

Hearing Date and Time: April 16, 2014 at 9:45 a.m. (Eastern Time)
Objection Deadline: April 11, 2014 at 4:00 p.m. (Eastern Time)

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
LEGEND PARENT, INC., <i>et al.</i> ,	:	Case No. 14-10701 (REG)
	:	
Debtors.	:	Jointly Administered
	:	
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**NOTICE OF HEARING TO CONSIDER ENTRY OF (I) FINAL CASH
COLLATERAL ORDER AND (II) FINAL ORDERS ON “FIRST DAY” MOTIONS**

PLEASE TAKE NOTICE that on March 20, 2014 (the “**Petition Date**”), the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Court**”).

PLEASE TAKE FURTHER NOTICE that on the Petition Date the Debtors filed the following motions (the “**First Day Motions**”):

- Debtors’ Motion for Entry of Interim and Final Orders Authorizing the Payment of Certain Prepetition Taxes [Docket No. 8]

- Debtors' Motion for Interim and Final Orders (I) Authorizing Debtors to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362, and 363, and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rule 4001(b) [Docket No. 9] (the "**Cash Collateral Motion**")
- Debtors' Motion for Entry of Interim and Final Orders Approving (I) the Debtors' Continued Use of Their Cash Management System, (II) the Continuation of the Intercompany Transactions, (III) Administrative Expense Status for Postpetition Intercompany Claims, and (IV) the Debtors' Continued Use of Existing Bank Accounts, Checks, and Business Forms [Docket No. 10]
- Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to Perform and to Honor Certain Prepetition Customer Programs in the Ordinary Course of Business [Docket No. 11]
- Debtors' Motion for Interim and Final Orders Authorizing (I) the Payment Of Prepetition Wages and Salaries, (II) the Payment and Honoring of Prepetition Employee Policies and Benefits, and (III) the Continuation of Workers' Compensation Insurance Programs [Docket No. 12]
- Debtors' Motion for Interim and Final Orders Authorizing the Debtors to (I) Maintain, Continue, and Renew Their Property, Casualty, Liability and Other Insurance Policies And Agreements, and (II) Honor All Obligations in Respect Thereof [Docket No. 13]

PLEASE TAKE FURTHER NOTICE that on the Petition Date the Court held a hearing on the First Day Motions and other forms of "first day" relief requested by the Debtors and entered the following interim orders with respect to the First Day Motions (the "**Interim First Day Orders**"):

- Interim Order (I) Authorizing Debtors to Utilize Cash Collateral Pursuant to 11 U.S.C. § 363, (II) Granting Adequate Protection to Prepetition Secured Parties Pursuant to 11 U.S.C. §§ 361, 362 and 363, and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rules 4001(b) and (c) [Docket No. 28] (the "**Interim Cash Collateral Order**")
- Interim Order Authorizing the Debtors to (I) Maintain, Continue and Renew Their Property, Casualty, Liability and Other Insurance Policies and Agreements, and (II) Honor All Obligations in Respect Thereof [Docket No. 37]
- Interim Order Authorizing the Debtors to Perform and Honor Certain Prepetition Customer Programs In the Ordinary Course of Business [Docket No. 38]

- Interim Order Authorizing the Payment of Certain Prepetition Taxes [Docket No. 39]
- Interim Order Authorizing (I) The Payment of Prepetition Wages and Salaries, (II) The Payment and Honoring of Prepetition Employee Policies and Benefits, and (III) The Continuation of Workers' Compensation Insurance Programs [Docket No. 40]
- Interim Order Approving (I) The Debtors' Continued Use of Their Cash Management System, (II) The Continuation of the Intercompany Transactions, (III) Administrative Expense Status for Postpetition Intercompany Claims, and (IV) The Debtors' Continued Use of Existing Bank Accounts, Checks, and Business Forms [Docket No. 41]

PLEASE TAKE FURTHER NOTICE that a hearing (the "**Hearing**") to consider entry of (i) an order granting the relief requested in the Cash Collateral Motion on a final basis (the "**Final Cash Collateral Order**") and (ii) orders granting the relief requested in the First Day Motions on a final basis (such orders, the "**Final First Day Orders**") has been scheduled for **April 16, 2014 at 9:45 a.m. (prevailing Eastern Time)** before the Honorable Robert E. Gerber, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York (the "**Court**"), One Bowling Green, Courtroom No. 523, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to entry of the Final Cash Collateral Order or the Final First Day Orders shall conform to the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"), all General Orders and Local Bankruptcy Rules of the Court, and the *Case Management Order* [Docket No. 26] issued by the Court; shall be set forth in writing describing the basis therefore; shall be filed electronically with the Court on the docket of *In re Legend Parent, Inc.*, Case No. 14-10701 (REG), pursuant to the Court's General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Court's case filing system and by all parties in interest on a 3.5 inch disk or flash drive, preferably in portable document format ("**PDF**"), Microsoft Word, or any other Windows-based

word processing format (with a hard copy delivered directly to Chambers) and served in accordance with General Order M-399 or otherwise so as to be actually received no later than **4:00 p.m. (prevailing Eastern Time) on April 11, 2014** by (i) the Chambers of the Honorable Robert E. Gerber, One Bowling Green, New York, New York, 10004; (ii) Dechert LLP, Proposed Attorneys for the Debtors, 1095 Avenue of the Americas, New York, New York, Attn: Allan S. Brilliant, Shmuel Vasser and Jeffrey T. Mispagel; (iii) William K. Harrington, United States Trustee, U.S. Department of Justice, Office of the U.S. Trustee, U.S. Federal Office Building, 201 Varick Street, Rm 1006, New York, NY 10014, Attn: Andrea Schwartz and Richard Morrissey; (iv) counsel to any official committee appointed in these chapter 11 cases; (v) Latham & Watkins LLP, counsel to the Administrative Agent under the Credit Facility, 233 South Wacker Drive, Suite 5800, Chicago, IL 60606, Attn: Richard A. Levy; and (vi) all other parties who have filed a notice of appearance and request for service of documents (the foregoing parties, collectively, the “**Notice Parties**”).

PLEASE TAKE FURTHER NOTICE that in the absence of any objection(s) to the Final Cash Collateral Order or the Final First Day Orders, the Debtors shall submit to the Court a proposed Final Cash Collateral Order and proposed Final First Day Orders, which may be granted without further notice or hearing.

PLEASE TAKE FURTHER NOTICE that any objecting party filing an objection to the Final Cash Collateral Order is required to file and serve upon the Notice Parties, by the aforementioned objection deadline, (i) declarations containing the direct testimony proposed to be offered at the Hearing, and (ii) any documentary or other evidence such objecting party intends to use or move for admission at the Hearing, marked for introduction using letters.

PLEASE TAKE FURTHER NOTICE that all documents filed with the Court in these cases are or will be available for inspection at the Office of the Clerk of the Bankruptcy

Court, One Bowling Green, New York, New York, 10004. In addition, such documents may be available at <https://ecf.nysb.uscourts.gov>. A PACER password is needed to access the documents online and can be obtained by visiting PACER's website at www.pacer.gov.

Documents may also be available free of charge by accessing the website of the Debtors' claims and noticing agent, Prime Clerk LLC, at <http://cases.primeclerk.com/mmodal>.

Dated: New York, New York
March 21, 2014

DECHERT LLP

/s/ Shmuel Vasser

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