

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

In re:

BUMBLE BEE PARENT, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 19-12502 (LSS)

(Jointly Administered)

**NOTICE OF SECOND AMENDED<sup>2</sup> AGENDA OF MATTERS SCHEDULED  
FOR HEARING ON JANUARY 23, 2020 AT 1:30 P.M. (ET)<sup>3</sup>**

**Location: UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF  
DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM  
NO. 2, WILMINGTON, DELAWARE 19801**

**CONTESTED MATTERS GOING FORWARD**

1. Debtors' Motion for Entry of Orders (I) (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Authorizing and Approving Entry Into the Stalking Horse APA, (C) Approving the Designation of the Stalking Horse Bidder, (D) Approving Bid Protections, (E) Scheduling a Sale Hearing and Objection Deadlines With Respect to the Sale, (F) Scheduling an Auction, (G) Approving the Form and Manner of Notice of the Sale Hearing and Auction, (H) Approving Contract Assumption and Assignment Procedures, and (I) Granting Related Relief; and (II) (A) Approving the Stalking Horse Agreement; (B) Approving the Sale to the Stalking Horse Bidder (or Backup Bidder) of Substantially All of the Purchased Assets of the Debtors, Pursuant to Section 363 of the Bankruptcy Code Free and Clear of All Liens, Claims, Interests, and Encumbrances; (C) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Pursuant to Section 365 of the Bankruptcy Code; (D) Authorizing the Debtors to Consummate Transactions Related Thereto; and (E) Granting Related Relief [D.I. 31, 11/21/19]

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Bumble Bee Parent, Inc. (5118); Bumble Bee Holdings, Inc. (1051); Bumble Bee Foods, LLC (0146); Anova Food, LLC (2140); and Bumble Bee Capital Corp. (7816). The headquarters for the above-captioned Debtors is 280 Tenth Avenue, San Diego, CA 92101.

<sup>2</sup> **Amended items appear in bold.**

<sup>3</sup> Please be advised that the hearing location has changed **from the prior agenda** and will be held on the **6th Floor, in Courtroom No. 2**.

Sale Response Deadline: January 10, 2020 at 4:00 p.m. (ET)  
[Extended until January 21, 2020 at 3:00 p.m. (ET) for the Official Committee of Unsecured Creditors, with permission from the Court]

Sale Responses Received: See **Exhibit A** attached hereto

Cure/Assignment Response Deadline: January 16, 2020 at 4:00 p.m. (ET)

Cure/Assignment Responses Received: See **Exhibit B** attached hereto

Related Documents:

- A. Notice of Motion [D.I. 76, 11/25/19]
- B. Declaration of Eric Winthrop in Support of Motion [D.I. 162, 12/18/19]
- C. Order (A) Approving Bidding Procedures for the Sale of All or Substantially All of the Debtors' Assets, (B) Authorizing and Approving Entry Into the Stalking Horse APA, (C) Approving the Designation of the Stalking Horse Bidder, (D) Approving Bid Protections, (E) Scheduling a Sale Hearing and Objection Deadlines with Respect to the Sale, (F) Scheduling an Auction, (G) Approving the Form and Manner of Notice of the Sale Hearing and Auction, (H) Approving Contract Assumption and Assignment Procedures, and (I) Granting Related Relief [D.I. 171, 12/19/19]
- D. Notice of Bidding Procedures, Auction Date, and Sale Hearing [D.I. 176, 12/19/19]
- E. Notice of Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and Proposed Cure Amounts [D.I. 206, 1/2/20]
- F. Affidavit of Publication [D.I. 208, 1/2/20]
- G. Notice of Partial Withdrawal of Notice of Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and Proposed Cure Amounts [D.I. 275, 1/14/20]
- H. Notice of Partial Withdrawal of Notice of Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and Proposed Cure Amounts [D.I. 299, 1/21/20]
- I. Declaration of Matthew Braun in Support of Entry of Order (A) Approving the Stalking Horse Agreement; (B) Approving the Sale to the Stalking Horse Bidder of Substantially All of the Purchased Assets of the Debtors Pursuant to Section 363 of the Bankruptcy Code Free and Clear of All Liens, Claims, Interests, and Encumbrances; (C) Approving the Assumption and Assignment

of Certain Executory Contracts and Unexpired Leases Pursuant to Section 365 of the Bankruptcy Code; (D) Authorizing the Debtors to Consummate Transactions Related to the Above; and (E) Granting Other Relief [D.I. 300, 1/21/20]

