

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:

OTB HOLDING LLC, *et al.*,¹

Debtors.

)
) Chapter 11 Cases
)
) Case No. 25-52415 (SMS)
)
) (Jointly Administered)
)

**SCHEDULES OF ASSETS AND LIABILITIES FOR
OTB ACQUISITION OF KANSAS LLC (CASE NO. 25-52420)**

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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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS,
METHODOLOGY, AND DISCLAIMERS REGARDING THE DEBTORS' SCHEDULES
OF ASSETS AND LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

OTB Holding LLC and the other above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) have filed their respective Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements”) in the United States Bankruptcy Court for the Northern District of Georgia (the “Court”). The Debtors, with the assistance of their legal and financial advisors, prepared the Schedules and Statements in accordance with section 521 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

These *Global Notes and Statement of Limitations, Methodology, and Disclaimers Regarding the Debtors’ Schedules of Assets and Liabilities and Statements of Financial Affairs* (the “Global Notes”) are incorporated by reference in, and comprise an integral part of, each Debtor’s respective Schedules and Statements, and should be referred to and considered in connection with any review of the Schedules and Statements.

Jonathan Tibus has signed each set of the Schedules and Statements. Mr. Tibus serves as the Chief Restructuring Officer for the Debtors, and he is an authorized signatory for each of the Debtors in these chapter 11 cases. In reviewing and signing the Schedules and Statements, Mr. Tibus has necessarily relied upon the efforts, statements, advice, and representations of personnel of the Debtors and their legal and financial advisors. Given the scale of the Debtors’ businesses, the Debtors’ management, including the Debtors’ Chief Restructuring Officer (who has executed

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the Schedules and Statements of each of the Debtors) has not (and practically could not have) personally verified the accuracy of each statement and representation in the Schedules and Statements, including, but not limited to, statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

The Schedules and Statements are unaudited and subject to potential adjustment. In preparing the Schedules and Statements, the Debtors relied on financial data derived from their books and records that was available at the time of such preparation. Although the Debtors have made every reasonable effort to ensure the accuracy and completeness of the Schedules and Statements, subsequent information or discovery may result in material changes to the Schedules and Statements. As a result, inadvertent errors or omissions may exist. For the avoidance of doubt, the Debtors reserve their rights to amend and supplement the Schedules and Statements as may be necessary or appropriate.

The Debtors, and their agents, attorneys, and financial advisors do not guarantee or warrant the accuracy or completeness of the data that is provided herein, and shall not be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors, or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating, or delivering the information contained herein. While commercially reasonable efforts have been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys, and financial advisors expressly do not undertake any obligation to update, modify, revise, or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised, or re-categorized, except as required by applicable law. In no event shall the Debtors, or their agents, attorneys, and financial advisors, be liable to any third party for any direct, indirect, incidental, consequential, or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business, or lost profits), whether foreseeable or not and however caused, even if the Debtors or their agents, attorneys, or financial advisors are advised of the possibility of such damages.

The Schedules, Statements, and Global Notes should not be relied upon by any persons for information relating to current or future financial conditions, events, or performance of any of the Debtors or their affiliates.

Global Notes and Overview of Methodology

1. **Description of the Chapter 11 Cases.** On March 4, 2025, (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their property as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On March 7, 2025, an *Order (I) Directing Joint Administration of Related Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 45] was entered directing joint administration of these chapter 11 cases. Notwithstanding the joint administration of the Debtors’ cases for procedural purposes, each Debtor has filed its own Schedules and Statements. On March 17, 2025, the Office of the United States Trustee for Region 21 appointed an official

committee of unsecured creditors pursuant to Bankruptcy Code section 1102(a)(9). *See* Docket No. 111. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases. The information provided herein, except as otherwise noted, is reported as of the Petition Date of each respective Debtor, as appropriate.

2. **Global Notes Control.** These Global Notes pertain to and comprise an integral part of each of the Schedules and Statements and should be referenced in connection with any review thereof. In the event that the Schedules and Statements conflict with these Global Notes, these Global Notes shall control.
3. **Reservations and Limitations.** Reasonable efforts have been made to prepare and file complete and accurate Schedules and Statements; however, as noted above, inadvertent errors or omissions may exist. The Debtors reserve all rights to amend and supplement the Schedules and Statements as may be necessary or appropriate. Nothing contained in the Schedules and Statements constitutes a waiver of any of the Debtors' rights or an admission of any kind with respect to these chapter 11 cases, including, but not limited to, any rights or claims of the Debtors against any third party or issues involving substantive consolidation, equitable subordination, or defenses or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code or any other relevant applicable bankruptcy or non-bankruptcy laws to recover assets or avoid transfers. Any specific reservation of rights contained elsewhere in the Global Notes does not limit in any respect the general reservation of rights contained in this paragraph. Notwithstanding the foregoing, the Debtors shall not be required to update the Schedules and Statements except as may be required by applicable law.
 - (a) **No Admission.** Nothing contained in the Schedules and Statements is intended or should be construed as an admission or stipulation of the validity of any claim against the Debtors, any assertion made therein or herein, or a waiver of the Debtors' rights to dispute any claim or assert any cause of action or defense against any party.
 - (b) **Recharacterization.** Notwithstanding that the Debtors have made reasonable efforts to correctly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and Statements, the Debtors nonetheless may have improperly characterized, classified, categorized, or designated certain items. The Debtors reserve all rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and Statements at a later time as is necessary and appropriate.
 - (c) **Classifications.** Listing (i) a claim on Schedule D as "secured," (ii) a claim on Schedule E/F as "priority" or "unsecured," or (iii) a contract on Schedule G as "executory" or "unexpired" does not constitute an admission by the Debtors of the legal rights of the claimant or contract counterparty, or a waiver of the Debtors' rights to recharacterize or reclassify such claim or contract.

