

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re:	)	Case No. 06-00932
	)	
GLAZED INVESTMENTS, LLC,	)	Chapter 11
	)	
Debtor.	)	Hon. Pamela S. Hollis
	)	
	)	Hearing Date: July 20, 2006 at 10:00 a.m.
	)	Objection Deadline: July 13, 2006 at 4:00 p.m.

**THE DEBTOR'S SECOND OMNIBUS OBJECTION TO CLAIMS**

Glazed Investments, LLC (the "Debtor"), by its counsel, submits this Second Omnibus Objection to Claims (the "Second Omnibus Objection"), and in support thereof, the Debtor represents as follows:

**Jurisdiction and Venue**

1. This Court has jurisdiction over this Second Omnibus Objection under 28 U.S.C. §§ 157 and 1334. This objection is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue for this Second Omnibus Objection is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 502 and 506 of title 11 of the United States Code (the "Bankruptcy Code") and Rules 3001 and 3007 of the Federal Rules of Bankruptcy Procedures (the "Bankruptcy Rules").

**Background**

3. On February 3, 2006 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. No trustee or examiner has been requested or appointed in this case, and the Debtor continues to manage its affairs pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. The Debtor was the exclusive area developer of Krispy Kreme products for a geographic region encompassing parts of Minnesota, Wisconsin and Colorado. Prior to the Petition Date, the Debtor operated twenty franchise locations and supplied approximately 1,340 wholesale locations in its covered territory.

5. The Debtor commenced this chapter 11 case to facilitate the sale of substantially all of its assets, and on March 16, 2006, the Bankruptcy Court authorized the Debtor to consummate the sale of substantially all of its operating assets to Westward Dough Operating Company, LLC for \$10 million. The sale closed on March 30, 2006, and upon the closing of the sale, the Debtor ceased its business operations.

6. On March 7, 2006, the Debtor filed its schedules of assets and liabilities and statement of financial affairs, which were subsequently amended on April 6, 2006 (collectively, the "Schedules").

7. On May 8, 2006, and within the exclusive period provided under section 1121(b) of the Bankruptcy Code, the Debtor filed the Debtor's Amended Liquidating Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code Dated May 8, 2006 (the "Plan") and the Amended Disclosure Statement for the Debtor's Amended Liquidating Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (the "Disclosure Statement"). On May 9, 2006, this Court approved the Disclosure Statement and authorized the Debtor to solicit acceptances to the Plan.

8. On June 13, 2004, this Court confirmed the Plan, as amended. Pursuant to the Plan, the Debtor may file objections to the allowance of claims.

### **The Objections and Request for Relief**

9. By this Second Omnibus Objection, the Debtor seeks disallowance and expungement or reduction and allowance of the claims (the "Claims") set forth in the exhibits (the "Exhibits") attached to the proposed order for the reasons described herein and in such Exhibits (the proposed order is attached hereto as Exhibit 1):

- (a) The Claims set forth as "**Duplicate Claims**" in Exhibit A attached to the proposed order represent Claims that are duplicative of previously filed claims (the "Duplicate Claims").
- (b) The Claims set forth as "**No Liability Claims**" in Exhibit B attached to the proposed order represent Claims for which the Debtor has no liability according to its books and records (the "No Liability Claims").
- (c) The Claims set forth as "**Reduce and Allow Claims**" in Exhibit C attached to the proposed order are Claims that were filed for amounts that differ from the amounts reflected on the Debtor's books and records (the "Reduce and Allow Claims").
- (d) The Claims set forth as "**Insufficient Documentation Claims**" in Exhibit D attached to the proposed order represent Claims for which the Debtor disputes the Claim amounts and the required documentation in support of such Claims has not been filed (the "Insufficient Documentation Claims").
- (e) The Claims set forth as "**Late Filed Claims**" in Exhibit E attached to the proposed order represent Claims that were not timely-filed and which the Debtor disputes the Claim amounts.

#### **A. The Duplicate Claims**

10. The Debtor objects to the Duplicate Claims listed on Exhibit A attached to the proposed order pursuant to section 502(b)(1) of the Bankruptcy Code because these claims are duplicative (although perhaps not entirely duplicative) of other claims filed by the same creditor. Therefore, the Debtor proposes that the "Surviving Claim Number" noted on Exhibit A replace the relevant Duplicate Claims identified on Exhibit A as the "Claim

Number to be Expunged.” As a result, the Duplicate Claims set forth in Exhibit A<sup>1</sup> should be disallowed and expunged for all purposes.

**B. The No Liability Claims**

11. The Debtor objects to the No Liability Claims listed on Exhibit B attached to the proposed order pursuant to section 502(b)(1) of the Bankruptcy Code because the No Liability Claims are not enforceable against the Debtor or its property under applicable law or contract. After a careful review of its books and records, the No Liability Claims and any supporting documentation, the Debtor has found no evidence that it owes any amounts, nor is it liable, to such claimants. Therefore, the No Liability Claims set forth in Exhibit B should be disallowed and expunged for all purposes.

**C. The Reduce and Allow Claims**

12. After thoroughly reviewing its books and records and the proofs of claim, as well as the supporting documentation provided by each claimant, the Debtor objects to the Reduce and Allow Claims listed on Exhibit C to the proposed order pursuant to section 502(b)(1) of the Bankruptcy Code because these Claims were filed in amounts greater than the amounts reflected on the Debtor’s books and records.

