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 Lead Case
	Jointly Administered with
RED LOBSTER RESTAURANTS LLC,	Case No. 6:24-bk-02487-GER
RLSV, INC.,	Case No. 6:24-bk-02488-GER
RED LOBSTER CANADA, INC.,	Case No. 6:24-bk-02489-GER
RED LOBSTER HOSPITALITY LLC,	Case No. 6:24-bk-02490-GER
RL KANSAS LLC,	Case No. 6:24-bk-02491-GER
RED LOBSTER SOURCING LLC,	Case No. 6:24-bk-02492-GER
RED LOBSTER SUPPLY LLC,	Case No. 6:24-bk-02493-GER
RL COLUMBIA LLC,	Case No. 6:24-bk-02494-GER
RL OF FREDERICK, INC.,	Case No. 6:24-bk-02495-GER
RED LOBSTER OF TEXAS, INC.,	Case No. 6:24-bk-02496-GER
RL MARYLAND, INC.,	Case No. 6:24-bk-02497-GER
RED LOBSTER OF BEL AIR, INC.,	Case No. 6:24-bk-02498-GER
RL SALISBURY, LLC,	Case No. 6:24-bk-02499-GER
RED LOBSTER INTERNATIONAL HOLDINGS LLC,	Case No. 6:24-bk-02500-GER
Debtors.	

_____/

MOTION BY REORGANIZED DEBTORS AND PLAN ADMINISTRATOR: (I) FOR ENTRY OF FINAL DECREES CLOSING ALL CASES EXCEPT FOR THE RLSV, INC. CASE BY DECEMBER 31, 2024, AND CERTIFICATE OF SUBSTANTIAL CONSUMMATION IN CONNECTION THEREWITH; (II) FOR RELIEF FROM LOCAL RULE 3022-1; (III) TO AMEND CASE CAPTION TO REFLECT REMAINING CASE; AND (IV) GRANTING RELATED RELIEF

HEARING REQUESTED FOR DECEMBER 19, 2024, AT 1:30 PM[2]

[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 were located at 450 S. Orange Avenue, Suite 800, Orlando, FL 32801.

[2] At hearings in these cases on November 19, 2024, counsel for the Plan Administrator requested that the hearing on this Motion be set for December 19, 2024, when other matters in these cases are scheduled for hearing, because that is the last date for hearings in these cases before year end, and the Motion seeks relief by December 31, 2024.

The Reorganized Debtors[3] (excluding Red Lobster Management LLC) and Mark Smith, in his capacity as Plan Administrator (the "Plan Administrator") for the estates of the above-captioned debtors and debtors-in-possession (each, a "Debtor" and collectively, the "Debtors"), by and through their respective undersigned counsel and pursuant to Section 350(a) of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 3022, move for (i) the entry of Final Decrees closing all of the above-captioned Chapter 11 cases except for that of RLSV, Inc., by December 31, 2024, (ii) relief from Local Rule 3022-1, (iii) a change to the case caption to reflect the remaining case; and (iv) related relief (collectively, the "Motion"). In support of the Motion, the movants state as follows:

A. JURISDICTION AND VENUE

This Court has jurisdiction to consider the relief requested in the Motion, pursuant to 28 U.S.C. §§157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §157(b). Venue in this Court is proper pursuant to 28 U.S.C. §§1408 and 1409.

The statutory predicates for the relief sought in the Motion are section 350(a) of chapter 11 of title 11 of the United States Code, as amended (the "Bankruptcy Code") and Rule 3022, Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"). As further explained below, the movants seek relief from Local Rule 3022-1.

B. THE BANKRUPTCY CASES

On May 19, 2024 (the "Petition Date"), each of the above-captioned Debtors filed voluntary cases under Chapter 11 of the Bankruptcy Code in this Court.

On May 31, 2024, the Office of the United States Trustee for the Middle District of Florida (the "U.S. Trustee") appointed an official committee of unsecured creditors in these Chapter 11 cases (the "Creditors' Committee"). *See* ECF No. 250. During these Chapter 11 cases, the Debtors

[3] As that term is defined in the Plan (defined below).

operated their businesses and managed their affairs as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code and there were no requests for the appointment of a trustee or examiner.

For a detailed description of the Debtors and their operations, the movants respectfully refer the Court and parties in interest to the *Declaration of Jonathan Tibus in Support of Debtors' Chapter 11 Petitions and First Day Relief* [ECF No. 6] (the "First Day Declaration") filed on or about the Petition Date, the facts of which are incorporated herein by reference.

On May 20, 2024, the Court entered an Order directing the joint administration of these Chapter 11 Cases under the lead case of *In re Red Lobster Management LLC, et al.*, Case No. 6:24-bk-02486-GER. *See* ECF No. 62. The jointly administered Chapter 11 cases are:

RED LOBSTER MANAGEMENT, LLC	Case No. 6:24-bk-02486-GER;
RED LOBSTER RESTAURANTS LLC,	Case No. 6:24-bk-02487-GER;
RLSV, INC.,	Case No. 6:24-bk-02488-GER;
RED LOBSTER CANADA, INC.,	Case No. 6:24-bk-02489-GER;
RED LOBSTER HOSPITALITY LLC,	Case No. 6:24-bk-02490-GER;
RL KANSAS LLC,	Case No. 6:24-bk-02491-GER;
RED LOBSTER SOURCING LLC,	Case No. 6:24-bk-02492-GER;
RED LOBSTER SUPPLY LLC,	Case No. 6:24-bk-02493-GER;
RL COLUMBIA LLC,	Case No. 6:24-bk-02494-GER;
RL OF FREDERICK, INC.,	Case No. 6:24-bk-02495-GER;
RED LOBSTER OF TEXAS, INC.,	Case No. 6:24-bk-02496-GER;
RL MARYLAND, INC.,	Case No. 6:24-bk-02497-GER;
RED LOBSTER OF BEL AIR, INC.,	Case No. 6:24-bk-02498-GER;
RL SALISBURY, LLC,	Case No. 6:24-bk-02499-GER; and
RED LOBSTER INTERNATIONAL HOLDINGS LLC,	Case No. 6:24-bk-02500-GER.

