

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

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In re: : Chapter 11
  
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APPVION, INC., *et al.*,<sup>1</sup> : Case No. 17-12082 (KJC)
  
:
  
Debtors. : (Jointly Administered)
  
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**SECOND AMENDED<sup>2</sup> AGENDA LETTER FOR MATTERS SCHEDULED FOR  
HEARING OCTOBER 30, 2017 AT 2:00 P.M. (ET)<sup>3</sup>**

**MATTERS WITH CERTIFICATION OF COUNSEL (CNO/COC):**

1. Motion of the Debtors for Entry of Interim and Final Orders Authorizing the Debtors to Pay Certain Prepetition Taxes [D.I. No. 6; Filed 10/2/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 24, 2017, at 12:00 p.m. (ET) for the Ad Hoc Committee of Holders of the 9.000% Second Lien Senior Secured Notes due 2020. Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

**Related Documents:**

- A. Interim Order Authorizing the Debtors to Pay Certain Prepetition Taxes [D.I. No. 57; Filed 10/3/17].
- B. Certification of Counsel Regarding Final Order Authorizing the Debtors to Pay Certain Prepetition Taxes [D.I. No. 168; Filed 10/25/17].

**Responses Received:** None.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Appvion, Inc. (6469), Paperweight Development Corp. (4992), PDC Capital Corporation (1197), Appvion Receivables Funding I LLC (9218), APVN Holdings LLC (8543) and Appvion Global Netherlands Cooperatief UA (8258). The corporate headquarters and the mailing address for the Debtors listed above is 825 East Wisconsin Avenue, P.O. Box 359, Appleton, Wisconsin 54912.

<sup>2</sup> Amendments to the Amended Agenda are included in **BOLD** typeface.

<sup>3</sup> Any party participating telephonically must make arrangements through CourtCall by telephone (866-582-6878) or facsimile (866-533-2946).

**Status:** An order has been submitted for this matter under Certification of Counsel, therefore, no hearing is necessary unless the Court has any comments or questions.

2. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors' Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [D.I. No. 7; Filed 10/2/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 24, 2017, at 12:00 p.m. (ET) for the Ad Hoc Committee of Holders of the 9.000% Second Lien Senior Secured Notes due 2020. Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors and October 25, 2017, at 4:00 p.m. (ET) for Talen Energy Marketing, LLC.

**Related Documents:**

- A. Interim Order (I) Authorizing the Debtors' Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [D.I. No. 58; Filed 10/3/17].
- B. Certification of Counsel Regarding Final Order (I) Authorizing the Debtors' Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [D.I. No. 180; Filed 10/26/17].

**Responses Received:**

- A. Objection of Pennsylvania Electric Company Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors' Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [D.I. No. 135; Filed 10/16/17].
- B. Notice of Withdrawal of Objection of Pennsylvania Electric Company Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors' Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [D.I. No. 152; Filed 10/24/17].
- C. Objection of Talen Energy Marketing, LLC to Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors' Proposed Form of Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [D.I. No. 156; Filed 10/25/17].

**Status:** An order has been submitted for this matter under Certification of Counsel, therefore, no hearing is necessary unless the Court has any comments or questions.

3. Motion of the Debtors for Entry of Interim and Final Orders (A) Authorizing the Continued Use of the Debtors' Cash Management System, (B) Authorizing Continued Transfers Among Debtors and Non-Debtor Affiliates, (C) Scheduling a Final Hearing on the Motion, and (D) Granting Related Relief [D.I. No. 8; Filed 10/2/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 24, 2017, at 12:00 p.m. (ET) for the Ad Hoc Committee of Holders of the 9.000% Second Lien Senior Secured Notes due 2020. Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

**Related Documents:**

- A. Interim Order (A) Authorizing, But Not Directing, the Debtors to Continue Use of the Debtors' Cash Management System, and Continue Transfers Among Debtors and Non-Debtor Affiliates and (B) Scheduling a Final Hearing on the Motion [D.I. No. 53; Filed 10/3/17].
- B. Certification of Counsel Regarding Final Order (A) Authorizing, But Not Directing, The Debtors to Continue Use of the Debtors' Cash Management System, and Continue Transfers Among Debtors and Non-Debtor Affiliates [D.I. No. 177; Filed 10/26/17].

