

James H.M. Sprayregen, P.C.
Edward O. Sassower, P.C.
Nicole L. Greenblatt
David S. Meyer
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Counsel to the Reorganized Debtors

**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

AGENDA FOR HEARING TO BE HELD JANUARY 8, 2015

Time and Date of Hearing: January 8, 2015 at 2:00 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: 1328 Dublin Road, Columbus, Ohio 43215.

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].
- B. Order Overruling Reorganized Debtors' Objection to Claim Number 805 Filed by India Nyanjom [Docket No. 331].
- C. Order Sustaining 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. 332].
- D. Notice of Adjournment of Hearing on Certain Proofs of Claim with Respect to the Reorganized Debtors' First, Second, Third, Fourth, and Fifth Omnibus Claims Objections [Docket Nos. 308, 309, 310, 311, 312] [Docket No. 335].
- E. Stipulation and Agreed Order Between Lakeforest Associates LLC and Reorganized Debtors Resolving Certain Claims and Objections [Docket No. 337].

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 - Lakeforest Associates LLC [Claim Nos. 557, 560-63, 566, 567, 570-85, 587, & 591-99].
- C. Informal Response - New Rivercenter Mall II, LP [Claim No. 679].
- D. Informal Response - Waste Management - RMC [Claim No. 794].

Status: This matter is going forward on an uncontested basis with respect to claim number 54. The remaining objections under the First Omnibus Claims Objection are adjourned or withdrawn, as identified on **Exhibit A** attached hereto. 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].
- B. Order Sustaining Reorganized Debtors' Second Omnibus Objection to Certain Subsequently Amended Claims [Docket No. 330].
- C. Notice of Adjournment of Hearing on Certain Proofs of Claim with Respect to the Reorganized Debtors' First, Second, Third, Fourth, and Fifth Omnibus Claims Objections [Docket Nos. 308, 309, 310, 311, 312] [Docket No. 335].

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 - NewPark Mall, LP [Claim No. 14952].
- F. Informal Response - RPI Greenville Mall, LP [Claim No. 15182].
- G. Informal Response - Steeplegate Mall, LLC [Claim No. 14518].
- H. Informal Response - Tracy Mall Partners, L.P. [Claim No. 15484].
- I. Informal Response - Valley Hills L.L.C. [Claim No. 15536].

Status: This matter is going forward on an uncontested basis with respect to all remaining objections under the Second Omnibus Claims Objection, as identified on **Exhibit B** attached hereto. 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].
- B. Order Sustaining Reorganized Debtors' Third Omnibus Objection to Certain Satisfied Claims [Docket No. 329].

- C. Notice of Adjournment of Hearing on Certain Proofs of Claim with Respect to the Reorganized Debtors' First, Second, Third, Fourth, and Fifth Omnibus Claims Objections [Docket Nos. 308, 309, 310, 311, 312] [Docket No. 335].

Responses Received:

- A. Farmore Realty, Inc. Response to Reorganized Debtors' Third Omnibus Objection to Certain Satisfied Claims [Docket No. 318].
- B. Informal Response - Collin County Tax Assessor/Collector [Claim No. 68].
- C. Informal Response - Hess Energy Marketing, LLC [Claim No. 701].
- D. Informal Response - Spring Branch Independent School District [Claim No. 102].

Status: This matter is going forward on an uncontested basis with respect to claim number 68. The remaining objections under the Third Omnibus Claims Objection are adjourned or withdrawn, as identified on **Exhibit C** attached hereto. 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].
- B. Order Sustaining Reorganized Debtors' Fourth Omnibus Objection to Certain (A) No Liability Claims and (B) Satisfied Claims [Docket No. 328].
- C. Notice of Adjournment of Hearing on Certain Proofs of Claim with Respect to the Reorganized Debtors' First, Second, Third, Fourth, and Fifth Omnibus Claims Objections [Docket Nos. 308, 309, 310, 311, 312] [Docket No. 335].