- (d) **Claims Description.** Any failure to designate a claim on the Debtors' Schedules and Statements as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtors that such amount is not "disputed," "contingent," or "unliquidated." Each Debtor reserves all rights to dispute, or assert offsets or defenses to, any claim reflected on its respective Schedules and Statements on any grounds, including, without limitation, liability or classification, or to otherwise subsequently designate such claims as "disputed," "contingent," or "unliquidated" or object to the extent, validity, enforceability, priority, or avoidability of any claim. Moreover, listing a claim does not constitute an admission of liability by the Debtors against which the claim is listed or by any of the Debtors. The Debtors reserve all rights to amend their Schedules and Statements as necessary and appropriate, including, but not limited to, with respect to claim description and designation.
- (e) **Estimates and Assumptions.** The preparation of the Schedules and Statements required the Debtors to make reasonable estimates and assumptions with respect to the reported amounts of assets and liabilities, the amount of contingent assets and contingent liabilities on the date of the Schedules and Statements, and the reported amounts of revenues and expenses during the applicable reporting periods. Actual results could differ from such estimates. Given, among other things, the uncertainty surrounding the valuation of certain assets and the valuation and nature of certain liabilities, a Debtor may report more assets than liabilities. Such report shall not constitute an admission that such Debtor was solvent on the Petition Date or at any time before or after the Petition Date. Likewise, a Debtor reporting more liabilities than assets shall not constitute an admission that such Debtor was insolvent on the Petition Date or any time prior to or after the Petition Date.
- (f) **Causes of Action.** Despite reasonable efforts, the Debtors may not have identified all current and potential causes of action the Debtors may have against third parties in their respective Schedules and Statements, including, without limitation, avoidance actions arising under chapter 5 of the Bankruptcy Code and actions under other relevant bankruptcy and non-bankruptcy laws to recover assets. The Debtors reserve all rights with respect to any causes of action, and nothing in these Global Notes or the Schedules and Statements should be construed as a waiver of any such causes of action.
- (g) **Intellectual Property Rights.** Exclusion of certain intellectual property should not be construed as an admission that such intellectual property rights have been abandoned, have been terminated or otherwise expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property rights should not be construed as an admission that such intellectual property rights have not been abandoned, have not been terminated or otherwise expired by their terms, or have

not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction.

- (h) **Insiders.** In the circumstance where the Schedules and Statements require information regarding “insiders,” the Debtors have included information with respect to certain individuals who served as officers and directors, as the case may be, during the relevant time periods. Such individuals may no longer serve in such capacities. The listing of a party as an insider for purposes of the Schedules and Statements is not intended to be, nor should it be, construed an admission of any fact, right, claim, or defense, and all such rights, claims, and defenses are hereby expressly reserved. Information regarding the individuals listed as insiders in the Schedules and Statements has been included for informational purposes only and such information may not be used for the purposes of determining control of the Debtors, the extent to which any individual exercised management responsibilities or functions, corporate decision-making authority over the Debtors, or whether such individual could successfully argue that he or she is not an insider under applicable law, including the Bankruptcy Code and federal securities laws, or with respect to any theories of liability or any other purpose.

4. **Methodology.**

- (a) **Confidential Information.** There may be instances in the Schedules and Statements where the Debtors deemed it necessary and appropriate to redact from the public record information such as names, addresses, or amounts. Typically, the Debtors have used this approach because of a confidentiality agreement between the Debtors and a third party, for the protection of sensitive commercial information, or for the privacy of an individual.
- (b) **Umbrella or Master Agreements.** Contracts and leases listed in the Schedules and Statements may be umbrella or master agreements that cover relationships with some or all of the Debtors. Where relevant, such agreements have been listed in the Schedules and Statements only of the Debtor entity that signed the original umbrella or master agreement. Other Debtors, however, may be liable together with such Debtor on account of such agreements and the Debtors reserve all rights to amend the Schedules and Statements to reflect changes regarding the liability of the Debtors with respect to such agreements, if appropriate.
- (c) **Executory Contracts.** Although the Debtors have made diligent attempts to attribute an executory contract to its rightful Debtor, in certain instances, the Debtors may have inadvertently failed to do so due to the complexity and size of the Debtors’ businesses. Accordingly, the Debtors reserve all of its rights with respect to the named parties of any and all executory contracts, including the right to amend Schedule G.

- (d) **Duplication.** Certain of the Debtors' assets, liabilities, and prepetition payments may properly be disclosed in multiple parts of the Statements and Schedules. To the extent these disclosures would be duplicative, the Debtors have determined to only list such assets, liabilities and prepetition payments once.
- (e) **Net Book Value.** In certain instances, current market valuations for individual items of property and other assets are neither maintained by, nor readily available to the Debtors. Accordingly, unless otherwise indicated, the Debtors' Schedules and Statements reflect net book values. Market values may vary, at some times materially, from net book values. The Debtors believe that it would be an inefficient use of estate assets for the Debtors to obtain the current market values of their property. Accordingly, the Debtors have indicated in the Schedules and Statements that the market values of certain assets and liabilities are undetermined. The omission of an asset from the Schedules and Statements does not constitute a representation regarding the ownership of such asset, and any such omission does not constitute a waiver of any rights of the Debtors with respect to such asset. Amounts ultimately realized may vary materially from net book value (or other value so ascribed). Accordingly, the Debtors reserve all rights to amend, supplement, and adjust the asset values set forth in the Schedules and Statements.
- (f) **Undetermined Amounts.** The description of an amount as "unknown," "TBD," or "undetermined" is not intended to reflect upon the materiality of such amount.
- (g) **Unliquidated Amounts.** Amounts that could not be fairly quantified by the Debtors are scheduled as "unliquidated."
- (h) **Totals.** All totals that are included in the Schedules and Statements are for dollar amounts only and exclude items identified as "Undetermined." If there are unknown or undetermined amounts, the actual totals may be materially different from the listed totals. Where a claim or other amount is marked as "unliquidated," but the Debtors also report a dollar value, such dollar value may indicate only the known or determined amount of such claim or amount, the balance of which is unliquidated.
- (i) **Inventories; Property and Equipment.** Inventories consist of salable food, supplies and other inventory. These inventories are valued at the lower of cost or market. Property, plant, and equipment are recorded at cost or at fair value at the date of acquisition in the case of acquired businesses, and are presented on a gross value basis. Property, plant, and equipment are aggregated in the Debtors' books and records and cannot be segregated easily into the categories required by the Schedules and Statements. All inventories, as well as all property and equipment, are presented without consideration of any statutory or consensual liens.
- (j) **Allocation of Liabilities.** The Debtors allocated liabilities between the prepetition and postpetition periods based on the information and research conducted in

connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and postpetition periods may change.

