

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)

(Joint Administration)

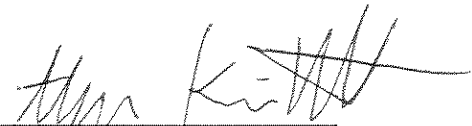
**AFFIDAVIT OF SERVICE**

I, Alyssa Kim-Whittle, depose and say that I am employed by Kurtzman Carson Consultants LLC (KCC), the claims and noticing agent for the Debtors in the above-captioned case.

On July 1, 2019, at my direction and under my supervision, employees of KCC caused to be served the following document via Electronic Mail upon the service list attached hereto as **Exhibit A**; via Facsimile upon the service list attached hereto as **Exhibit B**; and via Overnight Mail upon the service list attached hereto as **Exhibit C**:

- **Notice of Amended Agenda of Matters Scheduled for Hearing on July 2, 2019 at 3:00 p.m. (ET) [Docket No. 685]**

Dated: July 5, 2019

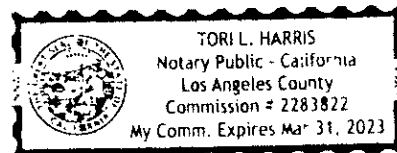
  
Alyssa Kim-Whittle

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California, County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 5<sup>th</sup> day of July, 2019, by Alyssa Kim-Whittle, proved to me on the basis of satisfactory evidence to be the person(s) who appeared before me.

Signature: 



<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).



