

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

MAC ACQUISITION LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-12224 (MFW)

(Jointly Administered)

**Ref: Docket No. 221**

**NOTICE TO ALL CREDITORS OF BAR DATES FOR FILING PROOFS OF CLAIM**

On October 18, 2017 (the "Petition Date"), Mac Acquisition LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"), in the United States Bankruptcy Court for the District of Delaware (the "Court").

On November 21, 2017, the Court entered an order [Docket No. 221] (the "Bar Date Order")<sup>2</sup> establishing certain claims bar dates in the Chapter 11 Cases. By the Bar Date Order, the Court established **December 27, 2017 at 5:00 p.m. (prevailing Eastern Time)** as the general claims bar date (the "General Bar Date"). Except as described below, the Bar Date Order requires all persons or entities that have or assert any prepetition Claims against the Debtors to file Proofs of Claim with Donlin, Recano & Company, Inc. ("DRC"), the claims and noticing agent in the Chapter 11 Cases, so that their Proofs of Claim are actually received by DRC on or before the General Bar Date. A list of the Debtors in the Chapter 11 Cases is below:

<b>Debtors</b>	<b>Case No.</b>
Mac Acquisition LLC	17-12224
Mac Parent LLC	17-12225
Mac Holding LLC	17-12226
Mac Acquisition of New Jersey LLC	17-12228
Mac Acquisition of Kansas LLC	17-12229
Mac Acquisition of Anne Arundel County LLC	17-12230
Mac Acquisition of Frederick County LLC	17-12231
Mac Acquisition of Baltimore County LLC	17-12232
Macaroni Grill Services LLC	17-12233

For your convenience, enclosed with this Notice is a proof of claim form, which identifies on its face the amount, nature, and classification of your Claim(s), if any, listed in the Debtors' schedules of assets and liabilities filed in the Chapter 11 Cases (the "Schedules"). If the Debtors believe that you hold a Claim against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your Claim listed in the Schedules and the applicable Debtor.

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.**

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Mac Acquisition LLC (6362); Mac Parent LLC (6715); Mac Holding LLC (6682); Mac Acquisition of New Jersey LLC (1121); Mac Acquisition of Kansas LLC (3910); Mac Acquisition of Anne Arundel County LLC (6571); Mac Acquisition of Frederick County LLC (6881); Mac Acquisition of Baltimore County LLC (6865); and Macaroni Grill Services LLC (5963). The headquarters for the above-captioned Debtors is located at 1855 Blake St., Ste. 200, Denver, CO 80202.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bar Date

### KEY DEFINITIONS

As used in this Notice, the term “entity” (or “entities”) has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes, but is not limited to, all persons (including, without limitation, individuals, partnerships, and corporations), estates, trusts, and governmental units.

As used in this Notice, the term “governmental unit” (or “governmental units”) has the meaning given to it in section 101(27) of the Bankruptcy Code and includes, without limitation, the United States, states, commonwealths, districts, territories, municipalities, foreign states, or departments, agencies, or instrumentalities of the United States.

As used in this Notice, the term “Claim” (or “Claims”) shall mean, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

### WHO MUST FILE A PROOF OF CLAIM AND THE APPLICABLE BAR DATES

#### The Bar Dates

The Bar Date Order established the following bar dates for filing Proofs of Claim in the Chapter 11 Cases:

a. The General Bar Date: Pursuant to the Bar Date Order, the last date and time for all persons and entities that assert a Claim, **including, without limitation, any claims under section 503(b)(9) of the Bankruptcy Code for goods received by the Debtors within twenty (20) days before the Petition Date** (each, a “503(b)(9) Claim”), secured claims, and priority claims, which arose on or prior to the Petition Date, to file a Proof of Claim on account of such Claim is **the General Bar Date** (as defined above).

b. The Government Bar Date: Pursuant to the Bar Date Order, the last date and time for governmental units to file a Proof of Claim on account of a Claim against the Debtors which arose on or prior to the Petition Date is **April 16, 2018 at 5:00 p.m. (prevailing Eastern Time)** (the “Government Bar Date”).

c. The Amended Schedules Bar Date: If the Debtors amend or supplement their Schedules subsequent to the service of this Notice, the Debtors will give notice of any such amendment or supplement to the holders of Claims affected thereby, and such holders shall be afforded **the later of (i) the applicable Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the first business day that is twenty-one (21) days from the date on which such notice is given, to file Proofs of Claim (to the extent necessary to contest the Debtors’ amendment or supplement) in respect of their affected Claims** (the “Amended Schedules Bar Date”). Any person or entity who files a Proof of Claim before the Schedules are amended shall not be required to file another Proof of Claim.