- (k) **Paid Claims.** The Debtors have authority to pay certain outstanding prepetition payables pursuant to Court order—as such, outstanding liabilities may have been reduced by any Court-approved postpetition payments (or expected Court-approved postpetition payments) made (or to be made) on prepetition payables. Where and to the extent these liabilities have been satisfied, they are not listed in the Schedules and Statements. To the extent the Debtors later pay any amount of the claims listed in the Schedules and Statements pursuant to any orders entered by the Court, the Debtors reserve all rights to amend or supplement the Schedules and Statements or to take other action, such as filing claims objections, as is necessary and appropriate to avoid overpayment or duplicate payments for liabilities. Nothing contained herein should be deemed to alter the rights of any party in interest to contest a payment made pursuant to an order of the Court where such order preserves the right to contest.
- (l) **Guarantees and Other Secondary Liability Claims.** The Debtors have exercised reasonable efforts to locate and identify guarantees of their executory contracts, unexpired leases, secured financings, and other such agreements. Where guarantees have been identified, they have been included in the relevant Schedules D, E/F, G and H for the affected Debtor. The Debtors may have inadvertently omitted guarantees embedded in their contractual agreements and may identify additional guarantees as they continue to review their books and records and contractual agreements. The Debtors reserve their rights, but is not required, to amend the Schedules and Statements if additional guarantees are identified. In addition, the Debtors reserve the right to amend the Schedules and Statements to re- characterize and reclassify any such contract or claim.
- (m) **Excluded Assets and Liabilities.** The Debtors have potentially excluded the following categories of assets and liabilities from the Schedules and Statements, including, without limitation, certain employee benefit accruals, tax accruals, accrued accounts payable, goodwill and investments in the subsidiaries. Other immaterial assets and liabilities may also have been excluded.
- (n) **Liens.** The inventories, property and equipment listed in the Schedules and Statements are presented without consideration of any liens.

5. **Specific Schedules Disclosures.**

Schedules Summary. Except as otherwise noted, the asset totals represent amounts as of September 30, 2024, and liability information provided herein represents the Debtors' liabilities as of the Petition Date.

The Schedules do not purport to represent financial statements prepared in accordance with GAAP, nor are they intended to be fully reconciled with the financial statements of each Debtor. Certain write-downs, impairments, and other accounting adjustments may not be reflected in the Schedules. Additionally, the Schedules contain unaudited information that is subject to further review and potential adjustment, and reflect the Debtors' reasonable best efforts to report the assets and liabilities of each Debtor on an unconsolidated basis. Moreover, given, among other things, the uncertainty surrounding the collection and ownership of certain assets and the valuation and nature of certain liabilities, to the extent that a Debtor shows more assets than liabilities, this is not an admission that the Debtor was solvent as of the Petition Date or at any time before the Petition Date. Likewise, to the extent a Debtor shows more liabilities than assets, this is not an admission that the Debtor was insolvent as of the Petition Date or at any time before the Petition Date.

- (a) **Schedule A/B, Parts 1 and 2 – Cash and Cash Equivalents; Deposits and Prepayments.** Details with respect to the Debtors' cash management system and bank accounts are provided in 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] and 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]. Bank account balances listed in Part 1 represent the balance as of the Petition Date.

Additionally, pursuant to 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] ("Interim Utilities Order"), the Debtors deposited amounts into the Adequate Assurance Account (as defined in the Interim Utilities Order) as adequate assurance of payment. Such deposits are not listed on Schedule A/B, Part 2, which has been prepared as of the Petition Date.

While the Debtors provide deposits and/or prepayments to certain vendors in the ordinary course of business, the Debtors are unable to state with certainty the amount and holders of such deposits and/or prepayments. As a result, these deposits are not included in Schedule A/B, Part 2.

- (b) **Schedule A/B, Part 4 – Investments; Non-Publicly Traded Stock and Interests in Incorporated and Unincorporated Businesses, including any Interest in an LLC, Partnership, or Joint Venture.** Ownership interests in subsidiaries,

partnerships, and/or joint ventures have been listed in Schedule A/B, Part 4, as undetermined amounts on account of the fact that the fair market value of such ownership is dependent on numerous variables and factors, and may differ significantly from their net book value.

- (c) **Schedule A/B, Part 5 – Inventory, excluding Agriculture Assets.** In the ordinary course of business, the Debtors purchase produce and other food items required to prepare dishes served to their patrons in their restaurants. Produce items include tomatoes, lettuces, onions, peppers, and other fruits and vegetables. The Debtors also purchase other food items such as meat, poultry, flour, rice and other ingredients. The Debtors are unable to accurately value this inventory on an individual basis and, as a result, such individualized value is “undetermined.”

In the ordinary course of business, the Debtors also purchase liquor, beer, wine and other inventory materials to prepare dishes and drinks for their patrons. Materials and inventory held at the stores for these purchases are listed as “Other Food – Misc. Inventory.” The Debtors are unable to accurately value this inventory on an individual basis and, as a result, such individualized value is “undetermined.”

- (d) **Schedule A/B, Part 7 – Office Furniture, Fixtures, and Equipment; and Collectibles.** Dollar amounts are presented on a gross value basis. Due to the volume and the Debtors’ record keeping limitations, the individual fixed asset schedules have not been included in Part 7.
- (e) **Schedule A/B, Part 8 – Machinery, equipment, & vehicles.** The value of the Debtors’ machinery, equipment and vehicles have been listed in Schedule A/B, Part 8, as undetermined on account of the fact that the fair market value of such assets are dependent on numerous variables and factors.
- (f) **Schedule A/B, Part 9 – Real Property.** Buildings and leasehold improvements are listed on Schedule A/B, Part 9, independent of whether the real property to which the building or land improvement is connected is Debtor-owned property. The Debtors reserve all of their rights to re-categorize and/or re-characterize such asset holdings to the extent the Debtors determine that such holdings were improperly listed.
- (g) **Schedule A/B, Part 10 – Intangibles and Intellectual Property.** The Debtors’ capitalize their intellectual property on their books, but the Debtors’ are unable to value the trademarks and patents on an individual basis. As a result, such individualized value is “undetermined.”
- (h) **Schedule A/B, Part 11 – All Other Assets.**

Other Contingent and Unliquidated Claims or Causes of Action of Every Nature, including Counterclaims of the Debtors and Rights to Setoff Claims. In the

ordinary course of their businesses, the Debtors may have accrued, or may subsequently accrue, certain rights to counter-claims, cross-claims, setoffs, credits, rebates, or refunds with their customers and suppliers, or potential warranty claims against their suppliers. Additionally, certain of the Debtors may be party to pending litigation in which such Debtor has asserted, or may assert, claims as a plaintiff or counter-claims and/or cross-claims as a defendant. Because such claims are unknown to the Debtors and not quantifiable as of the Petition Date, they are not listed on Schedule A/B, Part 11.

- (i) **Schedule D – Creditors Who Have Claims Secured by Property.** Except as otherwise agreed pursuant to a stipulation or order entered by the Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. Moreover, although the Debtors have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor’s claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor’s claim.

