

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

BERTUCCI'S HOLDINGS, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 18-10894 (MFW)

(Jointly Administered)

**AMENDED² NOTICE OF AGENDA OF MATTERS SCHEDULED FOR HEARING ON
MAY 7, 2018 AT 10:30 A.M. BEFORE THE HONORABLE MARY F. WALRATH**

**UNCONTESTED MATTERS WITH CERTIFICATE OF NO OBJECTION/
CERTIFICATION OF COUNSEL:**

1. Motion of the Debtors for Entry of an Order (A) Authorizing the Maintenance of Bank Accounts and Continued Use of Existing Business Forms and Checks, (B) Authorizing the Continued Use of Existing Cash Management System, (C) Authorizing the Continued Use of Intercompany Transactions and Granting Administrative Expense Status to Postpetition Intercompany Transactions and (D) Granting Limited Relief from the Requirements of Bankruptcy Code Section 345(b) and the United States Trustee Operating Guidelines [D.I. 6, filed on April 15, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee and Creditors' Committee.

Responses Received:

- A. Informal comments from the Office of the United States Trustee
- B. Informal comments from Wells Fargo Bank, N.A.

Related Documents:

- C. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Bertucci's Holdings, Inc. (0243), Bertucci's Holdings, LLC (8034), Bertucci's Corporation (1266), Bertucci's, Inc. (7209), Two Ovens Restaurant Corp. (4922), Bertucci's Restaurant Corp. (4750), Bertucci's of Anne Arundel County, Inc. (4761), Bertucci's of Columbia, Inc. (4758), Bertucci's of Baltimore County, Inc. (9001), Bertucci's of Bel Air, Inc. (4759), and Bertucci's of White Marsh, Inc. (4760). The Debtors' corporate headquarters and the mailing address is 155 Otis Street, Northborough, Massachusetts 01532.

² Amended items appear in bold.

- D. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- E. Interim Order (A) Authorizing the Maintenance of Bank Accounts and Continued Use of Existing Business Forms and Checks, (B) Authorizing the Continued Use of Existing Cash Management System, (C) Authorizing the Continued Use of Intercompany Transactions and Granting Administrative Expense Status to PostPetition Intercompany Transactions Granting Administrative Expense Status to PostPetition Intercompany Claims, and (D) Granting Limited Relief from the Requirements of Bankruptcy Code Section 345(B) and the United States Trustee Operating Guidelines [D.I. 52, entered on April 17, 2018]
- F. Notice of Hearing [D.I. 65, filed on April 17, 2018]
- G. Certification of Counsel [D.I. 139, filed on May 3, 2018]

Status: On May 3, 2018, the Court entered an order granting the relief requested on a final basis. Accordingly, a hearing regarding this matter is not required.

- 2. Motion of the Debtors for Entry of an Order (i) Authorizing the Debtors to Pay Certain Prepetition Tax and Fee Obligations and (ii) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers [D.I. 10, filed on April 15, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee and Creditors' Committee.

Responses Received: None

Related Documents:

- A. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]
- B. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- C. Interim Order Granting Motion of the Debtors for Entry of an Order (I) Authorizing the Debtors to Pay Certain Prepetition Tax and Fee Obligations and (II) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers [D.I. 63, entered on April 17, 2018]
- D. Notice of Hearing [D.I. 67, filed on April 17, 2018]
- E. Certificate of No Objection [D.I. 140, filed on May 3, 2018]

Status: On May 3, 2018, the Court entered an order granting the relief requested on a final basis. Accordingly, a hearing regarding this matter is not required.

3. Motion of the Debtors for Entry of Interim and Final Orders (a) Authorizing the Debtors to Pay All or a Portion of the Prepetition Claims of Certain Critical Vendors and (b) Authorizing Financial Institutions to Honor and Process Related Checks and Transfers [D.I. 12, filed on April 15, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee and Creditors' Committee.

Responses Received:

- A. Informal comments from Maines Paper and Food Service, Inc.
- B. Informal comments from the Creditors' Committee

Related Documents:

- C. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]
- D. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- E. Interim Order Authorizing the Payment of Certain Prepetition Claims of Critical Vendors and Granting Related Relief [D.I. 54, entered on April 17, 2018]
- F. Notice of Hearing [D.I. 69 filed on April 17, 2018]
- G. Certification of Counsel [D.I. 141, filed on May 3, 2018]

Status: On May 3, 2018, the Court entered an order granting the relief requested on a final basis. Accordingly, a hearing regarding this matter is not required.

