

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

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In re:	:	Chapter 11
	:	
DIRECTBUY HOLDINGS, INC., <i>et al.</i> , ¹	:	Case No. 16-12435 (CSS)
	:	
Debtors.	:	Jointly Administered
	:	
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**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON JANUARY 24, 2017 AT 1:00 P.M. (ET)
BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI²**

ADJOURNED MATTER

1. Debtors’ Motion for Interim and Final Orders Under 11 U.S.C. §§ 105, 361, 362, 363, 507(b), Fed. R. Bankr. P. 4001, 6004(h), 7062 and 9014 and Del. Bankr. L.R. 4001-2 (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Pre-Petition Secured Parties, and (III) Scheduling Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) (Filed November 1, 2016) (Docket No. 13)

Related Pleadings:

- a. Notice of Filing of Exhibit to Debtors’ Motion for Interim and Final Orders Under 11 U.S.C. §§ 105, 361, 362, 363, 507(b), Fed. R. Bankr. P. 4001, 6004(h), 7062 and 9014 and Del. Bankr. L.R. 4001-2 (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Pre-Petition Secured Parties, and (III) Scheduling Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) (Filed November 2, 2016) (Docket No. 26)
- b. Interim Order (I) Authorizing Use of Cash Collateral, (II) Granting Adequate Protection to Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief (Entered November 4, 2016) (Docket No. 46)

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: DirectBuy Holdings, Inc. (3621); United Consumers Club, Incorporated (6335); DirectBuy, Inc. (5059); Beta Finance Company, Inc. (8776); UCC Distribution, Inc. (6010); U.C.C. Trading Corporation (4388); National Management Corporation (8765); and UCC of Canada, Inc. (6435). The address of the Debtors’ corporate headquarters is 8450 Broadway, Merrillville, IN 46410.

² The hearing will be held before The Honorable Christopher S. Sontchi at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom 6, Wilmington, Delaware 19801. Any person who wishes to appear telephonically at the hearing must contact COURTCALL, LLC at 866-582-6878 to register his/her telephonic appearance in accordance with the Instructions for Telephonic Appearances Effective January 5, 2005, Revised April 27, 2009.

- c. Notice of Entry of Interim Order and Final Hearing Regarding Debtors' Motion for Interim and Final Orders Under 11 U.S.C. §§ 105, 361, 362, 363, 507(b), Fed. R. Bankr. P. 4001, 6004(h), 7062 and 9014 and Del. Bankr. L.R. 4001-2 (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Pre-Petition Secured Parties, and (III) Scheduling Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) (Filed November 10, 2016) (Docket No. 65)
- d. Notice of Filing of Final Cash Collateral Budget (Filed November 18, 2016) (Docket No. 82)
- e. Amended and Restated Interim Order (I) Authorizing Use of Cash Collateral, (II) Granting Adequate Protection to Secured Parties, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief (Entered January 10, 2017) (Docket No. 279)
- f. Notice of Entry of Amended and Restated Interim Order and Final Hearing Regarding Debtors' Motion for Interim and Final Orders Under 11 U.S.C. §§ 105, 361, 362, 363, 507(b), Fed. R. Bankr. P. 4001, 6004(h), 7062 and 9014 and Del. Bankr. L.R. 4001-2 (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Pre-Petition Secured Parties, and (III) Scheduling Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) (Filed January 12, 2017) (Docket No. 285)

Objection Deadline: January 17, 2017 at 4:00 p.m.

Responses Received: Informal comments from the Office of the United States Trustee.

- a. Heritage Home Group, LLC's Limited Objection to Debtors' Motion for Interim and Final Orders Under 11 U.S.C. §§ 105, 361, 362, 363, 507(b), Fed.R.Bankr.P. 4001, 6004(h), 7062 and 9014 and Del. Bankr. L.R. 4001-2 (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Pre-Petition Secured Parties, and (III) Scheduling Final Hearing Pursuant to Fed.R.Bankr.P. 4001(b) (Filed November 21, 2016) (Docket No. 90)
- b. Westchester Fire Insurance Company's Objection to Debtors' Motion for Interim and Final Orders Under 11 U.S.C. Sections 105, 361, 362, 363, 507(b), Fed. R. Bankr. P. 4001, 6004(h), 7062 and 9014 and Del. Bankr. L.R. 4001-2 (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Pre-Petition Secured Parties, and (III) Scheduling Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) (Filed November 21, 2016) (Docket No. 92)

- c. Objection By the Official Committee of Unsecured Creditors to Debtors' Motion for Interim and Final Orders Under 11 U.S.C. §§ 105, 361, 362, 363, 507(b), Fed. R. Bankr. P. 4001, 6004(h), 7062 and 9014 and Del. Bankr. L.R. 4001-2 (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection to Pre-Petition Secured Parties, and (III) Scheduling Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) (Filed December 8, 2016) (Docket No. 167)

Status: This matter will be adjourned to a date to be determined. This matter will not be going forward.