The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable agreements and other related relevant documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. In certain instances, some of the Debtors may be a co-obligor, co-mortgagor, or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities.

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 (VI) Granting Related Relief* [Docket No. 50.] (“Interim DIP Order”) approved the satisfaction of certain prepetition secured claims and a “roll-up” of certain other prepetition secured claims, converting such claims into principal obligations under the Debtors’ postpetition financing facility. The claims set forth on Schedule D do not take into account the claims that have been satisfied or rolled-up in accordance with the Interim DIP Order and instead reflect the full amount outstanding under the Debtors’ prepetition secured credit facilities as of the Petition Date.

The Debtors have not included on Schedule D parties that may believe such claims are secured through setoff rights or inchoate statutory lien rights. The liens identified herein were identified based on lien searches conducted by the Debtors or their professionals in February 2025. However, the Debtors have not confirmed

the validity of these liens or the underlying amounts owed in all cases. Therefore, certain of these liabilities are listed in undetermined amounts and marked as contingent, unliquidated, and disputed in order to preserve the rights of the Debtors, and the Debtors expressly retain their rights to deem any such obligations as reinstated and rendered unimpaired.

(j) **Schedule E/F – Creditors Who Have Unsecured Claims.**

Part 1 - Creditors with Priority Unsecured Claims. Pursuant to the *Final Order Authorizing the Debtors to Pay Certain Prepetition Taxes and Related Obligations and Granting Related Relief* [Docket No. 173] (the “Final Taxes Order”), the Court authorized the Debtors to pay, in their discretion, certain tax liabilities that accrued prepetition. Accordingly, any unsecured priority claims based upon prepetition tax accruals that have been or will be satisfied pursuant to the Final Taxes Order are not listed in Schedule E/F. Additionally, the Debtors have requested abatements related to any interest, penalties, and/or fees on taxes that have been paid during the postpetition period, and, as a result, such amounts have not been listed.

Furthermore, pursuant to the *Final Order (I) Authorizing Payment of Prepetition Wages, Payroll Taxes, Certain Employee Benefits, and Related Expenses; (II) Directing Banks to Honor Prepetition Transfers; and (III) Granting Related Relief* [Docket No. 171], the Court authorized the Debtors to pay certain prepetition obligations, including employee wages and other employee benefits, in the ordinary course of business. The Debtors believe that any non-insider employee claims for prepetition amounts related to ongoing payroll and benefits, whether allowable as a priority or nonpriority claim, have been or will be satisfied, and such satisfied amounts are not listed in Schedule E/F.

Additionally, pursuant to the *Order (I) Authorizing the Debtors to Continue Prepetition Insurance and Workers’ Compensation Policies and to Pay Prepetition Premiums and Related Obligations and (II) Granting Related Relief* [Docket No. 48], the Court authorized the Debtors to pay certain prepetition obligations, including insurance premiums and brokerage fees, in the ordinary course of business. The Debtors believe that any non-insider insurance claims for prepetition amounts related to current insurance policies have been or will be satisfied, and such satisfied amounts are not listed in Schedule E/F.

The listing of a claim on Schedule E/F, Part 1, does not constitute an admission by the Debtors that such claim or any portion thereof is entitled to priority status.

Part 2 - Creditors with Nonpriority Unsecured Claims. The liabilities identified in Schedule E/F, Part 2, are derived from the Debtors’ books and records. The Debtors made a reasonable attempt to set forth their unsecured obligations, although the actual amount of claims against the Debtors may vary from those liabilities represented on Schedule E/F, Part 2. The listed liabilities, which have been listed

on a gross accounts payable basis, may not reflect the correct amount of any unsecured creditor's allowed claims or the correct amount of all unsecured claims.

Schedule E/F, Part 2, contains information regarding certain compensation-related claims of insiders of the Debtors, with such claims being listed as "contingent," "unliquidated," and/or "disputed." In scheduling such claims, the Debtors make no representation or assertion as to the validity of such claims, and the Debtors reserve all rights, claims, and defenses in connection therewith.

Schedule E/F, Part 2, contains information regarding threatened or pending litigation involving the Debtors. The amounts for these potential claims are listed as "undetermined" and are marked as contingent, unliquidated, and disputed in the Schedules and Statements.

Schedule E/F, Part 2, reflects certain prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or assumption and assignment of an executory contract or unexpired lease. In addition, Schedule E/F, Part 2, does not include claims that may arise in connection with the rejection of any executory contracts and unexpired leases, if any, that may be or have been rejected.

In many cases, the claims listed on Schedule E/F, Part 2, arose, accrued, or were incurred on various dates or on a date or dates that are unknown to the Debtors or are subject to dispute. Where the determination of the date on which a claim arose, accrued, or was incurred would be unduly burdensome and costly to the Debtors' estates, the Debtors have not listed a specific date or dates for such claim.

As of the time of filing of the Schedules and Statements, the Debtors have not received all invoices for payables, expenses, and other liabilities that may have accrued prior to the Petition Date. Accordingly, the information contained in Schedules D and E/F may be incomplete. The Debtors reserve their rights, but undertakes no obligations, to amend Schedules D and E/F if, or when, the Debtors receive such invoices.

- (k) **Schedule G – Executory Contracts and Unexpired Leases.** While reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. Expired contracts and leases may have also been inadvertently included. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. Certain of the leases and contracts listed on Schedule G may contain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal and other

miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as supplemental agreements and letter agreement, which documents may not be set forth in Schedule G. The Debtors reserve the right to dispute the effectiveness of any such contract listed on Schedule G or to amend Schedule G at any time to remove any contract.

The Debtors have reserved all rights to dispute or challenge the characterization of any transaction or any document or instrument related to a creditor's claim.

In some cases, the same supplier or provider may appear multiple times in Schedule G. Multiple listings, if any, reflect distinct agreements between the applicable Debtor and such supplier or provider.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission. Certain Debtors are guarantors to (i) that certain Credit Agreement, dated as of September 9, 2022, by and among the Debtors and CrossFirst Bank (the "Prepetition Credit Agreement") and (ii) that certain Secured Promissory Note, dated as of February 14, 2025, by and among the Debtors and OTB Lender, LLC (the "Bridge Note"). The guaranty obligations arising under the Prepetition Credit Agreement and the Bridge Note are reflected on Schedule D only. The Debtors included the date of each agreement (as opposed to the termination date) on Schedule G.

