

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:	)	Chapter 11
)	
Oberweis Dairy, Inc., <i>et al.</i> , ¹	)	Case No. 24-05385
	)	(Joint Administration Requested)
Debtors.)	
	)	Honorable David D. Cleary
)	
	)	Hearing Date: Thursday, April 18, 2024
	)	Hearing Time: 9:00 a.m.

NOTICE OF MOTION

PLEASE TAKE NOTICE that on Thursday, April 18, 2024 at 9:00 a.m. CDT we will appear before the Honorable David D. Cleary, or any judge sitting in that judge’s place, either in courtroom 644 of the Dirksen Federal Building, 219 S. Dearborn Street, Chicago, Illinois, 60604 or electronically as described below, and present the **MOTION OF DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF CPT GROUP, INC. AS NOTICING, CLAIMS, AND SOLICITATION AGENT EFFECTIVE AS OF THE PETITION DATE**, a copy of which is attached.

Important: Only parties and their counsel may appear for presentment of the motion electronically using Zoom for Government. All others must appear in person.

To appear by Zoom using the internet, go to this link: [https:// www.zoomgov.com/](https://www.zoomgov.com/). The enter the meeting ID and passcode.

To appear by Zoom using a telephone, call Zoom for Government at 1-669-254-5252 or 1-646-828-7666. Then enter the meeting ID and passcode.

Meeting ID and passcode. The meeting ID for this hearing is **161 122 6457**, and the passcode is **Cleary644**. The meeting ID and passcode can also be found on the judge’s page on the court’s web site.

If you object to this motion and want it called on the presentment date above, you must file a Notice of Objection no later than two (2) business days before that date. If a Notice of Objection is timely filed, the motion will be called on the presentment date. If no Notice of Objection is timely filed, the court may grant the motion in advance without calling it.

¹ The Debtors in this case, and the last four digits of their respective federal employer identification numbers, are Oberweis Dairy, Inc. (‘7516); The Oberweis Group, Inc. (‘1378); North Aurora Ice Cream, LLC (‘8506); TOGI RE I, LLC (‘5952); Third Millennium Real Estate L.L.C. (‘1589); and TOGI Brands, LLC (‘7072).

By: /s/Adam P. Silverman
Proposed Counsel for the Debtors

HOWARD L. ADELMAN, ESQ. (ARDC# 0015458)
ADAM P. SILVERMAN, ESQ. (ARDC #6256676)
ALEXANDER F. BROUGHAM, ESQ. (ARDC #6301515)
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Chicago, Illinois 60604
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Proposed Counsel for the Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

The undersigned, an attorney, certifies that he served a copy of this notice and the attached motion on each entity shown on the attached list at the address shown and by the method indicated on the list on April 15, 2024, at or before 11:59 p.m.

