IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re PBS BRAND CO., LLC, *et al.*,[1] Debtors.	Chapter 11 Case No. 20-13157 (JKS) Jointly Administered **Hearing Date: October 26, 2021 at 10:00 a.m.** **Objection Deadline: October 19, 2021 at 4:00 p.m.**

MOTION OF THE GUC TRUSTEE FOR ENTRY OF AN ORDER EXTENDING THE CLAIMS OBJECTION DEADLINE UNDER THE SECOND MODIFIED FIRST AMENDED COMBINED DISCLOSURE STATEMENT AND JOINT CHAPTER 11 PLAN OF LIQUIDATION

Amanda Demby of Province, LLC, in her capacity as the GUC Trustee (the "GUC Trustee") of the GUC Trust of PBS Brand Co., LLC, et al. (the "GUC Trust"), established by the *Second Modified First Amended Combined Disclosure Statement and Joint Chapter 11 Plan Of Liquidation* in the above-captioned Chapter 11 bankruptcy proceeding of the above captioned debtors and debtors-in-possession ("Debtors"), by and through her counsel, hereby submits this motion ("Motion") seeking entry of an order (the "Order"), substantially in the form attached hereto as **Exhibit A**, extending the deadline for objections to claims as to all other Claims through and including May 2, 2022 (i.e., 187 days). In support of this Motion, the GUC Trustee respectfully represents as follows:

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number are (1) PBS Brand Co., LLC, a Delaware limited liability company (7897), (2) Punch Bowl Social, Inc., a Delaware corporation (9826), (3) Punch Bowl Arlington, LLC, a Delaware limited liability company (7250), (4) Punch Bowl Atlanta Battery, LLC, a Delaware limited liability company (8973), (5) Punch Bowl Austin, LLC, a Delaware limited liability company (0366), (6) Punch Bowl Chicago West Loop, LLC, a Delaware limited liability company (4024), (7) Punch Bowl Cleveland, LLC, a Delaware limited liability company (8583), (8) Punch Bowl Dallas Deep Ellum, LLC, a Delaware limited liability company (8239), (9) Punch Bowl, LLC, a Colorado limited liability company (2287), (10) Punch Bowl Indianapolis, LLC, a Delaware limited liability company (0144), (11) Punch Bowl Minneapolis, LLC, a Delaware limited liability company (9815), (12) Punch Bowl Sacramento, LLC, a Delaware limited liability company (8092), (13) Punch Bowl SanDiego, LLC, a Delaware limited liability company (6440), (14) Punch Bowl Austin Congress, LLC a Delaware limited liability company (0964), and (15) Punch Bowl Ranchocucamonga, LLC, a Delaware limited liability company (6646).

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012, and Article XII of the Plan. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and the Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The bases for the relief requested herein are section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 104-1532 (the "Bankruptcy Code"), Rule 9006 of the Federal Rules of Bankruptcy Procedures (the "Bankruptcy Rules"), and Local Rules 9006-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules").

3. Pursuant to Local Bankruptcy Rule 9013-1(f), the GUC Trustee consents to the entry of a final judgment or order with respect to this motion if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

BACKGROUND

4. On December 21, 2020 (the "Petition Date")[2], the Debtors each filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the New Jersey (the "Bankruptcy Court").

5. 10. On April 28, 2021, the Court entered the *Findings of Fact and Conclusions of Law (i) Approving Disclosure Statement on a Final Basis; and (ii) Confirming Second Modified First Amended Combined Disclosure Statement and Chapter 11 Plan of Liquidation of PBS Brand*

[2] Punch Bowl Austin Congress, LLC and Punch Bowl Ranchocucamonga, LLC filed their petitions on December 31, 2020.

Co., LLC and Affiliated Debtors [Docket No. 552] (the "Confirmation Order"), confirming the Debtors' plan of liquidation [Docket No. 537] (the "Plan").

6. The Plan went into effect on April 30, 2021 ("Effective Date").

7. The Plan and Confirmation Order provide for the establishment of the GUC Trust on the Effective Date according to the terms and conditions of the GUC Trust Agreement, at which time the GUC Trustee was appointed to administer the GUC Trust and to make distributions to "Holders of Allowed General Unsecured Claims." *Plan*, §§ 4.03(e); 8.02(b).

The Current Claims Objection Deadline

8. The Plan provides an initial "Claims Objection Deadline" of October 27, 2021, which is one hundred eighty (180) days after the April 30, 2021 Effective Date, stating in relevant part:

> 1.24 "Claims Objection Deadline" shall mean one hundred eighty (180) days after the Effective Date, or such later date as may be ordered by the Bankruptcy Court, provided however, that the GUC Trustee, with respect to General Unsecured Claims, and the Plan Administrator, with respect to Claims other than General Unsecured Claims, may file one or more motions with the Bankruptcy Court on notice and an opportunity for a hearing to extend such deadline from time to time.