d. The Rejection Bar Date: The last date and time for any person or entity whose Claim arises out of the Court-approved rejection of an executory contract or unexpired lease in accordance with section 365 of the Bankruptcy Code (a “Rejection Damages Claim”) to file a Proof of Claim on account of such Rejection Damages Claim is **the later of (i) the applicable Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the first business day that is thirty (30) days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damages Claim is a party** (collectively with the General Bar Date, the Government Bar Date, and the Amended Schedules Bar Date, each, a “Bar Date”). Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a Claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a Rejection Damages Claim) must file a Proof of Claim for such amounts on or before the applicable Bar Date unless such party is expressly excluded from filing a Proof of Claim.

#### Entities That Must File Proofs of Claim by the Applicable Bar Date

Each of the following entities that fails to file a Proof of Claim by the applicable Bar Date with respect to a Claim shall not be permitted to (a) vote to accept or reject any plan filed in the Chapter 11 Cases, (b) participate in any distribution in the Chapter 11 Cases on account of such Claim, or (c) receive further notices regarding such Claim:

- a. any entity whose prepetition Claim against the Debtors is not listed in the Schedules or whose prepetition Claim is listed in the Schedules but is listed therein as disputed, contingent, and/or unliquidated;
- b. any entity that believes that its prepetition Claim is (i) improperly classified in the Schedules, (ii) is listed in an incorrect amount in the Schedules, or (iii) both of (i) and (ii), and that desires to have its Claim allowed in a classification

or amount other than that identified in the Schedules; and

c. any entity that believes that its prepetition Claim as listed in the Schedules is not an obligation of the specific Debtor against which the Claim is listed and that desires to have its Claim allowed against a Debtor other than that identified in the Schedules.

**Entities Not Required to File Proofs of Claim by the Applicable Bar Date**

The Bar Date Order further provides that the following persons and entities need not file Proofs of Claim on or before the applicable Bar Date:

- a. Any person or entity whose Claim is listed on the Schedules and (i) whose Claim is not described thereon as “disputed,” “contingent,” and/or “unliquidated,” (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules, and (iii) who does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed on the Schedules;
- b. Any person or entity whose Claim has been paid in full by the Debtors;
- c. Any member of any statutory committee (each a “Committee”) for reimbursement of expenses incurred in connection with the member’s service on such Committee;
- d. Professionals retained by the Debtors or any Committee pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- e. Current officers and directors of the Debtors who assert Claims for indemnification and/or contribution arising as a result of such officers’ or directors’ prepetition or postpetition services to the Debtors;
- f. Any person or entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- g. Any holder of a Claim, other than a 503(b)(9) Claim, allowable under sections 503(b) of the Bankruptcy Code as an administrative expense, which Claims will be subject to a separate bar date;
- h. Any person or entity that holds a Claim that has been allowed by an order of the Court entered on or before the applicable Bar Date;
- i. Any holder of a Claim for which a separate deadline for filing a Proof of Claim is fixed by an order of the Court;
- j. Any person or entity that holds an interest in the Debtors, whose interest is based exclusively upon the ownership of common stock, preferred stock, partnership interests, or warrants or rights to purchase, sell, or subscribe to such an interest; provided, however, that interest holders that wish to assert Claims (as opposed to ownership interests) against the Debtors that arise out of or relate to the ownership or purchase of an interest, including Claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies;
- k. Any holder of a Claim who has already properly filed a Proof of Claim with DRC or the Clerk of the United States Bankruptcy Court for the District of Delaware on account of such Claim, utilizing a Claim form that substantially conforms to the Proof of Claim Form or Official Form 410; and
- l. With respect to any chapter 11 administrative claims, any governmental unit not required to file a Proof of Claim or application for allowance for any claim covered by section 503(b)(B), (C), or (D) of the Bankruptcy Code.

**CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM**

**Any person, entity, or governmental unit not excepted from filing a Proof of Claim pursuant to the Bar Date Order, that fails to do so by the applicable Bar Date and in the form and manner provided for in the Bar Date Order, shall not be permitted to (a) vote to accept or reject any plan filed in the Chapter 11 Cases, (b) participate in any distribution in the**

**Chapter 11 Cases on account of such Claim, or (c) receive further notices regarding such Claim.**

**If it is unclear from the Schedules whether your Claim is disputed, contingent, and/or unliquidated or is otherwise properly listed and classified, you must file a Proof of Claim on or before the applicable Bar Date. Any person, entity, or governmental unit that relies on the information in the Schedules bears full and absolute responsibility for determining that its Claim is accurately listed in the Schedules in all respects.**

**RESERVATION OF RIGHTS**

Nothing in the Bar Date Order impairs, prejudices, waives, or otherwise affects the rights of the Debtors and their estates to: (i) dispute, or to assert offsets or defenses to, any Claim reflected in the Schedules or any Proof of Claim filed in the Chapter 11 Cases, as to amount, liability, characterization, or otherwise; (ii) subsequently designate any Claim reflected in the Schedules as disputed, contingent or unliquidated; and (iii) to seek a further order of the Court establishing such other deadlines and bar dates in the Chapter 11 Cases as may be necessary or advisable.

**PROCEDURES FOR FILING PROOFS OF CLAIM**

Except as otherwise provided herein, Proofs of Claim must be filed so as to be **actually received** no later than 5:00 p.m. (prevailing Eastern Time) on the applicable Bar Date:

(i) by mail at the following address:

Donlin, Recano & Company, Inc.  
Re: Mac Acquisition LLC, et al.  
P.O. Box 199043  
Blythebourne Station  
Brooklyn, NY 11219

(ii) by courier, hand delivery, or overnight delivery at the following address:

Donlin, Recano & Company, Inc.  
Re: Mac Acquisition LLC, et al.  
6201 15th Avenue  
Brooklyn, NY 11219

or (iii) electronically at the following link:

<https://www.donlinrecano.com/Clients/mg/FileClaim>

A Proof of Claim will be deemed timely only if the original Proof of Claim is **actually received** by DRC on or before the applicable Bar Date. Proofs of Claim may not be sent by facsimile, telecopy, or electronic mail. A claimant who wishes to receive acknowledgement of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to DRC along with the original Proof of Claim.

If you file a Proof of Claim, your Proof of Claim must: (a) be written in the English language; (b) be denominated in lawful currency of the United States as of the Petition Date; (c) conform substantially to the enclosed proof of claim form or Official Bankruptcy Form No. 10 ("Official Form 410");<sup>3</sup> (d) specify the Debtor against which the Proof of Claim is asserted, *provided* that if no Debtor is specified, the Proof of Claim will be assigned to the case of Mac Acquisition, LLC, subject to any party's rights to object that the Proof of Claim is properly asserted against another entity; (e) set forth with specificity the legal and factual basis for the alleged Claim; (f) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available; (g) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant, and (h) otherwise comply with the Bankruptcy Code, Bankruptcy Rules, and Local Rules of the Court. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (x) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; and (y) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted.

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<sup>3</sup> Official Form 410 can be found at <http://www.uscourts.gov/forms/bankruptcy-forms>, the Official Website for the United States Bankruptcy Courts.

**ADDITIONAL INFORMATION**

**You may be listed as the holder of a Claim against the Debtors in the Schedules. If you hold or assert a Claim that is not listed in the Schedules, or if you disagree with the amount, characterization or priority of your Claim as listed in the Schedules, or your Claim is listed in the Schedules as “contingent,” “unliquidated,” and/or “disputed,” or you dispute that the Claim is an obligation of the specific debtor entity against which the Claim is listed in the Schedules, you will be forever barred from asserting such Claim if you do not timely file a Proof of Claim in the manner provided for in the Bar Date Order.** Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the Office of the Clerk of the Court, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. In addition, copies of the Schedules and the Bar Date Order may be viewed on the internet free of charge on DRC’s website for the Chapter 11 Cases (<http://www.donlinrecano.com/mg>) or for a fee at the Court’s website (<http://www.deb.uscourts.gov/>) by following directions for accessing the Court’s electronic filing system on such website.

Questions concerning the contents of this Notice and requests for additional Proof of Claim forms should be directed to DRC at (212) 771-1128. Additionally, general information, including frequently asked questions regarding the Chapter 11 Cases and the Debtors’ restructuring, are available at the Debtors’ case website listed above. Creditors may also contact the Debtors’ restructuring information center managed by DRC at (212) 771-1128 or by email at [mginfo@donlinrecano.com](mailto:mginfo@donlinrecano.com) if they have questions about the Chapter 11 Cases. **Please note that DRC’s staff is not permitted to give legal advice. You should consult with your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of Claim.**

Dated: Wilmington, Delaware  
November 21, 2017

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*Counsel for the Debtors  
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