STATUS CONFERENCE

2. Debtors' Motion Pursuant to Sections 105(a), 363 and 365 of the Bankruptcy Code for Orders: (I)(A) Approving "Stalking Horse" Asset Purchase Agreement, (B) Approving Procedures in Connection with the Sale of All or Substantially All of the Debtors' Business Assets, (C) Scheduling the Related Auction and Hearing to Consider Approval of Sale, (D) Approving Procedures Relating to the Assumption of Certain Executory Contracts and Unexpired Leases, (E) Approving the Form and Manner of Notice Thereof, (F) Approving Expense Reimbursement; and (G) Granting Related Relief; and (II) (A) Authorizing the Sale of All or Substantially All of the Debtors' Business Assets Free and Clear of Liens, Claims and Interests, (B) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto and (C) Granting Related Relief (Filed November 1, 2016) (Docket No. 18)

Related Pleadings:

- a. Order (A) Approving "Stalking Horse" Asset Purchase Agreement; (B) Approving Procedures in Connection with the Sale of All or Substantially All of the Debtors' Business Assets; (C) Scheduling the Related Auction and Hearing to Consider Approval of Sale; (D) Approving Procedures Related to the Assumption of Certain Executory Contracts and Unexpired Leases; (E) Approving the Form and Manner of Notice Thereof; (F) Approving Expense Reimbursement; and (G) Granting Related Relief (Entered December 1, 2016) (Docket No. 126)
- b. Notice of Sale Procedures, Auction and Sale Hearing (Filed December 1, 2016) (Docket No. 129)
- c. Notice to Members of Assumption and Assignment of Membership Agreements (Filed December 13, 2016) (Docket No. 212)
- d. Notice to Counterparties to Executory Contracts and Unexpired Leases of the Debtors That May Be Assumed and Assigned (Filed December 16, 2016) (Docket No. 220)

- e. Notice of Filing of Disclosure Schedules to Asset Purchase Agreement (Filed January 18, 2017) (Docket No. 290)

Objection Deadline: January 17, 2017 at 4:00 p.m.

On consent of the parties, the Objection Deadline was extended until seven days prior to the sale hearing date for Heritage Home Group, LLC, Pac West Bank, Ventiv, Ferguson Enterprises, Inc., the Office of the United States Trustee and the Official Committee of Unsecured Creditors.

Responses Received:

- a. Heritage Home Group, LLC's Limited Objection to Debtors' Motion Pursuant to Sections 105(a), 363 and 365 of the Bankruptcy Code for Orders: (I) (A) Approving "Stalking Horse" Asset Purchase Agreement, (B) Approving Procedures in Connection With the Sale of All or Substantially All of the Debtors' Business Assets, (C) Scheduling the Related Auction and Hearing to Consider Approval of Sale, (D) Approving Procedures Relating to the Assumption of Certain Executory Contracts and Unexpired Leases; (E) Approving the Form and Manner of Notice Thereof, (F) Approving Expense Reimbursement; and (G) Granting Related Relief; and (II)(A) Authorizing the Sale of All or Substantially All of the Debtors' Business Assets Free and Clear of Liens, Claims and Interests, (B) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto and (C) Granting Related Relief (Filed November 21, 2016) (Docket No. 91)
- b. Limited Objection of Westchester Fire Insurance Company to Debtors' Motion Pursuant to Sections 105(a), 363 and 365 of the Bankruptcy Code for Orders: (I) (A) Approving "Stalking Horse" Asset Purchase Agreement, (B) Approving Procedures in Connection With the Sale of All or Substantially All of the Debtors' Business Assets, (C) Scheduling the Related Auction and Hearing to Consider Approval of Sale, (D) Approving Procedures Relating to the Assumption of Certain Executory Contracts and Unexpired Leases, (E) Approving the Form and Manner of Notice Thereof, (F) Approving Expense Reimbursement; and (G) Granting Related Relief; and (II) (A) Authorizing the Sale of All or Substantially All of the Debtors' Business Assets Free and Clear of Liens, Claims and Interests, (B) Approving Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto and (C) Granting Related Relief (Filed November 21, 2016) (Docket No. 93)
- c. Objection to Cure Amount by Karen and Daniel Mandziuk (Filed December 28, 2016) (Docket No. 241)
- d. Objection to Cure Amount by Joanna Stricker (Filed December 29, 2016) (Docket No. 252)

- e. Objection to Cure Amount by Pamela Kratkoczki (Filed January 6, 2017) (Docket No. 263)
- f. Objection to Cure Amount by Kevin & Silvana La Plante (Filed January 9, 2017) (Docket No. 268)
- g. Objection to the Proposed Cure Amounts for the Assumption and Assignment of Membership Agreements by Scott M. Tindall (Filed January 9, 2017) (Docket No. 271)
- h. Komodo Cloud, LLC Limited Objection to Cure Amount for Executory Contract That May Be Assumed and Assigned (Filed January 10, 2017) (Docket No. 274)
- i. Limited Objection and Reservation of Rights of Vantiv eCommerce, LLC to Notice to Counterparties to Executory Contracts and Unexpired Leases of the Debtors That May Be Assumed and Assigned (Filed January 10, 2017) (Docket No. 276)
- j. Objection to Cure Amount by William G. & Robin G. Lyle (Filed January 10, 2017) (Docket No. 280)
- k. Objection to Cure Amount by Tommy Hyatt (Filed January 18, 2017) (Docket No. 289)

Status: This matter will be going forward as a status conference.

Dated: January 20, 2017
Wilmington, Delaware

COLE SCHOTZ P.C.



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