

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

In re:

RESTAURANTS ACQUISITION I, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-12406 (KG)

Hearing Date: February 9, 2016 at 2:00 p.m.

Objection Deadline: January 25, 2016 at 4:00 p.m.

**DEBTOR’S MOTION FOR ORDER PURSUANT TO SECTIONS 105(a),  
501, 502, 503 AND 1111(a) OF THE BANKRUPTCY CODE, BANKRUPTCY  
RULES 2002 AND 3003(c), AND LOCAL RULES 1009-2 AND 2002-1(e),  
(I) ESTABLISHING BAR DATES FOR FILING CLAIMS AGAINST THE DEBTOR  
AND (II) APPROVING FORM AND MANNER OF NOTICE THEREOF**

Restaurants Acquisition I, LLC (the “Debtor”), the debtor and debtor-in-possession in the above-captioned chapter 11 case (the “Chapter 11 Case”), by and through its undersigned counsel, hereby files this motion (the “Motion”), pursuant to sections 105(a), 501, 502, 503 and 1111(a) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”), Rules 2002 and 3003(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 1009-2 and 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), for entry of an order substantially in the form attached hereto (the “Bar Date Order”), (i) establishing deadlines for filing claims<sup>2</sup> against the Debtor in this Chapter 11 Case and (ii) approving the form and manner of notice thereof. In support of this Motion, the Debtor respectfully represents as follows:

---

<sup>1</sup> The Debtor’s mailing address is 313 East Main Street, Suite 2, Hendersonville, TN and the last four digits of its tax identification number are 8761.

<sup>2</sup> As used herein, the term “claim” shall have the meaning ascribed to it in section 101(5) of the Bankruptcy Code.

### **Jurisdiction and Venue**

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Pursuant to Rule 9013-1(f) of the Local Rules, the Debtor consents to the entry of a final order in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory and legal predicates for the relief requested herein are sections 105(a), 501, 502, 503, and 1111(a) of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c), and Local Rules 1009-2 and 2002-1(e).

### **Background**

4. On December 2, 2015 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

5. The Debtor continues to operate its businesses and manage its property as a debtor and debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

6. No trustee, examiner, or statutory committee has been appointed in the Chapter 11 Case.

7. The Debtor operates a chain of full-service restaurants throughout Texas, largely located in the Dallas-Fort Worth and Houston metropolitan area, operating under the trade-names Black-eyed Pea and Dixie House.

8. As of January 1, 2015, the Debtor operated thirty (30) restaurant locations (collectively, the “Prepetition Stores”). However, as of the Petition Date, the Debtor had ceased operations at and/or closed fifteen (15) of its Prepetition Stores. Accordingly, as of the Petition Date, the Debtor operates fourteen (14) Black-eyed Pea restaurants and one (1) Dixie House restaurant.<sup>3</sup>

9. Details regarding the Debtor’s business, assets, capital structure, and the circumstances leading to the filing of this Chapter 11 Case are set forth in the *Declaration of W. Craig Barber in Support of Chapter 11 Petition and First Day Pleadings of Restaurants Acquisition I, LLC* [Docket No. 21] (the “First Day Declaration”), which is incorporated herein by reference as though set forth in full.

### **Relief Requested**

10. By this Motion, the Debtor seeks entry of an order establishing deadlines for filing claims in the Chapter 11 Case and approving the form and manner of notice thereof, as follows:

- a. the Debtor proposes to establish March 14, 2016 at 5:00 p.m. (Eastern Time) (the “General Bar Date”), as the deadline for all persons and entities,<sup>4</sup> other than governmental units,<sup>5</sup> holding a claim against the Debtor arising (or deemed to arise) on or before the Petition Date, to file proofs of claim in the Chapter 11 Case;
- b. the Debtor proposes to establish May 30, 2016 at 5:00 p.m. (Eastern Time) (the “Governmental Bar Date”), as the deadline for governmental units holding a claim against the Debtor arising (or deemed to arise) on or before the Petition Date to file proofs of claim in the Chapter 11 Case;

---

<sup>3</sup> Prior to the Petition Date, the Debtor was locked-out of one of these Prepetition Stores.

<sup>4</sup> As used herein, the terms “person” and “entity” shall have the meanings ascribed to such terms in sections 101(41) and 101(15) of the Bankruptcy Code, respectively.

<sup>5</sup> As used herein, the term “governmental unit” shall have the meaning ascribed to such term in section 101(27) of the Bankruptcy Code.

- c. the Debtor proposes to establish March 14, 2016 at 5:00 p.m. (Eastern Time) (the “Administrative Claims Bar Date”), as the deadline for all persons and entities holding a claim arising under sections 503(b)(1) through (8) and 507(a)(2) of the Bankruptcy Code (each, an “Administrative Claim”) against the Debtor that may have arisen, accrued or otherwise become due and payable at any time subsequent to the Petition Date but on or before December 31, 2015 (the “Initial Administrative Claims Period”), to file claims in the Chapter 11 Case;
- d. the Debtor proposes to establish the later of (i) the General Bar Date or (ii) twenty-one (21) days from the date of the notice that is served alerting a creditor of the amendment to the Debtor’s schedules of assets and liabilities (the “Schedules”) affecting such creditor’s claim, as the bar date (the “Amended Schedules Bar Date”) for filing a proof of claim with respect to such amended claim;<sup>6</sup> and
- e. except as otherwise set forth in any order authorizing rejection of an executory contract or unexpired lease, the Debtor proposes to establish the later of (i) the General Bar Date or (ii) thirty (30) days after entry of any order authorizing the rejection of an executory contract or unexpired lease, as the bar date (the “Rejection Bar Date” and, together with the aforementioned bar dates, the “Bar Dates”) by which a proof of claim relating to the Debtor’s rejection of such contract or lease must be filed.

### **Establishment of the Bar Dates**

11. Bankruptcy Rule 3003(c)(3) generally governs the filing of proofs of claim in chapter 11 cases and provides in relevant part that: “[t]he court shall fix and for cause shown may extend the time within which proofs of claim or interest may be filed.” Fed. R. Bankr. P. 3003(c)(3). Although Bankruptcy Rule 2002(a)(7) generally provides that all parties-in-interest must receive, at a minimum, twenty-one (21) days’ notice of the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c), neither the Bankruptcy Code, the Bankruptcy Rules nor the Local Rules specify a time by which proofs of claim must be filed in chapter 11 cases (other than section 502(b)(9) of the Bankruptcy Code, which provides that governmental units shall have a minimum of 180 days after the entry of the order for relief to file proofs of claim).

---

<sup>6</sup> The imposition of the Amended Schedules Bar Date is consistent with Local Rule 1009-2, which provides a creditor with twenty-one (21) days to file a proof of claim after the date that notice of the applicable amendment is served on such creditor.

12. Here, the Debtor proposes to give all creditors more than 30 days' notice of the Bar Dates. Moreover, the Debtor intends to file its Schedules prior to the hearing on this Motion and, accordingly, creditors will have ample time to review the Schedules and their own records and file proofs of claim if necessary.

13. As further detailed in the First Day Declaration, the Debtor commenced this proceeding in response to a liquidity crisis arising from a decrease in store-level cash flow coupled with an increase in occupancy costs. The Debtor is also burdened by significant secured and unsecured pre-petition liabilities owed to its pre-petition lenders and trade creditors. In addition, the Debtor has significant tax liability on account of pre-petition tax obligations.<sup>7</sup> Through this Chapter 11 Case, the Debtor intends to streamline its restaurant operations by closing certain underperforming Prepetition Stores, rejecting certain onerous unexpired leases, and reorganizing its operations around its remaining "core stores." This reorganization strategy will result in a number of landlords having claims for rejection damages under section 502(b)(6). Consequently, the Bar Dates and the form and manner of notice proposed in this Motion are necessary and appropriate.

14. **General Bar Date.** The Debtor requests that the Court establish **March 14, 2016 at 5:00 p.m. (Eastern Time)** as the General Bar Date. The Debtor intends to give notice of the General Bar Date, substantially in the form attached to the Bar Date Order as **Exhibit A** (the "**Bar Date Notice**"), within three (3) business days after the entry of the Bar Date Order (the "**Service Date**"), by mailing a copy of the Bar Date Notice, together with a proof of claim form

---

<sup>7</sup> The Debtor has disputed the extent of its alleged tax liability and has challenged the amounts assessed against it pursuant to various audits conducted by state taxing authorities. The Debtor believes that its combined tax liability does not exceed \$200,000. Nothing herein, however, is intended as an acknowledgement or admission as to the validity of any audit assessment or the amount of the Debtor's alleged tax liability. Further, the Debtor reserves all rights to dispute, challenge, or otherwise contest any tax liability or other tax assessments in this or any other appropriate forum.

substantially in the form attached to the Bar Date Order as **Exhibit B** (the “Proof of Claim Form”),<sup>8</sup> by first-class mail to all known persons and entities holding potential claims against the Debtor. The Debtor has requested that the Court establish March 14, 2016, as the General Bar Date to ensure that potential creditors receive more than 30 days’ notice after the Service Date to file a Proof of Claim Form in the Chapter 11 Case.

