

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
)	Chapter 11
J & M SALES INC., <i>et al.</i> ,)	
)	Case No. 18-11801 (LSS)
)	
Debtors. ¹)	Jointly Administered
)	
)	Re: Docket Nos. 558, 586

**SECOND AMENDED² NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON OCTOBER 11, 2018 AT 2:30 P.M. (EASTERN TIME)**

The hearing will be held at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801.

Any party participating telephonically should make arrangements through CourtCall by telephone (866-582-6878) or facsimile (866-533-2946), no later than 12:00 p.m., one (1) business day before the hearing.

MATTERS GOING FORWARD

1. **Sale Motion** – Debtors’ Motion for Orders (I)(A) Authorizing Assumption of Backstop Agency Agreement, (B) Authorizing Bidding Protections, (C) Authorizing Bidding Procedures and Auction, and (D) Scheduling Sale Hearing and Approving Notice Thereof; (II) Authorizing (A) Sale of Assets or (B) Store Closing Sales and (III) Granting Related Relief [Filed: 9/20/18] (Docket No. 470).

Sale Response Deadline: October 11, 2018 at 12:00 p.m. Eastern Time.

Cure Costs/Assumption Assignment Response Deadline: October 11, 2018 at 12:00 p.m. Eastern Time.

Adequate Assurance Response Deadline: October 11, 2018 at 12:00 p.m. Eastern Time.

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: J & M Sales Inc. (4697); National Stores, Inc. (4874); J&M Sales of Texas, LLC (5979); FP Stores, Inc. (6795); Southern Island Stores, LLC (8099); Southern Island Retail Stores LLC (4237); Caribbean Island Stores, LLC (9301); Pazzo FNB Corp. (9870); Fallas Stores Holdings, Inc. (6052); and Pazzo Management LLC (1924). Debtors’ mailing address is 15001 South Figueroa Street, Gardena, CA 90248.

² **Amended items noted in bold.**

Responses Received:

- a) **Limited Objection and Reservation of Rights of Charlotte (Archdale) UU, LLC to: 1) Debtors' Motion for Orders (I)(A) Authorizing Assumption of Backstop Agency Agreement, (B) Authorizing Bidding Protections, (C) Authorizing Bidding Procedures and Auction, and (D) Scheduling Sale Hearing and Approving Notice Thereof; (II) Authorizing (A) Sale of Assets or (B) Store Closing Sales, and (III) Granting Related Relief, 2) Notice of Auction Results and 3) Unexpired Lease or Executory Contract Assumption and Cure Notice [Filed: 10/10/18] (Docket No. 595).**
- b) **Reservation of Rights of The Stop & Shop Supermarket Company LLC to the Proposed Sale of the Debtors' Assets [Filed: 10/11/18] (Docket No. 617).**
- c) **Objection of 99 Cents Only Stores, LLC, ARC SWHOUTXC001, LLC, Brixmor Property Group, Inc., Federal Realty Investment Trust, PGI Management, PGIM Real Estate, Primestor Development, Inc., Valley Plaza, LLC, Watt Companies, Weitzman, and Wind Chime Properties, L.P. to Debtors' Motion for Orders (A)(I) Authorizing and Approving Bid Procedures; (II) Authorizing and Approving the Debtors' Motion for Orders (I)(A) Authorizing Assumption of Backstop Agency Agreement, (B) Authorizing Bidding Protections, (C) Authorizing Bidding Procedures and Auction, and (D) Scheduling Hearing and Approving Notice Thereof; (II) Authorizing (A) Sale of Assets or (B) Store Closing Sales and (III) Granting Related Relief [Filed: 10/11/18] (Docket No. 619).**
- d) **Limited Objection of Longs Drug Stores California, LLC to the Debtors' Motion for Orders (I)(A) Authorizing Assumption of Backstop Agency Agreement, (B) Authorizing Bidding Protections, (C) Authorizing Bidding Procedures and Auction, and (D) Scheduling Sale Hearing and Approving Notice Thereof; (II) Authorizing (A) Sale of Assets or (B) Store Closing Sales, and (III) Granting Related Relief [Filed: 10/11/18] (Docket No. 622).**
- e) **Limited Objection and Reservation of Rights of Wasa Properties Southlake Pavilion LLC Regarding Debtors' Motion for Orders (I)(A) Authorizing Assumption of Backstop Agency Agreement, (B) Authorizing Bidding Protections, (C) Authorizing Bidding Procedures and Auction, and (D) Scheduling Sale Hearing and Approving Notice Thereof; (II) Authorizing (A) Sale of Assets or (B) Store Closing Sales and (III) Granting Related Relief [Filed: 10/11/18] (Docket No. 628).**
- f) **Objection of DDR Corp., DLC Management Corp., Jones Lang LaSalle Americas, Inc., National Retail Properties, Inc., Newmark Merrill Companies, and Philips International Holding Corp. to Debtors' Proposed Sale of Assets, Proposed Cure Amounts, and Proposed Assumption and Assignment of Certain Leases [Filed: 10/11/18] (Docket No. 629).**

