

**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

**NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED FOR
HEARING ON JULY 2, 2019 AT 3:00 P.M. (ET)**

ADJOURNED MATTERS

1. Westchester Fire Insurance Company's Request for the Entry of an Order Allowing and Directing Payment of Administrative Expenses [D.I. 380, 11/15/18]

Objection Deadline: May 15, 2019 at 4:00 p.m. (ET), extended to May 29, 2019

Related Document:

- a) Notice of Motion [D.I. 638, 5/1/19]

Objections Filed:

- a) Debtors' Preliminary Objection [D.I. 661, 5/29/19]

Status: The parties have reached a consensual resolution, in principle, and have agreed to adjourn this matter to a date and time to be determined, with such resolution subject to further documentation.

2. Anne-Marie Berte's Motion for Relief from Automatic Stay [D.I. 543, 2/26/19]

Objection Deadline: April 18, 2019 at 4:00 p.m. (ET)

Related Documents:

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 **Amendments appear in bold.**



- a) Notice of Adjourned Hearing [D.I. 603, 4/5/19]

Objections Filed: None

Status: Movant has adjourned this matter to a date and time to be determined.

CONTESTED MATTER GOING FORWARD

- 3. Debtors' Motion for Entry of (I) an Order (A) Authorizing and Approving the Debtors' Entry into the Stalking Horse APA and Approving Certain Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Authorizing the Debtors to Omit Certain Confidential Schedules from the Stalking Horse APA, (C) Authorizing and Approving Bidding Procedures, (D) Scheduling an Auction and Sale Approval Hearing, (E) Approving the Form and Manner of the Notice of the Sale Hearing, (F) Approving Assumption and Assignment Procedures, and (G) Granting Related Relief; and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, (B) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale, and (C) Granting Related Relief [D.I. 15, 8/6/18]

Objection Deadline: September 20, 2018 at 4:00 p.m. (ET)

Related Documents:

- a) Order (A) Authorizing and Approving the Debtors' Entry into the Stalking Horse APA and Approving Certain Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Authorizing the Debtors to Redact Certain Confidential Schedules from the Stalking Horse APA, (C) Authorizing and Approving Bidding Procedures, (D) Scheduling an Auction and Sale Approval Hearing, (E) Approving the Form and Manner of the Notice of the Sale Hearing, (F) Approving Assumption and Assignment Procedures, and (G) Granting Related Relief [D.I. 187, 9/6/18]
- b) Notice of Designation of Assignable Contracts as "Held" by Stalking Horse Bidder [D.I. 263, 9/24/18]
- c) Order (I) Approving Asset Purchase Agreement and Authorizing 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, 9/28/18]
- d) Order Approving Stipulation Among the Debtors, FM Restaurants (PT), LLC and Westchester Fire Insurance Company [D.I. 340, 10/24/18]

- e) Notice of Assumption and Assignment of Designation Right Contract [D.I. 535, 2/21/19]
- f) Withdrawal of Limited Objection of PRD Properties L.P. and Gerald Vance Dicker and Patricia Ruth Dicker, Trustees, to Debtors' Assumption and Assignment of Lease, Proposed Cure Amount and Certain Provisions of the Proposed Sale Order [D.I. 537, 2/22/19]
- g) Order Approving Stipulation Among the Debtors, FM Restaurants Holdco, LLC, FM Restaurants Chevys Opco LLC and Ecolab Inc. [D.I. 662, 5/30/19]
- h) Debtors' Response to Objection of Broadway Michelson to Notice of Assumption of Designation Right Contract [D.I. 672, 6/5/19]

Objections Filed:

