

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

)	Chapter 11
In re:)	
)	Case No. 19-11743 (KG)
Perkins & Marie Callender’s, LLC, <i>et al.</i> , ¹)	
)	(Jointly Administered)
)	
Debtors.)	Obj. Deadline: Dec. 10, 2019 at 4:00 p.m. (ET)
)	Hearing Date: Dec. 19, 2019 at 2:00 p.m. (ET)
)	

**NOTICE OF (I) ADMINISTRATIVE CLAIMS DEADLINE,
(II) CONDITIONAL APPROVAL OF COMBINED DISCLOSURE STATEMENT
AND PLAN FOR SOLICITATION PURPOSES ONLY, (III) DEADLINE FOR
CASTING VOTES TO ACCEPT OR REJECT THE COMBINED DISCLOSURE
STATEMENT AND PLAN, AND (IV) THE HEARING TO CONSIDER (A) FINAL
APPROVAL OF THE COMBINED DISCLOSURE STATEMENT AND PLAN AS
CONTAINING ADEQUATE INFORMATION AND (B) CONFIRMATION OF
THE COMBINED DISCLOSURE STATEMENT AND PLAN**

EACH HOLDER OF A CLAIM AND/OR EQUITY INTEREST WILL RELEASE THE RELEASED PARTIES FROM ANY AND ALL CLAIMS/CAUSES OF ACTION TO THE EXTENT PROVIDED IN ARTICLE XII.C. OF THE COMBINED DISCLOSURE STATEMENT AND PLAN UNLESS SUCH HOLDER OF A CLAIM AND/OR EQUITY INTEREST OPTS OUT OF SUCH RELEASE IN ACCORDANCE WITH TERMS OF THE COMBINED DISCLOSURE STATEMENT.

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On October 17, 2019, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Combined Disclosure Statement and Chapter*

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.



11 Plan of Liquidation Proposed by the Debtors (as may be amended, modified and/or supplemented, the “Combined Disclosure Statement and Plan”).²

2. Pursuant to an Order [Docket No. 416], dated November 7, 2019 (the “Conditional Approval and Procedures Order”), the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) conditionally approved the Combined Disclosure Statement and Plan for solicitation purposes only.

3. A hearing (the “Confirmation Hearing”) to consider final approval of the Combined Disclosure and Plan as containing adequate information within the meaning of section 1125 of the Bankruptcy Code and confirmation of the Combined Disclosure Statement and Plan will be held before The Honorable Kevin Gross, United States Bankruptcy Judge, on the sixth floor of the Bankruptcy Court, Courtroom #3, 824 North Market Street, Wilmington, Delaware 19801, **on December 19, 2019 at 2:00 p.m. prevailing Eastern Time.** The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing or as indicated in any notice filed with the Bankruptcy Court

4. Objections to confirmation of the Combined Disclosure Statement and Plan, including any objection to the adequacy of the disclosures, if any, must: (a) be in writing; and (b) be filed with the Court by no later than **4:00 p.m., prevailing Eastern Time, on December 10, 2019** (the “Objection Deadline”) and served on: (i) the Debtors’ counsel, (x) Richards, Layton & Finger, P.A., One Rodney Square, 920 N. King Street, Wilmington, DE 19801 (Attn: Daniel J. DeFranceschi (defranceschi@rlf.com) and Zachary Shapiro (shapiro@rlf.com)) and (y) Akin Gump Strauss Hauer & Feld LLP, 2001 K Street N.W.,

² Capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Combined Disclosure Statement and Plan.

Washington, D.C. 20006 (Attn: Scott Alberino (salberino@akingump.com) and Joanna Newdeck (jnewdeck@akingump.com)); (ii) counsel to the Committee, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, 17th Floor, Wilmington, DE 19801 (Attn: Bradford J. Sandler (bsandler@pszjlaw.com)); (iii) counsel to the DIP Agent and the Prepetition Agent, Moore & Van Allen PLLC, 100 N. Tryon St., Suite 4700, Charlotte, NC 28202, Attn: David L. Eades, Esq. (davidades@mvalaw.com) and Luis M. Lluberas, Esq. (luislluberas@mvalaw.com); and (iv) the United States Trustee, 844 King Street, Suite 2207, Lockbox #35, Wilmington, DE 19801 (Attn: Linda J. Casey, Esq., linda.casey@usdoj.gov).

5. Pursuant to the Conditional Approval and Procedures Order, the Bankruptcy Court approved the use of certain materials in the solicitation of votes to accept or reject the Combined Disclosure Statement and Plan and certain procedures for the tabulation of votes to accept or reject the Combined Disclosure Statement and Plan. If you are a holder of a claim against the Debtors as of **November 7, 2019** and entitled to vote, you have received with this Notice a ballot form (a “Ballot”) and instructions for completing the Ballot.

