~12~~10.    Subject to the terms of this Final Order, and only to the extent sufficient funds are available in each applicable Bank Account, all Banks at which the Bank Accounts are maintained are authorized to continue to service and administer the Bank Accounts as accounts of the Debtors as debtors-in-possession, without interruption and in the ordinary course, and to receive, process, honor, and pay any and all checks, drafts, credit card payments, and wire transfers issued and drawn on the Bank Accounts after the Petition Date by the holders or makers thereof, as the case may be.

~~13~~11. Existing deposit agreements between the Debtors and Banks at which the Debtors have Bank Accounts shall continue to govern the postpetition cash management relationship between the Debtors and such banks, and all of the provisions of such agreements, including, without limitation, the termination and fee provisions, shall remain in full force and effect. The Debtors and the banks may, without further order of this Court, agree to and implement changes to the cash management systems and procedures in the ordinary course of business, including, without limitation, the opening and closing of bank accounts.

~~14~~12. The Debtors are authorized to deposit funds into the Bank Accounts listed on Exhibit A to the Motion in accordance with their established deposit practices in effect as of the commencement of these chapter 11 cases.

~~15~~13. 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.

14. The Debtors shall provide three (3) business days' advance written notice to counsel to the Committee, the U.S. Trustee, and counsel to the DIP Lender (as defined in the DIP Order) prior to: (a) any material changes to the Cash Management System; (b) any cash transfers outside of the ordinary course of business that are not authorized pursuant to orders entered by the Court; and (c) the closure of any Bank Account or opening of any new bank accounts.

15. The Debtors shall provide counsel to the Committee and the DIP Lender a monthly accounting of inter-Debtor cash transfers (if any) by the fifth (5th) business day of the month following the occurrence of such transfers.

16. This Final Order does not authorize any payment or transfer occurring within the Debtors' Cash Management System that is a payment or transfer to any non-debtor affiliated entity or to any entity (other than the Debtors) who directly or indirectly owns a portion of a Debtor.

~~16~~17. Nothing in the Motion or this Final Order, nor as a result of any payment made pursuant to this Final 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, 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 Final Order.

~~17~~18. 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.

~~18~~19. Notwithstanding any applicability of Bankruptcy Rule 6004(h), the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

~~19~~20. 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.

~~20~~21. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

~~21~~22. 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 Final Order, cause a copy of this Final 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*