

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

In re:

RM Wind-Down Holdco LLC, et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-11795 (MFW)

(Jointly Administered)

**Docket Ref. No. 600**

**INITIAL ORDER (I) AUTHORIZING THE DEBTORS MAKE DISTRIBUTIONS TO CLAIMANTS HOLDING ALLOWED FIRST PRIORITY SECURED CLAIMS AND ALLOWED 503(b) CLAIMS; (II) AUTHORIZING THE DEBTORS TO ABANDON CERTAIN PROPERTY; (III) DISMISSING THE DEBTORS' CHAPTER 11 CASES; (IV) ESTABLISHING PROCEDURES FOR THE ALLOWANCE AND PAYMENT OF PROFESSIONAL FEES; AND (V) GRANTING RELATED RELIEF**

Upon the motion (the "Motion")<sup>2</sup> of the Debtors for entry of an order, pursuant to sections 105(a), 305, 349, 363(b)(1), 554(a), and 1112(b) of title 11 of the United States Code (as amended, the "Bankruptcy Code"), Rules 1017, 2002, and 6007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Local Rule 1017-2, dismissing the Chapter 11 Cases and granting related relief; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice is necessary; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

<sup>1</sup> 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).

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.



and upon all the proceedings had before this Court; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Notwithstanding any provisions of the Interim Compensation Order to the contrary, all Professionals shall file final fee applications for Professional Fees by May 16, 2019. Any objections to the Final Fee Applications shall be filed, and served on counsel for the Debtors and the Professional submitting the application to which an objection is being filed, by June 5, 2019 at 4:00 p.m. (prevailing Eastern Time). The Court will hold a hearing, if necessary, on June 12, 2019 at 10:30 a.m. (prevailing Eastern Time) to resolve any disputes related to Final Fee Applications.
3. After Final Fee Applications have been heard, allowed Professional Fees have been paid, U.S. Trustee fees have been calculated and reserved, and any amounts owing to the Purchaser or reserved for potential payment to the Purchaser pursuant to the APA and Sale Order have been paid to the Purchaser and any disputes related to the APA and Sale Order have been finally resolved (unless otherwise consented to by Purchaser), the Debtors (i) are authorized to distribute payments to holders of Allowed First Priority Secured Claims and Allowed 503(b) Claims, and (ii) shall file all monthly operating reports and pay all U.S. Trustee fees in full.
4. Pursuant to sections 105(a) and 554 of the Bankruptcy Code and Bankruptcy Rule 6007, the Debtors are authorized, but not directed, to abandon or destroy, or cause to be abandoned and destroyed, any remaining Books and Records in their possession; provided, that any documents containing personally identifiable information must be shredded. To the extent that the Debtors and/or the Purchaser identify any records remaining in their

possession relating to (i) the claims of Westchester Fire Insurance Company (“Westchester”), the Debtors shall not destroy such records, or (ii) the claims of Sheila Jelgersma and Amy Chamberlain, the Debtors and/or the Purchaser shall provide such records to their defense counsel in the applicable state court action.

5. As soon as reasonably practicable following the completion of the payment of U.S. Trustee’s fees, payment of Professional Fees, payment of Allowed First Priority Secured Claims and Allowed 503(b) Claims, and remittance of any remainder to the Secured Lenders, the Debtors shall file a certification (the “Certification”) of counsel requesting entry of the Dismissal Order attached hereto as **Exhibit 1**. Among other things, the Certification should verify that (a) all U.S. Trustee fees have been paid in full and all Monthly Operating Reports have been filed; (b) the Professional Fees incurred in the Chapter 11 Cases have been approved on a final basis (to the extent applicable) and paid in full; and (c) Allowed First Priority Secured Claims and Allowed 503(b) Claims have been satisfied in full. A distribution schedule setting forth the Allowed First Priority Secured Claims and Allowed 503(b) Claims shall be filed on the docket in these Chapter 11 Cases no later than five business days prior to the date that the Certification is filed.

