

ORDERED.

Dated: June 26, 2024


Grace E. Robson
United States Bankruptcy Judge



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

IN RE:

Chapter 11 Cases

RED LOBSTER MANAGEMENT LLC¹,

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

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,

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.

**CORRECTED² ORDER GRANTING DEBTORS' MOTION FOR ENTRY OF
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

THIS CASE came before the Court on June 14, 2024, at 9:30 a.m., in Orlando, Florida for a hearing (the "Hearing") upon the *Debtors' Motion For Entry of Order Authorizing the Retention and Employment of Professionals Utilized in the Ordinary Course of Business* [ECF No. 93] ("Motion") and *Debtors' Notice of Filing Corrected Exhibits A-1 and A-2* to the Motion [ECF No. 135], (collectively, the "OCP 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 OCP 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 OCP 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 OCP 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 OCP

² Corrected solely to (a) change the word "Debtors'" to "Ordinary Course Professional's" in paragraph 3(a)(ii) herein, so that the language at paragraph 3(a)(ii) reads "upon the Ordinary Course Professional's submission of an appropriate invoice setting forth in reasonable detail the nature of the services rendered after the Petition Date..." and (b) remove the following language that was inadvertently included in the preamble: "as modified by *Debtors' Notice of Filing (I) Revised Exhibit A, (II) Redline Proposed Order and (III) Clean Proposed Order Granting the Motion* [ECF No. 93]."

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

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

IT IS ORDERED THAT:

1. The OCP 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 Ordinary Course Professional's 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, the fees, excluding costs and disbursements, of each Ordinary Course Professional set forth on Exhibit A do not exceed \$25,000 per month (the "OCP Cap").
 - b. Ordinary Course Professionals shall file fee applications, no less frequently than quarterly, for the amount of fees in each month, if any, in excess of the OCP Cap. Any payments to an Ordinary Course Professional in excess of the OCP Cap 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 OCP Motion, each Ordinary Course Professional on the list annexed hereto as **Exhibit A** 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) counsel for the Committee, Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 34th Floor, New York, NY 10017 (Attn: Bradford J. Sandler, Esq., bsandler@pszjlaw.com and Robert J. Feinstein, Esq., rfeinstein@pszjlaw.com) (together, the “Notice Parties”) a declaration of disinterestedness (the “Declaration of Disinterestedness”) substantially similar to the form attached hereto 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 OCP 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. Nothing herein shall prevent any Ordinary Course Professional from filing a proof of claim in respect of any prepetition claims it may assert, provided, however, that the retention of any such Ordinary Course Professional shall not serve as an admission as to the liability, including the amount.

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

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

8. 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.

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

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(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
(Ordinary Course Professionals)

Red Lobster

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Ordinary Course Professionals - International Trademark Attorneys

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Ordinary Course Professionals - Non-Legal Professionals

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EXHIBIT B
(Declaration of Disinterestedness)

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

IN RE:

Chapter 11 Cases

RED LOBSTER MANAGEMENT LLC,

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

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,

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.

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]