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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)
Reorganized Debtors.)	Jointly Administered

AMENDED AGENDA FOR HEARING TO BE HELD DECEMBER 4, 2014

Time and Date of Hearing: December 4, 2014 at 3:00 p.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

¹ The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized 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 Reorganized Debtors' service address is: 401 Broadhollow Road, Melville, New York 11747.

Copies of Motions: A copy of each pleading can be viewed on the Court's website at www.ecf.uscourts.gov and the website of the Debtors' notice and claims agent, Prime Clerk LLC, at <http://cases.primeclerk.com/sbarro>.

UNCONTESTED MATTERS

1. **First Omnibus Claims Objection.** Reorganized Debtors' First Omnibus Objection to Certain (A) Duplicate Claims, (B) Cross-Debtor Duplicate Claims, (C) Late Filed Claims, and (D) Noncompliant Claims [Docket No. 308].

Related Documents:

- A. Declaration of Stuart S. Steinberg in Support of the Reorganized Debtors' First and Second Omnibus Objections to Certain Claims [Docket No. 325].

Responses Received:

- A. State of Michigan Department of Treasury's Response to Reorganized Debtors' First Omnibus Objection to Certain Claims [Docket No. 315].
- B. Informal Response - City of Bellingham [Claim No. 373].
- C. Informal Response - Lakeforest Associates LLC [Claim Nos. 557, 560-63, 566, 567, 570-85, 587, & 591-99]
- D. Informal Response - New Rivercenter Mall II, LP [Claim No. 679].
- E. Informal Response - Robert White Refrigeration [Claim No. 793].
- F. Informal Response - U.S. Mechanical [Claim No. 321].
- G. Informal Response - Waste Management - RMC [Claim No. 794].

Status: This matter is going forward with respect to all claims subject to the First Omnibus Claims Objection except with respect to the claims identified as adjourned or withdrawn on **Exhibit A** attached hereto. The First Omnibus Claims Objection is otherwise uncontested. The Reorganized Debtors will submit a revised proposed order to the Court.

2. **Second Omnibus Claims Objection.** Reorganized Debtors' Second Omnibus Objection to Certain Subsequently Amended Claims [Docket No. 309].

Related Documents:

- A. Declaration of Stuart S. Steinberg in Support of the Reorganized Debtors' First and Second Omnibus Objections to Certain Claims [Docket No. 325].

Responses Received:

- A. Informal Response - Bay Shore Mall, LP [Claim No. 13788].

- B. Informal Response - Birchwood Mall, LLC [Claim No. 13803].
- C. Informal Response - Collin Creek Mall, LLC [Claim No. 14167].
- D. Informal Response - GGP-Gateway Mall L.L.C. [Claim No. 14521].
- E. Informal Response - New York State Department of Taxation and Finance [Claim No. 29].
- F. Informal Response - NewPark Mall, LP [Claim No. 14952].
- G. Informal Response - RPI Greenville Mall, LP [Claim No. 15182].
- H. Informal Response - Steeplegate Mall, LLC [Claim No. 14518].
- I. Informal Response - Tracy Mall Partners, L.P. [Claim No. 15484].
- J. Informal Response - Valley Hills L.L.C. [Claim No. 15536].

Status: This matter is going forward with respect to all claims subject to the Second Omnibus Claims Objection except with respect to the claims identified as adjourned on **Exhibit B** attached hereto. The Second Omnibus Claims Objection is otherwise uncontested. The Reorganized Debtors will submit a revised proposed order to the Court.

3. **Third Omnibus Claims Objection.** Reorganized Debtors' Third Omnibus Objection to Certain Satisfied Claims [Docket No. 310].

Related Documents:

- A. Declaration of Stuart S. Steinberg in Support of the Reorganized Debtors' Third, Fourth, and Fifth Omnibus Objections to Certain Claims [Docket No. 313].