13. Accordingly, the Debtor objects to the Reduce and Allow Claims and requests that the Reduce and Allow Claims be (a) reduced to the amounts set forth as the “Proposed Allowed Amount” on Exhibit C, and (b) upon such reduction, allowed in the classification set forth as the “Proposed Allowed Claim Class” on Exhibit C.

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<sup>1</sup> The Surviving Claim Numbers are not being allowed under the Second Omnibus Objection. Indeed, the Surviving Claim Numbers may be objected to elsewhere in this Second Omnibus Objection or on other claims objections. Further, the Debtor reserves the right to object to the Surviving Claim Numbers on any ground in the future.

**D. The Insufficient Documentation Claims**

14. The Debtor objects to the Insufficient Documentation Claims listed on Exhibit D to the proposed order pursuant to section 502(b)(1) of the Bankruptcy Code and Bankruptcy Rule 3001(c) ("Rule 3001(c)"). Creditors filing the Insufficient Documentation Claims have failed to file sufficient documentation in support of such Claims and, thus, have failed to comply with Rule 3001(c), which requires, in pertinent part, that "[w]hen a claim, or an interest in property of the debtor securing the claim, is based on a writing, the original or a duplicate shall be filed with the proof of claim."

15. Further, according to the Debtor's books and records, the amount of the Insufficient Documentation Claims is overstated, and the Insufficient Documentation Claims have failed to provide any basis for the alleged amounts. Therefore, the Insufficient Documentation Claims should be allowed in the amounts set forth as the "Proposed Allowed Amount" and in the classification listed as "Proposed Allowed Claim Class" on Exhibit D.

**E. The Late Filed Claims**

16. The Debtor objects to the Late Filed Claims pursuant to section 502(b)(9) of the Bankruptcy Code because such Claims were not timely filed before the appropriate bar date.

17. On March 16, 2006, this Court entered the Order (A) Setting Last Day to File Proofs of Claim, and (B) Approving Form and Manner of Notice of Bar Date (the "Bar Date Order"). The Bar Date Order established May 8, 2006 (the "Bar Date") as the deadline for all persons and entities (excluding governmental units) to file a proof of claim against the Debtor, and August 2, 2006 (the "Governmental Units Bar Date") as the deadline for

governmental units to file a proof of claim against the Debtor. The Debtor served notice of the bar dates in accordance with the Bar Date Order.

18. This Court also entered no less than four orders rejecting executory contracts and unexpired leases, each of which required the non-debtor counter-parties to file proofs of claim for rejection damages by the Bar Date. See Order Under 11 U.S.C. §§ 365 and 502 and Fed.R.Bank.P. 3003(c)(3) Rejecting Certain Unexpired Leases of Non-Residential Real Property, entered February 7, 2006; Order Under 11 U.S.C. §§ 365 and 502 and Fed.R.Bank.P. 3003(c)(3) Rejecting Certain Executory Contracts and Unexpired Leases, entered February 28, 2006; Order Under 11 U.S.C. §§ 365 and 502 and Fed.R.Bank.P. 3003(c)(3) Rejecting Unexpired Lease, entered April 6, 2006; and Order Under 11 U.S.C. §§ 365 and 502 and Fed.R.Bank.R. 3003(c)(3) Rejecting Certain Executory Contracts and Unexpired Leases, entered April 6, 2006.

19. Claimants filing the Late Filed Claims filed such Claims after the Bar Date. Further, according to the Debtor's books and records, the Debtor either has not incurred any liability relating to the Late Filed Claims or the amount of the Late Filed Claims is overstated, and the Late Filed Claims have failed to provide any basis for the alleged amounts. Therefore, those Late Filed Claims with respect to which the Debtor has not incurred any liability should be disallowed and expunged for all purposes and the Late Filed Claims that overstate the amount of the Claim should be Allowed in the amounts set forth as the "Proposed Allowed Amount" on Exhibit E.

**F. The Kemps, LLC Claim**

20. On February 22, 2006, Kemps, LLC ("Kemps") filed a proof of claim for a general unsecured non-priority claim in the amount of \$26,514.72 (identified as "Claim

No. 3”) for goods sold to the Debtor. Included within Claim No. 3 is \$12,210.56, which Kemps asserts is entitled to priority treatment under the Minnesota Wholesale Produce Dealers Act (the “Minnesota Act Claim”). The Debtor disputes Kemps’ Claim No. 3, including the validity of the Minnesota statute.

21. The Debtor and Kemps have negotiated the claim and reached the following resolution: Kemps will be deemed to have (a) an allowed unsecured priority claim in the amount of \$6,105.28 (the “Allowed Priority Claim”), and (b) an allowed general unsecured non-priority claim in the amount of \$20,409.44 (the “Allowed Unsecured Claim,” and together with the Allowed Priority Claim, the “Allowed Claims”), in this bankruptcy case. Each of the Allowed Claims will be paid in accordance with the Plan, as confirmed by this Court. The Debtor and Kemps also agreed to mutually release each other. The agreed order regarding Kemps’ claims is attached hereto as Exhibit 2.

