

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

)	
In re:)	Chapter 11
)	
J & M SALES INC., et al.,)	Case No. 18-11801 (LSS)
)	
Debtors.¹)	Jointly Administered
)	

**AMENDED² NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON SEPTEMBER 20, 2018 AT 9:30 A.M. (EASTERN TIME)**

The hearing will be held at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801.

Any party participating telephonically should make arrangements through CourtCall by telephone (866-582-6878) or facsimile (866-533-2946), no later than 12:00 p.m., one (1) business day before the hearing.

RESOLVED MATTER

1. **Imperial Retention Application** – Debtors’ Application for Entry of an Order Authorizing Retention of Imperial Capital, LLC as Investment Banker *Nunc Pro Tunc* to the Petition Date and Modifying Timekeeping Requirements of Local Rule 2016-2 [Filed: 8/23/18] (Docket No. 228).

Response Deadline: September 6, 2018 at 4:00 p.m. Eastern Time.

Responses Received: Informal comments from the United States Trustee.

Related Documents:

- a) Certification of Counsel Regarding Revised Proposed Order Authorizing the Debtors to Retain Imperial Capital, LLC as Investment Banker *Nunc Pro Tunc* to the Petition Date and Modifying Timekeeping Requirements of Local Rule 2016-2 [Filed: 9/7/18] (Docket No. 352).

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: J & M Sales Inc. (4697); National Stores, Inc. (4874); J&M Sales of Texas, LLC (5979); FP Stores, Inc. (6795); Southern Island Stores, LLC (8099); Southern Island Retail Stores LLC (4237); Caribbean Island Stores, LLC (9301); Pazzo FNB Corp. (9870); Fallas Stores Holdings, Inc. (6052); and Pazzo Management LLC (1924). Debtors’ mailing address is 15001 South Figueroa Street, Gardena, CA 90248.

² **Amended items appear in bold.**

- b) [Signed] Order Authorizing the Debtors to Retain Imperial Capital, LLC as Investment Banker *Nunc Pro Tunc* to the Petition Date and Modifying Timekeeping Requirements of Local Rule 2016-2 [Filed: 9/17/18] (Docket No. 410).

Status: The order has been entered. No hearing is necessary.

MATTERS GOING FORWARD

- 2. **Critical Vendors Motion** – Motion of Debtors for Entry of Interim and Final Orders (A) Authorizing the Debtors to Obtain Postpetition Credit from Critical Vendors; (B) Approving Critical Vendor Program and Granting of Junior Liens to Critical Vendors; (C) Authorizing Banks to Honor and Process Related Checks and Electronic Transfers; (D) Scheduling Final Hearing; and (E) Granting Related Relief [Filed: 8/6/18] (Docket No. 9).

Response Deadline: August 22, 2018 at 4:00 p.m. Eastern Time. Extended to August 31, 2018 for the Official Committee of Unsecured Creditors.

Responses Received: None as of the date hereof.

Related Documents:

- a) Declaration of Marc Bilbao in Support of Debtors' Motions with Respect to DIP Financing, Critical Vendors and Store Closings [Filed: 8/6/18] (Docket No. 18).
- b) [Signed] Interim Order (A) Authorizing the Debtors to Obtain Postpetition Credit from Critical Vendors; (B) Approving Critical Vendor Program and Granting of Junior and Subordinated Liens to Critical Vendors; (C) Authorizing Banks to Honor and Process Related Checks and Electronic Transfers; (D) Scheduling Final Hearing; and (E) Granting Related Relief [Filed: 8/7/18] (Docket No. 83).
- c) Notice of Entry of Interim Order and Final Hearing Regarding Motion of Debtors for Entry of Interim and Final Orders (A) Authorizing the Debtors to Obtain Postpetition Credit from Critical Vendors; (B) Approving Critical Vendor Program and Granting of Junior Liens to Critical Vendors; (C) Authorizing Banks to Honor and Process Related Checks and Electronic Transfers; (D) Scheduling Final Hearing; and (E) Granting Related Relief [Filed: 8/8/18] (Docket No. 107).

Status: This matter will go forward with respect to a final order.

3. **Utility Motion** – Motion of Debtors for Interim and Final Orders (I) Approving Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service Pursuant to Sections 105(a) and 366 of the Bankruptcy Code [Filed: 8/6/18] (Docket No. 14).

Response Deadline: August 22, 2018 at 4:00 p.m. Eastern Time.