On September 6, 2024, the Court entered *Findings of Fact, Conclusions of Law, and Order (I) Approving the Adequacy of the Disclosure Statement on a Final Basis, (II) Confirming the Joint Chapter 11 Plan for Red Lobster Management LLC and its Debtor Affiliates, (III) Setting Deadlines, and (IV) Setting Post-Confirmation Status Conference* [ECF No. 1140] (the "Confirmation Order"). The Confirmation Order confirmed the Debtors' *Second Amended Joint*

Chapter 11 Plan dated September 4, 2024 [ECF No. 1124] (the "Plan"). The Confirmation Order is now final and non-appealable.

The effective date of the Plan occurred on September 16, 2024 [ECF No. 1177] (the "Plan Effective Date").

As more specifically provided in the Plan, as of Plan Effective Date: (i) substantial consummation of the Plan was deemed to have occurred;[4] (ii) the assets of the Debtors' Estates remaining after the transfer of the Purchased Assets[5] to the Purchaser vested in the Wind-Down Debtors for administration by the Plan Administrator[6]; (iii) the GUC Trust was established and the GUC Trust Assets vested automatically in the GUC Trust;[7] (iv) the New Board was appointed in accordance with New Organizational Documents for each of the Reorganized Debtors, except for Red Lobster Management, LLC, as to which the Plan Administrator was appointed as its sole director and officer (as reorganized);[8] (v) the Allowed DIP Claim was satisfied through the transfer of assets and assumption and assignment of specified contracts and leases, assumption of specified liabilities, issuance of equity in the Reorganized Debtors and issuance of Takeback Loans (in the amount of $175 million) in accordance with the Purchase Agreement;[9] (vi) the Purchaser owned and operated the Purchased Assets and the Plan Administrator was authorized to control, administer and liquidate or wind-down Red Lobster Management, LLC without supervision or approval of the Bankruptcy Court and free of any restrictions of the Bankruptcy Code or Bankruptcy Rules;[10] (vii) any of the Reorganized Debtors could be disposed of, dissolved, wound down, or liquidated without supervision or approval by this Court and free of any restrictions of

[4] *See* Plan at Article IX(C).
[5] All capitalized terms not defined herein shall have the meanings ascribed to them in the Plan.
[6] *See* Plan at Article 1 (definition of "Wind-Down Assets") and Article IV(C)(8).
[7] *See* Plan at Article IV(C)(11).
[8] *See* Plan at Article IV(C)(6).
[9] *See* Plan at Article II(C).
[10] *See* Plan at Article IV(B)(1).

the Bankruptcy Code or Bankruptcy Rules;[11] (viii) the Plan Administrator, Reorganized Debtors, the Wind-Down Debtors and/or the GUC Trustee, as applicable, were authorized to compromise and settle any Claim and/or Cause of Action against the Debtors' Estates without any further notice to or action, order or approval of this Court;[12] (ix) each Reorganized Debtor, the Purchaser and the GUC Trustee, as applicable, could use, acquire of dispose of property and pursue, compromise or settle any Claims, Interests, or Causes of Action with respect to the Debtors without further notice to, action, or approval of this Court and free of any restrictions of the Bankruptcy Code or Bankruptcy Rules;[13] and (x) the Wind-Down Debtors could use, acquire or dispose of property and compromise or settle any Claims, Interests, or Causes of Action that constitute Wind-Down Assets without supervision or approval by this Court and free of any restrictions of the Bankruptcy Code or Bankruptcy Rules.[14]

As reflected by the Verified Final Report and Accounting of Payment of Claims and Substantial Consummation (the "Report") attached to this Motion as **Exhibit "A,"** and Exhibit "1" to the Report listing payments made, substantial consummation of the Plan has occurred because distributions under the Plan have commenced.

C. RELIEF REQUESTED

By way of this Motion, the movants respectfully request that this Court enter the proposed order, substantially in the form attached hereto as **Exhibit "B,"** which: (i) closes the Chapter 11 Cases (the "Closed Cases") for the following Debtors (the "Closed Debtors"):

CLOSED DEBTORS	**CLOSED CASES**
RED LOBSTER MANAGEMENT, LLC	Case No. 6:24-bk-02486-GER;
RED LOBSTER RESTAURANTS LLC,	Case No. 6:24-bk-02487-GER;
RED LOBSTER CANADA, INC.,	Case No. 6:24-bk-02489-GER;
RED LOBSTER HOSPITALITY LLC,	Case No. 6:24-bk-02490-GER;
RL KANSAS LLC,	Case No. 6:24-bk-02491-GER;

[11] *See* Plan at Article IV(C)(2).
[12] *See* Plan at Article IV(A)(1).
[13] *See* Plan at Article IV(C)(5).
[14] *See* Plan at Article IV(C)(9).

