



IT IS ORDERED as set forth below:

Date: April 3, 2025

A handwritten signature in blue ink, reading "Sage M. Sigler".

**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.)	(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 April 3, 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

KING & SPALDING LLP

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Email: asong@kslaw.com

Counsel for the Debtors in Possession

United States Bankruptcy Court
Northern District of Georgia

In re:
OTB Holding LLC
OTB Acquisition of Baltimore County, LLC
Debtors

Case No. 25-52415-sms
Chapter 11

CERTIFICATE OF NOTICE

District/off: 113E-9
Date Rcvd: Apr 03, 2025

User: bncadmin
Form ID: pdf615

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Total Noticed: 22

The following symbols are used throughout this certificate:

Symbol	Definition
+	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.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Apr 05, 2025:

Recip ID	Recipient Name and Address
db	+ OTB Holding LLC, 3060 Peachtree Road, NW, Atlanta, GA 30305-2234
aty	+ Erin E. Broderick, Eversheds Sutherland (US) LLP, 227 W. Monroe St., Ste 6000, Chicago, IL 60606-5087
aty	+ Laurel D. Roglen, Ballard Spahr LLP, 919 N. Market Street, 11th Floor, Wilmington, DE 19801-3023
aty	+ Lyn Dodson, Cozen O'Connor, Suite 400, 1230 Peachtree Street NE, Atlanta, GA 30309-3583
aty	Nahal Zarnighian, Ballard Spahr LLP, Suite 1400, 2029 Century Park East, Los Angeles, CA 90067-2915
aty	+ Robert L LeHane, Kelley Drye & Warren LLP, 3 World Trade Center, 175 Greenwich Street, New York, NY 10007-2759
aty	+ Steven Yachik, Kelly Drye & Warren LLP, 3 World Trade Center, 175 Greenwich Street, New York, NY 10007-2438
cr	+ Bartel Trust Agreement, 229 Barannan #15A, San Francisco, CA 94107-4059
crcm	+ Committee Of Unsecured Creditors, Eversheds Sutherland (US) LLP, 999 Peachtree St. NE, Suite 2300, Atlanta, GA 30309 UNITED STATES 30309-4416
cr	+ Garrett Enterprises, Inc., 174 Cornerstone Boulevard, Suite B, Hot Springs, AR 71913-6560
jadmdb	+ Mt. Laurel Restaurant Operations LLC, 2201 W. Royal Lane, Irving, TX 75063-3303
jadmdb	+ OTB Acquisition LLC, 2201 W. Royal Lane, Irving, TX 75063-3200
jadmdb	+ OTB Acquisition of Baltimore County, LLC, 2201 W. Royal Lane, Irving, TX 75063-3303
jadmdb	+ OTB Acquisition of Howard County LLC, 2201 W. Royal Lane, Irving, TX 75063-3303
jadmdb	+ OTB Acquisition of Kansas LLC, 2201 W. Royal Lane, Irving, TX 75063-3303
jadmdb	+ OTB Acquisition of New Jersey LLC, 2201 W. Royal Lane, Irving, TX 75063-3303
cr	Rain Technologies Inc., 209 10th Ave S, Ste 160, Nashville, TN 37203-0702

TOTAL: 17

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). Electronic transmission is in Eastern Standard Time.

Recip ID	Notice Type: Email Address	Date/Time	Recipient Name and Address
ust	+ Email/Text: ustpregion21.at.ecf@usdoj.gov	Apr 03 2025 20:47:00	United States Trustee, 362 Richard Russell Federal Building, 75 Ted Turner Drive, SW, Atlanta, GA 30303-3315
cr	Email/Text: supervisedassets@crossfirstbank.com	Apr 03 2025 20:47:00	CrossFirst Bank, 11440 Tomahawk Creek Parkway, Leawood, KS 66211
claims	+ Email/Text: kccnoticing@kccllc.com	Apr 03 2025 20:47:00	Kurtzman Carson Consultants, LLC dba Verita Global, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245, UNITED STATES 90245-5614
cr	Email/Text: vross@hotsprings.org	Apr 03 2025 20:47:00	Hot Springs Advertising & Promotion Commission, 134 Convention Boulevard, Hot Springs, AR 71901
cr	+ Email/Text: AGBankRevenue@ag.tn.gov	Apr 03 2025 20:47:00	TN Dept of Revenue, c/o TN Attorney General's Office, Bankruptcy Division, PO Box 20207, Nashville, TN 37202-4015

TOTAL: 5

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.

