

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

In re:	)	
	)	Chapter 11
T&S FOOD SERVICES II, LLC, <sup>1</sup>	)	
	)	Case No. 25-11178 (TMH)
Debtor.	)	
	)	<b>Sale Hearing Date: Dec. 10, 2025 at 2:00 p.m. (ET)</b>
	)	<b>Objection Deadline: Nov. 26, 2025</b>

**NOTICE OF SALE, BIDDING PROCEDURES, AND SALE HEARING**

**PLEASE TAKE NOTICE** that, on June 19, 2025 (the “Petition Date”), the above-captioned debtor and debtor in possession (the “Debtor”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”).

**PLEASE TAKE FURTHER NOTICE** that, on September 10, 2025, the Debtor filed the *Motion of the Debtor for Entry of an Order (I)(A) Approving Bidding Procedures for the Sale or Sales of the Debtor’s Assets, (B) Approving Assumption and Assignment Procedures, and (C) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtor’s Assets Free and Clear of Liens, Claims, Interest and Encumbrances, and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 98] (the “Motion”) with the Court, seeking, among other things, (a) entry of an order: (i) authorizing and approving the bidding procedures (the “Bidding Procedures”) in connection with one or more sales (the “Sale”) of the Debtor’s assets (the “Assets”), (ii) establishing certain dates and deadlines in connection with the sale process for the Assets in accordance with the Bidding Procedures, (iii) approving the form and manner of various Sale related notices, and (iv) approving procedures for the assumption and assignment of executory contracts (the “Executory Contracts”) and unexpired leases (the “Unexpired Leases”) in connection with the Sale and approving the form and manner of the notice thereof, attached as Exhibit 4 to the Bidding Procedures Order (the “Cure Notice”); and (b) entry of one or more orders (each a “Sale Order”) authorizing and approving the Sale of the Assets to the bidder who submits the highest and best offer for the Assets (the “Successful Bidder”) free and clear of liens, claims, interests and encumbrances.

**PLEASE TAKE FURTHER NOTICE** on September 26, 2025, the Court entered the *Order (I)(A) Approving Bidding Procedures for the Sale or Sales of the Debtor’s Assets, (B) Approving Assumption and Assignment Procedures, and (C) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtor’s Assets Free and Clear of Liens, Claims, Interests and Encumbrances, and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting*

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 4244 and the Debtor’s mailing address is 201 B West Butler Road, Suite 1101, Mauldin, South Carolina 29662.

*Related Relief* [Docket No. 110] (the “Bidding Procedures Order”)<sup>2</sup> approving, among other things, the Bidding Procedures, which establish key dates and times relating to the Sale and Bidding Process. All interested bidders should carefully read the Bidding Procedures Order and the Bidding Procedures in their entirety.

**PLEASE TAKE FURTHER NOTICE THAT THE DEBTOR IS PROPOSING TO SELL THE ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES (OTHER THAN PERMITTED POST-CLOSING ENCUMBRANCES). IN CONNECTION WITH THE SALE, THE SUCCESSFUL BIDDER OR OTHER PURCHASERS WILL ALSO BE SEEKING A FINDING FROM THE COURT THAT THEY ARE NOT LIABLE UNDER THEORIES OF “SUCCESSOR LIABILITY” FOR ANY LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES ARISING BEFORE THE CLOSING DATE.**

**PLEASE TAKE FURTHER NOTICE THAT ANY PARTY OR ENTITY WHO FAILS TO TIMELY FILE WITH THE COURT AND SERVE A CURE OBJECTION OR SALE OBJECTION BY THE APPLICABLE DEADLINES, OR OTHERWISE ABIDE BY THE PROCEDURES SET FORTH IN THE BIDDING PROCEDURES REGARDING THE OBJECTION TO THE SALE, SUCH PARTY SHALL BE BARRED FROM ASSERTING, AT THE SALE HEARING OR OTHERWISE, ANY OBJECTION TO THE RELIEF REQUESTED IN THE MOTION OR TO THE CONSUMMATION AND PERFORMANCE OF THE SALE, INCLUDING (I) ASSUMPTION AND ASSIGNMENT OF ASSUMED EXECUTORY CONTRACTS AND UNEXPIRED LEASES AS SET FORTH IN THE APPLICABLE ASSET PURCHASE AGREEMENT, AND (II) THE TRANSFER OF THE APPLICABLE ASSETS TO THE APPLICABLE SUCCESSFUL BIDDER(S) FREE AND CLEAR OF ALL LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES PURSUANT TO SECTION 363(f) OF THE BANKRUPTCY CODE, AND SHALL BE DEEMED TO “CONSENT” TO THE SALE FOR PURPOSES OF SECTION 363(f) OF THE BANKRUPTCY CODE.**

