

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

CBC RESTAURANT CORP. *et al.*,¹

Debtors

Chapter 11

Case No. 23-10245 (KBO)

(Jointly Administered)

Hearing Date:

April 19, 2023 at 9:30 a.m.(ET)

SECOND AMENDED NOTICE OF AGENDA OF MATTERS SCHEDULED FOR HEARING ON APRIL 19, 2023 AT 9:30 A.M. (ET) BEFORE THE HONORABLE KAREN B. OWENS OF THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

ZOOM INSTRUCTIONS

This hearing will be conducted entirely via Zoom and requires all participants to register in advance. COURT CALL WILL NOT BE USED FOR THIS HEARING.

Please Note: All individuals participating by video must register at least two hours prior to the hearing at the provided link.

Please use the following link to register for this hearing:

https://debuscourts.zoomgov.com/meeting/register/vJIrdeCuqT8rGA_3lq0u3tfNU-3otq1F6AI

After registering your appearance by Zoom, you will receive a confirmation email containing information about joining the hearing. You must use your full name when logging into Zoom or you will not be allowed into the meeting.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include CBC Restaurant Corp. (0801), Corner Bakery Holding Company (3981), and CBC Cardco, Inc. (1938). The Debtors' service address is 121 Friends Lane, Suite 301, Newtown PA 18940.



RESOLVED MATTERS

1. Motion of Parcel D Property, LLC for Relief from the Automatic Stay [Filed: 3/23/23] ([D.I. No. 195](#))

Response Deadline: April 11, 2023. The response deadline has been continued to April 14, 2023 for all parties in interest.

Responses Received: None.

Related Documents: None.

- A. Withdraw of Parcel D Property LLLP's Motion for Relief From Stay [Filed: 4/13/23] ([D.I. No. 308](#))

Status: The motion has been withdrawn; this matter is resolved.

2. Debtors' Motion for Entry of an Order, Pursuant to Sections 105 and 363 of the Bankruptcy Code, Authorizing and Approving (I) the Agreement With CR3 Partners, LLC to Provide Greg Baracato to Serve as the Debtors' Chief Restructuring Officer and to Provide Temporary Staff; And (II) the Employment Of Greg Baracato and the Temporary Staff Effective as of March 17, 2023 [Filed: 3/18/23] ([D.I. No. 157](#))

Response Deadline: April 12, 2023 at 4:00 p.m. (ET). The response deadline has been extended to April 14, 2023 at 5:00 p.m. (ET) for U.S. Trustee.

Responses Received: Informal comments received from the U.S. Trustee.

Related Documents:

- A. Declaration of Greg Baracato in Support of Debtors' Motion for Entry of an Order, Pursuant to Sections 105 and 363 of the Bankruptcy Code, Authorizing and Approving (I) the Agreement With CR3 Partners, LLC to Provide Greg Baracato to Serve as the Debtors' Chief Restructuring Officer and to Provide Temporary Staff; and (II) the Employment of Greg Baracato and the Temporary Staff Effective as of March 17, 2023. [Filed: 4/4/23] ([D.I. No. 269](#))
- B. Amended Engagement Agreement CR3 Partners, LLC and CBC Restaurant Corp [Filed: 4/4/23] ([D.I. No. 270](#))
- C. Certification of Counsel Regarding Debtors' Motion for Entry of an Order, Pursuant to Sections 105 and 363 of the Bankruptcy Code, Authorizing and Approving (I) the Agreement With CR3 Partners, LLC to Provide Greg Baracato to Serve as the Debtors' Chief Restructuring Officer and to Provide Temporary Staff; And (II) the Employment Of Greg Baracato and the Temporary Staff Effective as of March 17, 2023 [Filed: 4/17/23] ([D.I. No. 318](#)).

D. [SIGNED] Order, Pursuant to Sections 105 and 363 of the Bankruptcy Code, Authorizing and Approving (I) the Agreement With CR3 Partners, LLC to Provide Greg Baracato to Serve as the Debtors' Chief Restructuring Officer and to Provide Temporary Staff; And (II) the Employment Of Greg Baracato and the Temporary Staff Effective as of March 17, 2023 [Filed: 4/17/23] ([D.I. No. 321](#))

Status: The order has been entered. No hearing will be necessary.

