

Dennis F. Dunne, Esq. (admitted *pro hac vice*)
Evan R. Fleck, Esq. (admitted *pro hac vice*)
Michael W. Price, Esq. (admitted *pro hac vice*)
MILBANK LLP
55 Hudson Yards
New York, New York 10001
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

Michael A. Condyles, Esq. (VA 27807)
Peter J. Barrett, Esq. (VA 46179)
Jeremy S. Williams, Esq. (VA 77469)
Brian H. Richardson, Esq. (VA 92477)
KUTAK ROCK LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192

Co-Counsel for Debtors in Possession

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

)	
In re:)	Chapter 11
)	
GEMSTONE SOLUTIONS GROUP, INC., <i>et al.</i> , ¹)	Case No. 19-30258 (KLP)
)	
Debtors.)	(Jointly Administered)
)	

**AMENDED AGENDA FOR MATTERS SCHEDULED
FOR AUGUST 12, 2019, AT 1:00 P.M. (PREVAILING EASTERN TIME)**

I. NEW MOTIONS

1. **“Fifth Motion to Authorize Contract Rejection.”** *Debtors’ Fifth Motion for Entry of an Order Authorizing Them to Reject Certain Executory Contracts* [Docket No. 917]

Responses Received: None

Related Documents:

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Gemstone Solutions Group, Inc. f/k/a Gymboree Group, Inc. (6587); Gemstone Solutions Intermediate Corporation f/k/a Gymboree Intermediate Corporation (1473); Gemstone Solutions Holding Corporation f/k/a Gymboree Holding Corporation (0315); Gemstone Solutions Wholesale, Inc. f/k/a Gymboree Wholesale, Inc. (6588); Gemstone Solutions Mark, Inc. f/k/a Gym-Mark, Inc. (6459); Gemstone Solutions Operations, Inc. f/k/a Gymboree Operations, Inc. (6463); Gemstone Solutions Distribution, Inc. f/k/a Gymboree Distribution, Inc. (8669); Gemstone Solutions Manufacturing, Inc. f/k/a Gymboree Manufacturing, Inc. (6464); Gemstone Solutions RS, LLC f/k/a Gymboree Retail Stores, LLC (6461); Gemstone Solutions Card, LLC f/k/a Gym-Card, LLC (5720); and Gemstone Solutions PR, LLC f/k/a Gymboree Island, LLC (1215). The Debtors’ service address is P.O. Box 192976, San Francisco, California 94119.

- A. *Notice of Motion and Notice of Hearing on Debtors Fifth Motion for Entry of an Order Authorizing Them to Reject Certain Executory Contracts* [Docket No. 918]

Status: This matter is going forward.

2. “**Headquarters Assumption and Assignment Motion.**” *Debtors' Motion for Entry of an Order Authorizing Them to Assume and Assign the Headquarters Lease* [Docket No. 919]

Responses Received:

- A. *Opposition to Debtors' Motion for Entry of an Order Authorizing Them to Assume and Assign the Headquarters Lease* [Docket No. 965]

Related Document:

- A. *Notice of Motion and Notice of Hearing* [Docket No. 920]
- B. *Notice of Filing of Exhibit B to Debtors' Motion for Entry of an Order Authorizing Them to Assume and Assign the Headquarters Lease* [Docket No. 925]
- C. *Notice of Filing of Revised Proposed Order Authorizing Debtors to Assume and Assign the Headquarters Lease* [Docket No. 970]

Status: This matter is going forward.

II. ADJOURNED MOTIONS

1. “**Third Motion to Authorize Contract Rejection.**” *Debtors' Motion for Entry of an Order Authorizing Them to Reject Certain Executory Contracts* [Docket No. 797]

Responses Received: None

Related Documents:

- A. *Notice of Motion and Notice of Hearing* [Docket No. 798]

Status: This matter has been adjourned until September 16, 2019.

III. ADVERSARY PROCEEDING

1. "Pocrass Adversary."

