

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
ORLANDO DIVISION
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IN RE:

RED LOBSTER MANAGEMENT LLC¹,

RED LOBSTER RESTAURANTS LLC,
RLSV, INC.,
RED LOBSTER CANADA, INC.,
RED LOBSTER HOSPITALITY LLC,
RL KANSAS LLC,
RED LOBSTER SOURCING LLC,
RED LOBSTER SUPPLY LLC,
RL COLUMBIA LLC,
RL OF FREDERICK, INC.,
RED LOBSTER OF TEXAS, INC.,
RL MARYLAND, INC.,
RED LOBSTER OF BEL AIR, INC.,
RL SALISBURY, LLC,
RED LOBSTER INTERNATIONAL HOLDINGS LLC,

Chapter 11 Cases

Case No. 6:24-bk-02486-GER

Jointly Administered with
Case No. 6:24-bk-02487-GER
Case No. 6:24-bk-02488-GER
Case No. 6:24-bk-02489-GER
Case No. 6:24-bk-02490-GER
Case No. 6:24-bk-02491-GER
Case No. 6:24-bk-02492-GER
Case No. 6:24-bk-02493-GER
Case No. 6:24-bk-02494-GER
Case No. 6:24-bk-02495-GER
Case No. 6:24-bk-02496-GER
Case No. 6:24-bk-02497-GER
Case No. 6:24-bk-02498-GER
Case No. 6:24-bk-02499-GER
Case No. 6:24-bk-02500-GER

Debtors.

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**DEBTORS' MOTION FOR ENTRY OF ORDER APPROVING
RETENTION AND EMPLOYMENT OF PROFESSIONALS UTILIZED IN THE
ORDINARY COURSE OF BUSINESS, EFFECTIVE AS OF THE PETITION DATE**

The above-captioned debtors and debtors-in-possession (each a “Debtor” and, collectively, the “Debtors”), by and through the undersigned counsel, file this motion seeking entry of an order authorizing the Debtors to retain and compensate certain professionals utilized in the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are Red Lobster Management LLC (6889); Red Lobster Sourcing LLC (3075); Red Lobster Supply LLC (9187); RL Kansas LLC (2396); Red Lobster Hospitality LLC (5297); Red Lobster Restaurants LLC (4308); RL Columbia LLC (7825); RL of Frederick, Inc. (9184); RL Salisbury, LLC (7836); RL Maryland, Inc. (7185); Red Lobster of Texas, Inc. (1424); Red Lobster of Bel Air, Inc. (2240); RLSV, Inc. (6180); Red Lobster Canada, Inc. (4569); and Red Lobster International Holdings LLC (4661). The Debtors' principal offices are located at 450 S. Orange Avenue, Suite 800, Orlando, FL 32801.

ordinary course of the Debtors' businesses, effective as of the Petition Date. In support of this Motion, the Debtors rely upon the *Declaration of Jonathan Tibus in Support of Chapter 11 Petitions and First Day Pleadings* [ECF No. 6] (the “First Day Declaration”) filed on May 19, 2024 and incorporated herein by reference, and respectfully represent as follows:

Jurisdiction and Venue

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
2. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b).
3. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
4. The statutory predicates for the relief requested herein are sections 105(a), 363 and 521 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 1007(c), 2015.3(d), 9006(b), and 6003 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Background

5. On May 19, 2024, (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the Bankruptcy Code.
6. The Debtors are operating their businesses and managing their affairs as debtors-in-possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code.
7. For a detailed description of the Debtors and their operations, the Debtors respectfully refer the Court and parties in interest to the First Day Declaration.

Relief Requested

8. Prior to the Petition Date, the Debtors customarily engaged various attorneys and other professionals to represent the Debtors in matters arising in the ordinary course of business (collectively, the “Ordinary Course Professionals”). Specifically, the Debtors regularly employed

Ordinary Course Professionals to render pre-petition legal services relating to general corporate matters, among other things, including without limitation commercial litigation, workers' compensation, licensing matters, international trademark, and financial advising. The Debtors will continue to require the services of the Ordinary Course Professionals while operating as debtors-in-possession and completing their reorganization efforts. Lists of the Ordinary Course Professionals utilized by the Debtors are attached hereto as **Exhibit A-1** and **Exhibit A-2**.

9. These Ordinary Course Professionals are distinct from those professionals who are tasked specifically with assisting the Debtors with their chapter 11 reorganization (for whom the Debtors obtain authority to employ through separate application to this Court).

10. The uninterrupted service of the Ordinary Course Professionals is critical to the Debtors' ability to continue operations and successfully reorganize. The Debtors desire to continue to employ and retain Ordinary Course Professionals to render services to their estates that are similar to those rendered prior to the commencement of these chapter 11 cases. Although the Debtors anticipate that the Ordinary Course Professionals will wish to continue to represent the Debtors on an ongoing basis, the Ordinary Course Professionals may not be in a position to do so if the Debtors cannot pay them on a regular basis. Without the background knowledge, expertise and familiarity that the Ordinary Course Professionals have relative to the Debtors and their business, the Debtors undoubtedly would incur additional and unnecessary expenses in educating replacement professionals about the Debtors' matters. The Debtors' estates and their creditors are best served by avoiding any disruption in the professional services that are required for the day-to-day operations of the Debtors. The Debtors submit that it would be impractical, inefficient and costly for the Debtors and their restructuring counsel to prepare and file individual applications and proposed retention orders for each of the Ordinary Course Professionals.