# **EXHIBIT A**

**Exhibit A**  
**Core 2002 Service List**  
**Served via Electronic Mail**

Description	CreditorName	CreditorNoticeName	Email
Counsel for Shapell Properties, Inc.	Allan D. Sarver, Esquire	Attorney at Law	ads@asarverlaw.com
Counsel for Gerald Vance Dicker & Patricia Ruth Dicker, Trustees of the Dicker Family Trust UAD 9/6/95; Counsel for PRD Properties, L.P.	Baird Mandalas Brockstedt, LLC	Stephen W. Spence	sws@bmbde.com
Counsel for Brixmor Property Group, Inc	Ballard Spahr LLP	Attn Leslie Heilman, Laurel D. Roglen, Chantelle McClamb	HEILMANL@BALLARDSPAHR.COM; ROGLENL@BALLARDSPAHR.COM; MCCLAMBC@BALLARDSPAHR.COM; summersm@ballardspahr.com; branchd@ballardspahr.com
Counsel for Hastings Village Investment Company, L.P.	Benesch, Friedlander, Coplan & Aronoff LLP	Jennifer R Hoover & Kevin M Capuzzi	jhoover@beneschlaw.com; kcapuzzi@beneschlaw.com
Counsel for Brixton-Alto Shopping Center	Bewley, Lassleben & Miller, LLP	Ernie Zachary Park	ernie.park@bewleylaw.com
Top 30 Creditors	Broadcast Music, Inc	Attn Director or Officer	newyork@bmi.com
Top 30 Creditors	CAPREF Burbank LLC	Attn Mark Miller	amy.brown@cypressequities.com
Counsel for CPT Riverside Plaza, LLC and 2640 Bristol, LLC & CB Mills Partners, LLC	Clark Hill PLC	David M. Blau	dblau@clarkhill.com
Counsel for CPT Riverside Plaza, LLC and 2640 Bristol, LLC & CB Mills Partners, LLC	Clark Hill PLC	Karen M. Grivner	kgrivner@clarkhill.com
Counsel to DIP Lenders (Z Cap); Z Capital Partners, LLC and its affiliates and FM Restaurants (PT), LLC	Cleary Gottlieb Steen & Hamilton LLP	Attn: Jane VanLare, Kara A. Hailey, and Matthew J. Livingston	jvanlare@cgsh.com; khailey@cgsh.com; mlivingston@cgsh.com
Top 30 Creditors	CREA/PPC Long Beach Towne Center PO, LLC	c/o Vestar Property Management	nfulton@vestar.com; mbennett@vestar.com
Top 30 Creditors	Daloo Limited Inc	Attn Director or Officer	nils@daloo.com
Top 30 Creditors	Daylight Foods Inc	Attn Director or Officer	dfinfo@daylightfoods.com
DE AG Office	Delaware Attorney General	Matthew Denn	attorney.general@state.de.us
DE DOJ	Delaware Dept of Justice	Attn Bankruptcy Dept	attorney.general@state.de.us
DE Secretary of State	Delaware Secretary of State	Franchise Tax	dosdoc_bankruptcy@state.de.us
DE State Treasury	Delaware State Treasury		statetreasurer@state.de.us
Top 30 Creditors	Douglas Emmet 2016, LLC	c/o Hinshaw & Culbertson LLP	cbrackins@hinshawlaw.com; dhinds@hinshawlaw.com
Top 30 Creditors	DTA Leasehold Owner LLC	Attn Director or Officer	alcala@tishman.com
Sr. Associate Counsel of GGP Limited Partnership as Direct and Indirect Owner and/or Managing Agent as Landlord for the Debtor	GGP Limited Partnership, as Agent	Kristen N. Pate	ggpbk@ggp.com
Top 30 Creditors	GGP Northridge Fashion Center, LP	Attn Law/Lease Administration Department	akash.dave@generalgrowth.com