Cure Responses Received:

- a) Objection by Vine Street Shoppes LP to Cure Amount [Filed: 10/8/18] (Docket No. 554).
- b) Objection by Creditor 301 South Lincoln Ave. LLC to Cure Amount [Filed: 10/10/18] (Docket No. 577).
- c) Limited Objection and Reservation of Rights of Landlord Philip Hart Revocable Living Trust to Adequate Assurance and Cure Notice [Filed: 10/10/18] (Docket No. 581).
- d) Objection of Jefan LLC and Mascot LLC to (i) Debtors' Proposed Cure Amounts and (ii) Adequate Assurance Information [Filed: 10/10/18] (Docket No. 582).
- e) **Objection of Fields Station, LLC to Debtors' Unexpired Lease or Executory Contract Assumption and Cure Notice [Filed: 10/10/18] (Docket No. 584).**
- f) **Cure Objection of Menlo Park Shopping Center Company, LLP to Unexpired Lease or Executory Contract Assumption and Cure Notice (Doc. #527) Relating to Debtor's Store Number 610 and Limited Objection Concerning Adequate Assurances of Menlo Park Shopping Center Company, LLP to Debtors' Motion for Orders (I)(A) Authorizing Assumption of Backstop Agency Agreement, (B) Authorizing Bidding Protections, (C) Authorizing Bidding Procedures and Auction, and (D) Scheduling Sale Hearing and Approving Notice Thereof; (II) Authorizing (A) Sale of Assets or (B) Store Closing Sales and (III) Granting Related Relief (Doc. #470) Relating to Debtor's Store Number 610 [Filed: 10/10/18] (Docket No. 585).**
- g) **Cure Objection of Randolph Plaza, II to Unexpired Lease or Executory Contract Assumption and Cure Notice (Doc. #527) Relating to Debtor's Store Number 339 and Limited Objection Concerning Adequate Assurances of Randolph Plaza, II to Debtors' Motion for Orders (I)(A) Authorizing Assumption of Backstop Agency Agreement, (B) Authorizing Bidding Protections, (C) Authorizing Bidding Procedures and Auction, and (D) Scheduling Sale Hearing and Approving Notice Thereof; (II) Authorizing (A) Sale of Assets or (B) Store Closing Sales and (III) Granting Related Relief (Doc. #470) Relating to Debtor's Store Number 339 [Filed: 10/10/18] (Docket No. 587).**
- h) **Cure Objection of Bethany 43, LLC to Unexpired Lease or Executory Contract Assumption and Cure Notice (Doc. #527) Relating to Debtor's Store Number 331 and Limited Objection Concerning Adequate Assurances of Bethany 43, LLC to Debtors' Motion for Orders (I)(A) Authorizing Assumption of Backstop Agency Agreement, (B) Authorizing Bidding Protections, (C) Authorizing Bidding Procedures and Auction, and (D) Scheduling Sale Hearing and Approving Notice Thereof; (II) Authorizing (A) Sale of Assets or (B) Store Closing Sales and (III) Granting Related Relief**

(Doc. #470) Relating to Debtor's Store Number 331 [Filed: 10/10/18] (Docket No. 588).