15. The General Bar Date would be the date by which all persons and entities, excluding governmental units, holding or asserting pre-petition claims against the Debtor must file proofs of claim unless they fall within one of the exceptions set forth in this Motion. Subject to these exceptions, the General Bar Date would apply to all persons or entities holding claims against the Debtor that arose or are deemed to have arisen on or before the Petition Date.

16. The Debtor proposes to send the Proof of Claim Form to, among others, persons or entities scheduled on the Debtor’s Schedules. When sent to a scheduled creditor, the Proof of Claim Form will be customized to specify (a) the amount of the scheduled claim, if any; (b) whether the claim is listed as disputed, contingent or unliquidated; and (c) whether the claim is listed as a secured, unsecured priority or unsecured nonpriority claim.<sup>9</sup>

17. **Governmental Bar Date.** Section 502(b)(9) of the Bankruptcy Code provides, in relevant part, that “[a] claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief or such later time as the [Bankruptcy Rules] may provide ... .” 11 U.S.C. § 502(b)(9). Accordingly, the Debtor proposes to establish **May 30, 2016 at 5:00 p.m. (Eastern Time)**, which is 180 days from the Petition Date, as the

---

<sup>8</sup> The Proof of Claim Form is substantially in the form of Official Bankruptcy Form B410 but has been modified, and may be further modified in certain limited respects, to accommodate the claims process in the Chapter 11 Case.

<sup>9</sup> To the extent a creditor disagrees with the information on the customized Proof of Claim Form, the creditor should correct the claim amount or make any other necessary changes to the information on the pre-printed form regarding such creditor’s claim.

Governmental Bar Date. Pursuant to Bankruptcy Rule 3003(c) and Bankruptcy Code section 502(b)(9), the Debtor requests that any governmental units that are creditors holding or wishing to assert claims arising (or deemed to arise) on or before the Petition Date against the Debtor be required to file, on or before the Governmental Bar Date, a Proof of Claim Form on account of any such claims in accordance with the procedures set forth herein.

18. **Administrative Claims Bar Date.** The Debtor requests that the Court establish **March 14, 2016 at 5:00 p.m. (Eastern Time)** as the Administrative Claims Bar Date for all holders of Administrative Claims arising in the Initial Administrative Claims Period. The Administrative Claims Bar Date does not apply to 503(b)(9) Claims, which must be filed in accordance with the 503(b)(9) Procedures Motion.

19. The Debtor intends to provide notice of the Administrative Claims Bar Date by mailing a copy of the Notice of Deadline for Filing Administrative Claims, substantially in the form attached to the Bar Date Order as **Exhibit C** (the “Administrative Claims Bar Date Notice” and, together with the Bar Date Notice, the “Mail Notices”), together with a copy of a Request for Payment of Administrative Claim, substantially in the form attached to the Bar Date Order as **Exhibit D** (the “Administrative Claim Form”), to all persons and entities known to hold Administrative Claims against the Debtor. The Administrative Claims Bar Date Notice, which will be sent on or before the Service Date, will ensure that claimants holding Administrative Claims will receive ample notice of the deadline for filing the Administrative Claim Form.

20. **Amended Schedules Bar Date.** In accordance with Local Rule 1009-2, if the Debtor amends its Schedules to change the amount, nature, classification or characterization of a claim, the Debtor proposes that the affected claimant be required to file a Proof of Claim Form or amend any previously filed proof of claim with respect to the amended scheduled claim on or

before the later of (i) the General Bar Date or (ii) twenty-one (21) days from the date of the notice that is served alerting the affected creditor of the amendment to the Schedules. If the Debtor amends the Schedules with respect to the claim of a governmental unit, the governmental unit will be given until the later of (a) the Governmental Bar Date or (b) twenty-one (21) days from the date of the notice that is served alerting the affected governmental unit of the amendment to the Schedules to file a Proof of Claim Form or to amend any previously filed proof of claim with respect to the amended scheduled claim.

21. **Rejection Bar Date.** The Debtor anticipates that certain persons or entities may assert claims (“Rejection Damages Claims”) in connection with the Debtor’s rejection of executory contracts and/or unexpired leases pursuant to section 365 of the Bankruptcy Code. The Debtor proposes that the Court establish the later of (i) the General Bar Date or (ii) thirty (30) days after entry of any order authorizing the rejection of an executory contract or unexpired lease as the deadline for all persons and entities to file Proof of Claim Forms asserting Rejection Damages Claims. Proof of Claim Forms for all other claims that arose prior to the Petition Date with respect to contracts or leases must be filed by the General Bar Date.

### **Parties Required to File Claim Forms**

22. The proposed Bar Date Order provides that each person or entity (including, without limitation, each individual, partnership, joint venture, limited liability company, corporation, estate, trust or governmental unit) asserting a claim against the Debtor is required to file a Proof of Claim Form or Administrative Claim Form (together, the “Claim Forms”); *provided, however*, that CNL Financial Group, Inc. and American Express Bank, FSB (the “Secured Lenders”) are not required to file a Claim Form in this Chapter 11 Case or any converted case with respect to any obligations under their respective prepetition financing documents or any other claims or liens granted in any order of this Court authorizing the Debtor

to use such Secured Lender's cash collateral. The Proposed Bar Date Order also provides that (i) a Claim Form must be filed by the holder of the Claim (the "Creditor") or authorized representative of the Creditor; (ii) any Claim Form submitted by an authorized representative of the Creditor must state the basis for such authorization; and (iii) any person seeking to file a Claim Form on behalf of a Creditor without express written authorization must seek authorization from the Court prior to the applicable Bar Date.

23. Each Claim Form must be actually received on or before the applicable Bar Date associated with such claim by BMC Group, Inc. ("BMC"), the Court-approved claims agent in the Chapter 11 Case (the "Claims Agent" or "BMC"), at the following address:

Claim Forms Sent Via First-Class Mail:

BMC Group, Inc.  
Attn: RAI Claims Processing  
PO Box 90100  
Los Angeles, CA 90009

Claim Forms Sent Via Messenger or Overnight Courier:

BMC Group, Inc.  
Attn: RAI Claims Processing  
300 N. Continental Blvd., #570  
El Segundo, CA 90245

Claim Forms will be deemed timely filed only if actually received by BMC on or before the applicable Bar Date.

**Claims Not Subject to the Bar Date Order**

24. The Debtor proposes that creditors holding or wishing to assert the following types of claims against the Debtor need not file a Proof of Claim Form:

- a. Claims on account of which a proof of claim already has been properly filed with either BMC or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware (the "Clerk") against the Debtor;
- b. Claims listed in the Debtor's Schedules filed with the Bankruptcy Court, or in any supplements or amendments thereto, (i) that are not identified as

“contingent,” “unliquidated” or “disputed”; and (ii) the claimant agrees with the amount, nature, classification and characterization of the claim as set forth in the Schedules;

- c. Claims previously allowed or paid pursuant to an order of the Court; and
- d. Claims by or on behalf of the Secured Lenders with respect to any obligations under their respective prepetition financing documents or any other claims or liens granted in any order of this Court authorizing the Debtor to use such Secured Lender’s cash collateral.

25. Moreover, the Debtor proposes that creditors holding or wishing to assert the following types of Administrative Claims against the Debtor need not file Administrative Claim Forms:

- a. Administrative Claims on account of which a request for payment of Administrative Claim already has been properly filed with either BMC or the Clerk, if such request clearly sets forth that such party is asserting an Administrative Claim and includes supporting documentation;
- b. Administrative Claims previously allowed or paid pursuant to an order of the Court;
- c. Administrative Claims asserted by professionals retained by the Debtor or the Committee, to the extent that such claims are for services performed and reimbursement of expenses incurred in the Chapter 11 Case; and
- d. Administrative Claims asserted by the U.S. Trustee for statutory fees required to be paid by the Debtor.

**Effect of Failure to File Claim Forms**

26. The Debtor proposes that, pursuant to Bankruptcy Rule 3003(c)(2), any person or entity that is required to file a Proof of Claim Form or an Administrative Claim Form in the form and manner specified in the Bar Date Order and that fails to do so on or before the applicable Bar Date: (i) shall be forever barred, estopped and enjoined from asserting such claim against the Debtor, its estate or its property, or thereafter filing a Proof of Claim Form or Administrative Claim Form with respect thereto in the Chapter 11 Case; (ii) shall not, with respect to such claim, be treated as a creditor of the Debtor for the purpose of voting upon any plan in this proceeding;

and (iii) shall not receive or be entitled to receive any payment or distribution of property from the Debtor or its successors or assigns with respect to such claim.