11. Although some of the Ordinary Course Professionals may hold unsecured claims against the Debtors in connection with services rendered to the Debtors pre-petition, the Debtors do not believe that any of the Ordinary Course Professionals have an interest materially adverse to the Debtors, their creditors or other parties in interest. The Ordinary Course Professionals will assist with the Debtors' ongoing pre-petition legal and other professional matters as identified in paragraph 8 above, and will not be involved with the administration of the chapter 11 cases. Thus, the Debtors believe that the Ordinary Course Professionals do not constitute "professional persons" within the meaning of section 327 of the Bankruptcy Code. Nonetheless, out of an abundance of caution, the Debtors are moving this Court for an order authorizing the retention of the Ordinary Course Professionals.

12. With respect to the Ordinary Course Professionals, the Debtors request that the Court dispense with the requirement of individual employment applications and retention orders, and that each Ordinary Course Professional be retained as of the Petition Date on terms substantially similar to those in effect prior to the Petition Date, but subject to the following terms and procedures (the "Compensation Procedures"):³

- a. The Debtors shall be authorized to pay, without formal application to the Court by any Ordinary Course Professional, 100% of the fees and disbursements to each of the Ordinary Course Professionals retained by the Debtors upon (i) each Ordinary Course Professional's submission of a Declaration of Disinterestedness (as defined below) and (ii) upon the Debtors' submission of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date, in accordance with the respective professional's retention agreement; provided, however, that while these chapter 11 cases are pending, (1) the fees, excluding costs and disbursements, of each Ordinary Course Professional set forth on Exhibit A-1 do not exceed \$25,000 per month (the "Tier 1 Cap"), and (2) the fees, excluding costs and disbursements, of each

³ The Debtors also propose to reserve the right to retain additional Ordinary Course Professionals from time to time during these cases, as the need arises, by filing a list or lists of such additional professionals with the Court and serving the same on the Notice Parties (defined herein).

Ordinary Course Professional set forth on Exhibit A-2 do not exceed \$150,000 per month (the “Tier 2 Cap”).

- b. Any payments to an Ordinary Course Professional in excess of the fee caps set forth in clause (a) above shall be subject to prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of the Bankruptcy Court for the Middle District of Florida (the “Local Rules”), the Fee Guidelines promulgated by the Executive Office of the United States Trustee, and any applicable orders of the Court.
- c. No later than twenty (20) days after the entry of an order granting this motion, each Ordinary Course Professional on the lists annexed hereto as Exhibit A-1 and Exhibit A-2 shall file with the Court and serve upon (i) Debtors, Red Lobster Management LLC., *et al.*, 450 S. Orange Avenue, Suite 800, Orlando, FL 32801 (Attn: Nick Haughey, nhaughey@alvarezandmarsal.com); (ii) proposed counsel to the Debtors: King & Spalding LLP, 1180 Peachtree Street, NE, Suite 1600, Atlanta, GA 30309 (Attn: W. Austin Jowers, Esq., ajowers@kslaw.com, and Jeffrey R. Dutson, Esq., jdutson@kslaw.com), and Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn.: Paul Steven Singerman, Esq., singerman@bergersingerman.com); (iii) counsel for pre-petition secured agent and DIP agent, Fortress Credit Corp., Proskauer Rose LLP, One International Place, Boston, MA 02110 (Attn: Charles A. Dale, Esq., CDale@proskauer.com) and Proskauer Rose LLP, Eleven Times Square, New York, New York 10036 (Attn: Megan Volin, Esq., mvolin@proskauer.com and Dylan J. Marker, Esq., dmarker@proskauer.com); (iv) Office of the United States Trustee, George C. Young Federal Building, 400 West Washington Street, Suite 1100, Orlando, FL 32801; and (v) attorneys for the Committee, if any (together, the “Notice Parties”) a declaration of disinterestedness (the “Declaration of Disinterestedness”) substantially similar to the form annexed as Exhibit B.
- d. The Notice Parties shall have ten (10) days after the service of each Ordinary Course Professional’s Declaration of Disinterestedness (the “Objection Deadline”) to object to the retention of such Ordinary Course Professional. The objecting party shall serve any such objection upon the Notice Parties and the respective Ordinary Course Professional on or before the Objection Deadline. If any such objection cannot be resolved within ten (10) days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or other date otherwise agreeable to the parties thereto. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular Ordinary Course Professional, the Debtors shall be authorized as

a final matter to retain and pay such Ordinary Course Professional to whom an objection was not filed.

- e. Beginning on September 1, 2024, and on the first day of each quarter thereafter in which these chapter 11 cases are pending, the Debtors shall file with the Court and serve on the Notice Parties a statement with respect to each Ordinary Course Professional paid during the immediately preceding three-month period. Each Ordinary Course Professional's statement shall include the following information: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported quarter; and (iii) a general description of the services rendered by that Ordinary Course Professional.
- f. The Debtors reserve the right to supplement the list of Ordinary Course Professionals as necessary to add or remove Ordinary Course Professionals from time to time in their sole discretion, without the need for any further hearing and without the need to file individual retention applications for newly added Ordinary Course Professionals. In such event, the Debtors propose to file a notice with the Court listing the additional Ordinary Course Professionals that the Debtors intend to employ (the "Ordinary Course Professional Notice"), including whether such Ordinary Course Professional is subject to the Tier 1 Cap or the Tier 2 Cap, and to serve notice on the Notice Parties. Additionally, each additional Ordinary Course Professional listed in the Ordinary Course Professional Notice shall serve a Declaration of Disinterestedness on the Notice Parties. If, within ten (10) days of service of the Declaration of Disinterestedness, no objections are filed to any such additional Ordinary Course Professional, then retention of the Ordinary Course Professionals shall be deemed approved by the Court without a hearing or further order.

