

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: Chapter 11
Perkins & Marie Callender's, LLC, et al., Case No. 19-11743 (KG)
Debtors. (Jointly Administered)
Re: Docket No. 333

NOTICE OF DEADLINE FOR THE FILING OF PROOFS OF CLAIM, INCLUDING FOR
CLAIMS ASSERTED UNDER SECTION 503(b)(9) OF THE BANKRUPTCY CODE
(GENERAL BAR DATE IS NOVEMBER 4, 2019, AT 5:00 P.M. (ET))

TO: ALL HOLDERS OF POTENTIAL CLAIMS AGAINST THE DEBTORS (AS LISTED BELOW)

Please take notice that on August 5, 2019 (the "Petition Date"), the above-captioned debtors
(collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code
with the United States Bankruptcy Court for the District of Delaware (the "Court").

Please take further notice that on October 2, 2019, the Court entered an order [Docket No. 333]
(the "Bar Date Order") establishing the below deadlines (collectively, the "Bar Dates"):

- a. except as otherwise provided in herein, November 4, 2019 at 5:00 p.m. (prevailing Eastern Time) (the "General Bar Date") as the deadline for all persons and entities
(excluding governmental units) holding a claim (as defined in section 101(5) of the
Bankruptcy Code), including secured claims, unsecured priority claims, unsecured non-
priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code
("Section 503(b)(9) Claims"), against the Debtors that arose or is deemed to have arisen
prior to the Petition Date, to file a Proof of Claim in the Chapter 11 Cases;
b. February 3, 2020 at 5:00 p.m. (prevailing Eastern Time) (the "Governmental Bar
Date"), as the deadline for each governmental unit (as defined in section 101(27) of the
Bankruptcy Code) holding a claim against the Debtors to file a Proof of Claim in the
Chapter 11 Cases;
c. if the Debtors file an amendment (an "Amendment") to any of their schedules of assets
and liabilities (collectively, the "Schedules") after the Service Date, and such
Amendment (a) reduces the undisputed, noncontingent, and liquidated amount of a

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 A claim arising under Bankruptcy Code section 503(b)(9) is a claim arising from the value of any goods received
by the Debtors within twenty (20) days before the Petition Date, provided that the goods were sold to the Debtors in
the ordinary course of the Debtors' business.



claimant's claim; (b) changes the nature or characterization of a claimant's claim; or (c) adds a new claim to the Schedules, such claimant must file a Proof of Claim with respect to such amended claim by the later of (i) the General Bar Date and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days after service of a notice on such affected claimant of the Amendment (the "**Amended Schedule Bar Date**"); and

- d. except as otherwise set forth in any order authorizing rejection of an executory contract or unexpired lease, the later of (i) the General Bar Date and (ii) twenty-one (21) days after the date of service of an order authorizing the rejection of an executory contract or unexpired lease (the "**Rejection Bar Date**"), as the deadline to file a Proof of Claim relating to the Debtors' rejection of such executory contract or unexpired lease.

For your convenience, enclosed with this Notice is a proof of claim form (the "**Proof of Claim Form**").

Please take further notice that the Bar Date Order and the procedures set forth therein and herein for the filing of Proofs of Claim apply to all claims against the Debtors that arose, or are deemed to have arisen, prior to the Petition Date, regardless of their character or nature, whether secured or unsecured, priority or non-priority, liquidated or unliquidated, fixed or contingent, including, without limitation, Section 503(b)(9) Claims, no matter how remote or contingent.

As used in this Notice, the term "**creditor**" has the meaning given to it in section 101(10) of the Bankruptcy Code, and includes all persons, entities, estates, trusts, governmental units and the United States Trustee. In addition, the terms "**persons**," "**entities**," and "**governmental units**" are defined in sections 101(41), 101(15) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term "**claim**" or "**Claim**" has the meaning given to it in section 101(5) of the Bankruptcy Code, and includes as to or against the Debtors: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

All other capitalized terms used but not otherwise defined herein shall have the same meanings as ascribed to them in the Bar Date Order or the Motion (as defined in the Bar Date Order).

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY HAVE OR YOU MAY ASSERT A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

General Information about the Debtors' Chapter 11 Cases. The Debtors' Chapter 11 Cases are being jointly administered under case number 19-11743 (KG). No trustee or examiner has been appointed in these Chapter 11 Cases. On August 14, 2019, the Office of the United States Trustee for the District of Delaware (the "**U.S. Trustee**") appointed the Official Committee of Unsecured Creditors (the "**Committee**") in these Chapter 11 Cases.

Individual Debtor Information. The last four digits of each Debtor's federal tax identification number are set forth below. The mailing address of each of the Debtors, solely for purposes of notices and communications, is: 6075 Poplar Avenue, Suite 800, Memphis, Tennessee 38119-4709.

