

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

REAL MEX RESTAURANTS, INC., *et al.*<sup>1</sup>  
Debtors.

Chapter 11

Case No. 11-13122 (BLS)  
(Jointly Administered)

**AMENDED NOTICE OF AGENDA OF MATTERS  
SCHEDULED FOR HEARING ON JULY 17, 2012 AT 11:00 A.M.**

**All matters have been continued or resolved. The Court has cancelled the hearing.**

**CONTINUED MATTERS**

1. Notice of Proposed Cure Amounts to Counterparties to Executory Contracts and Unexpired Leases That May Be Assumed and Assigned [Filed: 12/29/11] (Docket No. 678).

Response Deadline: January 13, 2012 at 4:00 p.m. Pacific Time. Extended to February 3, 2012 for Dream Team Associates, LLC.

Responses Received: (see Exhibit 1 attached hereto)

Replies Filed:

- (a) Debtors' Omnibus Reply to General Sale and Cure Objections in Support of Sale Motion and Entry of Sale Order [Filed: 2/7/12] (Docket No. 864).

Related Documents:

- (a) [Signed] Order Under 11 U.S.C. §§ 105(a), 363, and 365 and Fed. R. Bankr. P. 2002, 6004 and 6006 Authorizing and Approving: (I) Sale of Assets Free and

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each of the Debtors' federal tax identification numbers, are: Real Mex Restaurants, Inc. (2902); RM Restaurant Holding Corp. (2217); Acapulco Mark Corp. (3570); Acapulco Restaurant of Downey, Inc. (2910); Acapulco Restaurant of Moreno Valley, Inc. (4606); Acapulco Restaurant of Ventura, Inc. (3626); Acapulco Restaurant of Westwood, Inc. (1162); Acapulco Restaurants, Inc. (4897); ALA Design, Inc. (8584); Chevys Restaurants, LLC (2992); CKR Acquisition Corp. (8287); El Paso Cantina, Inc. (0112); El Torito Franchising Company (2754); El Torito Restaurants, Inc. (7059); Murray Pacific (1596); Real Mex Foods, Inc. (8585); and TARV, Inc. (8081). The Debtors' headquarters and mailing address is: 5660 Katella Avenue, Suite 100, Cypress, CA 90630.

Clear of Liens, Claims, Encumbrances and Other Interests; and (II) Assumption and Assignment of Executory Contracts and Unexpired Leases to Successful Bidder(s) at Auction [Filed: 2/22/12] (Docket No. 923).

- (b) Notice of Closing of Sale of Substantially All of the Debtors' Assets [Filed: 3/27/12] (Docket No. 986).
- (c) Notice of Assumption by Debtors and Assignment to Purchaser of Unexpired Real Property Leases [Filed: 4/24/12] (Docket No. 1048).
- (d) Notice of Limited Withdrawal of Notice of Assumption by Debtors and Assignment to Purchaser of Unexpired Real Property Leases Solely with Respect to Certain Real Property Lease [Filed: 4/27/12] (Docket No. 1062).
- (e) Notice of Assumption by Debtors and Assignment to Purchaser of Unexpired Real Property Leases [Filed: 4/30/12] (Docket No. 1063).
- (f) Second Supplemental Notice of Assumption by Debtors and Assignment to Purchaser of Unexpired Real Property Leases [Filed: 5/24/12] (Docket No. 1114).
- (g) Third Supplemental Notice of Assumption by Debtors and Assignment to Purchaser of Unexpired Real Property Leases [Filed: 6/29/12] (Docket No. 1157).

Status: The Debtors and the Purchasers are continuing to work with the counterparties to resolve certain outstanding cure and adequate assurance disputes. The Debtors anticipate that all outstanding cure and adequate assurance disputes will either be consensually resolved prior to the hearing or will be continued to the next omnibus hearing date.

2. Debtor's Motion for Order: (I) Approving Asset Purchase Agreement and Authorizing Sale of Debtors' Assets Outside Ordinary Course of Business, (II) Authorizing Sale of Assets Free and Clear of Liens, Claims, Encumbrances and Interests, (III) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and (IV) Granting Related Relief [Filed: 12/30/11] (Docket No. 685).

Response Deadline: January 16, 2012 at 4:00 p.m. Pacific Time. Extended to February 8, 2012 at 4:00 p.m. Eastern Time for the Official Committee of Unsecured Creditors.

Responses Received: (see Exhibit 2 attached hereto)

Replies Filed:

- (a) Debtors' Omnibus Reply to General Sale and Cure Objections in Support of Sale Motion and Entry of Sale Order [Filed: 2/7/12] (Docket No. 864).
- (b) Debtors' Reply to the Objections of the Official Creditors Committee Regarding the Proposed Sale of Substantially All of Debtors' Assets to the Successful Bidder at the Auction [Filed: 2/9/12] (Docket No. 889).

- (c) Majority Noteholders' Response to the Committee's Objection to the Debtors' Sale Motion [Filed: 2/9/12] (Docket No. 894).

Related Documents: (see Exhibit 3 attached hereto)

Status: The order approving the sale was previously entered by the Court. With respect to executory contracts and those real property leases that were not subject to the Debtors' Lease Assumption and Assignment Motion or have not been separately assumed pursuant to a an "assumption notice", this matter (along with all remaining unresolved objections relating to cure and adequate assurance) is being continued to the August 21, 2012 omnibus hearing date at 1:00 p.m. prevailing Eastern Time in these cases.