6. For a vote to accept or reject the Combined Disclosure Statement and Plan to be counted, the holder of a Ballot must complete all required information on the Ballot, execute the Ballot and return the completed Ballot in accordance with the instructions so that it is received by **4:00 p.m., prevailing Pacific Time, on December 10, 2019** (the “Voting Deadline”). Any failure to follow the instructions included with the Ballot or to return a properly completed Ballot so that it is received by the Voting Deadline may disqualify such Ballot and vote on the Combined Disclosure Statement and Plan. **You may also be eligible to submit a Ballot electronically. If you wish to do so, please visit the following web address and follow the instructions on that web address:** <http://www.kccllc.net/PMC>. The rules and procedures for the tabulation of the votes are outlined in the Conditional Approval and Procedures Order.

7. If a holder of a claim wishes to challenge the allowance or disallowance of a claim for voting purposes under the Tabulation Procedures (as defined in the Conditional Approval and Procedures Order), such person or entity must file a motion, pursuant to Bankruptcy Rule 3018(a), for an order temporarily allowing such claim in a different amount or classification for purposes of voting to accept or reject the Combined Disclosure Statement and Plan no later than **4:00 p.m., prevailing Eastern Time, on November 26, 2019** and serve such motion on the undersigned counsel to the Debtors . The Debtors, or any other party in interest, shall have until December 6, 2019 to file and serve any responses to such motions. Unless the Court orders otherwise, such claim will not be counted for voting purposes in excess of the amount determined in accordance with the Tabulation Procedures.

8. **Releases. Article XII.C. of the Combined Disclosure Statement and Plan provides that, effective as of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Releasing Parties³ shall be deemed to, completely, conclusively, absolutely, unconditionally, irrevocably and forever release, waive, void and extinguish the Released Parties⁴ from any claim, Claim, Cause of Action,**

³ Pursuant to the Combined Disclosure Statement and Plan, “**Releasing Parties**” means the following Entities, each in their respective capacities as such, (a) the Debtors; (b) the DIP Agent; (c) the DIP Lenders; (d) the Prepetition Agent; (e) the other Prepetition Secured Parties; (f) the Committee; (g) each holder of a Claim that (x) votes to accept the Plan or (y) either (I) abstains from voting or (II) votes to reject the Plan and, in the case of either (I) or (II), does not opt out of the voluntary release contained in Article XII.C. of the Combined Disclosure Statement and Plan by checking the opt out box on the ballot, and returning it in accordance with the instructions set forth thereon, indicating that they opt not to grant the releases provided in the Combined Disclosure Statement and Plan; (h) each holder of a Claim that is deemed to accept the Combined Disclosure Statement and Plan or otherwise unimpaired under the Combined Disclosure Statement and Plan; (i) each holder of an Equity Interest that does not elect to opt out of the voluntary release contained in Article XII.C. of the Combined Disclosure Statement and by timely filing an objection to such release; and (j) the Related Parties of the foregoing.

⁴ Pursuant to the Combined Disclosure Statement and Plan, “**Released Parties**” means the following Entities, each in their capacity as such, (a) the Debtors; (b) the DIP Agent; (c) the DIP Lenders; (d) the Prepetition Agent; (e) the other Prepetition Secured Parties; (f) the Committee; and (f) the Related Parties of the foregoing.

Pursuant to the Combined Disclosure Statement and Plan, “**Related Parties**” means, with respect to any Person or Entity, such Person’s or Entity’s current and former direct or indirect subsidiaries and affiliates and

obligation, suit, judgment, damages, debt, right, remedy or liability, for any act or omission (i) that took place prior to the Filing Date relating to and/or in connection with any of the Debtors, and (ii) in connection with, relating to, or arising out of the Chapter 11 Cases, the Sales, the negotiation and Filing of the Combined Disclosure Statement and Plan, the Filing of the Chapter 11 Cases, the settlement of Claims or renegotiation of Executory Contracts and leases, the pursuit of confirmation of the Combined Disclosure Statement and Plan, the consummation of the Combined Disclosure Statement and Plan, or the administration of the Combined Disclosure Statement and Plan or the property to be Distributed under the Combined Disclosure Statement and Plan. **IF YOU ARE ENTITLED TO VOTE ON THE COMBINED DISCLOSURE STATEMENT AND PLAN, YOU MAY BE ABLE TO OPT-OUT OF SUCH RELEASES BY FOLLOWING THE INSTRUCTIONS ON YOUR BALLOT. PLEASE REVIEW YOUR BALLOT CAREFULLY.**

