

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
CHARMING CHARLIE HOLDINGS INC., <i>et al.</i> , ¹)	Case No. 19-11534 (CSS)
)	
Debtors.)	(Jointly Administered)
)	

NOTICE OF AGENDA OF MATTERS SCHEDULED FOR HEARING
ON AUGUST 14, 2019, AT 2:00 P.M. (PREVAILING EASTERN TIME)

UNCONTESTED MATTERS WITH CERTIFICATE OF NO OBJECTION/CERTIFICATION OF COUNSEL:

1. Debtors’ Motion Seeking 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. 5; Filed 7/11/2019]

Related Documents:

- A. 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. 84; Filed 7/12/2019]
- B. Certification of Counsel [Docket No. 212; Filed 8/11/2019]
- C. Proposed Order

Status: A Certification of Counsel has been filed. This matter is going forward unless otherwise directed by the Court.

2. Debtors’ Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Charming Charlie Canada LLC (0693); Charming Charlie Holdings Inc. (6139); Charming Charlie International LLC (5887); Charming Charlie LLC (0263); Charming Charlie Manhattan LLC (7408); Charming Charlie USA, Inc. (3973); and Poseidon Partners CMS, Inc. (3302). The location of the Debtors’ headquarters is: 6001 Savoy Drive, Ste. 600 Houston, Texas 77036.

Continue to Perform Intercompany Transactions, (II) Granting Administrative Expense Status to Postpetition Intercompany Balances, and (III) Granting Related Relief [Docket No. 6; Filed 7/11/2019]

Related Documents:

- A. Orders (I) Authorizing the Debtors to (A) Continue to Operate Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Continue to Perform Intercompany Transactions, (II) Granting Administrative Expense Status to Postpetition Intercompany Balances, and (III) Granting Related Relief [Docket No. 78; Filed 7/12/2019]
- B. Certification of Counsel [Docket No. 210; Filed 8/11/2019]
- C. Proposed Order

Status: A Certification of Counsel has been filed. This matter is going forward unless otherwise directed by the Court.

- 3. Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing, but Not Directing, the Debtors to (A) Pay Prepetition Employee Wages, Salaries, Other Compensation, and Reimbursable Employee Expenses and (B) Continue Employee Benefits Programs and (II) Granting Related Relief [Docket No. 7; Filed 7/11/2019]

Related Documents:

- A. Interim Order (I) Authorizing, But Not Directing, the Debtors to (A) Pay Prepetition Employee Wages, Salaries, Other Compensation, and Reimbursable Employee Expenses and (B) Continue Employee Benefits Programs and (II) Granting Related Relief [Docket No. 80; Filed 7/12/2019]
- B. Certification of Counsel [Docket No. 219; Filed 8/11/2019]
- C. Proposed Order

Status: A Certification of Counsel has been filed. This matter is going forward unless otherwise directed by the Court.

- 4. Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Prepetition Taxes and Fees and (II) Granting Related Relief [Docket No. 8; Filed 7/11/2019]

Related Documents:

- A. Interim Order (I) Authorizing the Payment of Certain Prepetition Taxes and Fees and (II) Granting Related Relief [Docket No. 82; Filed 7/12/2019]
- B. Certification of Counsel [Docket No. 217; Filed 8/11/2019]
- C. Proposed Order

Status: A Certification of Counsel has been filed. This matter is going forward unless otherwise directed by the Court.

- 5. Debtors' Motion Seeking Entry of Interim and Final Orders (I) Determining Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, (IV) Authorizing Fee Payments to Engie for Services Performed, (V) Requiring Utility Providers to Return Deposits for Utility Services No Longer in Use, and (VI) Granting Related Relief [Docket No. 9; Filed 7/11/2019]

Related Documents:

- A. Interim Order (I) Determining Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers From Altering, Refusing, or Discontinuing Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, (IV) Authorizing Fee Payments to Engie for Services Performed, (V) Requiring Utility Providers to Return Deposits for Utility Services No Longer in Use, and (VI) Granting Related Relief [Docket No. 81; Filed 7/12/2019]
- B. Certification of Counsel [Docket No. 218; Filed 8/11/2019]
- C. Proposed Order

Status: A Certification of Counsel has been filed. This matter is going forward unless otherwise directed by the Court.

