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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
SBARRO LLC, <i>et al.</i> , ¹)	Case No. 14-10557 (MG)
)	
Debtors.)	Joint Administration Requested
)	

AGENDA FOR FIRST DAY HEARING

Time and Date of Hearing: March 12, 2014 at 10:00 a.m. (Prevailing Eastern Time)

Location of Hearing: The Honorable Judge Martin Glenn, Bankruptcy Judge
United States Bankruptcy Court for the
Southern District of New York
Alexander Hamilton Custom House
One Bowling Green, Courtroom No. 501
New York, New York 10004

Copies of Motions: A copy of each pleading can be viewed on the Court's website at

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Sbarro LLC (1939); Carmela's, LLC (8088); Carmela's of Kirkman LLC (7703); Carmela's of Kirkman Operating, LLC (1182); Corest Management, Inc. (9134); Cucinova Easton LLC (4874); Cucinova Holdings LLC (2698); Cucinova Kenwood LLC (9558); Cucinova Olentangy LLC (8264); Demefac Leasing Corp. (2379); Larkfield Equipment Corp. (7947); Las Vegas Convention Center LLC (7645); New Sbarro Finance, Inc. (6440); New Sbarro Intermediate Holdings, Inc. (9105); Sbarro America, Inc. (9130); Sbarro America Properties, Inc. (9540); Sbarro Blue Bell Express LLC (1419); Sbarro Commack, Inc. (4007); Sbarro Express LLC (0253); Sbarro Holdings, Inc. (7352); Sbarro New Hyde Park, Inc. (6185); Sbarro of Las Vegas, Inc. (2853); Sbarro of Longwood, LLC (0328); Sbarro of Virginia, Inc. (2309); Sbarro Pennsylvania, Inc. (3530); Sbarro Properties, Inc. (9541); Sbarro Venture, Inc. (3182); Sbarro's of Texas, Inc. (5139); Umberto at the Source, LLC (8024); Umberto Deer Park, LLC (8728); Umberto Hauppauge, LLC (8245); Umberto Hicksville, LLC (0989); Umberto Huntington, LLC (8890); and Umberto White Plains, LLC (8159). The Debtors' service address is: 401 Broadhollow Road, Melville, New York 11747.

www.ecf.uscourts.gov and the website of the Debtors' proposed notice and claims agent, Prime Clerk LLC, at <http://cases.primeclerk.com/sbarro>.

I. Introduction

1. **First Day Declaration.** Declaration of Carolyn Spatafora, Chief Financial Officer of Sbarro LLC (I) In Support of Debtors' Chapter 11 Petitions and First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2 [Docket No. 10]
2. **Joint Administration.** Debtors' Motion for Entry of an Order Directing Joint Administration of Their Related Chapter 11 Cases [Docket No. 9]

II. Matters Related to the Prepackaged Plan of Reorganization

1. **Prepackaged Plan Scheduling Motion.** Debtors' Motion for Entry of Order (A) Scheduling an Objection Deadline and Combined Hearing on Debtors' Disclosure Statement and Plan Confirmation, (B) Approving Form and Notice of Confirmation Hearing, (C) Establishing Procedures for Objections to the Disclosure Statement and the Plan, (D) Approving Solicitation Procedures, and (E) Granting Related Relief [Docket No. 22]

Related Documents:

- A. **Disclosure Statement.** Disclosure Statement for Proposed Joint Prepackaged Chapter 11 Plan of Reorganization of Sbarro LLC and Its Debtor Affiliates [Docket No. 11]
- B. **Prepackaged Chapter 11 Plan.** Proposed Joint Prepackaged Chapter 11 Plan of Reorganization of Sbarro LLC and Its Debtor Affiliates [Docket No. 13]
- C. **Voting Declaration.** Declaration of Benjamin J. Steele, Esq. of Prime Clerk LLC Regarding the Solicitation of Votes and Tabulation of Ballots Cast on the Proposed Joint Prepackaged Chapter 11 Plan of Sbarro LLC and Its Affiliated Debtors and Debtors in Possession [Docket No. 26]

III. First Day Matters

A. Finance Motion

1. **DIP Financing.** Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing and to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Lenders, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [Docket No. 27]

Related Document:

- A. Declaration of Adam B. Keil in Support of Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing and to Use Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Lenders, (III) Scheduling a Final Hearing and (IV) Granting Related Relief [Docket No. 30]
- B. Operational Motions
1. **Cash Management.** Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to (A) Continue Using Their Existing Cash Management System, Bank Accounts and Business Forms, (B) Continue Intercompany Transactions, and (C) Provide Postpetition Intercompany Claims Administrative Expense Priority [Docket No. 14]
 2. **Wages and Benefits.** Debtors' Motion for Entry of Interim and Final Orders Authorizing Debtors to (A) Pay Certain Prepetition Wages, Other Compensation and Reimbursable Employee Expenses, (B) Pay and Honor Employee Medical and Other Benefits and (C) Continue Employee Benefits Programs [Docket No. 15]
 3. **Trade.** Debtors' Motion For Entry Of Interim And Final Orders (I) Authorizing The Debtors To Pay (A) Claims Arising Under the Perishable Agricultural Commodities Act, (B) Prepetition Claims of Lien Claimants, and (C) Claims Arising Under Section 503(b)(9) of the Bankruptcy Code and (II) Granting Certain Related Relief [Docket No. 16]
 4. **Customer Programs.** Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to Maintain, Administer, Modify and Renew Customer Programs, Promotions and Practices and to Honor Obligations Related Thereto [Docket No. 17]
 5. **Taxes.** Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to Pay Taxes and Fees [Docket No. 18]
 6. **Equity Trading.** Debtors' Motion for Entry of Interim and Final Orders Establishing Notification and Hearing Procedures for Certain Transfers of Common Stock [Docket No. 19]

C. Administrative and Procedural Motions

1. **Creditor Matrix and Schedules and Statements.** Debtors' Motion for Entry of an Order (A) Authorizing the Debtors to File a Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor, (B) Extending the Time to File Statements of Financial Affairs, and (C) Extending the Time, and, Upon Plan Confirmation, Waiving the Requirement, to File Schedules [Docket No. 20]
2. **Claims Agent Retention.** Debtors' Application for Appointment of Prime Clerk LLC as Claims and Noticing Agent [Docket No. 21]

Dated: March 11, 2014
New York, New York

/s/ Nicole L. Greenblatt

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