Responses Received:

- a) Objection of Certain Utility Companies to the Motion of Debtors for Interim and Final Orders (I) Approving Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service Pursuant to Sections 105(a) and 366 of the Bankruptcy Code [Filed: 8/15/18] (Docket No. 162).
- b) Joinder of Additional Utility Companies to the Objection of Certain Utility Companies to the Motion of Debtors for Interim and Final Orders (I) Approving Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service Pursuant to Sections 105(a) and 366 of the Bankruptcy Code [Filed: 8/17/18] (Docket No. 173).
- c) Joinder of Florida Power & Light Company, NSTAR Electric Company d/b/a Eversource and NSTAR Gas Company to the Motion of Debtors for Interim and Final Orders (I) Approving Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service Pursuant to Sections 105(a) and 366 of the Bankruptcy Code [Filed: 8/22/18] (Docket No. 208).
- d) Objection of Duke Energy and Piedmont Natural Gas, Inc. to the Motion of Debtors for Interim and Final Orders (I) Approving Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service Pursuant to Sections 105(a) and 366 of the Bankruptcy Code [Filed: 8/22/18] (Docket No. 210).
- e) Joinder of Commonwealth Edison Company to the Objection of Certain Utility Companies to the Motion of Debtors for Interim and Final Orders (I) Approving Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service

Pursuant to Sections 105(a) and 366 of the Bankruptcy Code [Filed: 8/29/18] (Docket No. 304).

- f) Letter from Modesto Irrigation District [Filed: 9/5/18] (Docket No. 339).

Replies Filed:

- a) Debtors' Reply in Support of Motion of Debtors for Interim and Final Orders (I) Approving Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service Pursuant to Sections 105(a) and 366 of the Bankruptcy Code [Filed: 9/17/18] (Docket No. 411).

Related Documents:

- a) [Signed] Interim Order (I) Approving Debtors' Proposed Form of Adequate Assurance Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service Pursuant to Sections 105(a) and 366 of the Bankruptcy Code [Filed: 8/7/18] (Docket No. 86).
- b) Notice of Entry of Interim Order and Final Hearing Regarding Motion of Debtors for Interim and Final Orders (I) Approving Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service Pursuant to Sections 105(a) and 366 of the Bankruptcy Code [Filed: 8/8/18] (Docket No. 114).
- c) **Certification of Counsel Regarding Final Order (I) Approving Debtors' Proposed Form of Adequate Assurance Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service Pursuant to Sections 105(a) and 366 of the Bankruptcy Code [Filed: 9/19/18] (Docket No. 444).**

Status: A revised proposed final order has been filed under certification of counsel. The Debtors request entry of the final order attached to the certification of counsel. A determination hearing for the objecting utilities will be held on September 27, 2018 at 3:00 p.m. Eastern Time.

4. **GOB Motion** – Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to Be Free and Clear of All Liens, Claims, and Encumbrances, and (III) Granting Related Relief [Filed: 8/6/18] (Docket No. 16).

Response Deadline: August 22, 2018 at 4:00 p.m. Eastern Time. Extended to August 24, 2018 at 4:00 p.m. Eastern Time for The TJX Companies, Inc. Extended to August 31, 2018 for the Official Committee of Unsecured Creditors.

Responses Received:

- a) Objection of Maricopa County Treasurer to Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to Be Free and Clear of All Liens, Claims, and Encumbrances, and (III) Granting Related Relief [Filed: 8/13/18] (Docket No. 150).
- b) Limited Objection of the United States Trustee to the Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to Be Free and Clear of All Liens, Claims, and Encumbrances, and (III) and Granting Related Relief [Filed: 8/22/18] (Docket No. 218).
- c) Limited Objection of DLC Management Corp., Madison Avenue Realities, LLC, and Regency Centers, L.P. to Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to Be Free and Clear of All Liens, Claims, and Encumbrances, and (III) Granting Related Relief [Filed: 8/22/18] (Docket No. 219).

Related Documents:

- a) Declaration of Marc Bilbao in Support of Debtors' Motions with Respect to DIP Financing, Critical Vendors and Store Closings [Filed: 8/6/18] (Docket No. 18).
- b) Notice of Filing of Exhibits A and B to Letter Agreement Governing Inventory Disposition in Connection with Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to Be Free and Clear of All Liens, Claims, and Encumbrances, and (III) Granting Related Relief [Filed: 8/6/18] (Docket No. 21).
- c) [Signed] Interim Order (I) Authorizing the Debtors to Perform in Accordance with the Consulting Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to Be Free and Clear of All Liens, Claims, and Encumbrances, and (III) Granting Related Relief [Filed: 8/8/18] (Docket No. 89).
- d) Notice of Entry of Interim Order and Final Hearing Regarding Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to Be Free and Clear of All Liens, Claims, and

Encumbrances, and (III) Granting Related Relief [Filed: 8/8/18] (Docket No. 111).