- 6. Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Debtors to Pay Certain Prepetition Claims of Shippers, Import Claimants, and 503(b)(9) Claimants, and (II) Granting Related Relief [Docket No. 10; Filed 7/11/2019]

Related Documents:

- A. Interim Order (I) Authorizing Debtors to Pay Certain Prepetition Claims of Shippers, Import Claimants, and 503(b)(9) Claimants and (II) Granting Related [Docket No. 85; Filed 7/12/2019]
- B. Certification of Counsel [Docket No. 216; Filed 8/11/2019]
- C. Proposed Order

Status: A Certification of Counsel has been filed. This matter is going forward unless otherwise directed by the Court.

- 7. Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Their Obligations Under Insurance Policies Entered Into Prepetition, (B) Continue to Pay Brokerage Fees, (C) Renew, Supplement, Modify, or Purchase Insurance Coverage, (D) Maintain the Customs Surety Bonds, and (E) Enter Into a Premium Financing Agreement and Pay Premiums Thereunder and (II) Granting Related Relief [Docket No. 11; Filed 7/11/2019]

Related Documents:

- A. Interim Order (I) Authorizing the Debtors to (A) Pay Their Obligations Under Insurance Policies Entered Into Prepetition, (B) Continue to Pay Brokerage Fees, (C) Renew, Supplement, Modify, or Purchase Insurance Coverage, (D) Maintain the Customs Surety Bonds, and (E) Enter Into a Premium Financing Agreement and Pay Premiums Thereunder and (II) Granting Related Relief [Docket No. 83; Filed 7/12/2019]
- B. Certification of Counsel [Docket No. 213; Filed 8/11/2019]
- C. Proposed Order

Status: A Certification of Counsel has been filed. This matter is going forward unless otherwise directed by the Court.

- 8. Debtors' Motion Seeking Entry of an Order (I) Extending Time to File Schedules of Assets and Liabilities, Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, and Statements of Financial Affairs and (II) Granting Related Relief [Docket No. 17; Filed 7/11/2019]

Related Documents:

- A. Notice of Debtors' Motion Seeking Entry of an Order (I) Extending Time to File Schedules of Assets and Liabilities,

Schedules of Current Income and Expenditures, Schedules of Executory Contracts and Unexpired Leases, and Statements of Financial Affairs and (II) Granting Related Relief [Docket No. 91; Filed 7/15/2019]

B. Certificate of No Objection [Docket No. 209; Filed 8/11/2019]

C. Proposed Order

Status: A Certificate of No Objection has been filed. This matter is going forward unless otherwise directed by the Court.

9. Debtors' Omnibus Motion Seeking Entry of an Order (I) Authorizing the Rejection of Certain Executory Contracts, Each Effective Nunc Pro Tunc to the Petition Date, and (II) Granting Related Relief [Docket No. 20; Filed 7/11/2019]

Related Documents:

A. Notice of Hearing Regarding Debtors' Omnibus Motion Seeking Entry of an Order (I) Authorizing the Rejection of Certain Executory Contracts, Each Effective Nunc Pro Tunc to the Petition Date, and (II) Granting Related Relief [Docket No. 93; Filed 7/15/2019]

B. Notice of Filing of Revised Order in Connection with the Debtors' Omnibus Motion Seeking Entry of an Order (I) Authorizing the Rejection of Certain Executory Contracts, Each Effective Nunc Pro Tunc to the Petition Date, and (II) Granting Related Relief [Docket No. 143; Filed 7/24/2019]

C. Certification of Counsel [Docket No. 215; Filed 8/11/2019]

D. Proposed Order

Status: A Certification of Counsel has been filed. This matter is going forward unless otherwise directed by the Court.

