

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re	:	Chapter 11
	:	
SAMUELS JEWELERS, INC., ¹	:	Case No. 18-11818 (KJC)
	:	
Debtor.	:	
	:	

SECOND AMENDED² NOTICE OF AGENDA OF MATTERS SCHEDULED FOR HEARING ON SEPTEMBER 17, 2018 AT 10:00 A.M. (ET)³

WITH THE PERMISSION OF THE COURT, THE HEARING HAS BEEN RESCHEDULED TO TUESDAY, SEPTEMBER 18, 2018 AT 3:00 P.M. (ET).

I. CONTINUED MATTERS:

1. Debtor's Motion for an Order Approving the Debtor's (A) Key Employee Incentive Program, (B) Key Employee Retention Program and (C) Granting Related Relief [Docket No. 135 – filed August 24, 2018] (FILED UNDER SEAL)

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET), extended to September 7, 2018 at 4:00 p.m. (ET) for the Office of the United States Trustee (the "U.S. Trustee")

Objections/Responses Received:

- A. Informal comments from the Official Committee of Unsecured Creditors (the "Committee")
- B. Informal comments from the U.S. Trustee

¹ The last four digits of the Debtor's taxpayer identification number are 6316 and its address is 2914 Montopolis Drive, Suite 200, Austin, Texas 78741.

² **Amended items appear in bold.**

³ The hearing will be held before The Honorable Kevin J. Carey at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5th Floor, Courtroom 5, Wilmington, Delaware 19801. Any person who wishes to appear telephonically at the September **18**, 2018 hearing must contact COURTCALL, LLC at 866-582-6878 prior to 12:00 p.m. (noon) (ET) on **Monday**, September **17**, 2018 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 <https://cases.primeclerk.com/samuelsjewelers/>.

Related Documents:

- i. Debtor's Motion for an Order Approving Debtor's (A) Key Employee Incentive Program, (B) Key Employee Retention Program and (C) Granting Related Relief [Docket No. 136 – filed August 24, 2018] (REDACTED VERSION)
- ii. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]

Status: The hearing regarding this matter has been continued to a hearing scheduled to be held on October 1, 2018 at 9:00 a.m. (ET).

2. Debtor's Motion for Entry of an Order Authorizing Filing Under Seal of Certain Exhibits to Motion for an Order Approving the Debtor's (A) Key Employee Incentive Program, (B) Key Employee Retention Program and (C) Granting Related Relief [Docket No. 137 – filed August 24, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET), extended to September 7, 2018 at 4:00 p.m. (ET) for the U.S. Trustee

Objections/Responses Received:

- A. Informal comments from the U.S. Trustee

Related Documents:

- i. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]

Status: The hearing regarding this matter has been continued to a hearing scheduled to be held on October 1, 2018 at 9:00 a.m. (ET).

II. RESOLVED MATTERS:

3. Debtor's Motion for Interim and Final Orders (I) Approving the Continued Use of the Debtor's Cash Management System and (II) Granting Related Relief [Docket No. 9 – filed August 7, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET)

Objections/Responses Received:

- A. Informal comments from the Committee

Related Documents:

- i. Declaration of Robert J. Duffy in Support of First Day Pleadings [Docket No. 11 – filed August 7, 2018]
- ii. Interim Order (I) Approving the Continued Use of the Debtor's Cash Management System and (II) Granting Related Relief [Docket No. 71 – entered August 8, 2018]
- iii. Notice of (A) Entry of Interim Order (I) Approving the Continued Use of the Debtor's Cash Management System and (II) Granting Related Relief and (B) Final Hearing Thereon [Docket No. 89 – filed August 9, 2018]
- iv. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- v. Certification of Counsel Regarding Debtor's Motion for Interim and Final Orders (I) Approving the Continued Use of the Debtor's Cash Management System and (II) Granting Related Relief [Docket No. 213 – filed September 11, 2018]
- vi. Final Order (I) Approving the Continued Use of the Debtor's Cash Management System and (II) Granting Related Relief [Docket No. 222 – entered September 13, 2018]

Status: On September 13, 2018, the Court entered an order granting the relief requested on a final basis. Accordingly, a hearing regarding this matter is not required.

