

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

CBCRC LIQUIDATING CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10245 (KBO)

(Jointly Administered)

Hearing Date: April 10, 2024 at 10:30 a.m. (ET)

Objection Deadline: April 3, 2024 at 4:00 p.m. (ET)

NOTICE OF: (I) THE MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER: (I) APPROVING THE SETTLEMENT AGREEMENT IN CONNECTION WITH THE ASSET PURCHASE AGREEMENT BY AND AMONG THE DEBTORS AND SSCP RESTAURANT INVESTORS, LLP DATED JUNE 14, 2023; (II) AUTHORIZING THE DEBTORS TO CONVERT THESE CASES TO CASES UNDER CHAPTER 11; AND (III) GRANTING RELATED RELIEF; AND (II) PROCEDURES FOR FILING AN OPT-OUT NOTICE AND PAYMENT REQUEST

PLEASE TAKE NOTICE that on March 11, 2023, the above-captioned debtors (the “Debtors”) filed the above-referenced Motion (the “Motion”) with the United States Bankruptcy Court for the District of Delaware,² seeking entry of an order: (a) approving a Settlement by and among the Debtors, SSCP Restaurant Investors, Inc. (“SSCP”), and certain other parties to resolve disputes in connection with the *Asset Purchase Agreement By and Among CBC Restaurant Corp., Corner Bakery Holding Company, and CBC Cardco, Inc. and SSCP Restaurant Investors, LLC* dated June 14, 2023 (the “APA”) and; (b) authorizing the Debtors to convert these cases to cases under Chapter 7 of the Bankruptcy Code upon entry of an Order approving the Settlement.

PLEASE TAKE FURTHER NOTICE that copies of the Motion may be viewed and downloaded free of charge at KCC’s website for the Debtors’ Chapter 11 Cases (<https://www.kccllc.net/cornerbakery>) or may be viewed and downloaded for a fee at the Bankruptcy Court’s website (<http://www.deb.uscourts.gov/>) by following the directions for accessing the ECF system on such website.

PLEASE TAKE FURTHER NOTICE that, as set forth in more detail in the Motion, the Debtors’ CRO believes that the Debtors have made all payments provided for under the APA and its associated Wind Down Budget for trade vendors and other ordinary course creditors. However, the CRO and SSCP have identified at least \$226,000 in alleged unpaid invoices (the “Disputed Invoices”) presented by the 80 vendors identified on **Exhibit A** (collectively with any other creditor, vendor, or other party who asserts amounts owed for goods or services provided between February 22, 2023 (the “Petition Date”) and June 14, 2024 (the “Closing Date”) (the “Disputed Vendors”). SSCP and the Debtors dispute that the amounts set forth in the Disputed Invoices or that may otherwise be asserted by Disputed Vendors constitute Allowed Administrative Expenses to be paid under the Wind Down Budget or the APA. SSCP further asserts that, even if such amounts were owed by the Debtors, SSCP has substantial offsets to any amounts owed, that such offsets would be cloaked with super priority status, and that all cash in the Debtors’ possession now—eight months after Closing—constitute SSCP’s Excess Cash under the APA.

PLEASE TAKE FURTHER NOTICE THAT the estimated cash held by the Debtors upon entry of the Settlement Order, if the proposed Settlement is approved, will be \$214,360.42 (the “Remaining Cash”) and will be paid to SSCP thirty (30) days after entry of the Settlement Order, subject to the Opt-Out Procedures set forth in this Notice.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing and filed with the Clerk of the Bankruptcy Court, 824 Market Street, Third Floor, Wilmington, Delaware 19801, and served on the undersigned, so as to be received on or before March 28, 2024, at 4:00 p.m. (ET).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include CBCRC Liquidating Corp. (0801), CBHC Liquidating Company (3981), and CBCCI Liquidating Inc. (1938). The Debtors’ service address is Corner Bakery, c/o CR3 Partners, Attn: Greg Baracato, Chief Restructuring Officer, 13355 Noel Road, Suite 2005, Dallas TX 75240.