- a) Ecolab Inc.'s Limited Objection and Reservation of Rights to Debtors' Motion for Orders (I) Approving the Sale of Substantially all of Debtors' Assets Free and Clear of Interests; and (II) Approving the Assumption and Assignment of Contracts and Leases [D.I. 219, 9/19/18]
- b) Objection by Milpitas Town Center 2008 L.P. to Debtor RM El Torito, LLC's Notice of Proposed Cure Amounts and Reservation of Rights [D.I. 235, 9/20/18]
- c) Oracle's Limited Objection to and Reservation of Rights Regarding Debtors' Sale Motion and Assumption Notices [D.I. 236, 9/20/18]
- d) Objection of Westchester Fire Insurance Company to Debtors' Sale Motion [D.I. 239, 9/20/18]
- e) Objection and Reservation of Rights of Anschutz La Soccer, Inc. aka Los Angeles Galaxy to Debtors' Notices of Possible Assumption and Assignment and Cure Amounts [D.I. 242, 9/20/18]
- f) Objection by the Joseph K. and Inez Eichenbaum Foundation to Debtor RM El Torito LLC's Notice of Proposed Cure Amounts and Reservation of Rights [D.I. 246, 9/21/18]
- g) Limited Objection of Brixmor Property Group, Inc., JCC California Properties, LLC, and the Macerich Company to Notice of Possible Assumption and Assignment and Cure Amounts with Respect to the Executory Contracts and Unexpired Leases of the Debtors [D.I. 247, 9/21/18]
- h) Limited Objection of SMBP LLC to Debtors' Assumption and Assignment of Lease and Proposed Cure Amount [D.I. 248, 9/21/18]

- i) Objection by Shapell SoCal Rental Properties, LLC, Successor in Interest to Shapell Industries Inc. to Debtor RM El Torito, LLC's Notice of Proposed Cure Amounts and Reservation of Rights [D.I. 249, 9/21/18]
- j) Objection of Hospitality, LLC to Debtors' Proposed Cure Amount [D.I. 250, 9/21/18]
- k) Limited Objection of CPT Riverside Plaza, LLC and 2640 Bristol, LLC, an Arizona Limited Liability Company, as to an Undivided Sixty-Nine and Two-Tenths Percent (69.2%) Tenant's in Common Interest and CB Mills Partners, LLC, a California Limited Liability Company, as to an Undivided Thirty and Eight-Tenths Percent (30.8%) Tenant's in Common Interest to Notice of Possible Assumption and Assignment and Cure Amounts with Respect to the Executory Contracts and Unexpired Leases of the Debtors [D.I. 251, 9/21/18]
- l) Objection by County of Orange to Debtor RM Holdco LLC's Revised Notice of Possible Assumption and Assignment and Cure Amounts with Respect to the Executory Contracts and Unexpired Leases of the Debtors and Reservation of Rights [D.I. 252, 9/21/18]
- m) Objection of CNL Funding 2000-A, LP to Revised Notice of Possible Assumption and Assignment and Cure Amounts with Respect to the Executory Contracts and Unexpired Leases of the Debtors [D.I. 260, 9/24/18]
- n) Objection by Hastings Village Investment Co., LP. to Cure Amount with Respect to Lease of Premises Located at 3333 Foothill Boulevard, Pasadena, California, Unit 7163 [D.I. 261, 9/24/18]
- o) Limited Objection of PL Pentagon, LLC and PK II Tanasbourne Village LP to Debtors' Motion for Assumption and Assignment of Lease and Proposed Cure [D.I. 262, 9/24/18]
- p) Limited Objection of PRD Properties L.P. and Gerald Vance Dicker and Patricia Ruth Dicker, Trustees, to Debtors' Assumption and Assignment of Lease, Proposed Cure Amount and Certain Provisions of the Proposed Sale Order [D.I. 268, 9/25/18]
- q) Informal Response of the U.S. Trustee
- r) Informal Response of Marina Pacifica
- s) Objection of Broadway Michelson to Notice of Assumption and Assignment of Designation Right Contract [D.I. 505, 2/1/19]

Status: The only unresolved matter with respect to the Court-approved sale is the objection filed by Broadway Michelson, listed as Item (s) above, to which the

Debtors filed the reply listed as Related Document (h). This matter will be going forward with respect to Broadway Michelson.