4. Debtor's Motion for Interim and Final Orders Establishing Adequate Assurance Procedures with Respect to Debtor's Utility Providers [Docket No. 10 – filed August 7, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET)

Objections/Responses Received:

- A. Informal comments from the Committee

Related Documents:

- i. Declaration of Robert J. Duffy in Support of First Day Pleadings [Docket No. 11 –filed August 7, 2018]
- ii. Interim Order Establishing Adequate Assurance Procedures with Respect to Debtor's Utility Providers [Docket No. 72 – entered August 8, 2018]
- iii. Notice of (A) Entry of Interim Order Establishing Adequate Assurance Procedures with Respect to Debtor's Utility Providers and (B) Final Hearing Thereon [Docket No. 88 – filed August 9, 2018]

- iv. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- v. Certification of Counsel Regarding Debtor's Motion for Interim and Final Orders Establishing Adequate Assurance Procedures with Respect to Debtor's Utility Providers [Docket No. 214 – filed September 11, 2018]
- vi. Final Order Establishing Adequate Assurance Procedures with Respect to Debtor's Utility Providers [Docket No. 223 – entered September 13, 2018]

Status: On September 13, 2018, the Court entered an order granting the relief requested on a final basis. Accordingly, a hearing regarding this matter is not required.

- 5. Debtor's Application for an Order Authorizing the Debtor to Retain and Employ Jones Day as Counsel, *Nunc Pro Tunc* to Petition Date [Docket No. 124 – filed August 23, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET), extended to September 7, 2018 at 4:00 p.m. (ET) for the U.S. Trustee

Objections/Responses Received:

- A. Informal comments from the U.S. Trustee

Related Documents:

- i. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- ii. Certification of Counsel Regarding Debtor's Application for an Order Authorizing the Debtor to Retain and Employ Jones Day as Counsel, *Nunc Pro Tunc* to the Petition Date [Docket No. 207 – filed September 11, 2018]
- iii. Order Authorizing the Debtor to Retain and Employ Jones Day as Counsel, *Nunc Pro Tunc* to the Petition Date [Docket No. 225 – entered September 13, 2018]

Status: On September 13, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

- 6. Debtor's Application to Retain and Employee Richards, Layton & Finger, P.A. as Co-Counsel Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rule 2014-1, *Nunc Pro Tunc* to the Petition Date [Docket No. 125 – filed August 23, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET), extended to September 7, 2018 at 4:00 p.m. (ET) for the U.S. Trustee

Objections/Responses Received: None

Related Documents:

- i. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- ii. Certificate of No Objection Regarding Debtor's Application to Retain and Employ Richards, Layton & Finger, P.A. as Co-Counsel Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rule 2014-1, *Nunc Pro Tunc* to the Petition Date [Docket No. 203 – filed September 11, 2018]
- iii. Order Authorizing the Debtor to Retain and Employ Richards, Layton & Finger, P.A. as Co-Counsel Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rule 2014-1, *Nunc Pro Tunc* to the Petition Date [Docket No. 226 – entered September 13, 2018]

Status: On September 13, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

7. Debtor's Application to Retain and Employ SSG Advisors, LLC as Investment Banker Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rule 2014-1, *Nunc Pro Tunc* to the Petition Date [Docket No. 127 – filed August 23, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET), extended to September 7, 2018 at 4:00 p.m. (ET) for the U.S. Trustee

Objections/Responses Received:

- A. Informal comments from the U.S. Trustee

Related Documents:

- i. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- ii. Certification of Counsel Regarding Debtor's Application to Retain and Employ SSG Advisors, LLC as Investment Banker Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rule 2014-1, *Nunc Pro Tunc* to the Petition Date [Docket No. 208 – filed September 11, 2018]