Responses Received:

- A. Response of Fort Bend County to Reorganized Debtors Third Omnibus Objection to Certain Satisfied Claims [Docket No. 317].
- B. Farmore Realty, Inc. Response to Reorganized Debtors' Third Omnibus Objection to Certain Satisfied Claims [Docket No. 318].
- C. Informal Response - City of Lynchburg [Claim No. 617].
- D. Informal Response - Collin County Tax Assessor/Collector [Claim No. 68].
- E. Informal Response - County of Loudon, Virginia [Claim No. 837].
- F. Informal Response - Delgado Produce Company, LLC [Claim Nos. 121 & 152].
- G. Informal Response - Hess Energy Marketing, LLC [Claim No. 701].

- H. Informal Response - Martin County Tax Collector [Claim No. 125].
- I. Informal Response - Sierra Liquidity Fund, LLC as Transferee of Grayhawk Produce [Claim No. 56].
- J. Informal Response - Sierra Liquidity Fund, LLC as Assignee of RE Gelato, Inc. [Claim No. 137].
- K. Informal Response - Spring Branch Independent School District [Claim No. 102].

Status: This matter is going forward with respect to all claims subject to the Third Omnibus Claims Objection except with respect to the claims identified as adjourned or withdrawn on **Exhibit C** attached hereto. The Third Omnibus Claims Objection is otherwise uncontested. The Reorganized Debtors will submit a revised proposed order to the Court.

4. **Fourth Omnibus Claims Objection.** Reorganized Debtors' Fourth Omnibus Objection to Certain (A) No Liability Claims and (B) Satisfied Claims [Docket No. 311].

Related Documents:

- A. Declaration of Stuart S. Steinberg in Support of the Reorganized Debtors' Third, Fourth, and Fifth Omnibus Objections to Certain Claims [Docket No. 313].

Responses Received:

- A. Claimant Shoron Khan's Response to the "No Liability" Objection Filed by Debtor with Respect to his Claim (No. 545) [Docket No. 319].
- B. Response to the Objection of Claim #782 Filed by Wisconsin Department of Revenue [Docket No. 320].
- C. Response Re: Reorganized Debtors' 4th Omnibus Objection Filed by City of Portland [Docket No. 321].
- D. Withdrawal of Claim(s): Re Case No. 14-10589 filed by New York State Department of Labor [Docket No. 322].
- E. Withdrawal of Claim(s): Re Case No. 14-10590 filed by New York State Department of Labor [Docket No. 323].
- F. Informal Response - Anne Arundel County, Maryland [Claim No. 619].
- G. Informal Response - City of Holyoke [Claim No. 848].
- H. Informal Response - Louisiana Department of Revenue [Claim No. 707].
- I. Informal Response - Lubbock Central Appraisal District [Claim No. 831].

- J. Informal Response - Mecklenburg County Tax Collector [Claim No. 538].
- K. Informal Response - Meridian Charter Township [Claim No. 637].
- L. Informal Response - New York State Department of Labor [Claim No. 542].
- M. Informal Response - NM Taxation & Revenue Department [Claim No. 796].
- N. Informal Response - Palm Beach County Tax Collector [Claim No. 506].
- O. Informal Response - Riley County Treasurer [Claim No. 834].
- P. Informal Response - State of Louisiana Department of Revenue [Claim Nos. 553, 555, & 733].
- Q. Informal Response - Texas Comptroller of Public Accounts [Claim Nos. 606, 609, 612, & 621].

Status: This matter is going forward with respect to all claims subject to the Fourth Omnibus Claims Objection except with respect to the claims identified as adjourned or withdrawn on **Exhibit D** attached hereto. The Fourth Omnibus Claims Objection is otherwise uncontested. The Reorganized Debtors will submit a revised proposed order to the Court.

5. **Fifth Omnibus Claims Objection.** Reorganized Debtors' Fifth Omnibus Objection Seeking to (A) Reclassify Certain Claims, (B) Reclassify and Reduce Certain Claims, and (C) Reduce Certain Claims [Docket No. 312].