By: /s/Adam P. Silverman
Adam P. Silverman

SERVICE LIST

VIA CM/ECF

Patrick S. Layng
Office of the U.S. Trustee, Region 11

Eric Rein
Counsel for CIBC Bank USA

VIA OVERNIGHT DELIVERY

20 Largest Creditors

1836 Farms
1149 S. Virginia Street
Terrell, TX 75160

Katies Pizza And Pasta
10650 Gateway Blvd
St Louis, MO 63132

Altium Packaging
2500 Windy Ridge Pkwy,
Suite 1400
Atlanta, GA 30339

Labrynth Ventures, LLC
Attn: Patrick McCoy
6942 N Keystone
Lincolnwood, IL 60712

Associated Electrical Contractors, LLC
319 Lamb Road
Woodstock, IL 60098

Nussbaum Transportation Services
19336 N. 1425 E Road
Hudson, IL 61748

Cook County Treasurer
118 N. Clark Street
Unit 112
Chicago, IL 60602

Pearl Valley Eggs
968 S. Kent Rd.
Pearl City, IL 61062

Ecolab
26252 Network Place
Chicago, IL 60673

Penske Truck Leasing Co. L.P.
13690 Lakefront Drive
Earth City, MO 63045

Greco & Sons
1550 Hecht Road
Bartlett, IL 60103

Plymouth Foam Inc.
1800 Sunset Drive
Plymouth, WI 53073

Hiretech
200 Westlake Park Blvd #501
Houston, TX 77079

QCS Purchasing Cooperative
901 Warrenville Road Unit 405
Lisle, IL 60532

International Food Products
29205 Network Place
Chicago, IL 60602

RSM McGladrey
5155 Paysphere Circle
Chicago, IL 60674

Senscient Flavors
2800 W. Higgins Rd.
Hoffman Estates, IL 60169

St Charles Trading
1400 Madeline Lane
Elgin, IL 60124

Stanpac
C/O Adriana Lopez
801 Mangrum Street
Brenham, TX 77833

Tocco-Greco
3850 Mueller Rd.
Suite 200
St Charles, MO 63301

Trico Mechanical Inc.
1980 Rt 30 Suite 11
Sugar Grove, IL 60554

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:	)	Chapter 11
)	
Oberweis Dairy, Inc., <i>et al.</i> , ¹	)	Case No. 24-05385
	)	(Joint Administration Requested)
Debtors.)	
	)	Honorable David D. Cleary
)	
	)	Hearing Date: Thursday, April 18, 2024
	)	Hearing Time: 9:00 a.m.

**MOTION OF DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF CPT GROUP, INC. AS NOTICING, CLAIMS,
AND SOLICITATION AGENT EFFECTIVE AS OF THE PETITION DATE**

Oberweis Dairy, Inc., an Illinois corporation (“**ODI**”); The Oberweis Group, Inc., a Delaware corporation (“**TOGI**”); North Aurora Ice Cream, LLC, an Illinois limited liability company (“**NAIC**”); TOGI RE I, LLC, an Illinois limited liability company (“**TRI**”); Third Millennium Real Estate L.L.C., an Illinois limited liability company (“**TMRE**”); and TOGI Brands, LLC, an Illinois limited liability company (“**Brands**” and, together with ODI, TOGI, NAIC, TRI, and TMRE, the “**Debtors**”) as debtors and debtors in possession herein, by and through their undersigned counsel and, for their motion (the “**Motion**”) for an order authorizing the Debtors to employ and retain CPT Group, Inc. (“**CPT**”) as the estates’ proposed claims and noticing agent in connection with the above-captioned chapter 11 cases, pursuant to 28 U.S.C. § 156(c) and Local Rule 1007-2, the Debtors respectfully state as follows:

I. BACKGROUND

1. On April 12, 2024 (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et*

¹ The Debtors in this case, and the last four digits of their respective federal employer identification numbers, are Oberweis Dairy, Inc. (‘7516); The Oberweis Group, Inc. (‘1378); North Aurora Ice Cream, LLC (‘8506); TOGI RE I, LLC (‘5952); Third Millennium Real Estate L.L.C. (‘1589); and TOGI Brands, LLC (‘7072).

seq. (the “**Bankruptcy Code**”). Since the Petition Date, the Debtors have remained in possession of their assets and have continued to operate their businesses under the jurisdiction of this court as debtors in possession in accordance with 11 U.S.C. §§ 1107 and 1108.

2. Neither a trustee nor a committee of unsecured creditors has been appointed in the Debtors’ Chapter 11 Cases (each a “**Chapter 11 Case**,” and collectively, the “**Chapter 11 Cases**”). Concurrently with the filing of this Motion, the Debtors have filed motions seeking joint administration of the Chapter 11 Cases; anticipating no objections to these motions, and in the interest of efficiency, this Motion has only been filed in the above-captioned proposed lead case, that of ODI.

3. Collectively, the Debtors operate a business (the “**ODI Business**”) that manufactures, packages, and distributes milk, ice cream, and other dairy and non-dairy foods (collectively, the “**ODI Products**”), and sells the ODI Products through both retail and wholesale channels, primarily in the Midwest. The retail side of the ODI Business comprises three distinct segments: 40 “Oberweis Dairy” branded retail stores that serve ice cream products and other foods; direct-to-doorstep home delivery; and sales to consumers in national grocery stores and regional supermarkets. Further information about the nature of the ODI Business and the factual background relating to the commencement of the Chapter 11 Cases is set forth in the *Declaration of Adam Kraber in Support of Chapter 11 Petitions and First-Day Motions* filed on the Petition Date and incorporated herein by reference.

4. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue lies properly in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory predicate for the relief requested herein is 28 U.S.C. § 156 and Local Rule 1007-2.