- a. *Hearing continued* [Docket No. 53, Adv. Case No. 19-03010]
- b. *Pre-Trial Conference continued* [Docket No. 52, Adv. Case No. 19-03010]

Responses Received: None

Related Documents:

- A. *Adversary Class Action Complaint* [Docket No. 1, Adv. Case No. 19-03010]
- B. *Debtors' Motion to Stay Adversary Proceeding* [Docket No. 6, Adv. Case No. 19-03010]
- C. *First Amended Adversary Class Action Complaint* [Docket No. 14, Adv. Case No. 19-03010]
- D. *Plaintiff's Response in Opposition to Debtor's Motion to Stay Adversary Proceeding* [Docket No. 18, Adv. Case No. 19-03010]
- E. *Order* [Docket No. 32, Adv. Case No. 19-03010]
- F. *Order Further Continuing Hearing on Debtors' Motion to Stay Adversary Proceeding and Pre-Trial Conference* [Docket No. 36, Adv. Case No. 19-03010]
- G. *Hearing continued by Agreement pending settlement negotiations* [Docket No. 38, Adv. Case No. 19-03010]
- H. *Pre-Trial Conference Continued by Agreement pending settlement negotiations* [Docket No. 39, Adv. Case No. 19-03010]
- I. *Pre-Trial Conference Continued* [Docket No. 42, Adv. Case No. 19-03010]
- J. *Hearing continued* [Docket No. 43, Case No. 19-03010]
- K. *Hearing continued* [Docket No. 46, Adv. Case No. 19-03010]
- L. *Pre-Trial Conference continued* [Docket No. 47, Adv. Case No. 19-03010]

M. *Pre-Trial Conference continued* [Docket No. 48, Adv. Case No. 19-03010]

N. *Hearing continued* [Docket No. 49, Adv. Case No. 19-03010]

Status: The Hearing and Pre-Trial Conference scheduled for August 12, 2019 have been continued by agreement to September 16, 2019 or such other date as may be agreed upon by the parties.

IV. SALE MATTERS

1. **“Cure Objections.”** *Notice of Adjournment of Unresolved Cure Objections to Thursday, August 12, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 892]

Responses Received: None

Related Documents:

- D. *Order (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. 76]
- E. *Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 144]
 - a. *Supplemental Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 460]
- F. *The Taubman Landlords’ Precautionary Objection to the Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and Cure Claim Objection* [Docket No. 202]
- G. *Limited Objection of Landlord, Palm Beach Mall Holdings LLC, to Debtors’ Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 210]
 - a. *Notice of Withdrawal of Limited Objection of Landlord, Palm Beach Mall Holdings LLC* [Docket No. 812]

- H. *Objection and Reservation of Rights of Flow Commerce Inc. to the Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 212]
- I. *Objection by Westfield, LLC and Affiliates to Proposed Sale, Assumption and Assignment of Unexpired Leases and Proposed Cure Amounts* [Docket No. 214]
- J. *Objection of Bellevue Square, LLC to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 222]
 - a. *Withdrawal of Objection of Bellevue Square, LLC to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 886]
- K. *CBL & Associates Management, Inc. Limited Objection to Debtor's Stated Cure Amounts* [Docket No. 223]
- L. *Objection of Federal Realty Investment Trust, PGIM Real Estate, Retail Properties of America, Inc., Starwood Retail Partners LLC, The Forbes Company, The Macerich Company, and TYBAB Partners LLC to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 230]
- M. *Limited Objection of BP Prucenter Acquisition LLC and OWRF Carmel LLC to Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 231]
- N. *Objection of salesforce.com, Inc. to Proposed Assumption and Assignment of Certain Executory Contracts and Notice of Cure Costs, and Reservation of Rights in Connection with the Pending Sale(s)* [Docket No. 233]
- O. *Objection of Brookfield Property REIT Inc., RREEF Management L.L.C., SITE Centers Corp., and Turnberry Associates to Proposed Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 235]

