

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

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In re:)	Chapter 11	
)		
Perkins & Marie Callender’s, LLC, et al., ¹)	Case No. 19-11743 (KG)	
)		
Debtors.)	(Jointly Administered)	
)		
)		

**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR
HEARING ON SEPTEMBER 17, 2019 AT 11:00 A.M. (ET)**²

I. RESOLVED MATTER:

1. Motion of Debtors for Interim and Final Orders (I) Establishing Procedures for Determining Adequate Assurance of Payment, (II) Finding Utilities Adequately Assured of Payment, (III) Prohibiting Utilities from Altering, Refusing, or Discontinuing Utility Services, (IV) Authorizing the Debtors to Honor Obligations to Bill Consolidators in the Ordinary Course of Business and (V) Granting Related Relief [Docket No. 7; filed August 5, 2019]

Response/Objection Deadline: September 4, 2019 at 4:00 p.m. (ET);
extended to September 6, 2019 at 4:00 p.m.
(ET) for the U.S. Trustee

Responses/Objections Received:

- A. Objection of Certain Utility Companies to the Motion of Debtors for Interim and Final Orders (I) Establishing Procedures for Determining

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: Perkins & Marie Callender’s, LLC (2435); Perkins & Marie Callender’s Holding, LLC (3381); Marie Callender Pie Shops, LLC (1620); MC Wholesalers, LLC (2420); PMCI Promotions LLC (7308); MCID, Inc. (2015); Wilshire Beverage, Inc. (5887); FIV, LLC (9288); P&MC’s Real Estate Holding LLC (8553); and P&MC’s Holding Corp. (2225). The mailing address for the Debtors is 6075 Poplar Avenue, Suite 800, Memphis, Tennessee 38119-4709.

² The hearing will be before The Honorable Kevin Gross at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801. Any party who wishes to appear telephonically at such hearing must contact COURTCALL, LLC at 866-582-6878 prior to **12:00 p.m. (noon) (Eastern Time) on Monday, September 16, 2019**, to register his/her telephonic appearance in accordance with the *Instructions for Telephonic Appearances Effective January 5, 2005, Revised May 11, 2018*.



Adequate Assurance of Payment, (II) Finding Utilities Adequately Assured of Payment, (III) Prohibiting Utilities from Altering, Refusing, or Discontinuing Utility Services, (IV) Authorizing the Debtors to Honor Obligations to Bill Consolidators in the Ordinary Course of Business and (V) Granting Related Relief [Docket No. 142; filed August 23, 2019]

Related Documents:

- i. Interim Order (I) Establishing Procedures for Determining Adequate Assurance of Payment, (II) Finding Utilities Adequately Assured of Payment, (IV) Authorizing the Debtors to Honor Obligations to Bill Consolidators in the Ordinary Course of Business and (V) Granting Related Relief [Docket No. 55; filed August 6, 2019]
- ii. Notice of (A) Entry of Interim Order (I) Establishing Procedures for Determining Adequate Assurance of Payment, (II) Finding Utilities Adequately Assured of Payment, (IV) Authorizing the Debtors to Honor Obligations to Bill Consolidators in the Ordinary Course of Business and (V) Granting Related Relief; and (B) Final Hearing Thereon [Docket No. 72; filed August 7, 2019]
- iii. Final Order (I) Establishing Procedures for Determining Adequate Assurance of Payment, (II) Finding Utilities Adequately Assured of Payment, and (III) Prohibiting Utilities from Altering, Refusing, or Discontinuing Utility Services [Docket No. 216; filed September 10, 2019]

Status: On September 10, 2019, the Court entered an order in connection with this matter resolving this matter except for the objection filed by CenterPoint Energy Resources Corp. d/b/a CenterPoint Energy Minnesota Gas, Constellation NewEnergy, Inc., Florida Power & Light Company, San Diego Gas and Electric Company, and Southern California Gas Company (the “**Objecting Utilities**”). The Debtors and the Objecting Utilities have since resolved the objection. The Debtors understand that the Objecting Utilities will be withdrawing their objection. Accordingly, a hearing on this matter is not necessary.

