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Twelve Oaks Mall, LLC

7
8 UNITED STATES BANKRUPTCY COURT
9 CENTRAL DISTRICT OF CALIFORNIA
10 LOS ANGELES DIVISION

11 In re
12 B&B LIQUIDATING, LLC,
13 Debtor and Debtor in Possession.

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

Chapter 11

DECLARATION OF ANDREW S. CONWAY RE: RESPONSE OF TWELVE OAKS MALL, LLC TO CHAPTER 11 STATUS CONFERENCE REGARDING CONDITIONAL DISMISSAL

Date: December 11, 2018
Time: 2:00 p.m.
Place: Courtroom 1545
Edward R. Roybal Federal Building
and U.S. Courthouse
255 East Temple Street
Los Angeles, California

20
21 I, ANDREW S. CONWAY, declare:

22 1. I am a Vice President and Senior Counsel for the Taubman Company, which has
23 been retained to provide property management and leasing services at Twelve Oaks Mall, Novi,
24 Michigan, by Twelve Oaks Mall, LLC ("Landlord"), the owner thereof. My duties include the
25 monitoring and collection of monies owed by bankrupt tenants of shopping centers owned and
26 managed by The Taubman Company, including Twelve Oaks Mall, and the enforcement of the
27 respective landlord's remedies for breach of lease.

1 2. As a consequence of my position as Vice President and Senior Counsel of The
2 Taubman Company, I am one of the custodians of the books, records, and files of Landlord as
3 those books, records, and files relate to the use and occupancy of retail premises by debtor B&B
4 Liquidating, LLC, doing business as "Bachrach" at Twelve Oaks Mall. If called upon to testify in
5 this proceeding, as to the matters set forth in this declaration, I could and would competently
6 testify thereto, since the facts set forth herein are personally known to me to be true.

7 3. This declaration is submitted in response to the *Order Granting Joint Motion of the*
8 *Debtor and The Official Committee of Unsecured Creditors To Dismiss Chapter 11 Case, etc.*,
9 entered by this Court on November 19, 2018 [Docket No. 254], and the status conference
10 scheduled thereby.

11 4. Debtor and Landlord were parties to that certain Lease Agreement, dated as of
12 November 15, 2011 (the "Lease"), with respect to retail premises commonly described as Store
13 Number A-120 of Twelve Oaks Mall, Novi, Michigan (the "Leased Premises"). The Lease was
14 subsequently amended by a First Modification of Lease Agreement, dated January 8, 2015, and
15 Lease Reinstatement and Second Modification of Lease Agreement, dated August 31, 2017. The
16 Lease, as amended, was assumed in Debtor's prior Chapter 11 case, entitled In re B&B Bachrach,
17 LLC, U.S. Bankruptcy Court for the Central District of California, Los Angeles Division, Case
18 No. 2:17-bk-15292-NB.

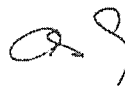
19 5. On February 16, 2018, Debtor filed its voluntary Chapter 11 petition herein.

20 6. Debtor did not assume the Lease, as amended, in the chapter 11 case and the Lease
21 was rejected, following a consensual extension of time under Bankruptcy Code section
22 365(d)(4)(B)(ii), on September 30, 2018 by operation of law. Since that date, Debtor has
23 continued to operate a retail store at the Premises under the "Bachrach" trade name. As
24 acknowledged in the *Joint Motion of the Debtor and The Official Committee of Unsecured*
25 *Creditors To Dismiss Chapter 11 Case, etc.* [Docket No. 227], there have been some negotiations
26 between Debtor and Landlord regarding such continued occupancy, such negotiations have not
27 produced any agreement and Debtor is currently occupying the Premises as a holdover, month-to-
28 month tenant.

1 7. While Debtor has paid November 2018 rent and charges with respect to the
2 Premises, as of today's date, the sum of \$13,511.59 is due and unpaid from Debtor under the terms
3 of the Lease on account of October 2018 rent and charges, consisting of monthly gross rent in the
4 sum of \$12,500.00 and utilities in the additional sum of \$1,011.59. A true and correct copy of the
5 account receivable status report for the post-petition amounts owing under the Twelve Oaks Lease,
6 prepared from our accounting records, is attached hereto as Exhibit "1" and incorporated herein by
7 this reference.

8 8. Any order dismissing this Chapter 11 case or any final decree should either be
9 conditioned on payment of past due October 2018 rent and charges for the Premises,
10 unquestionably allowable as an administrative expense claim under Bankruptcy Code section
11 503(b), or reserve Landlord's rights and remedies with respect to such unpaid rent and the
12 continued possession of the Premises under applicable state law as against both the Debtor and
13 Siena Lending Group, LLC, Debtor's secured lender.

14 I declare under penalty of perjury under the laws of the United States of America that the
15 foregoing is true and correct and that this declaration was executed at Bloomfield Hills, Michigan
16 on November 27, 2018.



