

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
BLACKHAWK MINING LLC, <i>et al.</i> , ¹)	Case No. 19-11595 (LSS)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED FOR
HEARING ON AUGUST 13, 2019 AT 2:00 P.M. (ET)³**

I. MATTERS FILED UNDER CERTIFICATION:

1. Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefit Programs, and (II) Granting Related Relief [Docket No. 4 - filed July 19, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number include: Blackhawk Mining LLC (5600); Blackhawk Coal Sales, LLC (9456); Blackhawk Land and Resources, LLC (7839); Blackhawk River Logistics, LLC (3388); Blue Creek Mining, LLC (2427); Blue Diamond Mining, LLC (3488); Eagle Shield, LLC (6721); FCDC Coal, Inc. (6188); Guyandotte Mining, LLC (4882); Hampden Coal, LLC (8241); Kanawha Eagle Mining, LLC (0586); Logan & Kanawha, LLC (3178); Panther Creek Mining, LLC (0627); Pine Branch Land, LLC (9661); Pine Branch Mining, LLC (9681); Pine Branch Resources, LLC (9758); Redhawk Mining, LLC (0852); Rockwell Mining, LLC (3874); Spruce Pine Land Company (2254); Spurlock Mining, LLC (2899); Triad Mining, LLC (7713); and Triad Trucking, LLC (6112). The location of the Debtors’ service address in these chapter 11 cases is 3228 Summit Square Place, Suite 180, Lexington, Kentucky 40509.

² **Amended items appear in bold.**

³ The hearing will be held before The Honorable Laurie Selber Silverstein at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801. Any person who wishes to appear telephonically at the **August 13, 2019** hearing must contact COURTCALL, LLC at 866-582-6878 prior to the hearing to register his/her telephonic appearance in accordance with *The Instructions for Telephonic Appearances Effective January 5, 2005, Revised May 11, 2018*. All motions and other pleadings referenced herein are available online free of charge at the following address: <https://cases.primeclerk.com/blackhawkmining>.

- i. Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefit Programs, and (II) Granting Related Relief [Docket No. 67 - entered July 22, 2019]
- ii. Omnibus Notice of Second Day Hearing to be Held on August 13, 2019 at 2:00 p.m. [Docket No. 82 – filed July 23, 2019]
- iii. Certificate of No Objection Regarding Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefit Programs, and (II) Granting Related Relief [Docket No. 147 - filed August 8, 2019]
- iv. **Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief [Docket No. 167 – entered August 9, 2019]**

Status: On August 9, 2019, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer necessary.

2. Debtors’ Motion for Entry of Interim and Final Orders (I) Approving the Debtors’ Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors’ Proposed Procedures for Resolving Adequate Assurance Requests, and (IV) Granting Related Relief [Docket No. 5 - filed July 19, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET)

Responses/Objections Received:

- A. Informal comments from Waste Management (“WM”)

Related Documents:

- i. Interim Order (I) Approving the Debtors’ Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors’ Proposed Procedures for Resolving Adequate Assurance Requests, and (IV) Granting Related Relief [Docket No. 74 - entered July 22, 2019]
- ii. Omnibus Notice of Second Day Hearing to be Held on August 13, 2019 at 2:00 p.m. [Docket No. 82 – filed July 23, 2019]

- iii. Certification of Counsel Regarding Debtors' Motion for Entry of Interim and Final Orders (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, and (IV) Granting Related Relief [Docket No. 151 - filed August 8, 2019]

- v. **Final Order (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, and (IV) Granting Related Relief [Docket No. 167 – entered August 9, 2019.**

Status: On August 9, 2019, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer necessary.

