

Fill in this information to identify the case:Debtor OTB Acquisition LLCUnited States Bankruptcy Court for the: Northern District of Georgia
(State)Case number 25-52416**Modified Official Form 410
Proof of Claim****12/24**

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?	<u>ARC SWWMGPA001, LLC</u> Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor _____	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)	Where should notices to the creditor be sent? <u>ARC SWWMGPA001, LLC</u> <u>c/o Dustin P. Branch, Esq.</u> <u>Ballard Spahr LLP</u> <u>2029 Century Park East, Suite 1400</u> <u>Los Angeles, CA 90067-2915, USA</u> Contact phone <u>4242044354</u> Contact email <u>branchd@ballardspahr.com</u> Uniform claim identifier (if you use one): _____	Where should payments to the creditor be sent? (if different) Contact phone _____ Contact email _____
4. Does this claim amend one already filed?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Claim number on court claims registry (if known) _____ Filed on <u>05/29/2025</u> MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing? _____	



Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: __ __ __ __
7. How much is the claim?	\$ <u>254,608.36</u> Does this amount include interest or other charges? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8. What is the basis of the claim?	<p>Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.</p> <p><u>Real Property Lease - Shoppes at Wyomissing Store No. 208</u></p>
9. Is all or part of the claim secured?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property. Nature or property: <input type="checkbox"/> Real estate: If the claim is secured by the debtor's principle residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other. Describe: _____ Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: \$ _____ Amount of the claim that is secured: \$ _____ Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.) Amount necessary to cure any default as of the date of the petition: \$ _____ Annual Interest Rate (when case was filed) _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable
10. Is this claim based on a lease?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ <u>43,621.72</u>
11. Is this claim subject to a right of setoff?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____



12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☒ No

☐ Yes. Check all that apply:

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Amount entitled to priority

\$ _____

☐ Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

☒ No

☐ Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(3) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

☐ I am the creditor.

☒ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 05/30/2025
MM / DD / YYYY

/s/Dustin P. Branch
Signature

Print the name of the person who is completing and signing this claim:

Name Dustin P. Branch
First name Middle name Last name

Title Partner

Company Ballard Spahr LLP
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____

Contact phone _____ Email _____



Verita (KCC) ePOC Electronic Claim Filing Summary

For phone assistance: Domestic (888) 647-1744 | International (310) 751-2628

Debtor: 25-52416 - OTB Acquisition LLC District: Northern District of Georgia, Atlanta Division		
Creditor: ARC SWWMGPA001, LLC c/o Dustin P. Branch, Esq. Ballard Spahr LLP 2029 Century Park East, Suite 1400 Los Angeles, CA, 90067-2915 USA Phone: 4242044354 Phone 2: Fax: 4242044350 Email: branchd@ballardspahr.com	Has Supporting Documentation: Yes, supporting documentation successfully uploaded Related Document Statement:	
	Has Related Claim: No Related Claim Filed By:	
	Filing Party: Authorized agent	
Other Names Used with Debtor:	Amends Claim: Yes, 05/29/2025 Acquired Claim: No	
Basis of Claim: Real Property Lease - Shoppes at Wyomissing Store No. 208	Last 4 Digits: No	Uniform Claim Identifier:
Total Amount of Claim: 254,608.36	Includes Interest or Charges: Yes	
Has Priority Claim: No	Priority Under:	
Has Secured Claim: No Amount of 503(b)(9): No Based on Lease: Yes, 43,621.72 Subject to Right of Setoff: No	Nature of Secured Amount: Value of Property: Annual Interest Rate: Arrearage Amount: Basis for Perfection: Amount Unsecured:	
Submitted By: Dustin P. Branch on 29-May-2025 11:31:18 p.m. Pacific Time Title: Partner Company: Ballard Spahr LLP		

United States Bankruptcy Court for the: Northern District of Georgia, Atlanta Division

Indicate Debtor against which you assert a claim by checking the appropriate box below. **(Check only one Debtor per claim form.)**

- ☐ OTB Holding LLC (Case No. 25-52415) ☐ OTB Acquisition of Howard County LLC (Case No. 25-52418) ☐ OTB Acquisition of Baltimore County, LLC (Case No. 25-52421)
- ☒ OTB Acquisition LLC (Case No. 25-52416) ☐ Mt. Laurel Restaurant Operations LLC (Case No. 25-52419)
- ☐ OTB Acquisition of New Jersey LLC (Case No. 25-52417) ☐ OTB Acquisition of Kansas LLC (Case No. 25-52420)

Modified Official Form 410

Proof of Claim

12/24

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed.