13. The Tier 2 Cap currently only applies to one Ordinary Course Professional, Baker Hostetler ("Baker"). The Tier 2 Cap is necessary because Baker provides a substantial amount of legal services to the Debtors on a monthly basis, including legal services for matters pertaining to labor and employment, the Americans with Disabilities Act, immigration, employee benefits, real estate transactions, intellectual property, privacy and corporate matters, commercial litigation, and foreclosures. The professionals at Baker have significant and institutional knowledge about the Debtors and their legal matters that is invaluable, as they have been assisting the Debtors in these areas for approximately ten years in varying jurisdictions across the country. In addition to

knowledge specific to the Debtors, these professionals have between twenty to forty years of experience in their respective specialties that have and will continue to benefit the Debtors in order that their legal matters be handled efficiently and cost effectively. In the past six months, Baker's attorney's fees and costs have totaled approximately \$168,000 per month. The Debtors submit that, given the volume of the matters involved, the complexity of the issues, the experience of the professionals, and the long history of the relationship, the Tier 2 Cap is reasonable under the circumstances. Additionally, attempting to find replacement counsel for the number of complex matters handled by Baker would result in a substantial disruption and be detrimental to the Debtors' operations and the legal matters attendant thereto.

14. As set forth above, although certain of the Ordinary Course Professionals may hold pre-petition claims against the Debtors, the Debtors do not foresee that such claims will hinder the Ordinary Course Professionals from rendering services during the pendency of the Debtors' chapter 11 cases.

Applicable Authority

15. Courts consider the following factors in determining whether an entity is a "professional" within the meaning of section 327 of the Bankruptcy Code, and, therefore, must be retained by express approval of the court:

- a. whether the entity controls, manages, administers, invests, purchases or sells assets that are significant to the Debtors' reorganization;
- b. whether the entity is involved in negotiating the terms of a plan of reorganization;
- c. whether the entity is directly related to the type of work carried out by the Debtors or to the routine maintenance of the Debtors' business operations;
- d. whether the entity is given discretion or autonomy to exercise his or her own professional judgment in some part of the administration of the Debtors' estates;

- e. the extent of the entity's involvement in the administration of the Debtors' estates; and
- f. whether the entity's services involve some degree of special knowledge or skill, such that it can be considered a "professional" within the ordinary meaning of the term.

See, e.g., In re ITG Vegas, Inc., No. 06-16350-BKC-PGH, 2007 WL 1087212, *1 (Bankr. S.D. Fla. April 3, 2007) (holding that political consultant was not a "professional person") (citing *In re First Merchs. Acceptance Corp.*, No. 97-1500 JJF, 1997 WL 873551, *2 (Bankr. D. Del. Dec. 15, 1997) ("The six-factor test ... is designed to harmonize ... limit[ing] the definition of professionals to those occupations that play a central part in the reorganization, with those cases that define a professional as an employee that is given discretion or autonomy in some part of the Debtors' estate."); *In re Johns-Manville Corp.*, 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1986) (only those professionals involved in the actual reorganization effort, rather than the Debtors' ongoing business, require approval under section 327); see also *In re That's Entm't Mktg. Group, Inc.*, 168 B.R. 226, 230 (N.D. Cal. 1994) (only the retention of professionals whose duties are central to the administration of the estate require prior court approval under section 327).

16. The foregoing factors must be considered in totality (*i.e.*, none of the factors alone is dispositive). *ITG Vegas, Inc.*, 2007 WL 1087212, *2 (weighing the above factors against one another and considering them in totality). Considering all of the factors, the Debtors do not believe that the Ordinary Course Professionals are "professionals" within the meaning of section 327. Specifically, the Ordinary Course Professionals will not be involved in the administration of the Debtors' chapter 11 cases but, instead, will provide services in connection with the Debtors' ongoing business operations, which services are ordinarily provided by non-bankruptcy professionals. Nevertheless, out of an abundance of caution, the Debtors seek the relief requested

in this Motion to establish clear mechanisms for retention and payment of Ordinary Course Professionals and thereby avoid any subsequent controversy with respect thereto.

17. The relief sought herein is not unusual considering the size and complexity of the Debtors' cases. In fact, courts in this district and elsewhere have routinely granted the same or similar relief to chapter 11 Debtors in other chapter 11 cases. *See e.g., In re Stein Mart, Inc., et al.*, No. 3:20-bk-2387 (JAF) (Bankr. M.D. Fla. Oct. 19, 2020); *In re Krystal Company*, No. 20-61065-pwb (Bankr. N.D. Ga. Mar. 3, 2020); *In re Adinath Corp.*, No. 15-16885-LMI (Bankr. S.D. Fla. July 2, 2015); *In re Maguire Group Holdings, Inc., et al.*, No. 11-39347 (Bankr. S.D. Fla. Nov. 10, 2011); *In re Fiddler's Creek, LLC, et al.*, No. 9:10-bk-03846 (Bankr. M.D. Fla. May 5, 2010); *In re Dura Auto. Sys., Inc.*, No. 06-11202 (Bankr. D. Del. Nov. 20, 2006); *In re Calpine Corp.*, No. 05-60200 (Bankr. S.D.N.Y. Jan. 25, 2006).

18. The Debtors and their estates would be well served by the continued retention of the Ordinary Course Professionals because of their established relationships with the Debtors and familiarity of the Debtors and their operations.

19. In light of the fact that the Ordinary Course Professionals will receive relatively modest fees, the Debtors submit that it would be impractical, inefficient and costly for the Debtors and their legal advisors to prepare and file individual applications and proposed retention orders for each Ordinary Course Professional. Therefore, the Debtors believe that it is in the best interests of all creditors and parties in interest to avoid any disruption in the professional services that are required for day-to-day operation of the Debtors' businesses by retaining any compensating the Ordinary Course Professionals in accordance with the Compensation Procedures.

20. The Debtors submit that approval of the relief requested herein will not prejudice any of the parties in the chapter 11 cases. Pursuant to the Compensation Procedures, each of the

Ordinary Course Professionals is required to file a Declaration of Disinterestedness within 20 days of the entry of an order granting such relief. All parties in interest then have an additional 10 days to object to the Ordinary Course Professionals' retention in this case. As such, all parties in interest, including the Office of the United States Trustee, retain the right to further examine the appropriateness of the retention of each individual Ordinary Course Professional.