RED LOBSTER SOURCING LLC,	Case No. 6:24-bk-02492-GER;
RED LOBSTER SUPPLY LLC,	Case No. 6:24-bk-02493-GER;
RL COLUMBIA LLC,	Case No. 6:24-bk-02494-GER;
RL OF FREDERICK, INC.,	Case No. 6:24-bk-02495-GER;
RED LOBSTER OF TEXAS, INC.,	Case No. 6:24-bk-02496-GER;
RL MARYLAND, INC.,	Case No. 6:24-bk-02497-GER;
RED LOBSTER OF BEL AIR, INC.,	Case No. 6:24-bk-02498-GER;
RL SALISBURY, LLC,	Case No. 6:24-bk-02499-GER; and
RED LOBSTER INTERNATIONAL HOLDINGS LLC,	Case No. 6:24-bk-02500-GER;

(ii) provides that the Chapter 11 Case for RLSV, Inc. (the "Remaining Debtor"), Case No. 6:24-bk-02488-GER (the "Remaining Case") remain open and in which, any and all pending or future matters, whether they pertain to the Remaining Case or the Closed Cases, be filed, administered and adjudicated including, without limitation, the filing, administration and adjudication of objections to any claims or interests filed against any of the Closed Debtors or the Remaining Debtor; and (iii) changes the case caption to reflect the Remaining Case.

D. BASIS FOR RELIEF REQUESTED

1. The Entry of Final Decrees are Proper Because the Estates of the Closed Debtors are Fully Administered.

"A final decree is essentially an administrative task, a docket entry reflecting the conclusion of a case for record-keeping purposes." *In re: Roman Catholic Church of the Archdiocese of Santa Fe*, 2023 WL 2747061, at *3 (Bankr. D.N.M. March. 31, 2023) (quoting *McClelland v. Grubb Ellis Consulting Servs. Co. (In re McClelland)*, 377 B.R. 446, 453 (Bankr. S.D.N.Y. 2007)). *See also Via Airlines, Inc.*, Case No. 6:19-bk-06589-GER (Bankr. M.D. FL March 20, 2024) (Judge Grace E. Robson) at ECF No. 509, page 6 ("Typically, a Chapter 11 case is closed when a plan has been confirmed, distributions have commenced, and there are no longer any active matters being litigated in bankruptcy court").

Section 350(a) of the Bankruptcy Code states that after an estate is fully administered, the "court shall close the case." 11 U.S.C. §350(a). Bankruptcy Rule 3022, which implements section 350 of the Bankruptcy Code, further provides that "[a]fter an estate is fully administered in a

chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case." Bankruptcy Rule 3022.

Section 350 of the Bankruptcy Code provides for the closure of a chapter 11 case after an estate is "fully administered." Bankruptcy Rule 3022 provides for the entry of a final decree closing a chapter 11 case after an estate is "fully administered." However, the term "fully administered" is not defined in the Bankruptcy Code or Bankruptcy Rules. Notwithstanding, the 1991 Advisory Committee Note on Bankruptcy Rule 3022 provides meaningful guidance:

> Entry of a final decree closing a chapter 11 case should not be delayed solely because the payments required by the plan have not been completed. Factors that the court should consider in determining whether the estate has been fully administered include (1) whether the order confirming the plan has become final, (2) whether deposits required by the plan have been distributed, (3) whether the property proposed by the plan to be transferred has been transferred, (4) whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan, (5) whether payments under the plan have commenced,[15] and (6) whether all motions, contested matters, and adversary proceedings have been finally resolved.
>
> The court should not keep the case open only because of the possibility that the court's jurisdiction may be invoked in the future. A final decree closing the case after the estate is fully administered does not deprive the court of jurisdiction to enforce or interpret its own orders and does not prevent the court from reopening the case for cause pursuant to §350 of the Code….

Notes of Advisory Committee on Rules – 1991 Amendment to Bankruptcy Rule 3022 (the "Advisory Note").

The factors listed in the Advisory Note are not exhaustive, nor must a party demonstrate that all of the factors listed therein are satisfied before a court can find that a chapter 11 case has been fully administered for entry of a final decree. *In re Union Home & Indus., Inc.*, 375 B.R. 912, 917 (B.A.P. 10th Cir. 2007) and *Spierer v. Federated Dep't Stores, Inc. (In re Federated*

[15] Factors 3, 4 and 5 mirror the requirements for "substantial consummation" under section 1101(2)(A-C) of the Bankruptcy Code. Namely, "substantial consummation" occurs when there has been a transfer of all or substantially all of the property proposed by the plan to be transferred, an assumption by the debtor or a successor under the plan of the business or management of all or substantially all of the property implicated by the plan, and commencement of distributions under the plan. 11 U.S.C. §1101(2).

Department Stores, Inc.), 43 F. App'x 820, 822 (6th Cir. 2022). Instead, courts have found that Bankruptcy Rule 3022 was intended to provide bankruptcy courts with flexibility and discretion to determine if a chapter 11 case has been fully administered on a case-by-case basis, taking into consideration the factors listed in the Advisory Note and other relevant factors, such as "numerous case-specific, procedural and practical factors." *In re Union Home & Indus., Inc.*, 375 B.R. at 917 and *In re Federated Department Stores, Inc.*, 43 F. App'x at 822 (citing *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 539 (Bankr. E.D. Ky. 1997)).

Importantly, "fully administered" refers to an ***estate***, rather than a ***case***. *In re: Roman Catholic Church of the Archdiocese of Santa Fe,* 2023 WL 2747061, at *3. That distinction is key in the context of a business chapter 11 case, where assets of an estate are often assumed and transferred pursuant to a confirmed plan with no assets remaining in the ***estate*** thereafter and, as a result, "courts should encourage and facilitate the expeditious exit from bankruptcy court." *Id*. at *6 (quoting *Pettibone Corp., et al. v. Easley, et al.*, 935 F.2d 120, 122 (7th Cir. 1991) ("Once the bankruptcy court confirms a plan of reorganization, the debtor may go about its business without further supervision or approval….")). Given that dynamic, courts have also taken into account that the continued accrual of U.S. Trustee fees pursuant to 28 U.S.C. §1930(a)(6), until a case is converted, dismissed or closed, can impose a material burden on a reorganized debtor. *Id*. at *5.