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. Claimant Shoron Khan's Response to the "No Liability" Objection Filed by Debtor with Respect to his Claim (No. 545) [Docket No. 339].
- C. Informal Response - Anne Arundel County, Maryland [Claim No. 619].
- D. Informal Response - Lubbock Central Appraisal District [Claim No. 831].
- E. Informal Response - Mecklenburg County Tax Collector [Claim No. 538].
- F. Informal Response - Meridian Charter Township [Claim No. 637].

- G. Informal Response - Riley County Treasurer [Claim No. 834].
- H. Informal Response - Texas Comptroller of Public Accounts [Claim Nos. 606, 609, 612, & 621].

Status: This matter is going forward on an uncontested basis with respect to claim number 834. The remaining objections under the Fourth Omnibus Claims Objection are adjourned or withdrawn, as identified on **Exhibit D** attached hereto. 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].
- B. Order Sustaining Reorganized Debtors' Fifth Omnibus Objection Seeking to (A) Reclassify Certain Claims, (B) Reclassify and Reduce Certain Claims, and (C) Reduce Certain Claims [Docket No. 327].
- C. Notice of Adjournment of Hearing on Certain Proofs of Claim with Respect to the Reorganized Debtors' First, Second, Third, Fourth, and Fifth Omnibus Claims Objections [Docket Nos. 308, 309, 310, 311, 312] [Docket No. 335].
- D. Stipulation and Agreed Order Between Lakeforest Associates LLC and Reorganized Debtors Resolving Certain Claims and Objections [Docket No. 337].

Responses Received:

- A. Informal Response - GGP-Gateway Mall L.L.C. [Claim No. 712].
- B. Informal Response - Lakeforest Associates LLC [Claim No. 558].
- C. Informal Response - VCG Whitney Field, LLC [Claim No. 714].

Status: This matter is going forward on an uncontested basis with respect to claim number 714. The remaining objections under the Fifth Omnibus Claims Objection are adjourned or withdrawn, as identified on **Exhibit E** attached hereto. The Reorganized Debtors will submit a revised proposed order to the Court.

Dated: January 7, 2015
New York, New York

/s/ David S. Meyer

James H.M. Sprayregen, P.C.
Edward O. Sassower, P.C.
Nicole L. Greenblatt
David S. Meyer
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Counsel to the Reorganized Debtors

EXHIBIT A

**Status of Remaining Claims Subject to the First Omnibus Claims Objection
[Docket No. 308]**

Status of Remaining Claims Subject to the First Omnibus Claims Objection [Docket No. 308]

Creditor Name	Claim No.	Claim Amount	Docketed Debtor	Basis for Objection	Creditors' Response	Status
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 not certain which debtor was the proper lessee under lease.	Objections withdrawn pursuant to stipulation filed December 23, 2014 [Docket No. 337].
New Rivercenter Mall II, LP	679	\$176,150.50	Sbarro's of Texas, Inc.	Cross-Debtor Duplicate	Creditor requested further adjournment.	Adjourned to a date to be determined.
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.	Resolved - creditor does not oppose the objection.
Waste Management - RMC	794	\$19,877.18	Sbarro LLC	Late filed	Creditor requested further adjournment to attempt to resolve objection consensually.	Adjourned to a date to be determined.

EXHIBIT B

**Status of Remaining Claims Subject to the Second Omnibus Claims Objection
[Docket No. 309]**

Status of Remaining Claims Subject 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.	Resolved - creditor confirmed that it does not oppose the objection.
Birchwood Mall, LLC	13803	\$6,097.23	Sbarro LLC	Superseded	Creditor requested adjournment.	Resolved - creditor confirmed that it does not oppose the objection.
Collin Creek Mall, LLC	14167	\$18,920.24	Sbarro LLC	Superseded	Creditor requested adjournment.	Resolved - creditor confirmed that it does not oppose the objection.
GGP-Gateway Mall L.L.C.	14521	\$10,159.77	Sbarro LLC	Superseded	Creditor requested adjournment.	Resolved - creditor confirmed that it does not oppose the objection.
NewPark Mall, LP	14952	\$6,623.32	Sbarro LLC	Superseded	Creditor requested adjournment.	Resolved - creditor confirmed that it does not oppose the objection.
RPI Greenville Mall, LP	15182	\$3,150.00	Sbarro LLC	Superseded	Creditor requested adjournment.	Resolved - creditor confirmed that it does not oppose the objection.
Steeplegate Mall, LLC	14518	\$4,838.98	Sbarro LLC	Superseded	Creditor requested adjournment.	Resolved - creditor confirmed that it does not oppose the objection.
Tracy Mall Partners, L.P.	15484	\$6,020.33	Sbarro LLC	Superseded	Creditor requested adjournment.	Resolved - creditor confirmed that it does not oppose the objection.
Valley Hills L.L.C.	15536	\$6,099.46	Sbarro LLC	Superseded	Creditor requested adjournment.	Resolved - creditor confirmed that it does not oppose the objection.