- P. *Objection and Reservation of Rights of Washington Prime Group Inc. to the Cure Amount Proposed in the Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 236]
- Q. *Objection and Reservation of Rights of Greater Lakeside LLC to the Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 237]
- R. *Oracles Limited Objection To And Reservation Of Rights Regarding (I) 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 ("Sale Motion"); and (2) Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale ("Assumption Notice")* [Docket No. 238]
- S. *Vestar Green Valley, LLC's Objection to Proposed Sale, Assumption and Assignment of Unexpired Leases and Proposed Cure Amounts* [Docket No. 239]
- T. *Objection of Teachers Insurance and Annuity Association of America to Cure Costs and Proposed Assumption of Unexpired Leases* [Docket No. 244]
- U. *Limited Objection and Reservation of Rights of Simon Property Group, L.P. to Debtors' Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 250]
- V. *Limited Objection of Landlord, Palm Beach Mall Holdings LLC, to Possible Assumption and Assignment of Lease* [Docket No. 312]
 - a. *Notice of Withdrawal of Limited Objection of Landlord, Palm Beach Mall Holdings LLC* [Docket No. 813]
- W. *Aerin LLC Limited Objection to and Reservation of Rights Regarding (1) 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 (“Sale Motion”); and (2) Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale (“Assumption Notice”) [Docket No. 335]

- X. *Objection of the Chubb Companies to 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. 341]
- Y. *Objection of Federal Realty Investment Trust, PGIM Real Estate, Retail Properties of America, Inc., Starwood Retail Partners LLC, The Forbes Company, The Macerich Company, and TYBAB Partners, LLC to 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. 346]
- Z. *Limited Objection of Landlord, GFM, LLC to Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 385]
- AA. *Notice of Auction (Setting the Time to 10:00 AM)* [Docket No. 387]
 - a. *Notice of Adjournment of Auction to Wednesday, February 27, 2019 at 10:00 A.M. (Prevailing Eastern Time)* [Docket No. 409]
 - b. *Notice of Adjournment of Auction to Thursday, February 28, 2019 at 10:00 A.M. (Prevailing Eastern Time)* [Docket No. 428]
 - c. *Amended Notice of Adjournment of Auction to Thursday, February 28, 2019 at 10:00 A.M. (Prevailing Eastern Time)* [Docket No. 429]

- d. *Notice of Adjournment of Auction to Friday, March 1, 2019 at 9:00 A.M. (Prevailing Eastern Time) and Extension of Adequate Assurance Objection Deadline to Monday March 4, 2019 at 11:00 A.M. (Prevailing Eastern Time)* [Docket No. 440]
- BB. *Objection of Brookfield Property REIT Inc., RREEF Management L.L.C., SITE Centers Corp. and Turnberry Associates to Proposed Assumption and Assignment of Leases* [Docket No. 434]
- CC. *Objection of Landlord, GFM, LLC and Caruso Management Co., Ltd., to Possible Assumption and Assignment of Lease and Reservation of Rights* [Docket No. 452]
- DD. *Notice of Successful Bidders, Sale Hearing, and Adjournment of the Adequate Assurance Objection Deadline* [Docket No. 455]
 - a. *Amended Notice of Successful Bidders, Sale Hearing, and Adjournment of the Adequate Assurance Objection Deadline* [Docket No. 457]
- EE. *Supplemental Declaration of James Doak in Support of Debtors' Motion for Approval of Bidding Procedures, Entry of One or More Sale Orders, and Related Relief* [Docket No. 463]
- FF. *Notice of Adjournment of Cure Objections to Thursday, April 11, 2019 at 10:00 A.M. (Prevailing Eastern Time)* [Docket No. 461]
- GG. *Notice of Filing of Proposed Sale Orders* [Docket No. 472]
- HH. *Order (I) Approving the Sale of Certain J&J Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (II) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection therewith; and (III) Granting Related Relief* [Docket No. 484]
- II. *Order (I) Approving the Sale of Certain Gymboree and Crazy 8 Assets Free and Clear of Liens, Claims, Interests and Encumbrances and (II) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection therewith; and (III) Granting Related Relief* [Docket No. 487]
- JJ. *Notice of Closing Date of J&J Sale* [Docket No. 494]
- KK. *The Taubman Landlords' Amended Precautionary Objection to the Notice of Possible Assumption and Assignment of Certain Executory*

Contracts and Unexpired Leases, and Cure Claim Objection
[Docket No. 524]