- iii. Order Authorizing the Debtor to Retain and Employ SSG Advisors, LLC as Investment Banker Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Rule 2014-1, *Nunc Pro Tunc* to the Petition Date [Docket No. 227 – entered September 13, 2018]

Status: On September 13, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

- 8. Debtor's Application for an Order Authorizing the Debtor to Employ and Retain Prime Clerk LLC as Administrative Advisor, *Nunc Pro Tunc* to the Petition Date [Docket No. 128 – filed August 23, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET), extended to September 7, 2018 at 4:00 p.m. (ET) for the U.S. Trustee

Objections/Responses Received: None

Related Documents:

- i. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- ii. Certificate of No Objection Regarding Debtor's Application for an Order Authorizing the Debtor to Employ and Retain Prime Clerk LLC as Administrative Advisor, *Nunc Pro Tunc* to the Petition Date [Docket No. 204 – filed September 11, 2018]
- iii. Order Authorizing the Debtor to Employ and Retain Prime Clerk LLC as Administrative Advisor, *Nunc Pro Tunc* to the Petition Date [Docket No. 228 – entered September 13, 2018]

Status: On September 13, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

- 9. Debtor's Motion for Entry of an Order (I) Extending the Time to File Schedules of Assets and Liabilities and Statement of Financial Affairs, and (II) Granting Related Relief [Docket No. 129 – filed August 23, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET), extended to September 7, 2018 at 4:00 p.m. (ET) for the U.S. Trustee

Objections/Responses Received: None

Related Documents:

- i. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- ii. Certificate of No Objection Regarding Debtor's Motion for Entry of an Order (I) Extending the Time to File Schedules of Assets and Liabilities and Statement of Financial Affairs, and (II) Granting Related Relief [Docket No. 205 – filed September 11, 2018]
- iii. Order (I) Extending the Time for Debtor to File Schedules of Assets and Liabilities and Statement of Financial Affairs and (II) Granting Related Relief [Docket No. 229 – entered September 13, 2018]

Status: On September 13, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

10. Debtor's Motion for an Order Authorizing the Debtor to Retain, *Nunc Pro Tunc* to the Petition Date, and Pay Professionals Utilized in the Ordinary Course of Business [Docket No. 130 – filed August 23, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET), extended to September 7, 2018 at 4:00 p.m. (ET) for the U.S. Trustee

Objections/Responses Received:

- A. Informal comments from the U.S. Trustee

Related Documents:

- i. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- ii. Certification of Counsel Regarding Debtor's Motion for Order Authorizing the Debtor to Retain, *Nunc Pro Tunc* to the Petition Date, and Pay Professionals Utilized in the Ordinary Course of Business [Docket No. 209 – filed September 11, 2018]
- iii. Order Authorizing the Debtor to Retain, *Nunc Pro Tunc* to the Petition Date, and Pay Professionals Utilized in the Ordinary Course of Business [Docket No. 230 – entered September 13, 2018]

Status: On September 13, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

11. Debtor's Motion for an Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals [Docket No. 131 – filed August 23, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET), extended to September 7, 2018 at 4:00 p.m. (ET) for the U.S. Trustee

Objections/Responses Received: None

Related Documents:

- i. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- ii. Certificate of No Objection Regarding Debtor's Motion for an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 206 – filed September 11, 2018]
- iii. Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 231 – entered September 13, 2018]

Status: On September 13, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

12. Debtor's Motion for Entry of an Order (I) Extending the Time to Assume or Reject Unexpired Leases of Nonresidential Real Property and (II) Granting Related Relief [Docket No. 132 – filed August 23, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET); extended to September 7, 2018 at 4:00 p.m. (ET) for certain landlords (the "Landlords") and the U.S. Trustee

Objections/Responses Received:

- A. Informal comments from the Landlords

Related Documents:

