

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

_____)	
In re)	Chapter 11
)	
CB HOLDING CORP., <u>et al.</u> , ¹)	Case No. 10-13683 (MFW)
)	
Debtors.)	Jointly Administered
_____)	

NOTICE OF CONFIRMATION HEARING

NOTICE IS HEREBY GIVEN THAT:

¹ The other Debtors, and the last four digits of each of their tax identification numbers, are: 1820 Central Park Avenue Restaurant Corp. (5151); Bugaboo Creek Acquisition, LLC (4629); Bugaboo Creek Holdings, Inc. (0966); Bugaboo Creek of Seekonk, Inc. (1669); CB Holding Corp. (8640); CB VII, Inc. (9120); CB VIII, Inc. (1468); Charlie Brown North (6721); Charlie Brown's Acquisition Corp. (8367); Charlie Brown's at Clifton, Inc. (7309); Charlie Brown's Mark Corp. (3569); Charlie Brown's Montclair, Inc. (4223); Charlie Brown's 1981, Inc. (7781); Charlie Brown's of Allentown, L.L.C. (8420); Charlie Brown's of Alpha, Inc. (9083); Charlie Brown's of Berwyn, LLC (3347); Charlie Brown's of Blackwood, L.L.C. (5698); Charlie Brown's of Bloomsburg, LLC (3326); Charlie Brown's of Brielle, Inc. (8115); Charlie Brown's of Carlstadt, Inc. (6936); Charlie Brown's of Chatham, Inc. (2452); Charlie Brown's of Commack LLC (4851); Charlie Brown's of Denville, Inc. (1422); Charlie Brown's of East Windsor, LLC (2747); Charlie Brown's of Edison, Inc. (8519); Charlie Brown's of Egg Harbor Twp, LLC (none); Charlie Brown's of Franklin, LLC (5232); Charlie Brown's of Garden City, LLC (7440); Charlie Brown's of Hackettstown, L.L.C. (7493); Charlie Brown's of Harrisburg, LLC (1085); Charlie Brown's of Hillsborough, Inc. (0344); Charlie Brown's of Holtsville, LLC (0138); Charlie Brown's of Jackson, LLC (3478); Charlie Brown's of Lacey, L.L.C. (6282); Charlie Brown's of Lakewood, Inc. (0156); Charlie Brown's of Langhorne, LLC (3392); Charlie Brown's of Lynbrook LLC (2772); Charlie Brown's of Maple Shade, Inc. (0404); Charlie Brown's of Matawan, Inc. (8337); Charlie Brown's of Middletown LLC (7565); Charlie Brown's of Oradell, Inc. (0348); Charlie Brown's of Pennsylvania, Inc. (6918); Charlie Brown's of Piscataway, LLC (8285); Charlie Brown's of Reading, LLC (1214); Charlie Brown's of Scranton, LLC (9817); Charlie Brown's of Selinsgrove, LLC (6492); Charlie Brown's of Springfield, LLC (9892); Charlie Brown's of Staten Island, LLC (1936); Charlie Brown's of Tinton Falls, Inc. (6981); Charlie Brown's of Toms River, LLC (5492); Charlie Brown's of Union Township, Inc. (8910); Charlie Brown's of Trexlertown, LLC (6582); Charlie Brown's of Wayne, Inc. (4757); Charlie Brown's of West Windsor, Inc. (0159); Charlie Brown's of Williamsport LLC (8218); Charlie Brown's of Woodbury, Inc. (0601); Charlie Brown's of York, LLC (0980); Charlie Brown's of Yorktown, LLC (7855); Charlie Brown's Restaurant Corp. (7782); Charlie Brown's Steakhouse Fishkill, Inc. (9139); Charlie Brown's Steakhouse Woodbridge, Inc. (1906); Charlie Brown's, Inc. (4776); Jonathan Seagull Property Corp. (7248); Jonathan Seagull, Inc. (9160); The Office at Bridgewater, Inc. (3132); The Office at Cranford, Inc. (3131); The Office at Keyport, Inc. (1507); The Office at Montclair, Inc. (3128); The Office at Morristown, Inc. (3127); The Office at Ridgewood, Inc. (2949); The Office at Summit, Inc. (3126); and What's Your Beef V, Inc. (4719). The Debtors' address is 1450 Route 22 West, Mountainside, NJ 07092.

On January 9, 2012, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) their proposed *Modified First Amended Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* (as the same may be amended, modified, or supplemented from time to time, the “Plan”) (ECF No. 1168) and accompanying disclosure statement (as the same may be amended, supplemented, or modified from time to time, the “Disclosure Statement”) (ECF No. 1169). Copies of the Plan and the Disclosure Statement are on file with the Clerk of the United States Bankruptcy Court for the District of Delaware and may be reviewed during the Bankruptcy Court’s regular business hours or online at <http://www.deb.USCOURTS.gov/> (registered users) and at <http://pacer.psc.USCOURTS.gov> (unregistered users). Copies of the Plan and the Disclosure Statement may also be obtained free of charge by visiting <http://www.cbhinfo.com/>.