EXHIBIT C

**Status of Remaining Claims Subject to the Third Omnibus Claims Objection
[Docket No. 310]**

Status of Remaining Claims Subject 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 Holyoke	848	\$2,291.98	Sbarro America, Inc.	Satisfied	Creditor asserted that claim is for 2013 personal property taxes which remain unpaid.	Objection to be withdrawn.
Collin County Tax Assessor/Collector	68	\$3,562.30	Sbarro America, Inc.	Satisfied	Creditor does not believe taxes for 2014 have been paid.	Resolved - creditor confirmed that it does not oppose the objection.
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.	Adjourned to a date to be determined.
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.
Spring Branch Independent School District	102	\$419.49	Sbarro LLC	Satisfied	Creditor does not believe taxes for 2014 have been paid.	Adjourned to a date to be determined.

EXHIBIT D

**Status of Remaining Claims Subject to the Fourth Omnibus Claims Objection
[Docket No. 311]**

Status of Remaining Claims Subject 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 tax bill for fiscal year 2014 remains unpaid; requested further adjournment pending payment.	Adjourned to a date to be determined.
Khan, Shoron U.	545	\$64,000.00	Sbarro LLC	No Liability	Formal responses filed [Docket Nos. 319 & 339] asserting that Reorganized Debtors cannot discharge discrimination claim filed with the Pennsylvania Human Rights Commission in August 2013.	Resolved - Reorganized Debtors and creditor have agreed that claim number 545 shall be allowed as a General Unsecured Claim in the amount of \$64,000.
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. Creditor received payment and will withdraw claims.	Objection to be withdrawn.
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.

Creditor Name	Claim No.	Claim Amount	Docketed Debtor	Basis for Objection	Creditors' Response	Status
Riley County Treasurer	834	\$1,056.89	Sbarro LLC	No Liability	Creditor asserted that 2014 taxes have not been paid. 2014 taxes have now been paid and creditor agrees that objection can go forward to expunge claim.	Resolved - creditor confirmed it does not oppose the objection.
Texas Comptroller of Public Accounts	609	\$1,000.00	Sbarro America Properties, Inc.	No Liability	Creditor requested adjournment pending payment. Payment was made and creditor withdrew claim on December 9, 2014.	Objection to be withdrawn.
Texas Comptroller of Public Accounts	612	\$43,000.00	Sbarro America, Inc.	Satisfied	Creditor requested adjournment pending payment. Payment was made and creditor withdrew claim on December 9, 2014.	Objection to be withdrawn.
Texas Comptroller of Public Accounts	621	\$1,000.00	Sbarro's of Texas, Inc.	No Liability	Creditor requested adjournment pending payment. Payment was made and creditor withdrew claim on December 9, 2014.	Objection to be withdrawn.

EXHIBIT E

**Status of Remaining Claims Subject to the Fifth Omnibus Claims Objection
[Docket No. 312]**

Status of Remaining Claims Subject to the Fifth Omnibus Claims Objection [Docket No. 312]

Creditor Name	Claim No.	Claim Amount	Docketed Debtor	Basis for Objection	Creditors' Response	Status
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.	Objection withdrawn pursuant to stipulation filed December 23, 2014 [Docket No. 337].
VCG Whitney Field, LLC	714	\$54,025.28	Sbarro America, Inc.	Reduced	Creditor requested adjournment.	Resolved - creditor confirmed it does not oppose the objection.