Related Documents:

- A. Declaration of Stuart S. Steinberg in Support of the Reorganized Debtors' Third, Fourth, and Fifth Omnibus Objections to Certain Claims [Docket No. 313].

Responses Received:

- A. Informal Response - Ace Refrigeration Inc. [Claim Nos. 383 & 385].
- B. Informal Response - GGP-Gateway Mall L.L.C. [Claim No. 712].
- C. Informal Response - Lakeforest Associates LLC [Claim No. 558].
- D. Informal Response - USA Couriers, Inc. [Claim No. 692].
- E. Informal Response - VCG Whitney Field, LLC [Claim No. 714].

Status: This matter is going forward with respect to all claims subject to the Fifth Omnibus Claims Objection except with respect to the claims identified as adjourned on **Exhibit E** attached hereto. The Fifth Omnibus Claims Objection is otherwise uncontested. The Reorganized Debtors will submit a revised proposed order to the Court.

Dated: December 3, 2014
New York, New York

/s/ David S. Meyer

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EXHIBIT A

Status of Responses Received to the First Omnibus Claims Objection [Docket No. 308]

Status of Responses Received to the First Omnibus Claims Objection [Docket No. 308]

Creditor Name	Claim No.	Claim Amount	Docketed Debtor	Basis for Objection	Creditors' Response	Status
City of Bellingham	373	\$28.26	Sbarro LLC	Noncompliant	Creditor provided additional information supporting claim.	Objection to be withdrawn.
Lakeforest Associates LLC	557, 560-63, 566, 567, 570-85, 587, & 591-99	\$342,527.49	Sbarro LLC	Cross-Debtor Duplicate	Creditor initially filed claims against all debtors because it was unclear which debtor was the proper lessee under lease.	The parties are working to resolve the creditor's response. The Reorganized Debtors will provide the court with an update on the status of the objection at the Hearing.
New Rivercenter Mall II, LP	679	\$176,150.50	Sbarro's of Texas, Inc.	Cross-Debtor Duplicate	Creditor requested adjournment.	Adjourned to a date to be determined.
Robert White Refrigeration	793	\$1,909.81	Sbarro LLC	Late Filed	Creditor requested that claim be allowed despite late filing.	Resolved - in addition to being late filed, the claim was also discharged in 2011 bankruptcy case. Creditor does not oppose objection.
State of Michigan, Department of Treasury	54	\$14,071.21	Sbarro Holdings, Inc.	Noncompliant	Formal response filed [Docket No. 315], asserting that proof of claim contained requisite information and should be allowed.	Adjourned to a date to be determined.
U.S. Mechanical	321	\$1,633.13	Sbarro LLC	Noncompliant	Creditor provided additional information supporting claim.	Objection to be withdrawn.

Creditor Name	Claim No.	Claim Amount	Docketed Debtor	Basis for Objection	Creditors' Response	Status
Waste Management - RMC	794	\$19,877.18	Sbarro LLC	Late filed	Creditor's claim is an administrative claim and therefore was timely filed, but creditor believes its claim contains inaccuracies. Requested adjournment to attempt to resolve objection consensually.	Adjourned to a date to be determined.

EXHIBIT B

Status of Responses Received to the Second Omnibus Claims Objection [Docket No. 309]

Status of Responses Received to the Second Omnibus Claims Objection [Docket No. 309]

