

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

In re:)	Chapter 11
)	
Oberweis Dairy, Inc., ¹)	Case No. 24-05385
)	
Debtor.)	Honorable David D. Cleary
)	
<hr/>)	
In re:)	Chapter 11
)	
The Oberweis Group, Inc.,)	Case No. 24-05388
)	
Debtor.)	Honorable David D. Cleary
)	
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In re:)	Chapter 11
)	
North Aurora Ice Cream, LLC,)	Case No. 24-05389
)	
Debtor.)	Honorable David D. Cleary
)	
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In re:)	Chapter 11
)	
Togi RE I, LLC,)	Case No. 24-05391
)	
Debtor.)	Honorable David D. Cleary
)	
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In re:)	Chapter 11
)	
Third Millennium Real Estate L.L.C.,)	Case No. 24-05392
)	
Debtor.)	Honorable David D. Cleary
)	
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In re:)	Chapter 11
)	
TOGI Brands, LLC,)	Case No. 24-05393
)	
Debtor.)	Honorable David D. Cleary
)	
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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).

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 DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**, 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.

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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53 West Jackson Blvd., Suite 1050
Chicago, Illinois 60604
Tel (312) 435-1050
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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

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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).

**MOTION OF DEBTORS FOR ENTRY OF AN ORDER
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

NOW COME 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 directing the joint administration of their respective chapter 11 cases (the “**Chapter 11 Cases**”) for procedural purposes only, pursuant to Bankruptcy Rule 1015 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Local Rule 1015-1 of the Local Rules of the United States Bankruptcy Court for the Northern district of Illinois (the “**Local Rules**”), respectfully state as follows:

I. FACTUAL BACKGROUND

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

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 predicates for the relief requested herein are sections 105 of the Bankruptcy Code, Bankruptcy Rule 1015 and Local Rule 1015-1.

II. RELIEF REQUESTED

5. By this Motion, the Debtors seek the entry of an order directing the joint administration of these Chapter 11 Cases, for procedural purposes only, in accordance with Bankruptcy Rule 1015(b).

6. The joint administration of the Chapter 11 Cases will obviate the need for duplicate notices, applications, and orders, and thereby save considerable time and expense for the Debtors and, consequently, their estates. The Debtors anticipate that numerous notices, applications, motions, pleadings, hearings, and orders will affect several of the Debtors.

7. Joint administration will also save time and money and avoid duplication and potentially confusing filings by permitting counsel for all parties in interests to: (a) use a single caption on the numerous documents that will be served and filed in the Chapter 11 Cases; and (b)

file papers in one case rather than in multiple cases. Joint administration will also protect parties in interest by ensuring that parties to each of the Chapter 11 Cases are apprised of all the various matters before the Court in these cases.

8. The rights of the respective creditors of the Debtors will not be adversely affected by joint administration of the Chapter 11 Cases. Each creditor may still file its claim against a particular estate; the relief sought is purely procedural and is in no way intended to affect substantive rights. In fact, the rights of all creditors will be enhanced by the reduction in costs resulting from joint administration.

9. The Clerk of the Court will also be relieved of the burden of entering duplicative orders and maintaining duplicative files. Finally, supervision of the administrative aspects of the Chapter 11 Cases by the Office of the United States Trustee will be simplified.

10. For the foregoing reasons, the interests of the Debtors and their creditors and equity holders would be best served by joint administration of the Chapter 11 Cases.

11. To facilitate the joint administration of the Chapter 11 Cases, the Debtors request that the official caption to be used by all parties in the jointly-administered cases be as follows:

**IN THE UNITED STATES BANKRUPTCY COURT
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EASTERN DIVISION**

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

12. The Debtors also request that a docket entry substantially similar to the following be entered on the docket of each case that is not the lead case to reflect the joint administration of the Chapter 11 Cases:

An order has been entered in accordance with Federal Rule of Bankruptcy Procedure 1015(b) directing the joint administration of the chapter 11 cases of Oberweis Dairy, Inc. and its affiliated debtors. All further pleadings and other papers shall be filed in, and further docket entries shall be made in, Case No. 24-05385

III. BASIS FOR RELIEF REQUESTED

13. Pursuant to Bankruptcy Rule 1015(b), if two or more petitions for relief are pending in the same court by or against a debtor and an affiliate or general partner, the court may order joint administration of the cases. In this instance, the Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code, in that The Oberweis Group, Inc., a corporation, directly or indirectly owns, controls, or holds with power to vote, twenty percent (20%) or more of the issued and outstanding securities in each of the Debtors.

