

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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 :
In re : **Chapter 11**
 :
CLAIRE’S STORES, INC., et al., : **Case No. 18-10584 (MFW)**
 :
Debtors.¹ : **(Jointly Administered)**
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**NOTICE OF *SECOND AMENDED*² AGENDA OF MATTERS SCHEDULED FOR
HEARING ON JULY 17, 2018 AT 2:00 P.M. (ET)**

**THE HEARING HAS BEEN ADJOURNED TO JULY 20, 2018 AT 10:00 A.M. (ET)
WITH THE PERMISSION OF THE COURT AND THE CONSENT OF THE PARTIES.**

I. UNCONTESTED MATTERS GOING FORWARD:

1. Motion of the Official Committee of Unsecured Creditors to File the Objection of the Official Committee of Unsecured Creditors to Motion of Debtors for Entry of Order Approving the Proposed Disclosure Statement, Establishing Solicitation and Voting Procedures, and Granting Related Relief Under Seal [D.I. 485; filed June 11, 2018]

Response/Objection Deadline: At the hearing.

Responses/Objections Received: None at this time.

Related Documents:

- i. Objection of the Official Committee of Unsecured Creditors to Motion of Debtors for Entry of Order Approving the Proposed Disclosure Statement, Establishing Solicitation and Voting Procedures, and Granting Related Relief (SEALED) [D.I. 482; filed June 11, 2018] (*see agenda item 3.A*)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are Claire’s Inc. (6919); Claire’s Stores, Inc. (0416); BMS Distributing Corp. (4117); CBI Distributing Corp. (5574); Claire’s Boutiques, Inc. (5307); Claire’s Canada Corp. (7936); Claire’s Puerto Rico Corp. (6113); and CSI Canada LLC. The Debtors’ corporate headquarters and service address is 2400 West Central Road, Hoffman Estates, Illinois 60192.

² Amended items appear in bold.

- ii. Objection of the Official Committee of Unsecured Creditors to Motion of Debtors for Entry of Order Approving the Proposed Disclosure Statement, Establishing Solicitation and Voting Procedures, and Granting Related Relief (REDACTED) [D.I. 483; filed June 11, 2018] (*see agenda item 3.B*)

Status: The hearing on this matter has been adjourned to July 20, 2018 at 10:00 a.m. (ET).

2. Motion to File Under Seal an Unredacted Version of the Declaration of Harrison Denman in Support of Oaktree's Disclosure Statement Objection [Docket No. 607; filed July 13, 2018]

Response/Objection Deadline: At the hearing.

Responses/Objections Received: None at this time.

Related Documents:

- i. Declaration of Harrison Denman in Support of Oaktree's Disclosure Statement Objection (SEALED) [Docket No. 605; filed July 13, 2018] (*see agenda item 3.D.i*)
- ii. Declaration of Harrison Denman in Support of Oaktree's Disclosure Statement Objection (REDACTED) (*see agenda item 3.D.ii*) [Docket No. 606; filed July 13, 2018]

Status: The hearing on this matter has been adjourned to July 20, 2018 at 10:00 a.m. (ET).

II. CONTESTED MATTERS GOING FORWARD:

3. Motion of Debtors for Entry of Order (I) Approving the Proposed Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling Confirmation Hearing, (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan, and (V) Granting Related Relief [D.I. 237; filed April 12, 2018]

Response/Objection Deadline: July 10, 2018 at 4:00 p.m. (ET); extended to July 12, 2018 at 11:59 p.m. (ET) for Oaktree Capital Management, L.P. ("Oaktree"); extended to July 13, 2018 at 5:00 p.m. (ET) for the Official Committee of Unsecured Creditors (the "Committee") and BOKF, National Association ("BOKF")

Responses/Objections Received:

- A. Objection of the Official Committee of Unsecured Creditors to Motion of Debtors for Entry of Order Approving the Proposed Disclosure Statement, Establishing Solicitation and Voting Procedures, and Granting Related Relief (SEALED) [D.I. 482; filed June 11, 2018]
- B. Objection of the Official Committee of Unsecured Creditors to Motion of Debtors for Entry of Order Approving the Proposed Disclosure Statement, Establishing Solicitation and Voting Procedures, and Granting Related Relief (REDACTED) [D.I. 483; filed June 11, 2018]
- C. Limited Objection by Levin Management Corporation, Agent for Arlona Limited Partnership and COROC/Westbrook I, L.L.C. to Debtors' Disclosure Statement Solicitation Procedures Motion [D.I. 512; filed June 15, 2018]
- D. Objection of Oaktree Capital Management to the Debtors' Motion for Entry of Order (I) Approving the Proposed Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling Confirmation Hearing, (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan, and (V) Granting Related Relief [Docket No. 602; filed July 12, 2018]
 - i. Declaration of Harrison Denman in Support of Oaktree's Disclosure Statement Objection (SEALED) [Docket No. 605; filed July 13, 2018]
 - ii. Declaration of Harrison Denman in Support of Oaktree's Disclosure Statement Objection (REDACTED) [Docket No. 606; filed July 13, 2018]
- E. Preliminary Objection and Reservation of Rights of BOKF, National Association to Debtors' (I) Disclosure Statement Motion and (II) Scheduling Motion [Docket No. 609; filed July 13, 2018]
- F. **Statement of the Ad Hoc First Lien Group in Support of Debtors' Motions Seeking Approval of (I) the Proposed Disclosure Statement, (II) the Rights Offering Procedures, and (III) the Confirmation Schedule** [Docket No. 623; filed July 16, 2018]