- i. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- ii. Certification of Counsel Regarding Debtor's Motion for Entry of an Order (I) Extending the Time to Assume or Reject Unexpired Leases of Nonresidential Real Property and (II) Granting Related Relief [Docket No. 210 – filed September 11, 2018]
- iii. Order (I) Extending the Deadline to Assume or Reject Unexpired Leases of Nonresidential Real Property and (II) Granting Related Relief [Docket No. 232 – entered September 13, 2018]

Status: On September 13, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

III. UNCONTESTED MATTERS WITH CERTIFICATIONS OF COUNSEL:

13. Debtor's Motion for Interim and Final Orders Authorizing the Debtor to Pay Prepetition Employee Wages, Benefits and Related Items [Docket No. 3 – filed August 7, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET)

Objections/Responses Received:

- A. Informal comments from the Committee

Related Documents:

- i. Declaration of Robert J. Duffy in Support of First Day Pleadings [Docket No. 11 – filed August 7, 2018]
- ii. Interim Order Authorizing the Debtor to Pay Prepetition Employee Wages, Benefits and Related Items [Docket No. 66 – entered August 8, 2018]
- iii. Notice of (A) Entry of Interim Order Authorizing the Debtor to Pay Prepetition Employee Wages, Benefits and Related Items and (B) Final Hearing Thereon [Docket No. 90 – filed August 9, 2018]
- iv. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- v. Certification of Counsel Regarding Debtor's Motion for Interim and Final Orders Authorizing the Debtor to Pay Prepetition Employee Wages, Benefits and Related Items [Docket No. 216 – filed September 12, 2018]
- vi. Final Order Authorizing the Debtor to Pay Prepetition Employee Wages, Benefits and Related Items [Docket No. 236 – entered September 14, 2018]

Status: On September 14, 2018, the Court entered an order granting the relief requested on a final basis. Accordingly, a hearing regarding this matter is not required.

14. Debtor's Motion for Entry of Interim and Final Orders (I) Authorizing the Debtor to Pay Certain Prepetition Claims Held by the Debtor's Freight Carriers and Service Providers; and (II) Granting Related Relief [Docket No. 5 – filed August 7, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET)

Objections/Responses Received:

- A. Informal comments from the Committee

Related Documents:

- i. Declaration of Robert J. Duffy in Support of First Day Pleadings [Docket No. 11 – filed August 7, 2018]
- ii. Interim Order (I) Authorizing the Debtor to Pay Certain Prepetition Claims Held by the Debtor's Freight Carriers and Service Providers, and (II) Granting Related Relief [Docket No. 68 – entered August 8, 2018]
- iii. Notice of (A) Entry of Interim Order (I) Authorizing the Debtor to Pay Certain Prepetition Claims Held by the Debtor's Freight Carriers and Service Providers, and (II) Granting Related Relief and (B) Final Hearing Thereon [Docket No. 92 – August 9, 2018]
- iv. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- v. Certification of Counsel Regarding Debtor's Motion for Entry of Interim and Final Orders (I) Authorizing the Debtor to Pay Certain Prepetition Claims Held by the Debtor's Freight Carriers and Service Providers; and (II) Granting Related Relief [Docket No. 215 – filed September 12, 2018]
- vi. Final Order (I) Authorizing the Debtor to Pay Certain Prepetition Claims Held by the Debtor's Freight Carriers and Service Providers, and (II) Granting Related Relief [Docket No. 237 – entered September 14, 2018]

Status: On September 14, 2018, the Court entered an order granting the relief requested on a final basis. Accordingly, a hearing regarding this matter is not required.