- i) Cure Objection of Bex McCreless LLC Regarding Premises Located at 3524 S. New Braunfels, San Antonio, Texas (Fallas Paredes Store # 287) [Filed: 10/10/18] (Docket No. 589).**
- j) Objection of The Price Reit, Inc. to Debtors' Unexpired Lease or Executory Contract Assumption and Cure Notice [Filed: 10/10/18] (Docket No. 591).**
- k) Objection of HS Belmont LLC to Debtors' "Unexpired Lease or Executory Contract Assumption and Cure Notice" [Dkt. No. 527] [Filed: 10/10/18] (Docket No. 592).**
- l) Objection of The Gallery at South DeKalb c/o Thor Equities LLC to Debtors' Unexpired Lease or Executory Contract Assumption and Cure Notice [Filed: 10/10/18] (Docket No. 593).**
- m) Limited Objection and Reservation of Rights of Charlotte (Archdale) UU, LLC to: 1) Debtors' Motion for Orders (I)(A) Authorizing Assumption of Backstop Agency Agreement, (B) Authorizing Bidding Protections, (C) Authorizing Bidding Procedures and Auction, and (D) Scheduling Sale Hearing and Approving Notice Thereof; (II) Authorizing (A) Sale of Assets or (B) Store Closing Sales, and (III) Granting Related Relief, 2) Notice of Auction Results and 3) Unexpired Lease or Executory Contract Assumption and Cure Notice [Filed: 10/10/18] (Docket No. 595).**
- n) Objection of H.E. Butt Store Property Company No. One and H.E.B. Grocery Company, LP to Debtors' Unexpired Lease or Executory Contract Assumption and Cure Notice [Filed: 10/10/18] (Docket No. 598).**
- o) Objection of Amherst Station II LLC, Buckingham Station LLC, Heritage Oaks Station L.P., Sunrise Marketplace Station LLC and Towne Crossing Station LLC to Proposed Adequate Assurance of Future Performance and Cure Amounts in Debtors' Unexpired Lease or Executory Contract Assumption and Cure Notice [Filed: 10/10/18] (Docket No. 601).**
- p) Objection by Creditor HCP Highland Park LLC to Cure Amount [Filed: 10/10/18] (Docket No. 602).**
- q) Limited Objection and Reservation of Rights of Creditor Tender Retail, a Division of Acceo Solutions, Inc. to That Certain Unexpired Lease or Executory Contract Assumption and Cure Notice [Filed: 10/10/18] (Docket No. 603).**
- r) Objection of Mission Lodge Masonic Hall Association to Cure Notice in Connection with Potential Assumption and Assignment of Unexpired Lease [Filed: 10/10/18] (Docket No. 604).**