II. MATTERS FILED UNDER CERTIFICATION:

2. Motion of Debtors for Interim and Final Orders (I) Authorizing the Debtors to (A) Maintain Insurance Programs, (B) Maintain Premium Financing Arrangements and (C) Pay Prepetition Insurance Obligations and (II) Granting Related Relief [Docket No. 3; filed August 5, 2019]

Response/Objection Deadline: September 4, 2019 at 4:00 p.m. (ET);
extended to September 6, 2019 at 4:00 p.m.
(ET) for the Office of the United States

Trustee for the District of Delaware (the “**U.S. Trustee**”); extended to September 13, 2019 at 4:00 p.m. (ET) for the Chubb Companies

Responses/Objections Received:

- A. Informal comments from the Official Committee of Unsecured Creditors (the “**Committee**”)
- B. Informal comments from the Chubb Companies

Related Documents:

- i. Interim Order (I) Authorizing the Debtors to (A) Maintain Insurance Programs, (B) Maintain Premium Financing Arrangements and (C) Pay Prepetition Insurance Obligations, and (II) Granting Related Relief [Docket No. 52; filed August 6, 2019]
- ii. Notice of (A) Entry of Interim Order (I) Authorizing the Debtors to (A) Maintain Insurance Programs, (B) Maintain Premium Financing Arrangements and (C) Pay Prepetition Insurance Obligations, and (II) Granting Related Relief; and (B) Final Hearing Thereon [Docket No. 68; filed August 7, 2019]
- iii. Certification of Counsel Regarding Final Order (I) Authorizing the Debtors to (A) Maintain Insurance Programs, (B) Maintain Premium Financing Arrangements and (C) Pay Prepetition Insurance Obligations, and (II) Granting Related Relief [Docket No. 268; filed September 12, 2019]

Status: On September 12, 2019, the Debtors filed a proposed form of final order under certification of counsel in connection with this matter. Accordingly a hearing with respect to this matter is only required to the extent that the Court has any questions or concerns.

- 3. Motion of Debtors for Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Compensation, Reimbursable Expenses, and Other Obligations on Account of Compensation and Benefits Programs and (B) Continue Compensation and Benefits Programs and (II) Granting Related Relief [Docket No 11; filed August 5, 2019]

Response/Objection Deadline: September 4, 2019 at 4:00 p.m. (ET); extended to September 6, 2019 at 4:00 p.m. (ET) for the U.S. Trustee; extended to September 13, 2019 at 4:00 p.m. (ET) for the Chubb Companies

Responses/Objections Received:

- A. Informal comments from the U.S. Trustee
- B. Informal comments from the Chubb Companies
- C. Informal comments from the Committee

Related Documents:

- i. Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Compensation, Reimbursable Expenses, and Other Obligations on Account of Compensation and Benefits Programs and (B) Continue Compensation and Benefits Programs and (II) Granting Related Relief [Docket No. 51; filed August 6, 2019]
- ii. Notice of (A) Entry of Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Compensation, Reimbursable Expenses, and Other Obligations on Account of Compensation and Benefits Programs and (B) Continue Compensation and Benefits Programs and (II) Granting Related Relief; and (B) Final Hearing Thereon [Docket No. 73; filed August 7, 2019]
- iii. Certification of Counsel Regarding Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Compensation, Reimbursable Expenses, and Other Obligations on Account of Compensation and Benefits Programs and (B) Continue Compensation and Benefits Programs and (II) Granting Related Relief [Docket No. 269; filed September 12, 2019]

Status: On September 12, 2019, the Debtors filed a proposed form of final order under certification of counsel in connection with this matter. Accordingly a hearing with respect to this matter is only required to the extent that the Court has any questions or concerns.

