

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

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 In re: : Chapter 11
 :
 DIRECTBUY HOLDINGS, INC., *et al.*,¹ : Case No. 16-12435 (CSS)
 :
 Debtors. : Jointly Administered
 : **Related to Docket No. 355**
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**NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED
FOR HEARING ON FEBRUARY 13, 2017 AT 10:00 A.M. (ET)
BEFORE THE HONORABLE CHRISTOPHER S. SONTCHI³**

MATTERS GOING FORWARD

1. 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

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 **Amendments appear in bold print.**

³ 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.

- 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)
 - f. Notice of Extension of Bid Deadline and Adjournment of Auction and Sale Hearing (Filed January 27, 2017) (Docket No. 311)
 - g. Notice of Adjournment of Auction (Filed February 7, 2017) (Docket No. 350)
 - h. Notice of Adjournment of Auction (Filed February 8, 2017) (Docket No. 354)
 - i. **Declaration of Ilana Volkov, Esquire in Support of Debtors' Motion for an Order Pursuant to 11 U.S.C. Sections 363 and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 Authorizing the Debtors to Sell Substantially All of Their Assets Free and Clear of Liens, Claims and Encumbrances and to Assume and Assign Certain Related Executory Contracts (Filed February 12, 2017) (Docket No. 369)**
 - j. **Declaration of Michael P. Bornhorst in Support of the Debtors' Motion for an Order Pursuant to 11 U.S.C. Sections 363 and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 Authorizing the Debtors to Sell Substantially All of Their Assets Free and Clear of Liens, Claims and Encumbrances and to Assume and Assign Certain Related Executory Contracts (Filed February 12, 2017) (Docket No. 370)**
 - k. **Debtors' Motion for an Order Pursuant to 11 U.S.C. Sections 363 and 365 and Fed. R. Bankr. P. 2002, 6004, and 6006 Authorizing the Debtors to Sell Substantially All of Their Assets Free and Clear of Liens, Claims and Encumbrances and to Assume and Assign Certain Related Executory Contracts (Filed February 12, 2017) (Docket No. 371)**

- l. Notice of Cancellation of Auction (Filed February 10, 2017) (Docket No. 358)**
- m. Notice of Successful Bid With Respect to the Debtors' Business Assets (Filed February 10, 2017) (Docket No. 364)**

Objection Deadline: February 6, 2017 at 4:00 p.m. [For all parties except the Official Committee of Unsecured Creditors]

Objection Deadline: February 9, 2017 at 4:00 p.m. [For the Official Committee of Unsecured Creditors]

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)
- l. Supplemental 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 January 31, 2017) (Docket No. 332)
- m. Ferguson Enterprises, Inc.'s Limited Objection, Reservation of Rights and Joinder to the Objection Filed By Heritage Home Group, LLC to the

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 February 6, 2017) (Docket No. 341)

- n. Objection of the United States Trustee to the Debtors' Motion Pursuant to Sections 105(a), 363 and 365 of the Bankruptcy Code for an Order (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 February 6, 2017) (Docket No. 342)
- o. **Komodo Cloud, LLC Limited Objection to Sale Motion (Filed February 9, 2017) (Docket No. 356)**

Status: This matter will be going forward.

Dated: February 12, 2017
Wilmington, Delaware

COLE SCHOTZ P.C.

/s/ Nicholas J. Brannick
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