- s) **Objection by Creditor SKBB Investments, L.P. to Cure Amount [Filed: 10/10/18] (Docket No. 605).**
- t) **Objection of Western & Venice SC, LLC to Proposed Cure Amount and Adequate Assurance of Future Performance in Debtors' Unexpired Lease or Executory Contract Assumption and Cure Notice [Filed: 10/11/18] (Docket No. 606).**
- u) **Objection of P.D.C.M. Associates, S.E. to Cure Notice Amount [Filed: 10/11/18] (Docket No. 607).**
- v) **Objection of Israel Kopel & Josefina Ballester Cabrera to Cure Notice Amount [Filed: 10/11/18] (Docket No. 608).**
- w) **Objection of Almacenes Pitusa, Inc. to Cure Notice Amount [Filed: 10/11/18] (Docket No. 609).**
- x) **Objection of Yabucoa Development, S.E. to Cure Notice Amount [Filed: 10/11/18] (Docket No. 610).**
- y) **Objection of Regency Park Associates, S.E. to Cure Notice Amount [Filed: 10/11/18] (Docket No. 611).**
- z) **Objection of 99 Cents Only Stores, LLC, ARC SWHOUTXC001, LLC, Brixmor Property Group, Inc., and Watt Companies to Unexpired Lease or Executory Contract Assumption and Cure Notice [Filed: 10/11/18] (Docket No. 615).**
- aa) **Cure Response of Weingarten Nostat, Inc. and Weingarten Realty Investors and Preliminary Objection to Debtors' Proposed Assignment of Leases to Successful Bidder Pegasus Trucking, LLC [Filed: 10/11/18] (Docket No. 620).**
- bb) **Limited Objection of Hendon Golden East, LLC and KDI Atlanta Mall, LLC to the Debtors' Proposed Cure Amounts [Filed: 10/11/18] (Docket No. 621).**
- cc) **Objection of Allenex Investments, Inc. to Unexpired Lease or Executory Contract Assumption and Cure Notice and Related Documents [Filed: 10/11/18] (Docket No. 623).**
- dd) **Objection of KRS Partners, Ltd. to (I) Debtors' Proposed Cure Amounts and (II) Adequate Assurance Information [Filed: 10/11/18] (Docket No. 624).**
- ee) **Objection of Ralphs Grocery Company to Debtors' Unexpired Lease or Executory Contract Assumption and Cure Notice [Filed: 10/11/18] (Docket No. 625).**
- ff) **Objection of Sheritru Partners, Ltd. to (I) Debtors' Proposed Cure Amounts and (II) Adequate Assurance Information [Filed: 10/11/18] (Docket No. 626).**

- gg) **Objection of Forsgate Industrial Complex to Debtors' Proposed Cure Amount, Adequate Assurance Objection and Reservation of Rights [Filed: 10/11/18] (Docket No. 627).**
- hh) **Limited Objection and Reservation of Rights of Wasa Properties Southlake Pavilion LLC Regarding Debtors' Motion for Orders (I)(A) Authorizing Assumption of Backstop Agency Agreement, (B) Authorizing Bidding Protections, (C) Authorizing Bidding Procedures and Auction, and (D) Scheduling Sale Hearing and Approving Notice Thereof; (II) Authorizing (A) Sale of Assets or (B) Store Closing Sales and (III) Granting Related Relief [Filed: 10/11/18] (Docket No. 628).**
- ii) **Objection of DDR Corp., DLC Management Corp., Jones Lang LaSalle Americas, Inc., National Retail Properties, Inc., Newmark Merrill Companies, and Philips International Holding Corp. to Debtors' Proposed Sale of Assets, Proposed Cure Amounts, and Proposed Assumption and Assignment of Certain Leases [Filed: 10/11/18] (Docket No. 629).**

Related Documents:

- a) [Signed] Order (I) (A) Authorizing Assumption of Backstop Agency Agreement, (B) Authorizing Bidding Protections, (C) Authorizing Bidding Procedures and Auction and (D) Scheduling Sale Hearing and Approving Notice Thereof and (II) Granting Related Relief [Filed: 9/28/18] (Docket No. 521).
- b) Auction Notice [Filed: 9/28/18] (Docket No. 526).
- c) Unexpired Lease or Executory Contract Assumption and Cure Notice [Filed: 9/28/18] (Docket No. 527).
- d) Notice of Withdrawal of Cure Notice with Respect to Assumption and Assignment of Lease Relating to Premises Located at Southwest Junction Ltd. San Antonio, Texas [Filed: 10/1/18] (Docket No. 532).
- e) Notice of Transcript of Auction Held on October 8, 2018 [Filed: 10/9/18] (Docket No. 556).
- f) Notice of Auction Results [Filed: 10/9/18] (Docket No. 568).
- g) Notice of Hearing to Consider Assumption of Unexpired Leases and Executory Contracts [Filed: 10/10/18] (Docket No. 579).