10. Debtors' Motion for Entry of an Order (I) Authorizing and Approving the Debtors' Key Employee Retention Plan and (II) Granting Related Relief [Docket No. 142; Filed 7/24/2019]

Related Documents:

A. [SEALED] Notice of Confidential Exhibit to Debtors' Motion for Entry of an Order (I) Authorizing and Approving the Debtors' Key

Employee Retention Plan and (II) Granting Related Relief [Docket No. 173; Filed 8/2/2019]

- B. [REDACTED] Notice of Confidential Exhibit to Debtors' Motion for Entry of an Order (I) Authorizing and Approving the Debtors' Key Employee Retention Plan and (II) Granting Related Relief [Docket No. 174; Filed 8/2/2019]
- C. Debtors' Motion to File Under Seal Confidential Exhibit to Debtors' Motion for Entry of an Order (I) Authorizing and Approving the Debtors' Key Employee Retention Plan and (II) Granting Related Relief [Docket No. 176; Filed 8/2/2019]
- D. Certification of Counsel [Docket No. 214; Filed 8/11/2019]
- E. Proposed Order

Status: A Certification of Counsel has been filed. This matter is going forward unless otherwise directed by the Court.

- 11. Debtors' Motion for Entry of an Order (I) Authorizing and Approving the (A) Retention of Clear Thinking Group LLC and (B) Designation of Patrick M. Diercks as Chief Restructuring Officer Nunc Pro Tunc to the Petition Date, and (II) Granting Related Relief [Docket No. 144; Filed 7/24/2019]

Related Documents:

- A. Certification of Counsel [Docket No. 211; Filed 8/11/2019]
- B. Proposed Order

Status: A Certification of Counsel has been filed. This matter is going forward unless otherwise directed by the Court.

CONTESTED MATTERS:

- 12. Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [Docket No. 12; Filed 7/11/2019]

Related Documents:

- A. Interim Order (with Revision of the Court) (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving

Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [Docket No. 87; Filed 7/12/2019]

- B. Notice of Filing of First Amendment to Letter Agreement Governing Inventory Disposition Relating to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [Docket No. 152; Filed 7/26/2019]
- C. Declaration of SB360 Capital Partners, LLC In Support of Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [Docket No. 203; Filed 8/9/19]

Response Deadline: August 7, 2019 at 4:00 p.m.

Responses Received:

- A. Objection to Interim Order (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [Docket No. 114; Filed 7/18/2019]
- B. Objection of Fort Bend Independent School District, et al. to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [Docket No. 188; Filed 8/7/2019]
- C. Limited Objection of RPT Realty, L.P., Levin Management Corporation, as Agent for The Shoppes at Flemington LLC and SBV-Investments, LLC to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store

Closing Sales, (III) Approving the Implementation of Customary Store Bonus Program and Payments to Non-Insiders Thereunder, and (IV) Granting Related Relief [Docket No. 189; Filed 8/7/2019]

- D. Limited Objection of Hines Global REIT, Inc., QIC Properties US, Inc., Regency Centers L.P, and SITE Centers Corp. to Debtors' Motions for Final Orders Approving (A) Debtor In Possession Financing, et al. and (B) Procedures For Store Closing Sales, et al. [Docket No. 191; Filed 8/7/2019]
- E. Joinder of the Taubman Landlords in the Limited Objection of Certain Landlords to Debtors Motions for Final Orders Approving (A) Debtor In Possession Financing and (B) Procedures For Store Closing Sales [Docket No. 194; Filed 8/7/2019]
- F. Partial Joinder of Northwood PL Holdings LLC to Limited Objection of Hines Global REIT, Inc., QIC Properties US, Inc., Regency Centers, L.P., and Site Centers Corp. to Debtors' Motions for Final Orders Approving (A) Debtor in Possession Financing, et al. and (B) Procedures for Store Closing Sales, et al. [Docket No. 195; Filed 8/7/2019]
- G. Joinder of CBL & Associates Management, Inc. in the Limited Objection of Certain Landlords to Debtors' Motions for Final Orders Approving (A) Debtor in Possession Financing and (B) Procedures for Store Closing Sales [Docket No. 196; Filed 8/7/2019]
- H. Limited Objection of Kimco Arbor Lakes, S.C., LLC, Altacosita 1692, LLC and Kimco 290 Houston II, LP to Debtors' Motions for Final Order Approving (a) Debtor in Possession Financing, et. al. and (B) Procedures for Store Closing Sales, et al. [Docket No. 197; Filed 8/7/2019]

Status: The Debtors are continuing in discussions with the objecting parties in attempt to resolve the objections. This matter is going forward.