#### **Separate Contested Matters**

22. To the extent that a response is filed regarding any Claim listed in the Second Omnibus Objection and the Debtor is unable to resolve the response, each such Claim and the objection by the Debtor to each such Claim asserted in the Second Omnibus Objection shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court regarding an objection asserted in the Second Omnibus Objection shall be deemed a separate order with respect to each Claim.

#### **Replies to Responses**

23. The Debtor seeks leave to, at its option, file and serve a reply to a claimant’s response so that it is received by the claimant (or the claimant’s counsel, if represented) no later than forty-eight hours before any hearing on such objection.

### **Reservation**

24. The Debtor hereby reserves the right to (a) object in the future (or contemporaneously herewith) to any of the Claims listed in this Second Omnibus Objection or on the Exhibits on any ground, and (b) amend, modify and/or supplement this Second Omnibus Objection, including, without limitation, to object to amended claims and newly-filed claims. Separate notice and hearing will be scheduled for any such objection.

25. Notwithstanding anything contained in this Second Omnibus Objection or the Exhibits, nothing herein should be construed as a waiver of any rights that the Debtor may have to (a) bring avoidance actions under the applicable sections of the Bankruptcy Code, including, but not limited to, 11 U.S.C. § 547, against the holders of Claims subject to the Second Omnibus Objection; or (b) exercise its rights of setoff against the holders of such Claims relating to such avoidance actions.

### **No Previous Request**

26. No previous request for the specific relief set forth herein has been made to this or any other Court.

### **Declaration of Support**

27. The Declaration of Joel Aaseby, who is the Debtor's former Vice President of Finance and Administration and a current consultant of the Debtor, stating that the information contained in the Exhibits is true and correct to the best of his information and belief is attached in further support of this Second Omnibus Objection.

### **Notice**

28. Notice of this Motion has been given to (a) those who have filed claims that are affected by the Second Omnibus Objection; (b) the United States Trustee; (c) counsel



to the Debtor's prepetition secured lenders; (d) counsel to Krispy Kreme Doughnut Corporation; (e) counsel to the Official Committee of Unsecured Creditors; and (f) those parties that requested notice pursuant to Bankruptcy Rule 2002.

29. The Debtor submits that notice of this Second Omnibus Objection is sufficient under Bankruptcy Rule 3007 and that no further notice is necessary.

WHEREFORE, the Debtor requests that the Court enter an order, in the form prescribed by the draft attached hereto, disallowing and expunging or reducing and allowing each of the Claims more fully described in this Second Omnibus Objection and/or listed on the Exhibits.

Dated: June 14, 2006

Respectfully submitted,

GLAZED INVESTMENTS, LLC

/s/ Daniel A. Zazove  
One of its attorneys

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Attorneys for the Debtor and Debtor in Possession

**EXHIBIT 1**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re:	)	Case No. 06-00932
	)	
GLAZED INVESTMENTS, LLC,	)	Chapter 11
	)	
Debtor.	)	Hon. Pamela S. Hollis

**ORDER GRANTING THE DEBTOR'S  
SECOND OMNIBUS OBJECTION TO CLAIMS**

Upon the above-captioned debtor's and debtor in possession's (the "Debtor") Second Omnibus Objection to Claims (the "Second Omnibus Objection") seeking entry of an order disallowing and expunging or reducing and allowing certain Claims;<sup>1</sup> and no previous application having been made; and upon consideration of the Second Omnibus Objection having been given; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of the proceeding and this Second Omnibus Objection is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been given; and no further notice being required; and after due deliberation and sufficient cause appearing therefor, it is hereby:

**ORDERED, ADJUDGED AND DECREED THAT:**

1. The relief sought in the Second Omnibus Objection is GRANTED.
2. The Duplicate Claims listed on Exhibit A attached hereto (and identified as the "Claim Number to Be Expunged") are disallowed and expunged for all purposes.

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<sup>1</sup> Capitalized terms used but not defined herein are as defined in the Second Omnibus Objection.

3. The No Liability Claims listed on Exhibit B attached hereto are disallowed and expunged for all purposes.

4. The Reduce and Allow Claims listed on Exhibit C attached hereto are (a) reduced to the amounts set forth as the "Proposed Allowed Amounts" on Exhibit C attached hereto, and (b) upon such reduction, allowed in the classification set forth as the "Proposed Allowed Claim Class" on Exhibit C attached hereto.

5. The Insufficient Documentation Claims listed on Exhibit D attached hereto are allowed in the amounts set forth as the "Proposed Allowed Amount" on Exhibit D and in the classification identified as the "Proposed Allowed Claim Class" on Exhibit D.

6. The Late Filed Claims listed on Exhibit E attached hereto that are listed for \$0 in the "Proposed Allowed Amount" column of Exhibit E are disallowed and expunged for all purposes. All other Late Filed Claims listed on Exhibit E are allowed in the amounts set forth as the "Proposed Allowed Amount" on Exhibit E and in the classification identified as the "Proposed Allowed Claim Class" on Exhibit E.