- 4. Motion of Debtors for Entry of Order Extending Time to File Schedules of Assets and Liabilities, Statements of Financial Affairs and Rule 2015.3 Financial Report [Docket No 165; filed September 3, 2019]

Response/Objection Deadline: September 10, 2019 at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- i. Certificate of No Objection Regarding Motion of Debtors for Entry of Order Extending Time to File Schedules of Assets and Liabilities,

Statement of Financial Affairs and Rule 2015.3 Financial Report [Docket No. 246; filed September 11, 2019]

Status: On September 11, 2019, the Debtors filed a certificate of no objection regarding this matter. Accordingly, a hearing with respect to this matter is only required to the extent that the Court has any questions or concerns.

III. CONTESTED MATTER:

5. Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Sale of Substantially all of the Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Substantially all of the Debtors' Assets, (D) Approving Form and Manner of Notice of Sale, Auction and Sale Hearing, (E) Approving Assumption and Assignment Procedures and (F) Granting Related Relief; and (II)(A) Approving Sale of Substantially all of the Debtors' Assets Free and Clear of all Liens, Claims, Interests and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief [Docket No 33; filed August 5, 2019]

Sale Objection Deadline: September 9, 2019 at 4:00 p.m. (ET)

Responses/Objections Received:

- A. Reservation of Rights of the Chubb Companies to the Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Sale of Substantially all of the Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Substantially all of the Debtors' Assets, (D) Approving Form and Manner of Notice of Sale, Auction and Sale Hearing, (E) Approving Assumption and Assignment Procedures and (F) Granting Related Relief; and (II)(A) Approving Sale of Substantially all of the Debtors' Assets Free and Clear of all Liens, Claims, Interests and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief [Docket No. 105; filed August 19, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- B. Limited Objection of SCF RC Funding I, LLC to Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Sale of Substantially all of the Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Substantially all of the Debtors' Assets, (D) Approving Form and Manner of Notice of Sale, Auction and Sale Hearing, (E) Approving Assumption and Assignment Procedures and (F) Granting Related Relief; and (II)(A)

Approving Sale of Substantially all of the Debtors' Assets Free and Clear of all Liens, Claims, Interests and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief [Docket No. 106; filed August 19, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- C. Limited Objection of WF PP Realty, LLC to the Sale of Substantially all of the Debtors' Assets [Docket No. 206; filed September 9, 2019]

Status: The hearing on this matter is continued to a date to be determined.

Cure Objection Deadline: September 12, 2019 at 4:00 p.m. (ET); extended to September 13, 2019 at 12:00 p.m. (noon) (ET) for U.S. Cities Operating Fund, LP; extended to September 13, 2019 at 4:00 p.m. (ET) for Lady Jayne Hotels, Inc.; extended to September 13, 2019 at 5:00 p.m. (ET) for Batory Foods

- A. Limited Objection of WF PP Realty, LLC to the Sale of Substantially all of the Debtors' Assets [Docket No. 206; filed September 9, 2019]

Status: The hearing on this matter is continued to a date to be determined.

- B. Objection of Centurylink Communications, LLC to Proposed Cure Amount [Docket No. 242; filed September 11, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- C. Limited Objection of SFT Holdings, LLC to Cure Cost in the Amended Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 243; filed September 11, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- D. Objection to Assumption and Assignment filed by CrunchTime! Information Systems, Inc. [Docket No. 248; filed September 12, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- E. Objection of National Retail Properties, Inc. to Potential Assumption and Assignment of Leases [Docket No. 251; filed September 12, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- F. Objection by Berjan T Holdings LLC to Proposed Assumption and Assignment of Contract or Lease and Stated Cure Cost; Declaration of David Tohl [Docket No. 253; filed September 12, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- G. Objection of WF PP Realty, LLC to Amended Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 254; filed September 12, 2019]

Status: The hearing on this matter is continued to a date to be determined.

