

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

IN RE:

Chapter 11 Cases

RED LOBSTER MANAGEMENT LLC,¹

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

Jointly Administered with

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,

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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NOTICE OF SALE BY AUCTION AND SALE HEARING

PLEASE TAKE NOTICE that on May 19, 2024, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Motion of the Debtors for Entry of Order (I)(A) Approving Bidding Procedures for Substantially All of the Debtors’ Assets, (B) Authorizing the Debtors to Enter into Stalking Horse Agreement and to Provide Bidding Protections Thereunder, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors’ Assets Free and*

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.

Clear of Liens, Claims, Interests and Encumbrances and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [ECF No. 49] (the “Sale Motion”)² with the United States Bankruptcy Court for the Middle District of Florida (the “Court”) seeking, among other things, entry of an order (the “Sale Order”) authorizing and approving: (a) the sale of substantially all of the assets of the Debtors’ to RL Purchaser LLC, free and clear of liens, claims, encumbrances, and other interests, except as set forth in the Stalking Horse Agreement, or an alternative asset purchase agreement with a Successful Bidder at auction (the “Sale”); and (b) the assumption and assignment of certain executory contracts and unexpired leases (collectively, the “Contracts”).

PLEASE TAKE FURTHER NOTICE that the Debtors are soliciting offers for the purchase of substantially all of the assets of the Debtors consistent with the bidding procedures (the “Sale Procedures”) approved by the Court by entry of an order on June 14, 2024 [Docket No. 386] (the “Sale Procedures Order”). **All interested bidders should carefully read the Sale Procedures and Sale Procedures Order.** To the extent that there are any inconsistencies between this notice and the Sale Procedures or Sale Procedures Order, the Sale Procedures or Sale Procedures Order, as applicable, shall govern in all respects.

PLEASE TAKE FURTHER NOTICE that, if the Debtors receive qualified competing bids within the requirements and time frame specified by the Sale Procedures, the Debtors will conduct an auction (the “Auction”) of the Assets **on July 23, 2024 at 10:00 a.m. (prevailing Eastern Time)** at the offices of 1180 Peachtree St. NE, Suite 1600, Atlanta, GA 30309 (or at any other location or electronically as the Debtors may hereafter designate on proper notice).

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the Sale at a hearing scheduled to commence on **July 29, 2024, at 1:30 p.m. (prevailing Eastern Time)** (the “Sale Hearing”) before the Honorable Grace E. Robson, United States Bankruptcy Judge for the Bankruptcy Court for the Middle District of Florida, 400 W. Washington Street, Courtroom 6D, 6th Floor, Orlando, Florida 32801.

PLEASE TAKE FURTHER NOTICE that, on or before June 28, 2024 at 5:00 p.m. (prevailing Eastern Time), you may request Adequate Assurance Information with respect to the Stalking Horse Bidder. Any request for Adequate Assurance Information with respect to the Stalking Horse Bidder must: (i) be made in writing by email to RLadequateAssurance@epiqglobal.com; (ii) contain in the subject line, in all caps, the phrase “REQUEST FOR STALKING HORSE BIDDER’S ADEQUATE ASSURANCE INFORMATION”; (iii) if submitted by counsel, specify the entity or entities whom counsel represents; and (iv) specify the email address(es) for delivery of such Adequate Assurance Information, which shall be the only manner in which Adequate Assurance Information will be provided. In the event you make a written request for the Adequate Assurance Information of the Stalking Horse Bidder in compliance with these procedures by no later than **June 28, 2024 at 5:00 p.m. (prevailing Eastern Time)**, then the Debtors shall supply responsive Adequate Assurance Information with respect to the Stalking Horse Bidder to you on **June 28, 2024**.

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to such terms in the Sale Motion or Sale Procedures Order, as applicable.

PLEASE TAKE FURTHER NOTICE that you may request the Adequate Assurance Information with respect to each Bidder (other than the Stalking Horse Bidder) that the Debtors believe in their business judgment, following consultation with the Consultation Parties, will constitute a Qualified Bidder. Any request for Adequate Assurance Information must: (i) be made in writing by email to RLAdequateAssurance@epiqglobal.com; (ii) contain in the subject line, in all caps, the phrase “REQUEST FOR ADDITIONAL BIDDERS’ ADEQUATE ASSURANCE INFORMATION”; (iii) if submitted by counsel, specify the entity or entities whom counsel represents; and (iv) specify the email address(es) for delivery of such Adequate Assurance Information, which shall be the only manner in which Adequate Assurance Information will be provided. In the event you make a written request for Adequate Assurance Information in compliance with these procedures by no later than **July 18, 2024**, then the Debtors shall supply responsive Adequate Assurance Information to such Counterparty on **July 19, 2024**.