**Proposed Procedures for Providing Notice of  
Bar Dates and of Procedures for Filing Claim Forms**

27. As set forth above, the Debtor intends to provide written notice of the Bar Dates, substantially in the forms attached to the Bar Date Order as **Exhibit A** and **Exhibit C**, by mailing such notices, together with applicable Claim Forms, substantially in the forms attached to the Bar Date Order as **Exhibit B** and **Exhibit D**, by first-class mail to all known persons and entities holding potential pre-petition and Administrative Claims against the Debtor.<sup>10</sup> In addition, the Debtor intends to provide notice of the Bar Dates to unknown creditors by causing a notice, substantially in the form attached to the Bar Date Order as **Exhibit E** (the “Publication Notice”), to be published one time in the local edition of the Dallas Morning News and one time in the national edition of one of the following newspapers: The Wall Street Journal, The New York Times or USA Today, no later than fourteen (14) days after the entry of the Bar Date Order. In the Debtor’s judgment, the proposed publication is likely to reach the widest possible audience of creditors who may not otherwise have notice of the Chapter 11 Case.

28. The Mail Notices and Publication Notice will: (i) set forth the Bar Dates; (ii) advise creditors under what circumstances they must file a Proof of Claim Form or Administrative Claim Form under Bankruptcy Rules 3003(c)(2) and 3003(c)(3) or an order of this Court, as applicable; (iii) alert creditors to the consequences of failing to timely file a Proof of Claim Form or Administrative Claim Form, as set forth in Bankruptcy Rule 3003(c)(2) or an order of this Court, as applicable; (iv) set forth the addresses to which Claim Forms must be sent

---

<sup>10</sup> The Bar Date Order, Mail Notices and Claim Forms also will be accessible on BMC’s website: [www.bmcgroup.com/RAI](http://www.bmcgroup.com/RAI).

for filing; and (v) notify creditors that (a) Claim Forms must be filed with original signatures and (b) facsimile, telecopy, e-mail or other electronic filings of Claim Forms are not acceptable and are not valid for any purpose. The Debtor submits that the Mail Notices and the Publication Notice will provide creditors with sufficient information to file properly prepared and executed Proof of Claim Forms and Administrative Claim Forms in a timely manner.

### **Basis for Requested Relief**

29. In conjunction with the setting of the Bar Dates, the Debtor must ensure that interested parties receive appropriate notice of such Bar Dates. To determine the adequacy of notice given to a creditor, bankruptcy law distinguishes between “known” and “unknown” creditors. *See Chemetron Corp. v. Jones (In re Chemetron Corp.)*, 72 F.3d 341, 345 (3d Cir. 1995). As the Third Circuit in *Chemetron* explained, “[k]nown creditors must be provided with actual written notice of a debtor’s bankruptcy filing and claims bar date. For unknown claimants, notification by publication will generally suffice.” *Id.* at 346 (citations omitted). A “known” creditor is one whose identity is either known or is “reasonably ascertainable by the debtor.” *Id.* (citing *Tulsa Professional Collection Serv., Inc. v. Pope*, 485 U.S. 478, 490 (1988)). An “unknown” creditor is one whose “interests are either conjectural or future or, although they could be discovered upon investigation, do not in due course of business come to knowledge [of the debtor].” *Chemetron*, 71 F.3d at 346 (citing *Mullane v. Central Hanover Bank & Trust Co.*, 339 U.S. 306, 317 (1950)).

30. In defining the efforts required to identify “known” creditors, the Third Circuit stated:

Precedent demonstrates that what is required is not a vast, open-ended investigation .... The requisite search instead focuses on the debtor’s own books and records. Efforts beyond a careful examination of these documents are generally not required. Only

those claimants who are identifiable through a diligent search are ‘reasonably ascertainable’ and hence ‘known’ creditors.

*Chemetron*, 72 F.3d at 346-47 (citations omitted). As for the particular efforts a debtor must exert to identify known creditors, “[w]hether a creditor received adequate notice of a bar date ‘depends upon the facts and circumstances of a given case.’” *In re Grand Union Co.*, 204 B.R. 864, 871 (Bankr. D. Del. 1997) (citing *Oppenheim, Appel, Dixon & Co. v. Bullock (In re Robintech, Inc.)*, 863 F.2d 393, 396 (5th Cir. 1989)).

31. The Debtor submits that the proposed notice procedures satisfy the *Chemetron* standard. The Debtor has identified those entities that are known to the Debtor to hold claims against it or are likely to be potential holders of claims, and all such entities will be served with notice of the Bar Date Order as set forth herein.

32. The procedures described herein provide creditors with both sufficient notice and opportunity to file the applicable Claim Forms. Indeed, the proposed procedures are designed to achieve the twin goals of providing comprehensive notice and clear instructions to creditors on the one hand, and allowing this Chapter 11 Case to move forward efficiently on the other hand. Accordingly, the Debtor submits that approval of the Bar Dates and the proposed procedures for filing Claim Forms and the form, manner and sufficiency of notice of such procedures is proper and in the best interests of the Debtor and its estate.

33. Moreover, the Debtor’s proposed publication notice of the Bar Dates has been tailored to provide notice of such Bar Dates throughout the United States. The Debtor is providing actual notice of the applicable Bar Dates to its “known” creditors as set forth above. The Debtor submits that all other creditors qualify as “unknown” creditors for which publication notice constitutes good and sufficient notice as defined by the Third Circuit in *Chemetron*. Courts in this district have held that publication in one or more of the national editions of The

Wall Street Journal or The New York Times constitutes adequate notice to unknown creditors. *See, e.g., In re Netversant Solutions, Inc.*, Case No. 08-12973 (PJW) (Bankr. D. Del. Feb. 20, 2009); *In re Solution Technology Int'l, Inc.*, Case No. 08-12640 (MFW) (Bankr. D. Del. Jan. 5, 2009); *In re Landsource Communities Dev. LLC*, Case No. 08-11111 (KJC) (Bankr. D. Del. Sept. 9, 2008); *In re Tropicana Entm't, LLC*, Case No. 08-10856 (KJC) (Bankr. D. Del. July 10, 2008).

**Notice**

34. Notice of this Motion has been provided to the following parties: (a) the Office of the U.S. Trustee for the District of Delaware; (b) the holders of the 20 largest unsecured claims against the Debtor; (c) the United States Attorney's Office for the District of Delaware; (d) the Internal Revenue Service; (e) CNL Financial Group, Inc.; (f) American Express Bank, FSB; and (g) any party that has requested notice in the Chapter 11 Case pursuant to Bankruptcy Rule 2002. The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be given.

*[Remainder of Page Left Intentionally Blank]*

WHEREFORE, the Debtor respectfully requests that the Court enter an order, substantially in the form attached hereto, (i) establishing the Bar Dates as deadlines for filing Proof of Claim Forms and Administrative Claim Forms against the Debtor, (ii) approving the form and manner of notice of the Bar Date Order, and (iii) granting such other and further relief as the Court deems just and proper.

Dated: January 7, 2016

DUANE MORRIS LLP

/s/ Jarret P. Hitchings

Sean J. Bellew (DE 4072)

Sommer L. Ross (DE 4598)

Jarret P. Hitchings (DE 5564)

222 Delaware Avenue, Suite 1600

Wilmington, DE 19801-1659

Telephone: 302.657.4900

Facsimile: 302.657.4901

sjbellew@duanemorris.com

slross@duanemorris.com

jphitchings@duanemorris.com

*Counsel to Debtor and Debtor-in-Possession  
Restaurants Acquisition I, LLC*

**PROPOSED ORDER**

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

In re:

RESTAURANTS ACQUISITION I, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-12406 (KG)

Related Docket No. \_\_\_\_

**ORDER PURSUANT TO SECTIONS 105(a), 501, 502, 503  
AND 1111(a) OF THE BANKRUPTCY CODE, BANKRUPTCY  
RULES 2002 AND 3003(c), AND LOCAL RULES 1009-2 AND 2002-1(e),  
(I) ESTABLISHING BAR DATES FOR FILING CLAIMS AGAINST THE  
DEBTOR AND (II) APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “Motion”)<sup>2</sup> of the above-captioned debtor and debtor-in-possession (the “Debtor”) for entry of an order pursuant to sections 105(a), 501, 502, 503 and 1111(a) of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3), and Local Rules 1009-2 and 2002-1(e) for entry of an order (i) establishing deadlines for filing claims against the Debtor in the Chapter 11 Case and (ii) approving the form and manner of notice thereof; and the Court having reviewed the Motion; and the Court finding that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) notice of the Motion was due and proper under the circumstances and in accordance with Local Rule 2002-1(e); and it appearing that the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors and other parties-in-interest; and after due deliberation, and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED AND DECREED THAT:**

---

<sup>1</sup> The Debtor’s mailing address is 313 East Main Street, Suite 2, Hendersonville, TN and the last four digits of its tax identification number are 8761.

