

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

In re:

) Chapter 11

RMBR LIQUIDATION, INC., *et al.*,¹

) Case No. 19-10234 (KG)

Debtors.

) (Jointly Administered)

SECOND AMENDED² NOTICE OF AGENDA FOR THE HEARING ON MAY 7, 2019, AT 3:00 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, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801³

**** AS NO MATTERS ARE GOING FORWARD, THIS HEARING HAS BEEN CANCELLED WITH PERMISSION FROM THE COURT****

RESOLVED MATTERS:

1. 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.

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

² Amended items appear in bold.

³ Any party who wishes to attend telephonically is required to make arrangements prior to the hearing through CourtCall by telephone (866-582-6878) or by facsimile (866-533-2946).

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.

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 cure objections identified on Exhibit A attached hereto have been resolved and the parties have agreed on the Accrued Expense Amounts to be paid pursuant to the Sale Order. Therefore, no hearing is necessary unless otherwise directed by the Court.

- 2. Debtors' Motion for Entry of an Order (I) Approving Case Caption Change and (II) Granting Related Relief [Docket No. 327, filed on March 22, 2019].

Response Deadline: April 5, 2019 at 4:00 p.m. (ET).

Responses Received: None.

Related Documents:

- A. Certificate of No Objection Regarding Debtors' Motion for Entry of an Order (I) Approving Case Caption Change and (II) Granting Related Relief [Docket No. 364, filed on April 8, 2019].

- B. Order (I) Approving Case Caption Change and (II) Granting Related Relief [Docket No. 365, entered on April 9, 2019].

Status: An order has been entered.

MATTERS FILED UNDER CNO/COC:

3. Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Secured Claims, Priority Claims, Administrative Claims, and Governmental Claims; (B) Approving the Form, Manner and Notice Thereof; and (C) Granting Related Relief [Docket No. 387, filed on April 24, 2019].

Response Deadline: May 3, 2019 at 10:00 a.m. (ET).

Responses Received:

- A. None.

Related Documents:

- A. Order Granting Debtors' Motion to Shorten Time for Notice of Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Secured Claims, Priority Claims, Administrative Claims, and Governmental Claims; (B) Approving the Form, Manner and Notice Thereof; and (C) Granting Related Relief [Docket No. 389, filed on April 25, 2019].
- B. Notice of Hearing Regarding Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Secured Claims, Priority Claims, Administrative Claims, and Governmental Claims; (B) Approving the Form, Manner and Notice Thereof; and (C) Granting Related Relief [Docket No. 394, filed on April 25, 2019].
- C. Certification of No Objection Regarding Motion of the Debtors for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Secured Claims, Priority Claims, Administrative Claims, and Governmental Claims; (B) Approving the Form, Manner and Notice Thereof; and (C) Granting Related Relief [Docket No. 419, filed on May 6, 2019].
- D. Order Granting Motion of the Debtors for Entry of Order (A) Establishing Bar Dates for Filing Proofs of Secured Claims, Priority Claims, Administrative Claims, and Governmental Claims; (B) Approving the Form, Manner and Notice Thereof; and (C) Granting Related Relief [Docket No. 426, entered on May 7, 2019].**

Status: An order has been entered.

4. Motion of the Debtors for Entry of an Order (I) Approving the Disclosure Statement on an Interim Basis; (II) Scheduling a Combined Hearing on Final Approval of the Disclosure Statement and Plan Confirmation and Deadlines Related Thereto; (III) Approving the Solicitation Procedures and the Forms Related Thereto; and (IV) Granting Related Relief [Docket No. 385, filed on April 24, 2019].

Response Deadline: May 3, 2019 at 10:00 a.m. (ET).

Responses Received:

- A. Informal comments received from the United States Trustee.
- B. Informal comments received from the Official Committee of Unsecured Creditors.

Related Documents:

- A. Joint Chapter 11 Plan of RMBR Liquidation, Inc. and Its Affiliates [Docket No. 383, filed on April 24, 2019].
- B. Disclosure Statement for the Joint Chapter 11 Plan of RMBR Liquidation, Inc. and Its Debtor Affiliates [Docket No. 384, filed on April 24, 2019].
- C. Order Granting Debtors' Motion to Shorten Time for Notice of Motion of the Debtors for Entry of an Order (I) Approving the Disclosure Statement on an Interim Basis; (II) Scheduling a Combined Hearing on Final Approval of the Disclosure Statement and Plan Confirmation and Deadlines Related Thereto; (III) Approving the Solicitation Procedures and the Forms Related Thereto; and (IV) Granting Related Relief [Docket No. 390, entered on April 25, 2019].
- D. Notice of Hearing Regarding Motion of the Debtors for Entry of an Order (I) Approving the Disclosure Statement on an Interim Basis; (II) Scheduling a Combined Hearing on Final Approval of the Disclosure Statement and Plan Confirmation and Deadlines Related Thereto; (III) Approving the Solicitation Procedures and the Forms Related Thereto; and (IV) Granting Related Relief [Docket No. 393, filed on April 25, 2019].
- E. Notice of Filing Revised Copy of Joint Plan of RMBR Liquidation, Inc. and Its Debtor Affiliates [Docket No. 420, filed on May 6, 2019].
- F. Notice of Filing Revised Copy of the Disclosure Statement for the Joint Plan of RMBR Liquidation, Inc. and Its Debtor Affiliates [Docket No. 421, filed on May 6, 2019].
- G. Certification of Counsel [Docket No. 422, filed on May 6, 2019].

Status: A certification of counsel has been filed and submitted in accordance with the Court's procedures.

Dated: May 7, 2019
Wilmington, Delaware

LANDIS RATH & COBB LLP



Adam G. Landis (No. 3407)
Matthew B. McGuire (No. 4366)
Kimberly A. Brown (No. 5138)
Matthew R. Pierce (No. 5946)
919 Market Street, Suite 1800
Wilmington, Delaware 19801
Telephone: (302) 467-4400
Facsimile: (302) 467-4450
Email: landis@lrclaw.com
mcguire@lrclaw.com
brown@lrclaw.com
pierce@lrclaw.com

-and-

KIRKLAND & ELLIS LLP

Christopher T. Greco, P.C. (admitted *pro hac vice*)
Derek I. Hunter (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: christopher.greco@kirkland.com
derek.hunter@kirkland.com

-and-

KIRKLAND & ELLIS LLP

Spencer A. Winters (admitted *pro hac vice*)
Catherine Jun
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: spencer.winters@kirkland.com
catherine.jun@kirkland.com

Co-Counsel for the Debtors and Debtors in Possession

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	Resolved.
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

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.