7. Notwithstanding anything contained in this Order, the Bankruptcy Code or the local rules for the Bankruptcy Court for the Northern District of Illinois, nothing herein shall be construed as a waiver of any rights that the Debtor may have to (a) bring an avoidance action under the applicable sections of the Bankruptcy Code, including, but not limited to, 11 U.S.C. § 547, against the holders of Claims subject to the Second Omnibus Objection, or (b) exercise its rights to setoff against the holders of such Claims relating to such avoidance actions.

8. The Debtor reserves the right to (a) object in the future to any of the Claims listed in the Second Omnibus Objection or on the Exhibits attached hereto on any ground, and

(b) amend, modify and/or supplement the Second Omnibus Objection, including, without limitation, to object to amended claims and newly-filed claims.

9. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: \_\_\_\_\_, 2006

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United States Bankruptcy Judge

**EXHIBIT A**

**In re: Glazed Investments, LLC, et al.**

**OMNIBUS 2: EXHIBIT A - DUPLICATE CLAIMS**

Claim To Be Expunged				Surviving Claim			
Creditor Name and Address	Case No	Claim Number	Total Claim Dollars to be expunged*	Surviving Creditor Name and Address	Case No	Surviving Claim Number	Total Surviving Claim Dollars*
1 PENSKE TRUCK LEASING PO BOX 301 READING PA 19603	06-00932	262	\$212,345.92	PENSKE TRUCK LEASING PO BOX 301 READING PA 19603	06-00932	97	\$212,345.92
Total Claims Expunge 1				Total Claims Remaining: 1			
Total Dollars Expunged: \$212,345.92				Total Dollars Remaining: \$212,345.92			
				Reason For Proposed Disallowance			
				CLAIMANT HAS FILED MORE THAN ONE CLAIM BASED UPON THE SAME ALLEGED LIABILITY.			

\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.



**EXHIBIT B**

**In re: Glazed Investments, LLC**  
**OMNIBUS 2: EXHIBIT B - NO LIABILITY CLAIMS**

	Creditor Name / Address	Case Number	Claim Number	Docketed Claim Date	Total Filed Claim Dollars*	Filed Claim Class**	Reason For Proposed Disallowance
1	BP C/O FLEETCOR TECHNOLOGIES PO BOX 923928 NORCROSS GA 30010-3928	06-00932	117 GLAZED INVESTMENTS, LLC	3/22/2006	\$36,232.42	(U)	CREDITOR AGREED TO WAIVE ANY CLAIMS AGAINST DEBTOR AS PART OF THE SPECIAL MUTUAL WAIVER CLASS 4 BALLOT. THEREFORE, DEBTOR HAS NO LIABILITY FOR THIS CLAIM.
2	DEER, KERRY 2838 GEMINI RD GREEN BAY WI 54311	06-00932	272 GLAZED INVESTMENTS, LLC	5/9/2006	\$692.00	(P)	ACCORDING TO DEBTOR'S BOOKS AND RECORDS, NO AMOUNTS ARE OWED.
3	ILLINOIS DEPT OF EMPLOYMENT SECURITY ATTN BANKRUPTCY UNIT 33 SOUTH STATE ST 10TH FL CHICAGO IL 60603	06-00932	280 GLAZED INVESTMENTS, LLC	5/6/2006	\$4,039.67	(P)	ACCORDING TO DEBTOR'S BOOKS AND RECORDS, NO AMOUNTS ARE OWED.
4	NORTHERN STATES POWER CO DBA XCEL ENERGY 1518 CHESTNUT AVE N MINNEAPOLIS MN 55403	06-00932	170 GLAZED INVESTMENTS, LLC	4/10/2006	\$35,926.39	(U)	CREDITOR AGREED TO WAIVE ANY CLAIMS AGAINST DEBTOR AS PART OF THE SPECIAL MUTUAL WAIVER CLASS 4 BALLOT. THEREFORE, DEBTOR HAS NO LIABILITY FOR THIS CLAIM.
5	NORTHERN STATES POWER COMP A WI CORP DBA XCEL ENERGY PO BOX 727 LA CROSSE WI 54602-0727	06-00932	171 GLAZED INVESTMENTS, LLC	4/10/2006	\$12,224.99	(U)	CREDITOR AGREED TO WAIVE ANY CLAIMS AGAINST DEBTOR AS PART OF THE SPECIAL MUTUAL WAIVER CLASS 4 BALLOT. THEREFORE, DEBTOR HAS NO LIABILITY FOR THIS CLAIM.
6	PUBLIC SERVICE COMPANY OF COLORADO BANKRUPTCY ACCOUNT SPECIALIST 550 15TH ST DENVER CO 80202-4204	06-00932	279 GLAZED INVESTMENTS, LLC	5/2/2006	\$55,665.95	(U)	CLAIMANT IS AN AFFILIATE OF NORTHERN STATES, WHO AGREED TO WAIVE ANY CLAIMS AGAINST DEBTOR AS PART OF THE SPECIAL MUTUAL WAIVER CLASS 4 BALLOT. THEREFORE, DEBTOR HAS NO LIABILITY FOR THIS CLAIM.
7	WEINGARTEN/MILLER/THORNCREEK II LLC ATTN JENNY HYUN ESQ 2600 CITADEL PLAZA DR HOUSTON TX 77008	06-00932	264 GLAZED INVESTMENTS, LLC	5/8/2006	\$26,924.49	(U)	ACCORDING TO DEBTOR'S BOOKS AND RECORDS, NO AMOUNTS ARE OWED.
8	WISCONSIN ELECTRIC POWER COMPANY ATTN ELAINE BERONJA WE ENERGIES 333 W EVERETT ST, RM A130 MILWAUKEE WI 53203	06-00932	92 GLAZED INVESTMENTS, LLC	3/14/2006	\$33,660.42	(U)	CREDITOR AGREED TO WAIVE ANY CLAIMS AGAINST DEBTOR AS PART OF THE SPECIAL MUTUAL WAIVER CLASS 4 BALLOT. THEREFORE, DEBTOR HAS NO LIABILITY FOR THIS CLAIM.