<sup>2</sup> Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to such terms in the Motion. Moreover, the terms “claim,” “entity,” “governmental unit” and “person” shall have the meanings ascribed to such terms in sections 101(5), (15), (27) and (41) of the Bankruptcy Code, respectively.

1. The Motion is GRANTED.

2. Each person or entity, including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit, that holds or asserts a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtor and is required to do so shall file a separate Claim Form in this Chapter 11 case; *provided, however*, that CNL Financial Group, Inc. and American Express Bank, FSB (the “Secured Lenders”) are not required to file a Claim Form in this Chapter 11 Case or any converted case with respect to any obligations under their respective prepetition financing documents or any other claims or liens granted in any order of this Court authorizing the Debtor to use such Secured Lender’s cash collateral.

3. A Claim Form shall be filed by the holder of the claim (the “Creditor”) or an authorized representative of the Creditor. Any Claim Form submitted by an authorized representative of the Creditor shall state the basis for such authorization. Any person seeking to file a Claim Form on behalf of a Creditor without express written authorization shall seek authorization from the Court prior to the applicable Bar Date.

4. **General Bar Date.** Pursuant to Bankruptcy Rule 3003(c)(3), all persons and entities, except any governmental unit, that hold or wish to assert against the Debtor a claim arising (or deemed to arise) on or before the Petition Date, are required to file with the Debtor’s claims agent, BMC Group, Inc. (the “Claims Agent”), on or before **March 14, 2016 at 5:00 p.m. (Eastern Time)** (the “General Bar Date”), a completed and executed Proof of Claim Form in substantially the form attached hereto as **Exhibit B** on account of any such claim in accordance with the procedures set forth below.

5. **Governmental Bar Date.** Pursuant to Bankruptcy Rule 3003(c) and section 502(b)(9) of the Bankruptcy Code, all governmental units that hold or wish to assert a claim arising (or deemed to arise) on or before the Petition Date against the Debtor are required to file with the Claims Agent on or before **May 30, 2016 at 5:00 p.m. (Eastern Time)** (the “Governmental Bar Date”), a completed and executed Proof of Claim Form in substantially the form attached hereto as **Exhibit B** on account of any such claim in accordance with the procedures set forth below.

6. **Administrative Claims Bar Date.** All persons or entities that hold or wish to assert a claim arising under sections 503(b)(1) through (8) and 507(a)(2) of the Bankruptcy Code (each, an “Administrative Claim”) against the Debtor that may have arisen, accrued or otherwise become due and payable at any time subsequent to the Petition Date but on or before December 31, 2015 (the “Initial Administrative Claims Period”) are required to file with the Claims Agent on or before **March 14, 2016 at 5:00 p.m. (Eastern Time)** (the “Administrative Claims Bar Date”) a completed and executed Administrative Claim Form in substantially the form attached hereto as **Exhibit D** on account of any such Administrative Claim in accordance with the procedures set forth below.

7. **Amended Schedules Bar Date.** In accordance with Local Rule 1009-2, if the Debtor amends its Schedules to change the amount, nature, classification or characterization of a claim, or to schedule a new claim, the affected claimant shall be permitted to dispute the amount, nature, classification or characterization of the scheduled claim by filing with the Claims Agent a completed and executed Proof of Claim Form in substantially the form attached hereto as **Exhibit B** on or before the later of (i) the General Bar Date or (ii) twenty-one (21) days from the date of the notice that is served alerting the affected creditor of the amendment to the Schedules.

If the Debtor amends the Schedules with respect to the claim of a governmental unit, the affected governmental unit shall be permitted to dispute the amount, nature, classification or characterization of the scheduled claim by filing with the Claims Agent a completed and executed Proof of Claim Form in substantially the form attached hereto as **Exhibit B** on or before the later of (a) the Governmental Bar Date or (b) twenty-one (21) days from the date of the notice that is served alerting the affected governmental unit of the applicable amendment to the Schedules.

8. **Rejection Bar Date.** If the Debtor rejects pursuant to section 365 of the Bankruptcy Code any executory contract or unexpired lease, all persons or entities that hold or wish to assert a claim arising from such rejection (a “Rejection Damage Claim”) shall file with the Claims Agent a completed and executed Proof of Claim Form in substantially the form attached hereto as **Exhibit B** on or before the later of (i) the General Bar Date or (ii) thirty (30) days after entry of any order authorizing the rejection of such executory contract or unexpired lease; provided, however, that persons or entities asserting claims with respect to contracts or leases that are not Rejection Damage Claims must file Proof of Claim Forms on account of such claims by the General Bar Date.

9. Creditors holding or wishing to assert the following types of claims against the Debtor are not required to file a Proof of Claim Form:

- a. Claims on account of which a proof of claim already has been properly filed with either the Claims Agent or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware (the “Clerk”) against the Debtor;
- b. Claims listed in the Debtor’s Schedules filed with the Bankruptcy Court, or in any supplements or amendments thereto, (i) that are not identified as “contingent,” “unliquidated” or “disputed”; and (ii) the claimant agrees with the amount, nature, classification and characterization of the claim as set forth in the Schedules;

- c. Claims previously allowed or paid pursuant to an order of the Court; and
- d. Claims by or on behalf of the Secured Lenders with respect to any obligations under their respective prepetition financing documents or any other claims or liens granted in any order of this Court authorizing the Debtor to use such Secured Lender's cash collateral.

10. Creditors holding or wishing to assert the following types of Administrative Claims against the Debtor are not required to file Administrative Claim Forms:

- a. Administrative Claims on account of which a request for payment of administrative claim already has been properly filed with either the Claims Agent or the Clerk, if such request clearly sets forth that such party is asserting an Administrative Claim and includes supporting documentation;
- b. Administrative Claims previously allowed or paid pursuant to an order of the Court;
- c. Administrative Claims asserted by professionals retained by the Debtor or the Committee, to the extent that such claims are for services performed and reimbursement of expenses incurred in the Chapter 11 Case; and
- d. Administrative Claims asserted by the U.S. Trustee for statutory fees required to be paid by the Debtor.

11. The Debtor shall serve the Bar Date Notice, substantially in the form attached hereto as **Exhibit A**, and a Proof of Claim Form, substantially in the form attached hereto as **Exhibit B**, by first-class mail on or before three (3) business days after entry of this Order to (i) all known creditors of the Debtor and such creditors' counsel (if known), as reflected in the Debtor's books and records; (ii) all parties on the service list described in Local Rule 2002-1(c); (iii) the Debtor's managing member and any affiliates or subsidiaries; (iv) the Debtor's prepetition secured lenders; (v) the Office of the United States Trustee for the District of Delaware; and (vi) all relevant taxing authorities for the jurisdictions in which the Debtor does business.

12. The Debtor shall serve the Administrative Claims Bar Date Notice, substantially in the form attached hereto as **Exhibit C**, and the Administrative Claim Form, substantially in

the form attached hereto as **Exhibit D**, by first-class mail on or before three (3) business days after entry of this Order to all known holders of Administrative Claims.

13. The Debtor shall publish a notice, substantially in the form attached hereto as **Exhibit E**, one time in the local edition of the Dallas Morning News and one time in the national edition of one of the following newspapers: The Wall Street Journal, The New York Times or USA Today, no later than fourteen (14) days after entry of this Order.

14. All Claim Forms mailed or delivered to the Claims Agent will be deemed timely filed only if actually received by the Claims Agent on or before the applicable Bar Date associated with such claim at one of the applicable addresses listed below:

Claim Forms Sent Via First-Class Mail:

BMC Group, Inc.  
Attn: RAI Claims Processing  
PO Box 90100  
Los Angeles, CA 90009

Claim Forms Sent Via Messenger or Overnight Courier:

BMC Group, Inc.  
Attn: RAI Claims Processing  
300 N. Continental Blvd., #570  
El Segundo, CA 90245

15. Claim Forms shall not be submitted by facsimile, telecopy, e-mail or other electronic means, and Claim Forms submitted by such means shall not be deemed timely filed.

16. Any person or entity that is required to file a Proof of Claim Form or an Administrative Claim Form in the form and manner specified in the Bar Date Order and that fails to do so on or before the Bar Date associated with such claim: (i) shall be forever barred, estopped and enjoined from asserting such claim against the Debtor, its estate or the property of the Debtor, or thereafter filing a Proof of Claim Form or Administrative Claim Form with respect thereto in the Chapter 11 Case; (ii) shall not, with respect to such claim, be treated as a creditor

of the Debtor for the purpose of voting upon any plan in this proceeding; and (iii) shall not receive or be entitled to receive any payment or distribution of property from the Debtor or its successors or assigns with respect to such claim.

17. Notification of the relief granted in this Order as provided herein is fair and reasonable and approved, and will provide good, sufficient and proper notice to all creditors of their obligations in connection with claims they may have against the Debtor in this Chapter 11 Case.

18. Nothing in this Order shall be deemed to prejudice the Debtor's right to object to any claim, whether filed or scheduled, on any ground; to dispute or assert offsets against or defenses to any claim, whether filed or scheduled, as to amount, nature, classification, characterization or otherwise; or to subsequently designate any claim as contingent, unliquidated or disputed.

