

I. RESOLVED MATTERS:

1. Application of the Official Committee of Unsecured Creditors of the Rockport Company, LLC, *et al.*, for Entry of an Order Authorizing the Employment and Retention of Cooley LLP as Lead Counsel *Nunc Pro Tunc* to May 23, 2018 [Docket No. 173 - filed June 8, 2018]

Response/Objection Deadline: June 22, 2018 at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- i. Certification of Counsel Regarding Application of the Official Committee of Unsecured Creditors of the Rockport Company, LLC, *et al.*, for Entry of an Order Authorizing the Employment and Retention of Cooley LLP as Lead Counsel *Nunc Pro Tunc* to May 23, 2018 [Docket No. 287 - filed June 25, 2018]
- ii. Order Authorizing the Employment and Retention of Cooley LLP as Lead Counsel for the Official Committee of Unsecured Creditors [Docket No. 313 - entered June 29, 2018]

Status: On June 29, 2018, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer required.

2. Application for Entry for an Order Authorizing and Approving the Employment of Province, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of May 23, 2018 [Docket No. 174 - filed June 8, 2018]

Response/Objection Deadline: June 22, 2018 at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- i. Certification of Counsel Regarding Application for Entry for an Order Authorizing and Approving the Employment of Province, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of May 23, 2018 [Docket No. 288 - filed June 25, 2018]

² The hearing will be held before The Honorable Laurie Selber Silverstein at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 2, Wilmington, Delaware 19801. Any person who wishes to appear telephonically at the July 16, 2018 hearing must contact COURTCALL, LLC at 866-582-6878 prior to the hearing to register his/her telephonic appearance in accordance with *the Instructions for Telephonic Appearances Effective January 5, 2005, Revised May 11, 2018*. All motions and other pleadings referenced herein are available online free of charge at the following address: <https://cases.primeclerk.com/rockport>.

- ii. Order Authorizing and Approving the Employment of Province, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of May 23, 2018 [Docket No. 315 - entered June 29, 2018]

Status: On June 29, 2018, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer required.

- 3. Application of Official Committee of Unsecured Creditors of the Rockport Company, LLC, *et al.*, for Entry of an Order Authorizing the Employment and Retention of Whiteford, Taylor & Preston LLC as Delaware Counsel *Nunc Pro Tunc* to May 23, 2018 [Docket No. 175 - filed June 8, 2018]

Response/Objection Deadline: June 22, 2018 at 4:00 p.m. (ET)

Responses/Objections Received: None.

Related Documents:

- i. Certification of No Objection Regarding Application of Official Committee of Unsecured Creditors of the Rockport Company, LLC, *et al.*, for Entry of an Order Authorizing the Employment and Retention of Whiteford, Taylor & Preston LLC as Delaware Counsel *Nunc Pro Tunc* to May 23, 2018 [Docket No. 290 - filed June 25, 2018]
- ii. Order Granting Application of Official Committee of Unsecured Creditors of the Rockport Company, LLC, *et al.*, for Entry of an Order Authorizing the Employment and Retention of Whiteford, Taylor & Preston LLC as Delaware Counsel *Nunc Pro Tunc* to May 23, 2018 [Docket No. 314 - entered June 29, 2018]

Status: On June 29, 2018, the Court entered an order resolving this matter. Accordingly, a hearing on this matter is no longer required.

II. MATTER GOING FORWARD:

- 4. Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Substantially All of the Debtors' Assets, (D) Approving Form and Manner of Notice of Sale, Auction and Sale Hearing, (E) Approving Assumption and Assignment Procedures and (F) Granting Related Relief; and (II)(A) Approving Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief [Docket No. 24 - filed May 14, 2018]

Cure Objection/Response Deadline:

Notice at Docket No. 176: June 28, 2018 at 4:00 p.m. (ET); extended until July 2, 2018 at 4:00 p.m. (ET) for TradeGlobal

Notice at Docket No. 278: July 2, 2018 at 4:00 p.m. (ET)

Notice at Docket No. 335: July 13, 2018 at 4:00 p.m. (ET)

Cure Objections, Assumption and Assignment Objections, and Other Related Objection/Responses Received:

A. Informal comments from The Ultimate Software Group, Inc. (“USG”)

Status: The parties have resolved the informal comments of USG.

