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7 Proposed General Bankruptcy Counsel for  
Debtor and Debtor in Possession

8  
9 UNITED STATES BANKRUPTCY COURT  
10 CENTRAL DISTRICT OF CALIFORNIA  
11 LOS ANGELES DIVISION

12  
13 In re:  
14 B&B Liquidating, LLC,  
15  
16 Debtor and Debtor in Possession.

Case No. 2:18-bk-11744-NB

Chapter 11

**EX PARTE MOTION OF THE DEBTOR  
FOR AN EXTENSION OF TIME TO FILE  
SCHEDULES OF ASSETS AND  
LIABILITIES AND STATEMENT OF  
FINANCIAL AFFAIRS; DECLARATION  
OF BRIAN ALLEN IN SUPPORT**

[No Hearing Required Per Local Bankruptcy  
Rules 1007-1(b)(3) and 9013-1(p)(1)]

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22 **TO THE HONORABLE NEAL W. BASON, UNITED STATES BANKRUPTCY  
23 JUDGE, THE UNITED STATES TRUSTEE, THE LIMITED SERVICE LIST, AND  
24 THEIR RESPECTIVE COUNSEL:**

25 **PLEASE TAKE NOTICE** that Debtor and Debtor-in-Possession B&B Liquidating,  
26 LLC, f/k/a B&B Bachrach, LLC, (the “Company” or the “Debtor”) hereby submits its *ex parte*  
27 Motion (the “Motion”) to this Court for an entry of an order pursuant to Rule 1007(c) of the  
28 Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules” and each a “Bankruptcy Rule”)

1 and Local Bankruptcy Rule 1007-1 for an extension of fourteen days to file its Schedule of Assets  
2 and Liabilities and Statement of Financial Affairs (collectively, the “Schedules”), which are  
3 currently due on March 2, 2018.

4 As set forth in the accompanying Memorandum of Points and Authorities, there are good  
5 and sufficient grounds for granting this Motion. Both pre- and post-petition, the Debtor and the  
6 Debtor’s professionals have performed a substantial amount of work in, among other things: (i)  
7 preparing pre-filing liquidation analyses; (ii) soliciting bids and negotiating retention terms with  
8 potential liquidation consultants; (iii) negotiating with landlords regarding a possible out-of-  
9 bankruptcy liquidation; (iv) negotiating and preparing post-petition financing terms, including an  
10 accompanying budget; (v) preparing the eight “first day” motions filed in this case with  
11 supporting pleadings; and (vi) preparing the disclosures necessary for the U.S. Trustee’s “7-Day  
12 Package”. Such tasks have left the Debtor with insufficient time to perform other duties  
13 necessary to properly prepare the Schedules. Therefore, the Debtor submits that the short  
14 fourteen-day extension is warranted.

15 This Motion is based upon these moving papers, the accompanying Memorandum of  
16 Points and Authorities, the attached *Declaration of Brian Allen* (the “Allen Declaration”), the  
17 previously filed *Declaration of Brian Lipman in Support of First Day Motions* [Docket No. 25],  
18 the previously filed *Declaration of Brian Allen of Clear Thinking Group LLC, Financial Advisor*  
19 *to the Debtor in support of First Day Motions* [Docket No. 23], the records and pleadings in this  
20 case, the arguments and representations of counsel, and any oral or documentary evidence  
21 presented.

22 **PLEASE TAKE FURTHER NOTICE** that pursuant to Local Bankruptcy Rule 1007-  
23 1(b)(3) and Local Bankruptcy Rule 9013-1(p)(1), this Motion may be rule upon by the Court  
24 without hearing.

25 **PLEASE TAKE FURTHER NOTICE** that the Debtor will serve the Motion on the  
26 Limited Service List, as such term is defined in the *Order Granting Emergency Motion for Order*  
27 *Limiting Scope of Notice* [Docket No. 44] (the “Order Limiting Notice”), which is incorporated  
28 herein by reference. Good and sufficient cause exists for service on the Limited Service List as

1 the creditor body in this chapter 11 case exceeds over 200 parties and service on all creditors  
2 pursuant to Local Bankruptcy Rule 1007-1(b)(1) would unduly burden the estate. In addition, the  
3 Debtor is only seeking a short extension of fourteen additional days to file its Schedules.

