

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

In re:)	Chapter 11
THINGS REMEMBERED, INC., <i>et al.</i> , ¹)	Case No. 19-10234 (KG)
Debtors.)	(Jointly Administered)
)	

NOTICE OF AGENDA FOR THE HEARING ON MARCH 27, 2019, AT 1:00 P.M. (PREVAILING EASTERN TIME), BEFORE THE HONORABLE KEVIN GROSS AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, LOCATED AT 824 NORTH MARKET STREET, 6TH FLOOR,

CONTINUED MATTER:

- Debtors’ Motion for Entry of Orders (I) Appointing a Consumer Privacy Ombudsman, (II) (A) Approving Bidding Procedures, (B) Approving Bid Protections, (C) Scheduling an Auction and Sale Hearing, (D) Approving the Form and Manner of Notice Thereof, (E) Establishing Procedures for the Assumption and Assignment of Contracts and Leases, (III)(A) Approving the Asset Purchase Agreement, (B) Authorizing the Sale of Assets, and (C) Authorizing the Assumption and Assignment of Contracts and Leases, and (IV) Granting Related Relief [Docket No. 23, filed on February 6, 2019].

Sale Response Deadline: March 1, 2019 at 4:00 p.m. (ET). Extended for the office of the United States Trustee to March 4, 2019 at 12:00 p.m. (ET). Extended for Brookfield Property REIT Inc., Centennial Real Estate Company, LLC, Montebello Town Center Investors LLC, Starwood Retail Partners LLC, ST Mall Owner, LLC, The Macerich Company, YTC Mall Owner, LLC and Washington Prime Group Inc. only with respect to non-stalking horse adequate assurance to before or at the Sale Hearing.

Cure Objection Deadline: March 1, 2019 at 4:00 p.m. (ET). Extended to March 4, 2019 at 4:00 p.m. (ET) for The Irvine Company LLC, a Delaware Limited Company, Carousel Center Company LP, Crossgates Mall General Company NewCo LLC, Holyoke Mall Company LP, Poughkeepsie Galleria LLC, Salmon Run Shopping Center, Sangertown Square LLC, Pyramid Walden Company LP, Vantiv, LLC/Worldpay and Simon Property Group, L.P.

Cure and Assumption and Assignment Responses Received: - See **Exhibit A** attached hereto.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Things Remembered, Inc. (2696); TRM Holdco Corp. (5858); and TRM Holdings Corporation (2354). The location of the Debtors’ service address is: 5500 Avion Park Drive, Highland Heights, Ohio 44143.

Sale Responses Received:

- A. Informal comments received from the Official Committee of Unsecured Creditors.
- B. Limited Objection of the United States Trustee to Debtors' Motion to Sell Estate Assets Under 11 U.S.C. Section 363 [Docket No. 256, filed on March 4, 2019].
- C. Debtors' Omnibus Reply to the U.S. Trustee's Limited Objection to Sale Motion [Docket No. 286, filed on March 5, 2019].

Related Documents:

- A. Notice of Contract Parties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. 123, filed on February 15, 2019].
- B. Order (A) Approving Bidding Procedures and Bid Protections, (B) Scheduling an Auction and Sale Hearing, (C) Approving the Form and Manner of Notice Thereof, (D) Establishing Notice and Procedures for the Assumption and Assignment of Contracts and Leases, and (E) Granting Related Relief [Docket No. 150, entered on February 21, 2019].
- C. Notice of Sale by Auction and Sale Hearing [Docket No. 151, filed on February 21, 2019].
- D. Amended Notice to Contract Parties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. 152, filed on February 21, 2019].
- E. Notice to Contract Parties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. 159, filed on February 21, 2019].
- F. Notice to Contract Parties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. 172, filed on February 24, 2019].
- G. Notice to Contract Parties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. 208, filed on February 27, 2019].
- H. Notice to Contract Parties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. 220, filed on February 28, 2019].
- I. Notice of (I) Designation of Successful Bid; and (II) Cancellation of Auction [Docket No. 227, filed on March 1, 2019].

- J. Declaration of James Doak in Support of the Debtors' Motion for Entry of an Order (A) Approving the Asset Purchase Agreement, (B) Authorizing the Sale of Assets, (C) Authorizing the Assumption and Assignment of Contracts and Leases, and (D) Granting Related Relief [Docket No. 263, filed March 4, 2019].
- K. Report of the Consumer Privacy Ombudsman [Docket No. 262, filed March 2, 2019].
- L. Notice to Contract Parties to Potentially Assumed Executory Contracts and Unexpired Leases [Docket No. 285, filed on March 5, 2019].
- M. Notice of Filing Revised Bid Procedures Order [Docket No. 145, filed on February, 20, 2019].
- N. Order (A) Approving the Asset Purchase Agreement, (B) Authorizing the Sale of Assets, (C) Authorizing the Assumption and Assignment of Contracts and Leases, and (D) Granting Related Relief [Docket No. 292, entered March 6, 2019].
- O. Notice of Filing Final Asset Purchase Agreement [Docket No. 307, filed on March 11, 2019].