FEE APPLICATIONS

4. Final Fee Applications

Objection Deadline: June 5, 2019 at 4:00 p.m. (ET)

Related Documents:

- a) See Schedule 1, attached
- b) Supplement to Ninth Monthly and Final Application of Young Conaway Stargatt & Taylor, LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel for the Debtors, for the Monthly Period from April 1, 2019, Through and Including May 10, 2019, and the Final Period from August 5, 2018 Through and Including the Dismissal Effective Date [D.I. 680, 6/28/19]
- c) Supplement to Second Monthly and Final Application of Grant Thornton LLP for Allowance of Compensation and Reimbursement of Expenses for Tax Compliance and Advisory Services for the period from November 1, 2018 Through and Including May 10, 2019, and the Final Period from August 5, 2018 Through and Including the Dismissal Effective Date [D.I. 681, 6/28/19]
- d) Supplement to the Ninth Monthly and Final Application of Sidley Austin LLP for Allowance of Compensation and Reimbursement of Expenses for the Period from April 1, 2019 to and Including May 10, 2019, and the Final Period from August 5, 2018 Through and Including the Dismissal Effective Date [D.I. 682, 6/28/19]
- e) **Certification of Counsel Regarding Omnibus Order Approving Final Fee Applications of Certain of the Debtors' Professionals [D.I. 684, 6/28/19]**

Objections Filed: None

Status: **A proposed form of order has been submitted under certification of counsel. No hearing is required unless the Court has questions.**

Dated: July 1, 2019
Wilmington, Delaware

SIDLEY AUSTIN LLP
Kenneth P. Kansa
Alyssa Russell
One South Dearborn
Chicago, Illinois 60603
Telephone: (312) 853-7000
Facsimile: (312) 853-7036

-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Betsy L. Feldman

Robert S. Brady (No. 2847)
Edmon L. Morton (No. 3856)
Andrew L. Magaziner (No. 5426)
Elizabeth S. Justison (No. 5911)
Betsy L. Feldman (No. 6410)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

ATTORNEYS FOR THE DEBTORS AND DEBTORS
IN POSSESSION

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

In re:

RM Wind-Down Holdco LLC, et al.,

Debtors.

Chapter 11

Case No. 18-11795 (MFW)

Jointly Administered

**SCHEDULE 1
FEE APPLICATION INDEX
FINAL FEE APPLICATIONS**

- A. Ninth Monthly and Final Fee Application of Young Conaway Stargatt & Taylor, LLP, Counsel for the Debtors, for the Monthly Period From April 1, 2019, through and including April 30, 2019, and the Final Period from August 5, 2018 Through and Including the Dismissal Effective Date [D.I. 652, 5/16/19]
1. Monthly Application for the Period February 1, 2019 through February 29, 2019 [D.I. 589, 3/26/19]
 2. Certificate of No Objection [D.I. 616, 4/17/19]
 3. Monthly Application for the Period March 1, 2019, through March 31, 2019 [D.I. 631, 4/26/19]
 4. Certificate of No Objection [D.I. 631, 5/22/19]
- B. Ninth Monthly and Final Application of Sidley Austin LLP, Counsel for the Debtors for Allowance of Compensation and Reimbursement of Expenses for the Monthly Period from April 1, 2019 to and including May 10, 2019 and the Final Period from August 5, 2019 through and including the Dismissal Effective Date [D.I. 650, 5/16/19]
1. Monthly Application for the Period February 1, 2019, through February 28, 2019 [D.I. 597, 4/2/19]
 2. Certificate of No Objection [D.I. 649, 5/15/19]
 3. Monthly Application for the Period March 1, 2019, through March 31, 2019 [D.I. 636, 4/30/19]
 4. Certificate of No Objection [D.I. 658, 5/22/19]

- C. Final Application of Kurtzman Carson Consultants LLC, as Administrative Agent to the Debtors and Debtors in Possession, for the Period from August 5, 2018, through and including April 30, 2019 [D.I. 651, 5/16/19]

- D. Second Monthly and Final Application of Grant Thornton LLP for Allowance of Compensation for Services Rendered for Tax Compliance and Advisory Services for the Debtors Incurred from November 1, 2018 through and including May 10, 2019, and for the Final Period from August 5, 2018 through and including May 20, 2019 [D.I. 653, 5/16/19]