Top 30 Creditors	Global Media Systems, Inc.	Attn Director or Officer	info@globalmediagroup.com
Counsel for SMBP LLC (Landlord for El Torito, Santa Monica)	Goulston & Storrs PC	Douglas B. Rosner	drosner@goulstonstorrs.com
Greenberg Glusker Fields Claman & Machtinger LLP	Greenberg Glusker Fields Claman & Machtinger LLP	Jeffrey A. Krieger	jkrieger@greenbergglusker.com
Counsel for DTA Leasehold Owner, LLC	Greenberg Traurig, LLP	Dennis A. Meloro	melorod@gtlaw.com
Counsel for DTA Leasehold Owner, LLC	Greenberg Traurig, LLP	Heath B. Kushnick	kushnickh@gtlaw.com
Top 30 Creditors	GWIS LLC	Joel M Tanner	info@gigasavvy.com
Counsel for Broadway Michelson LLC	Herrick, Feinstein LLP	Stephen B. Selbst	sselbst@herrick.com
Counsel for Anne-Marie Berte	Hiller Law, LLC	Adam Hiller	ahiller@adamhillerlaw.com
IRS	Internal Revenue Service	Attn Susanne Larson	SBSE.Insolvency.Balt@irs.gov
Claims and Noticing Agent	KCC	Joe Morrow	realmexinfo@kccllc.com kdwbankruptcydepartment@kelleydrye.com; rlehane@kelleydrye.com; sfleischer@kelleydrye.com
Counsel for Regency Centers, L.P. ("Landlord")	Kelley Drye & Warren LLP	Robert L. LeHane and Scott L. Fleischer	swisotzkey@krmksc.com; jpowell@delawarefirm.com
Counsel for Ecolab Inc.	Kohner, Mann & Kailas, S.C.	Attn Samuel C. Wisotzkey	landis@lrclaw.com; mumford@lrclaw.com
Counsel to DIP Lenders (Tennenbaum)	Landis Roth & Cobb LLP	Adam G. Landis and Kerri K. Mumford	ian@landsberg-law.com
Counsel for Landlord Marina Pacifica, LLC	Landsberg Law, APC	Ian S. Landsberg	dhr@lnbyb.com; jpf@lnbyb.com
Counsel for Hastings Village Investment Company, L.P.	Levene Neale Bender Yoo & Brill LLP	Daniel H Reiss	
Counsel for Daylight Foods, Inc., Downtown Discount Produce, Inc., Get Fresh Produce, Inc., Natures Produce Company, and Coastal Sunbelt, LLC	McCarron & Diess	Mary Jean Fassett	ldiess@mccarronlaw.com
Westchester Fire Insurance Company	McElroy, Deutsch, Mulvaney & Carpenter, LLP	Gary D. Bressler	gbressler@mdmc-law.com
Westchester Fire Insurance Company	McElroy, Deutsch, Mulvaney & Carpenter, LLP	Michael Morano	mmorano@mdmc-law.com; lmodugno@mdmc-law.com
Counsel for Prince George County, Maryland	Meyers, Rodbell & Rosenbaum, P.A.	M. Evan Meyers	bdept@mrrlaw.net sturner@merlonegeier.com; ashaw@merlonegeier.com
Top 30 Creditors	MGP X Properties, LLC	Attn Stephanie Turner and Amy Shaw	
Counsel for VA-PL Pentagon, LLC and Counsel for PK II Tanasbourne Village LP	Monzack Mersky McLaughlin and Browder, P.A.	Rachel B. Mersky	rmersky@monlaw.com
Co-Counsel to DIP Lenders (Z Cap); Z Capital Partners, LLC and its affiliates and FM Restaurants (PT), LLC	Morris, Nichols, Arsht & Tunnell LLP	Attn: Derek C Abbott and Tamara K Mann	dabbott@mnat.com; tmann@mnat.com
Top 30 Creditors	Natures Produce Co	Attn Director or Officer	mike@naturesproduce.com

