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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § **Case No. 18-33678**
§
TACO BUENO RESTAURANTS, INC., § **(Chapter 11)**
et al., §
§ **(Jointly Administered)**
§
Debtors.¹ §

**NOTICE OF AGENDA FOR (A) FINAL HEARING ON CERTAIN OF
THE DEBTORS' FIRST DAY MOTIONS AND (B) OTHER MATTERS
SET FOR HEARING ON NOVEMBER 30, 2018 AT 9:30 A.M. (CENTRAL TIME)**

Please take notice of the status and proposed disposition of the following matters set for hearing for November 30, 2018 at 9:30 A.M. (Central Time):

UNCONTESTED MATTERS²

- 1. Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Maintain the Cash Management System, (B) Continue Using Existing Checks**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: CBI Restaurants, Inc. (3490); Taco Bueno Equipment Company (0677); Taco Bueno Franchise Company L.P. (2397); Taco Bueno Restaurants, Inc. (8214); Taco Bueno Restaurants L.P. (6189); Taco Bueno West, Inc. (6200); TB Corp. (8535); TB Holdings II, Inc. (7703); TB Holdings II Parent, Inc. (3347); and TB Kansas LLC (6158). The location of the Debtors' corporate headquarters and the Debtors' service address is: 300 East John Carpenter Freeway, Suite 800, Irving, Texas 75062.

² The Debtors received comments from the Office of United States Trustee and the Official Committee of Unsecured Creditors with respect to certain of the uncontested agenda items and are working to resolve these comments in advance of the hearing.

and Business Forms, and (C) Continue Intercompany Arrangements and (II) Granting Related Relief [Docket No. 13]

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Interim Order (I) Authorizing the Debtors to (A) Maintain the Cash Management System, (B) Continue Using Existing Checks and Business Forms, and (C) Continue Intercompany Arrangements and (II) Granting Related Relief [Docket No. 44]
- c. Notice of Hearing [Docket No. 68]

Proposed Form of Order:

- d. Final Order (I) Authorizing the Debtors to (A) Maintain the Cash Management System, (B) Continue Using Existing Checks and Business Forms, and (C) Continue Intercompany Arrangements and (II) Granting Related Relief [Docket No. 13]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

2. **Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, and Other Compensation, (B) Maintain Employee Benefit Programs and Pay Related Administrative Obligations, and (C) Pay Independent Contractor Obligations, and (II) Directing Financial Institutions to Receive, Process, Honor, and Pay All Checks Presented for Payment and to Honor All Fund Transfer Requests Related to Such Obligations [Docket No. 16]**

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, and Other Compensation, (B) Maintain Employee Benefit Programs and Pay Related Administrative Obligations, and (C) Pay Independent Contractor Obligations, and (II) Directing Financial Institutions to Receive, Process, Honor, and Pay All Checks Presented for Payment and to Honor All Fund Transfer Requests Related to Such Obligations [Docket No. 43]
- c. Notice of Hearing [Docket No. 68]

Proposed Form of Order:

- d. Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Employee Benefits, and Other Compensation, (B) Maintain Employee Benefit Programs and Pay Related Administrative Obligations, and (C) Pay Independent Contractor Obligations, and (II) Directing Financial Institutions to Receive, Process, Honor, and Pay All Checks Presented for Payment and to Honor All Fund Transfer Requests Related to Such Obligations [Docket No. 16]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

3. **Motion for Entry of an Interim and Final Orders (I) Authorizing the Debtors to Pay (A) Claims Arising Under the Perishable Agricultural Commodities Act, (B) Claims of Lien Claimants, (C) Claims Arising Under Section 503(B)(9) of the Bankruptcy Code, and (D) Claims of Certain IT/Media Vendors, and (II) Granting Related Relief [Docket No. 14]**

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Interim Order (I) Authorizing the Debtors to Pay (A) Claims Arising Under the Perishable Agricultural Commodities Act, (B) Claims of Lien Claimants, (C) Claims Arising Under Section 503(B)(9) of the Bankruptcy Code, and (D) Claims of Certain IT/Media Vendors, and (II) Granting Related Relief [Docket No. 55]
- c. Notice of Hearing [Docket No. 68]

Proposed Form of Order:

- d. Final Order (I) Authorizing the Debtors to Pay (A) Claims Arising Under the Perishable Agricultural Commodities Act, (B) Claims of Lien Claimants, (C) Claims Arising Under Section 503(B)(9) of the Bankruptcy Code, and (D) Claims of Certain IT/Media Vendors, and (II) Granting Related Relief [Docket No. 14]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

4. **Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Honor Certain Prepetition Obligations to Customers and (B) Continue Certain Customer Programs and Practices, and (II) Granting Related Relief [Docket No. 10]**