- 3. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Prepetition and Postpetition Taxes and Fees and (II) Granting Related Relief [Docket No. 7 - filed July 19, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- i. Interim Order (I) Authorizing the Payment of Certain Prepetition and Postpetition Taxes and Fees and (II) Granting Related Relief [Docket No. 61 - entered July 22, 2019]

- ii. Omnibus Notice of Second Day Hearing to be Held on August 13, 2019 at 2:00 p.m. [Docket No. 82 – filed July 23, 2019]

- iii. Certificate of No Objection Regarding Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Prepetition and Postpetition Taxes and Fees and (II) Granting Related Relief [Docket No.146 - filed August 8, 2019]

- iv. **Final Order (I) Authorizing the Payment of Certain Prepetition and Postpetition Taxes and Fees and (II) Granting Related Relief [Docket No. 165 – entered August 9, 2019]**

Status: On August 9, 2019, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer necessary.

4. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue their Insurance Policies and Honor all Obligations in Respect Thereof, (B) Renew, Supplement, and Enter into New Insurance Policies, (C) Honor the Terms of the Premium Financing Agreements and Pay Premiums Thereunder, (D) Enter into New Premium Financing Agreements in the Ordinary Course of Business, and (II) Granting Related Relief [Docket No. 8 - filed July 19, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET)

Responses/Objections Received:

- A. Informal comments from Chubb Insurance Company ("Chubb")

Related Documents:

- i. Interim Order Authorizing the Debtors to (A) Continue their Insurance Policies and Honor all Obligations in Respect Thereof, (B) Renew, Supplement, and Enter into New Insurance Policies, (C) Honor the Terms of the Premium Financing Agreements and Pay Premiums Thereunder, (D) Enter into New Premium Financing Agreements in the Ordinary Course of Business, and (II) Granting Related Relief [Docket No. 62 - entered July 22, 2019]
- ii. Omnibus Notice of Second Day Hearing to be Held on August 13, 2019 at 2:00 p.m. [Docket No. 82 – filed July 23, 2019]
- iii. Certification of Counsel Regarding Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue their Insurance Policies and Honor all Obligations in Respect Thereof, (B) Renew, Supplement, and Enter into New Insurance Policies, (C) Honor the Terms of the Premium Financing Agreements and Pay Premiums Thereunder, (D) Enter into New Premium Financing Agreements in the Ordinary Course of Business, and (II) Granting Related Relief [Docket No. 149 - filed August 8, 2019]
- iv. **Final Order (I) Authorizing the Debtors to (A) Continue their Insurance Policies and Honor all Obligations in Respect Thereof, (B) Renew, Supplement, and Enter into New Insurance Policies, (C) Honor the Terms of the Premium Financing Agreements and Pay Premiums Thereunder, (D) Enter into New Premium Financing Agreements in the Ordinary Course of Business, and (IV) Granting Related Relief [Docket No. 167 – entered August 9, 2019**

Status: On August 9, 2019, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer necessary.

5. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue their Surety Bond Program and (II) Granting Related Relief [Docket No. 9 - filed July 19, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- i. Interim Order (I) Authorizing the Debtors to Continue their Surety Bond Program and (II) Granting Related Relief [Docket No. 63 - entered July 22, 2019]
- ii. Omnibus Notice of Second Day Hearing to be Held on August 13, 2019 at 2:00 p.m. [Docket No. 82 – filed July 23, 2019]
- iii. Certificate of No Objection Regarding Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue their Surety Bond Program and (II) Granting Related Relief [Docket No. 145 - filed August 8, 2019]
- iv. **Final Order (I) Authorizing the Debtors to Continue their Surety Bond Program and (II) Granting Related Relief [Docket No. 164 – entered August 9, 2019]**

Status: On August 9, 2019, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer necessary.

6. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Maintain and Administer their Existing Customer Programs and Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief [Docket No. 11 - filed July 19, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- i. Interim Order (I) Authorizing the Debtors to Maintain and Administer their Existing Customer Programs and Honor Certain Prepetition Obligations

Related Thereto and (II) Granting Related Relief [Docket No. 64 - entered July 22, 2019]

- ii. Omnibus Notice of Second Day Hearing to be Held on August 13, 2019 at 2:00 p.m. [Docket No. 82 – filed July 23, 2019]
- iii. Certificate of No Objection Regarding Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Maintain and Administer their Existing Customer Programs and Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief [Docket No. 143 - filed August 8, 2019]
- iv. **Final Order (I) Authorizing the Debtors to Maintain and Administer their Existing Customer Programs and Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief [Docket No. 162 – entered August 9, 2019]**

Status: On August 9, 2019, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer necessary.