District/off: 113E-9

User: bncadmin

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Recip ID	Bypass Reason	Name and Address
op		Alvarez & Marsal North America, LLC
op		Hilco Corporate Finance, LLC
op		Jonathan Tibus

TOTAL: 3 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

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: Apr 05, 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 April 3, 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
Alice Kyung Won Song	on behalf of JointAdmin Debtor OTB Acquisition of Howard County LLC asong@kslaw.com
Alice Kyung Won Song	on behalf of Debtor OTB Holding LLC asong@kslaw.com
Alice Kyung Won Song	on behalf of JointAdmin Debtor OTB Acquisition of Kansas LLC asong@kslaw.com
Alice Kyung Won Song	on behalf of JointAdmin Debtor Mt. Laurel Restaurant Operations LLC asong@kslaw.com
Alice Kyung Won Song	on behalf of JointAdmin Debtor OTB Acquisition of New Jersey LLC asong@kslaw.com
Alice Kyung Won Song	on behalf of JointAdmin Debtor OTB Acquisition LLC asong@kslaw.com
Alice Kyung Won Song	on behalf of JointAdmin Debtor OTB Acquisition of Baltimore County LLC asong@kslaw.com
Brian L. Shaw	on behalf of Creditor U.S. Foods Inc. bshaw@cozen.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 of Baltimore County LLC bbean@kslaw.com, brooke-bean-2300@ecf.pacerpro.com
Brooke Bean	on behalf of Debtor OTB Holding LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com
Brooke Bean	on behalf of Debtor OTB Acquisition of Howard County LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com
Brooke Bean	on behalf of JointAdmin Debtor OTB Acquisition of Howard County LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com
Brooke Bean	on behalf of JointAdmin Debtor OTB Acquisition of New Jersey LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com

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Brooke Bean	on behalf of JointAdmin Debtor OTB Acquisition of Kansas LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com
Brooke Bean	on behalf of Debtor OTB Acquisition 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	on behalf of Debtor Mt. Laurel Restaurant Operations LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com
Brooke Bean	on behalf of Debtor OTB Acquisition of Kansas LLC bbean@kslaw.com brooke-bean-2300@ecf.pacerpro.com
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
Diane Sanders	on behalf of Creditor McLennan County diane.sanders@lgbs.com austin.bankruptcy@lgbs.com
Diane Sanders	on behalf of Creditor Nueces County diane.sanders@lgbs.com austin.bankruptcy@lgbs.com
Dustin P. Branch	on behalf of Creditor ARC SWWMGPA001 LLC branchd@ballardspahr.com, carolod@ballardspahr.com;zarnighiann@ballardspahr.com
Dustin P. Branch	on behalf of Creditor ARC NCCHRNC001 LLC branchd@ballardspahr.com, carolod@ballardspahr.com;zarnighiann@ballardspahr.com
Dustin P. Branch	on behalf of Creditor Rivertown Crossings Mall LLC branchd@ballardspahr.com, carolod@ballardspahr.com;zarnighiann@ballardspahr.com
Dustin P. Branch	on behalf of Creditor Beltline/Airport Freeway Ltd. branchd@ballardspahr.com, carolod@ballardspahr.com;zarnighiann@ballardspahr.com
Dustin P. Branch	on behalf of Creditor RD Management LLC branchd@ballardspahr.com carolod@ballardspahr.com;zarnighiann@ballardspahr.com
Dustin P. Branch	on behalf of Creditor Willow Bend Market Ltd. branchd@ballardspahr.com, carolod@ballardspahr.com;zarnighiann@ballardspahr.com
Dustin P. Branch	on behalf of Creditor Acadia Realty Trust branchd@ballardspahr.com carolod@ballardspahr.com;zarnighiann@ballardspahr.com
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Harris Winsberg	on behalf of Creditor OTB Lender LLC hwinsberg@phrd.com
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Jeff Dutson	on behalf of Debtor OTB Holding LLC jdutson@kslaw.com
Jeff Dutson	on behalf of Debtor OTB Acquisition of Howard County LLC jdutson@kslaw.com
Jeff Dutson	on behalf of Debtor OTB Acquisition of New Jersey LLC jdutson@kslaw.com

