

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

In re:

RM Holdco LLC, et al.¹

Debtors.

Chapter 11

Case No. 18-11795 (MFW)

(Jointly Administered)

Ref. Docket No. 322

**NOTICE OF ESTABLISHMENT OF BAR DATES FOR FILING PROOFS
OF CLAIM AND REQUESTS FOR PAYMENT OF ADMINISTRATIVE CLAIMS**

To All Persons and Entities with Claims Against Any of the Following Debtor Entities:

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

On August 5, 2018 (the “**Petition Date**”), RM Holdco LLC and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) filed petitions commencing chapter 11 cases (the “**Chapter 11 Cases**”) under title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

You may be a creditor of one or more of the Debtors. The fact that you have received this notice does not mean that you have a claim or that the Debtors or the Court believe that you have a claim against the Debtors. You should not file a Proof of Claim (as defined below) or request for payment of an Administrative Claim (as defined below) if you do not have a claim or Administrative Claim against any of the Debtors.

If you have any questions relating to this Notice, please feel free to contact Kurtzman Carson Consultants LLC (“KCC**”) at 888-251-3046 (U.S. and Canada) or 310-751-2615 (International) or by e-mail at RealMexInfo@kccllc.com.**

¹ The Debtors in these Chapter 11 Cases, together with the last four digits of each of the Debtors’ respective federal tax identification numbers, are as follows: RM Holdco LLC (6847); RM Opco LLC (7122); RM HQ LLC (8615); RM Chevys LLC (N/A); RM Acapulco LLC (N/A); and RM El Torito LLC (N/A). The Debtors’ headquarters and mailing address is 5660 Katella Avenue, Suite 200, Cypress, CA 90630. The Debtors operate restaurants under the following names: (1) El Torito Cantina Autentica; (2) Chevys Fresh Mex; (3) Acapulco Restaurant y Cantina; (4) El Torito Grill Mexican Revolution; (5) Sinigual Contemporary Mexican Cuisine; (6) Las Brisas; and (7) Who Song and Larry’s.



DEBTOR	CASE NO.
RM Holdco LLC	18-11795
RM Opco LLC	18-11796
RM HQ LLC	18-11797
RM Chevys LLC	18-11799
RM Acapulco LLC	18-11798
RM El Torito LLC	18-11800

On October 12, 2018, the Court, having jurisdiction over the Chapter 11 Cases of the Debtors, entered an order [D.I. 322] (the “**Bar Date Order**”) establishing different bar dates for various categories of claims.

To the extent your claim, if any, is listed in the Debtors’ schedules of assets and liabilities filed in the Chapter 11 Cases (the “**Schedules**”), there shall be enclosed with this notice a personalized proof of claim form, which identifies on its face the amount, nature, and classification of your claim(s), if any, listed in the Schedules.

As used in this notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes, but is not limited to, all persons (including, without limitation, individuals, partnerships, and corporations), estates, trusts, governmental units, and the United States Trustee. The term “persons” is defined in section 101(41) of the Bankruptcy Code. Additionally, the term “claim” means, as to or against any of the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (i) 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 (ii) 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.

1. The Bar Dates

The Bar Date Order establishes the following bar dates for filing proofs of claim in the Chapter 11 Cases (the “**Bar Dates**”):

- a. The General Bar Date. **5:00 p.m. Eastern Time on November 15, 2018** shall be the deadline for each person or entity (including individuals, partnerships, corporations, joint ventures, and trusts, but not including governmental units (as defined in section 101(27) of the Bankruptcy Code) (“**Governmental Units**”)) to file a proof of claim (each, a “**Proof of Claim**”) in respect of a prepetition claim (as defined in section 101(g) of the Bankruptcy Code), including, for the avoidance of doubt, secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of the Bankruptcy

Code against any of the Debtors (the “**General Bar Date**”), unless otherwise provided herein;