**Exhibit A**  
**Core 2002 Service List**  
**Served via Electronic Mail**

Description	CreditorName	CreditorNoticeName	Email
Commissioner of the New York State Department of Taxation and Finance & District Tax Attorney	New York State Department of Taxation and Finance	Amanda Hiller, Deputy Commissioner and Counsel & Robert L. Cook District Tax Attorney	robert.cook@tax.ny.gov
Top 30 Creditors	NUCO2, Inc	Attn Director or Officer	abaggett@nuco2.com
US Trustee for District of DE	Office of the United States Trustee Delaware	Benjamin Hackman	benjamin.a.hackman@usdoj.gov
Counsel for Shapell Properties, Inc.	O'Kelly Ernst & Joyce LLC	Michael J. Joyce	mjoyce@oelegal.com
Oracle America, Inc.	Oracle America, Inc.	Shawn M. Christianson	schristianson@buchalter.com
Counsel for Bryan G. Lockwood	Reed Smith LLP	Jason D. Angelo	jangelo@reedsmith.com
Counsel to DIP Lenders (Tennenbaum)	Schulte Roth & Zabel LLP	Attn David M. Hillman and Kelly V. Knight	david.hillman@srz.com; kirby.chin@srz.com; kelly.knight@srz.com
SEC Regional Office	Securities & Exchange Commission	G Jeffrey Boujoukos Regional Director	philadelphia@sec.gov
SEC Headquarters	Securities & Exchange Commission	Secretary of the Treasury	SECBankruptcy-OGC-ADO@SEC.GOV
SEC Regional Office	Securities & Exchange Commission NY Office	Andrew Calamari Regional Director	bankruptcynticeschr@sec.gov
Counsel for Venancio Rivas	Shegerian & Associates	Carney R. Shegerian	cshegerian@shegerianlaw.com; isalem@shegerianlaw.com
Counsel to the Debtors	Sidley Austin LLP	Alyssa Russell & Ken P. Kansa	alyssa.russell@sidley.com; kkansa@sidley.com
Top 30 Creditors	Silver Gatehouse LLC	Silver Company Property Mgmt Accountant	pcosta@silverco.com
Simon Property Group, Inc.	Simon Property Group, Inc.	Attn Ronald M. Tucker	rtucker@simon.com
Top 30 Creditors	Staples Business Advantage	Attn Director or Officer	support@staplesadvantage.com
Counsel for Daylight Foods, Inc., Downtown Discount Produce, Inc., Get Fresh Produce, Inc., Natures Produce Company, and Coastal Sunbelt, LLC	Sullivan Hazeltine Allinson LLC	Elihu E. Allinson, III	zallinson@sha-llc.com
Top 30 Creditors	Sysco Food Services	Attn Legal Department	flynn.barrett@corp.sysco.com
TEA Properties, Landlords of Chevy's in Santa Rosa, CA	TEA Properties	Robert A. Trombetta, Florine J T Ellingson, Lynda Trombetta Angell	flo-jo@comcast.net
Top 30 Creditors	The College Block, a Partnership	c/o Charles Dunn RES, Inc.	hharris@charlesdunn.com
Counsel for Anne-Marie Berte	The Novak Law Firm	Sean M. Novak	Rita@NovakLawFirm.com
Top 30 Creditors	The Plaza at Erringer & Cochran, LLC	The Becker Group	jbecker@beckergrp.com
Counsel for Broadway Michelson LLC	The Rosner Law Group LLC	Frederick B. Rosner and Jason A. Gibson	rosner@teamrosner.com; gibson@teamrosner.com
Top 30 Creditors	The Wasserstrom Company	Attn Director or Officer	jeffevans@wasserstrom.com
Counsel to Agent to the DIP Agent (Wells Fargo Bank, N.A.)	Thompson Hine LLP	Attn: Yesenia D. Batista and Curtis L. Tuggle	Yesenia.Batista@ThompsonHine.com; Curtis.Tuggle@ThompsonHine.com
Counsel for Donahue Schriber Realty Group	Trainor Fairbrook	Jennifer L. Pruski	jpruski@trainorfairbrook.com
US Attorneys Office	US Attorney for Delaware	David C. Weiss	usade.ecfbankruptcy@usdoj.gov
Top 30 Creditors	US Foods, Inc	Attn Director or Officer	Judith.Maio@usfoods.com
Top 30 Creditors	Wells Fargo Bank, N.A.	c/o Thompson Hine LLP	Yesenia.Batista@ThompsonHine.com; Curtis.Tuggle@ThompsonHine.com
Top 30 Creditors	West Coast Prime Meats LLC	Attn Director or Officer	info@westcoastprimemeats.com
Top 30 Creditors	Wilson Elser Moskowitz	Edelman & Dicker LLP	larry.lum@wilsonelser.com
Top 30 Creditors	Woodfield Rest Court LLC	Attn:Bob Trombetta	george.good@cbre.com