- e) Brief of Hilco Merchant Resources, LLC in Support of the Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Authorizing and Approving the Conduct of the Store Closing Sales, with Such Sale to Be Free and Clear of All Liens, Claims and Encumbrances, and (III) Granting Related Relief [Filed: 9/6/18] (Docket No. 345).
- f) Declaration of Ian Fredericks in Support of the Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Perform in Accordance with the Consulting Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sale to Be Free and Clear of All Liens, Claims and Encumbrances, and (III) Granting Related Relief [Filed: 9/6/18] (Docket No. 346).
- g) Debtors' Joinder to Brief of Hilco Merchant Resources, LLC in Support of the Debtors' Motion for Interim and Final Orders Authorizing the Debtors to Assume the Consulting Agreement [Filed: 9/7/18] (Docket No. 355).
- h) **Notice of Filing of Amendment to Letter Agreement Governing Inventory Disposition in Connection with Debtors' Motion for Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Authorizing and Approving the Conduct of Store Closing Sales, with Such Sales to Be Free and Clear of All Liens, Claims, and Encumbrances, and (III) Granting Related Relief [Filed: 9/19/18] (Docket No. 451).**

Status: This matter will go forward with respect to a final order.

- 5. **DIP Motion** – Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Post-Petition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 8/6/18] (Docket No. 17).

Response Deadline: August 22, 2018 at 4:00 p.m. Eastern Time. Extended to August 30, 2018 at 4:00 p.m. Eastern Time for Oakwood Plaza Limited Partnership, The Price Reit, Inc., Plaza Del Sol 557, LLC, Milam Real Estate Capital, LLC, and Remo Tartaglia Associates. Extended to August 30, 2018 at 4:00 p.m. Eastern Time for various Texas Taxing Authorities. Extended to September 7, 2018 at 4:00 p.m. Eastern Time for Priority Payment Systems LLC. Extended to September 6, 2018 at 4:00 p.m. Eastern Time for the Official Committee of Unsecured Creditors.

Responses Received:

- a) Limited Objection of Brixmor Property Group, Inc., Federal Realty Investment Trust, PGIM Real Estate, Watt Companies, and Weitzman to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Superpriority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 8/22/18] (Docket No. 211).
- b) Limited Objection of DDR Corp., DLC Management Corp., Jones Lang LaSalle Americas, Inc., National Retail Properties, Inc., Philips International Holding Corp., and Regency Centers, L.P. to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Post-Petition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 8/22/18] (Docket No. 216).
- c) Limited Objection of 3900 Indian Avenue, LLC and Landlords Affiliated with Weingarten Realty Investors to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 8/22/18] (Docket No. 217).
- d) Limited Objection of SFI Ford City – Chicago, LLC to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Post-Petition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 8/22/18] (Docket No. 220).
- e) Joinder by Wasa Properties Southlake Pavilion LLC to Objections [Filed: 8/22/18] (Docket No. 222).
- f) Limited Objection of Amherst Station II LLC, Buckingham Station LLC, Edgewood Station LLC, Heritage Oaks Station L.P., Sunrise Marketplace Station LLC and Towne Crossing Station LLC to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in

Possession to Obtain Post-Petition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 8/22/18] (Docket No. 223).

- g) Limited Objection of Albany Road-Springfield Plaza, LLC to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Post-Petition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 8/22/18] (Docket No. 224).
- h) Joinder of Valley Plaza to Limited Objection of Brixmor Property Group, Inc., Federal Realty Investment Trust, PGIM Real Estate, Watt Companies, and Weitzman to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Superpriority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 8/29/18] (Docket No. 301).
- i) Limited Objection of Longs Drug Stores California, LLC to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Superpriority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 8/29/18] (Docket No. 302).
- j) Limited Objection of Oakwood Plaza Limited Partnership, The Price Reit, Inc., Plaza Del Sol 557, LLC, Milam Real Estate Capital, LLC, and Remo Tartaglia Associates to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Superpriority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 8/30/18] (Docket No. 308).
- k) Limited Objection and Joinder of Randolph Plaza II, LLC to Docket # 211 Being Limited Objection of Brixmor Property Group, Inc., Federal Realty Investment Trust, PGIM Real Estate, Watt Companies, and Weitzman to Debtors' Motion for

Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Superpriority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 8/31/18] (Docket No. 324).