- 7. Debtors’ Motion for Entry of Interim and Final Orders Authorizing the Debtors to (I) Perform Under Existing Coal Sale Contracts in the Ordinary Course of Business, (II) Enter into and Perform Under New Coal Sale Contracts in the Ordinary Course of Business, and (III) Granting Related Relief [Docket No. 12 - entered July 19, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- i. Interim Order Authorizing the Debtors to (I) Perform Under Existing Coal Sale Contracts in the Ordinary Course of Business, (II) Enter into and Perform Under New Coal Sale Contracts in the Ordinary Course of Business, and (III) Granting Related Relief [Docket No. 65 - entered July 22, 2019]
- ii. Omnibus Notice of Second Day Hearing to be Held on August 13, 2019 at 2:00 p.m. [Docket No. 82 – filed July 23, 2019]
- iii. Certificate of No Objection Regarding Debtors’ Motion for Entry of Interim and Final Orders Authorizing the Debtors to (I) Perform Under Existing Coal Sale Contracts in the Ordinary Course of Business, (II) Enter into and Perform Under New Coal Sale Contracts in the Ordinary Course of

Business, and (III) Granting Related Relief [Docket No. 142 - filed August 8, 2019]

- iv. **Final Order Authorizing the Debtors to (I) Perform Under Existing Coal Sale Contracts in the Ordinary Course of Business, (II) Enter into and Perform Under New Coal Sale Contracts in the Ordinary Course of Business, and (III) Granting Related Relief [Docket No. 161 – entered August 9, 2019]**

Status: On August 9, 2019, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer necessary.

- 8. Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate their Cash Management System, (B) Maintain Existing Business Forms, and (C) Perform Intercompany Transactions, and (II) Granting Related Relief [Docket No. 13 - filed July 19, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- i. Interim Order (I) Authorizing the Debtors to (A) Continue to Operate their Cash Management System, (B) Maintain Existing Business Forms, and (C) Perform Intercompany Transactions, and (II) Granting Related Relief [Docket No. 58 – entered July 22, 2019]
- ii. Omnibus Notice of Second Day Hearing to be Held on August 13, 2019 at 2:00 p.m. [Docket No. 82 – filed July 23, 2019]
- iii. Certificate of No Objection Regarding Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate their Cash Management System, (B) Maintain Existing Business Forms, and (C) Perform Intercompany Transactions, and (II) Granting Related Relief [Docket No. 139 - filed August 8, 2019]
- iv. **Final Order (I) Authorizing the Debtors to (A) Continue to Operate their Cash Management System, (B) Maintain Existing Business Forms, and (C) Perform Intercompany Transactions, and (II) Granting Related Relief [Docket No. 158 – entered August 9, 2019]**

Status: On August 9, 2019, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer necessary.

9. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Accounts Payable Claims in the Ordinary Course of Business, (II) Granting Administrative Expense Priority to All Undisputed Obligations on Account of Outstanding Orders, and (III) Granting Related Relief [Docket No. 14 - filed July 19, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET).

Responses/Objections Received: None.

Related Documents:

- i. Interim Order (I) Authorizing the Debtors to Pay Accounts Payable Claims in the Ordinary Course of Business, (II) Granting Administrative Expense Priority to All Undisputed Obligations on Account of Outstanding Orders, and (III) Granting Related Relief [Docket No. 66 - entered July 22, 2019]
- ii. Omnibus Notice of Second Day Hearing to be Held on August 13, 2019 at 2:00 p.m. [Docket No. 82 – filed July 23, 2019]
- iii. Certificate of No Objection Regarding Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Accounts Payable Claims in the Ordinary Course of Business, (II) Granting Administrative Expense Priority to All Undisputed Obligations on Account of Outstanding Orders, and (III) Granting Related Relief [Docket No. 141 - filed August 8, 2019]
- iv. **Final Order (I) Authorizing the Debtors to Pay Accounts Payable Claims in the Ordinary Course of Business, (II) Granting Administrative Expense Priority to All Undisputed Obligations on Account of Outstanding Orders, and (III) Granting Related Relief [Docket No. 160 – entered August 9, 2019]**

Status: On August 9, 2019, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer necessary.