19. Nothing contained herein shall limit, abridge or otherwise affect the Debtor's right to request that the Court fix a date by which the holder of a claim that is specifically excluded from the requirements to file such a claim by this Order must file a proof of claim.

20. The provisions of this Order apply to all claims (except as otherwise set forth herein) of whatever character against the Debtor or its property, whether they are secured or unsecured, entitled or not entitled to priority, liquidated or unliquidated, or fixed or contingent.

21. The Debtor is authorized to take such steps, expense such monies, and perform such acts as it deems reasonably necessary to fulfill the notice requirements established by this Order.

22. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of and/or interpretation of this Order.

Dated: \_\_\_\_\_, 2016

\_\_\_\_\_  
Honorable Kevin Gross  
United States Bankruptcy Judge

**Exhibit A to Order**

**Bar Date Notice**

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

In re:

RESTAURANTS ACQUISITION I, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-12406 (KG)

**NOTICE OF BAR DATES FOR FILING PROOFS OF CLAIM**

**PLEASE TAKE NOTICE THAT:**

On December 2, 2015 (the “Petition Date”), the above-captioned debtor and debtor-in-possession (the “Debtor”) filed a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

On \_\_\_\_\_, 2016, the Bankruptcy Court entered an order [Docket No. \_\_\_\_] (the “Bar Date Order”) establishing **March 14, 2016 at 5:00 p.m. (Eastern Time)** (the “General Bar Date”) as the deadline for all persons and entities, other than governmental units, holding a claim against the Debtor arising (or deemed to arise) on or before the Petition Date, to file proofs of claim in the Chapter 11 Case. You may obtain a copy of the Bar Date Order at the Debtor’s case website ([www.bmcgroup.com/RAI](http://www.bmcgroup.com/RAI)) or the Bankruptcy Court’s website (<http://www.deb.uscourts.gov>). Copies of the Bar Date Order also may be examined between the hours of 8:00 a.m. and 4:00 p.m. (Eastern Time), Monday through Friday, excluding federal holidays, at the Office of the Clerk of the Bankruptcy Court (the “Clerk”), 824 N. Market St., 3rd Floor, Wilmington, Delaware 19801. Finally, a copy of the Bar Date Order may be obtained by written request to BMC Group, Inc. (“BMC”), the Debtor’s Court-appointed claims agent, at BMC Group, Inc., Attn: RAI Claims Processing, PO Box 90100, Los Angeles, CA 90009.

The Bar Dates and the procedures set forth below for the filing of proofs of claim against the Debtor apply to all claims against the Debtor that arose (or are deemed to have arisen) on or prior to the Petition Date, except for the types of claims listed in Section 1 below.

The Bar Date Order establishes a separate deadline to file administrative claims arising under sections 503(b)(1) through (8) and 507(a)(2) of the Bankruptcy Code (“Administrative Claims”). If you believe you hold an Administrative Claim and have not received a separate notice of the Administrative Claims bar date, information with respect to the deadlines and procedures for asserting such claims is available at: [www.bmcgroup.com/RAI](http://www.bmcgroup.com/RAI).

---

<sup>1</sup> The Debtor’s mailing address is 313 East Main Street, Suite 2, Hendersonville, TN and the last four digits of its tax identification number are 8761.

## 1. WHO MUST FILE A PROOF OF CLAIM

You **must** file a proof of claim to share in distributions from the Debtor's bankruptcy estate if you hold a claim<sup>2</sup> that arose (or is deemed to have arisen) on or before the Petition Date, and it is not one of the kinds of claims set forth in this Section. You must file a proof of claim by the applicable Bar Date even if your claim is not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

Specifically, and without limiting the generality of Bankruptcy Rule 3003(c)(2), you **must** file a proof of claim on or before the applicable Bar Date if:

- a. your claim against the Debtor is not listed on the Schedules (defined in Section 5 below) or is listed on the Schedules as contingent, unliquidated or disputed; or
- b. you dispute the amount, nature, classification or characterization of your claim, as listed in the Schedules.

You do **not** need to file a proof of claim if:

- a. you already properly filed a proof of claim against the Debtor with either BMC or the Clerk;
- b. your claim is listed in the Debtor's Schedules filed with the Bankruptcy Court, or in any supplements or amendments thereto, and the claim is not identified as "contingent," "unliquidated" or "disputed" and you agree with the amount, nature, classification and characterization of the claim as set forth in the Schedules;
- c. you hold a claim that has been allowed or paid pursuant to an order of the Bankruptcy Court.

**You should not file a Proof of Claim Form if you do not have a claim against the Debtor. The fact that you received this notice does not mean that you have a claim against the Debtor.**

## 2. WHAT FORMS AND DOCUMENTS TO FILE

Any proof of claim previously and properly filed with either BMC or the Clerk prior to the mailing of this Notice shall be deemed to be, and shall be treated as, a properly-filed claim subject to the rights of the Debtor or any party in interest to object to the allowance thereof. No additional proof of claim or request for payment is required to be asserted with respect to such a previously-filed claim.

---

<sup>2</sup> Under Bankruptcy Code section 101(5) and as used herein, the word "claim" means (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

**If you have not filed your proof of claim yet**, your proof of claim should be submitted on the proof of claim form enclosed with this Notice (the “Proof of Claim Form”). Additional copies of the Proof of Claim Form and general information related to this case can be obtained at the Debtor’s case website ([www.bmcgroup.com/RAI](http://www.bmcgroup.com/RAI)) or the Bankruptcy Court’s website (<http://www.deb.uscourts.gov>).

All Proof of Claim Forms must be filed with original signatures, be written in English and be denominated in lawful currency of the United States. You should attach to your completed Proof of Claim Form copies of any documents on which the claim is based or an explanation as to why such documents are not available.

### **3. WHEN AND WHERE TO FILE**

**General Bar Date.** Except as otherwise provided herein, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit) holding or asserting a claim against the Debtor that arose (or is deemed to have arisen) on or before the Petition Date must file a Proof of Claim Form so that it is actually received by BMC **on or before March 14, 2016 at 5:00 p.m. (Eastern Time)** (defined above as the “General Bar Date”).

**Governmental Bar Date.** Each governmental unit holding or asserting a claim against the Debtor that arose (or is deemed to have arisen) on or before the Petition Date must file a Proof of Claim Form so that it is actually received by BMC **on or before May 30, 2016 at 5:00 p.m. (Eastern Time)**.

**Amended Schedules Bar Date.** If, on or after the date the Debtor serve this Notice, the Debtor amends its Schedules to change the amount, nature, classification or characterization of a claim, or to schedule a new claim, the affected claimant may dispute the amount, nature, classification or characterization of the scheduled claim by filing a Proof of Claim Form with respect to the scheduled claim, so that the Proof of Claim Form is actually received by BMC **on or before the later of (i) the General Bar Date or (ii) twenty-one (21) days from the date of the notice that is served alerting the affected creditor of the applicable amendment to the Schedules.**

**Rejection Damages Bar Date.** If the Debtor rejects pursuant to section 365 of the Bankruptcy Code any executory contract or unexpired lease, each person or entity holding or asserting a claim arising from such rejection must file a Proof of Claim Form so that it is actually received by BMC **on or before the later of (i) the General Bar Date or (ii) thirty (30) days after entry of any order authorizing the rejection of an executory contract or unexpired lease.**

Persons or entities filing Proof of Claim Forms must deliver such forms to BMC at the following address:

**IF BY MAIL:**

BMC Group, Inc.  
Attn: RAI Claims Processing  
PO Box 90100  
Los Angeles, CA 90009

**IF BY HAND DELIVERY OR  
OVERNIGHT COURIER:**

BMC Group, Inc.  
Attn: RAI Claims Processing  
300 N. Continental Blvd., #570  
El Segundo, CA 90245

Proof of Claim Forms will be deemed timely and properly filed only if such forms are **actually received** by BMC on or before the applicable Bar Date. Please do not file your Proof of Claim Form with the Clerk.

**Proof of Claim Forms shall not be submitted by facsimile, telecopy, e-mail or other electronic means, and Proof of Claim Forms submitted by such means shall not be deemed timely filed.**

**4. CONSEQUENCES OF FAILURE TO TIMELY FILE A PROOF OF CLAIM FORM**

**ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM FORM IN THE FORM AND MANNER SPECIFIED IN THE BAR DATE ORDER AND FAILS TO DO SO ON OR BEFORE THE APPLICABLE BAR DATE: (I) SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTOR, ITS ESTATE OR THE PROPERTY OF THE ESTATE, OR THEREAFTER FILING A PROOF OF CLAIM FORM WITH RESPECT THERETO IN THE CHAPTER 11 CASE; (II) SHALL NOT, WITH RESPECT TO SUCH CLAIM, BE TREATED AS A CREDITOR OF THE DEBTOR FOR THE PURPOSE OF VOTING UPON ANY PLAN IN THIS PROCEEDING; AND (III) SHALL NOT RECEIVE OR BE ENTITLED TO RECEIVE ANY PAYMENT OR DISTRIBUTION OF PROPERTY FROM THE DEBTOR OR ITS SUCCESSORS OR ASSIGNS WITH RESPECT TO SUCH CLAIM.**

**5. THE DEBTOR'S SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against the Debtor in its schedules of assets and liabilities (the "Schedules"), copies of which may be obtained as set forth above.