- l) Limited Objection and Joinder of Bethany 43, LLC to Docket # 211 Being Limited Objection of Brixmor Property Group, Inc., Federal Realty Investment Trust, PGIM Real Estate, Watt Companies, and Weitzman to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Superpriority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 8/31/18] (Docket No. 325).
- m) Joinder of Western & Venice SC, LLC to Limited Objection of Brixmor Property Group, Inc., Federal Realty Investment Trust, PGIM Real Estate, Watt Companies, and Weitzman to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Superpriority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 9/4/18] (Docket No. 327).
- n) Limited Objection of Kram Construction Co., a California Corporation and Kormag Construction Co., a California Corporation, to Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Superpriority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 9/4/18] (Docket No. 334).
- o) Joinder of Mission Lodge Masonic Hall Association in Limited Objection of DDR Corp., *et al.* to Debtors' Motion for Interim and Final Orders Authorizing Post-Petition Financing and Granting Related Relief [Filed: 9/5/18] (Docket No. 338).
- p) Limited Objection and Joinder of 2619 Realty Holding LLC Regarding Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I)

Authorizing Debtors and Debtors in Possession to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Superpriority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 9/6/18] (Docket No. 343).

- q) Joinder of SKBB Investments, L.P. in Limited Objections to Debtors' Motion for Interim and Final Orders Authorizing Post-Petition Financing and Granting Related Relief [Filed: 9/7/18] (Docket No. 348).
- r) Joinder of WHLR-JANAF, LLC to the Limited Objection of 3900 Indian Avenue, LLC, *et al.*, to Debtors' Motion for Interim and Final Orders Authorizing Post-Petition Financing and Granting Related Relief [Filed: 9/10/18] (Docket No. 358).
- s) Limited Objection and Joinder of KRS Partnership, Ltd. and Sheritru Partners Ltd. Regarding Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Superpriority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 9/13/18] (Docket No. 389).
- t) **Joinder of Jefan LLC and Mascot LLC to Certain Landlords' Objections to the Debtors' Motion for Interim and Final Orders Authorizing Post-Petition Financing and Granting Related Relief [Filed: 9/19/18] (Docket No. 443).**

Related Documents:

- a) Declaration of Marc Bilbao in Support of Debtors' Motions with Respect to DIP Financing, Critical Vendors and Store Closings [Filed: 8/6/18] (Docket No. 18).
- b) [Signed] Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 (I) Granting Expedited Relief, (II) Approving Postpetition Financing, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Authorizing Use of Cash Collateral, (V) Granting Adequate Protection, (VI) Modifying Automatic Stay, and (VII) Granting Related Relief [Filed: 8/8/18] (Docket No. 93).
- c) Notice of Entry of Interim Order and Final Hearing Regarding Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364, and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing Debtors and Debtors in Possession to Obtain Post-Petition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection to Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filed: 8/8/18] (Docket No. 115).

- d) Notice of First Amendment to Debtor in Possession Credit Agreement [Filed: 8/27/18] (Docket No. 292).
- e) **Notice of Filing of Proposed Final DIP Order and Revised Budgets [Filed: 9/19/18] (Docket No. 453).**

Status: This matter will go forward with respect to a final order. The Debtors and the Committee have approved the form and content of the proposed final DIP order and DIP budget. **The Debtors have filed a notice with the proposed final DIP order, revised DIP budgets, and limited waiver and second amendment to the DIP credit agreement.**

- 6. **365(d)(4) Extension Motion** – Debtors’ Motion for Entry of an Order Extending the Deadline Pursuant to Section 365(d)(4) of the Bankruptcy Code to Assume or Reject Unexpired Leases of Nonresidential Real Property [Filed: 8/6/18] (Docket No. 19).

Response Deadline: August 22, 2018 at 4:00 p.m. Eastern Time.

Responses Received:

- a) Creditor Allenex Investments, Inc.’s Objection and Response to Debtors’ Motion for Entry of an Order Extending the Deadline Pursuant to Section 365(d)(4) of the Bankruptcy Code to Assume or Reject Unexpired Leases of Nonresidential Real Property [Filed: 8/21/18] (Docket No. 199).

Replies Filed:

- a) Debtors’ Reply to Creditor Allenex Investments, Inc.’s Objection and Response to Debtors’ Motion for Entry of an Order Extending the Deadline Pursuant to Section 365(d)(4) of the Bankruptcy Code to Assume or Reject Unexpired Leases of Nonresidential Real Property [Filed: 9/17/18] (Docket No. 409).

