

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF FLORIDA
TALLAHASSEE DIVISION

In re:

Chapter 11 Cases

CONSOLIDATED BURGER HOLDINGS, LLC, Case No. 25-40162
CONSOLIDATED BURGER A, LLC, and Case No. 25-40160
CONSOLIDATED BURGER B, LLC, Case No. 25-40161

Debtors.

Jointly Administered under
Case No. 25-40162

**ORDER GRANTING DEBTORS' MOTION FOR ENTRY OF
AN ORDER (I) DISMISSING THE CHAPTER 11 CASES; (II)
EXCULPATING CERTAIN PARTIES FROM LIABILITY IN
CONNECTION WITH THE CHAPTER 11 CASES;
(III) TERMINATING THE ENGAGEMENT OF CLAIMS AGENT;
AND (IV) GRANTING RELATED RELIEF [ECF NO. 527]**

THIS MATTER came before the Court for a hearing on July 8, 2026 (the “Hearing”), upon the *Debtors’ Motion for Entry of an Order (I) Approving Final Distributions; (II) Dismissing the Chapter 11 Cases; (III) Exculpating Certain Parties from Liability in Connection with the Chapter 11 Cases; (IV) Terminating the Engagement of Claims Agent; and (V) Granting Related Relief [ECF No. 527]* (the “Motion”),¹ filed by the above-referenced Debtors. By the Motion, the Debtors requested the entry of an order (i) authorizing the Debtors to make final Distributions; (ii) dismissing the Debtors’ Chapter 11 Cases; (iii) exculpating certain

¹ Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Motion.

parties in connection with the Chapter 11 Cases; (iv) terminating the services of Omni Agent Solutions, Inc. (“Omni”), as the Claims Agent in these Chapter 11 Cases; and (v) granting related relief. The Court finds that: (i) it has jurisdiction over the matters raised in the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); (iii) it may enter a final order consistent with Article III of the United States Constitution; (iv) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (v) notice of the Motion and the Hearing were appropriate under the circumstances and no other or further notice need be provided; (vi) the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and (vii) upon review of the record before the Court, including the legal and factual bases set forth in the Motion and the First Day Declaration and the record of the hearing, all of which are incorporated herein, the Court determines that good and sufficient cause exists to grant the relief requested in the Motion. Accordingly, it is

ORDERED:

1. The Motion is **GRANTED** as provided herein.
2. All objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are overruled on the merits and denied with prejudice.

3. The Debtors are authorized and directed to make the Distributions to the holders of allowed secured claims, allowed administrative expense claims, allowed priority unsecured claims, and allowed general unsecured claims as detailed on Exhibit B to the Motion. The Debtors shall make Distributions to each of Auxilior Capital Partners, Inc. and Burger King Company, LLC as provided in the *Final Order Granting Debtors' Emergency Motion for Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, Granting of Senior Postpetition Security Interests and Allowance of Superpriority Administrative Expense Status Pursuant to Sections 364(c) and 364(d) of the Bankruptcy Code, (II) Authorizing Postpetition Use of Cash Collateral, (III) Approving Dip Term Sheet, (IV) Granting Adequate Protection, (V) Modifying the Automatic Stay, and (VI) Granting Related Relief [ECF No. 26] [ECF No. 150]*, and as agreed to by those parties.

4. Pursuant to sections 1112(b), 305(a) and 105(a) of the Bankruptcy Code, each of the Chapter 11 Cases is hereby dismissed, with such dismissal to be effective immediately after the last of the following to occur: (i) this Court's entry of a final order concerning the Final Fee Application; (ii) the Debtors' payment to Development Specialists, Inc., Berger Singerman LLP, Omni, and the Debtors' other retained professionals with respect to their respective outstanding allowed and unpaid administrative expense claims; and (iii) the Debtors' Distributions to the holders of allowed secured claims, allowed administrative expense claims, allowed

priority unsecured claims and allowed general unsecured claims as detailed on Exhibit B to the Motion (the “Dismissal Effective Date”). The Debtors shall file a notice on the dockets of each of these Chapter 11 Cases that sets forth the Dismissal Effective Date, which notice shall be sufficient notice of such date.

5. For purposes of Distributions, a creditor holding duplicate claims against multiple Debtors will be deemed to hold a single allowed claim against all of the Debtors and shall be entitled to receive a single distribution on such claim. The Debtors are grouped together solely for the purpose of making Distributions with respect of claims against and interests in the Debtors. Such groupings shall not affect any Debtor’s status as a separate legal entity, change the organizational structure of the Debtors’ business enterprise, constitute a change of control of any Debtor for any purpose, cause a merger or consolidation of any legal entities, constitute a substantive consolidation of any of the Debtors, or cause the transfer of any assets. Except as otherwise provided by or permitted by this Order, all Debtors continue to exist as separate legal entities.