9. **PLEASE NOTE THAT IF YOU ARE A HOLDER OF A CLAIM THAT IS DEEMED TO ACCEPT THE COMBINED DISCLOSURE STATEMENT AND PLAN OR OTHERWISE UNIMPAIRED UNDER THE PLAN AND/OR AN EQUITY INTEREST, YOU WILL BE DEEMED TO CONSENT TO THE VOLUNTARY RELEASE CONTAINED IN ARTICLE XII.C. OF THE COMBINED DISCLOSURE STATEMENT AND PLAN IF YOU DO NOT ELECT TO OPT OUT OF SUCH RELEASES BY TIMELY FILING AN OBJECTION TO SUCH RELEASES BY THE OBJECTION DEADLINE.**

10. PURSUANT TO THE CONDITIONAL APPROVAL AND PROCEDURES ORDER, YOU HAVE NOT RECEIVED A COPY OF THE COMBINED

each of their respective current and former stockholders, members, limited partners, general partners, equity holders, directors, managers, officers, employees, agents, designees, attorneys, financial advisors, investment bankers, accountants, and other professionals or representatives.

DISCLOSURE STATEMENT AND PLAN. HOWEVER, COPIES OF THE COMBINED DISCLOSURE STATEMENT AND PLAN AND THE CONDITIONAL APPROVAL AND PROCEDURES ORDER MAY BE OBTAINED AND/OR ARE AVAILABLE FOR REVIEW WITHOUT CHARGE AT THE WEBSITE OF KURTZMAN CARSON CONSULTANTS, LLC, THE BANKRUPTCY COURT-APPROVED BALLOTING AGENT (THE “BALLOTING AGENT”), [HTTP://WWW.KCCLLC.NET/PMC](http://www.kccllc.net/PMC), OR BY CONTACTING THE BALLOTING AGENT BY EMAIL, PMCIINFO@KCCLLC.COM, OR TELEPHONE, (888) 251-3076 (U.S./CANADA) OR (310) 751-2617 (INTERNATIONAL).

11. **ADMINISTRATIVE CLAIMS DEADLINE. PURSUANT TO THE CONDITIONAL APPROVAL AND PROCEDURES ORDER, THE COURT ORDERED THAT EACH PERSON OR ENTITY THAT ASSERTS A REQUEST FOR ALLOWANCE AND PAYMENT OF AN ADMINISTRATIVE CLAIM (THE “ADMINISTRATIVE CLAIMS”) ARISING BETWEEN THE PETITION DATE AND NOVEMBER 4, 2019 (THE “ADMINISTRATIVE CLAIMS DEADLINE”) MUST FILE WITH THE COURT A REQUEST FOR ALLOWANCE AND PAYMENT OF SUCH ADMINISTRATIVE CLAIMS ON OR BEFORE DECEMBER 17, 2019 AT 4:00 P.M. (PREVAILING EASTERN TIME) (THE “ADMINISTRATIVE CLAIMS BAR DATE”). ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A REQUEST FOR ALLOWANCE AND PAYMENT OF AN ADMINISTRATIVE CLAIM PURSUANT TO THIS ORDER, BUT FAILS TO PROPERLY DO SO BY THE ADMINISTRATIVE CLAIMS BAR DATE, SHALL NOT BE TREATED AS A CREDITOR OR CLAIMANT (AS APPLICABLE) WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF DISTRIBUTION IN THE ABOVE-CAPTIONED CASES.**

12. Notwithstanding the foregoing, holders of the following claims are **not** required to file a request for allowance and payment of an Administrative Claim on or before the Administrative Claims Bar Date solely with respect to such claim:

- (a) an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration that arose after the Administrative Claim Deadline;
- (b) an administrative expense claim for postpetition fees and expenses incurred by any professional allowable under sections 330, 331, and 503(b) of the Bankruptcy Code;
- (c) a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;
- (d) a claim that has been allowed by an order of this Court entered on or before the Administrative Claim Bar Date;
- (e) a claim for which specific deadlines have been fixed by an order of this Court entered on or before the Administrative Claims Bar Date;
- (f) a claim for any fees payable to the U.S. Trustee under 28 U.S.C. § 1930; and
- (g) pursuant to the Final DIP Order,⁵ any claim held by the DIP Agent and/or DIP Lenders relating to the DIP Obligations (as defined in the Final DIP Order).

13. A request for allowance and payment of an Administrative Claim must satisfy all of the following requirements to be considered properly and timely filed in these Chapter 11 Cases: (i) specify the Debtor against which such request is filed as well as the bankruptcy case number corresponding to such Debtor; and (ii) include supporting documentation or an explanation as to why such documentation is not available.

⁵ “**Final DIP Order**” means the *Final Order (I) Approving Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Providing Superpriority Expense Status, (IV) Granting Adequate, and (V) Modifying Automatic Stay* [Docket No. 241].

Dated: November 7, 2019
Wilmington, Delaware

/s/ Sarah E. Silveira

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– and –

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