\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

\*\* (A) - Administrative  
(P) - Priority

(S) - Secured  
(U) - Unsecured

(T) - Total

**In re: Glazed Investments, LLC**  
**OMNIBUS 2: EXHIBIT B - NO LIABILITY CLAIMS**

Creditor Name / Address	Case Number	Claim Number	Docketed Claim Date	Total Filed Claim Dollars*	Filed Claim Class**	Reason For Proposed Disallowance
			<b>Totals:</b>	\$4,731.67 \$200,634.66	(P) (U)	

\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

\*\***(A) - Administrative**  
**(P) - Priority**

**(S) - Secured**  
**(U) - Unsecured**

**(T) - Total**

**EXHIBIT C**

**In re: Glazed Investments, LLC, et al.**  
**OMNIBUS 2: EXHIBIT C - REDUCE & ALLOW CLAIMS**

	Creditor Name / Address	Case Number	Claim Number	Total Filed Claim Dollars	Filed Claim Class*	Proposed Allowed Amt	Proposed Allowed Claim Class*	Reason For Proposed Modification
1	CANON FINANCIAL SERVICES INC ANDREW SKLAR ESQUIRE LAW OFFICES OF ANDREW SKLAR PC 411 ROUTE 70 EAST STE 200 CHERRY HILL NJ 08034	06-00932	277	\$11,556.16	(U)	\$9,244.13	(U)	ACCORDING TO DEBTOR'S BOOKS AND RECORDS, CLAIMANT'S ASSERTED AMOUNT IS OVERSTATED.
2	CITIBANK USA NA CONOCO PAYMENT CENTER 4300 WESTOWN PKWY WEST DES MOINES IA 50266	06-00932	278	\$20,051.87	(U)	\$17,738.02	(U)	ACCORDING TO DEBTOR'S BOOKS AND RECORDS, CLAIMANT'S ASSERTED AMOUNT IS OVERSTATED.
3	DOUGLAS COUNTY ATTN STEPHANIE COOK PO BOX 1208 100 THIRD ST CASTLE ROCK CO 80104	06-00932	109	\$26,540.58	(S)	\$24,580.00	(S)	ACCORDING TO DEBTOR'S BOOKS AND RECORDS, CLAIMANT'S ASSERTED AMOUNT IS OVERSTATED.
4	PITNEY BOWES INC 27 WATERVIEW DR SHELTON CT 06484	06-00932	281	\$2,511.87	(U)	\$938.67	(U)	ACCORDING TO DEBTOR'S BOOKS AND RECORDS, CLAIMANT'S ASSERTED AMOUNT IS OVERSTATED.

**EXHIBIT D**

**In re: Glazed Investments, LLC, et al.**  
**OMNIBUS 2: EXHIBIT D - INSUFFICIENT DOCUMENTATION CLAIMS**

	Creditor Name / Address	Case Number	Claim Number	Total Filed Claim Dollars	Filed Claim Class*	Proposed Allowed Amt	Proposed Allowed Claim Class*	Reason For Proposed Modification
1	CITIBANK USA NA CONOCO PAYMENT CENTER 4300 WESTOWN PKWY WEST DES MOINES IA 50266	06-00932	278	\$20,051.87	(U)	\$17,738.02	(U)	CLAIMANT SUPPLIED INSUFFICIENT DOCUMENTATION IN SUPPORT OF CLAIM.

**EXHIBIT E**



**In re: Glazed Investments, LLC, et al.**  
**OMNIBUS 2: EXHIBIT E - LATE FILED CLAIMS**

	Creditor Name / Address	Case Number	Claim Number	Total Filed Claim Dollars	Filed Claim Class*	Proposed Allowed Amt	Proposed Allowed Claim Class*	Reason For Proposed Modification
1	DEER, KERRY 2838 GEMINI RD GREEN BAY WI 54311	06-00932	272	\$692.00	(P)	\$0.00	(U)	CLAIM WAS NOT FILED BY THE CLAIMS BAR DATE OF MAY 8, 2006 SET BY THE COURT. ADDITIONALLY, ACCORDING TO DEBTOR'S BOOKS AND RECORDS, NO AMOUNTS ARE OWED.
2	PITNEY BOWES INC 27 WATERVIEW DR SHELTON CT 06484	06-00932	281	\$2,511.87	(U)	\$938.67	(U)	CLAIM WAS NOT FILED BY THE CLAIMS BAR DATE OF MAY 8, 2006 SET BY THE COURT. ADDITIONALLY, ACCORDING TO DEBTOR'S BOOKS AND RECORDS, CLAIMANT'S ASSERTED AMOUNT IS OVERSTATED.