6. The Clerk of the Court shall enter this Order individually on each of the dockets of the Chapter 11 Cases and thereafter each docket shall be marked as “Closed.”

7. Notwithstanding anything to the contrary, including, without limitation, section 349 of the Bankruptcy Code, all prior orders, releases, stipulations,

settlements, rulings, orders and judgments of this Court made during the course of the Chapter 11 Cases or any related adversary proceeding, including, without limitation, the Final DIP Order, each of the Sale Orders, and the *Agreed Order Granting Debtors' Motion to Approve Settlement Agreement and Mutual Release with Union Capital Equity Partners II, L.P. and Certain Affiliated Parties* [ECF No. 506], shall remain final and in full force and effect, shall be unaffected by the dismissal of the Chapter 11 Cases, and are specifically preserved for all preclusive purposes, including, without limitation, collateral estoppel and res judicata.

8. Within fifteen (15) business days of entry of this Order, the Debtors shall remit all accrued and unpaid fees owed to the Office of the United States Trustee.

9. From and after the date of entry of this Order, the Debtors, their directors, officers, managers, and employees of the Debtors who served during any portion of these Chapter 11 Cases, and the Debtors' professionals retained in these Chapter 11 Cases including, without limitation, Development Specialists, Inc., Berger Singerman LLP, Omni, and each of the Debtors' other retained professionals (each an "Exculpated Party"), shall be exculpated from any liability for any act taken or omitted to be taken in good faith from the Petition Date through the date of entry of this Order in connection with or related to the Chapter 11 Cases, including but not limited to, the implementation of this Order (other than an act in contravention of this Order), except for any claim or cause of action determined by a final order of

this Court arising from the fraud, gross negligence, or willful misconduct of such Exculpated Party.

10. Entry of this Order is without prejudice to (a) the rights of the Debtors or any other party in interest to seek to reopen the Chapter 11 Cases for cause pursuant to section 350(b) of the Bankruptcy Code, and (b) the right of the Debtors or any other parties in interest to dispute, object to or resolve all claims that were filed against the Debtors in the Chapter 11 Cases.

11. Effective immediately upon the Dismissal Effective Date, the Debtors' retention of Development Specialists, Inc., Berger Singerman LLP, and the Debtors' other retained professionals shall be terminated without the need for further action on the part of this Court, the Debtors or such firms.

12. Effective immediately upon the Dismissal Effective Date, Omni, as the Debtors' claims and noticing agent, is relieved of its responsibilities as the Debtors' claims and noticing agent in these Chapter 11 Cases provided, however, Omni shall provide the services described in this paragraph. In addition, within fourteen (14) days of entry of this Order, the Claims Agent shall (i) forward to the Clerk of the Court an electric version of all imaged claims, (ii) upload the creditor mailing list into CM/ECF, and (iii) docket a combined final claims register in the lead case. Should the Claims Agent receive any mail regarding the Chapter 11 Cases after entry of this Order, the Claims Agent shall collect and forward such mail monthly, to the

Debtors; provided, however, that the Claims Agent is authorized to destroy any undeliverable mail, correspondence, or other documents that it has in its possession related to the Debtors, other than the mail referenced in this paragraph.

13. Pursuant to sections 105(a) and 554 of the Bankruptcy Code and Bankruptcy Rule 6007, the Debtors are authorized, but not directed, to abandon or destroy, or cause to be abandoned or destroyed, any and all books and records not taken by the Purchasers that remain with the Debtors' estates as of the date of entry of this Order; provided, however, that any hard copy documents containing personally identifiable information must be shredded and any electronic documents containing personally identifiable information must be destroyed.

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

15. Notwithstanding the dismissal of these Chapter 11 Cases, this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or relating to the implementation of this or any other Order of this Court entered in these Chapter 11 Cases.

DONE AND ORDERED on July 31, 2026.

A handwritten signature in black ink, appearing to read 'K. Specie', written over a horizontal line.

KAREN K. SPECIE
U.S. Bankruptcy Judge

Order prepared by:

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(Attorney Gusó is directed to cause a copy of this Order to be served upon interested parties. The Claims and Noticing Agent shall file a Certificate of Service within 3 business days of entry of this Order).