Plan § 1.24; *see also* Plan § 8.01(b).

9. The Plan also specifically authorizes the GUC Trustee to file motions to extend the Claims Objection Deadline. Plan § 1.24.

The Status of the Claims Reconciliation Process

10. The GUC Trustee and her professionals continue to review and analyze the Debtors' books and records ("Books and Records"), the Claim Register, and the over 226 individual proofs of claim filed against the Debtors to determine the validity of the proofs of claim.

11. The GUC Trustee is preparing to file her First Omnibus Objection (Non-Substantive) to (i) Amended Claims, (ii) Duplicate Claims, and (iii) Late-Filed Claims, which

objects to approximately twelve claims, as well as her First Notice of Satisfaction of Certain Fully Satisfied Claims, which identifies approximately thirty-seven (37) claims as fully satisfied.

RELIEF REQUESTED

12. Bankruptcy Rule 9006(b)(1) permits bankruptcy courts to extend deadline for "cause shown," providing, in relevant part, that:

> when an act is required or allowed to be done at or within a specified period by these rules or by a notice given thereunder or by order of court, the court for cause shown may at any time in its discretion (1) with or without motion or notice order the period enlarged if the request therefor is made before the expiration of the period originally prescribed or as extended by a previous order .....

Fed. R. Bankr. P. 9006(b)(1). Moreover, section 105(a) of the Bankruptcy Code provides that the Court may issue any order that is necessary or appropriate to carry out the provisions of the Bankruptcy Code. 11 U.S.C. § 105(a).

13. Absent the relief requested herein, the Claims Objection Deadline will occur on October 27, 2021.[3] To date, the GUC Trustee and her professionals have analyzed and resolved many of the claims against the Debtors' estates. Presently, however, the GUC Trustee will not complete her claims review process and anticipated objection filings before the current Claims Objection Deadline. Additionally, it is anticipated that the GUC Trustee's discussions with various creditors regarding their claims will not be resolved prior to the Claims Objection Deadline. Accordingly, the GUC Trustee is requesting an extension of the Claims Objection Deadline by 187 days, through and including May 2, 2022, to provide additional time for the GUC Trustee to

[3] The GUC Trustee has filed this motion prior to the expiration of the deadline by which the GUC Trustee was previously obliged to object to Claims or Interests pursuant to the Plan. Pursuant to Local Rule 9006-2, "if a motion to extend the time to take any action is filed before the expiration of the period prescribed by the [Bankruptcy] Code, the [Bankruptcy Rules], these Local Rules or Court order, the time shall automatically be extended until the Court acts on the motion, without the necessity for the entry of a bridge order." Accordingly, Local Rule 9006-2 automatically extends the Claims Objection Deadline pending the Court's hearing to consider the relief requested by this motion. Moreover, the Plan provides that "the GUC Trustee, with respect to General Unsecured Claims…may file one or more motions with the Bankruptcy Court on notice and an opportunity for a hearing to extend such deadline from time to time". *See* Plan § 1.24.

complete her review and analysis of claims, and if necessary, file objections thereto.

14. For the foregoing reasons, the GUC Trustee respectfully submits that an extension of the Claims Objection Deadline, through and including May 2, 2022, is authorized under the terms of the Plan and should be granted. *See* Plan § 1.24. Finally, the requested extension of 187 days is (a) reasonable, (b) consistent with extensions granted in other chapter 11 cases in this jurisdiction and (c) should provide sufficient time for the GUC Trustee to pursue consensual resolutions of any remaining claims and/or file claim objections, while reserving the GUC Trustee's rights to pursue an additional extension.

NOTICE

15. Notice of this motion has been provided to: (a) the U.S. Trustee, (b) the Plan Administrator, and (c) all parties that have requested notice pursuant to Local Bankruptcy Rule 2002 and section 13.07 of the Plan. The GUC Trustee submits that no other or further notice is required.

NO PRIOR REQUEST

16. No prior request for the relief sought herein has been made to this Court or any other Court.

WHEREFORE, the GUC Trustee respectfully requests that the Court enter the Order, granting the relief requested herein and such other relief as the Court deems appropriate under the circumstances.

Dated: October 12, 2021

/s/ Cheryl A. Santaniello

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Counsel to GUC Trustee for the GUC Trust of PBS Brand Co., LLC, et al.