WHEREFORE, the Debtors request that the Court enter an order in the form attached hereto as Exhibit C (i) authorizing the Debtors to retain and compensate the Ordinary Course Professionals pursuant to the Compensation Procedures, and (ii) granting such other and further relief as the Court deems just and proper.

Dated: May 20, 2024

Respectfully submitted,

/s/ Paul Steven Singerman

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Filer's Attestation: Pursuant to Local Rule 1001-2(g)(3) regarding signatures, Paul Steven Singerman attests that concurrence in the filing of this paper has been obtained.

Proposed Counsel for Debtors and Debtors-in-Possession

EXHIBIT A-1

Ordinary Course Professionals – Tier 1

Red Lobster - Tier 1

Ordinary Course Professionals - Commercial, Litigation, WC, Licensing Firms

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Davenport, Evans, Hurwitz & Smith, L.L.P. Burns Anderson Jury & Brenner LLP Lewis and Roberts	Shane Eden Joe Anderson Mallory Lidaka	Sioux Falls, SD 57101-1030 4807 Spicewood Springs Road, Bldg 4, Austin, TX 78759 3700 Glenwood Ave, Suite 410, Raleigh, NC 27612 1546 E Bradford Parkway, Suite 100, Springfield, MO	seden@dehs.com janderson@bajb.com mallorylidaka@lewis-roberts.com
MVP Law Tolleson Conratt Replogle LLP	Christopher Patt Sommer Tolleson	65804 7190 SW Fir Loop, Ste 200, Tigard, OR 97223 1900 Main St., #700	cpatt@mvplaw.com sommert@tclegalteam.com mcho@twww.com (949) 851-9400
Palmieri Tyler Wiener Wilhelm & Waldron LLP	Michael Cho	Irvine, CA 92614	

Sard & Leff, LLC	Michael Sard; Kevin D. Leff	3789 Roswell Road Atlanta, Georgia 30342 1000 Bishop Street; Suite 503 Honolulu, Hawaii 96813	msard@sardandleff.com; kleff@sardandleff.com 770-644-0800 (808) 537-3500
Bishop Street Law Group	Robert A. Ueoka	President's Plaza 8700 W. Bryn Mawr, Suite 720N Chicago, IL 60631	zubin@smlaw.org (312) 658-2000
Siegel and Moses PC	Zubin Kammula	102 W. Pennsylvania Avenue, Ste 600	schrecengost@rmmr.com
Royston, Mueller, McLean & Reid, LLP	Leanne M. Schrecengost Theresa M.Russo, Esq; Erin Bruce	Towson, Maryland 21204 677 Broadway, 9th Floor Albany, New York 12207	410-823-1800 theresa.russo@wilsonelser.com , 518-449-8893
Shenker, Russo & Clark LLP	Karla Soards	250 East Broad St., Suite 900 Columbus, OH 43215 6th Floor, Wilson House 19-27 Wyndham Street, Central Hong Kong	karla@scottscrivenlaw.com
Scott, Scriven LLP	Dominic Hui		d.hui@ribeirohui.com
Ribeiro Hui			

Red Lobster - Tier 1

Ordinary Course Professionals - Liquor Attorney:

