**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:	)	Chapter 11
Hawthorne Race Course, Inc., *et al.*,[1]	)	Case No. 26-03505
Debtors.	)	Jointly Administered
	)	Hon. Timothy A. Barnes

SUPPLEMENTAL FINAL ORDER AUTHORIZING DEBTORS IN POSSESSION TO OBTAIN DEBTOR IN POSSESSION FINANCING

This matter coming on to be heard on the motion of Hawthorne Race Course, Inc., Suburban Downs, Inc., Carey Heirs Properties, LLC, and Post Time Catering, Inc., debtors and debtors in possession (collectively, the "Debtors") for the entry of an order authorizing the Debtors to obtain supplemental postpetition financing on a final basis (the "Motion"), the Court finding that the notice given of the Motion was sufficient under the circumstances and that cause exists for shortened notice;

IT IS HEREBY ORDERED THAT:

1. The Debtors are authorized to obtain Supplemental DIP Financing from Derby DIP, LLC in an amount up to $1,000,000.

2. The Supplemental DIP Financing shall be secured by the same priming liens and granted the same superpriority administrative expense claims status, along with all of the other terms, conditions and protections applicable to the DIP Loan as set forth in the Final DIP Financing Order (Doc. 232).

3. The Supplemental DIP Financing shall have the same interest rate (13%) as set forth in the existing DIP Loan Agreement. Derby DIP, LLC shall be entitled to a Loan Fee of $20,000 and an Exit Fee of $20,000, which amounts shall be deemed earned immediately upon entry of this Order.

4. The Supplemental DIP Financing will be used only for the costs of the horsemen's training and an orderly transition of the Backstretch Community, including:

(i) payroll, benefits, and union dues for maintenance, security, starters, and paramedics;

[1] The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Hawthorne Race Course, Inc., (2284); Carey Heirs Properties, LLC, (2654); Suburban Downs, Inc., (2457); and Post Time Catering, Inc., (3590). The Debtors' mailing address is 3501 S. Laramie Ave, Stickney, IL 60804.

(ii) utilities related to horsemen's living space and track upkeep, including electricity, water, and gas; and

(iii) other necessary services and goods including waste management, ambulances, tractor and machinery rental and fuel, and applicable insurance policies.

5. The Debtors shall only draw upon the Supplemental DIP Financing with the consent of the Illinois Thoroughbred Horsemen's Association, which consent may not be unreasonably withheld.

6. All DIP Obligations (as defined in the Final DIP Order and as supplemented herein to include the Supplemental DIP Financing) of the Debtors to Derby DIP, LLC, shall be paid at the Closing of the Sale to the Purchaser or upon an event of default or termination as defined in the Final DIP Order.

7. The Debtors are authorized to enter into such documentation as may be necessary to effectuate the Supplemental DIP Financing.

8. As adequate protection for any valid, perfected, unavoidable interests that 180 Hawthorne Holdings, LLC, Aria Group Architects, Inc., W.E. O'Neil Construction Company, Inc., Latto Capital LLC, or any other entity (collectively, the "Adequate Protection Parties") may have in the collateral of Derby DIP LLC (the "Existing Collateral"), such Adequate Protection Parties are each hereby granted replacement liens on the property known as 13148 Rivercrest Drive, Crestwood, Illinois and any unencumbered assets of the Debtors, solely to the extent of any diminution of value of such party's interest in the Existing Collateral as a result of any Supplemental DIP Financing, which replacement liens shall have the same validity, priority and extent as such party's interest in the Existing Collateral.

9. The Debtors' authorization to draw upon the Supplemental DIP Financing is contingent upon the Debtors' first filing with the court on the docket of the above-captioned cases a true-up of their projected versus actual cash flow through July 18, 2026, and filing any past-due monthly operating reports with the court on the docket of the above-captioned cases.

ENTER:

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United States Bankruptcy Judge

Dated: July 27, 2026

Prepared by:

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