If you rely on the Schedules, it is your responsibility to determine that your claim is accurately listed therein. As set forth above, if (i) you agree with the amount, nature, classification and characterization of your claim as listed in the Schedules, and (ii) your claim is not described as "disputed", "contingent" or "unliquidated" in the Schedules, you need not file a Proof of Claim Form for such claim. Otherwise, or if you decide to file a Proof of Claim Form, you must do so on or before the applicable Bar Date, in accordance with the procedures set forth in this Notice.

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTOR SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE AND ANY RELATED MATTERS, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM FORM.**

This notice is only a summary of the Bar Date Order. All creditors and other parties-in-interest are referred to the text of the Bar Date Order itself and to the Bankruptcy Code, the Bankruptcy Rules and the Local Rules for additional information regarding the filing and treatment of proofs of claim.

*If you have any questions relating to this Notice, contact BMC in writing at BMC Group, Inc., Attn: RAI Claims Processing, PO Box 90100, Los Angeles, CA 90009 or by telephone at 310.321.5555.*

**NEITHER THE ATTORNEYS FOR THE DEBTOR NOR BMC IS AUTHORIZED TO PROVIDE YOU WITH LEGAL ADVICE.**

Dated: \_\_\_\_\_, 2016

DUANE MORRIS LLP

Sean J. Bellew (DE 4072)  
Sommer L. Ross (DE 4598)  
Jarret P. Hitchings (DE 5564)  
222 Delaware Avenue, Suite 1600  
Wilmington, DE 19801-1659  
Telephone: 302.657.4900  
Facsimile: 302.657.4901  
sjbellew@duanemorris.com  
slross@duanemorris.com  
jphitchings@duanemorris.com

*Counsel to Debtor and Debtor-in-Possession  
Restaurants Acquisition I, LLC*

**Exhibit B to Order**

**Proof of Claim Form**

**Fill in this information to identify the case:**

Debtor 1 RESTAURANTS ACQUISITION I, LLC

Debtor 2 \_\_\_\_\_  
(Spouse, if filing)

United States Bankruptcy Court for the: District of Delaware

Case number 15-12406 (KG)

## Official Form 410

**Proof of Claim**

12/15

**Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.**

**Filers must leave out or redact** information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

**Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.**

**Part 1: Identify the Claim****1. Who is the current creditor?**

Name of the current creditor (the person or entity to be paid for this claim) \_\_\_\_\_

Other names the creditor used with the debtor \_\_\_\_\_

**2. Has this claim been acquired from someone else?**

☐ No

☐ Yes. From whom? \_\_\_\_\_

**3. Where should notices and payments to the creditor be sent?**

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

**Where should notices to the creditor be sent?**

Name \_\_\_\_\_

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

Contact phone \_\_\_\_\_

Contact email \_\_\_\_\_

**Where should payments to the creditor be sent? (if different)**

Name \_\_\_\_\_

Number \_\_\_\_\_ Street \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ ZIP Code \_\_\_\_\_

Contact phone \_\_\_\_\_

Contact email \_\_\_\_\_

Uniform claim identifier for electronic payments in chapter 13 (if you use one):

\_\_\_\_\_

**4. Does this claim amend one already filed?**

☐ No

☐ Yes. Claim number on court claims registry (if known) \_\_\_\_\_

Filed on \_\_\_\_\_  
MM / DD / YYYY

**5. Do you know if anyone else has filed a proof of claim for this claim?**

☐ No

☐ Yes. Who made the earlier filing? \_\_\_\_\_

**Part 2: Give Information About the Claim as of the Date the Case Was Filed**

6. Do you have any number you use to identify the debtor? ☐ No  
☐ Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: \_\_\_\_

7. How much is the claim? \$ \_\_\_\_ Does this amount include interest or other charges?  
☐ No  
☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.  
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).  
 Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? ☐ No  
☐ Yes. The claim is secured by a lien on property.

**Nature of property:**  
☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.  
☐ Motor vehicle  
☐ Other. Describe: \_\_\_\_\_

**Basis for perfection:** \_\_\_\_\_  
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

**Value of property:** \$ \_\_\_\_\_  
**Amount of the claim that is secured:** \$ \_\_\_\_\_  
**Amount of the claim that is unsecured:** \$ \_\_\_\_\_ (The sum of the secured and unsecured amounts should match the amount in line 7.)

**Amount necessary to cure any default as of the date of the petition:** \$ \_\_\_\_\_

**Annual Interest Rate** (when case was filed) \_\_\_\_\_ %  
☐ Fixed  
☐ Variable

10. Is this claim based on a lease? ☐ No  
☐ Yes. Amount necessary to cure any default as of the date of the petition. \$ \_\_\_\_\_

11. Is this claim subject to a right of setoff? ☐ No  
☐ Yes. Identify the property: \_\_\_\_\_

**12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?**

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

☐ No☐ Yes. *Check all that apply:*

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ Up to \$2,775\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

☐ Wages, salaries, or commissions (up to \$12,475\*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

☐ Other. Specify subsection of 11 U.S.C. § 507(a)( ) that applies.

**Amount entitled to priority**

\$ \_\_\_\_\_

\$ \_\_\_\_\_

\$ \_\_\_\_\_

\$ \_\_\_\_\_

\$ \_\_\_\_\_

\$ \_\_\_\_\_

\* Amounts are subject to adjustment on 4/01/16 and every 3 years after that for cases begun on or after the date of adjustment.

**Part 3: Sign Below**

**The person completing this proof of claim must sign and date it. FRBP 9011(b).**

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

**A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.**

*Check the appropriate box:*

☐ I am the creditor.

☐ I am the creditor's attorney or authorized agent.

☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date \_\_\_\_\_  
MM / DD / YYYY

\_\_\_\_\_  
Signature

**Print the name of the person who is completing and signing this claim:**

Name \_\_\_\_\_  
First name Middle name Last name

Title \_\_\_\_\_

Company \_\_\_\_\_

Identify the corporate servicer as the company if the authorized agent is a servicer.

Address \_\_\_\_\_  
Number Street

City State ZIP Code

Contact phone \_\_\_\_\_ Email \_\_\_\_\_

## Official Form 410

**Instructions for Proof of Claim**

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157 and 3571.

**How to fill out this form**

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.  
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)  
  
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

**Confirmation that the claim has been filed**

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent’s website at <http://bmccgroup.com/RAI>.

**Understand the terms used in this form**

**Administrative expense:** Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503.

**Claim:** A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Creditor:** A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

**Debtor:** A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

**Evidence of perfection:** Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

**Information that is entitled to privacy:** A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

**Priority claim:** A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

**Proof of claim:** A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

**Redaction of information:** Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

**Secured claim under 11 U.S.C. §506(a):** A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

**Setoff:** Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

**Uniform claim identifier:** An optional 24-character identifier that some creditors use to facilitate electronic payment.

**Unsecured claim:** A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

### Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

### **Please send completed Proof(s) of Claim to:** **If by Regular Mail:**

BMC Group, Inc.  
Attn: RAI Claims Processing  
PO Box 90100  
Los Angeles, CA 90009

### **If by Messenger or Overnight Delivery:**

BMC Group, Inc.  
Attn: RAI Claims Processing  
300 N. Continental Blvd., #570  
El Segundo, CA 90245

**Do not file these instructions with your form.**

**Exhibit C to Order**

**Notice of Administrative Bar Date**

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

In re:

RESTAURANTS ACQUISITION I, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-12406 (KG)

**NOTICE OF DEADLINE FOR FILING ADMINISTRATIVE CLAIMS**

**PLEASE TAKE NOTICE THAT:**

On December 2, 2015 (the “Petition Date”), the above-captioned debtor and debtor-in-possession (the “Debtor”) filed a voluntary petition for relief under chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

On \_\_\_\_\_, 2016, the Bankruptcy Court entered an order [Docket No. \_\_\_\_] (the “Bar Date Order”) establishing **March 14, 2016 at 5:00 p.m. (Eastern Time)** (the “Administrative Claims Bar Date”) as the deadline for each person or entity to assert a claim arising under sections 503(b)(1) through (8) and 507(a)(2) of the Bankruptcy Code (an “Administrative Claim”) against the Debtor that may have arisen, accrued or otherwise become due and payable at any time subsequent to the Petition Date but on or before December 31, 2015 (the “Initial Administrative Claims Period”). You may obtain a copy of the Bar Date Order at the Debtor’s case website ([www.bmcgroup.com/RAI](http://www.bmcgroup.com/RAI)) or the Bankruptcy Court’s website (<http://www.deb.uscourts.gov>). Copies of the Bar Date Order also may be examined between the hours of 8:00 a.m. and 4:00 p.m. (Eastern Time), Monday through Friday, excluding federal holidays, at the Office of the Clerk of the Bankruptcy Court (the “Clerk”), 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801. Finally, a copy of the Bar Date Order may be obtained by written request to BMC Group, Inc. (“BMC”), the Debtor’s Court-appointed claims agent, at BMC Group, Inc., Attn: RAI Claims Processing, PO Box 90100, Los Angeles, CA 90009.