4 **PLEASE TAKE FURTHER NOTICE** that in the event that the Court requests  
5 additional service of this Motion, or desires to set a hearing hereon, the Debtor requests entry of a  
6 “bridge order” whereby the court extends the Debtor’s deadline to file the Schedules through the  
7 date that the Court enters an order approving or denying the Motion.

8 **WHEREFORE**, for all the foregoing reasons, and such additional reasons as may be  
9 advanced at or prior to the hearing on this Motion, the Debtor respectfully requests that the Court  
10 enter an Order (1) extending the deadline for the Debtor to file the Schedules from March 2, 2018  
11 to March 16, 2018; and (2) such other and further relief as is just and proper.

12 DATED: March 2, 2018

13 GREENBERG GLUSKER FIELDS CLAMAN  
& MACHTINGER LLP

14  
15 By: */s/ Brian L. Davidoff*

16 BRIAN L. DAVIDOFF  
17 KEITH PATRICK BANNER  
Proposed General Bankruptcy Counsel for  
Debtor and Debtor in Possession

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1 **MEMORANDUM OF POINTS AND AUTHORITIES**

2 Debtor and Debtor in Possession B&B Liquidating, LLC, f/k/a B&B Bachrach, LLC, (the  
3 “Company” or the “Debtor”) hereby submits this *ex parte* motion (the “Motion”), for an  
4 extension of fourteen days to file its Schedule of Assets and Liabilities and Statement of Financial  
5 Affairs (collectively, the “Schedules”) from March 2, 2018 to March 16, 2018, as more fully set  
6 forth herein.

7 **I. JURISDICTION AND VENUE**

8 The Court has jurisdiction over these matters pursuant to 28 U.S.C. §§ 157 and 1334. This  
9 is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The venue of the case is proper pursuant  
10 to 28 U.S.C. §§ 1408 and 1409. The Debtor consents to the entry of a final judgment or order  
11 with respect to the Motion if it is determined that the Court, absent consent of the parties, cannot  
12 enter a final order or judgment consistent with Article III of the United States Constitution. The  
13 statutory predicate for the relief requested herein is are section 521 of title 11 of the United States  
14 Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), Rule 1007 of the Federal Rules of  
15 Bankruptcy Procedure (the “Bankruptcy Rules” and each a “Bankruptcy Rule”), and Local  
16 Bankruptcy Rules 1007-1(b) and 9013-1(p)(1) .

17 **II. BACKGROUND**

18 **A. General Status of Case**

19 On February 16, 2018 (the “Petition Date”) the Debtor filed a voluntary petition for relief  
20 under chapter 11 of the Bankruptcy Code, commencing the within bankruptcy case. The Debtor is  
21 in possession of its property and is operating and managing its business as a debtor in possession  
22 pursuant to sections 1107 and 1108 of the Bankruptcy Code. No request for a trustee or examiner  
23 has been made. As of the date of this Motion, no Official Committee of Unsecured Creditors has  
24 been appointed in this chapter 11 case. An initial chapter 11 case status conference has been  
25 scheduled by the Court for March 20, 2018 at 2:00 p.m.

26 **B. Pre-Petition Liquidation Efforts and Preparations of the Debtor**

27 As more fully described in the *Declaration of Brian Lipman in Support of First Day*  
28 *Motions* [Docket No. 25] (the “Lipman Declaration”), and the *Declaration of Brian Allen of*

1 *Clear Thinking Group LLC, Financial Advisor to the Debtor in support of First Day Motions*  
2 [Docket No. 23] (the “Allen First Day Declaration” and collectively, the “First Day  
3 Declarations”), which are incorporated herein by reference, the Debtor’s pre-petition defaults on  
4 (i) the Debtor’s revolving loan facility with Siena Lending Group LLC (“Siena”), (ii) lease  
5 payments, and (ii) required plan payments from the Debtor’s reorganization chapter 11 case  
6 provided the Debtor with a short timeline to both seek out and negotiate terms with a liquidation  
7 consultant and negotiate with its various landlords regarding a possible out-of-bankruptcy  
8 liquidation.