- b. **The Governmental Bar Date.** **5:00 p.m. Eastern Time on February 1, 2019** shall be the deadline for Governmental Units to file a Proof of Claim in respect of a prepetition claim against any of the Debtors (the “**Governmental Bar Date**”);
- c. **The Administrative Claims Bar Date.** **5:00 p.m. Eastern Time on November 15, 2018** (the “**Administrative Claims Bar Date**”) shall be the deadline for each person or entity that asserts a request for payment of administrative claims arising between the Petition Date and October 10, 2018 (other than claims for professional fees and expenses in the Chapter 11 Cases and claims asserting administrative priority and arising in the ordinary course of business after the Petition Date) (each, an “**Administrative Claim**”) to file a request for payment of such Administrative Claims;²
- d. **The Amended Schedules Bar Date.** **The later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. Eastern Time on the first business day that is thirty (30) days after the Debtors provide notice of a previously unfiled Schedule or an amendment or supplement to the Schedules** shall be the deadline by which claimants holding claims affected by such filing, amendment, or supplement must file Proofs of Claim with respect to such claim (the “**Amended Schedules Bar Date**”); and
- e. **The Rejection Damages Bar Date.** **The later of (i) the General Bar Date or the Governmental Bar Date, as applicable, (ii) 5:00 p.m. Eastern Time on the first business day that is twenty-one (21) days after the effective date of any plan of reorganization or liquidation for the Debtors in the event such date is the effective date of rejection of an executory contract or unexpired lease of the Debtors, or (iii) 5:00 p.m. Eastern Time on the first business day that is thirty (30) days after the entry of an order approving the rejection of such executory contract or unexpired lease of the Debtors** shall be the deadline by which any claimant asserting claims resulting from the Debtors’ rejection of such executory contract or unexpired lease (a “**Rejection Damages Claim**”) must file Proofs of Claim for damages arising from such rejection (the “**Rejection Damages Bar Date**”).

2. Who Must File a Proof of Claim

Unless one of the exceptions described in Section 3 below applies, all persons or entities holding claims against the Debtors arising prior to the Petition Date or Administrative Claims arising prior to October 10, 2018 **MUST** file Proofs of Claim or requests for payment of Administrative Claims on or before the applicable Bar Date.

² Administrative Claims filed without a notice shall not be scheduled for hearing.

3. Who Need Not File a Proof of Claim or an Administrative Claim

The Bar Date Order provides that the following entities whose claims would otherwise be subject to a Bar Date need not file any Proofs of Claim or requests for payment of Administrative Claims arising prior to October 10, 2018 in the Chapter 11 Cases:

- a. any DIP Secured Party and any Prepetition Secured Parties with respect to any of the DIP Obligations, the Prepetition Obligations, or any “adequate protection” obligations under the DIP Order;
- b. any person or entity that already has filed a signed Proof of Claim against the applicable Debtor(s) with KCC or the Clerk of the Bankruptcy Court for the District of Delaware in a form substantially similar to Official Bankruptcy Form B410;
- c. any person or entity whose claim is listed on the Schedules if: (a) the claim is not scheduled as any of “disputed,” “contingent,” or “unliquidated”; (b) such entity agrees with the amount, nature, classification, and priority of the claim as set forth in the Schedules; and (c) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- d. any person or entity whose claim has been allowed by order of the Court entered on or before the applicable Bar Date;
- e. any person or entity whose claim is subject to a separate deadline that has been fixed by an order of the Court entered on or before what would otherwise be the applicable Bar Date;
- f. any person or entity whose claim has been paid in full by any of the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- g. any person or entity who holds an equity interest based on equity securities of a Debtor that is based exclusively on the ownership of common or preferred stock, membership interests, or partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided, however, that any person or entity who wishes to assert a claim against any of the Debtors based on transactions in the Debtors’ securities, including, but not limited to, claims for damages or rescission based on the purchase or sale of such securities, must file a Proof of Claim on or prior to the General Bar Date; provided, further, that the Debtors reserve all rights in respect of any such claims, including, without limitation, to assert that any such claim is subject to subordination pursuant to section 510(b) of the Bankruptcy Code;
- h. a current employee of the Debtors, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, or benefits; provided, however, that a current employee must submit a Proof of Claim by the applicable Bar Date for all other claims arising prior to the Petition

Date (or all other Administrative Claims arising prior to October 10, 2018), including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation and any claims arising the ordinary course of business for wages, commissions, or benefits not authorized to be paid by the Debtors by a prior order of the Court, including, without limitation, because such claim exceeds the statutory cap set forth in section 507(a)(4) of the Bankruptcy Code;