**Responses Received:** None.

**Status:** An order has been submitted for this matter under Certification of Counsel, therefore, no hearing is necessary unless the Court has any comments or questions.

4. Motion of the Debtors for Entry of Interim and Final Orders Authorizing the Debtors to Continue Their Insurance Policies and Pay Prepetition and Postpetition Obligations in Respect Thereof [D.I. No. 9; Filed 10/2/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 24, 2017, at 12:00 p.m. (ET) for the Ad Hoc Committee of Holders of the 9.000% Second Lien Senior Secured Notes due 2020. Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

**Related Documents:**

- A. Interim Order Authorizing Debtors to Continue Their Insurance Policies and Pay Prepetition and Postpetition Obligations in Respect Thereof [D.I. No. 59; Filed 10/3/17].
- B. Certification Of Counsel Regarding Final Order Authorizing Debtors To Continue Their Insurance Policies And Pay Prepetition And Postpetition Obligations In

Respect Thereof [D.I. 174; Filed 10/26/17].

**Responses Received:** None.

**Status:** An order has been submitted for this matter under Certification of Counsel, therefore, no hearing is necessary unless the Court has any comments or questions.

5. Motion of the Debtors for Interim and Final Orders Authorizing the Debtors to (I) Honor Certain Prepetition Obligations to Customers and (II) Continue Customer Programs in the Ordinary Course of Business [D.I. No. 10; Filed 10/2/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 24, 2017, at 12:00 p.m. (ET) for the Ad Hoc Committee of Holders of the 9.000% Second Lien Senior Secured Notes due 2020. Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

**Related Documents:**

- A. Interim Order Authorizing the Debtors to (I) Honor Certain Prepetition Obligations to Customers and (II) Continue Customer Programs in the Ordinary Course of Business [D.I. No. 60; Filed 10/3/17].
- B. Certification of Counsel Regarding Final Order Authorizing the Debtors to (I) Honor Certain Prepetition Obligations to Customers and (II) Continue Customer Programs in the Ordinary Course of Business [D.I. No. 169; Filed 10/25/17].

**Responses Received:** None.

**Status:** An order has been submitted for this matter under Certification of Counsel, therefore, no hearing is necessary unless the Court has any comments or questions.

6. Motion of the Debtors for Entry of Interim and Final Orders Authorizing the Debtors to (A) Pay Prepetition Claims of Shippers, Warehousemen, and Other Lien Claimants and (B) Satisfy Customs Duties Imposed on Shipments from Foreign Suppliers [D.I. No. 12; Filed 10/2/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 24, 2017, at 12:00 p.m. (ET) for the Ad Hoc Committee of Holders of the 9.000% Second Lien Senior Secured Notes due 2020. Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

**Related Documents:**

- A. Interim Order Authorizing the Debtors to Pay Prepetition Claims of Shippers, Warehousemen, and Other Lien Claimants and Satisfy Customs Duties Imposed on Shipments from Foreign Suppliers [D.I. No. 62; Filed 10/3/17].

- B. Certification of Counsel Regarding Final Order Authorizing the Debtors to Pay Prepetition Claims of Shippers, Warehousemen, and Other Lien Claimants and Satisfy Customs Duties Imposed on Shipments from Foreign Suppliers [D.I. No. 176; Filed 10/26/2017].

**Responses Received:** None.

**Status:** An order has been submitted for this matter under Certification of Counsel, therefore, no hearing is necessary unless the Court has any comments or questions.

- 7. Motion of the Debtors for Entry of Interim and Final Orders (A) Authorizing the Debtors to Pay or Honor Prepetition Obligations to Certain Critical Vendors and (B) Granting Related Relief [D.I. No. 14; Filed 10/2/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 24, 2017, at 12:00 p.m. (ET) for the Ad Hoc Committee of Holders of the 9.000% Second Lien Senior Secured Notes due 2020. Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

**Related Documents:**

- A. Interim Order Authorizing the Debtors to Pay or Honor Prepetition Obligations to Certain Critical Vendors [D.I. No. 64; Filed 10/3/17].
- B. Certification of Counsel Regarding Final Order Authorizing the Debtors to Pay or Honor Prepetition Obligations to Certain Critical Vendors [D.I. 175; Filed 10/26/17].

