

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

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	:	
In re:	:	Chapter 11
	:	
RUPARI HOLDING CORP., <i>et al.</i> , <sup>1</sup>	:	Case No. 17-10793 (KJC)
	:	
Debtors.	:	(Jointly Administered)

**NOTICE OF MOTION AND HEARING**

**PLEASE TAKE NOTICE** that, on April 11, 2017, the above-captioned debtors (collectively, the “Debtors”) filed the *Motion of Debtors for Entry of Order (I)(A) Approving and Authorizing Bidding Procedures in Connection with the Sale of Substantially All Assets; (B) Approving Stalking Horse Protections; (C) Approving Procedures Related to Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving the Form and Manner of Notice Thereof; (II)(A) Approving and Authorizing Sale of Substantially All of Debtor Assets to Successful Bidder Free and Clear of All Liens, Claims, Encumbrances, and Other Interests; (B) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (C) Granting Related Relief* [Dkt. No. 27] (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

**PLEASE TAKE FURTHER NOTICE** that a hearing with respect to the procedural relief and the approval of the Stalking Horse Protections<sup>2</sup> requested in the Motion, as described in the proposed *Order (I)(A) Approving and Authorizing Bidding Procedures in Connection with the Sale of Substantially All the Assets; (B) Approving Stalking Horse Protections; (C) Approving Procedures Related to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Approving the Form and Manner of Notice Thereof; and (E) Granting Related Relief* (the “Procedures Order”) appended as Exhibit C to the Motion, will be held on **April 27, 2017 at 11:00 a.m. (prevailing Eastern Time)** before The Honorable Judge Kevin J. Carey at the Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801.

**PLEASE TAKE FURTHER NOTICE** that responses or objections to the entry of the Procedures Order, if any, must be made in writing, filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, and served upon and received by the following parties on or before **April 20, 2017 at 4:00 p.m. (prevailing Eastern Time)**:

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Rupari Holding Corp. (4943) and Rupari Food Services, Inc. (7933). The mailing address for the Debtors is 15600 Wentworth Avenue, South Holland, Illinois 60473.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

(i) the Office of the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: David L. Buchbinder, Esq. and Brya Keilson, Esq.), (ii) counsel to any statutory committee appointed in these chapter 11 cases, (iii) the undersigned proposed counsel to the Debtors, (iv) counsel to the Prepetition Secured Parties.

**PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE ENTRY OF THE PROCEDURES ORDER ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE PROCEDURES ORDER WITHOUT FURTHER NOTICE OR HEARING.**

Dated: April 11, 2017  
Wilmington, Delaware

Respectfully submitted,

**DLA PIPER LLP (US)**

/s/ R. Craig Martin

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*Proposed Attorneys for Debtors and Debtors in Possession*