As is customary for an enterprise of the Debtors' size and scope, the Debtors are party to various confidentiality and non-disclosure agreements in the ordinary course. By their terms, certain of these agreements may prohibit the disclosure of those agreements or the identity of the counterparty. The Debtors have therefore excluded confidentiality or non-disclosure agreements from the applicable Schedule G. The Debtors reserve all of their rights with respect to such agreements.

- (1) **Schedule H – Co-Debtors.** For purposes of Schedule H, entities party to the Prepetition Credit Agreement and the Bridge Note, and other counterparties that are subject to a guaranty are listed as co-debtors on Schedule H. The Debtors have not listed any litigation-related co-debtors on Schedule H. Instead, all such listings can be found on Schedules E/F.

6. **Specific Statements Disclosures.**

- (a) **Statements, Part 1, Question 1 – Gross Revenue.** Gross revenue reflects revenue achieved by each Debtor over the relevant periods and is presented net of implicit price concessions. The Debtors' fiscal year ends on the last Tuesday of every

December of each year. Year-to-date revenue is reported for the period ended April 1, 2025.

- (b) **Statements, Part 2, Question 3 – Payments and Transfers to Certain Creditors within 90 Days.** The dates set forth in the “Dates” column relate to one of the following: (a) the date of a wire transfer; (b) the date of an “ACH” payment; or (c) the check date. Based on the records available, the Debtors were unable to identify vendors that were recipients of certain de minimis payments and, as a result, such vendors are reflected as “unknown” on Statements, Part 2, Question 3.

The Debtors’ outsourced the payment of many utility-related liabilities to third party administrators. Those utility related liabilities were paid by the third-party administrators by way of funding from the Debtors. Payment of the utility-related liabilities are reported as payments to the third-party administrators.

Payments to the Debtors’ bankruptcy professionals, insiders, intercompany transactions, wage garnishments and donations are not included the payments to creditors. Such payments are provided as follows: Insiders and Intercompany (Question 4), Donations (Question 9), Bankruptcy Professionals (Question 11), and wage garnishments (excluded). The response to Statements, Part 2, Question 3 excludes payments made as part of regular and ordinary course individual expense reimbursements and payroll disbursements to employees and independent contractors. Amounts still owed to creditors will appear on the Schedules for each Debtor, as applicable.

- (c) **Statements, Part 2, Question 4 – Payments and Transfers to Insiders.** To the extent: (i) a person qualified as an “insider” in the year prior to the Petition Date, but later resigned their insider status or (ii) did not begin the year as an insider, but later became and insider, the Debtors have only listed those payments made while such person was defined as an insider in Statements, Part 2, Question 4. For the avoidance of doubt, the Debtors only listed payments made by a Debtor (and not any non-Debtor affiliate) to an insider in the one year prior to the Petition Date.
- (d) **Statements, Part 3, Question 5 – Repossessions, Foreclosures, and Returns.** In the one year prior to the Petition Date, the Debtors were either locked out of or voluntarily vacated a total of 39 restaurants. Each of these restaurants are included on Statements, Part 3, Question 5.
- (e) **Statements, Part 3, Question 7 – Legal Actions.** Information provided on Statements, Part 3, Question 7 includes only those legal disputes and administrative proceedings that are formally recognized by an administrative, judicial, or other adjudicative forum. While the Debtors believe they were diligent in their efforts, it is possible that certain suits and proceedings may have been inadvertently excluded in the Debtors’ response. The Debtors reserve all of their rights to amend or supplement their response to Statements, Part 3, Question 7.

- (f) **Statements, Part 4, Question 9 – Certain Gifts and Charitable Contributions.** The payments described in Statements, Part 4, Question 9 were paid by the Debtors in connection with the giveback and Border Blast programs described in the *Debtors’ Emergency Motion for Entry of an Order (I) Authorizing the Debtors to Honor Prepetition Obligations to Customers and Otherwise Continue Customer Programs in the Ordinary Course of Business and (II) Granting Related Relief* [Docket No. 11]. Further, the information disclosed reflects the Debtors’ reasonable best efforts to report this information based on the records and data available to them at this time; however, this information is subject to further review and potential adjustment in the event that new information arises.
- (g) **Statements, Part 5, Question 10 – Fire, Theft and Casualty.** There has not been material theft or other casualty within the one year prior to the Petition Date. The Debtors carry a large deductible and, as a result, any small losses inside the deductible are handled at the location restaurant level or at the regional level and are not reported to the corporate level. The Debtors may also be the victim of “dine and dash” attempts on occasion, but such events are generally not reported to the corporate level.
- (h) **Statements, Part 6, Question 11 – Payments Related to Bankruptcy.** The payments provided in Question 11 are reported at the specific Debtor who made the payment. Specifically, payments were made by OTB Acquisition LLC.
- (i) **Statements, Part 6, Question 13 – Transfers.** While in certain cases the Debtors may attempt to sell furniture, fixtures, equipment, and other assets when closing a restaurant location (and such sales, as applicable, are reflected on the Statements, Part 6, Question 13), in other cases the Debtors may abandon furniture, fixtures, equipment, and other assets when leaving a leased property due to their limited value. The Debtors do not track abandoned property and, accordingly, have not reported it in the Statements, Part 6, Question 13.
- (j) **Statements, Part 10, Question 20 – Off-Premise Storage.** The Debtors leased two storage units for warehousing of miscellaneous equipment. One location remains actively leased.
- (k) **Statements, Part 13, Question 26 – Books, Records, and Financial Statements.** The Debtors provide certain parties, such as banks, auditors, potential investors, vendors, landlords and financial advisors, with unaudited financial statements. The Debtors do not maintain complete lists or other records tracking such disclosures. Therefore, the Debtors have not provided full lists of these parties in their Responses to Statement, Part 13, Question 26.
- (l) **Statements, Part 13, Question 27 – Inventory Dates.** In the ordinary course of business, the Debtors have rapidly changing inventory levels due to the timing and

frequency of customer visits. Due to the nature of the business, inventory is also perishable and of limited value.

- (m) **Statements, Part 13, Question 30 – Payments, Distributions, or Withdrawals Credited or Given to Insiders.** Distributions by the Debtors to their respective officers are listed on the attachment to Question 4. Certain executive officers of the Debtors are also directors and executive officers of certain Debtor affiliates. To the extent payments to such individuals are not listed in the response to Question 4 on the Statements for such Debtor affiliates, they did not receive payment for their services as directors or executive officers of these entities.
- (n) **Statements, Part 13, Question 31 – Taxes.** The Debtor limited liability companies (each, an “LLC”) are disregarded for tax purposes. Income generated by an LLC is consolidated at a higher reporting unit level.