**Responses Received:** None.

**Status:** An order has been submitted for this matter under Certification of Counsel, therefore, no hearing is necessary unless the Court has any comments or questions.

- 8. Motion of the Debtors for Entry of Interim and Final Orders (A) Authorizing the Debtors to Pay or Honor Prepetition Obligations to Certain Critical Foreign Vendors and (B) Granting Related Relief [D.I. No. 15; Filed 10/2/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 24, 2017, at 12:00 p.m. (ET) for the Ad Hoc Committee of Holders of the 9.000% Second Lien Senior Secured Notes due 2020. Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

**Related Documents:**

- A. Interim Order Authorizing the Debtors to Pay or Honor Prepetition Obligations to Certain Critical Foreign Vendors [D.I. No. 65; Filed 10/3/17].

- B. Certification of Counsel Regarding Final Order Authorizing the Debtors to Pay or Honor Prepetition Obligations to Certain Critical Foreign Vendors [D.I. No. 171; Filed 10/25/17].

**Responses Received:** None.

**Status:** An order has been submitted for this matter under Certification of Counsel, therefore, no hearing is necessary unless the Court has any comments or questions.

9. Motion of the Debtors for Authority to Retain, Employ and Compensate Professionals Utilized in the Ordinary Course of Business and Granting Related Relief [D.I. No. 80; Filed 10/6/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

**Related Documents:**

- A. Certification of Counsel Regarding Order Authorizing the Debtors to Retain, Employ and Compensate Professionals Utilized in the Ordinary Course of Business and Granting Related Relief [D.I. No. 170; Filed 10/25/17].

**Responses Received:** None.

**Status:** An order has been submitted for this matter under Certification of Counsel, therefore, no hearing is necessary unless the Court has any comments or questions.

10. Motion of the Debtors for Entry of an Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [D.I. No. 81; Filed 10/6/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

**Related Documents:**

- A. Certification of Counsel Regarding Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [D.I. No. 167; Filed 10/25/17].

**Responses Received:** None.

**Status:** An order has been submitted for this matter under Certification of Counsel, therefore, no hearing is necessary unless the Court has any comments or questions.

11. Application of Debtors Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016(b) and 6003 and Local Bankruptcy Rules 2014-1 and 2016-1, for an Order Authorizing Them to Retain and Employ DLA Piper LLP (US) as Counsel, *Nunc Pro Tunc* to the Petition Date [D.I. No. 82; Filed 10/6/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

**Related Documents:**

- A. Supplemental Declaration of Richard A. Chesley in Support of the Application of Debtors, Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a), 2016(b) and 6003 and Local Bankruptcy Rules 2014-1 and 2016-1, For an Order Authorizing Them to Retain and Employ DLA Piper LLP (US) as Counsel, *Nunc Pro Tunc* to the Petition Date [D.I. No. 151; Filed 10/24/17].
- B. Certification of Counsel Regarding Order Authorizing Debtors to Retain and Employ DLA Piper LLP (US) as Counsel, *Nunc Pro Tunc* to the Petition Date [D.I. No. 166; Filed 10/25/17].

**Responses Received:** None.

**Status:** An order has been submitted for this matter under Certification of Counsel, therefore, no hearing is necessary unless the Court has any comments or questions.

12. Application of the Debtors Pursuant to Sections 327(a) and 330(a) of the Bankruptcy Code for an Order Expanding the Scope of the Retention and Employment of Prime Clerk LLC to Include Certain Administrative Services *Nunc Pro Tunc* to the Petition Date [D.I. No. 84; Filed 10/6/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

**Related Documents:**

- A. Certificate of No Objection Regarding Order Expanding the Scope of the Retention and Employment of Prime Clerk LLC to Include Certain Administrative Services *Nunc Pro Tunc* to the Petition Date [D.I. No. 158; Filed 10/25/17].

**Responses Received:** None.

**Status:** An order has been submitted for this matter under Certificate of No Objection, therefore, no hearing is necessary unless the Court has any comments or questions.

13. Motion of the Debtors for Entry of an Order Approving the Stipulation with KeyBank National Association to Obtain Postpetition Unsecured Credit [D.I. No. 89; Filed 10/10/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors and Fifth Third Bank.

**Related Documents:**

- A. Expedited Motion of the Debtors to Shorten Notice and Objection Periods on the Motion of the Debtors for Entry of an Order Approving the Stipulation with KeyBank National Association to Obtain Postpetition Unsecured Credit [D.I. No. 90; Filed 10/10/17].
- B. Order Shortening Notice and Objection Periods on the Motion of the Debtors for Entry of an Order Approving the Stipulation with KeyBank National Association to Obtain Postpetition Unsecured Credit [D.I. No. 91; Filed 10/11/17].
- C. Interim Order Approving Stipulation Concerning KeyBank National Association Credit Card Facilities [D.I. No. 123; Filed 10/16/17].
- D. Certification of Counsel Regarding Final Order Approving Stipulation Concerning KeyBank National Association Credit Card Facilities [D.I. No. 161; Filed 10/25/17].

**Responses Received:** None.

**Status:** An order has been submitted for this matter under Certification of Counsel, therefore, no hearing is necessary unless the Court has any comments or questions.

14. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue Performing Under the Consignment Agreement *Nunc Pro Tunc* to the Petition Date (II) Authorizing the Debtors to Obtain Postpetition Credit Under the Domtar Facility; (III) Authorizing the Use of Cash Collateral; (IV) Granting Adequate Protection to Domtar; (V) Approving Setoff; (VI) Modifying the Automatic Stay; and (VII) Waiving Bankruptcy Rule 6004(h) [D.I. No. 98; Filed 10/11/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

**Related Documents:**

- A. Motion of the Debtors for Entry of an Order Authorizing the Debtors to File Under Seal Exhibit C to the Domtar Motion [D.I. No. 99; Filed 10/11/17].
- B. [SEALED] Exhibit C to the Motion of the Debtors for Entry of Interim and Final



Orders (I) Authorizing the Debtors to Continue Performing Under the Consignment Agreement Nunc Pro Tunc to the Petition Date (II) Authorizing the Debtors to Obtain Postpetition Credit Under the Domtar Facility; (III) Authorizing the Use of Cash Collateral; (IV) Granting Adequate Protection to Domtar; (V) Approving Setoff; (VI) Modifying the Automatic Stay; and (VII) Waiving Bankruptcy Rule 6004(h) [D.I. No. 100; Filed 10/11/17].

- C. Motion of the Debtors For an Order Shortening Notice and Objection Periods with Respect to (I) the Domtar Motion and (II) the Motion to Seal [D.I. No. 101; Filed 10/11/17].
- D. Order Shortening Notice and Objection Periods with Respect to (I) The Domtar Motion; and (II) The Motion to Seal [D.I. No. 104; Filed 10/12/17].
- E. Interim Order (I) Authorizing the Debtors to Continue Performing Under the Consignment Agreement Nunc Pro Tunc to the Petition Date (II) Authorizing the Debtors to Obtain Postpetition Credit Under the Domtar Facility; (III) Authorizing the Use of Cash Collateral; (IV) Granting Adequate Protection to Domtar; (V) Approving Setoff; (VI) Modifying the Automatic Stay; and (VII) Waiving Bankruptcy Rule 6004(h) [D.I. No. 124; Filed 10/16/17].
- F. Order Authorizing the Debtors to File Under Seal Exhibit C to the Domtar Motion [D.I. No. 125; Filed 10/16/17].
- G. Certification of Counsel Regarding Final Order (I) Authorizing the Debtors to Continue Performing Under the Consignment Agreement Nunc Pro Tunc to the Petition Date (II) Authorizing the Debtors to Obtain Postpetition Credit Under the Domtar Facility; (III) Authorizing the Use of Cash Collateral; (IV) Granting Adequate Protection to Domtar; (V) Approving Setoff; (VI) Modifying the Automatic Stay; and (VII) Waiving Bankruptcy Rule 6004(h) [D.I. No. 179; Filed 10/26/17].
- H. Amended Certification of Counsel Regarding Final Order (I) Authorizing the Debtors to Continue Performing Under the Consignment Agreement Nunc Pro Tunc to the Petition Date (II) Authorizing the Debtors to Obtain Postpetition Credit Under the Domtar Facility; (III) Authorizing the Use of Cash Collateral; (IV) Granting Adequate Protection to Domtar; (V) Approving Setoff; (VI) Modifying the Automatic Stay; and (VII) Waiving Bankruptcy Rule 6004(h) [D.I. No. 184; Filed 10/26/17].