II. RELIEF REQUESTED

5. By this Motion, the Debtors seek the entry of an order authorizing them to employ and retain CPT as claims and noticing agent in the Chapter 11 Cases, effective as to the Petition Date, pursuant to 28 U.S.C. § 156(c) and Local Rule 1007-2(B) and in accordance with the terms and conditions of the *Engagement for Chapter 11 Notice and Claims Administration*, dated as of April 8, 2024, and attached hereto as **Exhibit A** (the “**Engagement Letter**”).

6. Retention of CPT is sought hereby, as contemplated by both 28 U.S.C. § 156(c) and Local Rule 1007-2(B), for the purposes of CPT’s preparation and maintenance of the claims register in the Chapter 11 Cases, as well as other administrative tasks such as “notices, dockets, calendars, and other administrative information to parties in” in the Chapter 11 Cases. 28 U.S.C. § 156(c). By way of summary, without limiting or modifying the scope of services detailed in the Engagement Letter, the Debtor proposes to retain CPT to perform the following functions as claims and noticing agent, if and as needed and requested by the Debtors:

- a. Preparing and serving required notices and documents in these Chapter 11 Cases in accordance with the Bankruptcy Code, Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and the Local Rules of the United States Bankruptcy Court for the Northern District of Illinois (the “**Local Rules**”) in the form and manner directed by the Debtors and/or the Court, including, if applicable, (i) notice of the commencement of the Chapter 11 Cases and the initial meeting of creditors (if any) under section 341(a) of the Bankruptcy Code, (ii) notice of any claims bar date(s), (iii) notices of transfers of claims, notices of objections to claims, and objections to transfers of claims, (iv) notices of any hearings on a disclosure statement and confirmation of the Debtors’ chapter 11 plan, including under Bankruptcy Rule 3017(d), (v) notice of the effective date of any chapter 11 plan, and (vi) all other notices, orders, pleadings, publications, and other documents as the Debtors and/or the Court may deem necessary or appropriate for an orderly administration of the Chapter 11 Cases;
- b. Preparing and filing or causing to be filed with the Clerk of the Court (the “**Clerk**”) an affidavit or certificate of service for all notices, motions, orders, other pleadings, or documents served within seven (7) business days of service that includes either a copy of the notice served or the docket number(s) and title(s) of the pleading(s) served, (ii) a list of persons to whom it was mailed (in alphabetical order) with their addresses, (iii) the manner of service, and (iv) the date served;

- c. Assisting the Debtors in managing the claims reconciliation and objection process;
- d. Maintaining (i) a list(s) of all potential creditors, equity holders, and other parties in interest, and (ii) a “core” mailing list consisting of all parties described in Bankruptcy Rule 2002 and those parties that have filed a notice of appearance pursuant to Bankruptcy Rule 9010;
- e. If a claims bar date is established, furnishing a notice to all potential creditors of the last date(s) for filing proofs of claim and a form for filing a proof of claim, after such notice and form are approved by the Court, and notifying potential creditors of the existence, amount, and classification of their respective claims as set forth in the bankruptcy Schedules of Assets and Liabilities (“**Schedules**”) (if applicable), which may be effected by inclusion of such information (or the lack thereof, in cases where the Schedules indicate no debt due to the subject party) on a customized proof of claim form provided to potential creditors;
- f. Maintaining a post office box or address for the purpose of receiving claims and returned mail, and processing all mail received;
- g. Processing all proofs of claim received, including those received by the Clerk’s office, and checking said processing for accuracy, and maintaining the original proofs of claim in a secure area;
- h. Maintaining the official claims registers for the Debtors (the “**Claims Registers**”) on behalf of the Clerk and upon the Clerk’s request, providing the Clerk with certified, duplicate unofficial Claims Registers; and specifying in each of the Claims Registers the following information for each claim docketed: (i) the claim number assigned; (ii) the date received; (iii) the name and address of the claimant and agent, if applicable, who filed the claim; (iv) the amount asserted; (v) the asserted classification(s) of the claim (*e.g.*, secured, unsecured, priority, *etc.*); and (vi) any disposition of the claim;
- i. Periodically filing with the Court a notice of the list of claims that have been filed with CPT;
- j. Implementing necessary security measures to ensure the completeness and integrity of the Claims Registers and the safekeeping of the original claims;
- k. Recording all transfers of claims and providing any notices of such transfers as required by Bankruptcy Rule 3001(e);
- l. Relocating, by messenger or overnight delivery, all of the court-filed proofs of claim to the offices of CPT, not less than weekly;
- m. Upon completion of the docketing process for all claims received to date for each case, turning over to the Clerk copies of the Claims Registers for the Clerk’s review (upon the Clerk’s request);
- n. Monitoring the Court’s docket(s) for all notices of appearance, address changes, and claims-related pleadings and orders filed, and making necessary notations on and/or changes to the Claims Registers;