**EXHIBIT 2**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re:	)	Case No. 06-00932
	)	
GLAZED INVESTMENTS, LLC,	)	Chapter 11
	)	
Debtor.	)	Hon. Pamela S. Hollis

**AGREED ORDER RECLASSIFYING AND ALLOWING  
CLAIM FILED BY KEMPS, LLC**

Upon the above-captioned debtor's and debtor in possession's (the "Debtor") Second Omnibus Objection to Claims (the "Second Omnibus Objection") specifically as the Second Omnibus Objection relates to the claims of Kemps, LLC ("Kemps");<sup>1</sup> and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of the proceeding and the Second Omnibus Objection is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been given; and no further notice being required; and after due deliberation and sufficient cause appearing therefor, it is hereby:

**FOUND THAT:**

**I. Recitals.**

A. On March 7, 2006, the Debtor filed its schedules of assets and liabilities (the "Schedules") wherein it listed Kemps on Schedule F as having a general unsecured non-priority claim in the amount of \$26,388.32 (the "Kemps Scheduled Claim"). On April 6, 2006, the Debtor filed its amended Schedule F, which did not modify the Kemps Scheduled Claim.

B. On February 22, 2006, Kemps filed a proof of claim for a general unsecured non-priority claim in the amount of \$26,514.72 (identified as "Claim No. 3") for

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<sup>1</sup> Capitalized terms used but not defined herein are as defined in the Second Omnibus Objection.

goods sold to the Debtor. Included within Claim No. 3 is \$12,210.56, which Kems asserts is entitled to priority treatment under the Minnesota Wholesale Produce Dealers Act (the "Minnesota Act Claim," and together with the Kems Scheduled Claim and Claim No. 3, the "Claims"). The Debtor disputes Kems' Claims, including the validity of the Minnesota statute.

C. In the ninety days preceding the Petition Date, the Debtor paid Kems \$29,849.12 in the aggregate, which the Debtor contends constitutes avoidable transfers (the "Debtor Preference Claim"). Kems disputes the Debtor Preference Claim.

D. On June 13, 2006, the Court entered the Findings of Fact, Conclusions of Law and Order Confirming Debtor's Amended Liquidating Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code Dated May 8, 2006 (the "Confirmation Order"), which modified and confirmed the Debtor's Amended Liquidating Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code Dated May 8, 2006 (the "Plan," and together with the Confirmation Order, the "Confirmed Plan").

E. The Debtor and Kems have negotiated the Claims, and to avoid protracted and expensive litigation, the Parties have agreed to compromise and settle all disputes and controversies between them.

NOW THEREFORE, intending to be legally bound hereby, and in consideration of the premises above and agreements set forth herein and for other good and valuable consideration, the sufficiency of which is hereby acknowledged, the Debtor and Kems agree as follows and it is hereby:

ORDERED, ADJUDGED AND DECREED THAT:

**II. Agreement and Order.**

1. Recitals. The recitals set forth above are incorporated herein by reference and are made a part of this Order.

2. Allowance of Claims. Kemps shall be deemed to have (a) an allowed unsecured priority claim in the amount of \$6,105.28 (the "Allowed Priority Claim"), and (b) an allowed general unsecured non-priority claim in the amount of \$20,409.44 (the "Allowed Unsecured Claim," and together with the Allowed Priority Claim, the "Allowed Claims"), in this bankruptcy case. Each of the Allowed Claims will be paid in accordance with the Confirmed Plan.

3. Waiver of Claims. (a) the Debtor shall be deemed to waive, release and forever discharge any and all claims it has, or may have, against Kemps, including, but not limited to, the Debtor Preference Claim, and (b) Kemps shall be deemed to waive, release and forever discharge any and all claims it has, or may have, against the Debtor and any of the Debtor's directors, officers, employees, agents, representatives and attorneys, including, but not limited to, the Claims; provided however, nothing contained in this paragraph shall waive, release or discharge the Allowed Claims.

4. Releases.

(A) The Debtor shall be deemed to release, acquit and forever discharge Kemps and its past, present and future agents, employees, representatives, officers and attorneys (collectively, the "Kemps Released Parties") from any and all claims, causes of action, liabilities, obligations or suits, whether known or unknown, of any nature or type, that the Debtor has or may have against the Kemps Released Parties, including, but not limited to, the Debtor Preference Claim; provided however, nothing contained in this paragraph shall release the Kemps Released Parties from their obligations under this Order.

(B) Kemps and all of its affiliates shall be deemed to release, acquit and forever discharge the Debtor and its past, present and future agents, employees,

representatives, officers, members, directors, shareholders and attorneys (collectively, the "Debtor Released Parties") from any and all claims, causes of action, liabilities, obligations or suits, whether known or unknown, of any nature or type, that Kemps or any of its affiliates have or may have against the Debtor Released Parties, including, but not limited to, the Claims; provided however, nothing contained in this paragraph shall release the Debtor Released Parties from their obligations under this Order.

5. Jurisdiction. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

6. Headings. The headings of the paragraphs of this Order are inserted for convenience only and shall not affect the meaning of any provision herein.