**Responses Received:** None.

**Status:** An order has been submitted for this matter under an Amended Certification of Counsel, therefore, no hearing is necessary unless the Court has any comments or questions.

**MATTERS GOING FORWARD:**

15. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Wages and Compensation and Maintain and Continue Employee Benefit Programs in the Ordinary Course; and (II) Authorizing Banks to Honor and Process Checks and Transfers Related to Such Employee Obligations [D.I. No. 11; Filed 10/2/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 24, 2017, at 12:00 p.m. (ET) for the Ad Hoc Committee of Holders of the 9.000% Second Lien Senior Secured Notes due 2020. Extended to October 25, 2017, at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors.

**Related Documents:**

- A. Interim Order (I) Authorizing the Debtors to Pay Certain Prepetition Wages and Compensation and Maintain and Continue Employee Benefit Programs in the Ordinary Course; and (II) Authorizing Banks to Honor and Process Checks and Transfers Related to Such Employee Obligations [D.I. No. 61; Filed 10/3/17].
- B. Certification of Counsel Regarding Final Order (I) Authorizing the Debtors to Pay Certain Prepetition Wages and Compensation and Maintain and Continue Employee Benefit Programs in the Ordinary Course; and (II) Authorizing Banks to Honor and Process Checks and Transfers Related to Such Employee Obligations [D.I. No. 182; Filed 10/26/17].

**Responses Received:** None.

**Status:** The parties have submitted an agreed order for this matter under Certification of Counsel, therefore, no hearing should be necessary unless the Court has any comments or questions.

16. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Secured Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [D.I. No. 17; Filed 10/2/17].

**Response Deadline:** October 23, 2017, at 4:00 p.m. (ET). Extended to October 25, 2017, at 12:00 p.m. (ET) for Fifth Third Bank, KeyBank National Association. and Yupo Corporation America. Extended to October 27, 2017, at 4:00 p.m. (ET) for the Ad Hoc Committee of Holders of the 9.000% Second Lien Senior Secured Notes due 2020 and the Official Committee of Unsecured Creditors. The Court has granted the Debtors an extension for filing a reply until October 29, 2017 at 12:00 p.m. (ET).

**Related Documents:**

- A. Interim Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing,

Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(3), 364(d)(1) and 364(e), (B) Grant Senior Liens and Superpriority Administrative Expense Status, and (C) Utilize Cash Collateral Pursuant to 11 U.S.C. §363; (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I. No. 66; Filed 10/3/17].

- B. Certification of Counsel Regarding Interim Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(3), 364(d)(1) and 364(e), (B) Grant Senior Liens and Superpriority Administrative Expense Status, and (C) Utilize Cash Collateral Pursuant to 11 U.S.C. §363; (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I. No. 72; Filed 10/4/17].
- C. Interim Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, Pursuant to 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(3), 364(d)(1) and 364(e), (B) Grant Senior Liens and Superpriority Administrative Expense Status, and (C) Utilize Cash Collateral Pursuant to 11 U.S.C. §363; (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, 363 and 364; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I. No. 75; Filed 10/5/17].