15. Debtor's Application to Retain Berkeley Research Group, LLC to (I) Provide the Debtor with Co-Chief Restructuring Officers and Certain Additional Personnel and (II) Designate Robert J. Duffy and Kyle Richter as Co-Chief Restructuring Officers for the Debtor *Nunc Pro Tunc* to the Petition Date [Docket No. 126 – filed August 23, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET), extended to September 7, 2018 at 4:00 p.m. (ET) for the U.S. Trustee

Objections/Responses Received:

- A. Informal comments from the U.S. Trustee
- B. Informal comments from the Committee

Related Documents:

- i. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- ii. Certification of Counsel Regarding Debtor's Application to Retain Berkeley Research Group, LLC to (I) Provide the Debtor with Co-Chief Restructuring Officers and Certain Additional Personnel and (II) Designate Robert J. Duffy and Kyle Richter as Co-Chief Restructuring Officers for the Debtor *Nunc Pro Tunc* to the Petition Date [Docket No. 220 – filed September 13, 2018]
- iii. Order Granting Debtor's Application to Retain Berkeley Research Group, LLC to (I) Provide the Debtor with Co-Chief Restructuring Officers and Certain Additional Personnel and (II) Designate Robert J. Duffy and Kyle Richter as Co-Chief Restructuring Officers for the Debtor *Nunc Pro Tunc* to the Petition Date [Docket No. 238 – entered September 14, 2018]

Status: On September 14, 2018, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

IV. CONTESTED MATTERS GOING FORWARD:

16. Debtor's Motion for Interim and Final Orders Authorizing the Debtor to (I) Maintain Certain Customer Programs and (II) Honor or Pay Related Prepetition Obligations to Customers [Docket No. 2 – filed August 7, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET)

Objections/Responses Received:

- A. Informal comments from the Committee
- B. Comenity Bank's Reservation of Rights with Respect to the Debtor's Motion for Interim and Final Orders Authorizing the Debtor to (I) Maintain Certain Customer Programs and (II) Honor or Pay Related Prepetition Obligations to Customers [Docket No. 165 – filed September 6, 2018]

Related Documents:

- i. Declaration of Robert J. Duffy in Support of First Day Pleadings [Docket No. 11 – filed August 7, 2018]
- ii. Interim Order Authorizing the Debtor to (I) Maintain Certain Customer Programs and (II) Honor or Pay Related Prepetition Obligations to Customers [Docket No. 65 – entered August 8, 2018]
- iii. Notice of (A) Entry of Interim Order Authorizing the Debtor to (I) Maintain Certain Customer Programs and (II) Honor or Pay Related Prepetition Obligations to Customers and (B) Final Hearing Thereon [Docket No. 91 – filed August 9, 2018]

- iv. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]

Status: The hearing regarding this matter is **continued to September 18, 2018 at 3:00 p.m. (ET). The Debtor believes that such hearing will go forward on an uncontested basis.**

- 17. Debtor's Emergency Motion for Interim and Final Orders: (I) Authorizing the Debtor to Assume the Consulting Agreement; (II) Authorizing and Approving the Conduct of Store Closing or Similar Themed Sales, with Such Sales to be Free and Clear of All Liens, Claims and Encumbrances; and (III) Granting Related Relief [Docket No. 6 – filed August 7, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET)

Objections/Responses Received:

- A. Limited Objection of the United States Trustee to the Debtor's Motion for Interim and Final Orders (I) Authorizing the Debtor to Assume the Consulting Agreement; (II) Authorizing and Approving the Conduct of Store Closing or Similar Themed Sales, with Such Sales to be Free and Clear of All Liens, Claims and Encumbrances; and (III) Granting Related Relief [Docket No. 162 – filed August 31, 2018]
- B. Comenity Bank's Limited Objection and Reservation of Rights with Respect to Debtor's Emergency Motion for Interim and Final Orders; (I) Authorizing the Debtor to Assume Consulting Agreement; (II) Authorizing and Approving the Conduct of Store Closing or Similar Themed Sales, with Such Sales to be Free and Clear of All Liens, Claims, and Encumbrances; and (III) Granting Related Relief [Docket No. 167 – filed September 6, 2018] (the "Comenity Bank Objection")
- C. Limited Omnibus Objection of Seiko Corporation of America to Debtor's Motions for Entry of Final Orders on the: (A) Store Closing Sale Motion; and (B) the Debtor-in-Possession Financing Motion [Docket No. 168 – filed September 6, 2018] (the "Seiko Objection")
- D. Brief of Gordon Brothers Retail Partners, LLC and Hilco Merchant Resources, LLC in Support of the Debtor's Emergency Motion for Interim and Final Orders: (I) Authorizing the Debtor to Assume the Consulting Agreement; (II) Authorizing and Approving the Conduct of Store Closing or Similar Themed Sales, with Such Sales to be Free and Clear of All Liens, Claims and Encumbrances; and (III) Granting Related Relief [Docket No. 169 – filed September 6, 2018]
- E. Debtor's Joinder to the Brief of Gordon Brothers Retail Partners, LLC and Hilco Merchant Resources, LLC in Support of the Debtor's Emergency Motion for Interim and Final Orders: (I) Authorizing the Debtor to Assume the Consulting

