

**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. 635

**CERTIFICATION OF COUNSEL AND REQUEST
FOR ENTRY OF AN ORDER DISMISSING CHAPTER 11 CASES**

The debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) submit this Certification (this “Certification”) pursuant to paragraphs 3 and 5 of the Court’s *Initial Order (I) Authorizing Debtors to Make Distributions to Claimants Holding Allowed First Priority Secured Claims and Allowed 503(b)(9) 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* [D.I. 635] (the “Initial Order”), and respectfully represent as follows:

1. The Court entered that certain *Omnibus Order Approving Final Fee Applications of Certain of the Debtors’ Professionals* [D.I. 688] on July 2, 2019, and all amounts owing to the Debtors’ professionals set forth in the Final Fee Applications² have been paid by the Debtors.³

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 not defined herein shall have the meanings ascribed to them in the Initial Order.

³ Certain of the Final Fee Applications provide that additional amounts may be paid by the Debtors to certain of the Professionals for the period after that covered by the Final Fee Applications and prior to the dismissal of these Chapter 11 Cases. The Debtors have paid or will pay such amounts prior to entry of the Dismissal Order.



2. The Debtors have paid all amounts owing or reserved for payment to the Purchaser pursuant to the APA and the Sale Order, and all remaining disputes relating to the APA and the Sale Order have been resolved on a final basis.

3. The Debtors have filed all Monthly Operating Reports required to be filed in these Chapter 11 Cases. *See, e.g.*, Monthly Operating Report for RM Wind-Down Holdco LLC (f/k/a RM Holdco LLC) for the Period November 25, 2019 to December 31, 2019 [D.I. 709].

4. The Debtors have calculated and paid all outstanding fees to the Office of the United States Trustee for the District of Delaware.

5. The Debtors have paid all Allowed First Priority Secured Claims and Allowed 503(b)(9) Claims, as set forth in that certain *Notice of Filing of Distribution Schedule* [D.I. 695], which was filed with the Court on July 19, 2019.

6. The Debtors have remitted all remaining funds in their estates to the Secured Lenders, save certain amounts reserved for expenses relating to the dissolution of the Debtors following entry of the Dismissal Order.

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7. WHEREFORE, as (a) the Debtors have met the requirements set forth in the Initial Order which, in turn, allows the Court to dismiss these Chapter 11 Cases, (b) the Dismissal Order was approved, in substantially final form, by the Initial Order, and (c) the Court authorized the Debtors to file this Certification seeking entry of the Dismissal Order upon satisfaction of the tasks listed above, the Debtors respectfully request entry of the Dismissal Order, a copy of which is annexed hereto as Exhibit 1, without further notice or hearing, at the Court's earliest convenience.

[Remainder of Page Intentionally Left Blank]

Dated: December 30, 2019
Wilmington, Delaware

SIDLEY AUSTIN LLP

Kenneth P. Kansa (admitted *pro hac vice*)
Alyssa Russell (admitted *pro hac vice*)
One South Dearborn
Chicago, Illinois 60603
Telephone: (312) 853-7000
Facsimile: (312) 853-7036

-and-

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Andrew L. Magaziner

Robert S. Brady (No. 2847)
Michael R. Nestor (No. 3526)
Edmon L. Morton (No. 3856)
Andrew L. Magaziner (No. 5426)
Elizabeth S. Justison (No. 5911)
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

Exhibit 1

Dismissal Order

**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)

Docket Ref. Nos. 635 & ____

**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")², filed on April 4, 2019, (ii) that certain Initial Order granting the Motion, entered on April 30, 2019 [D.I. 635], and (iii) the *Certification of Counsel and Request for Entry of an Order Dismissing Chapter 11 Cases*, filed on December 30, 2019, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.

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 not otherwise defined herein shall have the meanings ascribed to them in the Motion.

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 Professionals' 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.

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.

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.