

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

In re:

AVENUE STORES, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 19-11842 (LSS)

(Jointly Administered)

**NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED FOR
HEARING ON OCTOBER 7, 2019 AT 2:00 P.M. (ET)**

ADJOURNED/RESOLVED MATTERS

1. Debtors' Second (2nd) Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554(a) of the Bankruptcy Code, Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property, *Nunc Pro Tunc* to the Rejection Date [D.I. 124; 8/29/19]

Related Pleadings:

- a) Second (2nd) Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554(a) of the Bankruptcy Code, Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property, *Nunc Pro Tunc* to the Rejection Date [D.I. 214; 9/13/19]

Objection Deadline: September 6, 2019 at 4:00 p.m. (ET) [Extended for the U.S. Trustee to September 10, 2019]

Objections/Informal Responses:

- b) Limited Objection of TRC Canyon Plaza, LLC [D.I. 142; 9/6/19]
- c) Objection of WC Partners, LLC [D.I. 143; 9/6/19]

Status: With respect to the response listed above as item (c), this matter is adjourned to the next hearing on November 13, 2019. All other matters have been resolved. No hearing is necessary.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Avenue Stores, LLC (0838); Ornatus URG Holdings, LLC (1146); Ornatus URG Real Estate, LLC (9565); and Ornatus URG Gift Cards, LLC (9203). The Debtors' headquarters are located at 365 West Passaic Street, Suite 230, Rochelle Park, New Jersey 07662.

² **Amended items appear in bold.**

2. Application of the Official Committee of Unsecured Creditors of Avenue Stores, LLC, et al., for Entry of an Order Authorizing the Employment and Retention of Cooley LLP as Lead Counsel *Nunc Pro Tunc* to August 27, 2019 [D.I. 184; 9/11/19]

Related Pleadings:

- a) Certificate of No Objection [D.I. 304; 10/1/19]
- b) Order Authorizing the Employment and Retention of Cooley LLP as Lead Counsel for the Official Committee of Unsecured Creditors [D.I. 311; 10/2/19]

Objection Deadline: September 25, 2019 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: An order has been entered by the Court. No hearing is necessary.

3. Debtors' Motion for Order, Pursuant to Section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 9018-1(b), (I) Authorizing the Debtors to Redact Certain Confidential Information in Connection with Debtors' Motion for Order, Pursuant to Sections 363(b) and 503(c) of the Bankruptcy Code, Approving Debtors' Key Employee Incentive Plan and (II) Directing Parties to Redact Confidential Information [D.I. 235; 9/16/19]

Related Pleadings:

- a) Certificate of No Objection [D.I. 301; 10/1/19]
- b) Order, Pursuant to Section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018 and Local Rule 9018-1(b), (I) Authorizing the Debtors to Redact Certain Confidential Information in Connection with Debtors' Motion for Order, Pursuant to Sections 363(b) and 503(c) of the Bankruptcy Code, Approving Debtors' Key Employee Incentive Plan and (II) Directing Parties to Redact Confidential Information [D.I. 319; 10/3/19]

Objection Deadline: September 30, 2019 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: An order has been entered by the Court. No hearing is necessary.

UNCONTESTED MATTERS WITH CERTIFICATIONS FILED

4. Debtors' Fourth (4th) Omnibus Motion for Entry of an Order, Pursuant to Sections 105(a), 365(a), and 554(a) of the Bankruptcy Code, Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property, *Nunc Pro Tunc* to the Rejection Date [D.I. 230; 9/16/19]

Related Pleadings:

- a) Certificate of No Objection [D.I. 303; 10/1/19]
- b) **Fourth (4th) Omnibus Order, Pursuant to Sections 105(a), 365(a), and 554(a) of the Bankruptcy Code, Authorizing the Debtors to Reject Certain Unexpired Leases of Nonresidential Real Property, *Nunc Pro Tunc* to the Rejection Date [D.I. 325; 10/3/19]**

Objection Deadline: September 30, 2019 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: **An order has been entered by the Court. No hearing is necessary.**

5. Application of the Official Committee of Unsecured Creditors of Avenue Stores, LLC, et al., for Entry of an Order Authorizing the Employment and Retention of Potter Anderson & Corroon LLP as Delaware Counsel *Nunc Pro Tunc* to August 27, 2019 [D.I. 231; 9/16/19]