- H. Objection of The Buntin Group, Inc. to the Proposed Cure Amounts Associated with the Proposed Assumption of Executory Contracts and Unexpired Leases [Docket No. 256; filed September 12, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- I. Objection of the Chubb Companies with Respect to the Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 257; filed September 12, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- J. Objection of Eretz Company LLC to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 259; filed September 12, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- K. Objection of Lebedoff Family Partnership (Golden Valley) to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 261; filed September 12, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- L. Objection of Lebedoff Family Partnership (Roseville) to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 262; filed September 12, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- M. Objection of New Road Development, LLP to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 263; filed September 12, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- N. Objection of New Road Development of Lakeville, LLP to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 264; filed September 12, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- O. Murdock Plaza, LLC's Objection to Debtors' Proposed Assumption and Assignment of Lease and Proposed Cure Costs [Docket No. 265; filed September 12, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- P. Objection and Reservation of Rights of AEI Fund Management, Inc., to Debtors' Amended Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 266; filed September 12, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- Q. Limited Objection of David V. Lees to Proposed Cure Amount [Docket No. 267; filed September 12, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- R. Objection of SCF RC Funding L, LLC to Debtors' Proposed Assumption and Assignment of Leases and Proposed Cure Costs [Docket No. 271; filed September 13, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- S. Objection to Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 154] filed by Lady Jayne Hotels, Inc. [Docket No. 273; filed September 13, 2019]

Status: The hearing on this matter is continued to a date to be determined.

- T. Objection and Reservation of Rights of U.S. Cities Fund Operating LP with Respect to Amended Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 275; filed September 13, 2019]

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- U. Informal comments from Yoder Investments

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- V. Informal comments from Batory Foods

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- W. Informal comments from Segura Investors VIII; Segura Investors IX, LLC

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

- X. Informal comments from Omega Group LLLP

Status: The parties are in discussions with the counterparty regarding adjourning the objection to a later hearing date.

Related Documents:

- i. Declaration of Jason Abt in Support of Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Sale of Substantially all of the Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Substantially all of the Debtors' Assets, (D) Approving Form and Manner of Notice of Sale, Auction and Sale Hearing, (E) Approving Assumption and Assignment Procedures and (F) Granting Related Relief; and (II)(A) Approving Sale of Substantially all of the Debtors' Assets Free and Clear

- of all Liens, Claims, Interests and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief [Docket No. 34; filed August 5, 2019]
- ii. *Supplement to Motion of Debtors for Entry of Orders* (I)(A) Approving Bidding Procedures for Sale of Substantially all of the Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Substantially all of the Debtors' Assets, (D) Approving Form and Manner of Notice of Sale, Auction and Sale Hearing, (E) Approving Assumption and Assignment Procedures and (F) Granting Related Relief; and (II)(A) Approving Sale of Substantially all of the Debtors' Assets Free and Clear of all Liens, Claims, Interests and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief [Docket No. 118; filed August 21, 2019]
 - iii. Order (A) Approving Bidding Procedures for Sale of Substantially all of the Debtors' Assets, (B) Approving Stalking Horse Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Substantially all of the Debtors' Assets, (D) Approving Form and Manner of Notice of Sale, Auction and Sale Hearing, (E) Approving Assumption and Assignment Procedures and (F) Granting Related Relief [Docket No. 141; filed August 23, 2019]
 - iv. Notice of Sale, Bidding Procedures, Auction, and Sale Hearing [Docket No. 150; filed August 28, 2019]
 - v. Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 154; filed August 29, 2019]
 - vi. Notice of Filing of Orders (I) Approving and Authorizing Sale of Substantially all of the Debtors' Assets to the Purchaser Free and Clear of Liens, Claims, Interests, and Encumbrances; (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. 155; filed August 29, 2019]
 - vii. *Amended* Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 160; filed September 1, 2019]
 - viii. Affidavit of Publication of the Notice of Sale, Bidding Procedures, Auction, and Sale Hearing in USA Today [Docket No. 166; filed September 3, 2019]

- ix. Notice of Successful Bidders with Respect to the Debtors' Assets [Docket No. 247; filed September 11, 2019]

Status: The hearing on this matter will go forward. The individual statuses with respect to the sale objections and the cure objections are set forth above.

Dated: September 13, 2019
Wilmington, Delaware

/s/ Brett M. Haywood

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