

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

In re:

RM Wind-Down Holdco LLC, et al.,¹

Debtors.

Chapter 11

Case No. 18-11795 (MFW)

(Jointly Administered)

Ref. Docket No. 288

**NOTICE OF ASSUMPTION AND ASSIGNMENT
OF DESIGNATION RIGHT CONTRACTS**

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE AND (II) THE PARTIES LISTED ON EXHIBIT A AND KNOWN COUNSEL OF RECORD (IF ANY).

PLEASE TAKE NOTICE OF THE FOLLOWING:

The above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), on August 5, 2018, in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

On September 28, 2018, the Court entered that certain *Order (I) Approving Asset Purchase Agreement and Authorizing the Sale of Certain Assets of the Debtors Outside of the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of all Liens, (III) Authorizing the Assumption and Assignment or Rejection of Certain Executory Contracts and Unexpired Leases and (IV) Granting Related Relief* [D.I. 288] (the “Sale Order”),² thereby approving the sale (the “Sale”) of certain of the Debtors’ assets and the assumption and assignment of certain executory contracts and unexpired leases to FM Restaurants (PT), LLC (the “Purchaser”), pursuant to that certain Asset Purchase Agreement dated August 5, 2018 (the “APA”). The Purchaser has subsequently assigned its rights and obligations pursuant to the APA to certain assignees including FM Restaurants HoldCo, LLC, pursuant to that certain Assignment of Rights and Obligations Agreement, made and dated as of October 28, 2018, among the Purchaser and the parties listed as “Purchaser’s Assignees” on Schedule 1 attached thereto.

The Sale closed on October 29, 2018.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each of the Debtors’ respective federal tax identification numbers, are as follows: RM Wind-Down Holdco LLC (f/k/a RM Holdco LLC) (6847); RM Wind-Down Opco LLC (f/k/a RM Opco LLC) (7122); RM Wind-Down HQ LLC (f/k/a RM HQ LLC) (8615); RM Wind-Down Chevys LLC (f/k/a RM Chevys LLC) (N/A); RM Wind-Down Acapulco LLC (f/k/a RM Acapulco LLC) (N/A); and RM Wind-Down El Torito LLC (f/k/a RM El Torito LLC) (N/A).

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Sale Order.



Under the APA, the Purchaser may request assumption and assignment of any Designation Right Contracts. Pursuant to paragraph 38 of the Sale Order, with respect to each Designation Right Contract that the Purchaser seeks to assume within the Designation Rights Period, the Purchaser must (i) deliver an Assumption Notice to the Debtors and (ii) provide supplemental information, to the degree not previously provided or if such information has changed since previously provided, regarding the Purchaser's provision of adequate assurance of future performance in respect of such Designation Right Contract subject to assumption and assignment. The Purchaser has not provided updated or further adequate assurance information from what was previously provided.

Consistent with paragraph 38 of the Sale Order, the Purchaser has directed the Debtors to assume and assign those certain Designation Right Contracts set forth on Exhibit A hereto. Accordingly, the Debtors hereby file this Notice and serve it via overnight mail and facsimile or email (if available) upon the applicable non-Debtor counterparties to the Designation Right Contracts to be assumed, as well as the counsel of record in these cases (if any) to such non-Debtor counterparties.

Dated: March 4, 2019
Wilmington, Delaware

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-and-

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ATTORNEYS FOR THE DEBTORS AND DEBTORS
IN POSSESSION

Exhibit A – Lease List

Unit	Location	State	Concept	Address	Landlord	Cure Amount
2060	Greenbelt	MD	CR	7511 Greenbelt Road Greenbelt, MD 20770	CNL Funding 2000-A, LP	\$1,983.78
7254	Riverside Plaza	CA	ET	3639 Riverside Plaza Drive M2 Ste. 526 Riverside, CA 92506	CPT Riverside Plaza, LLC	\$11,315.20