*****END OF GLOBAL NOTES*****

****SCHEDULES AND STATEMENTS BEGIN ON THE FOLLOWING PAGE****

Fill in this information to identify the case:

Debtor Name: In re : OTB Acquisition of Kansas LLC
United States Bankruptcy Court for the: Northern District of Georgia
Case number (if known): 25-52420 (SMS)

☐ Check if this is an amended filing

Official Form 206Sum

Summary of Assets and Liabilities for Non-Individuals

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)

1a. Real property:

Copy line 88 from *Schedule A/B*

\$ 0.00

1b. Total personal property:

Copy line 91A from *Schedule A/B*

\$ 0.00

1c. Total of all property:

Copy line 92 from *Schedule A/B*

\$ 0.00

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)

Copy the total dollar amount listed in Column A, *Amount of claim*, from line 3 of *Schedule D*

\$ 0.00

3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)

3a. Total claim amounts of priority unsecured claims:

Copy the total claims from Part 1 from line 5a of *Schedule E/F*

\$ 0.00

3b. Total amount of claims of nonpriority amount of unsecured claims:

Copy the total of the amount of claims from Part 2 from line 5b of *Schedule E/F*

+ \$ 0.00

4. Total liabilities

Lines 2 + 3a + 3b

\$ 0.00

Fill in this information to identify the case:

Debtor Name: In re : OTB Acquisition of Kansas LLC

United States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): 25-52420 (SMS)

☐ Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- ☒ No. Go to Part 2.
☐ Yes. Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

2. Cash on hand

\$ _____

3. Checking, savings, money market, or financial brokerage accounts (Identify all)

Name of institution (bank or brokerage firm) Type of account Last 4 digits of account number

\$ _____

4. Other cash equivalents (Identify all)

\$ _____

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 0.00

Debtor: OTB Acquisition of Kansas LLC

Document

Page 20 of 42

Case number (if known):

25-52420

Name

Part 2: Deposits and prepayments**6. Does the debtor have any deposits or prepayments?**

- ☒ No. Go to Part 3.
- ☐ Yes. Fill in the information below.

Current value of debtor's interest

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit

\$

8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent

Description, including name of holder of prepayment

\$

9. Total of Part 2.

Add lines 7 through 8. Copy the total to line 81.

\$ 0.00

Debtor: OTB Acquisition of Kansas LLC

Document

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Case number (if known):

25-52420

Name

Part 3: Accounts receivable**10. Does the debtor have any accounts receivable?**

- ☒ No. Go to Part 4.
- ☐ Yes. Fill in the information below.

Current value of debtor's
interest**11. Accounts receivable**

	Description	face amount	doubtful or uncollectible accounts		
11a.	90 days old or less:	\$ _____	- \$ _____	=..... →	\$ _____
11b.	Over 90 days old:	\$ _____	- \$ _____	=..... →	\$ _____

12. Total of Part 3.

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ _____ 0.00

Debtor: OTB Acquisition of Kansas LLC

Document

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Case number (if known):

25-52420

Name

Part 4: Investments**13. Does the debtor own any investments?**

- ☒ No. Go to Part 5.
- ☐ Yes. Fill in the information below.

Valuation method used
for current value

Current value of debtor's interest

14. Mutual funds or publicly traded stocks not included in Part 1

Name of fund or stock:

\$

15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture

Name of entity:

% of ownership:

\$

16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1

Describe:

\$

17. Total of Part 4.

Add lines 14 through 16. Copy the total to line 83.

\$ 0.00

Debtor: OTB Acquisition of Kansas LLC

Document

Page 23 of 42

Case number (if known):

25-52420

Name

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- ☒ No. Go to Part 6.
- ☐ Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials		\$		\$
20. Work in progress		\$		\$
21. Finished goods, including goods held for resale		\$		\$
22. Other inventory or supplies		\$		\$

23. Total of Part 5.

Add lines 19 through 22. Copy the total to line 84.

\$ 0.00

24. Is any of the property listed in Part 5 perishable?

- ☐ No
- ☐ Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes. Description _____ Book value \$ _____ Valuation method _____ Current value \$ _____

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor: OTB Acquisition of Kansas LLC

Document

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Case number (if known):

25-52420

Name

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- ☒ No. Go to Part 7.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested	\$ _____		\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish	\$ _____		\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)	\$ _____		\$ _____
31. Farm and fishing supplies, chemicals, and feed	\$ _____		\$ _____
32. Other farming and fishing-related property not already listed in Part 6	\$ _____		\$ _____
33. Total of Part 6. Add lines 28 through 32. Copy the total to line 85.			\$ _____ 0.00

34. Is the debtor a member of an agricultural cooperative?

- ☐ No
- ☐ Yes. Is any of the debtor's property stored at the cooperative?
- ☐ No
- ☐ Yes

35. Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?

- ☐ No
- ☐ Yes. Description _____ Book value \$ _____ Valuation method _____ Current value \$ _____

36. Is a depreciation schedule available for any of the property listed in Part 6?

- ☐ No
- ☐ Yes

37. Has any of the property listed in Part 6 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor: OTB Acquisition of Kansas LLC

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Case number (if known):

25-52420

Name

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- ☒ No. Go to Part 8.
- ☐ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. Office furniture			
_____	\$ _____	_____	\$ _____
40. Office fixtures			
_____	\$ _____	_____	\$ _____
41. Office equipment, including all computer equipment and communication systems equipment and software			
_____	\$ _____	_____	\$ _____
42. Collectibles <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
_____	\$ _____	_____	\$ _____

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ 0.00

44. Is a depreciation schedule available for any of the property listed in Part 7?

- ☐ No
- ☐ Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor: OTB Acquisition of Kansas LLC

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Case number (if known):

25-52420

Name

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- ☒ No. Go to Part 9.
- ☐ Yes. Fill in the information below.

General description

Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)

Net book value of debtor's interest

(Where available)

Valuation method used for current value**Current value of debtor's interest**47. **Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles**

_____ \$ _____ \$ _____

48. **Watercraft, trailers, motors, and related accessories** Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

_____ \$ _____ \$ _____

49. **Aircraft and accessories**

_____ \$ _____ \$ _____

50. **Other machinery, fixtures, and equipment (excluding farm machinery and equipment)**

_____ \$ _____ \$ _____

51. **Total of Part 8.**

Add lines 47 through 50. Copy the total to line 87.

