



ENTERED  
06/25/2021

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<p><b>In re</b></p> <p><b>NPC INTERNATIONAL, INC., et al.,</b></p> <p style="text-align: center;"><b>Debtors.<sup>1</sup></b></p>	§ § § § § § §	<p><b>Chapter 11</b></p> <p><b>Case No. 20–33353 (DRJ)</b></p> <p><b>(Jointly Administered)</b></p>
---	---------------------------------	---

**STIPULATION, AGREEMENT AND ORDER  
ADJOURNING THE OBJECTION DEADLINE AND  
HEARING DATE IN CONNECTION WITH OLD REPUBLIC  
INSURANCE COMPANY’S APPLICATION FOR ADMINISTRATIVE EXPENSES**

(Docket No. 1749)

This stipulation, agreement, and proposed order (the “**Stipulation, Agreement and Order**”) is entered into by and among the Liquidating Trust, as successor-in-interest to the above-captioned debtors, and Old Republic Insurance Company (“**Old Republic**”). The Liquidating Trust and Old Republic collectively are referred to in this Stipulation, Agreement and Order as the “**Parties,**” and, each, as a “**Party.**” The Parties hereby stipulate and agree as follows:<sup>2</sup>

**RECITALS**

A. WHEREAS, on July 1, 2020 (the “**Petition Date**”), NPC International, Inc. and certain of its debtor affiliates (collectively, the “**Chapter 11 Entities**”), each commenced a voluntary case (collectively, the “**Chapter 11 Cases**”) under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”).

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are NPC International, Inc. (7298); NPC Restaurant Holdings I LLC (0595); NPC Restaurant Holdings II LLC (0595); NPC Holdings, Inc. (6451); NPC International Holdings, LLC; (8234); NPC Restaurant Holdings, LLC (9045); NPC Operating Company B, Inc. (6498); and NPC Quality Burgers, Inc. (6457). The Debtors’ corporate headquarters and service address is 4200 W. 115th Street, Suite 200, Leawood, KS 66211.

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Plan.

B. WHEREAS, on July 2, 2020, the Bankruptcy Court entered the *Final Order (I) Authorizing Debtors to (A) Maintain their Insurance Policies and Programs and Surety Bond Program and (B) Honor all Obligations with Respect thereto, (II) Modifying Automatic Stay with Respect to Workers' Compensation Programs, and (III) Granting Related Relief* [Docket No. 104].

C. WHEREAS, on January 26, 2021, the Debtors filed the *Second Amended Joint Chapter 11 Plan of NPC International, Inc. and Its Affiliated Debtors* [Docket No. 1477] (the “**Plan**”).

D. WHEREAS, on January 29, 2021, the Bankruptcy Court entered the *Findings of Fact, Conclusions of Law, and Order Confirming Second Amended Joint Chapter 11 Plan of NPC International, Inc. and Its Affiliated Debtors* [Docket No. 1528] (the “**Confirmation Order**”).

E. WHEREAS, on March 31, 2021, all conditions to effectiveness of the Plan occurred and the Plan became effective (the “**Effective Date**”). On April 1, 2021, the Debtors filed the *Notice of (I) Entry of Order Confirming Joint Chapter 11 Plan of NPC International Inc. and its Affiliated Debtors, (II) Occurrence of Effective Date, (III) Administrative Expense Claim Bar Date, and (IV) Driver Claimant Admin Bar Date* [Docket No. 1643] (the “**Notice of Administrative Expense Claim Bar Date**”).

F. WHEREAS, pursuant to the Notice of Administrative Expense Claim Bar Date, all requests for payment of Administrative Expense Claims must have been filed with the Bankruptcy Court by no later than May 17, 2021.

G. WHEREAS, an administrative expense claim was filed by Old Republic on May 17, 2021 at Docket No. 1686 in the amount of at least \$3,299,379 (the “**Old Republic Admin Claim**”) on account of the Debtors’ obligations to Old Republic in the post-petition period

exceeding the amount of two letters of credit, which have been fully drawn down, of which Old Republic was the beneficiary.