- i. any person or entity asserting a claim solely against one or more of the Debtors' non-Debtor affiliates;
- j. any Debtor or non-Debtor affiliate a claim against another Debtor;
- k. any person or entity that is a party to a nonresidential real property lease of the Debtors not previously rejected by order of the Court entered on or before the applicable Bar Date and that (i) previously asserted, in a writing filed with the Court, a claim for a cure amount in connection with an objection to the assumption and assignment of such lease or (ii) asserts a cure amount no greater than the amount identified on the schedule of assumed executory contracts and unexpired leases most recently filed by the Debtors that lists such lease; provided, however, that a party to a previously rejected nonresidential real property lease of the Debtors must submit a Proof of Claim by the applicable Bar Date for all other claims arising prior to the Petition Date (or all other Administrative Claims arising prior to October 10, 2018) or a Rejection Damages Claim on account of the Debtors' rejection of such lease;
- l. any person or entity that has a claim for professional fees and expenses for which such person or entity (i) is entitled to payment pursuant to the DIP Order or (ii) has been retained by an express order of the Court pursuant to section 327, 328, 363, or 1103 of the Bankruptcy Code (in which case such person or entity must seek payment of such fees and expenses in accordance with the provisions of the Bankruptcy Code and any procedures established by order of the Court); and
- m. any person or entity asserting a claim allowable under 503(b) and 506(a)(2) of the Bankruptcy Code as an administrative expense that (i) arose after October 10, 2018, (ii) arose in the ordinary course of business of the Debtors (other than claims asserting priority pursuant to section 503(b)(9)), or (iii) that asserts administrative priority pursuant to section 503(b)(3)(D) of the Bankruptcy Code.

4. Instructions for Filing Proofs of Claim and Requests for Payment of Administrative Claims

The Debtors have enclosed a Proof of Claim for use in the Chapter 11 Cases. If your claim is scheduled by the Debtors, you will receive a personalized version of the Proof of Claim form that indicates how the Debtors have identified and described your claim in the Schedules, including: (i) the name of the Debtor against which your claim (if any) is scheduled, (ii) the

amount of the claim as scheduled, (iii) whether the claim is listed as “contingent,” “unliquidated,” or “disputed” in the Schedules, and (iv) whether the claim is listed as “secured,” “unsecured priority,” or “unsecured non-priority” in the Schedules. You may utilize the Proof of Claim form provided by the Debtors to file your claim.

The following procedures with respect to preparing and filing Proofs of Claim and of requests for payment of Administrative Claims will apply:

- a. each Proof of Claim must conform substantially with the Proof of Claim form or Official Form B410;
- b. each Proof of Claim or request for payment of an Administrative Claim must:
 - (a) be written in English;
 - (b) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used in such conversion);
 - (c) clearly identify the Debtor against which a claim is asserted, including the individual Debtor’s case number;
 - (d) set forth with specificity the legal and factual basis for the alleged claim;
 - (e) include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d) or an explanation as to why such documentation is not available; and
 - (f) be signed by the holder of the claim or by an authorized agent of the holder of the claim;
- c. except as otherwise required by the Bar Date Order, each Proof of Claim must state a claim against only one Debtor—if a claimant asserts a claim against more than one Debtor or has claims against multiple Debtors, the claimant must file a separate Proof of Claim against each such Debtor;
- d. to the extent more than one Debtor is listed on the Proof of Claim, such claim will be treated as if filed only against the first-listed Debtor;
- e. a Proof of Claim filed under the joint administration case number (No. 18-10384), or otherwise without identifying a Debtor, will be deemed as filed only against RM Holdco LLC;
- f. each Proof of Claim and request for payment of Administrative Claim, including supporting documentation, must be timely filed **so as to be actually received** by KCC on or before the applicable Bar Date (a) by completing the electronic Proof of Claim form on KCC’s website at <http://www.kccllc.net/realmex> or (b) by delivering the original Proof of Claim form in person, by courier service, by hand delivery, or by United States mail at the following address:

RM Holdco LLC Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245
(888) 251-3046 USA & Canada
(310) 751-2615 International

Proofs of Claim submitted via facsimile or electronic mail will not be accepted.

Proofs of Claim will be deemed filed only when actually received by KCC. **Proofs of Claim or requests for payment of an Administrative Claim sent by facsimile, telecopy, or electronic mail transmission (other than Proofs of Claim filed electronically through KCC's electronic filing system) will NOT be accepted.**

Proofs of claim will be collected, docketed, and maintained by KCC. If you wish to receive acknowledgement of KCC's receipt of a Proof of Claim, you must submit by the applicable Bar Date and concurrently with submitting your original Proof of Claim (i) a copy of the original Proof of Claim and (ii) a self-addressed, postage prepaid return envelope.

5. Executory Contracts and Unexpired Leases

As described in Section 1 above, any entity that has a claim arising out of the rejection of an executory contract or unexpired lease must file a Proof of Claim for damages caused by such rejection by the Rejection Damages Bar Date. Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a claim for rejection damages) must file a Proof of Claim for such amounts on or before the applicable Bar Date, unless an exception identified in this notice or in the Bar Date Order applies.