Related Pleadings:

- a) Certificate of No Objection [D.I. 305; 10/1/19]
- b) **Order Authorizing the Employment and Retention of Potter Anderson & Corroon LLP as Delaware Counsel to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to August 27, 2019 [D.I. 323; 10/3/19]**

Objection Deadline: September 30, 2019 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: **An order has been entered by the Court. No hearing is necessary.**

6. Application Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under Section 1103 of the Bankruptcy Code Authorizing the Employment and Retention of CBIZ Accounting Tax and Advisory of New York, LLC as Financial Advisor to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to August 27, 2019 [D.I. 232; 9/16/19]

Related Pleadings:

- a) Certificate of No Objection [D.I. 306; 10/1/19]
- b) **Order Authorizing and Approving Application Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under Section 1103 of the Bankruptcy Code Authorizing the Employment and Retention of CBIZ Accounting Tax and Advisory of New York, LLC as Financial Advisor to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to August 27, 2019 [D.I. 324; 10/3/19]**

Objection Deadline: September 30, 2019 at 4:00 p.m. (ET)

Objections/Informal Responses: None.

Status: **An order has been entered by the Court. No hearing is necessary.**

MATTERS GOING FORWARD

- 7. Debtors' Motion, Pursuant to Sections 105, 363 and 365 of the Bankruptcy Code, Fed. R. Bankr. P. 2002, 6003, 6004, 6006, 9007, 9008 and 9014 and Del. Bankr. L.R. 2002-1, 6004-1 and 9006-1, for Entry of (A) an Order (I) Approving Bid Procedures in Connection with the Sale of the Debtors' E-Commerce Business Assets; (II) Scheduling an Auction for and Hearing to Approve Sale of E-Commerce Business Assets; (III) Approving Notice of Respective Date, Time and Place for Auction and for Hearing on Approval of Sale; (IV) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (V) Approving Form and Manner of Notice Thereof; and (VI) Granting Related Relief; and (B) an Order Authorizing and Approving (I) the Sale of E-Commerce Business Assets Free and Clear of Liens, Claims, Rights, Encumbrances, and Other Interests; and (II) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (III) Related Relief [D.I. 53; 8/20/19]

Related Pleadings:

- a) Order (I) Approving Bid Procedures in Connection with the Sale of the Debtors' E-Commerce Business Assets; (II) Scheduling an Auction for and Hearing to Approve Sale of E-Commerce Business Assets; (III) Approving Notice of Respective Date, Time and Place for Auction and for Hearing on Approval of Sale; (IV) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (V) Approving Form and Manner of Notice Thereof; and (VI) Granting Related Relief [D.I. 221; 9/13/19]
- b) Notice of Sale, Bid Procedures, Auction and Sale Hearing [D.I. 225; 9/16/19]

- c) Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [D.I. 233; 9/16/19]
- d) Affidavit of Publication [D.I. 255; 9/23/19]
- e) Notice of Filing of Proposed Form of Sale Order Approving Sale of the Debtors' E-Commerce Business Assets [D.I. 258; 9/23/19]
- f) Notice of Filing of Stalking Bidder Designation in Connection with the Sale of the Debtors' E-Commerce Business Assets [D.I. 267; 9/26/19]
- g) Order Authorizing and Approving Certain Bid Protections in Connection with the Sale of the Debtors' E-Commerce Business Assets to City Chic Collective USA Incorporated [D.I. 312; 10/2/19]

Objection Deadline: September 30, 2019 at 4:00 p.m. (ET) [Extended for the Committee to October 2, 2019]

Objections/Informal Responses:

- h) Objection of Clutch Holding LLC to Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [D.I. 281; 9/30/19]
- i) Comenity Bank's Objection to Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale [D.I. 283; 9/30/19]
- j) West Chester Fire Insurance Company, et al.'s Limited Objection to the Sale of the Debtors' E-Commerce Assets or Any Other Sale of Property of the Debtors' Estates [D.I. 284; 9/30/19]
- k) Oracle's Limited Objection to and Reservation of Rights Regarding (1) Debtors' Motion for Entry of Orders Authorizing and Approving the Sale of Debtors' E-Commerce Business Assets Free and Clear and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases ("Sale Motion"); and (2) Executory Contracts and Unexpired Leases in Connection with Sale ("Assumption Notice") [D.I. 285; 9/30/19]
- l) The United States Trustee's Objection to the Debtors' Motion for an Order Approving the Sale of the Debtors' E-Commerce Assets (D.I. 53, 221, &258) [D.I. 288; 9/30/19]

