

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

----- X	:	
In re	:	Chapter 11
	:	
CTI FOODS, LLC, et al.,	:	Case No. 19-10497 (CSS)
	:	
	:	(Jointly Administered)
	:	
	:	Hearing Date: April 8, 2019 at 2:00 p.m. (ET)
	:	Objection Deadline: April 1, 2019 at 4:00 p.m. (ET)
	:	
Debtors.¹	:	Re: Docket Nos. 4, 6, 7, 9, 10, 11, 65, 66, 67, 71, 73 & 74
----- X		

OMNIBUS NOTICE OF PLEADINGS AND HEARING THEREON

PLEASE TAKE NOTICE that, on March 11, 2019, the debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), filed, among others, the following first day pleadings with the Court (collectively, the “**First Day Pleadings**):

1. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507(a) and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, and Other Compensation, (B) Maintain Employee Benefit Programs and Pay Related Obligations, and (C) Pay Prepetition Employee Expenses and (II) Granting Related Relief [D.I. 4; 3/11/19];
2. Motion of Debtors for Interim and Final Orders (I) Authorizing Debtors to (A) Continue Using Existing Cash Management System, Bank Accounts, and Check Stock, (B) Implement Ordinary Course Changes to Cash Management System, and (C) Honor Certain Prepetition Obligations Related Thereto, (II) Providing Administrative Expense Priority for Postpetition Intercompany Claims, (III) Extending Time to Comply with Requirements of 11 U.S.C. § 345(b) and (IV) Granting Related Relief [D.I. 6; 3/11/19];
3. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a) and 366 and Fed. R. Bankr. P. 6003 and 6004 for Entry of Interim and Final Orders (I) Approving Debtors’ Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service, and (IV) Granting Related Relief [D.I. 7; 3/11/19];

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Chef Holdings, Inc. (8070); Chef Intermediate, Inc. (8653); CTIF Holdings, Inc. (0046); Chef Investment, LLC (3918); CTI Foods Acquisition LLC (3918); CTI Foods Holding Co., LLC (8320); CTI Services Corporation (2331); CTI Foods, LLC (3673); CTI Arlington, LLC (6103); CTI Saginaw I, LLC (6133); CTI King of Prussia, LLC (4771); CTI-SSI Food Services, LLC (8322); S & S Foods LLC (7447); Custom Food Products Holdings, LLC (2697); Custom Food Products, LLC (0697); Liguria Holdings, Inc. (8652); and Liguria Foods, Inc. (6446). The Debtors’ mailing address is 504 Sansom Blvd., Saginaw, Texas 76179.

4. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 362(d), and 363(b) and Fed. R. Bankr. P. 4001, 6003, and 6004 for Interim and Final Orders (I) Authorizing Debtors to Continue their Insurance Programs and Pay All Obligations with Respect Thereto and (II) Granting Related Relief [D.I. 9; 3/11/19];
5. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 503(b) and Fed. R. Bankr. P. 6003 and 6004 for Entry of an Order (I) Authorizing Payment of Prepetition Trade Claims in the Ordinary Course of Business and (II) Granting Related Relief [D.I. 10; 3/11/19]; and
6. Motion of Debtors Pursuant to 11 U.S.C. §§ 363 and 364 for Entry of Orders (I) Authorizing Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Modifying Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [D.I. 11; 3/11/19] (the “**DIP Financing Motion**”).

PLEASE TAKE FURTHER NOTICE that a hearing on the First Day Pleadings, and certain other motions and applications, was held on March 12, 2019, at which time the Court approved the First Day Pleadings identified above on an interim basis. *See* D.I. 65, 66, 67, 71, 73 & 74 (collectively, the “**Interim Orders**”). *Copies of the First Day Pleadings and Interim Orders are being served concurrently herewith.*