Agreement; (II) Authorizing and Approving the Conduct of Store Closing or Similar Themed Sales, with Such Sales to be Free and Clear of All Liens, Claims and Encumbrances; and (III) Granting Related Relief [Docket No. 171 – filed September 6, 2018]

- F. GoGreen Diamonds Inc.'s Joinder in Limited Objections of Seiko Corporation of America and Other Consignment Vendors to Debtor's Motions for Entry of Final Orders on the: (A) Store Closing Sale Motion; and (B) Debtor-in-Possession Financing Motion [Docket No. 172 – filed September 6, 2018] (the "GoGreen Objection")
- G. Unique Designs Inc.'s Joinder in Limited Objections of Consignment Vendors to Debtor's Motions for Entry of Final Orders on the: (A) Store Closing Sale Motion; and (B) Debtor-in-Possession Financing Motion [Docket No. 175 – filed September 7, 2018] (the "Unique Designs Objection")
- H. Debtor's Reply to Comenity Bank's Limited Objection and Reservation of Rights to the Debtor's Consulting Agreement Motion [Docket No. 239 - filed September 14, 2018]
- I. Order Granting Debtor's Motion for Leave to File and Serve Debtor's Reply to Comenity Bank's Limited Objection and Reservation of Rights to the Debtor's Consulting Agreement Motion [Docket No. 241 – entered September 14, 2018]

Related Documents:

- i. Declaration of Robert J. Duffy in Support of First Day Pleadings [Docket No. 11 – filed August 7, 2018]
- ii. Interim Order: (I) Authorizing the Debtor to Operate under the Consulting Agreement; (II) Authorizing and Approving the Conduct of Store Closing or Similar Themed Sales, with Such Sales to be Free and Clear of All Liens, Claims and Encumbrances, and (III) Granting Related Relief [Docket No. 83 – entered August 9, 2018]
- iii. Notice of (A) Entry of Interim Order: (I) Authorizing the Debtor to Operate under the Consulting Agreement; (II) Authorizing and Approving the Conduct of Store Closing or Similar Themed Sales, with Such Sales to be Free and Clear of All Liens, Claims and Encumbrances, and (III) Granting Related Relief and (B) Final Hearing Thereon [Docket No. 93 – filed August 9, 2018]
- iv. Declaration of Ian Fredericks in Support of the Debtor's Emergency Motion for Interim and Final Orders: (I) Authorizing the Debtor to Assume the Consulting Agreement; (II) Authorizing and Approving the Conduct of Store Closing or Similar Themed Sales, with Such Sales to be Free and Clear of All Liens, Claims and Encumbrances; and (III) Granting Related Relief [Docket No. 184 – filed September 7, 2018]

- v. Declaration of Mackenzie Shea in Support of Debtor's Emergency Motion for Interim and Final Orders: (I) Authorizing the Debtor to Assume the Consulting Agreement; (II) Authorizing and Approving the Conduct of Store Closing or Similar Themed Sales, with Such Sales to be Free and Clear of All Liens, Claims and Encumbrances; and (III) Granting Related Relief [Docket No. 185 – filed September 7, 2018]
- vi. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]

Status: The Debtor is in discussions to resolve the Comenity Bank Objection, the Seiko Objection, the GoGreen Objection, and the Unique Designs Objection. The balance of the objections and responses to this matter have been adjourned or resolved. The hearing regarding this matter is **continued to September 18, 2018 at 3:00 p.m. (ET)**.