Status: The unresolved cure objections identified on **Exhibit A** attached hereto are continued to April 2, 2019 at 11:00 a.m. (ET).

MATTER GOING FORWARD:

- 2. Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Postpetition Use of Cash Collateral, (II) Granting Adequate Protection to the Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 22, filed on February 6, 2019].

Response Deadline: February 21, 2019 at 4:00 p.m. (ET). Extended to March 22, 2019, at 4:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

Responses Received:

- A. Informal comments received from the Official Committee of Unsecured Creditors.
- B. Limited Objection and Joinder of CBL & Associates Management, Inc. to Certain Landlords' Objection to the Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Post Petition Use of Cash Collateral, (II) Granting Adequate Protection to the Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 157, filed on February 21, 2019].

- C. Limited Objection of Aronov Realty Management, Brookfield Property REIT Inc., Centennial Real Estate Company, LLC, Kravco Company LLC, Montebello Town Center Investors LLC, ST Mall Owner, LLC, YTC Mall Owner, LLC, Starwood Retail Partners LLC, and the Macerich Company to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Postpetition Use of Cash Collateral, (II) Granting Adequate Protection to the Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 158, filed on February 21, 2019].
- D. Joinder of Taubman Landlords to Limited Objection of Certain Landlords to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Post Petition Use of Cash Collateral, (II) Granting Adequate Protection to the Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [Docket No. 176, filed on February 25, 2019].

Related Documents:


- A. Order (A) Authorizing Postpetition Use of Cash Collateral, (B) Granting Adequate Protection to the Secured Parties, (C) Modifying the Automatic Stay, (D) Scheduling a Final Hearing, and (E) Granting Related Relief [Docket No. 70, entered on February 7, 2019].
- B. Omnibus Notice of Second Day Hearing [Docket No. 79, filed on February 7, 2019].

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Status: The Debtors believe the informal response of the Official Committee of Unsecured Creditors has been resolved in principle subject to final documentation. The Debtors are working to resolve the remaining responses and, upon full resolution, will submit an agreed form of order at or prior to the hearing. This matter is going forward.

Dated: March 25, 2019
Wilmington, Delaware

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EXHIBIT A

In re Things Remembered, Inc., et al.
Case No. Case No. 19-10234 (KG)

Formal Objections to Notice to Contract Parties to Potentially Assumed Executory Contracts and Unexpired Leases

TAB NO.	DOCKET NO.	RESPONDENT	STATUS
1	174	CBL & Associates Management, Inc.	Resolved.
2	178	The Taubman Landlords	Resolved.
3	219	Gravotech Inc. (d/b/a Gravograph)	Resolved – The Debtors are no longer seeking to assume the contract related to this objection. Accordingly, the objection is moot.
4	229	Tender Retail, A Division of Acceo Solutions, Inc.	Resolved.
5	230	Washington Prime Group Inc.	Resolved.
6	231	RetailMeNot, Inc.	Resolved.
7	233	Oracle	Resolved.
8	235	STAG North Jackson 2, LLC	Resolved.
9	236	Warwick Mall Owner LLC	Resolved.
10	237	Westfield, LLC	The Debtors are engaged with the objecting party and working to resolve the objection.
11	240	Brookfield Property REIT Inc., Centennial Real Estate Company, LLC, Montebello Town Center Investors LLC, Starwood Retail Partners LLC, ST Mall Owner, LLC, The Macerich Company and YTC Mall Owner, LLC	Resolved as to Brookfield Property REIT Inc. The Debtors are engaged with the remaining objecting parties and working to resolve the objection.

12	259	Objection of Carousel Center Company, L.P., Crossgates Mall General Company NewCo, LLC, Crystal Run Galleria LLC, Holyoke Mall Company, L.P., JPMG Manassas Mall Owner LLC, Poughkeepsie Galleria LLC, Salmon Run Shopping Center. L.L.C., Sangertown Square, L.L.C., and Pyramid Walden Company, L.P. to Debtors' Notice to Contract Parties to Potentially Assumed Executory Contracts and Unexpired Leases	Resolved.
13	297	The Taubman Landlords' Amended Precautionary Objection To The Notice Of Possible Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases, And Cure Claim Objection	Resolved.

Informal Comments to Notice to Contract Parties to Potentially Assumed Executory Contracts and Unexpired Leases

RESPONDENT	STATUS
Simon Property Group, L.P.	Resolved.
Adobe Inc.	Resolved.
Washington Prime Group Inc.	Resolved.