- J. Declaration of Kent McNeil in Support of Entry of Order (A) Approving the Stalking Horse Agreement; (B) Approving the Sale to the Stalking Horse Bidder of Substantially All of the Purchased Assets of the Debtors Pursuant to Section 363 of the Bankruptcy Code Free and Clear of All Liens, Claims, Interests, and Encumbrances; (C) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Pursuant to Section 365 of the Bankruptcy Code; (D) Authorizing the Debtors to Consummate Transactions Related to the Above; and (E) Granting Other Relief [D.I. 301, 1/21/20]
  - K. Debtors' Omnibus Reply in Support of the Sale Motion [D.I. 302, 1/21/20]
  - L. Debtors' Motion for Entry of an Order Granting the Debtors Leave and Permission to File Debtors' Omnibus Reply in Support of Sale Motion [D.I. 303, 1/21/20]
  - M. Declaration of Jerry Chong-Yih in Support of Entry of Order (A) Approving the Stalking Horse Agreement; (B) Approving the Sale to the Stalking Horse Bidder of Substantially All of the Purchased Assets of the Debtors Pursuant to Section 363 of the Bankruptcy Code Free and Clear of All Liens, Claims, Interests, and Encumbrances; (C) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Pursuant to Section 365 of the Bankruptcy Code; (D) Authorizing the Debtors to Consummate Transactions Related to the Above; and (E) Granting Other Relief [D.I. 307, 1/21/20]
  - N. **Notice of Designation of Credit Bid Backup Bid [D.I. 310, 1/22/20]**
  - O. **Notice of Filing of Blackline of Revised Proposed Order (A) Approving the Stalking Horse Agreement; (B) Approving the Sale to the Stalking Horse Bidder of Substantially All of the Purchased Assets of the Debtors Pursuant to Section 363 of the Bankruptcy Code Free and Clear of All Liens, Claims, Interests, and Encumbrances; (C) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Pursuant to Section 365 of the Bankruptcy Code; (D) Authorizing the Debtors to Consummate Transactions Related to the Above; and (E) Granting Other Relief [D.I. 312, 1/23/20]**
- Status: The Debtors have reached a resolution with the Committee to resolve the Committee's anticipated objection to the Motion. A term sheet outlining the principal terms of the resolution will be filed with the Court in advance of the hearing. The current status of other objections to the Motion are as set forth on Exhibits A and B attached hereto. This matter is going forward.

2. Debtors' Motion for Entry of an Order (I) Confirming the Debtors' Authority to Continue Certain Prepetition Incentive Compensation Programs in the Ordinary Course; (II) Approving Key Employee Incentive Program; and (III) Granting Related Relief [D.I. 183, 12/20/19]

Response Deadline:

January 3, 2020 at 4:00 p.m. (ET)

Responses Received:

- A. Objection of the United States Trustee [D.I. 204, 12/31/19]
- B. Objection of the Official Committee of Unsecured Creditors [Sealed Version D.I. 209, 1/3/20; Redacted Version D.I. 211, 1/3/20]
- C. Declaration of David Orlofsky in Support of the Debtors' Motion for Entry of an Order (I) Confirming the Debtors' Authority to Continue Certain Prepetition Incentive Compensation Programs in the Ordinary Course; (II) Approving Key Employee Incentive Program; and (III) Granting Related Relief [D.I. 236, 1/7/20]
- D. Declaration of Jan Tharp in Support of the Debtors' Motion for Entry of an Order (I) Confirming the Debtors' Authority to Continue Certain Prepetition Incentive Compensation Programs in the Ordinary Course; (II) Approving Key Employee Incentive Program; and (III) Granting Related Relief [Sealed Version D.I. 237, 1/7/20; Redacted Version D.I. 238, 1/7/20]
- E. Debtors' Omnibus Reply in Support of Motion for Approval of Their Annual Incentive and Key Employee Incentive Plans [Sealed Version D.I. 239, 1/7/20; Redacted Version D.I. 240, 1/7/20]
- F. Notice of Filing of (I) List of AIP Participants and AIP Payments and (II) Partially Unsealed List of KEIP Participants and KEIP Awards [D.I. 248, 1/9/20]
- G. [SEALED] Exhibit A to Notice of Filing of (I) List of AIP Participants and AIP Payments and (II) Partially Unsealed List of KEIP Participants and KEIP Awards [D.I. 249, 1/9/20]
- H. Order Granting the Debtors Leave and Permission to File Omnibus Reply in Support of Motion for Approval of Their Annual Incentive and Key Employee Incentive Plans [D.I. 253, 1/10/20]
- I. Order Granting the Motion of the Official Committee of Unsecured Creditors to File the Objection of Official Committee of Unsecured Creditors to the Debtors' Motion for Entry of an Order (I) Confirming the Debtors' Authority to Continue Certain Prepetition Incentive Compensation Programs in the Ordinary Course; (II) Approving Key Employee Incentive Program; and (III) Granting Related Relief [D.I. 254, 1/10/20]

- J. Order, Pursuant to Section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 9018-1, (I) Authorizing the Debtors to File Under Seal Their Omnibus Reply to Debtors' Objections to Debtors' Motion for an Order Approving the Debtors' Annual Incentive Compensation and Key Employee Incentive Programs; and (II) Directing Parties to Redact Confidential Information [D.I. 255, 1/10/20]
- K. Order (I) Confirming the Debtors' Authority to Continue Certain Prepetition Incentive Compensation Programs in the Ordinary Course; (II) Approving Key Employee Incentive Program; and (III) Granting Related Relief [D.I. 298, 1/21/20]

Status: A resolution has been reached with the Committee regarding this matter, as well as the sale motion (Agenda Item No. 1 above), in light of which this matter is not going forward. The Debtors are not seeking an additional order with respect to this matter at this time.