Status: This matter will go forward with respect to approval of the Going Concern Successful Bid, the Partial Liquidation Successful Bid, and the Back-Up Bid, as reflected in the Notice of Auction Results at Docket No. 568. Adequate assurance and cure disputes will not be going forward at this hearing. The Court has reserved available time for a hearing on adequate assurance and cure disputes on October 17, 2018 at 10:00 a.m. (Eastern time) and, if necessary, on October 18, 2018 at 11:00 a.m. (Eastern time).

2. **Hilco Section 327 Issue re: GOB Motion** – Debtors’ Motion for Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to Be Free and Clear of All Liens, Claims, and Encumbrances, and (III) Granting Related Relief [Filed: 8/6/18] (Docket No. 16).

UST Response Deadline: August 22, 2018 at 4:00 p.m. Eastern Time.

Agent Response Deadline: September 6, 2018 at 4:00 p.m. Eastern Time.

Responses Received:

- a) Limited Objection of the United States Trustee to the Debtors’ Motion for Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to Be Free and Clear of All Liens, Claims, and Encumbrances, and (III) and Granting Related Relief [Filed: 8/22/18] (Docket No. 218).

Related Documents:

- a) [Signed] Interim Order (I) Authorizing the Debtors to Perform in Accordance with the Consulting Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to Be Free and Clear of All Liens, Claims, and Encumbrances, and (III) Granting Related Relief [Filed: 8/8/18] (Docket No. 89).
- b) Brief of Hilco Merchant Resources, LLC in Support of the Debtors’ Motion for Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Authorizing and Approving the Conduct of the Store Closing Sales, with Such Sale to Be Free and Clear of All Liens, Claims and Encumbrances, and (III) Granting Related Relief [Filed: 9/6/18] (Docket No. 345).
- c) Declaration of Ian Fredericks in Support of the Debtors’ Motion for Interim and Final Orders (I) Authorizing the Debtors to Perform in Accordance with the Consulting Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sale to Be Free and Clear of All Liens, Claims and Encumbrances, and (III) Granting Related Relief [Filed: 9/6/18] (Docket No. 346).
- d) Debtors’ Joinder to Brief of Hilco Merchant Resources, LLC in Support of the Debtors’ Motion for Interim and Final Orders Authorizing the Debtors to Assume the Consulting Agreement [Filed: 9/7/18] (Docket No. 355).
- e) [Signed] Interim Order (I) Authorizing the Debtors to Assume Consulting Agreement; and Final Order (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to Be Free and Clear of All Liens, Claims, and Encumbrances, and (III) Granting Related Relief [Filed: 9/20/18] (Docket No. 460).

Status: This matter is adjourned by agreement to the omnibus hearing scheduled for November 16, 2018 at 10:00 a.m.

Dated: October 11, 2018
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Peter J. Keane
Richard M. Pachulski (admitted *pro hac vice*)
Peter J. Keane (DE Bar No. 5503)
919 North Market Street, 17th Floor
P.O. Box 8705
Wilmington, DE 19899 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400
Email: rpachulski@pszjlaw.com
pkeane@pszjlaw.com

-and-

KATTEN MUCHIN ROSENMAN LLP
William B. Freeman (admitted *pro hac vice*)
Karen B. Dine (admitted *pro hac vice*)
Jerry L. Hall (admitted *pro hac vice*)
575 Madison Avenue
New York, NY 10022
Telephone: (202) 940-8800
Facsimile: (202) 940-8776
Email: bill.freeman@kattenlaw.com
karen.dine@kattenlaw.com
jerry.hall@kattenlaw.com

Attorneys for Debtors and Debtors in Possession