- o. Assisting in the dissemination of information to the public and responding to requests for administrative information regarding the Chapter 11 Cases, as directed by the Debtors and/or the Court, including through the use of a case website and/or call center;
 - p. Thirty (30) days prior to the close of these Chapter 11 Cases, to the extent practicable, requesting that the Debtors submit to the Court a proposed order dismissing CPT and terminating CPT's services upon completion of its duties and responsibilities and upon the closing of these Chapter 11 Cases;
 - q. At least seven (7) days before entry of an order closing these Chapter 11 Cases, CPT shall reconcile all proofs of claim with the Court, to ensure that all claims received by CPT are accounted for on the Claims Registers;
 - r. At the close of these Chapter 11 Cases, boxing and transporting all original documents, in proper format, as provided by the Clerk's office, to (i) the Federal Archives Record Administration, located at Central Plains Region, 200 Space Center Drive, Lee's Summit, Missouri 64064 or (ii) any other location requested by the Clerk's Office;
 - s. Coordinating publication of certain notices in periodicals and other media;
 - t. To the extent necessary, distributing claim acknowledgement cards to creditors having filed a proof of claim or interest, as applicable;
 - u. Providing balloting, solicitation, and tabulation services, including preparing ballots, producing personalized ballots, assisting in the production of solicitation materials, tabulating creditor ballots on a daily basis, preparing a certification of voting results, and providing court testimony with respect to balloting, solicitation, and tabulation matters;
 - v. Providing state-of-the-art call center facility and services, including (as needed): (i) creating of frequently asked questions, call scripts, escalation procedures and call log formats; (ii) recording automated messaging; (iii) training call center staff; and (iv) maintaining and transmitting call log to the Debtors and their advisors; and
 - w. Creating and maintaining a public access website setting forth pertinent case information and allowing access to electronic copies of proofs of claim or proofs of interest.
7. To the extent there is any inconsistency among this Motion, the Engagement

Letter, and any Court order approving this Motion (the "**Retention Order**"), the Retention Order shall govern in all respects.

III. BASIS FOR RELIEF REQUESTED

A. Applicable Authority

8. Retaining CPT in the Chapter 11 Cases is authorized by 28 U.S.C. § 156, which provides:

Any court may utilize facilities or services, either on or off the court's premises, which pertain to the provision of notices, dockets, calendars, and other administrative information to parties in cases filed under the provisions of title 11, United States Code, where the costs of such facilities or services are paid for out of the assets of the estate and are not charged to the United States. The utilization of such facilities or services shall be subject to such conditions and limitations as the pertinent circuit council may prescribe.

28 U.S.C. § 156(c).

9. Presumably implementing this statute, Local Rule 1007-2 states:

On motion of the debtor or trustee, the court may authorize retention of a claims agent under 28 U.S.C. § 156(c) to prepare and maintain the claims register. In all cases with more than 500 creditors, the debtor must file a motion to employ a notice or claims agent approved by the clerk to perform this function. The claims register prepared and maintained by a claims agent retained under this Rule will be the official claims register of the court.

L.R. 1007-2(B).

10. In these Chapter 11 Cases, the aggregate number of creditors listed on the Debtors' creditor matrices currently stands at approximately 3,000, well in excess of the mandated number of creditors contemplated by Local Rule 1007-2(B).

11. Given the size of the Debtors' creditor body, it will be more efficient and less burdensome on the Clerk to have CPT undertake the tasks associated with noticing the Debtors' creditors and parties in interest, and processing proofs of claim that may be filed. The process of receiving, docketing, maintaining, photocopying, and transmitting proofs of claim and related notices in these Chapter 11 Cases can be efficiently served by engaging an independent third party to act as agent for the Court. Moreover, in the event the Debtors seek to confirm of a plan

of reorganization, CPT will be further tasked with assisting the Debtors in the balloting and voting process associated therewith.

