

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)
)
) Related to Docket Nos. 10, 51

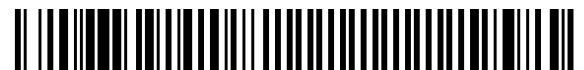
NOTICE OF FILING OF MODIFIED PROPOSED FINAL ORDER

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) Prohibiting Utilities from Altering, Refusing, or Discontinuing Services on Account of Prepetition Invoices; (II) Deeming Utilities Adequately Assured of Future Performance; (III) Establishing Procedures for Determining Adequate Assurance of Payment; and (IV) Granting Related Relief* [Docket No. 10] (the “Motion”). A proposed form of final order was attached to the Motion as Exhibit C (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) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service on Account of Prepetition Invoices; (II) Deeming Utilities Adequately Assured of Future Performance; (III) Establishing Procedures for Determining Adequate Assurance of Payment; and (IV) Granting Related Relief* [Docket No. 51].

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**.

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 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 3, 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 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: April 1, 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

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

**FINAL ORDER (I) PROHIBITING UTILITIES FROM ALTERING, REFUSING, OR
DISCONTINUING SERVICE ON ACCOUNT OF PREPETITION INVOICES;
(II) DEEMING UTILITIES ADEQUATELY ASSURED OF FUTURE PERFORMANCE;
(III) ESTABLISHING PROCEDURES FOR DETERMINING ADEQUATE
ASSURANCE OF PAYMENT; AND (IV) GRANTING RELATED RELIEF**

This matter is before the Court on the *Emergency Motion for Entry of Interim and Final Orders (I) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service on Account of Prepetition Invoices; (II) Deeming Utilities Adequately Assured of Future Performance;*

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.

(III) Establishing Procedures for Determining Adequate Assurance of Payment; and
(IV) Granting Related Relief (the “Motion”) [Docket No. 10] 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 the Motion on an interim basis and scheduled a Final Hearing for March 28, 2025. The Final Hearing was reset to April 3, 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 terms and conditions of this Final Order shall be immediately effective and enforceable upon its entry.
3. The Debtors are authorized, but not directed, in their sole discretion, to pay on a timely basis, in accordance with their prepetition practices, all undisputed invoices in respect of postpetition Utility Services rendered by the Utility Providers to the Debtors.

4. The Debtors are authorized, but not directed, to pay on a timely basis, in accordance with their prepetition practices, all undisputed invoices of the Utility Managers to the Debtors for prepetition Service Fees.

5. All Utility Providers are prohibited from altering, refusing, or discontinuing services to, and/or discriminating against the Debtors on the basis of commencement of these cases or on account of unpaid invoices for service provided by any of the Utility Providers to the Debtors prior to the Petition Date.

6. The procedures approved in the Interim Order are approved on a final basis.

7. The Debtors are authorized, as necessary, to adjust periodically the amount in the Adequate Assurance Account to reflect the following two factors: (a) the termination of Utility Services by the Debtors; and (b) the entry into any agreements between the Debtors and the applicable Utility Providers.

8. The portion of the Adequate Assurance Deposit attributable to each Utility Provider shall be returned to the Debtors automatically, without further order of the Court, upon the earlier of (i) reconciliation and payment by the Debtors of the Utility Provider's final invoice in accordance with applicable nonbankruptcy law following the Debtors' termination of Utility Services from such Utility Provider; (ii) the closing of a sale of all or substantially all of the Debtors' assets, and (iii) the effective date of any chapter 11 plan confirmed in these chapter 11

cases, if not applied earlier, *provided*, that there are no outstanding disputes related to postpetition payments due to such affected Utility Providers.²

9. If an amount relating to Utility Services provided postpetition by a Utility Provider is unpaid, and remains unpaid beyond any applicable grace period, such Utility Provider may request a disbursement from the Adequate Assurance Account by giving notice to counsel to the Debtors, King & Spalding LLP, 1180 Peachtree Street, Suite 1600, Atlanta, Georgia 30309-3521 (Attention: Jeffrey R. Dutson (jdutson@kslaw.com) and Brooke L. Bean (bbean@kslaw.com)). Within five (5) business days after the date the request is received by the Debtors, the Debtors shall either (i) bring the account current or (ii) honor the request, subject to the ability of the Debtors and any such requesting Utility Provider to resolve any dispute regarding such request without further order of the Court. In no event shall a Utility Provider be permitted to receive aggregate disbursements in excess of the total amount set forth for such Utility Provider under the column labeled “Adequate Assurance” on **Exhibit A**. If the Debtors do not bring the account current, the Utility Provider may terminate Utility Services as to the account for which such disbursement from the Adequate Assurance is required.

10. In addition, the Debtors are authorized, as necessary, to provide notice and a copy of this Final Order to any Additional Utility Providers as such Additional Utility Providers are identified. Such Additional Utility Providers shall be subject to the terms of the Final Order, including the Determination Procedures. If an Additional Utility Provider fails to submit a Request

² In the event that a Utility Provider has more than one account with the Debtors, then, upon such termination of an account by the Debtors, only that portion of the Adequate Assurance Deposit attributable to such account will be returned to the Debtors.

within thirty (30) days after being served with this Final Order, the Additional Utility Provider shall be deemed to have received adequate assurance of payment that is satisfactory to such Additional Utility Provider pursuant to section 366(c)(2) of the Bankruptcy Code without prejudice to the right of such Additional Utility Provider to seek relief in the future pursuant to section 366(c)(3)(A).

11. 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 Final Order, and any such bank shall not have any duty of further inquiry or liability to any party for relying on such representations by the Debtors.

12. Any Utility Provider may request relief from this Order and may request an expedited hearing on such request.

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

14. Notwithstanding anything to the contrary herein, nothing in this Order affects the rights and obligations of the Debtors and their landlords under section 365 of the Bankruptcy Code with respect to nonresidential real property leases.

15. Nothing contained in the Motion or this Order or the relief granted (including any actions taken or payments made by the Debtors pursuant thereto) shall be construed as (i) an admission as to the validity of any claim against the Debtors or any liens satisfied pursuant to this Motion; (ii) an agreement or obligation to pay any claims; (iii) a waiver of any claims or causes of action that may exist against any creditor or interest holder; (iv) a waiver of the Debtors' or any appropriate party in interest's right to dispute any claim; or (v) an approval, assumption, or

rejection of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy Code.

16. 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 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 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.

17. 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.

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

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

20. 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

Counsel for the Debtors in Possession

Exhibit B

Redline

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

In re:) Chapter 11
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OTB Holding LLC, *et al.*,¹) Case No. 25-52415 (SMS)
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Debtors.) (Jointly Administered)
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**FINAL ORDER (I) PROHIBITING UTILITIES FROM ALTERING, REFUSING, OR
DISCONTINUING SERVICE ON ACCOUNT OF PREPETITION INVOICES;
(II) DEEMING UTILITIES ADEQUATELY ASSURED OF FUTURE PERFORMANCE;
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(III) *Establishing Procedures for Determining Adequate Assurance of Payment*; and
(IV) *Granting Related Relief* (the “Motion”) [Docket No. ~~—10~~] 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 the Motion on an interim basis and scheduled a Final Hearing for ~~—~~March 28, 2025. The Final Hearing was reset to April 3, 2025. See Docket No. 123.

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20. ~~Proposed counsel~~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

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| ~~Proposed~~ Counsel for the Debtors in Possession