In light of the case-specific, procedural and practical factors presented in these Chapter 11 Cases, the Court can comfortably find that the cases sought for closure herein have been fully administered for purposes of entering final decrees, as follows:

6 Factors in the Advisory Note	**6 Factors Applied in the Instant Cases**
1. Whether the order confirming the plan has become final.	The Confirmation Order became final and non-appealable on September 20, 2024. **This factor weighs in favor of closure.**
2. Whether deposits required by the plan have been distributed.	The Plan Funding required by the Plan has occurred.

	This factor weighs in favor of closure.
3. Whether the property proposed by the plan to be transferred has been transferred.	The equity interests in the Reorganized Debtors and certain of the assets of the Wind-Down Debtors have been transferred to the Purchaser. The assets of the Debtors' Estates that were to vest in the Wind-Down Debtors for administration by the Plan Administrator have been transferred. The GUC Trust Assets that were to vest in the GUC Trust have been transferred. **This factor weighs in favor of closure.**
4. Whether the debtor or its successor under the plan has assumed the business or the management of the property dealt with by the plan.	The Purchaser has assumed the business and management of the property dealt with by the Plan. **This factor weighs in favor of closure.**
5. Whether payments under the plan have commenced.	Payments under the Plan have commenced. *See* Verified Final Report and Accounting of Payment of Claims and Substantial Consummation and Exhibit "1" thereto, which are attached to this Motion as **Exhibit "A."** **This factor weighs in favor of closure.**
6. Whether all motions, contested matters, and adversary proceedings have been finally resolved.	As of the filing of the Motion, there are pending matters, however, all such matters should be concluded by the hearing on this Motion and any future matters pertaining to any of the Closed Cases can be administered in the Remaining Case. **This factor weighs in favor of closure.**

A. Relief from Local Rule 3022-1(b)(1)

As to factor 6 above, while all pending matters should be concluded by the hearing on this Motion, assuming *arguendo* that they are not, the impact of that circumstance is ameliorated by several considerations. First, courts do not require that all of the factors listed in the Advisory Note be satisfied prior to finding that an estate has been fully administered for purposes of entry of a

final decree. *In re Union Home & Indus., Inc.*, 375 B.R. at 917 and *Spierer v. Federated Dep't Stores, Inc. (In re Federated Department Stores, Inc.)*, 43 F. App'x at 822.

Second, the movants request, and the Court may properly grant, relief from Local Rule 3022-1(b)(1), which requires that a movant seek the entry of a final decree no sooner than the later of 30 days after entry of a confirmation order or 30 days after the conclusion of adversaries, contested matters and claim objections.[16] While the Motion was filed before the resolution of a handful of pending matters, it appears that all such pending matters should be resolved by the last hearing of the year for these cases on December 19, 2024.[17] Local Rule 1001-1(c) allows the Court to suspend the requirements set forth in the Local Rules if good cause is demonstrated.[18]

Here, good cause warrants relief from the 30 day waiting period contained in Local Rule 3022-1(b)(1) because (i) the continued exposure to U.S. Trustee fees and reporting requirements for 14 open estates after year end is significant and will burden and prejudice the Reorganized Debtors' operations and reorganization efforts; (ii) the Plan Administrator has worked hard since his appointment to timely conclude all pending matters in his control (i.e., final approval of the WARN Act settlement agreement, over 20 applications seeking allowance and payment of administrative expense claims and numerous objections to priority claims); and (iii) it would be

[16] Specifically, Local Rule 3022-1(b)(1) provides: ***Non-Individual Debtors.*** Unless extended by the Court, on or before the later of 30 days after the order of confirmation in a case under Chapter 11, or 30 days after the disposition of all adversary proceedings, contested matters, and objections to claims, the debtor's attorney shall file a certificate of substantial consummation together with a motion for final decree.

[17] Namely, at a hearing on December 3, 2024, the Court granted final approval of the joint motion to approve the WARN Act settlement [ECF No. 1312] and, consequently, the three WARN Act adversaries will be dismissed with prejudice once the Plan Administrator pays the settlement amount after the order becomes final and non-appealable. Otherwise, a late filed application for administrative expense claim [ECF No. 1396] and a motion seeking relief from the automatic stay [ECF No. 1399] are both set for a final hearing on December 11, 2024, a motion to allow a late filed claim as timely filed [ECF No. 1452] is set for a preliminary hearing on December 19, 2024 , and claim objections by the Plan Administrator await the running of the negative notice period with a hearing set on December 19, 2024 should any responses to those objections be filed.

