

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)

**Hearing Date: December 4, 2017 at 11:30 a.m. (ET)**

**Objection Deadline: November 27, 2017 at 4:00 p.m. (ET)**

**NOTICE OF HEARING TO CONSIDER ADEQUACY OF DISCLOSURE STATEMENT**

**PLEASE TAKE NOTICE THAT** on October 25, 2017, Mac Acquisition LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) filed with the United States Bankruptcy Court for the District of Delaware the *Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code*, dated October 25, 2017 (as may be subsequently amended, modified, or supplemented, the “Plan”) [Docket No. 94] and the accompanying disclosure statement with respect to the Plan (as may subsequently amended, modified, or supplemented, the “Disclosure Statement”) [Docket No. 95]. Unless you have entered an appearance and made a request under Fed. R. Bankr. P. 2002 to receive papers filed in these chapter 11 cases, you will not be provided any further notices regarding any amendments, modifications, or supplements to the Disclosure Statement and any exhibits thereto. The Debtors will file a motion (the “Solicitation Procedures Motion”) seeking entry of an order (the “Disclosure Statement Order”) approving, among other things, (i) the Disclosure Statement and (ii) the solicitation procedures in connection with the solicitation of the Plan.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing to consider the entry of the Disclosure Statement Order (the “Disclosure Statement Hearing”) will be held before the Honorable Mary F. Walrath **on December 4, 2017 at 11:30 a.m. (Prevailing Eastern Time)** at the United States Bankruptcy Court for the District of Delaware (the “Court”), 824 North Market Street, 5th Floor, Courtroom No. 4, Wilmington, Delaware 19801. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) through a filing on the docket in these chapter 11 cases, including a notice of agenda for the Disclosure Statement Hearing, and/or at the Disclosure Statement Hearing or any continuance thereof.

**PLEASE TAKE FURTHER NOTICE THAT** objections, if any, to the approval of the Disclosure Statement, the Solicitation Procedures Motion, or other relief sought by the Debtors in connection therewith, must be in writing and must: (a) state the name and address of the objector or entity proposing a modification to the Disclosure Statement or solicitation procedures and the amount (if applicable) of its claim or nature of its interest in these chapter 11 cases; (b) specify the basis and nature of any objection and set forth the proposed modification to the Disclosure Statement or solicitation procedures (as applicable); (c) be filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, together with proof of service, **on or before November 27, 2017 at 4:00 p.m. (Prevailing Eastern Time)** (the “Objection Deadline”); and (d) be served upon the following parties so as to be received on or before the Objection Deadline: (i) proposed counsel to the Debtors, Gibson, Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, CA 90071-3197, Attn: Jeffrey C. Krause and Michael R. Neumeister; and Young Conaway Stargatt & Taylor, LLP,

<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.

1000 North King Street, Wilmington, DE 19801, Attn: Michael R. Nestor and Edmon L. Morton; (ii) counsel to any official committee appointed in these chapter 11 cases; (iii) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane Leamy; (iv) counsel to the DIP Agent, Winston & Strawn LLP, 200 Park Avenue, New York, New York 10166, Attn: Carey Schreiber; Winston & Strawn LLP, 333 South Grand Avenue, Los Angeles, California 90071, Attn: Justin Rawlins and Eric Sagerman; and Ashby & Geddes, 500 Delaware Avenue, Wilmington, Delaware 19899, Attn: Gregory A. Taylor; and (v) counsel to Bank of Colorado, Markus Williams Young & Zimmermann LLC, 1700 Lincoln, Suite 4550, Denver, CO 80203, Attn: James Markus; and Shaw Fishman Glantz & Towbin LLC, 300 Delaware Avenue, Suite 1370, Wilmington, Delaware 19801, Attn: Johnna Darby and Tom Horan.

**PLEASE TAKE FURTHER NOTICE THAT** copies of the Plan and the Disclosure Statement can be accessed by visiting the website maintained by the Debtors' claims and noticing agent, Donlin, Recano & Company, Inc. ("DRC"), at <https://www.donlinrecano.com/mg>. Copies are also available: for inspection during regular business hours, Monday through Friday 8:00 a.m. to 4:00 p.m. (Prevailing Eastern Time), excluding federal holidays, at the office of the Clerk of the Bankruptcy Court, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801; from the Bankruptcy Court's website, [www.deb.uscourts.gov](http://www.deb.uscourts.gov), for a fee;<sup>2</sup> or by request to Debtors' counsel, Attn: Brenda Walters, paralegal, at [bwalters@ycst.com](mailto:bwalters@ycst.com).

**PLEASE TAKE FURTHER NOTICE THAT** questions concerning the contents of this notice can be directed to the Debtors' restructuring information center managed by DRC at (212) 771-1128 or by email at [mginfo@donlinrecano.com](mailto:mginfo@donlinrecano.com). Additionally, general information, including frequently asked questions regarding these chapter 11 cases and the Debtors' restructuring, are available at the Debtors' case website, (<http://www.donlinrecano.com/mg>), and creditors may also contact the restructuring information center at the above telephone number and email address if they have questions about these 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.**

**PLEASE TAKE FURTHER NOTICE THAT THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN MAY NOT BE SOLICITED UNLESS AND UNTIL THE DISCLOSURE STATEMENT ORDER IS ENTERED BY THE COURT.**

Dated: Wilmington, Delaware  
October 26, 2017

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Ryan M. Bartley

Michael R. Nestor (No. 3526)  
Edmon L. Morton (No. 3856)  
Ryan M. Bartley (No. 4985)  
Elizabeth S. Justison (No. 5911)  
Rodney Square  
1000 North King Street  
Wilmington, Delaware 19801  
Tel: (302) 571-6756

GIBSON, DUNN & CRUTCHER LLP

Jeffrey C. Krause (CA No. 94053)  
Michael S. Neumeister (CA No. 274220)  
Emily B. Speak (CA No. 294852)  
Brittany N. Schmeltz (CA No. 313552)  
333 South Grand Avenue  
Los Angeles, California 90071  
Tel: (213) 229-7000

*Proposed Counsel for the Debtors and Debtors in Possession*

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<sup>2</sup> A PACER login and password are required to access documents on the Bankruptcy Court's website, and these can be obtained through the PACER Service Center at [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov).