

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

In re:)	
)	Chapter 11
FOREVER 21, INC., <i>et al.</i> , ¹)	
)	Case No. 19-12122 (KG)
Debtors.)	(Jointly Administered)
)	

**SECOND AMENDED² NOTICE OF AGENDA ON MATTERS SCHEDULED FOR
HEARING ON FEBRUARY 4, 2020, AT 1:00 P.M. (PREVAILING EASTERN TIME)
BEFORE THE HONORABLE KEVIN GROSS, AT THE UNITED STATES
BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET
STREET, 6TH FLOOR, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801³**

I. MATTER GOING FORWARD

1. **Bid Procedures.** *Debtors’ Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors’ Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors’ Assets, and (F) Granting Related Relief* [Filed: 1/30/20] (Docket No. 802)

Response/Objection Deadline: February 3, 2020, at 12:00 p.m. (ET). Extended to February 3, 2020, at 8:00 p.m. (ET) for the United States Trustee, February 3, 2020, at 4:00 p.m. (ET) for Kelley Drye & Warren LLP on behalf of several of the Debtors’ landlords, **February 3, 2020, at 10:00 p.m. (ET) for the Creditors’ Committee, and February 4, 2020, at 10:00 a.m. (ET) for the DIP Term Loan Agent and the DIP ABL Agent.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Forever 21, Inc. (4795); Alameda Holdings, LLC (2379); Forever 21 International Holdings, Inc. (4904); Forever 21 Logistics, LLC (1956); Forever 21 Real Estate Holdings, LLC (4224); Forever 21 Retail, Inc. (7150); Innovative Brand Partners, LLC (7248); and Riley Rose, LLC (6928). The location of the Debtors’ service address is: 3880 N. Mission Road, Los Angeles, California 90031.

² Amended items noted in bold.

³ Any party who wishes to attend telephonically is required to make arrangements through CourtCall by telephone (888-882-6878) or by facsimile (310-743-1850).

Responses/Objections Received:

- i. Informal comments from the United States Trustee.
- ii. Limited Objection of Centennial Real Estate Company, LLC, CenterCal Properties, LLC, CRVI SBP LLC, Dimond Center Holdings LLC, Federal Realty Investment Trust, Galleria Mall Investors LP, GS Pacific ER LLC, Ingram North Loop Shopping Center, L.P., KRE Broadway Mall Owner LLC, Memorial City Mall LP, Montebello Town Center Investors, LLC, PGIM Real Estate, Retail Properties Of America, Inc., Starwood Retail Partners LLC, The Forbes Company, The Macerich Company, Trademark Property Company, UBS Realty Investors LLC, Urban Edge Properties, White Plains Galleria Limited Partnership, and YTC Mall Owner, LLC to the Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/3/20] (Docket No. 816)
- iii. Objection of Bloomfield Holdings, LLC, Brooks Shopping Centers, LLC, Pyramid Management Group, LLC, and Westfield, LLC to the Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/3/20] (Docket No. 817)
- iv. Landlord Palm Beach Outlets I, LLC's Limited Objection to Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/3/20] (Docket No. 818)
- v. Comenity Capital Bank's Limited Objection and Reservation of Rights with Respect to Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/3/20] (Docket No. 819)

- vi. Sony Interactive Entertainment LLC's Limited Objection to Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/3/20] (Docket No. 820)
- vii. Limited Objection and Joinder of Certain Korean, Chinese and Hong Kong Vendors to Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/3/20] (Docket No. 822)
- viii. Limited Objection of the Ad Hoc China Export Committee to Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/3/20] (Docket No. 823)
- ix. Joinder of The Taubman Landlords to Objections of Certain Landlords to Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/3/20] (Docket No. 824)
- x. Riverside California Associates' Joinder in Certain Objections to Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/3/20] (Docket No. 825)
- xi. Notice of Filing of Errata to Limited Objection of the Ad Hoc China Export Committee to Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and

- Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/3/20] (Docket No. 828)
- xii. Limited Objection of Hines Global REIT Inc., Jones Lang LaSalle Americas, Inc., QIC Properties US, Inc., Regency Centers, L.P., ShopCore Properties, L.P., SITE Centers Corp., and Turnberry Associates to Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/3/20] (Docket No. 829)
- xiii. Objection to the Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/3/20] (Docket No. 830)
- xiv. **Joinder of Northwood PL Holdings LLC in Certain Objections to Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/3/20] (Docket No. 836)**
- xv. **Limited Objection of the Official Committee of Unsecured Creditors to the Debtors' Bid Procedures Motion [Filed: 2/3/20] (Docket No. 837)**
- xvi. **Amended Limited Objection and Joinder of Certain Korean, Chinese and Hong Kong Vendors to Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/4/20] (Docket No. 842)**
- xvii. **Reservation of Rights of JPMorgan Chase Bank, N.A., in its Capacity as the DIP ABL Agent, to the Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially all of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction**

and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 2/4/20] (Docket No. 844)

Related Documents:

- i. Debtors' Motion for Entry of an Order Shortening the Notice Period with Respect to the Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 1/30/20] (Docket No. 803)
- ii. [Signed] Order Shortening the Notice Periods with Respect to the Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 1/30/20] (Docket No. 804)
- iii. Notice of Hearing on Debtors' Motion for Entry of an Order (A) Approving Bidding Procedures and Bid Protections in Connection with the Sale of Substantially All of the Debtors' Assets, (B) Approving the Form and Manner of Notice Thereof, (C) Scheduling an Auction and Sale Hearing, (D) Approving Procedures for the Assumption and Assignment of Contracts, (E) Approving the Sale of the Debtors' Assets, and (F) Granting Related Relief [Filed: 1/30/20] (Docket No. 805)
- iv. Notice of Filing Stalking Horse Purchase Agreement for the Sale of Substantially All of the Debtors' Assets and Designation of Stalking Horse Bidder [Filed: 2/2/20] (Docket No. 813)
- v. Notice of Filing of Revised Bidding Procedures Order [Filed: 2/2/20] (Docket No. 814)
- vi. Notice of Filing of Blackline of Stalking Horse Purchase Agreement [Filed: 2/2/20] (Docket No. 815)
- vii. Debtors' Witness List and Exhibit List for February 4, 2020 Hearing [Filed: 2/3/20] (Docket No. 827)

Status: The hearing on this matter is going forward.

Dated: February 4, 2020
Wilmington, Delaware

/s/ Timothy P. Cairns

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