[18] Local Rule 1001-1(c) states: ***Failure to Comply.*** The Court, on its own motion or on the motion of any party in interest, may impose sanctions for failure to comply with these rules, including, without limitation, dismissal of the case or the proceeding, conversion of the case, denial of the motion filed by the party, striking of pleadings or other submissions, the staying of any further proceedings until verification of compliance with these rules has been filed with the Court or as may otherwise be appropriate under the circumstances. However, notwithstanding the foregoing, for good cause, the Court may suspend the requirements set forth in these rules and may order proceedings in accordance with its direction.

unfair to delay closure of the cases due to third parties filing untimely motions, which the movants cannot control. Rather, the best approach, that preserves the rights of all parties in all respects, is to close 14 of the 15 cases so that U.S. Trustee fees are no longer generated and the associated reporting requirements are no longer required as to the Closed Cases, and conclude any remaining matters and administer any future matters in the Remaining Case, regardless of whether those matters pertain to the Closed Debtors or the Remaining Debtor, which procedure bankruptcy courts have approved. *See, e.g., Legacy Reserves Inc., et al*., Case No. 19-33395 (MI) (Bank. S.D. Tex. March 31, 2020) (final decree at ECF No. 1414),[19] *Endo International plc, et al*, Case No. 22-22549 (JLG) (Bankr. S.D.N.Y. Nov. 14, 2024) (memorandum decision granting final decrees at ECF No. 4786),[20] *Southern Foods Group, LLC, et al.*, Case No. 19-36313 (DRJ) (Bankr. S.D. Tex. May 25, 2021) (final decree at ECF No. 4057, ¶4: "All remaining matters…whether or not they pertain to the Remaining Cases, shall be filed, administered, and adjudicated in the Remaining Cases without the need to reopen the Closed Cases"); and *Parker Drilling Company, et al.*, Case No. 18-36958 (Bankr. S.D. Tex. May 9, 2019) (final decree at ECF No. 529, ¶4: "The Remaining Matters, whether or not they pertain to the Open Case or one of the other Cases, including any Claim Objections with respect to claims against any of the Cases, shall be filed, administered, and adjudicated in the Open Case without the need to reopen any of the other Cases"). Furthermore, should any parties in interest contend and the Court determine that a matter pertaining to a particular Closed Debtor should better proceed in that Debtor's Closed Case, the relief requested

[19] Paragraph 9 of the Final Decree allows the remaining debtor to dispute, object to, or resolve all claims that were filed against any of the debtors or reorganized debtors in their chapter 11 cases. Additionally, a corresponding docket entry dated March 31, 2020, in the docket for the remaining debtor states: "Any and all pending and future matters relating to each of the closed Affiliate Cases shall be administered and heard in the Open Case…"

[20] The court agreed to close certain chapter 11 cases, but not others over the objection of a *pro se* litigant. One of the bases for the court's decision was that there were no open contested matters or adversary proceedings pending in the cases to be closed, and any contested matters or adversary proceedings arising after entry of the order closing cases could be resolved in the remaining open cases. *See* page 8.

in this Motion is without prejudice to any party in interest seeking to reopen any of the Closed Cases for cause pursuant to §350(b) of the Bankruptcy Code.

Third, as referenced by the sections of the Plan cited above, the Plan specifically provided that on the Plan Effective Date, which occurred over 2 ½ months ago, matters could proceed in large part without the Court's supervision or approval and free of any restrictions of the Bankruptcy Code or Bankruptcy Rules. Indeed, once a plan is confirmed in a business chapter 11 case, the reorganized debtor should be able to exit bankruptcy expeditiously and go about its business without continued supervision or approval by the bankruptcy court. *In re: Roman Catholic Church of the Archdiocese of Santa Fe*, 2023 WL 2747061, at *5 and 6.

2. The Case Caption Should Be Amended to Reflect the Remaining Case

Section 105(a) of the Bankruptcy Code provides a bankruptcy court with broad powers in the administration of a case under title 11; namely, that "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title" and, further, that "no provision of this title…shall be construed to preclude the court from …taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules…." 11 U.S.C. §105(a).

Changing the case caption to reflect the Remaining Debtor comprises relief that fits well within the Court's administrative powers under 11 U.S.C. §105(a), and ordering such relief is a necessary and expected consequence of the entry of final decrees for multiple cases when other companion cases will remain open. *See, e.g., Legacy Reserves Inc., et al*., Case No. 19-33395 (MI) (Bank. S.D. Tex. March 31, 2020) (final decree at ECF No. 1414, including amending the case caption at ¶4), *Endo International plc, et al*, Case No. 22-22549 (JLG) (Bankr. S.D.N.Y. Nov. 14, 2024) (memorandum decision granting final decrees at ECF No. 4786, including amending the case caption at pages 9-10), *Southern Foods Group, LLC, et al.*, Case No. 19-36313 (DRJ) (Bankr.

S.D. Tex. May 25, 2021) (final decree at ECF No. 4057, including amending the case caption at ¶3); and *Parker Drilling Company, et al.*, Case No. 18-36958 (Bankr. S.D. Tex. May 9, 2019) (final decree at ECF No. 529, including amending the case caption at ¶2).

WHEREFORE, for the reasons stated above, the Reorganized Debtors and the Plan Administrator respectfully request that this Court enter a proposed order in substantially the form attached hereto as **Exhibit "B,"** and, thereby, grant this Motion for (i) the entry of final decrees in the Closed Cases, (ii) relief from Local Rule 3022-1(b)(1), (iii) amendment of the case caption to reflect the Remaining Case, and (v) any further relief that the Court deems just and proper.

DATED: December 4, 2024.

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.