4. Motion of the Debtors for Entry of Interim and Final Orders, Pursuant to 11 U.S.C. §§ 105(a), 363, 507(a)(2), 541, 1107(a), and 1108 (I) Authorizing the Payment of Prepetition Claims Arising Under (A) the Perishable Agricultural Commodities Act and (B) the Packers and Stockyards Act and (II) Authorizing Banks to Honor and Process Checks and Electronic Transfer Requests Related to the Foregoing [D.I. 15, filed on April 15, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee and Creditors' Committee.

Responses Received: None.

Related Documents:

- A. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]
- B. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- C. Interim Order (I) Authorizing the Payment of Prepetition Claims Arising Under (A) The Perishable Agricultural Commodities Act and (B) The Packers and Stockyards Act and (II) Authorizing Banks to Honor and Process Checks and Electronic Transfer Requests Related to the Foregoing [D.I. 56, entered on April 17, 2018]
- D. Notice of Hearing [D.I. 70, filed on April 17, 2018]
- E. Certificate of No Objection [D.I. 142, filed on May 3, 2018]

Status: On May 3, 2018, the Court entered an order granting the relief requested on a final basis. Accordingly, a hearing regarding this matter is not required.

- 5. Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [D.I. 17, filed on April 15, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee and Creditors' Committee.

Responses Received: None

Related Documents:

- A. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]
- B. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- C. Notice of Hearing Regarding Second Day Motions [D.I. 74, filed on April 17, 2018]
- D. Certificate of No Objection [D.I. 143, filed on May 3, 2018]

Status: On May 3, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

6. Debtors' First Omnibus Motion for Entry of an Order Authorizing the Debtors to (I) Reject Unexpired Leases Nunc Pro Tunc to the Petition Date and (II) Abandon Any Remaining Property at the Rejected Locations [D.I. 18, filed on April 15, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee and Creditors' Committee.

Responses Received:

- A. Informal comments from DDR Permieter Point, LLC and Regency Centers
- B. Informal comments from Wellesley Center, L.C.

Related Documents:

- A. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]
- B. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- C. Notice of Hearing Regarding Second Day Motions [D.I. 72, filed on April 17, 2018]
- D. Certification of Counsel [D.I. 144, filed on May 3, 2018]

Status: On May 3, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

7. Application of the Debtors to Approve the Employment and Retention of Landis Rath & Cobb LLP as Their Bankruptcy Counsel, Nunc Pro Tunc to the Petition Date, Pursuant to Bankruptcy Code Section 327(a), Bankruptcy Rules 2014 and 2016 and Local Rule 2014-1 [D.I. 38, filed on April 16, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee and Creditors' Committee.

Responses Received: None

Related Documents:

- A. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]

- B. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- C. Notice of Hearing Regarding Second Day Motions [D.I. 74, filed on April 17, 2018]
- D. Certificate of No Objection [D.I. 145, filed on May 3, 2018]

Status: On May 3, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

8. Application of the Debtors for Entry of an Order Authorizing the Employment and Retention of Imperial Capital, LLC as Investment Banker and Financial Advisor to the Debtors *Nunc Pro Tunc* to the Petition Date and a Waiver of Compliance with Certain of the Requirements of Local Rule 2016-2 [D.I. 39, filed on April 16, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee and Creditors' Committee.

Responses Received: Informal comments from the Office of the United States Trustee

Related Documents:

- A. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]
- B. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- C. Notice of Hearing Regarding Second Day Motions [D.I. 74, filed on April 17, 2018]
- D. Certification of Counsel [D.I. 146, filed on May 3, 2018]

Status: On May 3, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

9. Application of the Debtors for Entry of an Order Approving the Employment and Retention of Hilco Real Estate LLC as Real Estate Advisor for the Debtors, *Nunc Pro Tunc* to the Petition Date and a Waiver of Compliance with Certain of the Requirements of Local Rule 2016-2 [D.I. 40, filed on April 16, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee and Creditors' Committee.

Responses Received: Informal comments from the Office of the United States Trustee

Related Documents:

- A. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]
- B. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- C. Notice of Hearing Regarding Second Day Motions [D.I. 74, filed on April 17, 2018]
- D. Certification of Counsel [D.I. 147, filed on May 3, 2018]

Status: On May 3, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

- 10. Debtors' Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [D.I. 41, filed on April 16, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee and Creditors' Committee.

Responses Received: None.