Related Documents:

- a) Notice of Hearing on Debtors’ Motion for Entry of an Order Extending the Deadline Pursuant to Section 365(d)(4) of the Bankruptcy Code to Assume or Reject Unexpired Leases of Nonresidential Real Property [Filed: 8/8/18] (Docket No. 118).

Status: This matter will go forward.

- 7. **Lease Rejection Procedures Motion** – Debtors’ Motion for Entry of an Order Establishing Procedures for the Rejection of and Unexpired Leases of Nonresidential Real Property [Filed: 8/23/18] (Docket No. 232).

Response Deadline: September 6, 2018 at 4:00 p.m. Eastern Time. Extended to September 10, 2018 for Brixmor Property Group, Inc., Federal Realty Investment Trust,

PGIM Real Estate, Watt Companies, Weitzman, and Valley Plaza, LLP. Extended to September 11, 2018 at 12:00 p.m. Eastern Time for 3900 Indian Avenue, LLC, Weingarten Nostat, Inc., Weingarten Realty Investors, WRI-AEW Lone State Retail Portfolio, LLC, WRI Southern Industrial Pool LLC, DLC Management Corp., Madison Avenue Realities, LLC, and Regency Centers, L.P.

Responses Received:

- a) Informal comments from Allenex Investments, Inc.
- b) Informal comments from Charlotte (Archdale) UY, LLC.
- c) Informal comments from Western Lights Properties, LLC.
- d) Maricopa County Treasurer's Objection to Debtors' Motion for Entry of an Order Establishing Procedures for the Rejection of Unexpired Leases of Nonresidential Real Property [Filed: 9/5/18] (Docket No. 341).
- e) Limited Objection of Brixmor Property Group, Inc., Federal Realty Investment Trust, PGIM Real Estate, Watt Companies and Weitzman to Debtors' Motion for Entry of an Order Establishing Procedures for the Rejection Unexpired Leases of Nonresidential Real Property [Filed: 9/10/18] (Docket No. 362).

Related Documents: None as of the date hereof.

Status: This matter will go forward.

8. **RCS Retention Application** – Debtors' Application for an Order (I) Authorizing Debtors to Retain Retail Consulting Services, Inc. d/b/a RCS Real Estate Advisors as Debtors' Real Estate Advisor, *Nunc Pro Tunc* to the Petition Date, (II) Approving the RCS Engagement Letter, (III) Waiving Certain Information Requirements of Local Rule 2016-2(d), and (IV) Granting Related Relief [Filed: 9/7/18] (Docket No. 356).

Response Deadline: At or before the hearing.

Responses Received:

- a) Informal comments from the United States Trustee.

Related Documents:

- a) Motion to Shorten Notice and Schedule Hearing on Debtors' Application for an Order (I) Authorizing Debtors to Retain Retail Consulting Services, Inc. d/b/a RCS Real Estate Advisors as Debtors' Real Estate Advisor, *Nunc Pro Tunc* to the Petition Date, (II) Approving the RCS Engagement Letter, (III) Waiving Certain Information Requirements of Local Rule 2016-2(d), and (IV) Granting Related Relief [Filed: 9/7/18] (Docket No. 357).
- b) [Signed] Order Granting Motion to Shorten Notice and Schedule Hearing on Debtors' Application for an Order (I) Authorizing Debtors to Retain Retail Consulting Services, Inc. d/b/a RCS Real Estate Advisors as Debtors' Real Estate Advisor, *Nunc Pro Tunc* to the Petition Date, (II) Approving the RCS Engagement Letter, (III) Waiving Certain Information Requirements of Local Rule 2016-2(d), and (IV) Granting Related Relief [Filed: 9/12/18] (Docket No. 366).
- c) Notice of Hearing Regarding Debtors' Application for an Order (I) Authorizing Debtors to Retain Retail Consulting Services, Inc. d/b/a RCS Real Estate Advisors as Debtors' Real Estate Advisor, *Nunc Pro Tunc* to the Petition Date, (II) Approving the RCS Engagement Letter, (III) Waiving Certain Information Requirements of Local Rule 2016-2(d), and (IV) Granting Related Relief [Filed: 9/12/18] (Docket No. 387).

Status: This matter will go forward. **The Debtors have incorporated comments from the United States Trustee into the proposed order and will present a revised order at the hearing.**

Dated: September 19, 2018
Wilmington, Delaware

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