Part 1: Identify the Claim

1. Who is the current creditor?	ARC SWWMGPA001, LLC Name of the current creditor (the person or entity to be paid for this claim) Other names the creditor used with the debtor	
2. Has this claim been acquired from someone else?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. From whom?	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent? Dustin P. Branch, Esq./Ballard Spahr LLP Name 2029 Century Park East, Suite 1400 Number Street Los Angeles CA 90067-2915 City State ZIP Code USA Country Contact phone 424.204.4354 Contact email branchd@ballardspahr.com Uniform claim identifier (if you use one):	Where should payments to the creditor be sent? (if different) Name Number Street City State ZIP Code Country Contact phone Contact email
4. Does this claim amend one already filed?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Claim number on court claims registry (if known) Filed on 05/29/2025 MM / DD / YYYY	
5. Do you know if anyone else has filed a proof of claim for this claim?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Who made the earlier filing?	

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: __ __ __ __
7. How much is the claim?	\$ <u>254,608.36</u> Does this amount include interest or other charges? <input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).
8. What is the basis of the claim?	Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information. <div style="text-align: center;"><u>Real Property Lease - Shoppes at Wyomissing (Store No. 208)</u></div>
9. Is all or part of the claim secured?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property. Nature of property: <input type="checkbox"/> Real estate: If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle <input type="checkbox"/> Other. Describe: _____ Basis for perfection: _____ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: \$ _____ Amount of the claim that is secured: \$ _____ Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amount should match the amount in line 7.) Amount necessary to cure any default as of the date of the petition: \$ _____ Annual Interest Rate (when case was filed) _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable
10. Is this claim based on a lease?	<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ <u>43,621.72</u>
11. Is this claim subject to a right of setoff?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☒ No

☐ Yes. Check all that apply:

Amount entitled to priority

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

\$ _____

☐ Up to \$3,350* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$15,150*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/25 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)?

☒ No

☐ Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(3) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

☐ I am the creditor.

☒ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgement that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date 05/29/2025

MM / DD / YYYY

Signature

Print the name of the person who is completing and signing this claim:

Name Dustin P. Branch
First name Middle name Last name

Title Partner

Company Ballard Spahr LLP
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 2029 Century Park East, Suite 1400
Number Street
Los Angeles CA 90067-2915 USA
City State ZIP Code Country

Contact phone 424.204.4354 Email branchd@ballardspahr.com

PROOF OF CLAIM ATTACHMENT

CASE NAME: OTB HOLDING LLC
CASE NUMBER: 25-52415

LOCATION: The Shoppes at Wyomissing

A. General Information:

1. Landlord Name: ARC SWWMGPA001, LLC
2. Property Location: Wyomissing, PA
3. Tenant Name: OTB Acquisition LLC
4. Space/Store No.: 208
5. Petition Date: 3/4/2025
6. Lease Exp. Date: 11/30/2027
7. Lease Rej. Date: 3/4/2025

Remaining term: 32.9 months

B. Claim Information:

	<u>Rent & Charges</u>	<u>Interest</u>	<u>Totals</u>
1. Unsecured Non-Priority Rejection Claim Amount: (Section 502(b)(6)(A))	\$210,986.64	n/a	\$210,986.64
2. Unsecured Non-Priority Pre-Petition Claim Amount: (Section 502(b)(6)(B))	\$43,126.32	\$495.40	\$43,621.72
Subtotal Unsecured Claims	\$254,112.96	\$495.40 ¹	\$254,608.36
3. Administrative Post-Petition Priority Claim Amount: (Section 503(b)(1)(A), 365(d)(3))	\$0.00	\$0.00	\$0.00
Subtotal Administrative Claims	\$0.00	\$0.00 ²	\$0.00
TOTAL CLAIM AMOUNT			\$254,608.36 ³

¹ Interest calculated at 10.% through 03/03/25, based on a 365 day year.