Related Documents:

- A. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]
- B. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- C. Notice of Hearing Regarding Second Day Motions [D.I. 74, filed on April 17, 2018]
- D. Certificate of No Objection [D.I. 148, filed on May 3, 2018]

Status: On May 3, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

CONTESTED MATTERS:

- 11. Motion of the Debtors for Entry of Interim and Final Orders (A) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service, (B) Deeming Utilities Adequately Assured of Future Performance, and (C) Establishing Procedures for Determining Adequate Assurance of Payment [D.I. 9, filed on April 15, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 1, 2018 at 4:00 p.m. for Sprague Operating Resources. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee and Creditors' Committee.

Responses Received:

- A. Informal comments from Sprague Operating Resources
- B. Informal comments from the DIP Lender
- C. Objection of Certain Utility Companies to the Motion of the Debtors for Entry of Interim and Final Orders (A) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service, (B) Deeming Utilities Adequately Assured of Future Performance, and (C) Establishing Procedures for Determining Adequate Assurance of Payment [D.I. 119, filed on April 30, 2018]

Related Documents:

- D. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]
- E. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- F. Interim Order Granting Motion of the Debtors for Entry of Interim and Final Orders (A) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service, (B) Deeming Utilities Adequately Assured of Future Performance, and (C) Establishing Procedures for Determining Adequate Assurance of Payment [D.I. 57, entered on April 17, 2018]
- G. Notice of Hearing [D.I. 66, filed on April 17, 2018]
- H. **Certification of Counsel [D.I. 164, filed on May 3, 2018]**
- I. **Notice of Withdrawal of Objection of Certain Utility Companies To the Motion of Debtors For Entry of Interim and Final Orders (A) Prohibiting Utilities From Altering, Refusing, or Discontinuing Service, (B) Deeming Utilities Adequately Assured of Future Performance, and (C) Establishing Procedures For Determining Adequate Assurance of Payment [D.I. 165, filed on May 4, 2018]**

Status: All informal comments and objections have been resolved. A Certification of Counsel has been filed and submitted in accordance with the Court's procedures.

- 12. Motion of the Debtors for Interim and Final Orders Authorizing the Debtors to (I) Maintain Existing Insurance Policies and Pay All Policy Premiums Arising Thereunder and Renew or Enter into New Policies and (II) Continue Insurance Premium Financing Programs, Pay Insurance Premium Financing Obligations Arising in Connection

Therewith and Renew or Enter into New Premium Financing Arrangements [D.I. 11, filed on April 15, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee, Creditors' Committee and The North River Insurance Company.

Responses Received:

- A. The North River Insurance Company's Limited Objection to Certain Second Day Motions [D.I. 136, filed on May 2, 2018]

Related Documents:

- B. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]
- C. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- D. Interim Order Granting Motion of the Debtors for Interim and Final Orders Authorizing the Debtors to (I) Maintain Existing Insurance Policies and Pay All Policy Premiums Arising Thereunder and Renew or Enter Into New Policies and (II) Continue Insurance Premium Financing Programs, Pay Insurance Premium Financing Obligations Arising in Connection Therewith and Renew or Enter into New Premium Financing Arrangements [D.I. 64, entered on April 17, 2018]
- E. Notice of Hearing [D.I. 68, filed on April 17, 2018]
- F. **Certification of Counsel [D.I. 162, filed on May 3, 2018]**

Status: The limited objection to this Motion has been resolved. A Certification of Counsel has been filed and submitted in accordance with the Court's procedures.

- 13. Motion of Debtors and Debtors-In-Possession for Interim and Final Orders Authorizing the Debtors to: (A) Incur Postpetition Debt; (B) Provide Adequate Protection; (C) Use Cash Collateral; and (D) Grant Certain Liens and Provide Security and Other Relief to Prepetition Secured Lenders [D.I. 16, filed on April 15, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee, Creditors' Committee, The North River Insurance Company and Federal Realty Investment Trust.

Responses Received:

- A. Objection of the Official Committee of Unsecured Creditors to Debtors Motions for: (I) Entry of an Order Approving Bidding Procedures and Stalking Horse

Agreement; and (II) Entry of a Final Order Authorizing Postpetition Financing and Use of Cash Collateral [D.I. 135, filed on May 2, 2018]

- B. The North River Insurance Company's Limited Objection to Certain Second Day Motions [D.I. 136, filed on May 2, 2018]
- C. Informal comments from Federal Investment Realty Trust

Related Documents:

- D. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]
- E. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- F. Interim Order Authorizing the Debtors to: (A) Incur Postpetition Debt; (B) Provide Adequate Protection; (C) Use Cash Collateral; and (D) Grant Certain Liens and Provide Security and Other Relief Related to Pre-Petition Secured Lenders [D.I. 62, entered on April 17, 2018]
- G. Notice of Hearing [D.I. 71, filed on April 17, 2018]
- H. **Debtors' Reply to (A) Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' Motions for (I) Entry of an Order Approving Bidding Procedures and Stalking Horse Agreement; and (II) Entry of a Final Order Authorizing Postpetition Financing and Use of Cash Collateral and (B) Other Objections and Bid Procedures [D.I. 167, filed on May 4, 2018]**

Status: The limited objection of The North River Insurance Company has been resolved and will be reflected in the proposed revised Final DIP Order. This matter will go forward.