\$ _____ 0.00

52. **Is a depreciation schedule available for any of the property listed in Part 8?**

- ☐ No
- ☐ Yes

53. **Has any of the property listed in Part 8 been appraised by a professional within the last year?**

- ☐ No
- ☐ Yes

Debtor: OTB Acquisition of Kansas LLC

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Case number (if known):

25-52420

Name

Part 9: Real property**54. Does the debtor own or lease any real property?**

- ☒ No. Go to Part 10.
- ☐ Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1 _____	_____	\$ _____	_____	\$ _____

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$ 0.00

57. Is a depreciation schedule available for any of the property listed in Part 9?

- ☐ No
- ☐ Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor: OTB Acquisition of Kansas LLC

Document

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Case number (if known):

25-52420

Name

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- ☐ No. Go to Part 11.
- ☒ Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets			
60.1 None	\$		\$
61. Internet domain names and websites			
61.1 None	\$		\$
62. Licenses, franchises, and royalties			
62.1 See Schedule A/B 62 - Liquor Licenses	\$ 0.00		\$ Undetermined
63. Customer lists, mailing lists, or other compilations			
63.1 None	\$		\$
64. Other intangibles, or intellectual property			
64.1 None	\$		\$
65. Goodwill			
65.1 None	\$		\$

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ 0.00

67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?

- ☒ No
- ☐ Yes

68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?

- ☒ No
- ☐ Yes

69. Has any of the property listed in Part 10 been appraised by a professional within the last year?

- ☒ No
- ☐ Yes

Debtor: OTB Acquisition of Kansas LLC

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Case number (if known):

25-52420

Name

Part 11: All other assets**70. Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- ☒ No. Go to Part 12.
- ☐ Yes. Fill in the information below.

Current value of debtor's
interest**71. Notes receivable**

Description (include name of obligor)	Total face amount	doubtful or uncollectible accounts	
_____	\$ _____	- \$ _____	=..... → \$ _____

72. Tax refunds and unused net operating losses (NOLs)

Description (for example, federal, state, local)	—	Tax year	\$ _____
_____		_____	

73. Interests in insurance policies or annuities

_____	\$ _____
-------	----------

74. Causes of action against third parties (whether or not a lawsuit has been filed)

_____	\$ _____
Nature of claim	_____
Amount requested	\$ _____

75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims

_____	\$ _____
Nature of claim	_____
Amount requested	\$ _____

76. Trusts, equitable or future interests in property

_____	\$ _____
-------	----------

77. Other property of any kind not already listed Examples: Season tickets, country club membership

_____	\$ _____
-------	----------

78. Total of Part 11.

Add lines 71 through 77. Copy the total to line 90.

\$ _____ 0.00

79. Has any of the property listed in Part 11 been appraised by a professional within the last year?

- ☐ No
- ☐ Yes

Debtor: OTB Acquisition of Kansas LLC

Document Page 30 of 42

Case number (if known):

25-52420

Name

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1.</i>	\$ 0.00	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$ 0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$ 0.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$ 0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$ 0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$ 0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$ 0.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$ 0.00	
88. Real property. <i>Copy line 56, Part 9.....</i> →		\$ 0.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$ 0.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	\$ 0.00	
91. Total. Add lines 80 through 90 for each column.....91a.	\$ 0.00	\$ 0.00 + 91b.
92. Total of all property on Schedule A/B. Lines 91a + 91b = 92.		\$ 0.00

Fill in this information to identify the case:

Debtor Name: In re : OTB Acquisition of Kansas LLC
United States Bankruptcy Court for the: Northern District of Georgia
Case number (if known): 25-52420 (SMS)

☐ Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- ☐ No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
☒ Yes. Fill in all of the information below.

Part 1: List Creditors Who Have Secured Claims

2. List in alphabetical order all creditors who have secured claims. If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A
Amount of claim
Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

2.1 Creditor's name

Describe debtor's property that is subject to a lien

CROSSFIRST BANK, AS ADMINISTRATIVE AGENT

Creditor's Name

Substantially all assets of the debtor \$ Undetermined \$ Undetermined

Creditor's mailing address

Describe the lien

Notice Name

11440 TOMAHAWK CREEK PKWY

Street

UCC Financing Statement 7578768 Dated 9/9/22

Is the creditor an insider or related party?

- ☒ No
☐ Yes

LEAWOOD KS 66211

City State ZIP Code

Is anyone else liable on this claim?

- ☐ No
☒ Yes. Fill out *Schedule H: Codebtors*(Official Form 206H).

Country

Creditor's email address, if known

Date debt was incurred 9/9/2022

Last 4 digits of account number

As of the petition filing date, the claim is:
Check all that apply.

- ☐ Contingent
☐ Unliquidated
☐ Disputed

Do multiple creditors have an interest in the same property?

- ☐ No
☒ Yes. Have you already specified the relative priority?
☒ No. Specify each creditor, including this creditor, and its relative priority.
See Global Note
☐ Yes. The relative priority of creditors is specified on lines

Name

Part 1: Additional Page

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column A
Amount of claim
Do not deduct the value of collateral.

Column B
Value of collateral that supports this claim

2.2 Creditor's name**Describe debtor's property that is subject to a lien**

OTB Lender, LLC

Creditor's Name

Substantially all assets of the debtor

\$

Undetermined

\$

Undetermined

Creditor's mailing address**Describe the lien**

Notice Name

First Priority on substantially all assets of the borrower

c/o Pappas Restaurants Inc.

Street

13939 NW Freeway

Is the creditor an insider or related party?☒ No☐ Yes

Houston

TX

77040-5115

City

State

ZIP Code

Country

Is anyone else liable on this claim?☐ No☒ Yes. Fill out *Schedule H: Codebtors(Official Form 206H)*.**Creditor's email address, if known****Date debt was incurred** 2/14/2025**Last 4 digits of account number****As of the petition filing date, the claim is:**

Check all that apply.

☐ Contingent☐ Unliquidated☐ Disputed**Do multiple creditors have an interest in the same property?**☐ No☒ Yes. Have you already specified the relative priority?☒ No. Specify each creditor, including this creditor, and its relative priority.

See Global Note

☐ Yes. The relative priority of creditors is specified on lines

3. **Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.**

\$

0.00

Part 2: List Others to Be Notified for a Debt Already Listed in Part 1

List in alphabetical order any others who must be notified for a debt already listed in Part 1. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for secured creditors.

If no others need to be notified for the debts listed in Part 1, do not fill out or submit this page. If additional pages are needed, copy this page.