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Interim Order (I) Authorizing the Debtors to (A) Honor Certain Prepetition Obligations to Customers and (B) Continue Certain Customer Programs and Practices, and (II) Granting Related Relief [Docket No. 45]
- c. Notice of Hearing [Docket No. 68]

Proposed Form of Order:

- d. Final Order (I) Authorizing the Debtors to (A) Honor Certain Prepetition Obligations to Customers and (B) Continue Certain Customer Programs and Practices, and (II) Granting Related Relief [Docket No. 10]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

5. Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Taxes and Fees and (II) Granting Related Relief [Docket No. 11]

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Interim Order (I) Authorizing the Debtors to pay Certain Taxes and Fees and (II) Granting Related Relief [Docket No. 46]
- c. Notice of Hearing [Docket No. 68]

Proposed Form of Order:

- d. Final Order (I) Authorizing the Debtors to pay Certain Taxes and Fees and (II) Granting Related Relief [Docket No. 11]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

6. Motion for Entry of an Order (I) Authorizing (A) Payment of All Obligations in Respect of the Debtors' Insurance Policies, Including Payment of Policy Premiums and Related Taxes and Fees and (B) Continuation of Insurance Premium Installment Agreements and (II) Granting Related Relief [Docket No. 53]

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Notice of Hearing [Docket No. 68]

Proposed Form of Order:

- c. Order (I) Authorizing (A) Payment of All Obligations in Respect of the Debtors' Insurance Policies, Including Payment of Policy Premiums and Related Taxes and Fees and (B) Continuation of Insurance Premium Installment Agreements and (II) Granting Related Relief [Docket No. 53]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

7. Motion for Entry of an Order Authorizing and Approving Expedited Procedures to Reject Unexpired Leases [Docket No. 23]

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Notice of Hearing [Docket No. 68]

Proposed Form of Order:

- c. Order Authorizing and Approving Expedited Procedures to Reject Unexpired Leases [Docket No. 23]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

8. Debtors' First Motion for Entry of an Order Authorizing Rejection of Certain Unexpired Nonresidential Real Property Leases and Abandonment of Certain Personal Property Effective as of the Petition Date [Docket No. 24]

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Notice of Hearing [Docket No. 68]

Proposed Form of Order:

- c. Order Authorizing Rejection of Certain Unexpired Nonresidential Real Property Leases and Abandonment of Certain Personal Property Effective as of the Petition Date [Docket No. 24]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

9. Motion for Entry of an Order Approving Key Employee Retention Plan [Docket No. 62]

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Notice of Hearing [Docket No. 68]

Proposed Form of Order:

- c. Order Approving Key Employee Retention Plan [Docket No. 62]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

10. Motion for Entry of an Order Establishing Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Retained Professionals [Docket No. 63]

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Notice of Hearing [Docket No. 68]

Proposed Form of Order:

- c. Order Establishing Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Retained Professionals [Docket No. 63]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

11. Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins L.L.P. as the Debtors' Counsel *Nunc Pro Tunc* to the Petition Date [Docket No. 64]

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Notice of Hearing [Docket No. 68]
- c. Exhibit B-1 and Exhibit B-2 to Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins L.L.P. as the Debtors' Counsel *Nunc Pro Tunc* to the Petition Date [Docket No. 90]

Proposed Form of Order:

- d. Order Authorizing the Retention and Employment of Vinson & Elkins L.L.P. as the Debtors' Counsel *Nunc Pro Tunc* to the Petition Date [Docket No. 64]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

12. Application of the Debtors for an Order Authorizing the Employment and Retention of Houlihan Lokey Capital, Inc. as Investment Banker *Nunc Pro Tunc* to the Petition Date [Docket No. 65]

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Notice of Hearing [Docket No. 68]

Proposed Form of Order:

- c. Order Authorizing the Employment and Retention of Houlihan Lokey Capital, Inc. as Investment Banker *Nunc Pro Tunc* to the Petition Date [Docket No. 65]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

13. Application for Entry of an Order Authorizing the Retention and Employment of Jones Lang LaSalle Americas Inc. as the Debtors' Real Estate Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 66]

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Notice of Hearing [Docket No. 68]

Proposed Form of Order:

- c. Order Authorizing the Retention and Employment of Jones Lang LaSalle Americas Inc. as the Debtors' Real Estate Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 66]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

14. Application to Retain Berkeley Research Group, LLC to (I) Provide the Debtors with a Chief Restructuring Officer and Certain Additional Personnel and (II) Designate Haywood Miller as Chief Restructuring Officer for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 67]