PLEASE TAKE FURTHER NOTICE that a hearing to consider final approval of the First Day Pleadings is scheduled for **April 8, 2019 at 2:00 p.m. (ET)** at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Courtroom No. 6, Wilmington, Delaware 19801, before the Honorable Christopher S. Sontchi, United States Bankruptcy Judge for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the entry of final orders approving the First Day Pleadings must be filed on or before **April 1, 2019 at 4:00 p.m. (ET)** (the “**Objection Deadline**”) with the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, you must serve a copy of such response or objection, so as to be received on or before the Objection Deadline, upon proposed co-counsel to the Debtors: (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attn: Matthew S. Barr (matt.barr@weil.com), Ronit J. Berkovich (ronit.berkovich@weil.com), and Christopher M. Lopez (chris.lopez@weil.com); and (ii) Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, DE 19801, Attn: M. Blake Cleary (mbcleary@ycst.com) and Matthew B. Lunn (mlunn@ycst.com).

In addition to proposed co-counsel for the Debtors, any response or objection to the DIP Financing Motion must also be served, so as to be received on or before the Objection Deadline, upon the following parties: (a) counsel to the ABL DIP Agent, (i) Shearman & Sterling LLP, 599 Lexington Avenue, New York, NY 10022-6069, Attn: Joel Moss (Joel.Moss@Shearman.com) and Jordan Wishnew (jordan.wishnew@shearman.com) and (ii) Richards, Layton & Finger, P.A., 920 N. King Street, Wilmington, DE 19801, Attn: Mark D. Collins (Collins@rlf.com) and Jason M. Madron (Madron@rlf.com); (b) counsel to the Term DIP Agent, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017 Attn: Damian Schaible (damian.schaible@davispolk.com), Michelle McGreal (michelle.mcgreall@davispolk.com) and

Stephen Piraino (stephen.piraino@davispolk.com); (c) counsel to the Prepetition ABL Secured Parties and ABL DIP Arranger, Otterbourg, P.C., 230 Park Avenue, New York, NY 10169, Attn: Andrew M. Kramer (akramer@otterbourg.com); (d) counsel to the Prepetition First Lien Term Loan Agent, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Damian Schaible (damian.schaible@davispolk.com), Michelle McGreal (michelle.mcgreal@davispolk.com), and Stephen Piraino (stephen.piraino@davispolk.com); (e) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801, Attn: Jane Leamy, Esq. (jane.leafy@usdoj.gov); and (f) any other party that has filed a request for notices in the Debtors' chapter 11 cases with the Court.

PLEASE TAKE FURTHER NOTICE THAT copies of the First Day Pleadings and Interim Orders are available for inspection during regular business hours, Monday through Friday 8:00 a.m. to 4:00 p.m. (prevailing Eastern Time), excluding federal holidays, at the office of the Clerk of the Court, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801. In addition, copies may be obtained: by visiting the website maintained by the Debtors' claims and noticing agent, Prime Clerk LLC ("Prime Clerk"), at <https://cases.primeclerk.com/CTIFoods/>; by request to Prime Clerk at (844) 339-4265; by request to the Debtors' counsel at ccorazza@ycst.com; or from the Court's website, www.deb.uscourts.gov, for a fee. A PACER login and password are required to access documents on the Court's website, and these can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO ANY OF THE FIRST DAY PLEADINGS ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN CONNECTION WITH SUCH FIRST DAY PLEADINGS WITHOUT FURTHER NOTICE OR HEARING.

[Remainder of this page intentionally left blank]

Dated: March 13, 2019
Wilmington, Delaware

/s/ Shane M. Reil

YOUNG CONAWAY STARGATT & TAYLOR, LLP

M. Blake Cleary (No. 3614)

Matthew B. Lunn (No. 4119)

Jaime Luton Chapman (No. 4936)

Shane M. Reil (No. 6195)

Rodney Square

1000 North King Street

Wilmington, Delaware 19801

Telephone: (302) 571-6600

Facsimile: (302) 571-1253

-and-

WEIL, GOTSHAL & MANGES LLP

Matthew S. Barr (*pro hac vice* pending)

Ronit J. Berkovich (*pro hac vice* pending)

Lauren Tauro (*pro hac vice* pending)

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Proposed Attorneys for Debtors and Debtors in Possession