Creditor Name	Claim No.	Claim Amount	Docketed Debtor	Basis for Objection	Creditors' Response	Status
Bay Shore Mall, LP	13788	\$9,374.18	Sbarro LLC	Superseded	Creditor requested adjournment.	Adjourned to a date to be determined.
Birchwood Mall, LLC	13803	\$6,097.23	Sbarro LLC	Superseded	Creditor requested adjournment.	Adjourned to a date to be determined.
Collin Creek Mall, LLC	14167	\$18,920.24	Sbarro LLC	Superseded	Creditor requested adjournment.	Adjourned to a date to be determined.
GGP-Gateway Mall L.L.C.	14521	\$10,159.77	Sbarro LLC	Superseded	Creditor requested adjournment.	Adjourned to a date to be determined.
New York State Department of Taxation and Finance	29	\$135.25	Demefac Leasing Corp.	Superseded	Creditor sent letter confirming it does not oppose the relief requested.	Resolved - objection will go forward.
NewPark Mall, LP	14952	\$6,623.32	Sbarro LLC	Superseded	Creditor requested adjournment.	Adjourned to a date to be determined.
RPI Greenville Mall, LP	15182	\$3,150.00	Sbarro LLC	Superseded	Creditor requested adjournment.	Adjourned to a date to be determined.
Steeplegate Mall, LLC	14518	\$4,838.98	Sbarro LLC	Superseded	Creditor requested adjournment.	Adjourned to a date to be determined.
Tracy Mall Partners, L.P.	15484	\$6,020.33	Sbarro LLC	Superseded	Creditor requested adjournment.	Adjourned to a date to be determined.
Valley Hills L.L.C.	15536	\$6,099.46	Sbarro LLC	Superseded	Creditor requested adjournment.	Adjourned to a date to be determined.

EXHIBIT C

Status of Responses Received to the Third Omnibus Claims Objection [Docket No. 310]

Status of Responses Received to the Third Omnibus Claims Objection [Docket No. 310]

Creditor Name	Claim No.	Claim Amount	Docketed Debtor	Basis for Objection	Creditors' Response	Status
City of Lynchburg	617	\$1,647.70	Sbarro of Virginia, Inc.	Satisfied	Creditor asserted that a portion of claim was still outstanding for 2011 taxes.	Resolved - Reorganized Debtors sent proof of payment and creditor does not oppose objection.
Collin County Tax Assessor/Collector	68	\$3,562.30	Sbarro America, Inc.	Satisfied	Creditor does not believe 2014 taxes have been paid.	Adjourned to a date to be determined.
County of Loudon, Virginia	837	\$402.51	Sbarro LLC	Satisfied	Creditor withdrew claim on November 19, 2014.	Objection to be withdrawn.
Delgado Produce Company, LLC	121	\$1,086.70	Sbarro LLC	Satisfied	Creditor agreed claim had been paid postpetition.	Resolved - objection will go forward.
Delgado Produce Company, LLC	152	\$503.70	Sbarro LLC	Satisfied	Creditor agreed claim had been paid postpetition.	Resolved - objection will go forward.
Farmore Realty, Inc.	554	\$91,675.84	Sbarro LLC	Satisfied	Formal response filed [Docket No. 318], asserting that the Reorganized Debtors had not produced any proof of payment and that creditor has no records of payment.	The parties are working to resolve the creditor's response. The Reorganized Debtors will provide the court with an update on the status of the objection at the Hearing.
Fort Bend County	139	\$369.59	Sbarro LLC	Satisfied	Formal response filed [Docket No. 317], disputing whether the Reorganized Debtors had satisfied the creditor's claim.	Resolved - parties agreed that Reorganized Debtors could go forward with objection and that creditor would file amended proof of claim, which the Reorganized Debtors have no objection to.

Creditor Name	Claim No.	Claim Amount	Docketed Debtor	Basis for Objection	Creditors' Response	Status
Hess Energy Marketing, LLC	701	\$30,593.00	Sbarro LLC	Satisfied	Creditor does not believe that the Reorganized Debtors and Hess (n/k/a Direct Energy Business) have settled accounts.	Adjourned to a date to be determined.
Martin County Tax Collector	125	\$940.69	Sbarro LLC	Satisfied	Creditor asserted that claim is for 2014 taxes, which have not yet been paid.	Objection to be withdrawn.
Sierra Liquidity Fund, LLC as transferee of Grayhawk Produce	56	\$1,009.59	Sbarro LLC	Satisfied	Creditor requested evidence of payment.	Resolved - Reorganized Debtors sent proof of payment and creditor does not oppose objection.
Sierra Liquidity Fund, LLC as assignee of RE Gelato, Inc.	137	\$1,683.90	Sbarro LLC	Satisfied	Creditor requested evidence of payment.	Resolved - Reorganized Debtors sent proof of payment and creditor does not oppose objection.
Spring Branch Independent School District	102	\$419.49	Sbarro LLC	Satisfied	Creditor does not believe 2014 taxes have been paid.	Adjourned to a date to be determined.