² Capitalized terms used herein and not otherwise defined have the means set forth in the Motion, if



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THE SSCP RELEASES & OPT-OUT PROCEDURES

Upon entry of the Settlement Order, all parties served with this Notice will be deemed to have released all rights, including rights to payment, from or against the Debtors, their estates, SSCP, and the Remaining Cash for any reason, including payment or otherwise for anything related to the APA, the Wind Down Budget, these Chapter 11 cases, the Remaining Cash, and the Professional Fee Reserve unless they “opt-out” by either: (a) filing an objection or response to the Motion opting out of such releases and waiving their right to participate in distributions from the Remaining Cash; or (b) filing a request for payment with the Bankruptcy Court—which may be in the form the attached *Opt-Out Notice and Payment Request*—and serving it on the Debtors, SSCP, and their counsel at the addresses set forth below no later than 7 days prior to the first scheduled hearing on the Motion.

For those creditors who “opt out” or who otherwise object to the Settlement and assert Administrative Claims against the Debtors’ estates or the Remaining Cash (the “Payment Requests”), SSCP will work with the Debtors prior to the Hearing to analyze the Payment Requests and determine, in SSCP’s sole and absolute discretion, whether SSCP will object to, settle, or stipulate to the allowance of such Payment Requests. The amount of any timely asserted Payment Requests will be reserved from the Remaining Cash and such amount will be placed into an escrow of blocked account and will not be delivered to SSCP under the APA until the asserting creditors’ entitlement to payment under the Wind Down Budget, in a *pro rata* amount, from the Remaining Cash is determined either by (a) agreement with SSCP, in its sole and absolute discretion, or (b) Court Order. All unreserved Remaining Cash will be paid to SSCP.

NOTE: THE *OPT-NOTICE AND PAYMENT REQUEST* IS A NOT A PROOF OF CLAIM AND SHOULD NOT BE FILED AS A PROOF OF CLAIM, AND THE FILING OF A PROOF OF CLAIM ON THE CLAIMS REGISTER DOES NOT SATISFY THE REQUIREMENT FOR FILING AND SERVING AN OPT-OUT NOTICE AND PAYMENT REQUEST OR OBJECTION TO THE SETTLEMENT MOTION AS SET FORTH IN THIS NOTICE.

PLEASE TAKE FURTHER NOTICE THAT IF AN OPT-OUT NOTICE AND PAYMENT REQUEST OR OTHER RESPONSE OR OBJECTION IS PROPERLY FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, A HEARING WILL BE HELD ON APRIL 4, 2024 AT 9:30 A.M. (ET) BEFORE THE HONOURABLE KAREN B. OWENS, UNITED STATES BANKRUPTCY JUDGE FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, COURT ROOM NO. 3, 6TH FLOOR, WILMINGTON, DELAWARE 19801. ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT SUCH HEARING.

Dated: March 19, 2024
Wilmington, Delaware

Approved as to Form & Substance:
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/s/ Mette H. Kurth

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Counsel to the Debtors and Debtors In Possession