6. Consequences of Failure to Timely File a Proof of Claim or Request for Payment of Administrative Claim by the Applicable Bar Date

Pursuant to the Bar Date Order and Bankruptcy Rule 3003(c)(2), any holder of a claim who is required to timely file a Proof of Claim or a request for payment of Administrative Claim on or before the applicable Bar Date as provided herein, but fails to do so:

(i) shall not be treated as a creditor with respect to such claim for purposes of voting on a chapter 11 plan and for purposes of distribution on account of such claim in the Chapter 11 Cases;

(ii) shall forever be barred, estopped, and enjoined from voting upon, or receiving distributions under, any chapter 11 plan in the Chapter 11 Cases in respect of an Unscheduled Claim (as defined below); and

(iii) shall forever be barred, estopped, and enjoined from asserting (including by filing a Proof of Claim or request for payment of Administrative Claim) any prepetition claim or Administrative Claim against the Debtors in an amount that exceeds the amount, if any, set forth in the Schedules or of a different nature or in a different classification than what is set forth in the Schedules (in either case, an "Unscheduled Claim").

7. The Debtors' Schedules, Access Thereto, and Consequences of Amendment Thereof

You may be listed as the holder of a claim against one or more of the Debtors in the Schedules. To determine if and how you are listed in the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim form regarding the nature, amount, and status of your claim(s), if any. If the Debtors believe that you may hold claims against more than one Debtor, you will receive multiple Proof of Claim forms, each of which will reflect the nature and amount of your claim against each Debtor, as listed in the Schedules.

As described above, if: (i) your claim is *not* scheduled as any of "disputed," "contingent," or "unliquidated"; (ii) you agree with the amount, nature, classification, and priority of the claims as set forth in the Schedules; and (iii) you do not dispute that your claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules, you need not file a Proof of Claim. Otherwise, you must file a Proof of Claim before the applicable Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules may be examined free of charge on KCC's website at <http://www.kccllc.net/realmex>. The Schedules also are available for a fee at the Court's website at www.deb.uscourts.gov. A login identification and password to the Court's Public Access to Electronic Court Records ("**PACER**") are required to access this information and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov. Copies of the Schedules and other documents filed in the Chapter 11 Cases also may be examined between the hours of 9:00 a.m. and 5:00 p.m. (Eastern Time) Monday through Friday at the Office of the Clerk of the Court, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, DE 19801. Copies of the Debtors' Schedules also may be obtained by written request to the Debtors' claims agent, KCC, at the address set forth below:

RM Holdco LLC Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245
(888) 251-3046 USA & Canada
(310) 751-2615 International

If you choose to rely on the Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, the enclosed form: (i) identifies the name of the Debtor against which your claim (if any) is scheduled, (ii) the amount of the claim as scheduled, (iii) whether the claim is listed as "contingent," "unliquidated," or "disputed" in the Schedules, and (iv) whether the claim is listed as "secured," "unsecured priority," or "unsecured non-priority" in the Schedules.

In the event that the Debtors amend or supplement their Schedules subsequent to the date of entry of the Bar Order, the Debtors shall give notice of any amendment or supplement to the holders of claims affected by such amendment or supplement, and such holders must file a Proof of Claim or amend any previously filed Proof of Claim, as applicable, by **the later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. Eastern Time on the first business day that is thirty (30) days after the Debtors provide notice of a**

previously unfiled Schedule or an amendment or supplement to the Schedules. Such deadline shall be contained in any notice of such amendment or supplement of the Schedules provided to the holders of the claims affected thereby.

8. Reservation of Rights

The Debtors reserve the right to (i) dispute the nature, amount, liability, classification, or any other aspect of, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules; (ii) subsequently designate any claim listed or reflected in the Schedules as disputed, contingent, or unliquidated; and (iii) otherwise amend or supplement the Schedules. Nothing contained in this Notice shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

If you require additional information regarding the filing of a Proof of Claim, you may contact the Debtors' notice and claims agent, KCC, by calling at 888-251-3046 (US and Canada) or 310-751-2615 (International) or by e-mail at RealMexInfo@kccllc.com.

A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT ITS OWN ATTORNEY IF SUCH HOLDER HAS ANY QUESTIONS REGARDING THIS NOTICE, INCLUDING WITH RESPECT TO ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM. NEITHER THE COURT NOR COUNSEL TO THE DEBTORS CAN ADVISE CREDITORS WHETHER THEY SHOULD FILE A PROOF OF CLAIM.

Dated: October 15, 2018
Wilmington, Delaware

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ATTORNEYS FOR THE DEBTORS AND DEBTORS
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