3. Debtors' Motion for Order Authorizing Rejection of Trademark License Agreement with Hormel Foods Corp., Herdez Corporation and Megamex Foods LLC [Filed: 2/28/12] (Docket No. 947).

Response Deadline: March 19, 2012 at 4:00 p.m. Eastern Time. Extended to May 23, 2012 at 4:00 p.m. Eastern Time.

Responses Received: None as of the date hereof.

Status: This matter has been continued to the August 21, 2012 omnibus hearing date at 1:00 p.m. prevailing Eastern Time in these cases.

4. Omnibus Motion for Order Pursuant to 11 U.S.C. § 365 Authorizing and Approving Assumption and Assignment of Non-Residential Real Property Leases (the "Lease Assumption and Assignment Motion") [Filed: 4/6/12] (Docket No. 1014).

Response Deadline: April 19, 2012 at 4:00 p.m. Eastern Time.

Responses Received: In order to minimize the filing of duplicative objections, the Debtors stated in the Lease Assumption and Assignment Motion that any party that had previously filed a cure or adequate assurance objection was not required to re-file such objection in order to preserve its rights with respect to cure or adequate assurance. Accordingly, this Item No. 4 sets forth each objection to cure and/or adequate assurance that relate to real property leases that are subject to the Lease Assumption and Assignment Motion. The following also sets forth those objections (a) that are fully resolved, (b) with respect to which the landlord has consented to the assumption and assignment of its lease pursuant to the order on the Lease Assumption and Assignment Motion (the "Proposed Order"), and the parties have agreed to continue the Court's consideration of any remaining cure issues, and (c) for which the Debtors and the applicable landlord have entered into a stipulation continuing the Court's consideration of the Lease Assumption and Assignment Motion with respect to the applicable lease to July 17, 2012.

Related Documents:

- (a) Certification of Counsel [Filed: 4/25/12] (Docket No. 1055).

- (b) Notice of Filing of Revised Proposed Order Granting the Debtors' Omnibus Motion for Order Pursuant to 11 U.S.C. § 365 Authorizing and Approving Assumption and Assignment of Non-Residential Real Property Leases [Filed: 4/26/12] (Docket No. 1056).
- (c) [Signed] Order Approving Stipulations Extending the Deadline to Assume or Reject Nonresidential Real Property Lease Under Section 365(d)(4) of the Bankruptcy Code [Filed: 4/27/12] (Docket No. 1060).
- (d) [Signed] Order Pursuant to 11 U.S.C. § 365 Authorizing and Approving Assumption and Assignment of Non-Residential Real Property Leases [Filed: 4/27/12] (Docket No. 1061).
- (e) [Signed] Order Approving Stipulation Extending the Deadline to Assume or Reject Nonresidential Real Property Lease Under Section 365(d)(4) of the Bankruptcy Code [Filed: 5/1/12] (Docket No. 1066).
- (f) [Signed] Order Approving Stipulation Extending the Deadline to Assume or Reject Nonresidential Real Property Lease Under Section 365(d)(4) of the Bankruptcy Code [Filed: 5/31/12] (Docket No. 1132).
- (g) [Signed] Order Approving Stipulation Extending the Deadline to Assume or Reject Nonresidential Real Property Lease Under Section 365(d)(4) of the Bankruptcy Code [Filed: 5/31/12] (Docket No. 1133).
- (h) [Signed] Order Approving Stipulation Extending the Deadline to Assume or Reject Nonresidential Real Property Lease Under Section 365(d)(4) of the Bankruptcy Code [Filed: 6/28/12] (Docket No. 1155).

Status: The Court entered its order on this motion on April 27, 2012. Any unresolved objections relating to cure and adequate assurance were continued to the July 17, 2012 hearing. The Debtors and the Purchasers are continuing to work with the counterparties to resolve certain outstanding cure and adequate assurance disputes. The Debtors anticipate that all outstanding cure and adequate assurance disputes will either be consensually resolved prior to the hearing or will be continued to the next omnibus hearing date.

#### **UNCONTESTED MATTERS FOR WHICH CNOS HAVE BEEN FILED**

5. Debtors' Application for Entry of an Order Pursuant to 11 U.S.C. §§ 105(a) and 363 Authorizing the Retention of Deloitte Financial Advisory Services LLP Nunc Pro Tunc to April 27, 2012 [Filed: 6/8/12] (Docket No. 1147).

Response Deadline: June 26, 2012 at 4:00 p.m. Extended to July 3, 2012 for the United States Trustee (the "Trustee").

Responses Received: Informal comments from the Trustee.

Related Documents:

- (a) Certification of No Objection Regarding Docket No. 1147 [Filed: 7/13/12] (Docket No. 1166).
- (b) **[Signed] Order Granting Debtors' Application for Entry of an Order Pursuant to 11 U.S.C. §§ 105(a) and 363 Authorizing the Retention of Deloitte Financial Advisory Services LLP Nunc Pro Tunc to April 27, 2012 [Filed: 7/13/12] (Docket No. 1168).**

Status: **The order has been entered. No hearing will be necessary.**

Dated: July 16, 2012

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