EXHIBIT "A"
(Verified Final Report and Accounting of Payment of Claims and Substantial Consummation)

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 Lead Case
	Jointly Administered with
RED LOBSTER RESTAURANTS LLC,	Case No. 6:24-bk-02487-GER
RLSV, INC.,	Case No. 6:24-bk-02488-GER
RED LOBSTER CANADA, INC.,	Case No. 6:24-bk-02489-GER
RED LOBSTER HOSPITALITY LLC,	Case No. 6:24-bk-02490-GER
RL KANSAS LLC,	Case No. 6:24-bk-02491-GER
RED LOBSTER SOURCING LLC,	Case No. 6:24-bk-02492-GER
RED LOBSTER SUPPLY LLC,	Case No. 6:24-bk-02493-GER
RL COLUMBIA LLC,	Case No. 6:24-bk-02494-GER
RL OF FREDERICK, INC.,	Case No. 6:24-bk-02495-GER
RED LOBSTER OF TEXAS, INC.,	Case No. 6:24-bk-02496-GER
RL MARYLAND, INC.,	Case No. 6:24-bk-02497-GER
RED LOBSTER OF BEL AIR, INC.,	Case No. 6:24-bk-02498-GER
RL SALISBURY, LLC,	Case No. 6:24-bk-02499-GER
RED LOBSTER INTERNATIONAL HOLDINGS LLC,	Case No. 6:24-bk-02500-GER
Debtors.	

_____/

VERIFIED FINAL REPORT AND ACCOUNTING OF PAYMENT OF CLAIMS AND SUBSTANTIAL CONSUMMATION

Under penalty of perjury, I declare that:

1. I am the Controller of the Reorganized Debtors. I have possession and custody of the books and records of the Reorganized Debtors relating to the payment of claims 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 were located at 450 S. Orange Avenue, Suite 800, Orlando, FL 32801.

distribution of property under the *Second Amended Joint Chapter 11 Plan for Red Lobster Management LLC and Its Debtor Affiliates* (the "Plan") [ECF No. 1124].

2. Property has been distributed pursuant to the provisions of the Plan and the *Findings of Fact, Conclusions of Law, and Order (I) Approving the Adequacy of the Disclosure Statement on a Final Basis, (II) Confirming the Joint Chapter 11 Plan for Red Lobster Management LLC and its Debtor Affiliates, (III) Setting Deadlines, and (IV) Setting Post-Confirmation Status Conference* [ECF No. 1140] (the "Confirmation Order"). As more fully set forth on the attached **Exhibit 1**, the Plan has been substantially consummated within the meaning of 11 U.S.C. § 1101(2).

DATED: December 4, 2024.

Meera Pereira, as Controller of the
Reorganized Debtors

EXHIBIT 1

Final Report and Accounting

Red Lobster Management LLC, *et al.*, Case No. 6:24-bk-02486-GER
EFFECTIVE DATE: September 16, 2024

Class: Unclassified – Administrative Expense Claims

Name of Creditor	Scheduled Amount	Claim Amount	Claim # or ECF No. of Order	Amount Allowed	$ Paid in Plan	Monthly Payment	Terms	Date Paid
California Department of Tax and Fee Administration	N/A	$250,823.00	Claim No. 1482	$250,823.00	$728,811.00	$0.00	N/A	10/23/24
Revyrie, Inc.	N/A	$40,000.00	ECF No. 1416	$30,000.00	$30,000.00	$0.00	N/A	11/20/24

Class: Unclassified – Priority Tax Claims

Name of Creditor	Scheduled Amount	Claim Amount	Claim #	Amount Allowed	$ Paid in Plan	Monthly Payment	Terms	Date Paid
Craighead County Tax Collector	N/A	$22,910.03	24	$22,910.03	$22,910.03	$0.00	N/A	10/2/24
Garland County Tax Collector	N/A	$22,968.06	51	$22,968.06	$22,966.78	$0.00	N/A	10/2/24
Gregg County	N/A	$3,868.00	238	$3,868.00	$3,651.75	$0.00	N/A	10/17/24
Floyd County Tax Commissioner	N/A	$2,963.73	321	$2,963.73	$2,989.00	$0.00	N/A	11/11/24
Jefferson County Tax Collector	N/A	$2,605.19	1407	$2,605.19	$2,605.19	$0.00	N/A	10/2/24
Washington County AR Tax Collector	N/A	$2,225.48	1501	$2,225.48	$2,225.48	$0.00	N/A	10/2/24
Riverside County Treasurer Tax Collector	N/A	$8,762.22	1504	$8,762.22	$8,191.00	$0.00	N/A	8/21/24
Benton County Collector	N/A	$2,998.91	10729	$2,998.91	$2,998.91	$0.00	N/A	10/2/24
City of Fresno	N/A	$675.54	10736	$675.54	$1,705.92	$0.00	N/A	10/15/24
Clarke County Tax Commissioner	N/A	$3,478.84	11782	$3,478.84	$3,478.84	$0.00	N/A	10/1/24
Chatham County Tax Commissioner's Office	N/A	$8,004.54	11848	$8,004.54	$8,004.54	$0.00	N/A	11/11/24