- 13. Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 15; Filed 7/11/2019]

Related Documents:

- A. Declaration in Support Declaration of Patrick Diercks in Support of the Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 16; Filed 7/11/2019]
- B. Interim Order (WITH REVISION OF THE COURT) (I) Authorizing the Debtors to Obtain PostPetition Financing, (II) Authorizing the Debtors to use Cash Collateral, (III) Granting Liens and Providing SuperPriority Administrative Expenses Status, (IV) Granting Adequate Protection to the PrePetition Lenders, (V) Modifying Automatic Stay, (VI) Scheduling A Final Hearing, And (VII) Granting Related Relief [Docket No. 86; Filed 7/12/2019]

Response Deadline: August 7, 2019 at 4:00 p.m.

Responses Received:

- A. Objection to Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expenses Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 103; Filed 7/17/2019]
- B. Objection to Debtors' Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 168; Filed 8/1/2019]
- C. Travis County's Objection to Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 186; Filed 8/7/2019]

- D. Objection of Fort Bend Independent School District, et al. to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 187; Filed 8/7/2019]
- E. Limited Objection of RPT Realty, L.P., Levin Management Corporation, as Agent for The Shoppes at Flemington LLC and SBV-Investments, LLC to Entry of Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 190; Filed 8/7/2019]
- F. Limited Objection of Hines Global REIT, Inc., QIC Properties US, Inc., Regency Centers Corporation, SITE Centers Corp. to Debtors' Motions for Final Orders Approving (A) Debtor In Possession Financing, et al. and (B) Procedures For Store Closing Sales, et al. [Docket No. 191; Filed 8/7/2019]
- G. Limited Objection and Reservation of Rights of Clifton Lifestyle Center, LLC in Response to the Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 193; Filed 8/7/2019]
- H. Joinder of the Taubman Landlords in the Limited Objection of Certain Landlords to Debtors Motions for Final Orders Approving (A) Debtor In Possession Financing and (B) Procedures For Store Closing Sales [Docket No. 194; Filed 8/7/2019]
- I. Partial Joinder of Northwood PL Holdings LLC to Limited Objection of Hines Global REIT, Inc., QIC Properties US, Inc., Regency Centers, L.P., and Site Centers Corp. to Debtors' Motions for Final Orders Approving (A) Debtor in Possession Financing, et

al. and (B) Procedures for Store Closing Sales, et al. [Docket No. 195; Filed 8/7/2019]

J. Joinder of CBL & Associates Management, Inc. in the Limited Objection of Certain Landlords to Debtors' Motions for Final Orders Approving (A) Debtor in Possession Financing and (B) Procedures for Store Closing Sales [Docket No. 196; Filed 8/7/2019]

K. Limited Objection of Kimco Arbor Lakes, S.C., LLC, Altacosita 1692, LLC and Kimco 290 Houston II, LP to Debtors' Motions for Final Order Approving (a) Debtor in Possession Financing, et. al. and (B) Procedures for Store Closing Sales, et al. [Docket No. 197; Filed 8/7/2019]

Status: The objections of Maricopa County (Docket No. 103), Fort Bend Independent School District (Docket No. 187), and CBL Landlords (Docket No. 196) have been resolved. The Debtors are continuing in discussions with the remaining objecting parties in attempt to resolve the additional objections. This matter is going forward.

14. Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject Executory Contracts and Unexpired Leases and (II) Granting Related Relief [Docket No. 18; Filed 7/11/2019]

Related Documents:

A. Notice of Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject Executory Contracts and Unexpired Leases and (II) Granting Related Relief [Docket No. 92; Filed 7/15/2019]

Response Deadline: August 7, 2019 at 4:00 p.m.

Responses Received:

A. Objection to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject Executory Contracts and Unexpired Leases and (II) Granting Related Relief [Docket No. 169; Filed 8/1/2019]

B. Limited Objection of RPT Realty, L.P., Levin Management Corporation as Agent for The Shoppes at Flemington LLC and SBV-Investments, LLC to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject

Executory Contracts and Unexpired Leases and (II) Granting
Related Relief [Docket No. 192; Filed 8/7/2019]

Status: The Debtors are continuing in discussions with the objecting parties in attempt to resolve the objections. This matter is going forward.

Dated: August 12, 2019
Wilmington, Delaware

/s/ Michael W. Yurkewicz

Domenic E. Pacitti (DE Bar No. 3989)

Michael W. Yurkewicz (DE Bar 4165)

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