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*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 AGENDA OF MATTERS  
SCHEDULED FOR HEARING ON DECEMBER 19, 2014 AT 10:30 A.M.**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton U.S. Custom House, before the Honorable Sean H. Lane, United States Bankruptcy Judge, Courtroom 701, One Bowling Green, New York, NY 10004-1408

**I. UNCONTESTED MATTERS:**

1. 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 [**Docket No. 4**]

Related Documents:

- A. Interim Order Signed On 11/25/2014, (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 [**Docket No. 23**]

Response Deadline: December 10, 2014

Response(s) Received: None.

Status: Final Order to be submitted to the Court for entry. Minor modifications have been made to the Order.

2. 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 [**Docket No. 5**]

Related Documents:

- A. Interim Order Signed On 11/25/2014, 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 [**Docket No. 24**]

Response Deadline: December 10, 2014

Response(s) Received: None.

Status: Final Order to be submitted to the Court for entry. Minor modifications have been made to the Order.

3. 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 [**Docket No. 6**]

Related Documents:

- A. Interim Order Signed On 11/25/2014, (A) Authorizing But Not Requiring, the Debtor to Remit and Pay Sales, Use, and Franchise Taxes and Certain Other Government Charges and (B) Authorizing Banks And Other Financial Institutions To Receive, Process, Honor, And Pay Checks Issued And Electronic Payment Requests Made Relating To The Foregoing [**Docket No. 25**]

Response Deadline: December 10, 2014

Response(s) Received: None.

Status: Final Order to be submitted to the Court for entry.

- 4. Motion for Order Pursuant to Sections 105(a), 327, 328 and 330 of the Bankruptcy Code and Bankruptcy Rule 2014(a) Authorizing the Debtor to Retain, Employ and Pay Certain Professionals in the Ordinary Course of its Business [**Docket No. 10**]

Related Documents:

- A. None
- B. Order to be submitted to the Court for entry

Response Deadline: December 12, 2014

Response(s) Received: None.

Status: This matter is going forward.

- 5. Application of the Debtor Pursuant to §§ 105(a) and 363(b) for Authority to (1) Designate Lawton W. Bloom of Argus Management Corporation as Chief Restructuring Officer and Peter Sullivan and Scott Dicus as Assistant Restructuring Officers, *Nunc Pro Tunc* to the Chapter 11 Petition Date and (2) Approve Appointment of Such Officers [**Docket No. 11**]

Related Documents:

- A. None
- B. Order to be submitted to the Court for entry. Minor modifications have been made to the Order at the request of the United States Trustee.

Response Deadline: December 12, 2014

Response(s) Received: None.

Status: This matter is going forward.

6. Debtor's Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [**Docket No. 33**]

Related Documents:

- A. None
- B. Final Order to be submitted to the Court for entry.

Response Deadline: December 12, 2014

Response(s) Received: None.

Status: This matter is going forward.

7. Debtor's Motion Pursuant to 11 U.S.C. §§ 105(a) and 331 to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [**Docket No. 36**]

Related Documents:

- A. None
- B. Final Order to be submitted to the Court for entry.

Response Deadline: December 18, 2014 at 5:00 p.m.

Response(s) Received: None.

Status: This matter is going forward.

## **II. CONTESTED MATTERS:**

1. Debtor's Motion for Entry of an Order Approving Key Employee Incentive Plan [**Docket No. 9**]

Related Documents:

- A. None

Response Deadline: December 12, 2014

Response(s) Received:

- B. Objection of the United States Trustee to Debtor's Motion for Entry of an Order Approving Key Employee Incentive Plan [**Docket No. 55**]
- C. Broadcasters' Objection to the Motion for Entry of an Order Approving Key Employee Incentive Plan [**Docket No. 57**]

Status: This matter is going forward.

- 2. Application of the Debtor for Entry of an Order Authorizing the Employment and Retention of Brown Rudnick LLP as Counsel for the Debtor *Nunc Pro Tunc* to the Chapter 11 Petition Date [**Docket No. 12**]

Related Documents:

- A. None
- B. Order to be submitted to the Court for entry

Response Deadline: December 12, 2014. Response Deadline extended to December 17, 2014 at 12:00 Noon for the United States Trustee.

Response(s) Received: None.

Status: This matter is going forward, however, the United States Trustee has raised an informal objection to Brown Rudnick's fees as described in the Application, which it will raise at the hearing.

- 3. Debtor's Motion for Entry of an Order (I) Approving Bidding Procedures in Connection with the Proposed Sale(s) of Certain or Substantially All of the Debtor's Assets and Other Potential Transactions; (II) Establishing Certain Related Deadlines; and (III) Granting Related Relief [**Docket No. 15**]

Response Deadline: December 15, 2014 at 4:00 p.m.

Response(s) Received:

- A. Broadcasters' Motion to Withdraw Reference of the Stay Relief Motion and Sale Motion and Memorandum in Support [**Docket No. 48**]
- B. Declaration of M. Natasha Labovitz in Support of the Broadcasters' Motion for Relief from the Stay and Motion

to Withdraw Reference of the Stay Relief Motion and Sale Motion [**Docket No. 49**]

- C. Broadcasters' Motion to Stay or Continue Sale Motion, or Alternatively, Objection to the Sale Motion [**Docket No. 60**]

Status: This matter is going forward.

**III. PRESENTMENT MATTER:**

1. Notice of Presentment of Order Establishing Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof [**Docket No. 35**]

Related Documents:

- A. None
- B. Final Order to be submitted to the Court for entry.

Response Deadline: December 18, 2014 at 5:00 p.m.

Response(s) Received: None.

Presentment Date and Time: December 19, 2014 at 10:30 a.m.

Dated: December 17, 2014  
New York, New York

Respectfully submitted,

By: /s/ William R. Baldiga

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