STATE	Law Firm Name	Attorney	Address	Phone	Fax	Email	Website	
ALABAMA	James B. Pittman, Jr., P.C.	James B. Pittman, JR	2102 U.S. Highway 98 P.O. Box 2525 Daphne, AL 36525	251-626-7704	251-626-8202	james@pbplaw.com andrea@lewkovitzlaw.com, jerry@lewkovitzlaw.com, amy@lewkovitzlaw.com,	www.lewkowitzlaw.com	
ARIZONA	Lewkowitz Law Office, PLC	Andrea Lewkowitz; Jerry Lewkowitz; Amy Schroff	2600 N. Central Avenue, Ste 1775 Phoenix, AZ 85004 1900 Main St., #700	602-200-7222	602-200-7234	www.lewkowitzlaw.com		
CALIFORNIA	Palmieri Tyler Wiener Wilhelm & Waldron LLP	Michael Cho	Irvine, CA 92614 360 So. Garfield Street, 6th Floor Denver, CO 80209	(949) 851-9400	303-333-9810	mcho@ptw.com	https://www.ptw.com	
COLORADO	Foster Graham Millstein & Calisher, LLP	Brian C. Proffitt	316 Main Street Farmington, CT 06032	860-676-4830	860-676-4836	www.peaseanddoriolaw.com	www.fostergraham.com	
CONNECTICUT	Pease & Dorio, PC	Michael A. Pease Robert F. Lewis;	One Southeast Third Avenue, 25th Floor Marbet Lewis; Debra Pender	3789 Roswell Road	305-374-5600	305-374-5095	www.peaseanddoriolaw.com	www.peaseanddoriolaw.com
FLORIDA	Akerman LLP	Michael Sard;	Atlanta, Georgia 30342 1000 Bishop Street, Suite 503	770-644-0800	770-644-0808	www.akerman.com		
GEORGIA	Sard & Leff, LLC	Kevin D. Leff	120 Paauhi Street, Ste 312 Hilo, Hawaii 96720	808-961-0406	808-961-3815	www.sardandleff.com	www.sardandleff.com	
HAWAII	Bishop Street Law Group	Robert A. Ueoka	President's Plaza 8700 W. Bryn Mawr, Suite 720N Chicago, IL 60631	(808) 537-3500		www.bishopstreetlaw.com	www.bishopstreetlaw.com	
HAWAII	Torkildson, Katz, Moore, Hetherington & Harris	Newton J. Chu	1000 Bishop Street, Ste 503	808-961-0406	808-961-3815	www.torkildson.com	www.torkildson.com	
ILLINOIS	Siegel and Moses PC	Zubin Kammula	320 W. Ohio, Ste 501 Chicago, Illinois 60654	(312) 658-2000	(312) 658-2022	www.smlaw.org	www.smlaw.com	
ILLINOIS	Webster Powell, PC	James L. Webster; Harlan Powell;	910 E. 56th Street, Ste 317 Indianapolis, Indiana 46216	312-587-8800	312-587-8808	jwebster@lawwp.com ; hpowell@lawwp.com ; twesthaus@lawwp.com	www.lawwp.com	
INDIANA	McKean Law Firm, P.C.	Jeff McLean; Jenny Drewry	317 6th Avenue, Ste 1200 Des Moines, Iowa 50309	317-524-6320	317-524-6319	www.mckeanlaw.com		
IOWA	Whitfield & Eddy, P.L.C.	Nicholas Cooper Beth Marschel;	10851 Martin Blvd, Ste 1000 Overland Park, Kansas 66210	515-288-6041	515-246-1474	www.whitfieldlaw.com	www.whitfieldlaw.com	
KANSAS	Lathrop & Gage, LLP	David E. Waters; Harry E. Wigner, Jr.	500 N. Jefferson Street, Ste 2800 Louisville, Kentucky 40202	913-451-5100	913-451-0875	www.lathropgage.com	www.lathropgage.com	
KENTUCKY	Wyatt, Tarrant & Combs, LLP	Leo F. Camp Richard B. Easterling;	451 Florida street Baton Rouge, Louisiana 70801	502-589-5235	502-589-0309	www.wyattfirm.com		
LOUISIANA	Taylor Porter	Kathryn C Goodson	102 W. Pennsylvania Avenue, Ste 600 Towson, Maryland 21204	225-387-3221	225-346-8046	www.taylorporter.com		
MARYLAND	Royston, Mueller, McLean & Reid, LLP	Leanne M. Schrecengost	450 W. Fourth Street Royal Oak, Michigan 48067	410-823-1800	410-823-3832	www.rmmr.com		
MICHIGAN	Howard & Howard Attorneys PLLC	Patrick Howe	80 South Eighth Street, Ste 900 Minneapolis, Minnesota 55402	248-723-0472	248-645-1568	www.h2law.com		
MINNESOTA	Becker Law Firm, P.A.	Kate Becker, Esq.	312 E. Capitol Avenue P.O. Box 456	651-357-7899		www.becker-law.net		
MISSOURI	Brydon, Swearengen & England	Charlie Smarr; Loreene Williams	Jefferson City, Missouri 65102 400 South Rampart Boulevard, Ste 400 Las Vegas, Nevada 89145	573-635-7166	573-635-0427	www.brydonlaw.com	www.brydonlaw.com	
NEVADA	Kolesar & Leatham	Matthew D. Saltzman, Esq. Doug Sherman	425 Eagle Rock Avenue, Ste 200 Roseland, New Jersey 07068	702-362-7800	702-362-9472	msaltzman@nevada.com	www.knevada.com	
NEW JERSEY	Post Polak Goodsell MacNeill & Strauchler, PA	Susan Lee Cobb Theresa M. Russo, Esq.; Erin Bruce	610 Smithfield Street, Ste 300 Pittsburgh, PA 15222	973-228-9900	973-994-1705	pgms.com	www.pgms.com	
NEW YORK	Shenker, Russo & Clark LLP		677 Broadway, 9th Floor Albany, New York 12207	518-449-8893	518-449-8927	www.wilsoneler.com	www.wilsoneler.com	
NORTH CAROLINA	Nexsen Pruet	David R. Cannon	227 West Trade Street, Ste 1550 Charlotte, North Carolina 28202	704-338-5301	704-805-4702	dcannon@nexsenpruet.com	www.nexsenpruet.com	
OREGON	Wyse Kadish LLP	Duke Tufty Robert J. O'Hara;	621 SW Morrison Street, Ste 1300 Portland, Oregon 97205	503-517-8137	503-273-9135	dt@wysekadish.com	www.nwalcohollow.com	
PENNSYLVANIA	Flaherty & Ohara, P.C.	Mark F. Flaherty; Stanley J. Wolowski	610 Smithfield Street, Ste 300 Pittsburgh, PA 15222	412-456-2001	412-456-2019	rj@flaherty-ohara.com ;		
SOUTH CAROLINA	Nexsen Pruet	Andrea P. Easler	400 Main Street Office Campus, Ste 100A Hilton Head Island, SC 29926	843-682-1568	843-682-1585	aesler@nexsenpruet.com	www.nexsenpruet.com	
TENNESSEE	Adams and Reese LLP	William T. Cheek, III;	511 Union Street, Ste 1600 Nashville, TN 37219	615-238-6300	615-238-3601	wcheek@bonelaw.com ;		
TEXAS	Brackin, Schwartz & Associates	Dewey A. Brackin; Marcus Schwartz	511 West 7th Street Austin, TX 78737	512-542-7000	512-542-7100	ocatanda@bonelaw.com ;	www.adamsandreese.com	
TEXAS	Martin, Frost & Hill, PC	Kyle V. Hill Kimberly Frost	3345 Bee Cave Road, Ste 105 Austin, Texas 78746	512-473-0300	903-386-2174	mschwarz@gardere.com	www.txliquorlaw.com	
VIRGINIA	Cozen O'Connor	Thomas A. Lisk, Esq.; Lisa Foster	Two James Center 1021 E. Cary Street, Suite 1420 Richmond, VA 23219	804-788-7740	804-698-2950	tlisk@cozen.com	www.cozen.com	