9 To facilitate the liquidation process, the Debtor engaged the services of distressed  
10 financial advisors Clear Thinking Group LLC on or about January 30, 2018. Shortly thereafter,  
11 CTG, in conjunction with the Debtor, were tasked with, among other things, (i) assisting in the  
12 negotiations with certain landlords regarding a possible out-of-bankruptcy liquidation, (ii)  
13 preparing materials and soliciting bids for potential liquidation consultants, (iii) preparing  
14 detailed liquidation analyses reflecting both in-bankruptcy and out-of-bankruptcy scenarios, (iv)  
15 preparing financial projections and the budget for the Debtor’s post-petition financing  
16 arrangement with Siena, and (v) assisting the Debtor’s counsel in preparing the numerous “first  
17 day” motions to be filed in this case. Though these efforts proved largely fruitful, as the Debtor  
18 successfully negotiated post-petition financing terms with Siena, retained liquidation consultants,  
19 Great American Group, LLC and Tiger Capital Group, LLC (collectively, the “Liquidation  
20 Consultant”) to perform the inventory liquidation sales at the Debtor’s various locations (the  
21 “Store Closing Sales”) and successfully completed the eight “first day” motions (discussed  
22 below) the Debtor was unable to make sufficient preparations during this period required for the  
23 Schedules.

24 **C. Events Following the Petition Date**

25 On February 22, 2018 at 2:00 p.m., the Court held an emergency hearing (the “Emergency  
26 Hearing”) on the following first day motions:

- 27 • *Emergency Motion for Order Limiting Scope of Notice* [Docket No. 3] (the “Limit  
28 Notice Motion”);

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- 1           • *Emergency Motion for Order: (1) Prohibiting Utilities from Altering, Refusing or*  
2           *Discontinuing Service; (2) Deeming Utilities Adequately Assured of Future*  
3           *Performance; and (3) Establishing Procedures for Determining Adequate Assurance*  
4           *of Payment [Docket No. 4] (the “Utility Motion”);*
- 5           • *Emergency Motion for Order: (1) Authorizing the Debtor to Pay Pre-Petition Sales,*  
6           *Use and Similar Taxes in the Ordinary Course of Business; and (2) Directing Banks*  
7           *and Financial Institutions to Honor and Process Checks and Transfers Related*  
8           *Thereto [Docket No. 5] (the “Tax Motion”);*
- 9           • *Emergency Motion for Order: (1) Authorizing the Maintenance and Continued Use of*  
10           *Cash Management System; (2) Prohibiting Banks From Offsetting or Freezing*  
11           *Debtors Existing Bank Accounts; and (3) Authorizing Continuation of Electronic*  
12           *Payment Processing and the Honoring of Related Pre-Petition Obligations in the*  
13           *Ordinary Course of Business [Docket No. 6] (the “Cash Management Motion”);*
- 14           • *Emergency Omnibus Motion for Order Authorizing Debtor: (1) To Reject Certain*  
15           *Unexpired Leases of Nonresidential Real Property Retroactively to the Petition Date;*  
16           *and (2) to Reject Certain Unexpired Leases of Nonresidential Real Property Pursuant*  
17           *to Rejection Notice Procedures [Docket No. 7] (the “Lease Rejection Motion”);*
- 18           • *Emergency Motion for Order:(1) Authorizing Debtor in Possession to Honor Certain*  
19           *Prepetition Employee Wages and Benefits in the Ordinary Course Of Business; (2)*  
20           *Authorizing Administration and Maintenance of Employee Benefits and Programs; (3)*  
21           *Directing Banks and Financial Institutions to Honor and Process Checks and*  
22           *Transfers Related Thereto; and (4) Granting Related Relief [Docket No. 8] (the*  
23           *“Employee Motion”);*
- 24           • *Emergency Motion for Interim and Final Order: (1) Authorizing the Conducting of*  
25           *Inventory Liquidation, Store Closing or Similar Themed Sales; (2) Approving the*  
26           *Assumption of Consulting Agreement with Liquidation Consultant Great American*  
27           *Group, LLC/ Tiger Capital Group, LLC; and (3) Related Relief [Docket No. 17] (the*  
28           *“Store Closing Sale Motion”); and*
- *Emergency Motion for Interim and Final Orders Approving Stipulation with Siena*  
*Lending Group, LLC: (1) Authorizing Post-Petition Financing; (2) Authorizing the*  
*Debtor's Use of Cash Collateral; and (2) Related Relief [Docket No. 21] (the*  
*“Financing Motion”).*

