

William R. Baldiga, Esquire
R. Benjamin Chapman, Esquire
BROWN RUDNICK LLP
Seven Times Square
New York, NY 10036
(212) 209-4800

*Proposed Counsel for the
Debtor and Debtor-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	:	
In re:	:	Chapter 11
	:	
AEREO, INC.,	:	Case No. 14-13200 (SHL)
	:	
Debtor.	:	
	:	

NOTICE OF CHAPTER 11 FILING AND OF HEARING ON FIRST DAY MOTIONS

PLEASE TAKE NOTICE THAT:

1. On November 20, 2014, the Debtor and Debtor in possession (the "Debtor"), filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, in the United States Bankruptcy Court for the Southern District of New York (the "Court").

2. Together with its petition, the Debtor also filed and requested a prompt Court hearing ("First Day Hearing") on the first day motions ("First Day Motions") identified on the proposed First Day Agenda attached hereto as Exhibit A.

3. The Court has scheduled the First Day Hearing for November 24, 2014 at 1:00 p.m. (ET) in Courtroom 701 at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004. The First Day Hearing may be adjourned from time to time without further notice other than an announcement at the First Day Hearing.

4. A copy of each of the First Day Motions may be viewed on the Court's website www.ecf.nysb.uscourts.gov or free of charge at <http://cases.primeclerk.com/aereo>.

Your rights may be affected. You should read these papers carefully and discuss them with your attorney if you have one in this bankruptcy case. (If you do not have one in this bankruptcy case, you may wish to consult one.)

If you do not want the Court to grant the relief requested in the First Day Motions, or if you want the Court to consider your view on the First Day Motions, you or your attorney must attend the First Day Hearing. **If you or your attorney do not attend the First Day Hearing, the Court may grant the relief requested in the First Day Motions.**

Dated: November 21, 2014
New York, New York

Respectfully submitted,

By: /s/ William R. Baldiga
William R. Baldiga, Esquire
R. Benjamin Chapman, Esquire
BROWN RUDNICK LLP
Seven Times Square
New York, NY 10036
(212) 209-4800

*Proposed Counsel for the
Debtor and Debtor-in-Possession*

EXHIBIT A

Proposed First Day Agenda

William R. Baldiga, Esquire
R. Benjamin Chapman, Esquire
BROWN RUDNICK LLP
Seven Times Square
New York, NY 10036
(212) 209-4800

*Proposed Counsel for the
Debtor and Debtor-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	:		:	
In re:	:		:	Chapter 11
	:		:	
AEREO, INC.,	:		:	Case No. 14-13200 (SHL)
	:		:	
	:		:	
Debtor.	:		:	
	:		:	

PROPOSED FIRST DAY AGENDA

Location of Hearing: Courtroom of the Honorable Sean H. Lane, United States
Bankruptcy Court for the Southern District of New York,
Alexander Hamilton Custom House, Courtroom 701, One Bowling
Green, New York, NY 10004.

Introduction

* **Introductory Presentation**

"First Day Declaration" - Declaration of Ramon A. Rivera, Secretary,
Treasurer and Chief Financial Officer of Aereo, Inc. in Support of First
Day Pleadings;

I. First Day Matters

Procedural and Administrative Pleadings

1. **"Claims and Noticing Agent"** - Debtor's Application for Appointment of
Prime Clerk LLC as Claims and Noticing Agent (Final Order); and
2. **"Creditor Matrix, Waiving Financial Requirements and Approval of
Commencement Notice"** - Motion of Debtor and Debtor in Possession,
Pursuant to Sections 342 and 521(A) of the Bankruptcy Code, Bankruptcy
Rules 1007(a), 2002(a) and 2002(f) and Local Bankruptcy Rule 1007-1,

for an Order (A) Waiving the Requirement that the Debtor File a List of Creditors, (B) Waiving Certain Payment, Income and Expenditure Filing Requirements and (C) Approving the Form and manner of Notice of the Commencement of the Debtor's Chapter 11 Case (Final Order).

Pleadings Regarding Employee Matters

"Employee Wages and Benefits" - Motion of Debtor and Debtor in Possession for Entry of Interim and Final Orders Pursuant to Sections 105(a) , 363(b), 507(a)(4) and 507(a)(5) of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 6003; (A) Authorizing, but not Directing, the Debtor to: (1) Pay Certain Accrued Pre-petition Wages and Related Items, (2) Pay Employees' Pre-petition Reimbursable Business Expenses, (3) Make Accrued Pre-petition Contributions to Employee Benefit Plans, and (4) Continue Employee Benefit Plans; and (B) Authorizing, but not Directing, the Release of Withheld Taxes and Employee Contributions; and (C) Authorizing Applicable Banks and Other Financial Institutions to Receive, Process, Honor, and Pay Checks Presented for Payment and to Honor all Fund Transfer Requests Made by the Debtor Relating to the Foregoing (Interim Order);

Cash Management

"Cash Management" - Debtor's Motion for Entry of Interim and Final Orders Authorizing: (I) Continued Use of Existing Cash Management System and Maintenance of Existing Bank Accounts For A 30-Day Grace Period, (II) Continued Use of Existing Business Forms, and (III) Continued Use of Existing Business Practices and Investment Guidelines (Interim Order).

Pleadings Regarding Business Operations of the Debtor

"Taxes" - Motion of Debtor for Entry of Interim and Final Orders (A) Authorizing the Debtor to Remit and Pay Sales, Use, and Franchise Taxes and Certain Other Government Charges and (B) Approving Related Relief (Interim Order);

Dated: November 21, 2014
New York, New York

Respectfully submitted,

By: /s/ William R. Baldiga
William R. Baldiga, Esquire
R. Benjamin Chapman, Esquire
BROWN RUDNICK LLP
Seven Times Square
New York, NY 10036
(212) 209-4800

*Proposed Counsel for the
Debtor and Debtor-in-Possession*

61814872