² Interest calculated at 10.% through 05/29/25, (the Claims Bar Date) based on a 365 day year.

³ Claimant reserves the right to supplement or amend this claim from time to time and at any time hereafter.

PRE-PETITION CHARGES

CASE NAME: OTB HOLDING LLC
CASE NUMBER: 25-52415

LOCATION: The Shoppes at Wyomissing

DATE OF		TOTAL		
CHARGE	DESCRIPTION OF CHARGE	AMOUNT DUE	INTEREST ¹	AMOUNT DUE
12/31/2024	Balance on Account	(\$13,120.34)	\$0.00	(\$13,120.34)
1/1/2025	CAM	\$784.66	\$13.54	\$798.20
1/1/2025	Rent	\$14,973.75	\$258.45	\$15,232.20
1/1/2025	Real Estate Tax	\$2,896.89	\$50.00	\$2,946.89
1/1/2025	2025 CAM Escrow Recalculation	(\$133.05)	\$0.00	(\$133.05)
1/1/2025	2025 Real Estate Tax Escrow Recalculation	(\$940.03)	\$0.00	(\$940.03)
2/1/2025	CAM	\$651.61	\$5.71	\$657.32
2/1/2025	Rent	\$14,973.75	\$131.28	\$15,105.03
2/1/2025	Real Estate Tax	\$1,956.86	\$17.16	\$1,974.02
3/1/2025	CAM	\$651.61	\$0.71	\$652.32
3/1/2025	Rent	\$14,973.75	\$16.41	\$14,990.16
3/1/2025	Real Estate Tax	\$1,956.86	\$2.14	\$1,959.00
	Attorney's fees	\$3,500.00	\$0.00	\$3,500.00
		\$43,126.32	\$495.40	

TOTAL PRE-PETITION CHARGES: \$43,621.72

¹ Interest calculated at 10.% through 03/03/25, the day before the petition date.

REJECTION DAMAGES

CASE NAME: OTB HOLDING LLC

LOCATION: The Shoppes at Wyomissing

CASE NUMBER: 25-52415

TOTAL RENT REMAINING FOR LEASE TERM

(BASIS: 365 DAYS PER YEAR)

TOTALS - ALL RENT STEPS

TOTAL RENT - ALL STEPS = \$563,020.70

TOTALS - RENT STEP 1
Daily rent: \$578.05
Start date: 04/01/25 Period rent: \$563,020.70
End date: 11/30/27 No. of days: 974

RENT CAPS (choose > one)

15% of remaining term: \$84,453.11

1 yr rent & add'l rent: \$210,986.64

Remaining rent if term is less than one year: \$0.00

TOTALS - RENT STEP 2
Daily rent: \$85.76
Start date: 01/00/00 Period rent: \$0.00
End date: 01/00/00 No. of days: 0

ACTUAL RESERVED RENT

Total rent & add'l rent: \$563,020.70

Total credits & payments: \$0.00

Actual reserved rent: \$563,020.70

TOTALS - RENT STEP 3
Daily rent: \$85.76
Start date: 01/00/00 Period rent: \$0.00
End date: 01/00/00 No. of days: 0

Rejection Claim Amount: \$210,986.64

TOTALS - RENT STEP 4
Daily rent: \$85.76
Start date: 01/00/00 Period rent: \$0.00
End date: 01/00/00 No. of days: 0

TOTALS - RENT STEP 5
Daily rent: \$85.76
Start date: 01/00/00 Period rent: \$0.00
End date: 01/00/00 No. of days: 0

TOTALS - RENT STEP 6
Daily rent: \$85.76
Start date: 01/00/00 Period rent: \$0.00
End date: 01/00/00 No. of days: 0

TOTALS - RENT STEP 7
Daily rent: \$85.76
Start date: 01/00/00 Period rent: \$0.00
End date: 01/00/00 No. of days: 0

TOTALS - RENT STEP 8
Daily rent: \$85.76
Start date: 01/00/00 Period rent: \$0.00
End date: 01/00/00 No. of days: 0