10. Debtors' Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 84 – filed July 23, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET).

Responses/Objections Received: None.

Related Documents:

- i. Certificate of No Objection Regarding Debtors' Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 144 – filed August 8, 2019]
- ii. **Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor Nunc Pro Tunc to the Petition Date [Docket No. 163 – entered August 9, 2019]**

Status: On August 9, 2019, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer necessary.

11. Debtors' Motion for Entry of an Order Authorizing the (I) Retention of AP Services, LLC, (II) Designation of Kevin Nystrom as Chief Restructuring Officer *Nunc Pro Tunc* to the Petition Date, and (III) Granting Related Relief [Docket No. 85 – filed July 23, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET); extended until August 8, 2019 at 4:00 p.m. (ET) for the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee").

Responses/Objections Received:

- A. Informal comments from the U.S. Trustee.

Related Documents:

- i. Certification of Counsel Regarding Debtors' Motion for Entry of an Order Authorizing the (I) Retention of AP Services, LLC, (II) Designation of Kevin Nystrom as Chief Restructuring Officer *Nunc Pro Tunc* to the Petition Date, and (III) Granting Related Relief [Docket No. 140 – filed August 8, 2019]
- ii. **Order Authorizing the (I) Retention of AP Services, LLC, (II) Designation of Kevin Nystrom as Chief Restructuring Office Nunc Pro Tunc to the Petition Date, and (III) Granting Related Relief [Docket No. 159 – entered August 9, 2019]**

Status: On August 9, 2019, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer necessary.

12. Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of KPMG LLP to Provide Tax Consulting Services and Tax Compliance Services *Nunc Pro Tunc* to the Petition Date and (II) Granting Related Relief [Docket No. 87 – filed July 23, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET); extended until August 8, 2019 at 4:00 p.m. (ET) for the U.S. Trustee.

Responses/Objections Received:

A. Informal comments from the U.S. Trustee.

Related Documents:

- i. Certification of Counsel Regarding Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of KPMG LLP to Provide Tax Consulting Services and Tax Compliance Services *Nunc Pro Tunc* to the Petition Date and (II) Granting Related Relief [Docket No. 150 – filed August 8, 2019]
- ii. **Order Authorizing the Retention and Employment of KPMG LLP to Provide Tax Consulting Services and Tax Compliance Services *Nunc Pro Tunc* to the Petition Date [Docket No. 170 – entered August 9, 2019]**

Status: On August 9, 2019, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer necessary.

13. Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of Centerview Partners LLC as Financial Advisor and Investment Banker for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date and (II) Waiving Certain Reporting Requirements Pursuant to Local Rule 2016-2 [Docket No. 88 – filed July 23, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET); extended until August 8, 2019 at 4:00 p.m. (ET) for the U.S. Trustee.

Responses/Objections Received:

A. Informal comments from the U.S. Trustee.

Related Documents:

- i. Certification of Counsel Regarding Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of Centerview Partners LLC as Financial Advisor and Investment Banker for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date and (II) Waiving Certain Reporting Requirements Pursuant to Local Rule 2016-2 [Docket No. 148 – filed August 8, 2019]

Status: On August 8, 2019, the Debtors filed a proposed form of order under certification of counsel resolving the informal comments of the U.S. Trustee. Accordingly, a hearing on this matter is only necessary to the extent the Court has questions or concerns.