12. The relief requested herein has been granted by this Court in the past. *See, e.g., In re St. Margaret's Health – Peru* and *St. Margaret's Health – Spring Valley*, Case No. 23-11641 (Bankr. N.D. Ill. Sep. 13, 2023); *In re Mercy Hospital and Medical Center*, Case No. 21-01805 (Bankr. N.D. Ill. Mar. 23, 2021); *In re Lombard Public Facilities Corporation*, Case No. 17-22517 (Bankr. N.D. Ill. July 28, 2017); *In re Chellino Crane, Inc.*, Case No. 17-14200 (Bankr. N.D. Ill. May 5, 2017); *In re Budd Company, Inc.*, Case No. 14-11873 (Bankr. N.D. Ill. Mar. 31, 2014); *In re Edison Mission Energy*, Case No. 12-49219 (Bankr. N.D. Ill. Dec. 18, 2012); *In re Hartmarx Corp.*, Case No. 09-02046 (Bankr. N.D. Ill. Jan. 26, 2009); *In re Millcreek Broad, L.L.C.*, Case No. 07-03121 (Bankr. N.D. Ill. May 15, 2007); *In re McLeodUSA, Inc.*, Case No. 05-63230 (Bankr. N.D. Ill. Oct. 31, 2005); *In re Orius Corp.*, Case No. 02-B-45127 (Bankr. N.D. Ill. Nov. 18, 2002); *In re Nat'l Steel Corp.*, Case No. 02-08699 (Bankr. N.D. Ill. Mar. 6, 2002); *In re Kmart Corp.*, Case No. 02-B-02474 (Bankr. N.D. Ill. Jan. 25, 2002); *In re Comdisco, Inc.*, Case No. 01-24795 (Bankr. N.D. Ill. July 17, 2001).

B. CPT is Well-Qualified to Serve as Claims and Noticing Agent

13. The Debtors believe that CPT is both well-qualified and uniquely able to serve as the claims, balloting, and noticing agent in these Chapter 11 Cases. In short, engaging CPT to serve designated notices, manage any plan balloting process, and manage claims files and maintain the claims register will expedite service of Bankruptcy Rule 2002 notices, streamline the claims administration process, and permit the Debtors to focus their efforts on other substantive aspects of the Chapter 11 Cases.

14. The Debtors have full confidence in CPT's qualifications and unique ability to act as the claims, balloting, and noticing agent in these Chapter 11 Cases despite the large amount of creditors involved.

IV. COMPENSATION

15. The Debtors propose to retain and compensate CPT on the terms and conditions collectively set forth in the Engagement Letter. The Debtors respectfully submit that CPT's rates for its services are competitive and comparable to the rates charged by their competitors for similar services. Indeed, the Debtors conducted a review and competitive comparison of two other national noticing firms prior to selecting CPT and, following arms' length negotiations, determined CPT's rates to be more than reasonable given the quality of CPT's services and CPT's prior expertise, particularly with cases dealing with a large number of parties.

16. Pursuant to the terms in the Engagement Letter CPT has requested to be paid, and the Debtors have paid, a \$10,000 retainer as a condition precedent to the retention contemplated hereby (the "**Retainer**").

17. The Debtors believe that, as an agent and an adjunct to the Court, CPT is not a "professional" whose retention is subject to approval under section 327 of the Bankruptcy Code, or whose compensation is subject to review under sections 330 and 331 of the Bankruptcy Code.

18. Furthermore, the Debtors respectfully submit that the fees and expenses incurred by CPT are administrative in nature and, therefore, should not be subject to the standard fee application procedures for professionals. Specifically, the Debtors request authorization to compensate CPT in accordance with the terms and conditions set forth in the Engagement Letter, upon CPT's submission to the Debtors, the U.S. Trustee, and any official committee of appointed

in the Chapter 11 Cases of invoices, summarizing in reasonable detail, the services rendered and expenses incurred in connection with services provided by CPT to the Debtors.

19. Accordingly, the Debtors request that the fees and expenses of CPT incurred in the performance of the services set forth herein be treated as administrative expenses of the Debtors' bankruptcy estates under 28 U.S.C. § 156(c) and section 503(b)(1)(A) of the Bankruptcy Code, and that the Debtors be authorized to pay such fees and expenses in the ordinary course of business.