Name and address	On which line in Part 1 did you enter the related creditor?	Last 4 digits of account number for this entity
Name	Line	
Notice Name		
Street		
City		
State		
ZIP Code		
Country		

Fill in this information to identify the case:

Debtor Name: In re : OTB Acquisition of Kansas LLC
United States Bankruptcy Court for the: Northern District of Georgia
Case number (if known): 25-52420 (SMS)

☐ Check if this is an amended filing

Official Form 206E/F

Schedule E/F: Creditors Who Have Unsecured Claims

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- ☒ No. Go to Part 2.
☐ Yes. Go to Line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

Total claim	Priority amount
-------------	-----------------

2.1 Priority creditor's name and mailing address

As of the petition filing date, the claim is: \$ _____ \$ _____

Check all that apply.

Creditor Name

☐ Contingent

Creditor's Notice name

☐ Unliquidated

☐ Disputed

Address

Basis for the claim:

City State ZIP Code

Country

Date or dates debt was incurred

Last 4 digits of account number

Is the claim subject to offset?

☐ No

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) ()

☐ Yes

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Nonpriority creditor's name and mailing address		Amount of claim
As of the petition filing date, the claim is: \$ _____		
Check all that apply.		
☐ Contingent		
☐ Unliquidated		
☐ Disputed		
Basis for the claim:		

City	State	ZIP Code
Country		
Date or dates debt was incurred		
Is the claim subject to offset?		
☐ No		
☐ Yes		
Last 4 digits of account number		

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.
If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Line

Name

☐ Not Listed.Explain

Notice Name

Street

City

State

ZIP Code

Country

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

		Total of claim amounts
5a. Total claims from Part 1	5a.	\$ 0.00
5b. Total claims from Part 2	5b. +	\$ 0.00
5c. Total of Parts 1 and 2	5c.	\$ 0.00

Lines 5a + 5b = 5c.

Fill in this information to identify the case:

Debtor Name: In re : OTB Acquisition of Kansas LLC

United States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): 25-52420 (SMS)

☐ Check if this is an amended filing

Official Form 206G

Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

- ☒ No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- ☐ Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

State what the contract or lease is for and the nature of the debtor's interest

Name

Notice Name

State the term remaining

Address

List the contract number of any government contract

City

State

ZIP Code

Country

Fill in this information to identify the case:

Debtor Name: In re : OTB Acquisition of Kansas LLC
United States Bankruptcy Court for the: Northern District of Georgia
Case number (if known): 25-52420 (SMS)

☐ Check if this is an amended filing

Official Form 206H

Schedule H: Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Does the debtor have any codebtors?

- ☐ No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
☒ Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	Mailing address	Name	Check all schedules that apply:
2.1 See Schedule H Attachment	Street		☐ D
			☐ E/F
			☐ G
	City		
	State		
	ZIP Code		
	Country		

Fill in this information to identify the case:

Debtor Name: In re : OTB Acquisition of Kansas LLC

United States Bankruptcy Court for the: Northern District of Georgia

Case number (if known): 25-52420 (SMS)

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☒ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule* _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

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

Executed on 04/17/2025

MM / DD / YYYY

✕ / s / Jonathan Tibus

Signature of individual signing on behalf of debtor

Jonathan Tibus

Printed name

Chief Restructuring Officer

Position or relationship to debtor

In re: OTB Acquisition of Kansas LLC

Case No. 25-52420

Schedule A/B 62 - Liquor Licenses

Licenses, franchises, and royalties

Description	License Number	Net book value of debtor's interest (where available)	Valuation	Current value of debtor's interest
			method used for current value	
Store: 36 Liquor License Expires: 06/29/2026	10002270101	\$0.00		Undetermined
Store: 36 Liquor License Expires: 06/29/2026	2022-29873	\$0.00		Undetermined
Store: 170 Liquor License Expires: 06/30/2026	10002270201	\$0.00		Undetermined
Store: 170 Liquor License Expires: 06/29/2026	2022-29872	\$0.00		Undetermined
Store: 180 Liquor License Expires: 06/29/2026	10003088601	\$0.00		Undetermined
Store: 180 Liquor License Expires: 06/29/2026	CL-PVCL-000665	\$0.00		Undetermined
	TOTAL:	\$0.00	TOTAL:	Undetermined

In re: OTB Acquisition of Kansas LLC

Case No. 25-52420

Schedule H

Codebtors

Name of codebtor	Address 1	Address 2	City	State	Zip	Name of creditor	D	E/F	G
Mt. Laurel Restaurant Operations LLC	One Buckhead Plaza	3060 Peachtree Road, NW	Atlanta	GA	30305	Crossfirst Bank, as Administrative Agent	X		
Mt. Laurel Restaurant Operations LLC	One Buckhead Plaza	3060 Peachtree Road, NW	Atlanta	GA	30305	OTB Lender, LLC	X		
OTB Acquisition LLC	One Buckhead Plaza	3060 Peachtree Road, NW	Atlanta	GA	30305	Crossfirst Bank, as Administrative Agent	X		
OTB Acquisition LLC	One Buckhead Plaza	3060 Peachtree Road, NW	Atlanta	GA	30305	OTB Lender, LLC	X		
OTB Acquisition of Baltimore County, LLC	One Buckhead Plaza	3060 Peachtree Road, NW	Atlanta	GA	30305	Crossfirst Bank, as Administrative Agent	X		
OTB Acquisition of Baltimore County, LLC	One Buckhead Plaza	3060 Peachtree Road, NW	Atlanta	GA	30305	OTB Lender, LLC	X		
OTB Acquisition of Howard County LLC	One Buckhead Plaza	3060 Peachtree Road, NW	Atlanta	GA	30305	Crossfirst Bank, as Administrative Agent	X		
OTB Acquisition of Howard County LLC	One Buckhead Plaza	3060 Peachtree Road, NW	Atlanta	GA	30305	OTB Lender, LLC	X		
OTB Acquisition of New Jersey LLC	One Buckhead Plaza	3060 Peachtree Road, NW	Atlanta	GA	30305	Crossfirst Bank, as Administrative Agent	X		
OTB Acquisition of New Jersey LLC	One Buckhead Plaza	3060 Peachtree Road, NW	Atlanta	GA	30305	OTB Lender, LLC	X		
OTB Holding LLC	One Buckhead Plaza	3060 Peachtree Road, NW	Atlanta	GA	30305	Crossfirst Bank, as Administrative Agent	X		
OTB Holding LLC	One Buckhead Plaza	3060 Peachtree Road, NW	Atlanta	GA	30305	OTB Lender, LLC	X		