Dated: \_\_\_\_\_, 2006

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United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re:	)	Case No. 06-00932
	)	
GLAZED INVESTMENTS, LLC,	)	Chapter 11
	)	
Debtor.	)	Hon. Pamela S. Hollis

**DECLARATION OF JOEL AASEBY IN SUPPORT OF  
THE DEBTOR'S SECOND OMNIBUS OBJECTION TO CLAIMS**

Joel Aaseby hereby declares:

1. I am the former Vice President of Finance and Administration of Glazed Investments, LLC, the above-captioned debtor and debtor in possession (the "Debtor") and a current consultant of the Debtor. I am authorized to make this declaration in support of the Debtor's Second Omnibus Objection to Claims (the "Second Omnibus Objection").

2. I am responsible for overseeing the claims review and objection process in this case. In that capacity, I have reviewed the Second Omnibus Objection and am, directly or through the Debtor's personnel and professionals, familiar with the information contained therein and in the exhibits annexed to the proposed order.

3. Upon information and belief, the Debtor's books and records accurately reflect, among other things, its liabilities (including the amounts thereof) to its creditors.

4. Under my supervision, considerable resources and time have been expended to ensure a high level of diligence in reviewing and reconciling the proofs of claim filed in this case. These claims were carefully reviewed and analyzed by appropriate personnel, and in some cases, the Debtor's professional advisors, resulting in the identification of objectionable claims that are the subject of the Second Omnibus Objection.

### **The Duplicate Claims**

5. To the best of my knowledge and belief, after a thorough and reasonable review of the Debtor's applicable books and records and the applicable proofs of claim listed on Exhibit A to the Second Omnibus Objection by the Debtor's personnel and/or the Debtor's retained professionals, I have determined that the claims listed on Exhibit A, in which the basis for objection is designated as "Duplicate Claims," reflect liabilities that are not enforceable against the Debtor or its property under any agreement or applicable law because the Duplicate Claims seek relief that is already encompassed in a separate (but not entirely duplicative) proof of claim filed by the same creditor. In evaluating the Duplicate Claims, the Debtor has determined that the Duplicate Claims are not appropriate and should be disallowed and expunged for all purposes, and be replaced by the "Surviving Claim Numbers" noted on Exhibit A.<sup>1</sup>

### **The No Liability Claims**

6. To the best of my knowledge and belief, after a thorough and reasonable review of the Debtor's applicable books and records and the applicable proofs of claim listed on Exhibit B to the Second Omnibus Objection by the Debtor's personnel and/or the Debtor's retained professionals, I have determined that the claims listed on Exhibit B, in which the basis for objection is designated as "No Liability Claims," reflect liabilities that are not enforceable against the Debtor or its property under any agreement or applicable law because the Debtor has incurred no liability for such claims. Therefore, the No Liability Claims set forth on Exhibit B should be disallowed and expunged for all purposes.

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<sup>1</sup> The Surviving Claim Numbers are not being allowed under the Second Omnibus Objection. Indeed, the Surviving Claim Numbers may be objected to elsewhere in the Second Omnibus Objection or on other claims objections. Further, as noted in the Second Omnibus Objection, the Debtor reserves the right to object to the Surviving Claim Numbers on any ground in the future.



### **The Reduce and Allow Claims**

7. To the best of my knowledge and belief, after a thorough and reasonable review of the Debtor's applicable books and records and the applicable proofs of claim listed on Exhibit C to the Second Omnibus Objection by the Debtor's personnel and/or the Debtor's retained professionals, I have determined that the claims listed on Exhibit C, in which the basis for objection is designated as "Reduce and Allow Claims," overstate the amount of each claim, and that such claims should be reduced and allowed as listed on Exhibit C.

### **The Insufficient Documentation Claims**

8. To the best of my knowledge and belief, after a thorough and reasonable review of the Debtor's applicable books and records and the applicable proofs of claim listed on Exhibit D to the Second Omnibus Objection by the Debtor's personnel and/or the Debtor's retained professionals, I have determined that the claims listed on Exhibit D, in which the basis for objection is designated as "Insufficient Documentation Claims," reflect claims for which the amount of the claims is overstated. Further, the Debtor is unable to verify the asserted amount of the Insufficient Documentation Claims at this time because the claimants have failed to submit sufficient documentation in support thereof. Therefore, the Insufficient Documentation Claims should be Allowed in the amounts listed on Exhibit D.

### **The Late Filed Claims**

9. To the best of my knowledge and belief, after a thorough and reasonable review of the Debtor's applicable books and records and the applicable proofs of claim listed on Exhibit E to the Second Omnibus Objection by the Debtor's personnel and/or the Debtor's retained professionals, I have determined that the claims listed on Exhibit E, in which the basis for objection is designated as "Late Filed Claims," reflect claims that were not timely-filed prior

to the bar date established by the Court in this case. Therefore, those Late Filed Claims in which the Debtor has not incurred any liability should be disallowed and expunged for all purposes and the Late Filed Claims that overstate the amount of the Claim should be Allowed in the amount listed on Exhibit E.

  
\_\_\_\_\_  
Joel Anseby

The former Vice President of Finance and  
Administration and current Consultant of the  
Debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re:	)	Case No. 06-00932
	)	Chapter 11
GLAZED INVESTMENTS, LLC,	)	Hon. Pamela S. Hollis
	)	
Debtor.	)	Hearing Date: July 20, 2006 at 10:00 a.m.
	)	Objection Deadline: July 13, 2006 at 4:00 p.m.