Related Documents:

- i. Joint Chapter 11 Plan of Reorganization of Claire's Stores, Inc. and its Debtor Affiliates [D.I. 235; filed April 12, 2018]

- ii. Proposed Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Claire's Stores, Inc. and its Debtor Affiliates [D.I. 236; filed April 12, 2018]
- iii. Notice of Hearing to Consider Approval of Proposed Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Claire's Stores, Inc. and its Debtors Affiliates [D.I. 238; filed April 12, 2018]
- iv. Notice of Adjournment of Hearing for Proposed Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Claire's Stores, Inc. and its Debtor Affiliates to June 20, 2018 at 10:30 a.m. (Prevailing Eastern Time) [D.I. 395; filed May 10, 2018]
- v. Notice of Extension of Objection Deadline for Proposed Disclosure Statement and Solicitation Procedures Motion [D.I. 460; filed June 4, 2018]
- vi. Notice of Extension of Deadline for Objections to Proposed Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Claire's Stores, Inc. and its Debtor Affiliates [D.I. 487; filed June 12, 2018]
- vii. Notice of Adjournment of Hearing and Objection Deadlines for the (I) Proposed Disclosure Statement, (II) Solicitation Procedures Motion, (III) Scheduling Motion and (IV) Rights Offering Procedures Motion [D.I. 513; filed June 15, 2018]
- viii. Notice of Hearing and Objection Deadlines for the (I) Proposed Disclosure Statement, (II) Solicitation Procedures Motion, (III) Scheduling Motion and (IV) Rights Offering Procedures Motion [D.I. 547; filed June 22, 2018]
- ix. Notice of Extension of Deadline for Objections to the (I) Proposed Disclosure Statement for the Amended Plan, (II) Solicitation Procedures Motion, (III) Scheduling Motion, and (IV) Rights Offering Procedures Motion [D.I. 583; filed July 6, 2018]
- x. First Amended Joint Chapter 11 Plan of Reorganization of Claire's Stores, Inc. and its Debtor Affiliates [D.I. 585; filed July 7, 2018]
- xi. Proposed Disclosure Statement for First Amended Joint Chapter 11 Plan of Reorganization of Claire's Stores, Inc. and its Debtor Affiliates [D.I. 586; filed July 8, 2018]
- xii. Notice of Filing of Blacklines of Amended Plan and Revised Disclosure Statement [D.I. 588; filed July 8, 2018]
- xiii. Statement of Apollo Management Holdings, L.P. in Support of the Debtors' Disclosure Statement Motion [D.I. 601; filed July 12, 2018]

- xiv. Objection of Oaktree Capital Management to Motion of Debtors for Entry of Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offerings in Connection with Debtors' Chapter 11 Plan of Reorganization, (III) Approving Form of Materials Necessary for Consummation of Rights Offerings, and (IV) Granting Related Relief [Docket No. 604; filed July 12, 2018] (*see agenda item 5.A*)
- xv. Debtors' Omnibus Reply to Objections to the Motion of Debtors for Entry of Order (I) Approving the Proposed Disclosure Statement and Form and Manner of Notice of Disclosure Statement Hearing, (II) Establishing Solicitation and Voting Procedures, (III) Scheduling Confirmation Hearing, (IV) Establishing Notice and Objection Procedures for Confirmation of the Proposed Plan, and (V) Granting Related Relief [D.I. 616; filed July 16, 2018]
- xvi. **Second Amended Joint Chapter 11 Plan of Reorganization of Claire's Stores, Inc. and its Debtor Affiliates [D.I. 622; filed July 16, 2018]**
- xvii. **Proposed Disclosure Statement for Second Amended Joint Chapter 11 Plan of Reorganization of Claire's Stores, Inc. and its Debtor Affiliates [D.I. 625; filed July 16, 2018]**

Status: The hearing on this matter has been adjourned to July 20, 2018 at 10:00 a.m. (ET).