At the Emergency Hearing, subject to modifications made on the record, if any, the Court granted the following motions on a final basis: (i) the Employee Motion; (ii) the Lease Rejection Motion; and (iii) the Limit Notice Motion. The Court also granted the following motions on an interim basis, with a final hearing to be held on March 20, 2018 at 2:00 p.m.: (i) the Finance

1 Motion; (ii) the Store Closing Sale Motion; (iii) the Cash Management Motion; (iv) the Utility  
2 Motion; and (v) the Sales Tax Motion.

3 In addition, during the Emergency Hearing certain revisions to the budget accompanying  
4 the Financing Motion were discussed on the record. As such, the Court's interim order on the  
5 Finance Motion required that an amended budget be filed no later than February 28, 2018. *See*  
6 Docket No. 36]. The Debtor, working with CTG negotiated and prepared the amended financing  
7 budget, which was filed with the Court on February 28, 2018. *See* Docket No. 65. At the same  
8 time, the Debtor worked with CTG and Debtor's counsel to prepare the documents required for  
9 the U.S. Trustee's "7-Day Package", which was timely submitted with the U.S. Trustee. Due to  
10 this early flurry of activity in the case, the Debtor has been unable to complete other actions  
11 necessary to properly complete the Schedules.

12 **III. RELIEF REQUESTED**

13 Section 521(a) requires that a debtor file, among other things a list of creditors, a schedule  
14 of assets and liabilities and a statement of the debtor's financial affairs. *See* 11 U.S.C. § 521(a);  
15 *see also* Bankruptcy Rule 1007(b). Bankruptcy Rule 1007(c) requires that a debtor file such  
16 schedules and statements no later than fourteen days after the petition date. Therefore, without  
17 any extension, the deadline for the Debtor to file the Schedules is March 2, 2018.

18 An extension of time of the foregoing deadline is warranted under Bankruptcy Rule  
19 1007(c) as well as Local Bankruptcy Rule 1007-1(b) upon a showing of "cause". The Debtor  
20 submits that cause exists to allow the Debtor a short fourteen-day extension to file its Schedules  
21 in this liquidation chapter 11 case to March 16, 2018.

22 As detailed above, in the accompanying Allen Declaration, and in the First Day  
23 Declarations, the Debtor, the Debtor's counsel and the Debtor's financial consultant, CTG  
24 worked extensively prior to the Petition Date in arranging the orderly liquidation of the Company,  
25 negotiating a possible out-of-bankruptcy liquidation and negotiating post-petition finance terms  
26 with Siena. The Debtor, working with its professionals, also prepared the eight first day motions  
27 and the related orders and financial projections. Following the Petition Date, the Debtor worked  
28 expeditiously to complete the required "7-Day Package" disclosures and amend the budget to

1 accompany the Cash Collateral Motion. This has left the Debtor's staff and its professionals  
2 without sufficient time to perform other tasks necessary to properly prepare the Schedules prior to  
3 the current Deadline of March 2, 2018. Therefore, a short fourteen-day extension of this deadline  
4 is warranted.

5 **IV. CONCLUSION**

6 Based upon the foregoing, the Debtor requests that the Court enter an order (1) extending  
7 the deadline for the Debtor to file the Schedules from March 2, 2018 to March 16, 2018; and (2)  
8 such other and further relief as is just and proper.

9 DATED: March 2, 2018

GREENBERG GLUSKER FIELDS CLAMAN &  
MACHTINGER LLP

11  
12 By: */s/ Brian L. Davidoff*

13 BRIAN L. DAVIDOFF  
14 KEITH PATRICK BANNER  
15 Proposed General Bankruptcy Counsel for Debtor  
16 and Debtor in Possession  
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Los Angeles, California 90067-4590



**DECLARATION OF BRIAN ALLEN**

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2 I, Brian Allen being fully sworn, hereby declare that the following is true to the best of my  
3 knowledge, information and belief:

4  
5 1. I am a Managing Director of Clear Thinking Group LLC (“CTG”) proposed  
6 financial advisor to the Debtor and Debtor in Possession B&B Liquidating, LLC, f/k/a B&B  
7 Bachrach, LLC, (the “Company” or the “Debtor”). Except as otherwise indicated, all facts as set  
8 forth in this Declaration are based upon my personal knowledge, upon information supplied to me  
9 by employees of the Company and upon my review of the books and records of the Company. If  
10 I were called to testify, I would and could testify competently to the facts set forth in this  
11 Declaration.