B. Informal comments from Concur Technologies, Inc. (“Concur”)

Status: The parties have resolved the informal comments of Concur.

C. Limited Objection and Reservation of Rights of Stella International Trading (Macao Commercial Offshore) and Stella International Design Services S.R.L. to the Debtors’ Proposed Cure Amount [Docket No. 284 - filed June 22, 2018]

Status: The Debtors are working to resolve the cure objection of Stella International Trading (Macao Commercial Offshore) and Stella International Design Services S.R.L. prior to the hearing.

D. Objection by Westfield, LLC to Proposed Cure Amounts [Docket No. 291 - filed June 26, 2018]

Status: This objection is moot as the underlying contracts or leases are not being assumed and assigned.

E. Objection and Reservation of Rights and Directors Guild of America, Inc. to Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 292 - filed June 26, 2018]

Status: The Debtors anticipate resolving the cure objection of Directors Guild of America, Inc. prior to the hearing.

F. Limited Objection and Reservation of Rights of SAP Industries, Inc. to the Assumption and Assignment of Its Software License and Support Agreement with The Rockport Company, LLC [Docket No. 299 - filed June 28, 2018]

Status: The Debtors are working to resolve the cure objection prior to the hearing.

- G. Objection of the Chubb Companies to the Debtors' Proposed Sale of Assets [Docket No. 301 - filed June 28, 2018]

Status: This objection is moot as the underlying contracts or leases are not being assumed and assigned.

- H. Limited Objection by Expeditors International of Washington, Inc. ("Expeditors") to Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 302 - filed June 28, 2018]

- i. Supplement to Limited Objection by Expeditors International of Washington, Inc. to Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or unexpired Leases and Cure Costs [Docket No. 367 - filed July 12, 2018]

Status: The Debtors and the Purchaser have decided to adjourn the hearing on the Expeditors' objection to a subsequent hearing (consistent with the discretion granted to such parties under the Bid Procedures Order [Docket No. 146]). There has been no decision, at this time, as to whether the Expeditors' agreement will be assumed and assigned in connection with the proposed transaction. Assuming the Purchaser does ultimately agree to assume the Expeditors' agreement (as modified), Expeditors' asserted cure amounts are disputed by the Debtors and involve complex issues that will need to be set for a separate evidentiary hearing. Expeditors has not consented to the adjournment.

- I. Oracle's Limited Objection to and Reservation of Rights Regarding (1) Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Substantially All of the Debtors' Assets, (D) Approving Form and Manner of Notice of Sale, Auction and Sale Hearing, (E) Approving Assumption and Assignment Procedures and (F) Granting Related Relief; and (II)(A) Approving Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief ("Sale Motion"); and (2) Notice of Potential Assumption and Assignment of Executory Contracts of Unexpired Leases and Cure Costs ("Assumption Notice") [Docket No. 304 - filed June 28, 2018]

Status: The Debtors have attempted to contact counsel for Oracle in an effort to resolve this objection prior to the hearing.

- J. Limited Objection of Simon Property Group, Inc. to (1) Debtors' Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 305 - filed June 28, 2018]

Status: This objection is moot as the underlying contracts or leases are not being assumed and assigned.

- K. Objection and Reservation of Rights of Attune Consulting USA, Inc. to the Debtors' Proposed Cure Amount and Designation of Contract as Executory in Nature [Docket No. 306 - filed June 28, 2018]

Status: This objection is moot as the underlying contracts or leases are not being assumed and assigned.