# **EXHIBIT B**

**Exhibit B**  
**Core 2002 Service List**  
**Served via Facsimile**

Description	CreditorName	CreditorNoticeName	Fax
Counsel for Shapell Properties, Inc.	Allan D. Sarver, Esquire	Attorney at Law	818-981-0026
Counsel for Gerald Vance Dicker & Patricia Ruth Dicker, Trustees of the Dicker Family Trust UAD 9/6/95; Counsel for PRD Properties, L.P.	Baird Mandalas Brockstedt, LLC	Stephen W. Spence	302-644-0306
Counsel for Brixmor Property Group, Inc	Ballard Spahr LLP	Attn Leslie Heilman, Laurel D. Roglen, Chantelle McClamb	302-252-4466
Counsel for Brixton-Alto Shopping Center	Bewley, Lassleben & Miller, LLP	Ernie Zachary Park	562-309-8063
Counsel to DIP Lenders (Z Cap); Z Capital Partners, LLC and its affiliates and FM Restaurants (PT), LLC	Cleary Gottlieb Steen & Hamilton LLP	Attn: Jane VanLare, Kara A. Hailey, and Matthew J. Livingston	212-225-3999
DE AG Office	Delaware Attorney General	Matthew Denn	302-577-6499
DE DOJ	Delaware Dept of Justice	Attn Bankruptcy Dept	302-577-5866
DE Secretary of State	Delaware Secretary of State	Franchise Tax	302-739-5831
DE State Treasury	Delaware State Treasury		302-739-5635
Top 30 Creditors	Douglas Emmet 2016, LLC	c/o Hinshaw & Culbertson LLP	310-909-8001
Top 30 Creditors	Global Media Systems, Inc.	Attn Director or Officer	949-635-1952
Greenberg Glusker Fields Claman & Machtinger LLP	Greenberg Glusker Fields Claman & Machtinger LLP	Jeffrey A. Krieger	310-553-0687
Counsel for DTA Leasehold Owner, LLC	Greenberg Traurig, LLP	Dennis A. Meloro	302-661-7360
Counsel for DTA Leasehold Owner, LLC	Greenberg Traurig, LLP	Heath B. Kushnick	212-801-6400
Top 30 Creditors	GWIS LLC	Joel M Tanner	877-728-8902
IRS	Internal Revenue Service	Attn Susanne Larson	855-852-4141
IRS	Internal Revenue Service	Centralized Insolvency Operation	855-235-6787
Counsel for Ecolab Inc.	Kohner, Mann & Kailas, S.C.	Attn Samuel C. Wisotzkey	414-962-8725
Counsel to DIP Lenders (Tennenbaum)	Landis Roth & Cobb LLP	Adam G. Landis and Kerri K. Mumford	302-467-4450
Counsel for Landlord Marina Pacifica, LLC	Landsberg Law, APC	Ian S. Landsberg	310-409-2380
Counsel for Daylight Foods, Inc., Downtown Discount Produce, Inc., Get Fresh Produce, Inc., Natures Produce Company, and Coastal Sunbelt, LLC	McCarron & Diess	Mary Jean Fassett	202-364-2731
Westchester Fire Insurance Company	McElroy, Deutsch, Mulvaney & Carpenter, LLP	Gary D. Bressler	302-654-4031
Westchester Fire Insurance Company	McElroy, Deutsch, Mulvaney & Carpenter, LLP	Michael Morano	973-425-0161
Co-Counsel to DIP Lenders (Z Cap); Z Capital Partners, LLC and its affiliates and FM Restaurants (PT), LLC	Morris, Nichols, Arshat & Tunnell LLP	Attn: Derek C Abbott and Tamara K Mann	302-658-3989
Top 30 Creditors	Natures Produce Co	Attn Director or Officer	323-235-8388
Top 30 Creditors	NUCO2, Inc	Attn Director or Officer	772-221-1754; 772-781-3500
US Trustee for District of DE	Office of the United States Trustee Delaware	Benjamin Hackman	302-573-6497
Counsel for Shapell Properties, Inc.	O'Kelly Ernst & Joyce LLC	Michael J. Joyce	302-295-2873
Oracle America, Inc.	Oracle America, Inc.	Shawn M. Christianson	415-227-0770
Top 30 Creditors	Plainfield Fruit and Produce Co, Inc	Attn Director or Officer	732-248-1455
Counsel to DIP Lenders (Tennenbaum)	Schulte Roth & Zabel LLP	Attn David M. Hillman and Kelly V. Knight	212-593-5955
SEC Headquarters	Securities & Exchange Commission	Secretary of the Treasury	202-772-9317; 202-772-9318
SEC Regional Office	Securities & Exchange Commission NY Office	Andrew Calamari Regional Director	212-336-1320
Counsel for Venancio Rivas	Shegerian & Associates	Carney R. Shegerian	310-860-0771
Top 30 Creditors	Silver Gatehouse LLC	Silver Company Property Mgmt Accountant	561-981-5253
Counsel for Daylight Foods, Inc., Downtown Discount Produce, Inc., Get Fresh Produce, Inc., Natures Produce Company, and Coastal Sunbelt, LLC	Sullivan Hazeltine Allinson LLC	Elihu E. Allinson, III	302-428-8195
Top 30 Creditors	Sysco Food Services	Attn Legal Department	281-584-2510
Top 30 Creditors	The College Block, a Partnership	c/o Charles Dunn RES, Inc.	818-582-4619
Top 30 Creditors	The Plaza at Erringer & Cochran, LLC	The Becker Group	805-653-6795
Top 30 Creditors	The Wasserstrom Company	Attn Director or Officer	614-737-8911

**Exhibit B**  
**Core 2002 Service List**  
**Served via Facsimile**

Description	CreditorName	CreditorNoticeName	Fax
Counsel to Agent to the DIP Agent (Wells Fargo Bank, N.A.)	Thompson Hine LLP	Attn: Yesenia D. Batista and Curtis L. Tuggle	212-344-6101
US Attorneys Office	US Attorney for Delaware	David C. Weiss	302-573-6431
Top 30 Creditors	Wells Fargo Bank, N.A.	c/o Thompson Hine LLP	212-344-6101
Top 30 Creditors	Wilson Elser Moskowitz	Edelman & Dicker LLP	212-490-3038
Top 30 Creditors	Wright Ford Young & Co CPA	Attn Director or Officer	949-910-2728