12 2. I make this Declaration in support of the accompanying *Ex Parte Motion of the*  
13 *Debtor for an Extension of Time to File Schedules of Assets and Liabilities and Statement of*  
14 *Financial Affairs* (the “Motion”). Capitalized terms not otherwise defined herein shall have the  
15 meaning ascribed to them in the Motion.

16 3. In making this Declaration, I incorporate by reference my *Declaration of Brian*  
17 *Allen of Clear Thinking Group LLC, Financial Advisor to the Debtor in Support of First Day*  
18 *Motions* [Docket No. 23] (my “First Day Declaration”), filed in this chapter 11 case on February  
19 20, 2018.

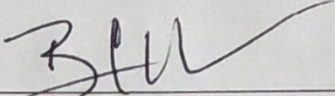
20 4. As also detailed in my First Day Declaration, shortly after the Debtor’s retention  
21 of CTG on or about January 30, 2018, the Debtor and CTG analyzed sales reports and other  
22 financial information of the Debtor and determined that the Company lacked sufficient cash and  
23 liquidity to satisfy its current obligations and liquidation of the Company was necessary. With  
24 existing defaults on the Debtor’s revolving loan facility, lease payments, and required plan  
25 payments from the Debtor’s reorganization chapter 11 case, the Company was left with a  
26 relatively short timeline to both seek out a proper liquidator and negotiate a possible an out-of-  
27 bankruptcy liquidation.

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I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed at Los Angeles, California on this 2 day of March, 2018.

  
\_\_\_\_\_  
BRIAN ALLEN

GREENBERG GLUSKER FIELDS CLAMAN  
& MACHTINGER LLP  
1900 Avenue of the Stars, 21st Floor  
Los Angeles, California 90067-4590

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:  
1900 Avenue of the Stars, 21<sup>st</sup> Fl. Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled (*specify*): **EX PARTE MOTION OF THE DEBTOR FOR AN EXTENSION OF TIME TO FILE SCHEDULES OF ASSETS AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS; DECLARATION OF BRIAN ALLEN IN SUPPORT** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) March 2, 2018, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Brian L Davidoff b davidoff@greenbergglusker.com, calendar@greenbergglusker.com;jking@greenbergglusker.com
- John P Dillman houston\_bankruptcy@publicans.com
- Brian D Huben hubenb@ballardspahr.com, carolod@ballardspahr.com
- Dare Law dare.law@usdoj.gov, Kenneth.g.lau@usdoj.gov,Alvin.mar@usdoj.gov,ron.maroko@usdoj.gov
- Michael E McCarthy michael.mccarthy@troutmansanders.com, christina.lopez@troutmansanders.com;anabel.pineda@troutmansanders.com
- Leo D Plotkin lplotkin@lsl-la.com, hpetrilli@lsl-la.com;dsmall@lsl-la.com
- Hamid R Rafatjoo hrafatjoo@raineslaw.com, bclark@raineslaw.com;cwilliams@raineslaw.com
- Ronald M Tucker rtucker@simon.com, cmartin@simon.com;psummers@simon.com;Bankruptcy@simon.com
- United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov
- Elizabeth Weller dallas.bankruptcy@publicans.com

Service information continued on attached page

### **2. SERVED BY UNITED STATES MAIL:**

On (*date*) March 2, 2018, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

**\*See Noticing Agent's separate Certificate of Service\***

Service information continued on attached page

### **3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (*state method*

*for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) March 2, 2018, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

**\*See Noticing Agent's separate Certificate of Service\***

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

March 2, 2018  
*Date*

Julie King  
*Printed Name*

/s/ Julie King  
*Signature*

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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.