Sale Objection/Response Deadline: June 28, 2018 at 4:00 p.m. (ET); extended until July 10, 2018 at 4:00 p.m. (ET) for the Official Committee of Unsecured Creditors (the "Committee"); extended until July 11, 2018 at 4:00 p.m. (ET) for the IO

Sale Objections/Responses Received:

- A. Objection of Adidas AG and Reebok International Ltd. to Motion of Debtors for Entry of an Order (A) Approving Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, (B) Approving Assumption and Assignment of Executory Contracts and Unexpired Leases and (C) Granting Related Relief [Docket No. 310 - filed June 28, 2018]
- B. Local Texas Tax Authorities' Objection to Motion of Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Substantially All of the Debtors' Assets...and (II)(A) Approving Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Interests and Encumbrances, ...and (C) Granting Related Relief [Docket No. 312 - filed June 28, 2018]
- C. Reservation of Rights of Richter Advisory Group Inc., in its Capacity as Information Officer, to Sale Motion [Docket No. 364 - filed July 11, 2018]

Related Documents:

- i. Order (A) Approving Bidding Procedures for Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse Protections, (C) Scheduling Auction for, and Hearing to Approve, Sale of Substantially All of the Debtors' Assets, (D) Approving Form and Manner of Notices of Sale, Auction and Sale Hearing, (E) Approving Assumption and

Assignment Procedures and (F) Granting Related Relief [Docket No. 146 - filed June 5, 2018]

- ii. Notice of Sale, Bidding Procedures, Auction and Sale Hearing [Docket No. 150 - June 6, 2018]
- iii. Notice of Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 176 - filed June 8, 2018]
- iv. Affidavit of Publication of Hassan Alli-Balogun Regarding Notice of Sale, Bidding Procedures, Auction, and Sale Hearing [Docket No. 231 - filed June 12, 2018]
- v. Notice of Extension of Bid Deadline to July 6, 2018 at 5:00 p.m. (Eastern Time) [Docket No. 276 - filed June 20, 2018]
- vi. Notice of Supplemental Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 278 - filed June 20, 2018]
- vii. Notice of (I) Reinstatement of Bid Deadline as 5:00 p.m. (Prevailing Eastern Time) on June 29, 2018; and (II) Withdrawal of Notice Extending Bid Deadline [Docket No. 276] [Docket No. 281 - filed June 21, 2018]
- viii. Notice of Second Supplemental Potential Assumption and Assignment of Executory Contracts or Unexpired Leases and Cure Costs [Docket No. 335 - filed July 3, 2018]
- ix. Notice of (I) Cancellation of Auction and (II) Designation of the Stalking Horse Bidder as the Successful Bidder [Docket No. 348 - filed July 6, 2018]
- x. Declaration of Joshua Klevens in Support of Findings of Good Faith and Adequate Assurance of Future Performance [Docket No. 365 - filed July 11, 2018]

Status: The hearing on this matter will go forward. The individual statuses with respect to each cure objection are set forth above. The Debtors are working to resolve the responses of the Local Texas Taxing Authorities and the IO prior to the hearing. The Debtors believe the objection of Adidas AG and Reebok International Ltd. (the "Adidas Objection") is moot with respect to assumption and assignment of any contract as the underlying contracts will not be assumed and assigned to the purchaser. The remaining portion of the Adidas Objection will be addressed in connection with the adversary proceeding, Adv. Pro. No. 18-50626.

III. ADVERSARY MATTER:

5. Plaintiffs' Emergency Motion to Expedite Adversary Proceeding, *The Rockport Group, LLC v. Adidas AG*, 18-50636 (LSS) [Adv. Docket No. 4 - filed July 10, 2018]

Related Documents:

- i. Plaintiffs' Motion to Shorten the Notice and Objection Periods for Plaintiffs' Emergency Motion to Expedite Adversary Proceeding [Adv. Docket No. 5 - filed July 10, 2018]

Status: This matter is a continuance from the telephonic hearing held by the Court on Wednesday, July 11, 2018.

Dated: July 12, 2018
Wilmington, Delaware

/s/ Michael J. Merchant

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