6. The Certification shall be served only on the Notice Parties and no further notice regarding the dismissal of the Chapter 11 Cases shall be required. The Debtors’ creditors and parties in interest have received reasonable notice of the proposed dismissal through the Dismissal Notice.

7. To the extent (i) any funds remain reserved and held by the Debtors pursuant to the *Order Approving Stipulation Among the Debtors, FM Restaurants (PT), LLC and Westchester Fire Insurance Company* [D.I. 340] (the “Westchester Order”) or any subsequent

stipulation among the Debtors, FM Restaurants (PT), LLC and Westchester after payment of Allowed First Priority Secured Claims and Allowed 503(b) Claims, (ii) any deposits are returned to the Debtors or Purchaser in accordance with the APA after closure of all existing utility accounts, or (iii) any other assets remain with the Debtors after establishing the reserves and making the payments set forth in this Order, the Debtors are hereby authorized to remit such funds to (x) the Purchaser to the extent set forth in the APA or (y) the Secured Lenders, in accordance with the Prepetition Loan Documents, as applicable.

8. All of the Debtors' executory contracts and leases, to the extent not rejected by prior Court order or having expired by their own terms, shall be deemed rejected as of the date of entry of this Order.

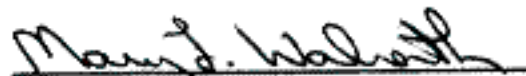
9. Notwithstanding any provision of this Order to the contrary, including without limitation, paragraph 8 hereof, any executory contracts the Debtors may have with Ecolab Inc. ("Ecolab") shall not be deemed rejected hereby, but shall be subject to a subsequent agreement of the parties or, in the absence of such an agreement, an order of the Court. Nothing in this Order shall bar or preclude Ecolab from asserting or reconciling with the Purchaser and the Debtors any administrative claims that may be asserted by Ecolab arising in the ordinary course of business subsequent to the Petition Date, which administrative claims shall also be subject to resolution by subsequent agreement of the parties or, in the absence of such an agreement, an order of the Court.

10. Notwithstanding any provision of this Order to the contrary, the obligation of each Debtor to file a monthly operating report and to pay quarterly fees to the U.S. Trustee shall continue until such Debtor's case is dismissed pursuant to the provisions of this Order.

11. To the extent applicable, Bankruptcy Rules 6004(h) and 6006(d) are waived and this Order shall be effective and enforceable immediately upon entry.

12. The Debtors are authorized to take any and all actions necessary to effectuate the relief granted pursuant to this Order.

13. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.



**MARY F. WALRATH**  
**UNITED STATES BANKRUPTCY JUDGE**

**Exhibit 1**

**Proposed Dismissal Order**

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

In re:

RM Wind-Down Holdco LLC, et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-11795 (MFW)

(Jointly Administered)

**Docket Ref. Nos. 600 & \_\_\_\_**

**ORDER (I) DISMISSING DEBTORS' CHAPTER 11 CASES  
AND (II) AUTHORIZING DISSOLUTION OF THE DEBTORS  
IN ACCORDANCE WITH APPLICABLE STATE LAW**

Pursuant to the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Make Distributions to Claimants Holding Allowed First Priority Secured Claims and Allowed 503(b) Claims; (II) Authorizing the Debtors to Abandon Certain Property; (III) Dismissing the Debtors' Chapter 11 Cases; (IV) Establishing Procedures With Respect to Final Fee Applications; (V) Authorizing the Debtor Entities to be Dissolved in Accordance With Applicable State Law; and (VI) Granting Related Relief* [D.I. 600] (the "Motion")<sup>2</sup>, filed on April 4, 2019, (ii) that certain Initial Order granting the Motion, entered on \_\_\_\_\_, 2019 [D.I. \_\_\_\_], and (iii) the *Certification of Counsel and Request for Entry of an Order Dismissing Chapter 11 Cases*, filed on \_\_\_\_\_, 2019 [D.I. \_\_\_\_], it is hereby

<sup>1</sup> 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).