- 4. Debtors' Motion for Entry of Order (I) Scheduling Certain Hearing Dates and Deadlines, (II) Establishing Certain Protocols in Connection with the Confirmation of the Debtors' Plan of Reorganization, and (III) Granting Related Relief [D.I. 452; filed June 1, 2018]

Response/Objection Deadline: July 10, 2018 at 4:00 p.m. (ET); extended to July 12, 2018 at 11:59 p.m. (ET) for Oaktree; extended to July 13, 2018 at 5:00 p.m. (ET) for the Committee and BOKF

Responses/Objections Received:

- A. Objection by Oaktree Capital Management, L.P. to Debtors' Motion for Entry of Order (I) Scheduling Certain Hearing Dates and Deadlines, (II) Establishing Certain Protocols in Connection with the Confirmation of the Debtors' Plan of Reorganization, and (III) Granting Related Relief [Docket No. 603; filed July 12, 2018]
- B. **Statement of the Ad Hoc First Lien Group in Support of Debtors' Motions Seeking Approval of (I) the Proposed Disclosure Statement,**

(II) the Rights Offering Procedures, and (III) the Confirmation Schedule [Docket No. 623; filed July 16, 2018] (see agenda item 3F)

Related Documents:

- i. Notice of Adjournment of Hearing and Objection Deadlines for the (I) Proposed Disclosure Statement, (II) Solicitation Procedures Motion, (III) Scheduling Motion and (IV) Rights Offering Procedures Motion [D.I. 513; filed June 15, 2018] (*see agenda item 3.viii*)
- ii. Notice of Hearing and Objection Deadlines for the (I) Proposed Disclosure Statement, (II) Solicitation Procedures Motion, (III) Scheduling Motion and (IV) Rights Offering Procedures Motion [D.I. 547; filed June 22, 2018] (*see agenda item 3.ix*)
- iii. Notice of Extension of Deadline for Objections to the (I) Proposed Disclosure Statement for the Amended Plan, (II) Solicitation Procedures Motion, (III) Scheduling Motion, and (IV) Rights Offering Procedures Motion [D.I. 583; filed July 6, 2018] (*see agenda item 3.x*)
- iv. Debtors' Reply to Objection by Oaktree Capital Management, L.P. to Debtors' Motion for Entry of Order (I) Scheduling Certain Hearing Dates and Deadlines, (II) Establishing Certain Protocols in Connection with the Confirmation of the Debtors' Plan of Reorganization, and (III) Granting Related Relief [D.I. 617; filed July 16, 2018]

Status: **The hearing on this matter has been adjourned to July 20, 2018 at 10:00 a.m. (ET).**

5. Motion of Debtors for Entry of Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offerings in Connection with Debtors' Chapter 11 Plan of Reorganization, (III) Approving Form of Materials Necessary for Consummation of Rights Offerings, and (IV) Granting Related Relief [D.I. 454; filed June 1, 2018]

Response/Objection Deadline: June 13, 2018 at 4:00 p.m. (ET); extended to July 6, 2018 at 4:00 p.m. (ET); extended to July 10, 2018 at 4:00 p.m. (ET); extended to July 12, 2018 at 11:59 p.m. (ET) for Oaktree; extended to July 13, 2018 at 5:00 p.m. (ET) for the Committee and BOKF

Responses/Objections Received:

- A. Objection of Oaktree Capital Management to Motion of Debtors for Entry of Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offerings in Connection with

Debtors' Chapter 11 Plan of Reorganization, (III) Approving Form of Materials Necessary for Consummation of Rights Offerings, and (IV) Granting Related Relief [Docket No. 604; filed July 12, 2018]

B. Statement of the Ad Hoc First Lien Group in Support of Debtors' Motions Seeking Approval of (I) the Proposed Disclosure Statement, (II) the Rights Offering Procedures, and (III) the Confirmation Schedule [Docket No. 623; filed July 16, 2018] (*see agenda item 3F*)

Related Documents:

- i. Notice of Adjournment of Hearing and Objection Deadlines for the (I) Proposed Disclosure Statement, (II) Solicitation Procedures Motion, (III) Scheduling Motion and (IV) Rights Offering Procedures Motion [D.I. 513; filed June 15, 2018] (*see agenda item 3.viii*)
- ii. Notice of Hearing and Objection Deadlines for the (I) Proposed Disclosure Statement, (II) Solicitation Procedures Motion, (III) Scheduling Motion and (IV) Rights Offering Procedures Motion [D.I. 547; filed June 22, 2018] (*see agenda item 3.ix*)
- iii. Notice of Extension of Deadline for Objections to the (I) Proposed Disclosure Statement for the Amended Plan, (II) Solicitation Procedures Motion, (III) Scheduling Motion, and (IV) Rights Offering Procedures Motion [D.I. 583; filed July 6, 2018] (*see agenda item 3.x*)
- iv. Notice of Filing of Amended Rights Offering Procedures [D.I. 587; filed July 8, 2018]
- v. Debtors' Reply to Objection of Oaktree Capital Management to Motion of Debtors for Entry of Order (I) Approving Rights Offering Procedures and Related Forms, (II) Authorizing Debtors to Conduct Rights Offerings in Connection With Debtors' Chapter 11 Plan of Reorganization, (III) Approving Form of Materials Necessary for Consummation of Rights Offerings, and (IV) Granting Related Relief [D.I. 618; filed July 16, 2018]

Status: **The hearing on this matter has been adjourned to July 20, 2018 at 10:00 a.m. (ET).**

Dated: July 16, 2018
Wilmington, Delaware

/s/ Brett M. Haywood

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