### **KEY DATES AND DEADLINES**<sup>3</sup>

The Debtor has requested that the Court establish the following dates and deadlines to govern the Debtor’s bidding procedures and sale process. At the hearing on October 1, 2025, if no party objects, or if any such objection is overruled and the Court otherwise approves the Bidding Procedures in their current form, the following dates and deadlines will be confirmed:

1. **Bid Deadline.** The deadline to submit a Qualified Bid is **October 29, 2025 at 4:00 p.m. (prevailing Eastern Time)**.
2. **Buyer Selection Deadline and Notice.** The deadline for the Debtor to select the Successful Bidder is **November 3, 2025**. The Debtor will file and serve the Notice identifying the Successful Bidder on or before **November 5, 2025**.

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Bidding Procedures or Bidding Procedures Order, as applicable.

<sup>3</sup> The following dates and deadlines may be modified or extended by the Debtor or the Court without any further notice.

3. **Cure Objection Deadline.** The deadline to for counterparties to Executory Contracts and Unexpired Leases to file an objection to the potential assumption or assumption and assignment of the Assigned Contracts and Cure Amounts related thereto (a “Cure Objection”) is **November 20, 2025**.

4. **Sale Objection Deadline.** The deadline to file an objection to the Sale, including the sale of any Assets free and clear of liens, claims, interests, and encumbrances pursuant to section 363(f) of the Bankruptcy Code (a “Sale Objection”) is **November 26, 2025**.

5. **Sale Hearing.** A hearing (the “Sale Hearing”) to consider approval of the proposed Sale **free and clear of all liens, claims, interests and encumbrances** will be held on **December 10, 2025 at 10:00 a.m. (prevailing Eastern Time)** before the Honorable Thomas M. Horan, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Courtroom No. 7, Wilmington, Delaware 19801, or at such other place (which may be by video conference) and time as the Debtor shall notify all Qualified Bidders and all other parties entitled to attend the Sale Hearing.

**The foregoing dates and deadlines may be extended by the Debtor or otherwise modified by order of the Court. You should review the case website for any modifications at <https://www.bankruptcy-claims.com/tsfood/CaseHome.aspx>.**

### **FILING OBJECTIONS**

Sale Objections and Cure Objections, if any, must: (i) be in writing, (ii) conform to the applicable provisions of the Bankruptcy Rules, the Local Rules and any orders of the Court, (iii) state with particularity the legal and factual basis for the objection and the specific grounds therefor, and (iv) be filed with the Court and served so as to be actually received no later than the Sale Objection Deadline by the following parties: (a) counsel to the Debtor, Clark Hill PLC, 824 North Market Street, Suite 710, Wilmington, Delaware 19801, Attn: Karen M. Grivner (kgrivner@clarkhill.com) and Clark Hill PLC, 130 East Randolph Street, Suite 3900, Chicago, Illinois 60601, Attn: Kevin H. Morse (kmorse@clarkhill.com) and Travis J. Eliason (teliason@clarkhill.com); and (b) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jonathan Lipshie (jon.lipshie@usdoj.gov).

**PLEASE TAKE FURTHER NOTICE** that copies of the Motion (and all exhibits thereto), the Bidding Procedures Order, the Bidding Procedures, and the proposed Sale Order (and all exhibits thereto) are available for review free of charge by accessing the case website at <https://www.bankruptcy-claims.com/tsfood/CaseHome.aspx>.

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the Bidding Procedures Order, a separate cure notice will be provided to the counterparties to Executory Contracts and Unexpired Leases that may be assumed and assigned in connection with the Sale.

Dated: September 26, 2025

**CLARK HILL PLC**

*/s/ Karen M. Grivner*

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