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Jeff Dutson	on behalf of Debtor OTB Acquisition of Kansas LLC jdutson@kslaw.com
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John Francis Cartwright	on behalf of Creditor Bartel Trust Agreement cartwright@khlawfirm.com
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John J. Wiles, Sr.	on behalf of Creditor Site Centers Corp jjwiles@evict.net bankruptcy@evict.net
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John Kendrick Turner	on behalf of Creditor Gregg County john.turner@lgbs.com
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Keisha O. Coleman	on behalf of Creditor ARC NCCHRNC001 LLC colemank@ballardspahr.com
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Keisha O. Coleman	on behalf of Creditor Acadia Realty Trust colemank@ballardspahr.com
Keisha O. Coleman	on behalf of Creditor Willow Bend Market Ltd. colemank@ballardspahr.com
Keisha O. Coleman	on behalf of Creditor ARC SWWMGPA001 LLC colemank@ballardspahr.com
Keisha O. Coleman	on behalf of Creditor Rivertown Crossings Mall LLC colemank@ballardspahr.com
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Margaret A. Vesper	on behalf of Creditor ARC SWWMGPA001 LLC vesperm@ballardspahr.com
Margaret A. Vesper	on behalf of Creditor Willow Bend Market Ltd. vesperm@ballardspahr.com
Margaret A. Vesper	on behalf of Creditor Acadia Realty Trust vesperm@ballardspahr.com
Margaret A. Vesper	

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Margaret A. Vesper	on behalf of Creditor Rivertown Crossings Mall LLC vesperm@ballardspahr.com
Mark Gensburg	on behalf of Creditor Wallen Ventures LLC mgensburg@joneswalden.com, ljones@joneswalden.com;lpineyro@joneswalden.com;cmccord@joneswalden.com;bdermus@joneswalden.com;tvuncannon@jone swalden.com;jwdistribution@joneswalden.com
Nathaniel DeLoatch	on behalf of Creditor Committee Committee Of Unsecured Creditors nathanieldoatch@eversheds-sutherland.us
Philip Montgomery	on behalf of Creditor Hot Springs Advertising & Promotion Commission montgomery@legacylawhs.com cj@legacylawhs.com
Philip Montgomery	on behalf of Creditor Garrett Enterprises Inc. montgomery@legacylawhs.com, cj@legacylawhs.com
Philip L. Rubin	on behalf of Creditor ZIG Irving LLC prubin@lrglaw.com
Robert Patrick White	on behalf of Defendant Kimco Lake Prairie TC L.P. patrick.white@kershawwhite.com, susan.white@kershawwhite.com;sarah.schellhase@kershawwhite.com
Ronald M. Tucker	on behalf of Creditor Simon Property Group Inc. rtucker@simon.com, bankruptcy@simon.com
Ryan Samuel Robinson	on behalf of Creditor Regency Centers L.P. rrobinson@evict.net, ryan.s.robinson.esq@gmail.com
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Ryan Samuel Robinson	on behalf of Creditor Realty Income Corporation rrobinson@evict.net ryan.s.robinson.esq@gmail.com
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Total Noticed: 22

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TOTAL: 133