<u>Debtor</u>	<u>Case No.</u>	<u>EID# (Last 4 Digits)</u>
Perkins & Marie Callender's, LLC	19-11743	2435
Perkins & Marie Callender's Holding, LLC	19-11745	3381
Marie Callender Pie Shops, LLC	19-11748	1620
MC Wholesalers, LLC	19-11750	2420
PMCI Promotions LLC	19-11752	7308
MCID, Inc.	19-11744	2015
Wilshire Beverage, Inc.	19-11746	5887
FIV, LLC	19-11747	9288
P&MC's Real Estate Holding LLC	19-11749	8553
P&MC's Holding Corp.	19-11751	2225

A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

1. PERSONS OR ENTITIES WHO MUST FILE A PROOF OF CLAIM.

Any person or entity that has or seeks to assert a claim against the Debtors which arose, or is deemed to have arisen, prior to the Petition Date, including, without limitation, Section 503(b)(9) Claims, MUST FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE BAR DATE.

Under the Bar Date Order, the filing of a Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of Section 503(b)(9) Claims. All parties asserting administrative claims under all other sub-parts of section 503(b) of the Bankruptcy Code must make separate requests for payment in accordance with section 503(a) of the Bankruptcy Code or as otherwise specified by order of the Court or in any chapter 11 plan confirmed in these Chapter 11 Cases. No deadline has yet been established for the filing of administrative claims other than claims under section 503(b)(9) of the Bankruptcy Code. **Section 503(b)(9) Claims must be filed by the General Bar Date.**

Acts or omissions of the Debtors that occurred or arose before the Petition Date may give rise to Claims against the Debtors that must be filed by the applicable Bar Date, notwithstanding that such Claims may not have matured, are contingent or have not become fixed or liquidated prior to or as of the Petition Date.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE THAT YOU HAVE A CLAIM. A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

A. Claims For Which No Proof of Claim is Required to be Filed.

Notwithstanding the above, holders of the following claims are not required to file a Proof of Claim on or before the applicable Bar Date solely with respect to such claim:

- a. a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or KCC in a form substantially similar to Official Bankruptcy Form No. 410;
- b. a claim that is listed on the Debtors' Schedules if and only if (i) such claim is not scheduled as "disputed," "contingent," or "unliquidated", (ii) the holder of such claim agrees with the amount, nature and priority of the claim as set forth in the Schedules, and (iii) the holder of such claim does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- c. an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than Section 503(b)(9) Claims);
- d. a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;
- e. a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;
- f. a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date;
- g. a claim against any Debtor held by another Debtor or non-Debtor subsidiary or affiliate;
- h. an administrative expense claim asserted by a professional retained by the Debtors or the Committee pursuant to an order of the Court for fees and expenses subject to the Court's approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;
- i. any fees payable to the U.S. Trustee under 28 U.S.C. § 1930; and
- j. pursuant to paragraph 33 of the Final DIP Order,³ any claim held by the Prepetition Secured Parties for any of the Prepetition Obligations (each as defined in the Final DIP Order).

Please take notice that any claimant exempted from filing a Proof of Claim pursuant to section A above must still properly and timely file a Proof of Claim for any other claim that does not fall within the exemptions provided by section A immediately above. As set forth in clause (e) above, creditors are not required to file a proof of claim with respect to any amounts paid by the Debtors.

B. No Bar Date for Proof of Interest.

Any person or entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants, or stock options) or other ownership interest in the Debtors (an "**Interest Holder**") is not required to file a proof of interest on or before the applicable Bar Date; **provided, however**, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other

³ "**Final DIP Order**" means the *Final Order (I) Approving Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, and (V) Modifying Automatic Stay* [Docket No. 241].

ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The Debtors have reserved the right to establish at a later time a bar date requiring Interest Holders to file proofs of interest. If such a bar date is established, Interest Holders will be notified in writing of the bar date for filing of proofs of interest at the appropriate time.

2. WHEN AND WHERE TO FILE.

All claimants must submit (by overnight mail, courier service, hand delivery, regular mail, or in person) an original, written Proof of Claim that substantially conforms to the Proof of Claim Form so as to be **actually received** by KCC, the Debtors' claims and notice agent, by no later than 5:00 p.m. (prevailing Eastern Time) on or before the applicable Bar Date at the following address:

Perkins & Marie Callender's, LLC Claims Processing Center
c/o Kurtzman Carson Consultants LLC
222 N. Pacific Coast Highway, Suite 300
El Segundo, California 90245

Alternatively, claimants may submit a Proof of Claim electronically by completing the Proof of Claim Form that can be accessed at KCC's website, <http://www.kccllc.net/PMC>.

Proofs of Claim will be deemed timely filed only if **actually received** by KCC on or before the applicable Bar Date. Proofs of Claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission. Any facsimile, telecopy, or electronic mail submissions will not be accepted and will not be deemed filed until a Proof of Claim is submitted to KCC by overnight mail, courier service, hand delivery, regular mail, in person, or through KCC's website listed above.

Claimants wishing to receive acknowledgment that their Proofs of Claim were received by KCC must submit (i) a copy of the Proof of Claim and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim sent to KCC).