II. MATTERS GOING FORWARD:

14. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [Docket No. 18 - filed July 19, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET); extended until August 8, 2019 at 4:00 p.m. (ET) for National Resource Partners LLP, ACIN LLC, and WPP LLC, Kentucky River Properties LLC and Timberlands LLC, and Certain Land Owners

Responses/Objections Received:

- A. Informal comments from Chubb.
- B. Informal comments from Mitsubishi UFJ Lease & Finance (U.S.A.) Inc. ("Mitsubishi")
- C. Limited Objection of Natural Resource Partners, L.P. ACIN LLC, and WPP LLC to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [Docket No. 153 - filed August 8, 2019]
- D. Limited Objection of Kentucky River Properties LLC and Timberlands, LLC to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [Docket No. 154 - filed August 8, 2019]

- E. Objection of Certain Land Owners to Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing the Debtors to Obtain Post-Petition Financing, (B) Authorizing the Use of Cash Collateral, (C) Granting Liens and Superpriority Claims, (D) Granting Adequate Protection, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [Docket No. 156 – filed August 8, 2019]

Related Documents:

- i. Declaration of Marc D. Puntus in Support of the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [Docket No. 91 - filed July 19, 2019]
- ii. Certification of Counsel Re: Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [Docket No. 78 – filed July 23, 2019]
- iii. Certification of Counsel Re: Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [Docket No. 80 – filed July 23, 2019]
- iv. Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [Docket No. 81 – entered July 23, 2019]
- v. Omnibus Notice of Second Day Hearing to be Held on August 13, 2019 at 2:00 p.m. [Docket No. 82 – filed July 23, 2019]
- vi. **Debtors' Motion for Leave to File a Reply in Support of Debtors' Motion for Entry of Interim and Final Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative**

Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [Docket No. 172 - filed August 12, 2019]

- vii. **Ad Hoc Crossover Group's Omnibus Reply to the Objections Filed with Respect to the Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing the Debtors to Obtain Post-Petition Financing, (B) Authorizing the Use of Cash Collateral, (C) Granting Liens and Superpriority Claims, (D) Granting Adequate Protection, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [Docket No. 173 – filed August 12, 2019]**
- viii. **Ad Hoc Crossover Group's Motion for Leave to File and Serve its Reply in Support of the DIP Motion [Docket No. 174 – filed August 12, 2019]**
- ix. **The Ad Hoc First Lien Lender Group's Motion for Leave to File Late Joinder to the Ad Hoc Crossover Group's Omnibus Reply to the Landlord Objections to the Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing the Debtors to Obtain Post-Petition Financing, (B) Authorizing the Use of Cash Collateral, (C) Granting Liens and Superpriority Claims, (D) Granting Adequate Protection, (E) Modifying the Automatic Stay, (F) Scheduling a Final Hearing, and (G) Granting Related Relief [Docket No. 175 – filed August 12, 2019]**
- x. **Certification of Counsel Regarding Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief [Docket No. 182- filed August 13, 2019]**

Status: The Debtors have resolved the informal comments and objections to this Motion with revisions to the proposed order and certain representations that will be made on the record at the hearing. The hearing on this matter is going forward.

- 15. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 86 – filed July 23, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET); extended until August 8, 2019 at 4:00 p.m. (ET) for the U.S. Trustee.

Responses/Objections Received:

- A. Informal comments from the U.S. Trustee.

Related Documents:

- i. **First Supplemental Declaration of Stephen E. Hessler in Support of the Debtors' Application Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date [Docket No. 178 – filed August 12, 2019]**
- ii. **Certification of Counsel Regarding Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date [Docket No. 180 – filed August 13, 2019]**

Status: The Debtors have filed a proposed order under certification of counsel resolving the informal comments from the U.S. Trustee. A hearing on this matter is no longer necessary unless the Court has questions or concerns.

