

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 THE DEBTORS FOR LEAVE TO FILE DOCUMENTS IN EXCESS OF FIFTEEN PAGES**, 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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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

**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 THE DEBTORS FOR LEAVE TO FILE
DOCUMENTS IN EXCESS OF FIFTEEN PAGES**

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 leave to file the Declaration, Prepetition Wages Motion, DIP Financing/Cash Collateral Motion, and Cash Management Motion (each defined below) in excess of 15 pages, pursuant to Rule 5005-3(D) of the Local Rules of the United States Bankruptcy Court for the Northern District of Illinois (the “**Local Rules**”), the Debtors respectfully state as follows:

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).

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 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. The Court has jurisdiction over this Motion pursuant to 28 U.S.C. § 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)(A). The applicable rule is Local Rule 5005-3(D).

4. Substantially contemporaneously with the filing of this Motion, the Debtors intend to file that certain *Declaration of Adam Kraber in Support of Chapter 11 Petitions and First-Day Motions* (the “**Declaration**”), which provides information about the nature of the Debtors’ business operations and the factual background relating to the commencement of the Chapter 11 Cases. The Declaration is approximately thirty-five (35) pages in length, exclusive of exhibits.

5. Substantially contemporaneously with the filing of this Motion, the Debtors intend to file that certain *Motion of Debtors A) for Authority to (I) Pay Certain Prepetition*

Employee Wages, Salaries and Other Compensation, (II) Pay and Honor Employee Medical and Other Benefits, and (III) Continue Employee Benefit Programs; (B) to Obtain Related Relief; and (C) for Shortened and Limited Notice Thereof (the “**Prepetition Wages Motion**”). The Prepetition Wages Motion is approximately eighteen (18) pages in length, exclusive of exhibits.

6. Substantially contemporaneously with the filing of this Motion, the Debtors intend to file that certain *Motion for Order: (I) Authorizing (A) Secured Post-Petition Financing on a Super Priority Basis Pursuant to 11 U.S.C. § 364, (B) Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and (C) Grant of Adequate Protection Pursuant to 11 U.S.C. §§ 363 and 364; (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(C); and (III) Shortening Notice* (the “**DIP Financing/Cash Collateral Motion**”). The DIP Financing/Cash Collateral Motion is approximately eighteen (18) pages in length, exclusive of exhibits.

7. Substantially contemporaneously with the filing of this Motion, the Debtors intend to file that certain *Motion of Debtors for Entry of an Order: (I) Authorizing (A) Maintenance of Existing Bank Accounts, (B) Continued Use of Existing Cash Management System, (C) Continued Use of Existing Business Forms, and (D) Continued Use of Existing Books and Records; (II) Finding the Investment and Deposit Requirements of 11 U.S.C. § 345(B) are Satisfied or Otherwise Excused; and (III) Granting Related Relief* (the “**Cash Management Motion**” and, together with the Declaration, the Prepetition Wages Motion, the DIP Financing/Cash Collateral Motion, and the Cash Management Motion, the “**5005-3(D) Filings**”). The Cash Management Motion is approximately seventeen (17) pages in length, exclusive of exhibits.

II. RELIEF REQUESTED

8. By this Motion, the Debtors seek approval of the filing of the 5005-3(D) Filings, notwithstanding the fact that they each exceed 15 pages.

9. Local Rule 5005-3(D) provides, “No motion, response to a motion, brief, or memorandum in excess of fifteen pages may be filed without prior approval of the court.”

10. The Declaration provides background information necessary to apprise the Court of the Debtors and their business operations. The Prepetition Wages Motion, DIP Financing/Cash Collateral Motion, and Cash Management Motions are aimed at securing relief that will facilitate a smooth transition for the Debtors from their prepetition operations to their postpetition ones. The Debtors require more than 15 pages to set forth this information with sufficient detail. By facilitating a more in-depth discussion of these subjects, an extension of the page limits would allow the Court and interested parties to better understand the relief sought.