EXHIBIT D

Status of Responses Received to the Fourth Omnibus Claims Objection [Docket No. 311]

Status of Responses Received to the Fourth Omnibus Claims Objection [Docket No. 311]

Creditor Name	Claim No.	Claim Amount	Docketed Debtor	Basis for Objection	Creditors' Response	Status
Anne Arundel County, Maryland	619	\$8,510.81	Sbarro America, Inc.	No Liability	Creditor asserted that FY2014 tax bill remains unpaid; requested adjournment pending payment.	Adjourned to a date to be determined, pending payment.
City of Holyoke	848	\$2,291.98	Sbarro America, Inc.	Satisfied	Creditor asserted that claim is for 2013 personal property taxes which remain unpaid.	Adjourned to a date to be determined, pending payment.
City of Portland	773	\$35.00	Sbarro LLC	No Liability	Formal response filed [Docket No. 321], asserting that account reflects \$35.00 outstanding from fire inspection.	Objection to be withdrawn.
Khan, Shoron U.	545	\$64,000.00	Sbarro LLC	No Liability	Formal response filed [Docket No. 319], asserting that Reorganized Debtors cannot discharge discrimination claim filed with the Pennsylvania Human Rights Commission in August 2013.	Adjourned to a date to be determined.
Louisiana Department of Revenue	707	\$20,744.18	Sbarro America, Inc.	No Liability	Creditor withdrew claim prior to objection being filed.	Objection to be withdrawn.
Lubbock Central Appraisal District	831	\$4,894.65	Sbarro LLC	No Liability	Creditor asserted that claim is for 2014 taxes which have not yet been paid; requested adjournment pending payment. Following receipt of payment creditor will withdraw claims.	Adjourned to a date to be determined, pending payment.

Creditor Name	Claim No.	Claim Amount	Docketed Debtor	Basis for Objection	Creditors' Response	Status
Mecklenburg County Tax Collector	538	\$9,609.11	Sbarro LLC	No Liability	Creditor has finalized 2014 tax bill and would like to work together to resolve objection consensually.	Adjourned to a date to be determined.
Meridian Charter Township	637	\$1,164.98	Sbarro LLC	No Liability	Creditor believes claim for property taxes is still outstanding.	Adjourned to a date to be determined, pending payment.
New York State Department of Labor	542	Unliquidated	Umberto Huntington, LLC	No Liability	Creditor withdrew claim on November 21, 2014.	Objection to be withdrawn.
New York State Department of Labor	630	Unliquidated	Umberto Hauppauge, LLC	No Liability	Formal response filed [Docket No. 323], withdrawing claim.	Objection to be withdrawn.
NM Taxation & Revenue Department	796	\$16,549.46	Corest Management, Inc.	No Liability	Creditor requested that Reorganized Debtors complete a business tax registration form if Corest Management, Inc. no longer has nexus to New Mexico	Resolved - parties agreed that Reorganized Debtors may go forward with the objection.
NYS Department of Labor	483	Unliquidated	Umberto Deer Park, LLC	No Liability	Formal response filed [Docket No. 322], withdrawing claim.	Objection to be withdrawn.
Palm Beach County Tax Collector	506	\$1,533.19	Sbarro LLC	No Liability	Creditor believes claim is still outstanding - received payment for 2011 taxes, but returned check and never received further payment.	Objection to be withdrawn.
Riley County Treasurer	834	\$1,056.89	Sbarro LLC	No Liability	Creditor asserted that 2014 taxes have not been paid	Adjourned to a date to be determined.
State of Louisiana, Louisiana Department of Revenue	553	\$1,406.18	Corest Management, Inc.	No Liability	Creditor withdrew claim on November 20, 2014.	Objection to be withdrawn.