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Notice of Hearing [Docket No. 68]
- c. Declaration of Haywood Miller in Support of Debtors' Application to Retain Berkeley Research Group, LLC to (I) Provide the Debtors with a Chief Restructuring Officer and Certain Additional Personnel and (II) Designate Haywood Miller as Chief Restructuring Officer for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 89]

Proposed Form of Order:

- d. Order Granting Application to Retain Berkeley Research Group, LLC to (I) Provide the Debtors with a Chief Restructuring Officer and Certain Additional Personnel and (II) Designate Haywood Miller as Chief Restructuring Officer for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 67]

Status: Uncontested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

CONTESTED MATTERS

15. **Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Utilize Cash Collateral, (B) Obtain Postpetition Financing Secured by Senior Liens, (C) Grant Adequate Protection to the Prepetition Secured Parties, and (D) Scheduling a Final Hearing and (II) Granting Related Relief [Docket No. 15]**

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Declaration of Adam Dunayer in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 4]
- c. Interim Order Authorizing Debtors to Utilize Cash Collateral, Obtain Postpetition Credit Secured by Senior Liens, Granting Adequate Protection to Prepetition Secured Parties, Scheduling a Final Hearing, and Granting Related Relief [Docket No. 41]
- d. Notice of Hearing [Docket No. 68]
- e. Notice of Filing (I) Form of Final Order Authorizing Debtors to Utilize Cash Collateral, Obtain Postpetition Credit Secured by Senior Liens, Granting Adequate Protection to Prepetition Secured Parties, and Granting Related Relief and (II) Redline Comparison to Interim Order [Docket No. 117]
- f. Bell County Tax Appraisal District, Brown County Appraisal District, the County of Denton, Texas, Taylor County Central Appraisal District, Waco City et al., and Williamson County's Limited Objection to Debtor's Interim Order Authorizing Debtors to Utilize Cash Collateral, Obtain Postpetition Credit Secured by Senior Liens, Granting Adequate Protection to Prepetition Secured Parties, Scheduling a Final Hearing, and Granting Related Relief [Docket No. 118]
- g. Tax Authorities' Objection to Interim Order Authorizing Debtors to Utilize Cash Collateral, Obtain Postpetition Credit Secured by Senior Liens, Granting Adequate Protection to Prepetition Secured Parties, Scheduling a Final Hearing, and Granting Related Relief [Docket No. 120]

Proposed Form of Order:

- h. Final Order Authorizing Debtors to Utilize Cash Collateral, Obtain Postpetition Credit Secured by Senior Liens, Granting Adequate Protection to Prepetition Secured Parties, and Granting Related Relief and (II) Redline Comparison to Interim Order [Docket No. 117]

Status: Contested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

16. Motion for Entry of an Order (I) Approving Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Services, and (III) Approving Debtors' Proposed Procedures Resolving Additional Assurance Requests [Docket No. 52]

Related Documents:

- a. Declaration of Haywood Miller in Support of Chapter 11 Petitions and First Day Pleadings [Docket No. 5]
- b. Notice of Hearing [Docket No. 68]
- c. Objection of American Power Electric to the Motion for Entry of an Order (I) Approving Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Services, and (III) Approving Debtors' Proposed Procedures Resolving Additional Assurance Requests [Docket No. 114]

Proposed Form of Order:

- d. Order (I) Approving Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies From Altering, Refusing, or Discontinuing Services, and (III) Approving Debtors' Proposed Procedures Resolving Additional Assurance Requests [Docket No. 52]

Status: Contested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

17. Taco Bueno's Motion to Amend Scheduling Order [Adversary Proceeding No. 18-03344, Adv. Pro. Docket No. 6; related to Associated Case No. 18-33679]

Related Documents:

- a. Order Regarding Adversary Proceedings Trial Setting and Alternative Scheduling Order [Adv. Pro. Docket No. 3]
- b. Taco Bueno's Motion for Entry of Scheduling Order [Adv. Pro. Docket No. 6]
- c. Motion for Setting and Request for Expedited Hearing [Adv. Pro. Docket No. 7]
- d. Agreed Order Setting Hearing on Scheduling Motion [Adv. Pro. Docket No. 8]
- e. Defendant's Objection to Plaintiff's Motion for Entry of Scheduling Order [Adv. Pro. Docket No. 10]

Proposed Form of Order:

- f. Amended Scheduling Order [Adv. Pro. Docket No. 6]

Status: Contested. Going forward on November 30, 2018 at 9:30 A.M. (Central Time).

Dated: November 29, 2018
Dallas, Texas

VINSON & ELKINS LLP

By: /s/ Paul E. Heath
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**PROPOSED COUNSEL FOR THE
DEBTORS**

CERTIFICATE OF SERVICE

I certify that on November 29, 2018, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Northern District of Texas.

/s/ Paul E. Heath

One of Counsel