EXHIBIT A-2

Ordinary Course Professionals – Tier 2

Red Lobster - Tier 2

Ordinary Course Professionals

Firm Name	Contact Attorney	Address	Email Address
Baker Hostetler	Kevin Shaughnessy	200 South Orange Avenue Suite 2300 Orlando, FL 32801	kshaughnessy@bakerlaw.com

EXHIBIT B

(Declaration of Disinterestedness)

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
ORLANDO DIVISION
www.flmb.uscourts.gov

IN RE:

RED LOBSTER MANAGEMENT LLC¹,

RED LOBSTER RESTAURANTS LLC,
RLSV, INC.,
RED LOBSTER CANADA, INC.,
RED LOBSTER HOSPITALITY LLC,
RL KANSAS LLC,
RED LOBSTER SOURCING LLC,
RED LOBSTER SUPPLY LLC,
RL COLUMBIA LLC,
RL OF FREDERICK, INC.,
RED LOBSTER OF TEXAS, INC.,
RL MARYLAND, INC.,
RED LOBSTER OF BEL AIR, INC.,
RL SALISBURY, LLC,
RED LOBSTER INTERNATIONAL HOLDINGS LLC,

Chapter 11 Cases

Case No. 6:24-bk-02486-GER

Jointly Administered with
Case No. 6:24-bk-02487-GER
Case No. 6:24-bk-02488-GER
Case No. 6:24-bk-02489-GER
Case No. 6:24-bk-02490-GER
Case No. 6:24-bk-02491-GER
Case No. 6:24-bk-02492-GER
Case No. 6:24-bk-02493-GER
Case No. 6:24-bk-02494-GER
Case No. 6:24-bk-02495-GER
Case No. 6:24-bk-02496-GER
Case No. 6:24-bk-02497-GER
Case No. 6:24-bk-02498-GER
Case No. 6:24-bk-02499-GER
Case No. 6:24-bk-02500-GER

Debtors.

/

DECLARATION OF DISINTERESTEDNESS

I, _____, declare under penalty of perjury:

1. I am a [position] of [Company], located at [Street, City, State, Zip Code] (the “Company”).

2. The above-captioned Debtors and Debtors in possession (the “Debtors”) have requested that the Company provide [specific description] services to the Debtors, and the Company has consented to provide such services.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are Red Lobster Management LLC (6889); Red Lobster Sourcing LLC (3075); Red Lobster Supply LLC (9187); RL Kansas LLC (2396); Red Lobster Hospitality LLC (5297); Red Lobster Restaurants LLC (4308); RL Columbia LLC (7825); RL of Frederick, Inc. (9184); RL Salisbury, LLC (7836); RL Maryland, Inc. (7185); Red Lobster of Texas, Inc. (1424); Red Lobster of Bel Air, Inc. (2240); RLSV, Inc. (6180); Red Lobster Canada, Inc. (4569); and Red Lobster International Holdings LLC (4661). The Debtors' principal offices are located at 450 S. Orange Avenue, Suite 800, Orlando, FL 32801.

3. The Company may have performed services in the past, may currently perform services, and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties-in-interest in the Debtors' chapter 11 cases. The Company does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Company is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties-in-interest in these chapter 11 cases.

5. Neither I nor [any principal, partners, director, officer, etc.] of, or professional employed by, the Company has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Company.

6. Neither I nor [any principal, partner, director, officer, etc.] of, or professional employed by, the Company, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Company is to be employed.

7. The Debtors owe the Company [\$_____] for pre-petition services, the payment of which is subject to limitations contained in United States Bankruptcy Code, 11 U.S.C. § 101, et seq.

8. As of the Petition Date, the Company [was/was not] party to an agreement for indemnification of the Debtors. **[A copy of such agreement is attached as Exhibit 1 to this Declaration].**

9. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on _____, 2024

[DECLARANT]

EXHIBIT C

(Proposed Order)

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
ORLANDO DIVISION
www.flmb.uscourts.gov

IN RE:

RED LOBSTER MANAGEMENT LLC¹,

RED LOBSTER RESTAURANTS LLC,
RLSV, INC.,
RED LOBSTER CANADA, INC.,
RED LOBSTER HOSPITALITY LLC,
RL KANSAS LLC,
RED LOBSTER SOURCING LLC,
RED LOBSTER SUPPLY LLC,
RL COLUMBIA LLC,
RL OF FREDERICK, INC.,
RED LOBSTER OF TEXAS, INC.,
RL MARYLAND, INC.,
RED LOBSTER OF BEL AIR, INC.,
RL SALISBURY, LLC,

Chapter 11 Cases

Case No. 6:24-bk-02486-GER

Jointly Administered with
Case No. 6:24-bk-02487-GER
Case No. 6:24-bk-02488-GER
Case No. 6:24-bk-02489-GER
Case No. 6:24-bk-02490-GER
Case No. 6:24-bk-02491-GER
Case No. 6:24-bk-02492-GER
Case No. 6:24-bk-02493-GER
Case No. 6:24-bk-02494-GER
Case No. 6:24-bk-02495-GER
Case No. 6:24-bk-02496-GER
Case No. 6:24-bk-02497-GER
Case No. 6:24-bk-02498-GER
Case No. 6:24-bk-02499-GER

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are Red Lobster Management LLC (6889); Red Lobster Sourcing LLC (3075); Red Lobster Supply LLC (9187); RL Kansas LLC (2396); Red Lobster Hospitality LLC (5297); Red Lobster Restaurants LLC (4308); RL Columbia LLC (7825); RL of Frederick, Inc. (9184); RL Salisbury, LLC (7836); RL Maryland, Inc. (7185); Red Lobster of Texas, Inc. (1424); Red Lobster of Bel Air, Inc. (2240); RLSV, Inc. (6180); Red Lobster Canada, Inc. (4569); and Red Lobster International Holdings LLC (4661). The Debtors' principal offices are located at 450 S. Orange Avenue, Suite 800, Orlando, FL 32801.