Creditor Name	Claim No.	Claim Amount	Docketed Debtor	Basis for Objection	Creditors' Response	Status
State of Louisiana, Louisiana Department of Revenue	555	\$1,875.98	Sbarro America, Inc.	No Liability	Creditor asserted that claim was amended by later filed claim number 733.	Objection to be withdrawn. Reorganized Debtors consent to creditor withdrawing their claim.
State of Louisiana, Louisiana Department of Revenue	733	\$1,403.95	Sbarro America, Inc.	No Liability	Creditor asserted that claim was partially satisfied and remaining amount was eligible for amnesty. Creditor withdrew claim on November 20, 2014.	Objection to be withdrawn.
Texas Comptroller of Public Accounts	606	\$1,212.60	Sbarro Holdings, Inc.	No Liability	Creditor withdrew claim on November 10, 2014.	Objection to be withdrawn.
Texas Comptroller of Public Accounts	609	\$1,000.00	Sbarro America Properties, Inc.	No Liability	Creditor requested adjournment pending payment.	Adjourned to a date to be determined, pending payment.
Texas Comptroller of Public Accounts	612	\$43,000.00	Sbarro America, Inc.	Satisfied	Creditor requested adjournment pending payment.	Adjourned to a date to be determined, pending payment.
Texas Comptroller of Public Accounts	621	\$1,000.00	Sbarro's of Texas, Inc.	No Liability	Creditor requested adjournment pending payment.	Adjourned to a date to be determined, pending payment.
Wisconsin Department of Revenue	782	\$12,237.27	Sbarro LLC	No Liability	Formal response filed [Docket No. 320], asserting that 2011 taxes were paid, but adjustment was made and additional amounts owed remain unpaid.	Objection to be withdrawn.

EXHIBIT E

Status of Responses Received to the Fifth Omnibus Claims Objection [Docket No. 312]

Status of Responses Received to the Fifth Omnibus Claims Objection [Docket No. 312]

Creditor Name	Claim No.	Claim Amount	Docketed Debtor	Basis for Objection	Creditors' Response	Status
Ace Refrigeration Inc.	383	\$302.23	Sbarro LLC	Reclassified	Creditor requested explanation of objection.	Resolved - creditor does not oppose objection.
Ace Refrigeration Inc.	385	\$150.22	Sbarro LLC	Reclassified	Creditor requested explanation of objection.	Resolved - creditor does not oppose objection.
GGP-Gateway Mall L.L.C.	712	\$139,228.63	Sbarro Properties, Inc.	Reduced	Creditor requested adjournment.	Adjourned to a date to be determined.
Lakeforest Associates LLC	558	\$342,527.49	Sbarro LLC	Reduced and Reclassified	Creditor asserted that surviving claim may properly be against a different debtor.	The parties are working to resolve the creditor's response. The Reorganized Debtors will provide the court with an update on the status of the objection at the Hearing.
USA Couriers, Inc.	692	\$13,842.04	Sbarro LLC	Reclassify	Creditor asserted that claim was entitled to priority under section 503(b)(9) because creditor couriered goods between Sbarro stores in the 20-day period prior to the petition date.	Resolved - the Reorganized Debtors have agreed to treat \$6,921.01 as an administrative priority claim and \$6,921.02 as a general unsecured claim. The creditor does not oppose the objection.
VCG Whitney Field, LLC	714	\$54,025.28	Sbarro America, Inc.	Reduced	Creditor requested adjournment.	Adjourned to a date to be determined.