III. NOTICE

11. 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

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

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 GRANTING MOTION OF THE DEBTORS FOR LEAVE TO FILE
5005-3(D) FILINGS IN EXCESS OF FIFTEEN PAGES**

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 Rule 5005-3(D) of the Local Rules of the U.S. Bankruptcy Court for the Northern District of Illinois (the “Local Rules”), for leave to file the Declaration, Prepetition Wages Motion, DIP Financing/Cash Collateral Motion, and Cash Management Motion (each defined below) in excess of the page limit under Local Rule 5005-3(D) (the “Motion”); 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 provided herein.
2. The Debtors are authorized to file that certain:
 - a. Declaration of Adam Kraber in Support of Chapter 11 Petitions and First-Day Motions [ECF No. __] (the “Declaration”);
 - b. Motion of Debtors A) for Authority to (I) Pay Certain Prepetition Employee Wages, Salaries and Other Compensation, (II) Pay and Honor Employee Medical and Other Benefits, and (III) Continue Employee Benefit Programs; (B) to Obtain Related Relief; and (C) for Shortened and Limited Notice Thereof [ECF No. __] (the “Prepetition Wages Motion”);
 - c. Motion for Order: (I) Authorizing (A) Secured Post-Petition Financing on a Super Priority Basis Pursuant to 11 U.S.C. § 364, (B) Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and (C) Grant of Adequate Protection Pursuant to 11 U.S.C. §§ 363 and 364; (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(C); and (III) Shortening Notice [ECF No. __] (the “DIP Financing/Cash Collateral Motion”); and
 - d. Motion of Debtors for Entry of an Order: (I) Authorizing (A) Maintenance of Existing Bank Accounts, (B) Continued Use of Existing Cash Management System, (C) Continued Use of Existing Business Forms, and (D) Continued Use of Existing Books and Records; (II) Finding the Investment and Deposit Requirements of 11 U.S.C. § 345(B) are Satisfied or Otherwise Excused; and (III) Granting Related Relief [ECF No. __] (the “Cash Management Motion”), effective as of their

respective filing dates, notwithstanding the provisions of Local Rule 5005-3(D).

Enter:

Dated:

United States Bankruptcy Judge

Prepared by:

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

ADAM P. SILVERMAN, ESQ. (ARDC #6256676)

ALEXANDER F. BROUGHAM, ESQ. (ARDC #6301515)

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NOW, THEREFORE, IT IS HEREBY ORDERED as follows:

1. The Motion is granted to the extent provided herein.
2. The Debtors are authorized to file that certain:
 - a. Declaration of Adam Kraber in Support of Chapter 11 Petitions and First-Day Motions [ECF No. __] (the “Declaration”);
 - b. Motion of Debtors A) for Authority to (I) Pay Certain Prepetition Employee Wages, Salaries and Other Compensation, (II) Pay and Honor Employee Medical and Other Benefits, and (III) Continue Employee Benefit Programs; (B) to Obtain Related Relief; and (C) for Shortened and Limited Notice Thereof [ECF No. __] (the “Prepetition Wages Motion”);
 - c. Motion for Order: (I) Authorizing (A) Secured Post-Petition Financing on a Super Priority Basis Pursuant to 11 U.S.C. § 364, (B) Use of Cash Collateral Pursuant to 11 U.S.C. § 363 and (C) Grant of Adequate Protection Pursuant to 11 U.S.C. §§ 363 and 364; (II) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001(C); and (III) Shortening Notice [ECF No. __] (the “DIP Financing/Cash Collateral Motion”); and
 - d. Motion of Debtors for Entry of an Order: (I) Authorizing (A) Maintenance of Existing Bank Accounts, (B) Continued Use of Existing Cash Management System, (C) Continued Use of Existing Business Forms, and (D) Continued Use of Existing Books and Records; (II) Finding the Investment and Deposit Requirements of 11 U.S.C. § 345(B) are Satisfied or Otherwise Excused; and (III) Granting Related Relief [ECF No. __] (the “Cash Management Motion”), effective as of their

respective filing dates, notwithstanding the provisions of Local Rule 5005-3(D).

Enter:

Dated:

United States Bankruptcy Judge

Prepared by:

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

ADAM P. SILVERMAN, ESQ. (ARDC #6256676)

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NOW, THEREFORE, IT IS HEREBY ORDERED as follows:

1. The Motion is granted to the extent provided herein.
2. The Debtors are authorized to file that certain:
 - a. Declaration of Adam Kraber in Support of Chapter 11 Petitions and First-Day Motions [ECF No. __] (the “Declaration”);
 - b. Motion of Debtors A) for Authority to (I) Pay Certain Prepetition Employee Wages, Salaries and Other Compensation, (II) Pay and Honor Employee Medical and Other Benefits, and (III) Continue Employee Benefit Programs; (B) to Obtain Related Relief; and (C) for Shortened and Limited Notice Thereof [ECF No. __] (the “Prepetition Wages Motion”);
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respective filing dates, notwithstanding the provisions of Local Rule 5005-3(D).

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Dated:

United States Bankruptcy Judge

Prepared by:

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