

1 BRIAN L. DAVIDOFF (SBN 102654)
BDavidoff@GreenbergGlusker.com
2 KEITH PATRICK BANNER (SBN 259502)
KBanner@GreenbergGlusker.com
3 GREENBERG GLUSKER FIELDS CLAMAN
& MACHTINGER LLP
4 1900 Avenue of the Stars, 21st Floor
Los Angeles, California 90067-4590
5 Telephone: 310.553.3610
6 Fax: 310.553.0687

7 General Bankruptcy Counsel for
Debtor and Debtor in Possession

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

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

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

Chapter 11

**THIRD NOTICE OF REJECTION OF
UNEXPIRED LEASES**

[No Hearing Required]

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19 **PLEASE TAKE NOTICE** that, on February 23, 2018, the United States Bankruptcy
20 Court for the Central District of California (the “Bankruptcy Court”) entered an *Order on*
21 *Emergency Omnibus Motion For Order Authorizing Debtor: (1) To Reject Certain Unexpired*
22 *Leases of Nonresidential Real Property Retroactively to the Petition Date; and (2) To Reject*
23 *Certain Unexpired Leases of Nonresidential Real Property Pursuant to Rejection Notice*
24 *Procedures* [Docket No. 49] (the “Order”) granting the *Emergency Omnibus Motion for Order*
25 *Authorizing Debtor: (1) To Reject Certain Unexpired Leases of Nonresidential Real Property*
26 *Retroactively to the Petition Date; and (2) to Reject Certain Unexpired Leases of Nonresidential*
27 *Real Property Pursuant to Rejection Notice Procedures* [Docket No. 7] (the “Motion”), filed by
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1 the Debtor and Debtor in Possession B&B Liquidating, LLC, f/k/a B&B Bachrach, LLC (the
2 “Debtor”).

3 **PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms of the Order, the
4 Bankruptcy Court among other things authorized and approved procedures (the “Rejection Notice
5 Procedures”) for the Debtor to reject certain real property leases identified in the Motion (the
6 “Leases”).

7 **PLEASE TAKE FURTHER NOTICE** that, pursuant to the terms of the Order, the
8 Debtor hereby provides notice (this “Rejection Notice”) of Debtor’s intent to reject the Leases as
9 set forth on Exhibit 1 attached hereto, effective as of the date set forth for each such Lease on
10 Exhibit 1 (the “Proposed Rejection Date”).

11 **PLEASE TAKE FURTHER NOTICE** that pursuant to the approved Rejection Notice
12 Procedures, the effective date of Lease rejection shall not occur until the later of (i) the Proposed
13 Rejection Date, and (ii) the date the Debtor relinquishes control of the subject premises by
14 notifying the affected landlord in writing of the Debtor’s surrender of the premises (with a copy
15 to the affected landlord’s counsel, if known) and turn over keys, key codes, and securities codes,
16 if any, to the affected landlord (such applicable date, the “Rejection Date”).

17 **PLEASE TAKE FURTHER NOTICE** that upon occurrence of the Rejection Date, the
18 Lease will be deemed rejected pursuant to section 365 of title 11 of the United States Code (the
19 “Bankruptcy Code”) without further notice or Court order.

20 **PLEASE TAKE FURTHER NOTICE** that, an affected landlord to a Lease rejected
21 pursuant to this Rejection Notice is required to file a proof of claim for damages relating to the
22 rejection of such Lease, if any, by the later of (i) 30 days after the Rejection Date, and (ii) any
23 applicable claims bar date established in this chapter 11 case. If no proof of claim is timely filed
24 with respect to such rejection damages, such affected landlord shall be barred from asserting a
25 claim for rejection damages and from participating in any distributions on account of rejection
26 damages that may be made in connection with this chapter 11 case.

27 **PLEASE TAKE FURTHER NOTICE** that pursuant to the *Final Order Authorizing (1)*
28 *the Conduct of Inventory Liquidation, Store closing or Similar Themed Sales; and (2) the*

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1 *Assumption of Consulting Agreement* [Docket No. 115] the Debtor is authorized to abandon,
2 under section 554(a) of the Bankruptcy Code, all personal property, if any, left on subject
3 premises after the Rejection Date.

4 **PLEASE TAKE FURTHER NOTICE** that if the Debtor has deposited funds with an
5 affected landlord as a security deposit or other arrangement under a Lease rejected pursuant to
6 this Rejection Notice, the affected landlord may assert a setoff in its proof of claim, but may not
7 otherwise exercise any setoff against such a deposit without the prior authority of the Court or
8 agreement of the Debtor.

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10 May 25, 2018

GREENBERG GLUSKER FIELDS
CLAMAN & MACHTINGER LLP

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12 By: /s/ Brian L. Davidoff

13 BRIAN L. DAVIDOFF
14 KEITH PATRICK BANNER
15 General Bankruptcy Counsel for Debtor
16 and Debtor in Possession
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EXHIBIT 1

Store No.	Mall or Shopping Center Name	Street Address of Retail Property	Landlord	Counsel	Proposed Rejection Date
37	Southlake Mall	2046 Southlake Mall, Merrillville, IN 46410	Starwood 5000 Solution Center Box 775000 Chicago, IL 60677	Brian D. Huben Ballard Spahr LLP 2029 Century Park East Suite 800 Los Angeles, CA 90067 hubenb@ballardspahr.com	6/4/2018
76	Galleria Dallas	13350 Dallas Parkway, Dallas, TX 75240	Galleria Mall Investors LP c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204-3438	Ron Tucker, Esq. 225 West Washington Street Indianapolis, IN 46204 Rtucker@simon.com	6/4/2018
79	Woodfield Mall	5 Woodfield Mall, Schaumburg, IL 60173	Woodfield Mall LLC c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204-3438	Ron Tucker, Esq. 225 West Washington Street Indianapolis, IN 46204 Rtucker@simon.com	6/4/2018

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, 21st Fl. Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled (*specify*): **THIRD NOTICE OF REJECTION OF UNEXPIRED LEASES** 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*) May 25, 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

Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (*date*) _____, 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.

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*) May 25, 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.

Landlord Via Express Mail

Starwood
5000 Solution Center
Box 775000
Chicago, IL 60677

Landlord Via FedEx

Galleria Mall Investors LP
c/o M.S. Management Associates Inc.
225 West Washington Street
Indianapolis, IN 46204-3438

Landlord Via FedEx

Woodfield Mall LLC
c/o M.S. Management Associates Inc.
225 West Washington Street
Indianapolis, IN 46204-3438

Counsel via Email

Brian D. Huben
Ballard Spahr LLP
2029 Century Park East
Suite 800
Los Angeles, CA 90067
Email: hubenb@ballardspahr.com

Counsel Via Email

Ron Tucker, Esq.
225 West Washington Street
Indianapolis, IN 46204
Email: Rtucker@simon.com

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.

May 25, 2018
Date

Sherry Harper
Printed Name

/s/ Sherry Harper
Signature

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

1. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):**

- Charla L Brown charla.brown@cpa.texas.gov
- Shirley Cho scho@pszjlaw.com
- Brian L Davidoff b davidoff@greenbergglusker.com, calendar@greenbergglusker.com;jking@greenbergglusker.com
- John P Dillman houston_bankruptcy@publicans.com
- Jeffrey W Dulberg jdulberg@pszjlaw.com
- Brian D Huben hubenb@ballardspahr.com, carolod@ballardspahr.com
- Courtney J Hull bk-chull@oag.texas.gov, sherri.simpson@oag.texas.gov
- 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

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