- LL. *Aerin LLC's Objection to Supplemental Notice of Possible Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with Sale* [Docket No. 531]
- MM. *Notice of Closing Date of Sale of Gymboree and Crazy 8 Assets to TCP Brands, LLC* [Docket No. 614]
- NN. *Notice of Adjournment of Unresolved Cure Objections to Wednesday, May 1, 2019 at 1:00 P.M. (Prevailing Eastern Time)* [Docket No. 631]
- OO. *Notice of Adjournment of Unresolved Cure Objections to Thursday, May 30, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 698]
- PP. *Notice of Adjournment of Unresolved Cure Objections to Thursday, May 30, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 698]
- QQ. *Notice of Adjournment of Unresolved Cure Objections to Thursday, June 20, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 771]
- RR. *Notice of Adjournment of Unresolved Cure Objections to Wednesday, July 24, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 817]
- SS. *Notice of Adjournment of Unresolved Cure Objections to Monday, September 16, 2019 at 1:00 P.M. (prevailing Eastern Time)* [Docket No. 971]

Status: The Debtors continue to work to reconcile cure amounts with counterparties to assumed contracts and leases. Any unresolved issues are adjourned to September 16, 2019.

V. NON-DEBTOR MOTIONS

1. **"Aerin Application for Administrative Expenses."** *Motion of Aerin LLC for Order (A) Directing Payment of Administrative Expense Claim and (B) Compelling Debtors to Assume or Reject License Agreement* [Docket No. 851]

Responses Received:

- A. *Debtors' Objection to Motion of Aerin LLC for Order (A) Directing Payment of Administrative Expense Claim and (B) Compelling Debtors to Assume or Reject License Agreement* [Docket No. 935]

Related Documents:

- A. *Notice of Hearing* [Docket No. 864]
B. *Amended Notice of Hearing* [Docket No. 869]

Status: The parties have agreed to adjourn this matter until the hearing on September 16, 2019.

2. **"SVS Application for Administrative Expenses."** *Application and Request for Payment of Administrative Expense Claim on Behalf of Stored Value Solutions, Inc.* [Docket No. 861]

Responses Received:

- A. *Debtors Objection to Application and Request for Payment of Administrative Expense Claim on Behalf of Stored Value Solutions, Inc.* [Docket No. 876]

Related Documents:

- A. *Notice of Application and Hearing* [Docket No. 862]
B. *Reply in Support of Application and Request for Payment of Administrative Expense Claim of Behalf of Stored Value Solutions, Inc.* [Docket No. 913]
C. *Notice of Filing of Proposed Stipulation and Consent Order Regarding Claim of Stored Value Solutions* [Docket No. 966]

Status: The parties have reached an agreement and filed an agreed upon consent order at Docket No. 966.

VI. INTERIM FEE APPLICATION

1. **"Pachulski Interim Fee Application."** *First Interim Application of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors for Allowance*

of an Administrative Expense Claim for Compensation and for Reimbursement of Expenses Incurred for the Period from January 25, 2019 through March 31, 2019 [Docket No. 882]

Responses Received: None

Related Documents:

A. *Notice of Fee Hearing* [Docket No. 883]

Status: This matter is going forward on an uncontested basis.

[Remainder of page intentionally left blank]

Dated: August 11, 2019
Richmond, Virginia

/s/ Brian H. Richardson
Michael A. Condyles, Esq. (VA 27807)
Peter J. Barrett, Esq. (VA 46179)
Jeremy S. Williams, Esq. (VA 77469)
Brian H. Richardson, Esq. (VA 92477)
KUTAK ROCK LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192
Email: Michael.Condyles@KutakRock.com
Peter.Barrett@KutakRock.com
Jeremy.Williams@KutakRock.com
Brian.Richardson@KutakRock.com

-and-

Dennis F. Dunne, Esq. (admitted *pro hac vice*)
Evan R. Fleck, Esq. (admitted *pro hac vice*)
Michael W. Price, Esq. (admitted *pro hac vice*)
MILBANK LLP
55 Hudson Yards
New York, New York 10001
Telephone: (212) 530-5000
Facsimile: (212) 530-5219
Email: ddunne@milbank.com
efleck@milbank.com
mprice@milbank.com

Co-Counsel for Debtors in Possession