V. DISINTERESTEDNESS

20. Although the Debtors do not propose to employ CPT under section 327 of the Bankruptcy Code, to the best of CPT's knowledge, CPT and its employees: (a) have no connection with the Debtors, their creditors, or any other parties in interest in the Chapter 11 Cases; (b) are "disinterested persons," as that term is defined in section 101(14) of the Bankruptcy Code; and (c) hold or represent no interest adverse to the Debtors or their estates, except as expressly set forth in the declaration of Julie Green attached hereto as **Exhibit B** (the "**Green Declaration**") and made a part hereof.

21. Further, as set forth in the Green Declaration, CPT represents that:

- a. It will not consider itself employed by the United States government and shall not seek any compensation from the United States government in its capacity as claims and noticing agent;
- b. By accepting employment in the Chapter 11 Cases, CPT waives any right to receive compensation from the United States government for any services relating to the Chapter 11 Cases;
- c. In its capacity as claims and noticing agent, CPT will not be an agent of the United States and will not act on behalf of the United States; and
- d. CPT will not employ any past or present employees of the Debtors in connection with its work as Noticing, Claims and Solicitation Agent.

22. The Debtors do not owe CPT any amount for services performed or expenses incurred prior to the Petition Date.

VI. NOTICE

23. Notice of the filing of this Motion and the hearing scheduled therefor has been provided by CM/ECF, overnight delivery, and/or facsimile to (a) the Office of the United States Trustee for Region 11; (b) each of the Debtors' 20 largest unsecured creditors pursuant to Bankruptcy Rule 1007(d); (c) counsel to the Debtors' senior secured lender, CIBC Bank USA; and (d) all other parties who have requested service of all filings via the Court's CM/ECF system. In light of the nature of the relief requested, the Debtors submit that no other or further notice is required.

WHEREFORE, Oberweis Dairy, Inc., The Oberweis Group, Inc., TOGI Brands, LLC, North Aurora Ice Cream, LLC, Third Millennium Real Estate L.L.C., and TOGI RE I, LLC, debtors and debtors in possession herein, respectfully request the entry of an order in accordance with the foregoing recommendations in the form filed herewith and made a part hereof without further notice, and for such other and further relief as is just.

Respectfully submitted,

OBERWEIS DAIRY, INC., *et al.*, Debtors

By: /s/Adam P. Silverman
Proposed Counsel for the Debtors

HOWARD L. ADELMAN, ESQ. (ARDC# 0015458)
ADAM P. SILVERMAN, ESQ. (ARDC #6256676)
ALEXANDER F. BROUGHAM, ESQ. (ARDC #6301515)
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Proposed Counsel for the Debtors and Debtors in Possession

Exhibit B to

*Motion Authorizing Claims and
Noticing Agent*

**Declaration of Julie Green in
Support of Motion of Debtors
for Entry of an Order
Authorizing the Employment
and Retention of Cpt Group,
Inc. as Noticing, Claims, and
Solicitation Agent Effective as
of the Petition Date**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Chapter 11
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Oberweis Dairy, Inc., <i>et al.</i> , ¹)	Case No. 24-05385
)	(Joint Administration Requested)
Debtors.)	
)	Honorable David D. Cleary
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)	
)	
)	

DECLARATION OF JULIE GREEN IN SUPPORT OF MOTION OF DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF CPT GROUP, INC. AS NOTICING, CLAIMS, AND SOLICITATION AGENT EFFECTIVE AS OF THE PETITION DATE

I, Julie Green, under penalties as provided by law pursuant to 28 U.S.C. § 1746, hereby certify that the following statements are true and correct to the best of my knowledge, information, and belief:

1. I am the Senior Vice President of Operations at CPT Group, Inc. (“CPT”), a company specializing in the provision of claims administration, noticing and related services for class action and bankruptcy cases, with offices located at 50 Corporate Park, Irvine, California 92606, and I make this declaration on behalf of CPT (the “**Declaration**”).

2. I submit this Declaration in support of the motion (the “**Motion**”) for an order authorizing the Debtors to employ and retain CPT as the estates’ proposed claims and noticing agent (the “**Noticing and Claims Agent**”) of Oberweis Dairy, Inc., an Illinois corporation (“**ODI**”); The Oberweis Group, Inc., a Delaware corporation (“**TOGI**”); North Aurora Ice Cream, LLC, an Illinois limited liability company (“**NAIC**”); TOGI RE I, LLC, an Illinois

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limited liability company (“**TRI**”); Third Millennium Real Estate L.L.C., an Illinois limited liability company (“**TMRE**”); and TOGI Brands, LLC, an Illinois limited liability company (“**Brands**” and, together with ODI, TOGI, NAIC, TRI, and TMRE, the “**Debtors**”), pursuant to the terms and conditions set forth in the engagement letter attached to the Motion as Exhibit A (the “**Engagement Letter**”). Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge, my review of relevant documents or my opinion based upon my experience, knowledge and information concerning the operations and financial affairs of CPT. I would testify competently to the facts set forth in this Declaration, if I were called upon to testify.