Pursuant to the terms of the Bar Date Order, and except as otherwise provided therein or herein, each person and entity (including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit) that holds or wishes to assert an Administrative Claim that may have arisen, accrued or otherwise become due and payable during the Initial Administrative Claims Period, must do so by filing a request for payment of administrative expense, substantially in the form of the Request for Payment of Administrative Claim (the “Administrative Claim Form”) attached hereto, on or before the Administrative Claims Bar Date.

---

<sup>1</sup> The Debtor’s mailing address is 313 East Main Street, Suite 2, Hendersonville, TN and the last four digits of its tax identification number are 8761.

Pursuant to the Bar Date Order, creditors holding or wishing to assert the following types of Administrative Claims (the “Excluded Claims”) against the Debtor are not required to file Administrative Claim Forms:

- a. Administrative Claims on account of which a request for payment of administrative claim already has been properly filed with either BMC or the Clerk, if such request clearly sets forth that such party is asserting an Administrative Claim and includes supporting documentation;
- b. Administrative Claims previously allowed or paid pursuant to an order of the Bankruptcy Court;
- c. Administrative Claims asserted by professionals retained by the Debtor or the Committee, to the extent that such claims are for services performed and reimbursement of expenses incurred in the chapter 11 case; and
- d. Administrative Claims asserted by the U.S. Trustee for statutory fees required to be paid by the Debtor.

Any holder of an Administrative Claim (other than an Excluded Claim) against the Debtor must file an Administrative Claim Form, with original signature, so that it is actually received by BMC **on or before March 14, 2016 at 5:00 p.m. (Eastern Time)** at the following address:

**IF BY MAIL:**

BMC Group, Inc.  
Attn: RAI Claims Processing  
PO Box 90100  
Los Angeles, CA 90009

**IF BY HAND DELIVERY OR  
OVERNIGHT COURIER:**

BMC Group, Inc.  
Attn: RAI Claims Processing  
300 N. Continental Blvd., #570  
El Segundo, CA 90245

Administrative Claim Forms will be deemed timely and properly filed only if such forms are **actually received** by BMC **on or before March 14, 2016 at 5:00 p.m. (Eastern Time)**. Please do not file your Administrative Claim Form with the Clerk.

**Administrative Claim Forms shall not be submitted by facsimile, telecopy, e-mail or other electronic means, and Administrative Claim Forms submitted by such means shall not be deemed timely filed.**

All Administrative Claim Forms must be signed by the individual to whom service of any papers relating to such claim should be directed and must be written in English and be denominated in lawful currency of the United States. You should attach to your Administrative Claim Form copies of any documents on which the claim is based (or if voluminous, attach a summary thereof instead) or an explanation as to why such documents are not available.

**ANY PERSON OR ENTITY THAT IS REQUIRED TO FILE AN ADMINISTRATIVE CLAIM FORM IN THE FORM AND MANNER SPECIFIED IN THE BAR DATE ORDER AND FAILS TO DO SO ON OR BEFORE THE ADMINISTRATIVE CLAIMS BAR DATE: (I) SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTOR, ITS ESTATE OR THE PROPERTY OF THE ESTATE, OR THEREAFTER FILING AN ADMINISTRATIVE CLAIM FORM WITH RESPECT THERETO IN THE CHAPTER 11 CASE; AND (II) SHALL NOT RECEIVE OR BE ENTITLED TO RECEIVE ANY PAYMENT OR DISTRIBUTION OF PROPERTY FROM THE DEBTOR OR ITS SUCCESSORS OR ASSIGNS WITH RESPECT TO SUCH CLAIM.**

**A HOLDER OF A POSSIBLE ADMINISTRATIVE CLAIM AGAINST THE DEBTOR SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE AND ANY RELATED MATTERS, SUCH AS WHETHER THE HOLDER SHOULD FILE AN ADMINISTRATIVE CLAIM FORM.**

This notice is only a summary of the Bar Date Order. All creditors and other parties-in-interest are referred to in the text of the Bar Date Order itself and to the Bankruptcy Code, the Bankruptcy Rules and the Local Rules for additional information regarding the filing and treatment of Administrative Claims.

*If you have any questions relating to this Notice, contact BMC in writing at BMC Group, Inc., Attn: RAI Claims Processing, PO Box 90100, Los Angeles, CA 90009 or by telephone at 310.321.5555.*

**NEITHER THE ATTORNEYS FOR THE DEBTOR NOR BMC IS AUTHORIZED TO PROVIDE YOU WITH LEGAL ADVICE.**

Dated: \_\_\_\_\_, 2016

DUANE MORRIS LLP

Sean J. Bellew (DE 4072)  
Sommer L. Ross (DE 4598)  
Jarret P. Hitchings (DE 5564)  
222 Delaware Avenue, Suite 1600  
Wilmington, DE 19801-1659  
Telephone: 302.657.4900  
Facsimile: 302.657.4901  
sjbellew@duanemorris.com  
slross@duanemorris.com  
jphitchings@duanemorris.com

*Counsel to Debtor and Debtor-in-Possession  
Restaurants Acquisition I, LLC*

**Exhibit D to Order**

**Administrative Claim Form**

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		ADMINISTRATIVE CLAIM FORM
<b>In re: Restaurants Acquisition I, LLC</b>		<b>Case No. 15-12406 (KG)</b>
<b>Name of Creditor and Address:</b> the person or other entity to whom the debtor owes money or property		<div style="display: flex; justify-content: space-between;"> <div style="width: 60%;"> <input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.   <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.   <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.                 </div> <div style="width: 35%; padding-top: 10px;"> <b>PLEASE NOTE:</b>   <i><b>This form should only be used to assert an unpaid administrative expense claim arising on or after December 2, 2015 through and including December 31, 2015.</b></i> </div> </div>
Creditor Telephone Number (    )		<b>THIS SPACE IS FOR COURT USE ONLY</b>
Name and address where notices should be sent (if different from above):		Name and address where payments should be sent (if different from above):
Creditor Telephone Number (    )		Creditor Telephone Number (    )
Account or other number by which creditor identifies debtor:		Check here if this claim: <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated:
<b>1. Basis for Claim:</b>		
<b>2. Date debt was incurred:</b>		
<b>3. Brief description of claim, including the basis for the priority nature of the claim (if any) (attach additional information):</b>		
<b>4. Total Amount of Administrative Claim: \$ _____</b>  <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
<b>5. CREDITS:</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim.		
<b>6. SUPPORTING DOCUMENTS:</b> <i>Attach copies of supporting documents</i> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.		
<b>7. DATE-STAMPED COPY:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim. <div style="float: right; text-align: right; font-size: small;">DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</div>		
<b>The original of this completed proof of claim form must be sent by mail or hand delivered (no electronic submissions or facsimiles will be accepted) so that it is actually received on or before 5:00 pm prevailing Eastern Time on _____, 2016.</b>  <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <b>BY MAIL TO:</b>                      BMC Group, Inc.                      Attn: RAI Claims Processing                      PO Box 90100                      Los Angeles, CA 90009                 </div> <div style="width: 45%;"> <b>BY HAND OR OVERNIGHT DELIVERY TO:</b>                      BMC Group, Inc.                      Attn: RAI Claims Processing                      300 N. Continental Blvd, Suite 570                      El Segundo, CA 90245                 </div> </div>		<b>THIS SPACE FOR COURT USE ONLY</b>
<b>DATE</b>	<b>SIGNATURE:</b> The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.	