14. Section 105(a) of the Bankruptcy Code also provides this Court with the power to grant the relief requested herein. Section 105(a) states that a bankruptcy court “may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions” of the Bankruptcy Code. 11 U.S.C. § 105(a). Accordingly, this Court is authorized under the Bankruptcy Code and Bankruptcy Rules to grant the relief requested herein.

IV. NOTICE

15. 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)
TEVIN D. BOWENS, ESQ. (ARDC #6338559)
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Proposed Counsel for the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
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In re:)	Chapter 11
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Oberweis Dairy, Inc., ¹)	Case No. 24-05385
)	
Debtor.)	Honorable David D. Cleary
_____)	

ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

THIS CAUSE coming to be heard on the motion of Oberweis Dairy, Inc., an Illinois corporation (the “**Debtor**”), as debtor and debtor in possession herein, pursuant to Rule 1015 of the Federal Rules of Bankruptcy Procedure, for entry of an order authorizing the joint administration of the chapter 11 cases of the Debtor and its five affiliates (the “**Chapter 11 Cases**”) for procedural purposes only (the “**Motion**”); the Court having reviewed the Motion and supporting declaration, and having determined that the relief requested in the Motion is in the best interests of the Debtor, its estate, its creditors, and other parties in interest; it appearing that there is good cause to grant the relief requested; and the Court having jurisdiction over the Debtor and the subject matter of the Motion;

NOW, THEREFORE, IT IS HEREBY ORDERED as follows:

1. The Motion is granted to the extent provided herein.

2. The Chapter 11 Case of Oberweis Dairy, Inc. (Case No. 24-05385), The Oberweis Group, Inc. (Case No. 24-05388), TOGI Brands, LLC (Case No. 24-05393), North Aurora Ice Cream, LLC (Case No. 24-05389), Third Millennium Real Estate L.L.C. (Case No. 24-05392), and Togi RE I, LLC (Case No. 24-05391) (the “**Debtors**”) are hereby consolidated for

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procedural purposes only and shall be jointly administered by the Court, with Oberweis Dairy, Inc., as the lead case.

3.Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the Debtors’ bankruptcy cases.

4.Nothing contained in the Motion or this Order shall be deemed or construed as waiving any right of the Debtor or any other parties in interest to seek the substantive consolidation of the Debtor’s bankruptcy case.

5.The caption of the jointly administered cases shall read as follows:

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)	(Jointly Administered)
Debtors.)	
)	Honorable David D. Cleary
_____)	

6. The footnote in the caption shall read substantially similar to the following:

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).

7. The Clerk of Court is directed to enter a docket entry substantially similar to the following to be entered on the docket of the case that is not the lead case to reflect the joint administration of the Debtors’ bankruptcy cases:

An order has been entered in accordance with Federal Rule of Bankruptcy Procedure 1015(b) directing the joint administration of the chapter 11 cases of Oberweis Dairy, Inc. and its affiliated debtors. All further pleadings and other papers shall be filed in, and further docket entries shall be made in, Case No. 24-05385.

8. This Order shall not affect the adjudication of any retention for application of professionals filed by the Debtor under 11 U.S.C. § 327.

9. The terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

Enter:

Dated:

United States Bankruptcy Judge

HOWARD L. ADELMAN, ESQ. (ARDC #0015458)
ADAM P. SILVERMAN, ESQ. (ARDC #6256676)
ALEXANDER F. BROUGHAM, ESQ. (ARDC #6301515)
TEVIN D. BOWENS, ESQ. (ARDC #6338559)
ADELMAN & GETTLEMAN, LTD.
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Proposed Counsel for the Debtors and Debtors in Possession