16. Debtors' Motion for Entry of an Order (I) Authorizing Centerview Partners LLC to File Under Seal Certain Confidential Information Related to Centerview Partners LLC's Retention Application and (II) Granting Related Relief [Docket No. 89 – filed July 23, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET)

Responses/Objections Received:

- A. United States Trustee's Objection to Debtors' Motion for Entry of an Order (I) Authorizing Centerview Partners LLC to File Under Seal Certain Confidential Information Related to Centerview Partners LLC's Retention Application and (II) Granting Related Relief [Docket No. 131 – filed August 6, 2019]
- B. Debtors' Reply in Support of their Motion for Entry of an Order Authorizing Centerview Partners LLC to File Under Seal Certain Confidential Information Related to Centerview Partners LLC's Retention Application [Docket No. 155 - filed August 8, 2019]

Related Documents:

- i. [SEALED] Declaration of Marc D. Puntus in Support of Debtors' Motion for Entry of an Order Authorizing Certain Confidential Information Related to Centerview's Retention Application to be Filed Under Seal [Docket No. 90 – filed July 23, 2019]
- ii. [REDACTED] Declaration of Marc D. Puntus in Support of Debtors' Motion for Entry of an Order Authorizing Certain Confidential Information Related to Centerview's Retention Application to be Filed Under Seal [Docket No. 91 – filed July 23, 2019]

Status: The hearing on this matter is going forward.

17. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Potter Anderson & Corroon LLP as Delaware Counsel to the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date [Docket No. 92 – filed July 23, 2019]

Response/Objection Deadline: August 6, 2019, at 4:00 p.m. (ET); extended until August 8, 2019 at 4:00 p.m. (ET) for the U.S. Trustee.

Responses/Objections Received:

- A. Informal comments from the U.S. Trustee.

Related Documents:

- i. **First Supplemental Declaration of Christopher M. Samis of Potter Anderson & Corroon LLP in Support of Application for Entry of an Order Authorizing the Retention and Employment of Potter Anderson & Corroon LLP as Delaware Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date [Docket No. 179 – filed August 12, 2019]**
- ii. **Certification of Counsel Regarding Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Potter Anderson & Corroon LLP as Delaware Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date [Docket No. 181 – filed August 13, 2019]**

Status: **The Debtors have filed a proposed order under certification of counsel resolving the informal comments from the U.S. Trustee. A hearing on this matter is no longer necessary unless the Court has questions or concerns.**

18. Debtors' Motion for Entry of an Order (A) Authorizing Debtors to Enter into the Exit ABL Commitment Letter (B) Approving the Break-up Fee, and (C) Granting Related Relief [Docket No. 132 – filed August 6, 2019]

Response/Objection Deadline: August 13, 2019 at 2:00 p.m. (ET)

Responses/Objections Received:

Related Documents:

- i. Order Granting Motion of Debtors for Entry of an Order Shortening the Notice Periods with Respect to the Debtors' Motion for Entry of an Order (A) Authorizing Debtors to Enter into the Exit ABL Commitment Letter (B) Approving the Break-up Fee, and (C) Granting Related Relief [Docket No. 134 – entered August 7, 2019]
- ii. Notice of Hearing Regarding Debtors' Motion for Entry of an Order (A) Authorizing Debtors to Enter into the Exit ABL Commitment Letter (B) Approving the Break-up Fee, and (C) Granting Related Relief [Docket No. 135 – filed August 7, 2019]

Status: The hearing on this matter is going forward.

Dated: August 13, 2019
Wilmington, Delaware

/s/ L. Katherine Good
Christopher M. Samis (DE 4909)
L. Katherine Good (DE 5101)
POTTER ANDERSON & CORROON LLP
1313 North Market Street, 6th Floor
P.O. Box 951
Wilmington, Delaware 19801-6108
Telephone: (302) 984-6000
Facsimile: (302) 658-1192
Email: csamis@potteranderson.com
kgood@potteranderson.com

- and -

James H.M. Sprayregen, P.C.
Ross M. Kwasteniet, P.C. (*pro hac vice* pending)
Joseph M. Graham (*pro hac vice* pending)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: james.sprayregen@kirkland.com
ross.kwasteniet@kirkland.com
joe.graham@kirkland.com

- and -

Stephen E. Hessler, P.C. (*pro hac vice* pending)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: stephen.hessler@kirkland.com

Proposed Counsel to the Debtors and Debtors in Possession