RED LOBSTER INTERNATIONAL HOLDINGS LLC, Case No. 6:24-bk-02500-GER

Debtors.

/

**ORDER GRANTING DEBTORS' EMERGENCY MOTION FOR ENTRY OF ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF PROFESSIONALS
UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

THIS MATTER came before the Court on _____, 2024 at _____ a.m./p.m., in Orlando, Florida for a hearing (the “Hearing”) upon the *Debtors’ Emergency Motion For Entry of Order Authorizing the Retention and Employment of Professionals Utilized in the Ordinary Course of Business* [ECF No. ____] (the “Motion”), seeking the entry of an order authorizing the Debtors³ to retain and compensate certain professionals utilized in the ordinary course of the Debtors’ business. The Court, having considered the Motion, finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (c) this matter is core pursuant to 28 U.S.C. § 157(b)(2); (d) the Court may enter a final order consistent with Article III of the United States Constitution; (e) notice of the Motion and the Hearing thereon was sufficient under the circumstances and no other or further notice need be provided; (f) the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties in interest; and (g) upon a review of the record before the Court, including the legal and factual bases set forth in the Motion and the First Day Declaration and the statements made by counsel at the Hearing, and being otherwise fully advised in the premises, does for the reasons stated on the record of the Hearing, all of which are incorporated herein; and after due deliberation and sufficient cause

³ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.
12902543-1

appearing therefor, has determined that good and sufficient cause exists to grant the relief requested. Accordingly, it is

IT IS ORDERED THAT:

1. The Motion is **GRANTED**.
2. The Debtors are authorized, but not required, to retain and pay reasonable fees and expenses for the services of the Ordinary Course Professionals to assist and advise the Debtors in the operation of their business and to represent the Debtors in matters arising in the ordinary course of the Debtors' business.
3. The following procedures for the retention of the Ordinary Course Professionals are hereby approved:
 - a. The Debtors shall be authorized to pay, without formal application to the Court by any Ordinary Course Professional, 100% of the fees and disbursements to each of the Ordinary Course Professionals retained by the Debtors upon (i) each Ordinary Course Professional's submission of a Declaration of Disinterestedness (as defined below) and (ii) upon the Debtors' submission of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date, in accordance with the respective professional's retention agreement; provided, however, that while these chapter 11 cases are pending, (1) the fees, excluding costs and disbursements, of each Ordinary Course Professional set forth on Exhibit A-1 do not exceed \$25,000 per month (the "Tier 1 Cap"), and (2) the fees, excluding costs and disbursements, of each Ordinary Course Professional set forth on Exhibit A-2 do not exceed \$150,000 per month (the "Tier 2 Cap").
 - b. Any payments to an Ordinary Course Professional in excess of the fee cap set forth in clause (a) above shall be subject to prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of the Bankruptcy Court for the Middle District of Florida (the "Local Rules"), the Fee Guidelines promulgated by the Executive Office of the United States Trustee, and any applicable orders of the Court.
 - c. No later than twenty (20) days after the entry of an order granting this motion, each Ordinary Course Professional on the list annexed hereto as **Exhibit A-1** and **Exhibit A-2** shall file with the Court and serve upon (i)

Debtors, Red Lobster Management LLC., *et al.*, 450 S. Orange Avenue, Suite 800, Orlando, FL 32801 (Attn: Nick Haughey, nhaughey@alvarezandmarsal.com); (ii) proposed counsel to the Debtors: King & Spalding LLP, 1180 Peachtree Street, NE, Suite 1600, Atlanta, GA 30309 (Attn: W. Austin Jowers, Esq., ajowers@kslaw.com, and Jeffrey R. Dutson, Esq., jdutson@kslaw.com), and Berger Singerman LLP, 1450 Brickell Avenue, Suite 1900, Miami, FL 33131 (Attn.: Paul Steven Singerman, Esq., singerman@bergersingerman.com); (iii) counsel for pre-petition secured agent and DIP agent, Fortress Credit Corp., Proskauer Rose LLP, One International Place, Boston, MA 02110 (Attn: Charles A. Dale, Esq., CDale@proskauer.com) and Proskauer Rose LLP, Eleven Times Square, New York, New York 10036 (Attn: Megan Volin, Esq., mvolin@proskauer.com and Dylan J. Marker, Esq., dmarker@proskauer.com); (iv) Office of the United States Trustee, George C. Young Federal Building, 400 West Washington Street, Suite 1100, Orlando, FL 32801; and (v) attorneys for the Committee, if any (together, the “Notice Parties”) a declaration of disinterestedness (the “Declaration of Disinterestedness”) substantially similar to the form attached to the Motion as Exhibit B.

- d. The Notice Parties shall have ten (10) days after the service of each Ordinary Course Professional’s Declaration of Disinterestedness (the “Objection Deadline”) to object to the retention of such Ordinary Course Professional. The objecting party shall serve any such objection upon the Notice Parties and the respective Ordinary Course Professional on or before the Objection Deadline. If any such objection cannot be resolved within ten (10) days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date or other date otherwise agreeable to the parties thereto. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular Ordinary Course Professional, the Debtors shall be authorized as a final matter to retain and pay such Ordinary Course Professional to whom an objection was not filed.
- e. Beginning on September 1, 2024, and on the first day of each quarter thereafter in which these Chapter 11 cases are pending, the Debtors shall file with the Court and serve on the Notice Parties a statement with respect to each Ordinary Course Professional paid during the immediately preceding three-month period. Each Ordinary Course Professional’s statement shall include the following information: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported quarter; and (iii) a general description of the services rendered by that Ordinary Course Professional.

f. The Debtors reserve the right to supplement the list of Ordinary Course Professionals as necessary to add or remove Ordinary Course Professionals from time to time in its sole discretion, without the need for any further hearing and without the need to file individual retention applications for newly added Ordinary Course Professionals. In such event, the Debtors propose to file a notice with the Court listing the additional Ordinary Course Professionals that the Debtor intends to employ (the “Ordinary Course Professional Notice”) and to serve notice on the Notice Parties. Additionally, each additional Ordinary Course Professional listed in the Ordinary Course Professional Notice shall serve a Declaration of Disinterestedness on the Notice Parties. If, within ten (10) days of service of the Declaration of Disinterestedness, no objections are filed to any such additional Ordinary Course Professional, then retention of the Ordinary Course Professionals shall be deemed approved by the Court without a hearing or further order.

4. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in the Motion or this Order or any payment made pursuant to this Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim against the Debtors, a waiver of the rights of the Debtors or any party in interest to subsequently dispute such claim, or the assumption or adoption of any agreement, contract, or lease under section 365 of the Bankruptcy Code.

5. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

7. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062 or 9014, the terms and conditions of this order shall be immediately effective and enforceable upon its entry.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

#

(Attorney Paul Steven Singerman is directed to serve a copy of this order on interested parties who are non-CM/ECF users and to file a proof of service within three days of entry of the order.)

EXHIBIT A-1

Ordinary Course Professionals – Tier 1

Red Lobster - Tier 1

Ordinary Course Professionals - Commercial, Litigation, WC, Licensing Firms

Firm Name	Contact Attorney	Address	Email Address
Alvarez, Winthrop, Thompson & Smoak, P.A.	Bill Smoak	320 W Kennedy Blvd Fl 4 Tampa, FL 33606-1453 560 SW 10th Ave, #700 Portland, OR 97205	bsmoak@swtspa.com
Davis Wright Tremaine	Ashley Watkins Vulin	100 Vestavia Parkway Birmingham, AL 35216 500 Office Park Drive, Suite 210 Birmingham, AL 35223	Ashleyvulin@dwt.com
Carr Allison	Tom Thornton	401 E. Jackson Street Suite 3400 Tampa, FL 33602 750 N. Saint Paul Street, Suite 700	tthornton@carrallison.com
Miller, Christie & Kinney, PC	Stephen Christie	1 California St Ste 900 San Francisco, CA 94111 20920 Warner Center Lane, Suite B Woodland Hills, CA 91367	schristie@mck-law.com
Lewis Brisbois Bisgaard & Smith LLP	John Rine	180 Dundas Street West, Suite 1500 Toronto, ON M5G 1Z8 438 University Avenue, Suite 1700	john.rine@lewisbrisbois.com
Mayer LLP	Zach Mayer	625 East 16th Avenue Denver, Colorado 80203 8111 E Indian Bend Rd Scottsdale, AZ 85250	zmayer@mayerllp.com
Manning Kass	David Roth	2000 Market Street, Suite 2300 Philadelphia, PA 19103	dvr@manningllp.com
Zelms Erlich Lenkov & Mack	Jeffrey Lenkov	1500 Walnut Street Suite 1400 Philadelphia, PA 19102 3414 Peachtree Road NE Suite 960	jlenkov@zelmerlich.com
O'Donnell Robertson	Steven Canto	Atlanta, Georgia 30326 Swift Currie 1420 Peachtree St, NE, Suite 800 Atlanta, GA. 30309	scanto@orplawyers.com
Dutton Brock LLP	Christopher Martyr	404-888-6113 College Park Plaza 8909 Purdue Road, Suite 200 Indianapolis, Indiana 46268	cmartyr@uttonbrock.com
Overturn McGath & Hull	Scott McGath	PO Box 8131 Edmond, OK 73083	sam@omhlaw.com
Resnick & Louis, P.C.	Mitch Resnick	2600 Grand Blvd., Suite 1100 Kansas City, MO 64108	mresnick@rlattorneys.com
Marshall, Dennehey, Warner, Coleman & Goggins	Howard Dwoskin	400 W. Market Street Suite 2300 Louisville, KY 40202	HPDwoskin@mdwgc.com
Mintzer Sarowitz Zeris Ledva & Meyers LLP	Larry Sarowitz	413 Travis Street Suite 200 Lafayette, LA 70503	lsarowitz@defensecounsel.com
Wicker Smith O'Hara McCoy & Ford, P.A.	Joe Menello	100 Duffy Avenue Suite 510 Hicksville NY 11801 1233 20th St. NW	jmenello@wickersmith.com
Swift, Currie, McGhee & Hiers, LLP	Marc Barre	1155 Brewery Park Boulevard Suite 200 Washington, DC 20036	marc.barre@swiftcurrie.com
Reminger Co. LPA	Katie Haire	2600 Grand Blvd., Suite 1100 Kansas City, MO 64108	khaire@reminger.com
Engles, Ketcham, Olson & Keith	Robert Keith	400 W. Market Street Suite 2300 Louisville, KY 40202	rkeith@ekoklaw.com
Horn Aylward & Bandy, LLC	Robert Pitkin	413 Travis Street Suite 200 Lafayette, LA 70503	rpitkin@hab-law.com
Boehl Stopher & Graves LLP	Michael Jackson	100 Duffy Avenue Suite 510 Hicksville NY 11801 1233 20th St. NW	mjackson@bsg-law.com
Briney Foret Corry	Carles Foret	1155 Brewery Park Boulevard Suite 200 Washington, DC 20036	ciforet@brineyforet.com
Murphy Sanchez, PLLC	Brad Levien	12800 Whitewater Drive, Suite 200 Minnetonka, MN 55343	blevien@murphysanchez.com
Kiernan Trebach	Felicity McGrath	119 North 9th Street Oxford, MS 38655	fmcgrath@bonnerkiernan.com
Garan Lucow Miller, PC	Jami Leach	128 Church St Detroit, MI 48207	jleach@garanluCow.com
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Red Lobster - Tier 2

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