Class: 1 – Miscellaneous Secured Claims

Name of Creditor	Scheduled Amount	Claim Amount	Claim #	Amount Allowed	$ Paid in Plan	Monthly Payment	Terms	Date Paid
Cameron County	N/A	$2,584.13	22	$2,584.13	$2,890.45	$0.00	N/A	10/17/24
Yakima County Treasurer	N/A	$8,817.48	251	$8,817.48	$7,577.03	$0.00	N/A	10/17/24
Multnomah County – Dart	N/A	$4,795.90	304	$4,795.90	$3,127.96	$0.00	N/A	11/11/24
Blue Earth Country	N/A	$16,584.00	809	$16,584.00	$16,584.00	$0.00	N/A	10/2/24
Washington County	N/A	$4,950.69	1517	$4,950.69	$4,286.50	$0.00	N/A	11/11/24
Minnehaha County Treasurer	N/A	$15,241.97	1609	$15,241.97	$15,241.97	$0.00	N/A	10/17/24
Brownsville Independent School District	N/A	$2,462.18	10011	$2,462.18	$2,382.99	$0.00	N/A	10/17/24
Tax Appraisal District of Bell County	N/A	$3,767.02	10232	$3,767.02	$4,305.00	$0.00	N/A	10/23/24
Bowie Central Appraisal District	N/A	$3,859.80	10792	$3,859.80	$2,964.00	$0.00	N/A	10/23/24
Prince Georges County, Maryland	N/A	$11,594.50	142	$11,594.50	$10,904.06	$0.00	N/A	11/25/24
Brevard County Tax Collector	N/A	$1,740.04	1606	$1,740.04	$1,670.44	$0.00	N/A	11/25/24
Orange County Tax Collector	N/A	$8,985.00	10814	$8,985.00	$7,269.90	$0.00	N/A	11/25/24
Orange County Tax Collector	N/A	$3,387.43	10815	$3,387.43	$3,708.17	$0.00	N/A	11/25/24
Orange County Tax Collector	N/A	$2,433.32	10816	$2,433.32	$2,419.02	$0.00	N/A	11/25/24
Orange County Tax Collector	N/A	$38,878.76	10817	$38,878.76	$40,062.03	$0.00	N/A	11/25/24
Pinellas County Tax Collector	N/A	$8,522.84	79	$8,522.84	$5,356.42	$0.00	N/A	11/25/24
Brevard County Tax Collector	N/A	$1,740.04	1607	$1,740.04	$1,280.82	$0.00	N/A	11/25/24
Broward County Tax Collector	N/A	$13,152.90	3	$13,152.90	$11,828.09	$0.00	N/A	11/25/24
Palm Beach County Tax Collector	N/A	$3,624.85	10549	$3,624.85	$2,785.90	$0.00	N/A	11/25/24
Palm Beach County Tax Collector	N/A	$2,113.19	10551	$2,113.19	$1,887.98	$0.00	N/A	11/25/24
Palm Beach County Tax Collector	N/A	$2,635.19	11855	$2,635.19	$2,529.78	$0.00	N/A	11/25/24
Osceola County Tax Collector	N/A	$2,265.51	448	$2,265.51	$2,152.65	$0.00	N/A	11/25/24

Name of Creditor	Scheduled Amount	Claim Amount	Claim #	Amount Allowed	$ Paid in Plan	Monthly Payment	Terms	Date Paid
St. Lucie County Tax Collector	N/A	$4,164.08	11935	$4,164.08	$3,997.52	$0.00	N/A	11/25/24
Osceola County Tax Collector	N/A	$1,686.55	447	$1,686.55	$1,600.43	$0.00	N/A	11/25/24
Manatee County Tax Collector	N/A	$2,117.03	6	$2,117.03	$1,815.93	$0.00	N/A	11/25/24
Leon County Tax Collector	N/A	$3,139.04	10902	$3,139.04	$1,750.57	$0.00	N/A	11/25/24
Marion County Tax Collector	N/A	$4,397.67	329	$4,397.67	$4,558.17	$0.00	N/A	11/25/24
Hernando County Tax Collector	N/A	$3,870.22	1622	$3,870.22	$3,715.41	$0.00	N/A	11/25/24

EXHIBIT "B"
(Proposed Order)

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 Lead Case
	Jointly Administered with
RED LOBSTER RESTAURANTS LLC,	Case No. 6:24-bk-02487-GER
RLSV, INC.,	Case No. 6:24-bk-02488-GER
RED LOBSTER CANADA, INC.,	Case No. 6:24-bk-02489-GER
RED LOBSTER HOSPITALITY LLC,	Case No. 6:24-bk-02490-GER
RL KANSAS LLC,	Case No. 6:24-bk-02491-GER
RED LOBSTER SOURCING LLC,	Case No. 6:24-bk-02492-GER
RED LOBSTER SUPPLY LLC,	Case No. 6:24-bk-02493-GER
RL COLUMBIA LLC,	Case No. 6:24-bk-02494-GER
RL OF FREDERICK, INC.,	Case No. 6:24-bk-02495-GER
RED LOBSTER OF TEXAS, INC.,	Case No. 6:24-bk-02496-GER
RL MARYLAND, INC.,	Case No. 6:24-bk-02497-GER
RED LOBSTER OF BEL AIR, INC.,	Case No. 6:24-bk-02498-GER
RL SALISBURY, LLC,	Case No. 6:24-bk-02499-GER
RED LOBSTER INTERNATIONAL HOLDINGS LLC,	Case No. 6:24-bk-02500-GER
Debtors.	

_____/

FINAL DECREE AND ORDER CLOSING ALL CASES, EXCEPT FOR THE RLSV, INC. CASE, AND AMENDING THE CASE CAPTION TO REFLECT THE REMAINING CASE

THIS CASE came before the Court on December ___, 2024 at _____ a.m./p.m., in Orlando, Florida (the "Hearing"), upon the *Motion by Reorganized Debtors and Plan Administrator: (I) For Entry of Final Decrees Closing All Cases Except For The RLSV, Inc. Case By December 31, 2024, And Certificate of Substantial Consummation In Connection Therewith;*

[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.

