

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

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

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**NOTICE OF HEARING TO CONSIDER  
CONFIRMATION OF THE CHAPTER 11 PLAN FILED BY THE  
DEBTORS AND RELATED VOTING AND OBJECTION DEADLINES**

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**PLEASE TAKE NOTICE THAT** on July 24, 2017, the United States Bankruptcy Court for the Eastern District of Virginia (the “Court”) entered an order [Docket No. 458] (the “Disclosure Statement Order”): (a) authorizing The Gymboree Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), to solicit acceptances for the *First Amended Joint Chapter 11 Plan of Reorganization of The Gymboree Corporation and its Debtor Affiliates* (as modified, amended, or supplemented from time to time, the “Plan”);<sup>2</sup> (b) approving the *Disclosure Statement for the First Amended Joint Chapter 11 Plan of Reorganization of The Gymboree Corporation and its Debtor Affiliates* (the “Disclosure Statement”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “Solicitation Packages”); (d) approving procedures for soliciting, receiving, and tabulating votes on the Plan and for filing objections to the Plan; (e) approving the Rights Offerings Procedures.

**PLEASE TAKE FURTHER NOTICE THAT** the hearing at which the Court will consider Confirmation of the Plan (the “Confirmation Hearing”) will commence on **September 7, 2017, at 11:00 a.m.** prevailing Eastern Time, before the Honorable Keith L. Phillips, in the United States Bankruptcy Court for the Eastern District of Virginia, located at 701 East Broad Street, Courtroom 5100, Richmond, VA 23219-1888.

**PLEASE TAKE FURTHER NOTICE THAT** any objection by a counterparty to an Executory Contract or Unexpired Lease to the proposed assumption, assumption and assignment,

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<sup>1</sup> 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.

<sup>2</sup> Capitalized terms not otherwise defined herein have the same meanings as set forth in the Plan.

or related cure amount must be filed by the date that is 14 days after filing of the Schedule of Assumed Executory Contracts and Unexpired Leases with the Plan Supplement and service of the Cure Notice; *provided*, that if any Executory Contract or Unexpired Lease is added to the Schedule of Assumed Executory Contracts and Unexpired Leases after the filing of the initial Schedule of Assumed Executory Contracts and Unexpired Leases, or any Executory Contract or Unexpired Lease that is proposed to be assigned to a third party after the filing of the initial Schedule of Assumed Executory Contracts and Unexpired Leases, objections must be **actually received** by the Notice and Claims Agent by the earlier of (a) 14 days after service of the amended Schedule of Assumed Executory Contracts and Unexpired Leases with such addition and (b) the date of the Confirmation Hearing (the “Cure/Assumption Objection Deadline”).

**PLEASE BE ADVISED:** THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS **WITHOUT FURTHER NOTICE** OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

**CRITICAL INFORMATION REGARDING VOTING ON THE PLAN**

Event	Date
Disclosure Statement Objection Deadline	July 17, 2017, at 5:00 p.m., prevailing Eastern Time
Disclosure Statement Hearing Date	July 24, 2017
Voting Record Date	July 24, 2017
Deadline for Lender Agent to Provide schedule of Lenders and Voting Amounts	July 25, 2017
Solicitation Deadline	The date that is four (4) business days after entry of this Order (expected to be July 28, 2017)
Publication Deadline	July 28, 2017
Deadline to file initial Schedule of Assumed Executory Contracts and Unexpired Leases and Schedule of Rejected Executory Contracts and Unexpired Leases	August 17, 2017
Plan Objection Deadline	August 25, 2017, at 5:00 p.m., prevailing Eastern Time
Voting Deadline	August 25, 2017, at 5:00 p.m., prevailing Eastern Time