A hearing (the “Confirmation Hearing”) to consider (i) confirmation of the Plan and (ii) any other matter that may properly come before the Bankruptcy Court will be held before the Honorable Mary F. Walrath, United States Bankruptcy Judge, on February 23, 2012, at 2:00 p.m. (prevailing Eastern Time), or as soon thereafter as counsel may be heard, in the United States Bankruptcy Court, 824 North Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801-4908. The Confirmation Hearing may be adjourned from time to time without further notice other than an announcement of the adjourned date or dates at the Confirmation Hearing or at an adjourned hearing.

Under the Plan and the Bankruptcy Code, certain parties are entitled to vote to accept or to reject the Plan. All such votes must be received by 4:00 P.M. (prevailing Eastern Time), on February 14, 2012, at either of the following addresses:

if by mail:
GCG, Inc.
Attn: CB Holding Corp. Ballot Processing
PO Box 9587
Dublin, OH 43017-4887

if by hand delivery or overnight courier:
GCG, Inc.
Attn: CB Holding Corp. Ballot Processing
5151 Blazer Parkway, Suite A
Dublin, OH 43017

If you believe you are entitled to vote on the Plan, but have not received a ballot to do so, you should contact GCG, Inc., immediately at **(877) 398-2187** or visit **<http://www.cbhinfo.com/>**.

Any objections to confirmation of the Plan must be (i) be in writing, (ii) conform to the Bankruptcy Rules and the Local Rules, (iii) set forth the name of the objector and the nature and amount of claims or interests held or asserted by the objector against the particular Debtor or Debtors, the basis for the objection and the specific grounds therefor, and (iv) be filed with the Bankruptcy Court and served together with proof of service, upon: the Debtors, CB Holding Corp., 1450 Route 22 West, Mountainside, New Jersey 07092, Attn: Gary Lembo, CRO, with a copy to (a) counsel to the Debtors, Cahill Gordon & Reindel LLP, 80 Pine Street, New York, New York 10005, Attn: Joel H. Levitin, Esq., Stephen J. Gordon, Esq., Richard A. Stieglitz Jr., Esq., and Maya Peleg,

Esq., and Richards, Layton & Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attn: Mark D. Collins, Esq., Christopher M. Samis, Esq., and Tyler D. Semmelman, Esq.; (b) the United States Trustee, J. Caleb Boggs Federal Building, 844 King Street, Suite 2313, Lockbox 35, Wilmington, Delaware 19801, Attn: Juliet Sarkessian, Esq.; (c) counsel to the official committee of unsecured creditors, Pachulski Stang Ziehl & Jones LLP, 10100 Santa Monica Boulevard, 11th Floor, Los Angeles, California 90067, Attn: Jeffrey N. Pomerantz, Esq., and 919 North Market Street, 17th Floor, Wilmington, Delaware 19899-8705, Attn: Bradford J. Sandler, Esq.; and (d) counsel to Ally Commercial Finance LLC, Vedder Price P.C., 222 N. LaSalle Street, Suite 2600, Chicago, Illinois 60601, Attn: Douglas J. Lipke, Esq., and Jonathan E. Aberman, Esq., so as to be **ACTUALLY RECEIVED** no later than the Plan Objection Deadline, February 17, 2012, at 4:00 p.m. (prevailing Eastern Time).

ONLY OBJECTIONS THAT ARE TIMELY AND PROPERLY FILED, SERVED, AND RECEIVED, IN ACCORDANCE WITH THIS NOTICE, WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT THE CONFIRMATION HEARING.

*Note that the Plan provides for releases, exculpation, and injunctions of certain conduct.*² **The injunctions in the Plan, if confirmed, include a permanent injunction of the commencement or prosecution by any entity, whether directly, derivatively, or otherwise, of any claims, obligations, suits, judgment, damages, demands, debts, rights, causes of action, or liabilities released or exculpated pursuant to the Plan.**

If any party-in-interest has any questions regarding the Disclosure Statement, the Plan, or this Notice, please contact GCG, Inc., at (877) 398-2187 or visit www.cbhinfo.com. Please note, however, that GCG, Inc., is not permitted to provide legal advice.

² As set forth further in Article X of the Plan, any non-debtor party that votes to accept the Plan, if the Plan is confirmed, will be deemed to release certain debtor and non-debtor parties including but not limited to (a) the Pre-Petition Lenders and the DIP Facility Lender, solely in their respective capacities as such; (b) the Administrative Agent, solely in its capacity as such; (c) the Creditors Committee and the members thereof, solely in their respective capacities as such; (d) the Second Lien Noteholders, solely in their respective capacities as such; (e) the Subordinated Noteholders, solely in their respective capacities as such; (f) the Liquidating Trustee, solely in its capacity as such; (g) with respect to each of the foregoing Persons, and except as otherwise set forth in the Plan such Person's predecessors, successors, and assigns, and current and former directors, officers, employees, stockholders, members, subsidiaries, affiliates, principals, agents, advisors, financial advisors, attorneys, accountants, investment bankers, consultants, underwriters, appraisers, representatives, and other professionals, in each case in their respective capacities as such; and (h) any Person claimed to be liable derivatively through any Person referred to in clauses (a), (b), (c), (d), (e), (f), or (g) above.

Dated: January 9, 2012
Wilmington, Delaware

Respectfully submitted,

/s/ Tyler D. Semmelman

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-and-

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