**NOTICE OF HEARING ON THE DEBTOR'S  
SECOND OMNIBUS OBJECTION TO CLAIMS**

PLEASE TAKE NOTICE that on June 14, 2006, the debtor (the "Debtor") filed its Second Omnibus Objection to Claims (the "Second Omnibus Objection") with the United States Bankruptcy Court for the Northern District of Illinois.

PLEASE TAKE FURTHER NOTICE that the following entities will receive a copy of the Second Omnibus Objection: (a) those who have filed claims that are affected by the Second Omnibus Objection; (b) the United States Trustee; (c) counsel to the Debtor's prepetition secured lenders; (d) counsel to Krispy Kreme Doughnut Corporation; (e) counsel to the Official Committee of Unsecured Creditors; and (f) those parties that requested notice pursuant to Bankruptcy Rule 2002.

PLEASE TAKE FURTHER NOTICE that:

1. A hearing on the Second Omnibus Objection will be held before the Honorable Pamela S. Hollis, or any judge sitting in her stead, in Room 644 of the Everett McKinley Dirksen Building, 219 South Dearborn Street, Chicago, Illinois 60604 on July 20, 2006 at 10:00 a.m. prevailing Central time (the "Claims Hearing").

2. Any party whose claim is subject to the Second Omnibus Objection should read this notice (the "Notice") and the accompanying papers carefully and discuss them with

their attorney. All such parties should be aware that their claims may be reduced, modified or eliminated by virtue of the relief sought in the Second Omnibus Objection.

3. Any party wishing to oppose the relief requested in the Second Omnibus Objection must file a written response with the Clerk of the Bankruptcy Court at United States Bankruptcy Court for the Northern District of Illinois, Clerk of the Court, 219 South Dearborn Street, 7<sup>th</sup> Floor, Chicago, Illinois 60604, and serve a copy of the response upon counsel to the Debtor at **Perkins Coie LLP, 131 South Dearborn Street, Suite 1700, Chicago, Illinois 60603, Attn: Daniel A. Zazove, Esq. and Jason D. Horwitz, Esq., so as to be received on or before July 13, 2006 at 4:00 p.m. prevailing Central Time.** Only those responses timely filed with the Court and received by the above in accordance with this Notice will be considered by the Court.

4. Any response filed with the Court must, at a minimum, contain the following:

- (a) A caption setting forth the name of the Court, the name of the Debtor, the case number and the title of the objection to which the response is directed;
- (b) The name of the claimant and a description of the basis for the amount of the claim;
- (c) The specific factual basis and supporting legal argument upon which the party will rely in opposing the Second Omnibus Objection;
- (d) Any supporting documentation, to the extent it was not included with the proof of claim previously filed with the Clerk or the Debtor's claims agent, BMC Group, Inc. ("BMC"), upon which the party will rely to support the basis for and amounts asserted in the proof of claim;
- (e) The address to which the Debtor must serve any reply to the response; and
- (f) The name, address and telephone number of the person (you or your legal representative) possessing ultimate authority to

reconcile, settle or otherwise resolve the objection on behalf of the claimant.

5. If you file a response to the Second Omnibus Objection, you should be prepared to argue that response at the Claims Hearing.

6. You need not appear at the Claims Hearing if you do not object to the relief requested. If you do not timely file and serve a response to the Second Omnibus Objection, the relief requested in the Second Omnibus Objection will be granted without further notice to you. In addition, your failure to timely file a response to the Second Omnibus Objection shall be deemed (a) a waiver of your right to respond to the Second Omnibus Objection, and (b) a consent to the relief requested in the Second Omnibus Objection respecting your claim.

7. The Claims Hearing, with respect to one or more or all of the claims subject to the Second Omnibus Objection, may be continued from time to time upon notice provided to you or as stated in open court.

8. The Debtor has sought leave to file and serve a reply to a claimant's response so that it is received by the claimant (or the claimant's counsel, if represented) no later than forty-eight hours before the Claims Hearing, as may be continued from time to time upon notice provided to you or as stated in open court.

9. The Debtor reserves the right to object in the future to any of the claims set forth in the Second Omnibus Objection or the exhibits attached thereto on any grounds. Separate notice and hearing will be scheduled for any such objection.

10. Any party may obtain a copy of the Second Omnibus Objection with all exhibits by requesting the same from the Debtor's claims agent, BMC, at (888) 909-0100 or BMC's website at <http://www.bmcgroup.com>.

Dated: June 14, 2006

Respectfully submitted,

GLAZED INVESTMENTS, LLC

/s/ Daniel A. Zazove  
One of its attorneys

Daniel A. Zazove (ARDC # 3104117)  
Jason D. Horwitz (ARDC # 6269962)  
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e-mail: [jhorwitz@perkinscoie.com](mailto:jhorwitz@perkinscoie.com)

Attorneys for the Debtor and Debtor in Possession

**\*\*\* All responses are to be served upon:**

**Daniel A. Zazove  
Jason D. Horwitz  
Perkins Coie LLP  
131 South Dearborn Street  
Suite 1700  
Chicago, Illinois 60603-5559**