# EXHIBIT C



**Exhibit C**  
**Core 2002 Service List**  
**Served via Overnight Mail**

Description	CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip
Top 30 Creditors	Broadcast Music, Inc	Attn Director or Officer	7 World Trade Center	250 Greenwich St	New York	NY	10007-0030
Top 30 Creditors	CAPREF Burbank LLC	Attn Mark Miller	c/o Cypress Equities	8343 Douglas Ave, Ste 200	Dallas	TX	75225
Top 30 Creditors	CREA/PPC Long Beach Towne Center PO, LLC	c/o Vestar Property Management	2425 E. Camelback Rd., Ste 750		Phoenix	AZ	85016
Top 30 Creditors	Daloo Limited Inc	Attn Director or Officer	60400 Woodside Rd		Bend	OR	97702
Top 30 Creditors	Daylight Foods Inc	Attn Director or Officer	660 Vista Way		Milpitas	CA	95035
Top 30 Creditors	DTA Leasehold Owner LLC	Attn Director or Officer	c/o Tishman Real Estate Services LP	100 Park Avenue, 18th Fl	New York	NY	10017
Top 30 Creditors	Facebook Inc	Attn Director or Officer	1601 Willow Road		Menlo Park	CA	94025
Top 30 Creditors	GGP Northridge Fashion Center, LP	Department	Northridge Fashion Center	350 N. Orleans St, Ste 300	Chicago	IL	60654-1607
Counsel for Broadway Michelson LLC	Herrick, Feinstein LLP	Stephen B. Selbst	2 Park Ave		New York	NY	10016
Counsel for Anne-Marie Berte	Hiller Law, LLC	Adam Hiller	1500 N. French Street, 2nd Floor		Wilmington	DE	19801
Top 30 Creditors	Kryshia Inc	c/o Express Graphics	4542 Rhapsody		Huntington Beach	CA	92649
Counsel for Prince George County, Maryland	Meyers, Rodbell & Rosenbaum, P.A.	M. Evan Meyers	6801 Kenilworth Ave, Ste 400		Riverdale	MD	20737-1385
Top 30 Creditors	MGP X Properties, LLC	Attn Stephanie Turner and Amy Shaw	425 California St, 10th Floor		San Francisco	CA	94104
Counsel for Bryan G. Lockwood	Reed Smith LLP	Jason D. Angelo	1201 N. Market St, Ste 1500		Wilmington	DE	19801
SEC Regional Office	Securities & Exchange Commission	G Jeffrey Boujoukos Regional Director	1617 JFK Boulevard Ste 520		Philadelphia	PA	19103
Top 30 Creditors	Staples Business Advantage	Attn Director or Officer	125 Mushroom Blvd		Rochester	NY	14623
Top 30 Creditors	Superior Seafood Co	Attn Director or Officer	1621 W 25th St, Ste 228		San Pedro	CA	90732
Top 30 Creditors	Sysco Food Services of Sacramento	Attn Director or Officer	7062 Pacific Ave		Pleasant Grove	CA	95668
TEA Properties, Landlords of Chevy's in Santa Rosa, CA	TEA Properties	Robert A. Trombetta, Florine J T Ellingson, Lynda Trombetta Angell	c/o 1632 Manzanita Avenue		Santa Rosa	CA	95404
Counsel for Anne-Marie Berte	The Novak Law Firm	Sean M. Novak	8383 Wilshire Blvd, Suite 634		Beverly Hills	CA	90211
Counsel for Broadway Michelson LLC	The Rosner Law Group LLC	Frederick B. Rosner and Jason A. Gibson	824 N. Market St, Ste 810		Wilmington	DE	19801
Top 30 Creditors	US Foods, Inc	Attn Director or Officer	3682 Collections Center Dr		Chicago	IL	60693
Agent to the prepetition secured lenders	Wells Fargo Bank, N.A.	First and Second Lien Agent	45 Broadway		New York	NY	10006
Top 30 Creditors	West Coast Prime Meats LLC	Attn Director or Officer	344 Cliffwood Park St		Brea	CA	92821
Top 30 Creditors	Woodfield Rest Court LLC	Attn:Bob Trombetta	2756 Shannon Rd		Northbrook	IL	60062