(II) For Relief From Local Rule 3022-1; (III) To Amend Case Caption To Reflect Remaining Case; And (IV) Granting Related Relief [ECF No. ___] (the "Motion"). The Court, having considered the Motion and argument of counsel at the Hearing, finding that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409, this matter is core pursuant to 28 U.S.C. § 157(b)(2), the Court may enter a final order consistent with Article III of the United States Constitution, notice of the Motion and the Hearing was sufficient under the circumstances and no other or further notice need be provided, the Court having determined that the legal and factual bases set forth in the Motion, the Plan,[2] and at the Hearing establish good and just cause warranting the relief granted herein, and it appearing that the relief requested in the Motion is in the best interests of the Reorganized Debtors, their estates, their creditors, and all parties in interest, it is

ORDERED as follows:

1. The Motion is **GRANTED**.

2. The following Chapter 11 Cases (the "Closed Cases") of the following Debtors (the "Closed Debtors") are closed and a final decree is granted, effective as of the date hereof, *provided* that the Court shall retain jurisdiction as provided in the Plan, Confirmation Order, and this Final Decree:

CLOSED DEBTORS	**CLOSED CASES**
RED LOBSTER MANAGEMENT, LLC	Case No. 6:24-bk-02486-GER;
RED LOBSTER RESTAURANTS LLC,	Case No. 6:24-bk-02487-GER;
RED LOBSTER CANADA, INC.,	Case No. 6:24-bk-02489-GER;
RED LOBSTER HOSPITALITY LLC,	Case No. 6:24-bk-02490-GER;
RL KANSAS LLC,	Case No. 6:24-bk-02491-GER;
RED LOBSTER SOURCING LLC,	Case No. 6:24-bk-02492-GER;
RED LOBSTER SUPPLY LLC,	Case No. 6:24-bk-02493-GER;
RL COLUMBIA LLC,	Case No. 6:24-bk-02494-GER;
RL OF FREDERICK, INC.,	Case No. 6:24-bk-02495-GER;
RED LOBSTER OF TEXAS, INC.,	Case No. 6:24-bk-02496-GER;
RL MARYLAND, INC.,	Case No. 6:24-bk-02497-GER;
RED LOBSTER OF BEL AIR, INC.,	Case No. 6:24-bk-02498-GER;

[2] Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

RL SALISBURY, LLC, Case No. 6:24-bk-02499-GER; and
RED LOBSTER INTERNATIONAL HOLDINGS LLC, Case No. 6:24-bk-02500-GER.

3. The Chapter 11 Case of RLSV, Inc. (the "Remaining Debtor"), Case No. 6:24-bk-02488-GER (the "Remaining Case"), shall remain open and, accordingly, the caption of these Chapter 11 Cases shall be amended as follows:

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

In re: Chapter 11

RLSV, INC.,[1] Case No. 6:24-bk-02488-GER

Wind-Down Debtor.
_____/

[1] The last four digits of RLSV, Inc.'s federal tax identification are 6180, and its mailing address is 450 S. Orange Avenue, Suite 800, Orlando, FL 32801. The Chapter 11 Cases of affiliates of RSLV, Inc. were closed effective as of _____, 2024. *See* Case No. 6:24-vk-02486-GER at ECF No. _____.

4. Without limitation, any and all pending or future matters, whether they pertain to the Remaining Case or the Closed Cases, shall be filed, administered and adjudicated in the Remaining Case without the need to reopen the Closed Cases.

5. Without limitation, any claims or interests that were filed against any of the Closed Debtors or the Remaining Debtor, may be objected to and filed, administered and adjudicated in the Remaining Case without the need to reopen the Closed Cases, and all such claims and interests shall, otherwise, remain unaffected by this Final Decree and Order.

6. The failure by the Plan Administrator, GUC Trustee or Reorganized Debtors to file an objection to any claim or interest asserted against any Closed Debtors or the Remaining Debtor prior to the entry of this Final Decree and Order shall not constitute the allowance of the claim or interest and shall not result in such claim or interest being deemed Allowed (as defined in the Plan) against any of the Closed Debtors or the Remaining Debtor.

7. Entry of this Final Decree and Order is without prejudice to (a) the rights of the Reorganized Debtors, Wind-Down Debtors, Plan Administrator, GUC Trustee, or any party in interest, to seek to reopen any of the Closed Cases for cause pursuant to section 350(b) of the Bankruptcy Code; (b) the right of the Reorganized Debtors, Wind-Down Debtors, Plan Administrator or GUC Trustee to dispute, object to, adjudicate or resolve any proofs of claims or interests that were filed against any of the Closed Debtors in the Remaining Case; and (c) the rights of the Reorganized Debtors, Wind-Down Debtors, Plan Administrator and GUC Trustee under the Plan and Confirmation Order.

8. Quarterly disbursements for the Remaining Debtor will be reported and quarterly fees will be paid pending the entry of a final decree by this Court closing the Remaining Case. The Closed Debtors shall file a post-confirmation report through the date of entry of this Final Decree and Order for the Closed Debtors and shall provide a copy of said report to the U.S. Trustee. All further reporting concerning the administration of the assets and liabilities of the Closed Debtors or Remaining Debtor shall be filed in the Remaining Case.

9. The Clerk of the Court shall enter this Final Decree and Order on the docket of each of the Closed Cases.

10. The Reorganized Debtors, Wind-Down Debtors, Plan Administrator and GUC Trustee are authorized to take all actions necessary to effectuate the relief granted in this Final Decree and Order in accordance with the Motion.

11. Notwithstanding the entry of this Final Decree and Order, and pursuant to the Plan, the Court shall retain jurisdiction to hear and determine all matters arising from or related to the Chapter 11 Cases of the Closed Debtors and the Remaining Debtor, to the fullest extent permitted by law, including, without limitation, to enforce the Confirmation Order and this Final Decree and Order.

# # #

(Attorney Robin J. Rubens is directed to serve a copy of this order on interested parties who do not receive service by CM/ECF and file a proof of service within three days of entry of the order).