Event	Date
Cure/Assumption Objection Deadline	The latter of (i) August 31, 2017, at 5:00 p.m., prevailing Eastern Time and (ii) with respect to any Executory Contract or Unexpired Lease added to the Schedule of Assumed Executory Contracts and Unexpired Leases after the filing of the initial Schedule of Assumed Executory Contracts and Unexpired Leases, or any Executory Contract or Unexpired Lease that is proposed to be assigned to a third party after the filing of the initial Schedule of Assumed Executory Contracts and Unexpired Leases, the earlier of (a) 14 days after service of the amended Schedule of Assumed Executory Contracts and Unexpired Leases with such addition and (b) the date of the Confirmation Hearing.
Deadline to File Confirmation Brief	September 1, 2017, at 12:00 p.m., prevailing Eastern Time
Plan Objection Response Deadline (except with respect to Cure/Assumption Objections)	September 1, 2017, at 12:00 p.m., prevailing Eastern Time (exclusive of responses to objections to proposed cure amounts, assumptions, or assignments, which shall be due by the Confirmation Hearing)
Deadline to File Voting Report	September 1, 2017, at 12:00 p.m., prevailing Eastern Time
Confirmation Hearing Date	September 7, 2017, at 11:00 a.m., prevailing Eastern Time

**Voting Record Date.** The voting record date is **July 24, 2017**, which is the date for determining which Holders of Claims in Class 3 is entitled to vote on the Plan.

**Voting Deadline.** The deadline for voting on the Plan is on **August 25, 2017, at 5:00 p.m.** prevailing Eastern Time (the “Voting Deadline”). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you *must*: (a) follow the instructions carefully; (b) complete *all* of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is *actually received* by the Debtors’ notice and claims agent, Prime Clerk LLC (the “Notice and Claims Agent”) on or before the Voting Deadline. *A failure to follow such instructions may disqualify your vote.*

**CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN**

**ARTICLE VIII** OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND **ARTICLE VIII.F. CONTAINS A THIRD-PARTY RELEASE**. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

**Plan Objection Deadline.** The deadline for filing objections to the Plan is **August 25, 2017, at 5:00 p.m.**, prevailing Eastern Time (the “Plan Objection Deadline”). All objections to the relief sought at the Confirmation Hearing *must*: (a) be in writing; (b) conform to the Bankruptcy Rules, the Bankruptcy Local Rules, and any orders of the Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; *and* (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be *actually received* on or before the Plan Objection Deadline:

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***Proposed Counsel to the Official Committee of Unsecured Creditors Appointed in These Chapter 11 Cases***

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Tavener & Beran, PLC  
20 North Eight Street, Second Floor, Richmond, VA 23219  
Attn.: Lynn L. Tavener and Paula S. Beran

## ADDITIONAL INFORMATION

**Obtaining Solicitation Materials.** The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received a CD-ROM or flash drive), please feel free to contact the Debtors' Notice and Claims Agent, by: (a) calling the Debtors' restructuring hotline at (844)-822-9233 (TOLL FREE); (b) visiting the Debtors' restructuring website at: <https://cases.primeclerk.com/gymboree>; (c) writing to Notice and Claims Agent, Attn: Gymboree Ballot Processing, c/o Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, NY 10022; and/or (d) emailing [gymboreeballots@primeclerk.com](mailto:gymboreeballots@primeclerk.com). You may also obtain copies of any pleadings filed in the Chapter 11 Cases for a fee via PACER at: <http://www.vaeb.uscourts.gov>. Please be advised that the Notice and Claims Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may *not* advise you as to whether you should vote to accept or reject the Plan.

**The Plan Supplement.** The Debtors will file the Plan Supplement (as defined in the Plan) on or before **August 17, 2017, at 5:00 p.m.**, prevailing Eastern Time, and will serve notice on all Holders of Claims entitled to vote on the Plan, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

### BINDING NATURE OF THE PLAN:

**IF CONFIRMED, THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE CHAPTER 11 CASES, OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.**

Richmond, Virginia  
Dated: July 24, 2017

*/s/ Jeremy S. Williams*

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Michael A. Condyles (VA 27807)

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