PLEASE TAKE FURTHER NOTICE that, except as otherwise set forth in the Sale Procedures Order with respect to any objections to proposed cure amounts or the assumption and assignment of Contracts, objections to the relief requested in the Sale Motion, including, without limitation, objections to adequate assurance of future performance with respect to the Stalking Horse Bidder, ***must***: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (d) be filed with the Court and served so as to be **actually received by July 12, 2024 at 5:00 p.m. (prevailing Eastern Time)** by the following parties (the “Objection Notice Parties”):

| Counsel to the Debtors | Co-Counsel to the Debtors |
|--|--|
| <p>King & Spalding LLP 1180 Peachtree Street NE, Suite 1600 Atlanta, Georgia 30309 Attn: W. Austin Jowers Jeffrey R. Dutson Michael Fishel Sarah L. Primrose Email: ajowers@kslaw.com jdutson@kslaw.com sprimrose@kslaw.com</p> <p>King & Spalding LLP 1110 Louisiana Street #4100 Houston, Texas 77002 Attn.: Michael Fishel Email: mfishel@kslaw.com</p> | <p>Berger Singerman LLP 1450 Brickell Avenue, Suite 1900 Miami, Florida 33131 Attn: Paul Steven Singerman Email: singerman@bergersingerman.com</p> |
| Counsel to the Committee | The United States Trustee |
| <p>Pachulski Stang Ziehl & Jones LLP 780 Third Avenue, 34th Floor New York, NY 10017-2024 Attn: Bradford J. Sandler; Robert J. Feinstein; Paul J. Labov; Maxim B. Litvak; Theodore S. Heckel</p> | <p>Office of the United States Trustee for the Middle District of Florida 400 West Washington Street, Suite 1100 Orlando, Florida 32801 Attn.: Scott E. Bomkamp, Esq. scott.e.bomkamp@usdoj.gov</p> |

| bsandler@pszjlaw.com; rfeinstein@pszjlaw.com; plabov@pszjlaw.com; mlitvak@pszjlaw.com; theckel@pszjlaw.com | |
|---|---|
| Counsel to the Stalking Horse Bidder | Co-Counsel to the Stalking Horse Bidder |
| Proskauer Rose LLP One International Place Boston, Massachusetts 02110-2600 Attn.: Charles A. Dale Michael M. Mezzacappa Email: cdale@proskauer.com mmezzacappa@proskauer.com | Trenam Law 101 East Kennedy Boulevard, Suite 2700 Tampa, Florida 33602 Attn: Lara Roeske Fernandez Email: lfernandez@trenam.com |

PLEASE TAKE FURTHER NOTICE that objections to the adequate assurance of future performance with respect to any Bidder other than the Stalking Horse Bidder, ***must***: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual bases for the objection and the specific grounds therefor; and (d) be filed with the Court and served so as to be **actually received by July 26, 2024 at 11:59 p.m. (prevailing Eastern Time)** by the Objection Notice Parties.

CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION

ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO THE SALE ON OR BEFORE THE SALE OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE APPLICABLE PURCHASE AGREEMENT.

PLEASE TAKE FURTHER NOTICE that copies of the Sale Motion, Sale Procedures, and Sale Procedures Order, as well as all related exhibits, including the Stalking Horse Agreement, is available: (a) free of charge upon request to Epiq (the notice and claims agent retained in these Chapter 11 Cases) by calling 888-754-0507 toll free in the United States and 971-257-5614 outside of the United States; (b) by visiting the website maintained in these Chapter 11 Cases at <https://dm.epiqglobal.com/redlobster>; or (c) for a fee via PACER by visiting <http://www.flmb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE that you may obtain additional information concerning the above-captioned Chapter 11 Cases at the website maintained in these Chapter 11 Cases at <https://dm.epiqglobal.com/redlobster>.

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Dated: June 17, 2024

W. Austin Jowers (admitted *pro hac vice*)
Jeffrey R. Dutson (admitted *pro hac vice*)
Sarah Primrose (Bar No. 98742)
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Respectfully submitted,

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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.

Counsel for Debtors and Debtors-in-Possession