H. WHEREAS, the deadline to object to the Old Republic Admin Claim was June 7, 2021 (the “**Objection Deadline**”), and the Parties agreed to adjourn the Objection Deadline until June 14, 2021 in light of ongoing discussions. No hearing has yet been scheduled with respect to the Old Republic Admin Claim (the “**Old Republic Admin Claim Hearing**”).

**NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT HEREBY IS STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES, THROUGH THE UNDERSIGNED, AND UPON BANKRUPTCY COURT APPROVAL HEREOF, IT SHALL BE ORDERED THAT:**

1. The Stipulation, Agreement and Order shall have no force or effect unless and until approved by the Bankruptcy Court.

2. The Objection Deadline will be adjourned until twenty-one days prior to the Old Republic Admin Hearing as set forth below.

3. The Old Republic Admin Claim Hearing will be adjourned; to the extent the Parties are unable to reach an agreement on the allowance, if any, of the Old Republic Admin Claim, the Parties shall request an agreed upon date for the Old Republic Admin Claim Hearing with the Bankruptcy Court; *provided, that*, for the avoidance of doubt, the Old Republic Admin Claim Hearing shall be scheduled for no earlier than twenty-one days from the Objection Deadline.

4. The Liquidating Trust shall hold in reserve, and earmark in the Wind Down Budget, the disputed amount of the Old Republic Admin Claim, \$3,299,379, until the Parties otherwise agree or the Bankruptcy Court enters a ruling on the allowance of the Old Republic Admin Claim; *provided, that*, following any agreement of the Parties or ruling of the Bankruptcy Court, any excess funds remaining shall revert to the Liquidating Trust.

5. The undersigned who executes this Stipulation, Agreement and Order by or on behalf of each respective Party represents and warrants that he or she has been duly authorized and empowered to execute and deliver this Stipulation, Agreement and Order on behalf of such Party.

6. This Stipulation, Agreement and Order shall not be modified, altered, amended or vacated without the written consent of all Parties hereto or by further order of the Bankruptcy Court.

7. This Stipulation, Agreement and Order shall be governed by, and construed in accordance with, the laws of the State of Texas, except to the extent that the Bankruptcy Code applies, without regard to principles of conflicts of law that would require the application of laws of another jurisdiction.

8. The Bankruptcy Court shall retain jurisdiction to resolve any disputes or controversies arising from this Stipulation, Agreement and Order.

9. Nothing contained herein is intended to be or shall be deemed as (i) an admission as to the validity of any claim against the Debtors, (ii) a waiver or limitation of the Debtors' or any party in interest's rights to dispute the amount of, basis for, or validity of any claim, (iii) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable nonbankruptcy law, (iv) an agreement or obligation to pay any claims, or (v) a waiver of any claims or causes of action which may exist against any creditor or interest holder.

**IT IS SO ORDERED**

**Signed: June 25, 2021.**

  
\_\_\_\_\_  
**DAVID R. JONES**  
**UNITED STATES BANKRUPTCY JUDGE**

IN WITNESS WHEREOF, this Stipulation, Agreement and Order has been  
executed and delivered as of the day and year first below written.

Dated: June 14, 2021

By: /s/ Alfredo R. Pérez  
WEIL, GOTSHAL & MANGES LLP  
Alfredo R. Pérez (15776275)  
700 Louisiana Street, Suite 1700  
Houston, Texas 77002  
Telephone: (713) 546-5000  
Facsimile: (713) 224-9511

By: /s/ Margaret M. Anderson  
FOX SWIBEL LEVIN & CARROLL LLP  
Margaret M. Anderson  
Jennifer L. Sucher  
200 W. Madison Street, Suite 3000  
Chicago, Illinois 60606  
Telephone: (312) 224-1200  
Facsimile: (312) 224-1201

-and-

WEIL, GOTSHAL & MANGES LLP  
Ray C. Schrock, P.C. (admitted *pro hac vice*)  
Kevin Bostel (admitted *pro hac vice*)  
Natasha Hwangpo (admitted *pro hac vice*)  
767 Fifth Avenue  
New York, NY 10153  
Telephone: (212) 310-8000  
Facsimile: (212) 310-8007

*Attorneys for Old Republic*

*Attorneys for Debtors, Debtors in  
Possession, and Liquidating Trust*