Exhibit A

(Proposed Order)

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re PBS BRAND CO., LLC, *et al.*,[1] Debtors.	Chapter 11 Case No. 20-13157 (JKS) Jointly Administered

ORDER GRANTING MOTION OF THE GUC TRUSTEE FOR ENTRY OF AN ORDER EXTENDING THE CLAIMS OBJECTION DEADLINE UNDER THE SECOND MODIFIED FIRST AMENDED COMBINED DISCLOSURE STATEMENT AND JOINT CHAPTER 11 PLAN OF LIQUIDATION

Upon consideration of the motion of the GUC Trustee for entry of an order (this "Order") extending the deadline to object to claims under the Plan (the "Motion");[2] and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012, and Article XII of the Plan; and the matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and venue of this proceeding being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice is

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[2] Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the First Omnibus Objection.

necessary; and the Court having considered the Motion, and any responses thereto, and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

ORDERED, ADJUDGED, AND DECREED:

1. The Motion is **GRANTED** to the extent set forth herein.

2. Pursuant to the Plan and Section 105(a) of the Bankruptcy Code, the GUC Trustee's deadline under the Plan to object to claims filed in these cases is hereby extended through and including May 2, 2022.

3. This Order is without prejudice to the GUC Trustee's right to request additional extensions of the deadline to object to claims.

4. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, enforcement or interpretation of this Order.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re PBS BRAND CO., LLC, *et al.*,[1] Debtors.	Chapter 11 Case No. 20-13157 (JKS) Jointly Administered **Hearing Date: October 26, 2021 at 10:00 a.m.** **Objection Deadline: October 19, 2021 at 4:00 p.m.**

NOTICE OF MOTION OF THE GUC TRUSTEE FOR ENTRY OF AN ORDER EXTENDING THE CLAIMS OBJECTION DEADLINE UNDER THE SECOND MODIFIED FIRST AMENDED COMBINED DISCLOSURE STATEMENT AND JOINT CHAPTER 11 PLAN OF LIQUIDATION

PLEASE TAKE NOTICE that, on October 12, 2021, Amanda Demby of Province, LLC, in her capacity as the GUC Trustee (the "GUC Trustee") of the GUC Trust (the "GUC Trust"), filed the *Motion of the GUC Trustee for Entry of an Order Extending the Claims Objection Deadline Under the Second Modified First Amended Disclosure Statement and Joint Chapter 11 Plan of Liquidation* (the "Motion"),[2] with the United States Bankruptcy Court for the District of Delaware (the "Court").

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, filed with the Clerk of the Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and serve upon Counsel to the GUC Trustee, Porzio, Bromberg & Newman, P.C., 300 Delaware Avenue, Suite 1210, Wilmington, DE 19801 Attention: Cheryl A. Santaniello, Esq. (casantaniello@pbnlaw.com) and Porzio, Bromberg & Newman, P.C., 100 Southgate Parkway, P.O. Box 1997, Morristown, NJ 07962-1997, Attention: Warren J. Martin, Jr., Esq. (wjmartin@pbnlaw.com), John S. Mairo, Esq. (jsmairo@pbnlaw.com), Kelly D. Curtin, Esq. (kdcurtin@pbnlaw.com), and Rachel A. Parisi,

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[2] Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Seventh Omnibus Objection.

Esq. (raparisi@pbnlaw.com), so as to be received on or before **October 19, 2021 at 4:00 P.M. (ET)**.

PLEASE TAKE FURTHER NOTICE that, if any objections to the Motion are received, the Motion and such objection shall be considered at a hearing before The Honorable Janet K. Stickles, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Courtroom No. 7, Wilmington, Delaware 19801 on **October 26, 2021** at **10:00 a.m. (ET).**

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OF HEARING.

Dated: October 12, 2021

/s/ Cheryl A. Santaniello

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Counsel to GUC Trustee for the GUC Trust of PBS Brand Co., LLC, et al.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	Chapter 11
PBS BRAND CO., LLC, *et al.*,[1]	Case No. 20-13157 (JKS)
Debtors.	(Jointly Administered)

CERTIFICATION OF SERVICE

I hereby certify that on this 12th day of October, 2021, I caused to be filed with the Court electronically, and I caused to be served a true and correct copy of the:

MOTION OF THE GUC TRUSTEE FOR ENTRY OF AN ORDER EXTENDING THE CLAIMS OBJECTION DEADLINE UNDER THE SECOND MODIFIED FIRST AMENDED COMBINED DISCLOSURE STATEMENT AND JOINT CHAPTER 11 PLAN OF LIQUIDATION

upon the parties that are registered to receive notice via the Courts' CM/ECF notification system, and additional service was completed by U.S. Mail on the parties listed on **Exhibit A** attached hereto.

Dated: October 12, 2021

By: */s/ Cheryl A. Santaniello*
Cheryl A. Santaniello

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Exhibit A

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