ANDREW S. CONWAY

EXHIBIT 1

R5503420B
TAUB005

Taubman
A/R Details with Aging

11/27/2018 11:25:38

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Company: 01208 Twelve Oaks

Aging Date 11/27/2018 As-Of Date 11/27/2018

Date	Bill Code	Description	Open Amount	Current	31 - 60	61 - 90	91 - 120	Over 120
Bachrach								
Brian Lipman			00020724	A120	Store # 08	LTD-S	1/31/2022	Status: Current
Blipman@bachrach.com			(323) 4314100	Fax: (323) 2643977	Security	.00	Last Payment: 11,164.50	11/7/2018 Group: L Type: Standard
7/5/2016	IFIP	Recovery Reconciliation 12/15	95.13					95.13
1/4/2017	UELC	Electric 10/05/2016-11/02/2016	616.13					616.13
2/2/2017	UELC	Electric 11/02/2016-12/01/2016	649.40					649.40
3/1/2017	UVAC	Ventilation & A/C 3/17	1,887.48					1,887.48
3/1/2017	UWAT	Water Charges 3/17	11.00					11.00
3/9/2017	UELC	Electric 12/01/2016-01/01/2017	699.30					699.30
4/9/2017	UELC	Electric 01/02/17-02/03/17	714.98					714.98
5/3/2017	UELC	Electric 02/04/17-03/09/17	740.27					740.27
6/20/2017	PPRO	Promotional Charge 3/17	872.65					872.65
6/20/2017	UELC	Electric 03/10/17-04/04/17	559.38					559.38
7/1/2017	CCAG	April 1-27, 2017 Pre-petition	8,302.58					8,302.58
7/1/2017	CCAG	April 28-30, 2017 Post-petition	922.51					922.51
7/1/2017	PPRO	April 1-27, 2017 Pre-petition	1,476.68					1,476.68
7/1/2017	PPRO	April 28-30, 2017 Post-petition	164.08					164.08
7/1/2017	TTAG	April 1-27, 2017 Pre-petition	1,470.74					1,470.74
7/1/2017	TTAG	April 28-30, 2017 Post-petition	163.42					163.42
7/1/2017	UVAC	April 1-27, 2017 Pre-petition	1,698.73					1,698.73
7/1/2017	UVAC	April 28-30, 2017 Post-petition	188.75					188.75
7/1/2017	UWAT	April 1-27, 2017 Pre-petition	9.90					9.90
7/1/2017	UWAT	April 28-30, 2017 Post-petition	1.09					1.09
7/6/2017	UELC	Electric 04/05/17-05/04/17	636.77					636.77
8/7/2017	UELC	Electric 05/05/17-06/11/17	828.71					828.71
9/8/2017	UELC	Electric 07/06/17-08/11/17	759.95					759.95
11/1/2017	CCAG	CAM Allocation - Gross 11/17	9,225.09					9,225.09
11/1/2017	PPRO	Promotional Charge 11/17	1,640.76					1,640.76
11/1/2017	TTAG	Tax Allocation - Gross 11/17	1,634.15					1,634.15
11/1/2017	UVAC	Ventilation & A/C 11/17	1,887.48					1,887.48
11/1/2017	UWAT	Water Charges 11/17	11.00					11.00
11/23/2017	UELC	Electric 09/07/17-10/05/17	562.07					562.07
1/1/2018	CCAG	CAM Allocation - Gross 1/18	9,225.09					9,225.09
1/1/2018	PFPR	Promotional Charge (F) 1/18	1,640.76					1,640.76
1/1/2018	TTAG	Tax Allocation - Gross 1/18	1,634.15					1,634.15
1/1/2018	UVAC	Ventilation & A/C 1/18	1,887.48					1,887.48
1/1/2018	UWAT	Water Charges 1/18	11.00					11.00
2/1/2018	CCAG	PrePetition 02/1/18-02/15/18	4,942.01					4,942.01
2/1/2018	PFPR	PrePetition 02/1/18-02/15/18	878.98					878.98
2/1/2018	TTAG	PrePetition 02/1/18-02/15/18	875.44					875.44
2/1/2018	UVAC	PrePetition 02/1/18-02/15/18	1,011.15					1,011.15
2/1/2018	UWAT	PrePetition 02/1/18-02/15/18	5.89					5.89
2/14/2018	UELC	Electric 11/13/17-12/11/17	549.09					549.09
4/17/2018	UELC	Electric 12/12/17-01/05/18	501.53					501.53
10/1/2018	RGRS	Gross Rent 10/18	12,500.00		12,500.00			
10/1/2018	UVAC	Ventilation & A/C 10/18	1,011.59		1,011.59			
Bachrach			75,104.34		13,511.59			61,592.75
Company: 01208 Twelve Oaks USD			75,104.34		13,511.59			61,592.75

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:
Three Embarcadero Center, 12th Floor, San Francisco, CA 94111

A true and correct copy of the foregoing document entitled (*specify*): Declaration of Andrew S. Conway Re:
Response of Twelve Oaks Mall, LLC to Chapter 11 Status Conference Regarding Conditional Dismissal

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*) November 27, 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:

- 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
- Lillian Jordan enotices@donlinrecano.com, rmapa@donlinrecano.com
- Dare Law dare.law@usdoj.gov
- Leo D Plotkin lplotkin@lsl-la.com, hpetrilli@lsl-la.com, dsmall@lsl-la.com
- Hamid R Rafatjoo hrafatjoo@venable.com, DGIge@venable.com; bclark@venable.com; kkhoang@venable.com
- Martin W Taylor martin.taylor@troutman.com, anabel.pineda@troutman.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*) _____, 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*) November 27, 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.

Via Overnight Mail

The Honorable Neil W. Bason
United States Bankruptcy Court
Central District of California
Edward R. Roybal Federal Building and Courthouse
255 E. Temple Street, Ste. 1552
Los Angeles, CA 90012

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.

November 27, 2018

Cynthia D. Lynch

/s/ Cynthia D. Lynch

Date

Printed Name

Signature