EXHIBIT A: DISPUTED INVOICES (AGGREGATED BY VENDOR)		
Vendor Name	Category	Invoice Number
500 North Capital LLC	Landlord	-
Absolute Power	Post-Petition A/P	19339512
ADP	Post-Petition A/P	633842883, 636333498, 638373272, 640455433, 631106238, 635791965, 642426172
Air Efficiency Services	Post-Petition A/P	1871, 1831
AK Plumbing	Post-Petition A/P	12122, 12363
All About Plumbing	Post-Petition A/P	10737, 10780
Allan's A/C	Post-Petition A/P	12382, 12385, 12380, 12383
American Compressed Gases Inc.	Utilities	1848580, 1848625, 96643615, 96645493
ATECH Espresso & Coffee Service, Inc.	Post-Petition A/P	38859, 38860, 39016
Atlantic Espresso Tech	Post-Petition A/P	21604, 22852, 22838
Atmos Energy	Utilities	-
AW Billing Services LLC	Utilities	-
Best Equipment Repair Service	Post-Petition A/P	8293, 8342, 8323
Better Beverages, Inc.	Post-Petition A/P	1784801, 2748414, 2791468, 2725921, 2720304, 2664851, 2692228
Bewley's North America	Food Cost: Produce	1755991, et. al.
Brother's Food Service	Food Cost: Produce	3913283, et. al.
California Department of Tax & Fee Administration	Taxing Agency	-
City of Austin Utilities	Utilities	-
City of Manhattan Beach	Utilities	52028
Colonial Parking, Inc.	Post-Petition Accounts Payable	30139
ComTec Cloud Services, LLC	Post-Petition A/P	54571, 55407
Contract Builders	Post-Petition Accounts Payable	2310612
CPS Energy	Utilities	6207605, 6625868
Culligan of Ventura County	Post-Petition A/P	1853069, 1856008, 1857379, 1858870, 1854468, 1860756, 1854954, 1854469, 1856428, 1857817
Date Label	Post-Petition Accounts Payable	410199
DS Fountain Valley, LP	Landlord	-
Eagle Green	Landlord	-
Ecolab, Inc.	Post-Petition A/P	6337641128, 6337758464
Employment Development Department	Taxing Agency	-
Eversoft	Post-Petition A/P	2346828, 2356002, 2356004, 2364579, 2364580
FISERV	Post-Petition A/P	REMI:1643856, 1649849, 1654404, 1658050, 1661454, 1551454, 1666398, 1671961
Fishbowl	Post-Petition A/P	006040-1
Flue Steam Inc	Post-Petition A/P	756626
Fourth Enterprises, LLC	Post-Petition A/P	10564147
Greenway Restaurant Corporation	Landlord	-
H5 Colo	Utilities	20230201, 20230301, 20230601
Halo Climate Solutions	Post-Petition A/P	471, et. al.
HOODZ of Central Texas	Post-Petition A/P	980286
Horton Air	Post-Petition A/P	2024, 2025, 2181, 2185, 2186, 2188, 2225, 2227, 2228, 2229
Infinite Chemical	Post-Petition A/P	38797 et. al.
John D. and Catherine T. MacArthur Foundation	Landlord	-
Keter Environmental Services, Inc.	Utilities	7555053-755058, 755060-755062
K-Tech Mechanical Inc.	Post-Petition A/P	22847-1, et. al.
LAZ Parking	Post-Petition A/P	1559179
Loomis	Post-Petition A/P	13201827, 13220261, 13240446, 13257125, 13278492
Los Angeles Department of Water & Power	Utilities	-
MacArthur Park, LP	Landlord	-
Maggianos of Tysons, Inc	Landlord	-
Maggianos of Texas, Inc	Landlord	-
Maggianos, Inc.	Landlord	-
Microsoft Corporation	Post-Petition A/P	-
MidAmerican Energy Services	Utilities	11758152, et. al.
MonkeyMedia	Post-Petition A/P	17011, et. al.
Moore National Facility Service	Post-Petition A/P	12151, et. al.
Olo Mobo Systems, Inc.	Post-Petition Accounts Payable	00044CBC
Orange County City Mills Limited Partnership	Landlord	-
Orange County Fire Authority	Post-Petition A/P	S0486359, S0487647
Pandya Management, LLC	Post-Petition A/P	-
Peachtree Square Holdings, LLC	Landlord	-
Pender, L.L.C.	Landlord	-
Pepco	Utilities	200162079159, et. al.
PJK Food Service, LLC dba Keaney Produce and Gourmet	Food Cost	-
Professional Beverage Services	Post-Petition A/P	9378, 9356
Property Works	Post-Petition A/P	-
Republic Services	Post-Petition A/P	-
Rose Import Equipments Inc	Post-Petition A/P	RIE25-0269
RWS	Utilities	INV-352363-N6G8, et. al.
SoCal Gas	Utilities	-
South Waste	Post-Petition A/P	0941795-IN, et. al.
State of NJ Dept of Labor Div Employer Acc	Taxing Agency	-
SWC Arbrook / 157 Ltd.	Landlord	-
Sysco	Food Cost	-
Texas Coffee Techs	Post-Petition Accounts Payable	1167065
The Marketing Exchange	Post-Petition A/P	10485, 10676, 10725, 10054
The Retail Property Trust	Landlord	-
Transworld Advertising, Inc.	Post-Petition Accounts Payable	6230008
Trini Handyman Services LLC	Post-Petition A/P	-
Washington Gas	Utilities	-
Waste Management	Utilities	2143168
Worldw+B3:B82ide Produce	Food Cost	-