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

**ORDERED, ADJUDGED AND DECREED THAT:**

1. The Motion is GRANTED as set forth herein.
2. All objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled, and all reservations of rights included therein, are overruled on the merits and denied with prejudice.
3. Pursuant to sections 1112(b) and 305(a) of the Bankruptcy Code, each of the Chapter 11 Cases are dismissed effective as of the entry of this Order.
4. Notwithstanding anything to the contrary, including, without limitation, section 349 of the Bankruptcy Code, all prior orders, releases, stipulations, settlements, rulings, orders and judgments of this Court made during the course of the Chapter 11 Cases, including, without limitation, the Sale Order and the Final DIP Order, shall remain in full force and effect, shall be unaffected by the dismissal of the Chapter 11 Cases, and are specifically preserved for purposes of finality of judgment and *res judicata* unless expressly amended or overruled by a subsequent stipulation, settlement, order or judgment of this Court, as applicable.
5. Each of the Professional's retentions by the Debtors' estates is terminated, effective immediately, without the need for further action on the part of this Court, the Debtors, or such firms. The retention of Alvarez & Marsal North America, LLC, the appointment of Jonathan Tibus as Chief Restructuring Officer and Interim Chief Executive Officer, and the appointment of Christopher Wells as Chief Financial Officer are similarly terminated immediately without the need for further action on the part of this Court, the Debtors or such firm or individual.
6. The Debtors are authorized, but not directed, to destroy, abandon, or otherwise dispose of the remaining Books and Records in their discretion, and to make all



payments necessary to effectuate such destruction; provided that any documents containing personally identifiable information must be shredded. To the extent that the Debtors and/or Purchaser identify any records remaining in their possession relating to (i) the claims of Westchester Fire Insurance Company (“Westchester”), the Debtors shall not destroy such records, or (ii) the claims of Sheila Jelgersma and Amy Chamberlain (the “State Court Action Plaintiffs”), the Debtors and/or the Purchaser shall provide such records to their defense counsel in the applicable state court action.

7. Upon entry of this Order, Kurtzman Carson Consultants LLC (“KCC”), as the Debtors’ claims and noticing agent (“KCC”), is relieved of its responsibilities as the Debtors’ claims and noticing agent in these cases; provided that KCC shall provide the services described in this paragraph and shall be entitled to payment and reimbursement of its fees and costs from and against any prepetition retainer provided to KCC in connection with these Chapter 11 Cases. In accordance with Local Rule 2002-1(f)(ix), within fourteen (14) days of the entry of this Order, KCC shall (a) forward to the Clerk of the Court an electronic version of all imaged claims, (b) upload the creditor mailing list into CM/ECF, (c) docket a combined final claims register containing claims against each Debtor, and (d) box and transport all original claims to the Philadelphia Federal Records Center, 14700 Townsend Road, Philadelphia, Pennsylvania 19154 and docket a completed SF-135 Form indicating the accession and location numbers of the archived claims.

8. As soon as reasonably practicable after entry of this Order, without the need for further action on the part of this Court and without the need for further corporate action or action of the board of directors of the Debtors, to the extent not previously dissolved, the Debtors are authorized to dissolve their corporate entities in accordance with applicable state

law, and the Debtors shall not be required to pay any taxes or fees to cause such dissolution. Any officer of the Debtors is authorized to execute and file on behalf of the Debtors all documents necessary and proper to effectuate and consummate the dissolution of the Debtors in accordance with law of the state of Delaware, the state in which each Debtor entity was formed. This Order, and dismissal of the Debtors' Chapter 11 Cases, shall not prejudice any rights of the State Court Action Plaintiffs with respect to any dissolution of the Debtors, including the State Court Action Plaintiffs' rights to object to or oppose such dissolution in accordance with applicable state law.

9. The Debtors are hereby authorized and empowered to take any and all steps necessary and appropriate to effectuate the terms of this Order.

10. To the extent applicable, the 14-day stay to effectiveness of this Order provided by Bankruptcy Rule 6004(h) is waived and this Order shall be effective and enforceable immediately upon entry.

11. Notwithstanding the dismissal of the Chapter 11 Cases, this Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the implementation, interpretation, or enforcement of this or any other Order of this Court entered in the Chapter 11 Cases.