3. Debtors' Motion for Entry of an Order: (A) Establishing Deadlines for the Filing of Proofs of Claim; (B) Approving the Form and Manner of Notice Thereof; and (C) Granting Related Relief [Filed: 4/5/23] ([D.I. No. 280](#))

Response Deadline: April 12, 2023 at 4:00 p.m. (ET). The response deadline has been extended to April 14, 2023 for: (a) the Office of the United States Trustee (the "U.S. Trustee"); and (b) Wexford-UCSC 3737, LLC; Brixmor Operating Partnership L.P.; Deutsche Asset & Wealth Management; Eagle Green, LP; FR Hastings Ranch, LLC; Federal Realty OP LP; GMV (Mall) Owner LLC; MP Shops at Highland Village, LLC; Towson UE LLC; Weitzman; and Nuveen Real Estate (collectively, the "Landlords").

Responses Received: Informal comments received from: (a) the U.S. Trustee; (b) the Landlords; (c) ACE American Insurance Company; and (d) the Official Committee of Unsecured Creditors (the "Committee").

Related Documents:

A. Certification of Counsel Regarding Debtors' Motion for Entry of an Order: (A) Establishing Deadlines for the Filing of Proofs of Claim; (B) Approving the Form and Manner of Notice Thereof; and (C) Granting Related Relief [Filed: 4/17/23] ([D.I. No. 320](#)).

B. [SIGNED] Order: (A) Establishing Deadlines for the Filing of Proofs of Claim; (B) Approving the Form and Manner of Notice Thereof; and (C) Granting Related Relief [Filed: 4/17/23] ([D.I. No. 323](#))

Status: The order has been entered. No hearing will be necessary.

4. Motion of the Debtors for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief [Filed: 4/5/23] ([D.I. No. 271](#)).

Response Deadline: April 12, 2023 at 4:00 p.m. (ET). The response deadline has been extended to April 14, 2023 at 5:00 p.m. (ET) for the U.S. Trustee.

Responses Received: Informal comments received from the U.S. Trustee and the Committee.

Related Documents:

- A. Certification of Counsel Regarding Motion of the Debtors for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief [Filed: 4/17/23] ([D.I. No. 319](#)).
- B. [SIGNED] Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief [Filed: 4/17/23] ([D.I. No. 322](#)).

Status: The order has been entered. No hearing will be necessary.

CONTINUED MATTERS

- 1. Motion of the Debtors for Entry of an Interim and Final Order: (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies; (II) Establishing Procedures for Resolving Additional Adequate Assurance Requests; and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [Filed: 02/27/23] ([D.I. No. 46](#))

Response Deadline: April 12, 2023 at 4:00 p.m. (ET)

Responses Received: Informal comments received from Frontier Communications of America, Inc.

- A. Objection of Certain Utility Companies [Georgia Power Company; San Diego Gas and Electric Company, Southern California Edison Company, Southern California Gas Company; Baltimore Gas and Electric Company; PECO Energy Company; Commonwealth Edison Company; and The Potomac Electric Power Company] (collectively, the "Objecting Utilities") to the Motion of the Debtors for Entry of an Interim and Final Order: (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies; (II) Establishing Procedures for Resolving Additional Adequate Assurance Requests; and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [Filed 3/13/23] ([D.I. No. 136](#))

Related Documents:

- A. [SIGNED] Interim Order (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies; (II) Establishing Procedures for Resolving Additional Adequate Assurance Requests; and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [Entered 3/6/23] ([D.I. No. 97](#))

Status: The Debtors have resolved the informal comments received from Frontier Communications of America, Inc. The Debtors and the Objecting Parties have agreed to continue the hearing on this matter to April 26, 2023 at 10:00 a.m. (ET), which is the date set for the final hearings with respect to the Debtor's DIP financing motion.

MATTERS FOR WHICH COC'S OR CNO'S HAVE BEEN SUBMITTED

1. Motion of the Debtors for Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief [Filed: 4/5/23] ([D.I.No. 279](#)).

Response Deadline: April 12, 2023 at 4:00 p.m. (ET). The response deadline has been extended to April 14, 2023 at 5:00 p.m. (ET) for the U.S. Trustee).

Responses Received: Informal comments received from the U.S. Trustee.