3. As the Noticing and Claims Agent, CPT will perform at the request of the Clerk of the U.S. Bankruptcy Court for the Northern District of Illinois (the “**Clerk**”), and as needed and requested by the Debtors, the services specified in the Motion and the Engagement Letter.

4. CPT represents that:

- a. It is not a creditor of the Debtors;
- b. It will not consider itself employed by the United States government and shall not seek any compensation from the United States government in its capacity as the Noticing and Claims Agent in the Chapter 11 Cases;
- c. By accepting employment in the Chapter 11 Cases, CPT waives any rights to receive compensation from the United States government in connection with the Chapter 11 Cases;
- d. In its capacity as the Noticing and Claims Agent in the Chapter 11 Cases, CPT will not be an agent of the United States and will not act on behalf of the United States; and
- e. It is a “disinterested person” as that term is defined in section 101(14) of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”) with respect to the matters upon which it is to be engaged.

5. CPT is a firm capable of providing claims processing, noticing and balloting services, and the facilitation of other administrative aspects of chapter 11 cases. CPT has

assisted and advised numerous chapter 11 debtors in connection with noticing and claims administration and reconciliation. CPT has provided identical or substantially similar services in other chapter 11 cases nationwide.

6. In connection with the preparation of this Declaration, I caused to be submitted for review by our conflicts system the names of interested parties and creditors listed on the Debtors' creditor matrices (the "**Potential Parties in Interest**") filed in the Chapter 11 Cases. The results of the conflicts check were compiled and reviewed by employees of CPT, under my supervision. At this time, CPT is not aware of any relationship that would present a disqualifying conflict of interest. CPT currently serves, or in the past may have served, in a neutral capacity as claims, noticing, balloting, and/or solicitation agent for these parties or related parties. However, given CPT's neutral position as Noticing and Claims Agent or administrative advisor in the listed parties' cases, or any other cases, CPT does not view such relationships as real or potential conflicts. Further, to the best of my knowledge, any such relationship is completely unrelated to these Chapter 11 Cases. Accordingly, to the best of my knowledge, CPT and each of its employees are "disinterested persons," as that term is defined in Section 101(14) of the Bankruptcy Code, and neither CPT nor any of its employees hold or represent an interest adverse to the Debtors' estates related to any matter for which CPT will be employed.

7. To the best of my knowledge, and based upon information provided to me by the Debtors, and except as provided herein, neither CPT nor any employee thereof, has any materially adverse connection to the Debtors, their creditors, or other relevant parties. CPT may have relationships with certain of the Debtors' creditors as vendors or in connection with cases in which CPT serves or has served in a neutral capacity as noticing, claims, balloting, or administrative advisor for another chapter 11 debtor. In addition, CPT personnel may have

relationships with some of the Debtors' creditors or other parties in interest. However, to the best of my knowledge, such relationships, to the extent they exist, are of a personal nature and completely unrelated to these Chapter 11 Cases.

8. CPT has and will continue to represent clients in matters unrelated to the Chapter 11 Cases. In addition, CPT has had and will continue to have relationships in the ordinary course of its business with certain vendors, professionals, and other parties in interest that may be involved in the Chapter 11 Cases in matters unrelated to the Chapter 11 Cases. CPT may also provide professional services to entities or persons that may be creditors or parties in interest in the Chapter 11 Cases, which services do not directly relate to, or have any direct connection with, the Chapter 11 Cases or the Debtors.

9. As Claims and Noticing Agent, CPT will charge the rates set forth in the Engagement Letter. These rates are at least as favorable as the prices CPT charges in other cases in which the firm has been retained to perform similar services.

10. If appointed as Noticing and Claims Agent, CPT will not (a) cease serving as Noticing and Claims Agent during these Chapter 11 Cases for any reason, including nonpayment, without an order of the Court or (b) undertake any legal representation of the Debtors, nor provide any advice of a legal nature, outside the scope of the duties outlined in the Motion, without prior order from the Court authorizing CPT to do so.