Dated: January 23, 2020  
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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**EXHIBIT A****GENERAL SALE RESPONSES**

	<b>Docket No.</b>	<b>Date Filed</b>	<b>Respondent</b>	<b>Response/Status</b>
1.	Informal	12/6/19	<i>Trent Jason v. Bumble Bee Foods, LLC</i> (Adv. No. 19-51146, Docket No. 1) Complaint filed by pro se complaint	<i>This matter is going forward.</i>
2.	257	1/10/20	Anova Holding USA, LLC	<i>This objection has been withdrawn.</i>
3.	261	1/10/20	Oracle America, Inc.	<b><i>This matter has been withdrawn [See Docket No. 309].</i></b>
4.	286	1/16/20	The United States, on behalf of the Antitrust Division of the United States Department of Justice	<i>The Debtors are working to resolve this objection and the parties are negotiating clarifying language to the Sale Order.</i>
5.	288	1/16/20	The Official Committee of Unsecured Creditors ( <i>Reservation of Rights</i> )	<i>The Debtors are working to resolve this objection and the parties are negotiating clarifying language.</i>
6.	293	1/17/20	Joinder by Dolgencorp, LLC, Moran Foods, LLC, Raley's Inc., Wakefern Food Corp. and SuperValu Inc. to The Official Committee of Unsecured Creditors' Reservation of Rights ( <i>See Number 5 above</i> )	<i>See number 5 above.</i>

**EXHIBIT B****CURE/ASSIGNMENT RESPONSES**

	<b>Docket No.</b>	<b>Date Filed</b>	<b>Respondent</b>	<b>Status</b>
1.	Informal	N/A	Aptude, Inc.	<i>This Objection is resolved.</i>
2.	Informal	N/A	Bulldog Drummond, Inc.	<i>This Objection is resolved.</i>
3.	Informal	N/A	Chep USA	<i>This Objection is resolved.</i>
4.	Informal	N/A	John Bean Technologies (Thailand) Ltd	<i>This Objection is resolved.</i>
5.	Informal	N/A	Sara Lee Corporation	<i>This Objection is resolved.</i>
6.	Informal	N/A	World Wildlife Fund, Inc	<i>This Objection is resolved.</i>
7.	Informal	1/7/20	Luthi Machinery Company	<i>This Objection is resolved.</i>
8.	Informal	1/8/20	Crider Inc.	<i>This Objection is resolved.</i>
9.	Informal	1/10/20	CenturyLink (f/k/a Level 3 Communications, LLC)	<i>This Objection is resolved.</i>
10.	Informal	1/13/20	Costco	<i>The Debtors are working to resolve this Objection.</i>

	<b>Docket No.</b>	<b>Date Filed</b>	<b>Respondent</b>	<b>Status</b>
11.	Informal	1/13/20	Twin Eagle Resource Management	<i>This Objection is resolved.</i>
12.	Informal	1/13/20	Total Quality Logistics, LLC	<i>This Objection is resolved.</i>
13.	Informal	1/14/20	CRG Financial LLC	<i>This Objection is resolved.</i>
14.	Informal	01/16/20	Maplebear Inc. (d/b/a Instacart)	<i>This Objection is resolved.</i>
15.	Informal	01/16/20	Preferred Freezer Services, LLC	<i>This matter will only go forward on a consensual basis.</i>
16.	274	1/14/20	Freudenberg IT LP (n/k/a Syntax Systems USA LP.)	<i>This matter is resolved in principle.</i>
17.	278	1/15/20	FCF, Co., Ltd.	<i>This matter is not going forward.</i>
18.	280	1/16/20	Microsoft Corporation, and its wholly owned affiliate, Microsoft Licensing, GP	<i>This Objection is resolved.</i>
19.	281	1/16/20	ACE American Insurance Company, Westchester Surplus Lines Insurance Company, ACE Property and Casualty Insurance Company, Illinois Union Insurance Company, Federal Insurance Company and Vigilant Insurance Company (collectively, the "Chubb Companies")	<i>The Debtors are working to resolve this Objection.</i>



	<b>Docket No.</b>	<b>Date Filed</b>	<b>Respondent</b>	<b>Status</b>
20.	282	1/16/20	Walmart Inc. f/k/a Wal-Mart Stores, Inc., and certain of its subsidiaries	<i>The Debtors are working to resolve this Objection.</i>
21.	283	1/16/20	NTT Data, Inc.	<i>This matter is resolved in principle.</i>
22.	287	1/16/20	Matson Logistics, Inc.	<i>The Debtors are working to resolve this Objection.</i>
23.	290	11/6/20	SuperValu Inc.	<i>The Debtors are working to resolve this Objection.</i>
24.	291	1/16/20	Dolgenercorp, LLC	<i>The Debtors are working to resolve this Objection.</i>
25.	296	1/20/20	SAP America, Inc. and its affiliates SAP SE and Concur Technologies, Inc.	<i>The Debtors are working to resolve this Objection.</i>