Related Documents:

- A. Certification of Counsel Regarding Motion of the Debtors for Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief [Filed: 4/18/23] ([D.I. No. 331](#)).
- B. [PROPOSED] Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief [Filed: 4/18/23] (D.I. No. N/A)

Status: The order has been submitted under Certification of Counsel, and the Debtors request entry of the order attached thereto. No hearing is necessary unless the Court has questions for the parties.

MATTERS GOING FORWARD

1. Debtors' Motion for Entry of Orders: (I)(A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets; (B) Authorizing the Debtors to Enter Into a Stalking Horse Agreement; (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof; (D) Approving Assumption and Assignment Procedures; and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Filed: 4/7/23] ([D.I. No. 289](#))

Response Deadline: April 18, 2023 at 4:00 p.m. (ET)

Responses Received: Informal comments have been received from: (a) Brothers Produce of Austin, Inc.; Brothers Produce of Dallas, Inc.; and PJK Food Service, LLC d/ba/ Keany Produce and Gourmet (collectively, the "PACA Creditors"); and (b) certain of the Landlords. The Committee has also indicated that it intends to file an objection to the Motion.

Related Documents:

- A. [SIGNED] Order Granting Motion to Set Expedited Hearing and Shorten Notice Period With Respect to Debtors' Motion for Entry of Orders: (I)(A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets; (B) Authorizing the Debtors to Enter Into a Stalking Horse Agreement; (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof; (D) Approving Assumption and Assignment Procedures; and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; And (III) Granting Related Relief [Entered: 4/10/23] ([D.I. No. 293](#))
- B. Limited Objection of Bella Terra Associates, LLC to Debtors' Bidding Procedures Motion [Filed: 4/18/23] ([D.I. No. 329](#))
- C. Limited Objection And Joinder Of Westfield, LLC And Its Landlord Affiliates To Limited Objection Of Bella Terra Associates, LLC To Debtors' Bidding Procedures Motion (related document(s)[289]) Filed by Westfield, LLC and its affiliates Montgomery Mall Owner, LLC & Mission Valley Shoppingtown, LLC [Filed: 4/18/23] ([D.I. No. 333](#))
- D. Limited Objection to Debtors' Motion for Entry of Orders: (I)(A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors Assets; (B) Authorizing the Debtors to Enter Into a Stalking Horse Agreement; (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof; (D) Approving Assumption and Assignment Procedures; and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Filed: 4/18/23] ([D.I. No. 334](#))
- E. Limited Objection Of Certain Landlords To Debtors Motion for Entry of Orders: (I)(A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors Assets; (B) Authorizing the Debtors to Enter Into a Stalking Horse Agreement; (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof; (D) Approving Assumption and Assignment Procedures; and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Filed: 4/18/23] ([D.I. No. 335](#))
- F. Limited Objection and Joinder of MacArthur Park, LP to Limited Objections of Certain Landlords to Debtors Bidding Procedures Motion [Filed: 4/18/23] ([D.I. No. 337](#))
- G. **Response of SSCP Restaurant Investors LLC to Official Committee of Unsecured Creditors' Limited Objection to Debtors' Motion for Entry Of Orders: (I)(A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors Assets; (B) Authorizing the Debtors to Enter Into a Stalking Horse Agreement; (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof; (D)**

Approving Assumption and Assignment Procedures; and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Filed: 4/18/23] ([D.I. No. 339](#))

Status: The parties have been in discussions with the PACA Creditors and have agreed upon modifications to the proposed order that address their concerns. The parties have also reached agreements in principle with the Landlords which they believe address the Landlord objections and concerns, subject to agreement on specific language in the bid procedures order. The parties have also been engaging in discussions with the US Trustee and the Committee and have reached agreement on many of the issues raised by their comments and objections and corresponding modifications to the form of bid procedures order. However, certain issues remain unresolved, particularly with respect to: (a) SSCP's role as a "consultation party," generally, and its entitlement to receive confidentiality agreements executed by other interested bidders in particular; and (b) whether "round skipping" will be permitted at the auction and whether any such rules will apply equally to SSCP and other bidders. This matter will be going forward.

Dated: April 19, 2023
Wilmington, Delaware

/s/ Mette H. Kurth
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