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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

	)	
In re:	)	Chapter 11
	)	
GYMBOREE GROUP, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-30258 (KLP)
	)	
Debtors.	)	(Joint Administration Requested)
	)	

**FIRST DAY HEARING AGENDA**

Time and Date of Hearing: **January 17, 2019 at 11:00 a.m.** (prevailing Eastern Time)

Location of Hearing: Courtroom of the Honorable Keith L. Phillips, United States Bankruptcy Court for the Eastern District of Virginia, 701 East Broad Street, Courtroom 5100 Richmond, Virginia 23219-1888.

Copies of Motions: A copy of each of the below-referenced filings may be viewed on the Court’s website at <https://ecf.vaeb.uscourts.gov/> or at the Debtors’ Information Website (without charge) at [www.GymboreeGroupRestructuring.com](http://www.GymboreeGroupRestructuring.com).

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Gymboree Group, Inc. (6587); Gymboree Intermediate Corporation (1473); Gymboree Holding Corporation (0315); Gymboree Wholesale, Inc. (6588); Gym-Mark, Inc. (6459); Gymboree Operations, Inc. (6463); Gymboree Distribution, Inc. (8669); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, LLC (6461); Gym-Card, LLC (5720); and Gymboree Island, LLC (1215). The Debtors’ service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

**I. Introduction**

1. *“Pro Hac Vice.” Motions of Certain Attorneys from Milbank, Tweed, Hadley & McCloy LLP Pursuant to Local Bankruptcy Rule 2090-1(E)(2) for Admission Pro Hac Vice* [Docket Nos. 14-19]
2. *“Motion to Expedite First Day Hearing.” Debtors’ Motion for an Expedited Hearing on First Day Motions* [Docket No. 28]
3. *“Joint Administration.” Debtors’ Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 3]

**II. Declarations in Support of First Day Relief**

4. *“First Day Declaration.” Declaration of Stephen Coulombe, Chief Restructuring Officer of Gymboree Group, Inc., in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 11]
5. *Declaration of James Doak in Support Of Debtors’ (I) Motion for Entry of Interim and Final Orders Authorizing Them to Obtain Postpetition Financing, and (II) Motion for Entry of Orders Approving Bidding Procedures* [Docket No. 27]
6. *[Reserved]*
7. *Declaration of Benjamin J. Steele in Support of Debtors’ Application for Appointment of Prime Clerk LLC as Claims and Noticing Agent* [Docket No. 20]

**III. First Day Motions Pertaining to Operations and Related Issues**

8. *“Bidding Procedures Motion.” Debtors’ Motion for Entry of Orders (I)(A) Approving Bidding Procedures, (B) Approving J&J Stalking Horse Purchase Agreement, (C) Scheduling an Auction and Approving Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures and (E) Scheduling the Sale Hearing; (II) Approving (A) the Sale(s), Free and Clear of Encumbrances and (B) Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief* [Docket No. 26]
9. *“Store Closing Motion.” Debtors’ Motion for Entry of An Order (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Authorizing and Approving Procedures for Store Closing Sales, and (III) Granting Certain Related Relief* [Docket No. [ ]]

**IV. First Day Motion Pertaining to Financing**

10. *“DIP & Cash Collateral Motion.” Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing Them to Obtain Postpetition Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Liens and Superpriority Administrative*

*Expense Claims, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 33]*

**V. Operational Motions**

11. *“Cash Management Motion.” 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 Bank Accounts, and (C) Perform Intercompany Transactions, (II) Granting a Waiver of (A) the Requirements of Section 345(B) of the Bankruptcy Code and (B) Certain of the U.S. Trustee’s Operating Guidelines, (III) Scheduling a Hearing to Consider Entry of a Final Order, and (IV) Granting Related Relief [Docket No. 10]*
12. *“Wages Motion.” 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 Benefits Programs, and (II) Granting Related Relief [Docket No. 22]*
13. *“Trading Motion.” Debtors’ Motion for Entry of Interim and Final Orders (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock, and (II) Granting Related Relief [Docket No. 21]*
14. *“Customer Programs Motion.” Debtors’ Motion for Entry of an Order (I) Authorizing the Debtors to Maintain and Administer Certain Customer Programs and to Honor Certain Prepetition Obligations Related Thereto and (II) Granting Related Relief [Docket No. 23]*
15. *“Taxes Motion.” Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief [Docket No. 8]*
16. *“Utilities Motion.” 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 Additional Assurance Requests, and (IV) Granting Related Relief [Docket No. 7]*
17. *“Lienholders Motion.” Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Prepetition Claims of Shippers, Warehousemen and Contractors and Import/Export Charges, and (II) Granting Certain Related Relief [Docket No. 13]*
18. *“Insurance Motion.” Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing Them to (A) Continue and Renew Their Insurance Policies and Honor Obligations Thereunder, (B) Continue and Renew Their Prepetition Insurance*

*Premium Financing Agreements, and (C) Continue Surety Bond Programs, and (II) Granting Related Relief [Docket No. 9]*

19. *“Critical Services Providers Motion.” Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Critical Services Providers and (II) Granting Related Relief [Docket No. 12]*

**VI. First Day Administrative and Procedural Motions**

20. *“Creditor Matrix, SOFAs, and Schedule Motion.” Debtors’ Motion for Entry of an Order (I) Extending Time to File Schedules and Statements, (II) Authorizing Them to File Consolidated Lists of (A) Creditors in Lieu of Submitting a Mailing Matrix for Each Debtor and (B) Fifty Largest Unsecured Creditors, and (III) Granting Related Relief [Docket No. 6]*
21. *“Claims and Noticing Agent Retention Application.” Debtors’ Application for Entry of an Order (I) Authorizing the Debtors to Employ and Retain Prime Clerk LLC as Claims and Noticing Agent, Effective Nunc Pro Tunc to the Petition Date and (II) Granting Related Relief [Docket No. 20]*
22. *“Case Management Procedures Motion.” Debtors’ Motion for Entry of an Order (I) Establishing Certain Notice, Case Management, and Administrative Procedures, and (II) Granting Related Relief [Docket No. 5]*
23. *“Notice of Commencement.” Debtors’ Motion for Entry of an Order Approving the Form and Manner of Notice of Commencement of the Chapter 11 Cases [Docket No. 4]*

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