- m) Preliminary Objection and Reservation of Rights of Official Committee of Unsecured Creditors to Debtors' Sale Motion [D.I. 310; 10/1/19]
- n) Informal Comments from Tealium, Inc. (cure response)

Additional Pleadings:

- o) **West Chester Fire Insurance Company, et al.'s Amended Limited Objection to the Sale of the Debtors' E-Commerce Assets or Any Other Sale of Property of the Debtors' Estates [D.I. 322; 10/3/19]**
- p) **Notice of Successful Bid and Next-Highest Bid for the Sale of the Debtors' E-Commerce Business Assets [D.I. 329; 10/3/19]**
- q) **Response of PNC Bank, National Association, as Agent, to the United States Trustee's Objection to the Debtors' Motion for an Order Approving the Sale of the Debtors' E-Commerce Assets [D.I. 331; 10/4/19]**
- r) **Declaration of Jay Dunn in Support of Entry of Order, Pursuant to Section 363 of the Bankruptcy Code, Approving the Sale of the Debtors' E-Commerce Assets Free and Clear of All Liens, Claims and Encumbrances [D.I. 334; 10/6/19]**

Status: **The responses listed as items (h), (k), and (n) are moot, as the proposed purchaser has elected not to take assignment of the applicable contracts. The response listed as item (i) has been resolved pursuant to agreed language added to the proposed sale order. The Debtors are continuing to work with the respondents listed above as items (j), (l) and (m) in an effort to reach a resolution prior to the hearing. This matter is going forward.**

- 8. Debtors' Motion for Order, Pursuant to Sections 363(b) and 503(c) of the Bankruptcy Code, Approving Debtors' (I) Key Employee Incentive Plan and (II) Key Employee Retention Plan [D.I. 234; 9/16/19]

Related Pleadings:

- a) Sealed Exhibit B to Debtors' Motion for Order, Pursuant to Sections 363(b) and 503(c) of the Bankruptcy Code, Approving Debtors' (I) Key Employee Incentive Plan and (II) Key Employee Retention Plan [D.I. 236; 9/16/19]

- b) Declaration of Brian Cashman in Support of Debtors' Motion for Order, Pursuant to Sections 363(b) and 503(c) of the Bankruptcy Code, Approving Debtors' (I) Key Employee Incentive Plan and (II) Key Employee Retention Plan [D.I. 320; 10/3/19]

Objection Deadline: September 30, 2019 at 4:00 p.m. (ET) [Extended for the Committee to October 3, 2019]

Objections/Informal Responses:

- c) The United States Trustee's Objection to Debtors' Motion for Order, Pursuant to Sections 363(b) and 503(c) of the Bankruptcy Code, Approving Debtors' (I) Key Employee Incentive Plan and (II) Key Employee Retention Plan (D.I. 234) [D.I. 286; 9/30/19]
- d) **Limited Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for Order, Pursuant to Sections 363(b) and 503(c) of the Bankruptcy Code, Approving Key Employee Incentive Plan [D.I. 327; 10/3/19]**
- e) Informal Response from PNC Bank

Additional Pleadings:

- f) **Supplemental Declaration of Brian Cashman in Support of Debtors' Motion for Order, Pursuant to Sections 363(b) and 503(c) of the Bankruptcy Code, Approving Debtors' (I) Key Employee Incentive Plan and (II) Key Employee Retention Plan [D.I. 335; 10/7/19]**

Status: **With respect to the response listed as item (c), the U.S. Trustee has advised the Debtors' counsel that it is no longer objecting to the relief requested under the KERP. The informal response listed as item (e) has been resolved through additional language in a revised form of order. This matter is going forward with respect to the responses of the U.S. Trustee and the Committee to the KEIP.**

[Signature Page Follows]

Dated: October 7, 2019
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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