- 14. Motion of the Debtors and Debtors-In-Possession for Entry of an Order (A) Approving Bidding Procedures in connection with a Transaction by Public Auction; (B) Scheduling a Hearing to Consider the Transaction; (C) Approving the Form and Manner of Notice Thereof; (D) Approving Contract Procedures; and (E) Granting Related Relief [D.I. 19, filed on April 15, 2018]

Response Deadline: April 30, 2018 at 4:00 p.m. Extended to May 2, 2018 at 4:00 p.m. for the United States Trustee, Creditors' Committee, The North River Insurance Company and Federal Realty Investment Trust.

Responses Received:

- A. Limited Objection of Landlords 140 School Street, LLC and W/S/M Hingham Properties, LLC to Motion of the Debtors and Debtors-in-Possession for Entry of

- an Order (A) Approving Bidding Procedures in Connection with a Transaction by Public Auction; (B) Scheduling a Hearing to Consider the Transaction; (C) Approving the Form and Manner of Notice Thereof; (D) Approving Contract Procedures; and (E) Granting Related Relief [D.I. 123, filed on April 30, 2018]
- B. Joinder of Costco Wholesale Corporation to Limited Objection of Landlords 140 School Street, LLC and W/S/M Hingham Properties, LLC to Motion of the Debtors and Debtors-in-Possession for Entry of an Order (A) Approving Bidding Procedures in Connection with a Transaction by Public Auction; (B) Scheduling a Hearing to Consider the Transaction; (C) Approving the Form and Manner of Notice Thereof; (D) Approving Contract Procedures; and (E) Granting Related Relief [D.I. 125, filed on April 30, 2018]
- C. Objection of the Official Committee of Unsecured Creditors to Debtors Motions for: (I) Entry of an Order Approving Bidding Procedures and Stalking Horse Agreement; and (II) Entry of a Final Order Authorizing Postpetition Financing and Use of Cash Collateral [D.I. 135, filed on May 2, 2018]
- D. The North River Insurance Company's Limited Objection to Certain Second Day Motions [D.I. 136, filed on May 2, 2018]
- E. Informal comments from the Office of the United States Trustee
- F. Informal comments from Federal Realty Investment Trust

Related Documents:

- G. Declaration of Brian Connell in Support of the Debtors' Chapter 11 Petitions and First Day Pleadings [D.I. 3, filed on April 15, 2018]
- H. Motion of the Debtors for Entry of an Order (I) Approving Asset Purchase Agreement and Authorizing the Sale of Certain Assets of the Debtors Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of All Liens, Claims, Encumbrances, and Interests, (III) Authorizing the Assumption and Assignment or Rejection of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief [D.I. 20, filed on April 15, 2018]
- I. Notice of Filing Chapter 11 Petitions and Related Motions and Declarations [D.I. 24, filed on April 16, 2018]
- J. Notice of Hearing [D.I. 73 filed on April 17, 2018]
- K. Notice of Possible Assumption and Proposed Cure Amount with Respect to Executory Contracts or Unexpired Leases Potentially to be Assumed and Assigned in Connection with Sale of Debtors' Assets [D.I. 111, filed on April 26, 2018]

- L. **Debtors' Reply to (A) Omnibus Objection of the Official Committee of Unsecured Creditors to Debtors' Motions for (I) Entry of an Order Approving Bidding Procedures and Stalking Horse Agreement; and (II) Entry of a Final Order Authorizing Postpetition Financing and Use of Cash Collateral and (B) Other Objections and Bid Procedures [D.I. 167, filed on May 4, 2018]**

Status: The limited objection of The North River Insurance Company has been resolved and will be reflected in the proposed revised Final DIP Order. This matter will go forward.

Dated: May 4, 2018
Wilmington, Delaware

LANDIS RATH & COBB LLP



Adam G. Landis (No. 3407)
Kerri K. Mumford (No. 4186)
Kimberly A. Brown (No. 5138)
Jennifer L. Cree (No. 5919)
919 Market Street, Suite 1800
Wilmington, Delaware 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450
Email: landis@lrclaw.com
mumford@lrclaw.com
brown@lrclaw.com
cree@lrclaw.com

*Counsel to the Debtors
and Debtors-In-Possession*