

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

LUCKY BUCKS LLC, *et. al.*,

Debtors.¹

Chapter 11

Case No. 23-10758

(Jointly Administered)

**Re: D.I. 4, 5, 145, 146, 172, 183,
186, 187 & 188**

Hearing Date:

July 24, 2023 at 9:30 a.m. (ET)

**SUPPLEMENTAL OBJECTION OF AD HOC GROUP OF
HOLDINGS PIK NOTEHOLDERS TO OPCO DEBTORS' PLAN**

The Ad Hoc Group of Holdings PIK Noteholders (the “Ad Hoc Group”),² holders of 100% of the outstanding notes (“Holdings PIK Notes”) issued by Lucky Bucks Holdings LLC (“Holdings”), by and through its undersigned counsel, hereby files this supplemental objection in support of its *Reservation of Rights and Limited Objection* (D.I. 172) (the “Limited Objection”) to the *Joint Chapter 11 Plan for Lucky Bucks, LLC, Lucky Bucks HoldCo, LLC, and Lucky Bucks Holdings LLC* (D.I. 5) (as may be amended, modified, or supplemented from time to time and including all exhibits or supplements thereto, including the Plan Supplement, the “Joint Plan”).³ The Ad Hoc Group incorporates by reference its *Motion to Convert Lucky Bucks Holdings LLC's*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal identification number, include: (i) Lucky Bucks, LLC (“Lucky Bucks”) (4376); (ii) Lucky Bucks HoldCo, LLC (“HoldCo and, together with Lucky Bucks, the “OpCo Debtors”) (0081); and (iii) Lucky Bucks Holdings LLC (3221). The Debtors' primary mailing address is 5820 Live Oak Parkway, Suite 300, Norcross, Georgia 30071.

² The Ad Hoc Group is comprised of funds managed by BC Partners, CION Investment Corporation, First Trust Capital Management, Hamilton Lane Advisors, L.L.C., Marathon Asset Management LP, and Monarch Alternative Capital LP.

³ Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Joint Plan.

Chapter 11 Case to a Chapter 7 Case (D.I. 50), the *Reply in Further Support of Motion to Convert Lucky Bucks Holdings LLC's Chapter 11 Case to a Chapter 7 Case* (D.I. 128), its Limited Objection, and the Court's June 30, 2023 bench ruling (D.I. 133), and further respectfully states as follows:

1. When the Court found cause to convert Holdings' case to chapter 7, but held the conversion in abeyance, it did so on the premise that events in Holdings' case should not impair the OpCo Debtors' estates, and vice versa.

2. Consistent with that premise, the Ad Hoc Group filed the Limited Objection requesting that the OpCo Plan confirmation order make clear that nothing therein or the OpCo Plan and related documents would affect Holdings, its estate or its creditors. The Ad Hoc Group also proposed the following language to the Debtors for inclusion in the confirmation order:

Notwithstanding anything to the contrary therein, nothing in this Confirmation Order, the OpCo Plan, the Plan Supplement, or any other OpCo Plan Document or other document or instrument being approved, entered into, or implemented in connection with the OpCo Plan shall (i) in any way impair or otherwise affect Holdings' estate or any claims, rights, or interests of Holdings, its estate or its creditors, or (ii) exculpate or release, or be deemed to exculpate or release, any party (including, without limitation, Holdings' owners and insiders) on behalf of or in relation to Holdings, its estate, or its creditors; *provided that* the forgoing recognizes the cancelation of Holdings' equity interests in the OpCo Debtors in accordance with the OpCo Plan. For the avoidance of doubt, and notwithstanding anything herein to the contrary, all Claims of the OpCo Debtors against Holdings are expressly preserved.

To the extent any of Holdings' Books and Records (defined below) are within the possession, custody or control of the OpCo Debtors (including, without limitation, their attorneys, advisors or other representatives), such parties shall preserve, and shall not dispose of, any of the Holdings' Books and Records pending a further order of this Court or an agreement with any chapter 7 trustee who may be appointed in a case for Holdings under chapter 7 of the Bankruptcy Code. For purposes of this Confirmation Order, "Holdings' Books and Records" shall

include all of the books, records, ledgers, files, financial statements, memoranda, analyses, reports, communications of any kind, work product, and other documents and information, in whatever form, manner, or media, of or related to Holdings, its estate, or its direct or indirect subsidiaries, whether or not subject to any claim of attorney-client privilege, attorney work product, or similar privilege or protection, including, without limitation, those reasonably likely to pertain to assets, interests or claims of Holdings or its estate. For the avoidance of doubt, Holdings' Books and Records shall include all documents, communications and work product arising from or related to the investigation undertaken by Neal P. Goldman described in the *Declaration of Neal P. Goldman in Support of Motion to Approve Compromise and Settlement of Claims* [Docket No. 17].

3. Though the Debtors stated that they would accept some of the language, they declined to include the first paragraph quoted above. Their position is that they cannot include the "no effect" language because they have not analyzed, and cannot say, whether the OpCo Plan and related documents would have an effect on the Holdings estate (apart from the obvious effect of canceling Holdings' equity interests in the OpCo Debtors). That the authors of the OpCo Plan, who are also Holdings' estate fiduciaries, cannot identify what effects the OpCo Plan may have on Holdings serves only to underscore why the language the Ad Hoc Group proffered is necessary. Therefore, the Ad Hoc Group respectfully requests that the language quoted above be included in the OpCo Plan confirmation order.

WHEREFORE, for the reasons set forth herein, the Ad Hoc Group reaffirms its request that any order confirming the OpCo Plan incorporate the language proposed above.

Dated: July 23, 2023
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

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