11. CPT will comply with all requests of the Clerk.

12. CPT has earned a stellar reputation as a chapter 11 claims management company for its expertise in notice, claims processing, claims reconciliation, balloting, and distribution. CPT is well-qualified to provide the Debtors with experienced services as notice agents, claims agents, and balloting agents in connection with Chapter 11 Cases.

13. The pricing schedule provided for in the Engagement Letter is consistent with, and typical of, arrangements entered into by CPT and other such firms with respect to rendering similar services for clients such as the Debtors.

14. On a monthly basis, CPT shall provide detailed invoices setting forth the services provided and the rates charged in the previous month to counsel for the Debtors, the Office of the United States Trustee, counsel for any official committee appointed in the Chapter 11 Cases, and any party in interest who specifically requests service of the monthly invoices in writing.

15. To the best of my knowledge and belief, neither I nor CPT holds or represents any interest adverse to the Debtors' estates, and CPT will not represent any other entity in connection with these Chapter 11 Cases.

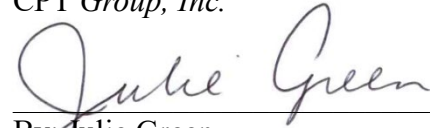
16. I am not related or connected to and, to the best of my knowledge, no other professional of CPT is related or connected to any United States Bankruptcy Judge for the Northern District of Illinois or the United States Trustee or to any employee of the offices thereof.

17. To the best of my knowledge and belief, and except as described herein, neither I nor CPT nor any officer or employee of CPT has any connection or relationship with the Debtors that would conflict with the scope of CPT's retention or would create any interest adverse to the Debtors' estates, any statutorily appointed committee or any other party in interest. CPT has and will continue to serve clients in matters unrelated to the Chapter 11 Cases and has, had, and will continue to have, relationships in the ordinary course of its business with certain vendors, professionals, and other parties in interest in connection with matter unrelated to this case.

18. There is no agreement or understanding between CPT and any other person or entity for sharing compensation received or to be received for services rendered by CPT in connection with the Chapter 11 Cases.

Dated: April 15, 2024

CPT Group, Inc.



By: Julie Green

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
Eastern Division

In Re:	)	Case Number: 24-05385
)	
Oberweis Dairy, Inc., et al.,	)	Chapter: 11
	)	Honorable David D. Cleary
)	
Debtor(s))	

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
CPT GROUP, INC. AS NOTICING, CLAIMS, AND SOLICITATION AGENT**

THIS CAUSE coming to be heard on the motion of Oberweis Dairy, Inc.; The Oberweis Group, Inc.; North Aurora Ice Cream, LLC; TOGI RE I, LLC; Third Millennium Real Estate L.L.C.; and TOGI Brands, LLC (the “Debtors”), pursuant to 28 U.S.C. § 156(c), section 363 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”) and Local Rule 1007-2, for an order authorizing the Debtors to employ and retain CPT Group, Inc. (“CPT”) as the estates’ claims and noticing agent (the “Motion”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”); the Court having reviewed the Motion and having determined that cause exists to grant the relief requested therein; and the Court having jurisdiction and the subject matter of the Motion;

NOW, THEREFORE, IT IS HEREBY ORDERED as follows:

1. The Motion is granted to the extent set forth herein.
2. The Debtors are authorized to retain CPT as claims and noticing agent in the Chapter 11 Cases, effective as of the Petition Date.
3. The terms of the Engagement for Chapter 11 Notice and Claims Administration appended to the Motion as Exhibit A (the “Services Agreement”) are approved. The Debtors are authorized to enter into the Services Agreement and perform their obligations thereunder.
4. CPT is authorized to perform the services specified in the Services Agreement and detailed in the Motion.
5. The fees and expenses of CPT incurred in the performance of services shall be treated as administrative expenses of the estates, and be paid by the Debtors in the ordinary course of business.
6. Upon closing of these Chapter 11 Cases, CPT shall return all proofs of claim received by it and the official claims register to the Court or as the Court otherwise directs.
7. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Enter:

Dated:

United States Bankruptcy Judge

Prepared by:

HOWARD L. ADELMAN, ESQ. (ARDC #0015458)

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Proposed Counsel for the Debtors and Debtors in Possession