**Responses Received:**

- A. Response of Fifth Third Bank (A) in Support of Entry of Final Order Approving Debtor-in-Possession Financing Based Upon Current Terms and Provisions of DIP Facility and (B) Setting Forth Reservation of Rights if Such DIP Financing is Modified in any Way Adverse to Fifth Third Bank's Interests [D.I. 173; Filed 10/25/17].
- B. Statement of Conditional Support and Reservation of Rights to Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Secured Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Adequate Protection to Prepetition Secured Parties, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [D.I. 172; Filed 10/25/17].
- C. Objection of the Official Committee of Unsecured Creditors to the Debtors' DIP Financing Motion [D.I. No. 188; Filed 10/27/17].
- D. **Notice of Withdrawal of Objection [D.I. No. 195; 10/29/17].**
- E. **Blackline of Amended DIP Credit Agreement [D.I. No. 196; 10/29/17].**
- F. **Amended DIP Credit Agreement [D.I. No. 197; 10/29/17].**
- G. **Second Amendment to Superpriority Senior Debtor-in-Possession Credit Agreement [D.I. No. 198; 10/29/17].**

**H. Blackline of Final Debtor-in-Possession Post-Petition Financing Order [D.I. No. 199; 10/29/17].**

**I. Proposed Final Debtor-in-Possession Post-Petition Financing Order [D.I. 200; 10/29/17].**

**Status: The parties have submitted an agreed order for this matter under Certification of Counsel; this matter is going forward to highlight material changes to the agreed upon order and to answer any questions the Court may have.**

17. Debtors' Application for Entry of an Order, Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Guggenheim Securities, LLC as Investment Banker for the Debtors and Debtors in Possession, Nunc Pro Tunc to the Petition Date, and Waiving Certain Time-Keeping Requirements of Local Rule 2016-2 [D.I. No. 83; Filed 10/6/17].

**Response Deadline: October 23, 2017, at 4:00 p.m. (ET). Extended to October 27, 2017, at 4:00 p.m. (ET) for the Ad Hoc Committee of Holders of the 9.000% Second Lien Senior Secured Notes due 2020 and the Official Committee of Unsecured Creditors.**

**Related Documents:**

A. Certification of Counsel Regarding Order, Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Guggenheim Securities, LLC as Investment Banker for the Debtors and Debtors in Possession, Nunc Pro Tunc to the Petition Date, and Waiving Certain Time-Keeping Requirements of Local Rule 2016-2 [D.I. 189; Filed 10/27/17].

**B. Amended Certification of Counsel Regarding Order, Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Guggenheim Securities, LLC as Investment Banker for the Debtors and Debtors in Possession, Nunc Pro Tunc to the Petition Date, and Waiving Certain Time-Keeping Requirements of Local Rule 2016-2 [D.I. 193; Filed 10/29/17].**

**Responses Received: None.**

**Status: The parties have submitted an agreed order for this matter under Certification of Counsel, therefore, no hearing should be necessary unless the Court has any comments or questions.**

18. Application of the Debtors to (I) Employ and Retain AP Services, LLC and (II) Designate Alan D. Holtz as Chief Restructuring Officer Nunc Pro Tunc to the Petition Date [D.I. No. 85; Filed 10/7/17].

**Response Deadline: October 23, 2017, at 4:00 p.m. (ET). Extended to October 25, 2017, at 12:00 p.m. (ET) for the Office of the United States Trustee for the District of Delaware and the Official Committee of Unsecured Creditors.**

**Related Documents:**

- A. Certification of Counsel Regarding Order Authorizing the Debtors to (I) Employ and Retain AP Services, LLC and (II) Designate Alan D. Holtz as Chief Restructuring Officer Nunc Pro Tunc to the Petition Date [D.I. 183; Filed 10/26/17].

**Responses Received:** None.

**Status:** The parties have submitted an agreed order for this matter under Certification of Counsel, therefore, no hearing should be necessary unless the Court has any comments or questions.

Dated: October 29, 2017  
Wilmington, Delaware

Respectfully submitted,

**DLA PIPER LLP (US)**

/s/ Stuart M. Brown

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-and-

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