3. CONTENTS OF A PROOF OF CLAIM.

As noted above, the Debtors are enclosing a Proof of Claim Form for use in these Chapter 11 Cases, or you may use another proof of claim form that substantially conforms to Official Bankruptcy Form No. 410. The Proof of Claim Form is available free of charge on KCC's website, <http://www.kccllc.net/PMC>.

To be valid, your Proof of Claim **MUST** (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury; (ii) be written in the English language; (iii) be denominated in lawful currency of the United States; (iv) conform substantially to the Proof of Claim Form or Official Form 410; (v) specify the Debtor against which the Proof of Claim is filed as well as the bankruptcy case number corresponding to such Debtor; (vi) set forth with specificity the legal and factual basis for the alleged claim; and (vii) include supporting documentation or an explanation as to why such documentation is not available.

If you are filing a Section 503(b)(9) Claim, you must indicate in the Proof of Claim Form the amount of the Claim that arises under section 503(b)(9) of the Bankruptcy Code. For each Section 503(b)(9) Claim, you must attach to the Proof of Claim Form a supplemental statement setting forth with specificity: (i) the date of shipment of the goods you contend the Debtors received in the twenty (20) days before the Petition Date; (ii) the date, place, and method (including carrier

name) of delivery of the goods you contend the Debtors received in the twenty (20) days before the Petition Date; (iii) the value of the goods you contend the Debtors received in the twenty (20) days before the Petition Date; and (iv) whether you timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code, and, if so, include any documentation identifying such demand.

Any person or entity asserting a Proof of Claim against more than one Debtor shall file a separate Proof of Claim with respect to each such Debtor and identify on each Proof of Claim the particular Debtor against which their claim is asserted. If more than one Debtor is listed on any particular Proof of Claim form, such claim shall be deemed to have been filed only against the first listed Debtor. Any claim filed under the joint administration case number (Perkins & Marie Callender's, LLC, Case No. 19-11743) or otherwise without identifying a Debtor shall be deemed as filed only against Debtor Perkins & Marie Callender's, LLC.

4. CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM BY THE BAR DATE.

Any claimant that is required to file a Proof of Claim in these Chapter 11 Cases pursuant to the Bankruptcy Code, the Bankruptcy Rules, or the Bar Date Order with respect to a particular claim against the Debtors, but that fails to do so properly by the applicable Bar Date, shall not be treated as a creditor with respect to such claim for purposes of voting and distribution.

5. CONTINGENT CLAIMS.

Acts or omissions of or by the Debtors that occurred, or that are deemed to have occurred, prior to the Petition Date, including, without limitation, acts or omissions related to any indemnity agreement, guarantee, services provided to or rendered by the Debtors, or goods provided to the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or any injuries on which they may be based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds a claim or potential claim against the Debtors, no matter how remote, contingent, or unliquidated, **MUST** file a Proof of Claim on or before the applicable Bar Date.

6. THE DEBTORS' SCHEDULES.

You may be listed as the holder of a claim against the Debtors in their Schedules filed in these Chapter 11 Cases. The Schedules are available free of charge on KCC's website at <http://www.kccllc.net/PMC>. If you rely on the Schedules, it is your responsibility to determine that your claim is accurately listed in the Schedules. As described above, if (i) you agree with the nature, amount and status of your claim as listed in the Schedules, (ii) your claim is **NOT** described as "disputed," "contingent," or "unliquidated," and (iii) you do not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules, then you are not required to file a Proof of Claim in these Chapter 11 Cases with respect to such claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice and the Bar Date Order.

7. ADDITIONAL INFORMATION.

The Schedules, the Proof of Claim Form and Bar Date Order are available free of charge on KCC's website at <http://www.kccllc.net/PMC>. If you have questions concerning the filing or processing of Claims, you may contact the Debtors' claims agent, KCC, at (888) 251-3076, or, if calling from

outside the United States or Canada, at (310) 751-2617. If you require additional information regarding the filing of a Proof of Claim, you may contact counsel for the Debtors in writing at the addresses below.

Dated: October 2, 2019
Wilmington, Delaware

/s/ Brett M. Haywood

RICHARDS, LAYTON & FINGER, P.A.

Daniel J. DeFranceschi (No. 2732)

Michael J. Merchant (No. 3854)

Zachary I. Shapiro (No. 5103)

Brett M. Haywood (No. 6166)

Megan E. Kenney (No. 6426)

Sarah E. Silveira (No. 6580)

One Rodney Square

920 North King Street

Wilmington, Delaware 19801

Telephone: (302) 651-7700

Facsimile: (302) 651-7701

-and-

AKIN GUMP STRAUSS HAUER & FELD LLP

Scott L. Alberino (admitted *pro hac vice*)

Joanna Newdeck (admitted *pro hac vice*)

2001 K Street, N.W.

Washington, D.C. 20006

Telephone: (202) 887-4000

Facsimile: (202) 887-4288

-and-

AKIN GUMP STRAUSS HAUER & FELD LLP

Gary A. Ritacco (admitted *pro hac vice*)

One Bryant Park

New York, New York 10036

Telephone: (212) 872-1000

Facsimile: (212) 872-1002

Counsel to the Debtors and Debtors in Possession