INSTRUCTIONS FOR FILING PROOF OF ADMINISTRATIVE CLAIM

*The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.*

**This form should only be used to assert administrative claims arising on or after December 2, 2015 through and including December 31, 2015.**

1. Please read this Administrative Claim form carefully and fill it in completely and accurately.
2. Print legibly. Your claim may be disallowed if it cannot be read and understood.
3. This Administrative Claim must be completed in English. The amount of any Administrative Claim must be denominated in United States currency.
4. Attach additional pages on 8-1/2 x 11" paper if more space is required to complete this Administrative Claim form.
5. **THIS FORM SHOULD ONLY BE USED BY A CLAIMANT ASSERTING AN ADMINISTRATIVE EXPENSE THAT WAS INCURRED ON OR AFTER DECEMBER 2, 2015 THROUGH AND INCLUDING DECEMBER 31, 2015. THIS FORM IS NOT FOR FILING CLAIMS ARISING PRIOR TO DECEMBER 2, 2015 OR CLAIMS ARISING AFTER DECEMBER 31, 2015.**
6. This Administrative Claim form should be sent to the following addresses:

**By Regular Mail:**

BMC Group, Inc.  
Attn: RAI Claims Processing  
P.O. Box 90100  
Los Angeles, CA 90009

**By Messenger or Overnight Delivery:**

BMC Group, Inc.  
Attn: RAI Claims Processing  
300 N. Continental Blvd., #570  
El Segundo, CA 90245

Please note that BMC Group, Inc. is **not** permitted to accept proofs of claim, including any Administrative Claim form, by facsimile, telecopy or other electronic submission, including electronic mail.

7. To receive an acknowledgement of the filing of your claim from BMC Group, Inc., enclose a stamped, self-addresses envelope and copy of this Administrative Claim form.
8. **THE CLAIMANT MUST ATTACH COPIES OF ANY AND ALL SUPPORTING DOCUMENTATION THAT PROVIDES EVIDENCE THAT THIS CLAIM IS FOR AN OBLIGATION INCURRED ON OR AFTER DECEMBER 2, 2015 THROUGH AND INCLUDING DECEMBER 31, 2015, SUCH AS PROMISSORY NOTES, PURCHASE ORDERS, INVOICES, ITEMIZED STATEMENTS OF ACCOUNTS, CONTRACTS, COURT JUDGMENTS, OR EVIDENCE OF A SECURITY INTEREST. IF THE DOCUMENTATION IS NOT ATTACHED, THE DEBTORS MAY SEEK DISALLOWANCE OF YOUR CLAIM.**
9. To be considered timely filed, this Administrative Claim form must be actually received by BMC Group, Inc. by 5:00 p.m. (Prevailing Eastern Time) on \_\_\_\_\_, 2016 and should include appropriate documentation/materials establishing the claimants' entitlement to an allowed Administrative Claim and the amount of the asserted claim.

ONCE YOUR CLAIM IS FILED YOU CAN OBTAIN OR VERIFY YOUR CLAIM NUMBER BY VISITING: [www.bmcgroup.com/RAI](http://www.bmcgroup.com/RAI)

**Exhibit E to Order**

**Publication Notice**

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

In re:

RESTAURANTS ACQUISITION I, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-12406 (KG)

**NOTICE OF ENTRY OF BAR DATE ORDER ESTABLISHING  
DEADLINES FOR FILING CLAIMS AGAINST THE DEBTOR**

**PLEASE TAKE NOTICE THAT:**

On December 2, 2015 (the “Petition Date”), the above-captioned debtor and debtor-in-possession (the “Debtor”) filed a voluntary petition for relief under chapter 11 of the U.S. Bankruptcy Code (the “Bankruptcy Code”) with the U.S. Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

On \_\_\_\_\_. 2016, the Bankruptcy Court entered an order [Docket No. \_\_\_\_] (the “Bar Date Order”) establishing the following deadlines (the “Bar Dates”) for filing Proof of Claim Forms and Administrative Claim Forms (as such terms are defined in the Bar Date Order) with BMC Group, Inc. (“BMC”), the Debtor’s Court-appointed claims agent:

**General Bar Date.** Each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust or governmental unit) holding or asserting a claim (as such term is defined in Bankruptcy Code section 101(5)) against the Debtor that arose (or is deemed to have arisen) on or before the Petition Date must file a Proof of Claim Form so that it is actually received by BMC **on or before March 14, 2016 at 5:00 p.m. (Eastern Time).**

**Governmental Bar Date.** Each governmental unit holding or asserting a claim against the Debtor that arose (or is deemed to have arisen) on or before the Petition Date must file a Proof of Claim Form so that it is actually received by BMC **on or before May 30, 2016 at 5:00 p.m. (Eastern Time).**

**Administrative Claims Bar Date.** Each person or entity holding or asserting a claim arising under sections 503(b)(1) through (8) and 507(a)(2) of the Bankruptcy Code (each, an “Administrative Claim”) against the Debtor that may have arisen, accrued or otherwise become due and payable at any time subsequent to the Petition Date but on or before December 31, 2015 (the “Initial Administrative Claims Period”) must file an Administrative Claim Form so that it is actually received by BMC **on or before March 14, 2016 at 5:00 p.m. (Eastern Time).**

---

<sup>1</sup> The Debtor’s mailing address is 313 East Main Street, Suite 2, Hendersonville, TN and the last four digits of its tax identification number are 8761.

Proof of Claim Forms and Administrative Claim Forms (together, “Claim Forms”) must be delivered to BMC, so that such forms are actually received by BMC by the applicable Bar Date, at the following address: if by mail, BMC Group, Inc., Attn: RAI Claims Processing, PO Box 90100, Los Angeles, CA 90009; and if by messenger or overnight courier, BMC Group, Inc., Attn: RAI Claims Processing, 300 N. Continental Blvd., #570, El Segundo, CA 90245. Claim Forms shall not be submitted by facsimile, telecopy, e-mail or other electronic means, and Claim Forms submitted by such means shall not be deemed timely filed.

**Any person or entity that is required to file a Claim Form in the form and manner specified in the Bar Date Order and that fails to do so on or before the applicable Bar Date: (i) shall be forever barred, estopped and enjoined from asserting such claim against the Debtor, its estate or its property, or thereafter filing a Claim Form with respect thereto in the chapter 11 case; (ii) shall not, with respect to such claim, be treated as a creditor of the Debtor for the purpose of voting upon any plan in this proceeding; and (iii) shall not receive or be entitled to receive any payment or distribution of property from the Debtor or its successors or assigns with respect to such claim.**

**Copies of the Bar Date Order and the Claim Forms may be viewed and downloaded free of charge at BMC’s website and also may be obtained by written request to BMC at BMC Group, Inc., Attn: RAI Claims Processing, PO Box 90100, Los Angeles, CA 90009.**

**Questions concerning this Notice should be directed to BMC in writing at BMC Group, Inc., Attn: RAI Claims Processing, PO Box 90100, Los Angeles, CA 90009 or by telephone at 310.321.5555. Please note that BMC’s staff is not permitted to give legal advice.**

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

In re:

RESTAURANTS ACQUISITION I, LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 15-12406 (KG)

Hearing Date: February 9, 2016 at 2:00 p.m.

Objection Deadline: January 25, 2016 at 4:00 p.m.

**NOTICE OF DEBTOR'S MOTION FOR ORDER PURSUANT TO SECTIONS 105(a),  
501, 502, 503 AND 1111(a) OF THE BANKRUPTCY CODE, BANKRUPTCY  
RULES 2002 AND 3003(c), AND LOCAL RULES 1009-2 AND 2002-1(e),  
(I) ESTABLISHING BAR DATES FOR FILING CLAIMS AGAINST THE DEBTOR  
AND (II) APPROVING FORM AND MANNER OF NOTICE THEREOF**

PLEASE TAKE NOTICE that, on January 7, 2016, the above-captioned debtor and debtor-in-possession (the "Debtor") filed the *Debtor's Motion for Order Pursuant to Sections 105(a), 501, 502, 503 and 1111(a) of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c), and Local Rules 1009-2 and 2002-1(e), (I) Establishing Bar Dates for Filing Claims Against the Debtor and (II) Approving Form and Manner of Notice Thereof* (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court") seeking an order establishing certain deadlines for filing proofs of claim against the Debtor, including a General Bar Date, Governmental Bar Date, Administrative Claims Bar Date, Amended Schedules Bar Date and Rejection Bar Date (as defined in the Motion).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be filed in writing with the Court, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned counsel for the Debtor on or before **January 25, 2016 at 4:00 p.m. (Eastern Time)**.

---

<sup>1</sup> The Debtor's mailing address is 313 East Main Street, Suite 2, Hendersonville, TN and the last four digits of its tax identification number are 8761.

**PLEASE TAKE FURTHER NOTICE** that a hearing to consider approval of the Motion will be held on **February 9, 2016 at 2:00 p.m. (Eastern Time)** before the Honorable Kevin Gross, United States Bankruptcy Court for the District of Delaware, 6<sup>th</sup> Floor, Courtroom No. 3, 824 North Market Street, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR A HEARING.**

Dated: January 7, 2016

DUANE MORRIS LLP

/s/ Jarret P. Hitchings

Sean J. Bellew (DE 4072)

Sommer L. Ross (DE 4598)

Jarret P. Hitchings (DE 5564)

222 Delaware Avenue, Suite 1600

Wilmington, DE 19801-1659

Telephone: 302.657.4900

Facsimile: 302.657.4901

sjbellew@duanemorris.com

slross@duanemorris.com

jphitchings@duanemorris.com

*Counsel to Debtor and Debtor-in-Possession  
Restaurants Acquisition I, LLC*