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Proposed Co-Counsel to the Debtors and Debtors in Possession

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

))	
In re:))	Chapter 11
))	
THE GYMBOREE CORPORATION, <i>et al.</i> , ¹))	Case No. 17-32986 (KLP)
))	
Debtors.))	(Joint Administration Requested)

**FIRST DAY AGENDA FOR HEARING ON
JUNE 12, 2017, AT 10:00 A.M. (PREVAILING EASTERN TIME)**

I. INTRODUCTION:

1. “Motion to Expedite First Day Hearing” Debtors’ Motion for an Expedited Hearing on “First Day Motions” [Docket No. 27].
2. “Pro Hac Vice” Motions of Certain Attorneys from Kirkland & Ellis LLP Pursuant to Local Bankruptcy Rule 2090-1(E)(2) for Admission Pro Hac Vice [Docket Nos. 11-20].

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: The Gymboree Corporation (5258); Giraffe Intermediate B, Inc. (0659); Gym-Card, LLC (5720); Gym-Mark, Inc. (6459); Gymboree Manufacturing, Inc. (6464); Gymboree Retail Stores, Inc. (6461); Gymboree Operations, Inc. (6463); and S.C.C. Wholesale, Inc. (6588). The location of the Debtors’ service address is 71 Stevenson Street, Suite 2200, San Francisco, California 94105.

3. *“Joint Administration Motion” Debtors’ Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 3].
4. *“First Day Declaration” Declaration of James A. Mesterharm, Chief Restructuring Officer of The Gymboree Corporation, in Support of Chapter 11 Petitions and First Day Motions* [Docket No. 30].

II. FINANCING MOTION:

5. *“DIP & Cash Collateral Motion” Debtors’ Emergency Motion for 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 the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 31].
 - A *Declaration of David Kurtz in Support of the Debtors’ Motion for 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 the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 32].
 - B *Declaration of James A. Mesterharm in Support of the Debtors’ Motion for 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 the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 33].

III. OPERATIONAL MOTIONS:

6. *“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) Honor Certain Prepetition Obligations Related Thereto, (C) Maintain Existing Business Forms, and (D) Perform Intercompany Transactions, and (II) Granting Related Relief* [Docket No. 10].
7. *“Foreign Vendors Motion” Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition*

Claims of Foreign Vendors and (II) Granting Related Relief [Docket No. 28].

A *Declaration of James A. Mesterharm in Support of Debtors' Motions for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Foreign Vendors, (II) Authorizing the Debtors to Pay Certain Prepetition Claims of Critical Vendors, and (III) Granting Related Relief* [Docket No. 29].

8. "Critical Vendors Motion" *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Critical Vendors and (II) Granting Related Relief* [Docket No. 26].

A *Declaration of James A. Mesterharm in Support of Debtors' Motions for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Certain Prepetition Claims of Foreign Vendors, (II) Authorizing the Debtors to Pay Certain Prepetition Claims of Critical Vendors, and (III) Granting Related Relief* [Docket No. 29].

9. "Lienholders Motion" *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Pay Prepetition Claims of Lien Claimants, Import and Export Claimants, and 503(b)(9) Claimants, (II) Confirming Administrative Expense Priority of Outstanding Orders, and (III) Granting Related Relief* [Docket No. 24].

10. "Store Closing Motion" *Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief* [Docket No. 25].

A *Declaration of Scott K. Carpenter in Support of Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief.*

B *Declaration of James A. Mesterharm in Support of Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief.*

11. "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. 6].

12. "Customer Programs Motion" *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. 7].

13. *“Insurance Motion” Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue and Renew Their Liability, Property, Casualty, and Other Insurance Policies and Honor All Obligations in Respect Thereof, (B) Continue and Renew Their Prepetition Insurance Premium Financing Agreements, and (C) Continue the Surety Bond Programs, and (II) Granting Related Relief [Docket No. 21].*
14. *“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. 23].*
15. *“Taxes Motion” Debtors’ Motion for Entry of Interim and Final Orders (I) Authorizing the Payment Certain Prepetition and Postpetition Taxes and Fees and (II) Granting Related Relief [Docket No. 22].*

IV. ADMINISTRATIVE MOTIONS:

16. *“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. 8].*
17. *“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].*
18. *“Creditor Matrix, SOFAs, and Schedules Motion” Debtors’ Motion for Entry of an Order (I) Extending Time to File Schedules and Statements of Financial Affairs, (II) Authorizing the Debtors to File a Consolidated List of Creditors in Lieu of Submitting a Mailing Matrix for Each Debtor, (III) Authorizing the Debtors to File a Consolidated List of the Debtors’ 50 Largest Unsecured Creditors, and (IV) Granting Related Relief [Docket No. 5].*

V. RETENTION APPLICATION:

19. *“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. 9].*

Richmond, Virginia
Dated: June 12, 2017

/s/ Peter J. Barrett

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