18. Debtor's Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 and Rules 2002, 4001, 9014 and 9018 of the Federal Rules of Bankruptcy Procedure: (I) Authorizing the Debtor to (A) Obtain Post-Petition Financing, (B) Use Cash Collateral; (II) Granting Liens and Super-Priority Claims; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [Docket No. 13 – filed August 7, 2018]

Objection/Response Deadline: September 6, 2018 at 4:00 p.m. (ET); extended to September 13, 2018 at 12:00 p.m. (ET) for certain landlords

Objections/Responses Received:

- A. Comenity Bank's Limited Objection and Reservation of Rights with Respect to Debtor's Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 and Rules 2002, 4001, 9014 and 9018 of the Federal Rules of Bankruptcy Procedure: (I) Authorizing the Debtor to (A) Obtain Post-Petition Financing, (B) Use Cash Collateral; (II) Granting Liens and Super-Priority Claims; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [Docket No. 166 – filed September 6, 2018]
- B. Limited Omnibus Objection of Seiko Corporation of America to Debtor's Motions for Entry of Final Orders on the: (A) Store Closing Sale Motion; and (B) the Debtor-in-Possession Financing Motion [Docket No. 168 – filed September 6, 2018]
- C. Limited Objection of Washington Prime Group Inc. to the Entry of a Final Order in Connection with the Debtor's Motion to Approve Debtor in Possession Financing [Docket No. 170 – filed September 6, 2018]
- D. GoGreen Diamonds Inc.'s Joinder in Limited Objections of Seiko Corporation of America and Other Consignment Vendors to Debtor's Motions for Entry of Final

Orders on the: (A) Store Closing Sale Motion; and (B) Debtor-in-Possession Financing Motion [Docket No. 172 – filed September 6, 2018]

- E. Unique Designs Inc.'s Joinder in Limited Objections of Consignment Vendors to Debtor's Motions for Entry of Final Orders on the: (A) Store Closing Sale Motion; and (B) Debtor-in-Possession Financing Motion [Docket No. 175 – filed September 7, 2018]
- F. CBL & Associates Management, Inc., Joinder to Limited Objection of Washington Prime Group Inc. to Entry of a Final Order in Connection with the Debtor's Motion to Approve Debtor in Possession Financing [Docket No. 196 – filed September 11, 2018]
- G. Limited Objection of Brookfield Property REIT, Inc., Centennial Real Estate Company, LLC, Gallatin Mall Group, L.L.C., Starwood Retail Partners, LLC, ST Mall Owner LLC and the Macerich Company to Debtor's Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 and Rules 2002, 4001, 9014 and 9018 of the Federal Rules of Bankruptcy Procedure: (I) Authorizing the Debtor to (A) Obtain Post-Petition Financing, (B) Use Cash Collateral; (II) Granting Liens and Super-Priority Claims; (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [Docket No. 219 – filed September 13, 2018]
- H. Limited Objection of HEB Grocery Company, LP to Debtor's Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 and Federal Rules of Bankruptcy Procedure 2002, 4001, 9014 and 9018: (I) Authorizing the Debtor to (A) Obtain Post-Petition Financing, (B) Use Cash Collateral; (II) Granting Liens and Super Priority Claims; (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [Docket No. 221 – filed September 13, 2018]
- I. Limited Objection of Huntington Mall Company, the Merion Plaza, Inc., Ohio Valley Mall Co. and Sandusky Mall Co. to Debtor's Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 and Federal Rules of Bankruptcy Procedure 2002, 4001, 9014 and 9018; (I) Authorizing the Debtor to (A) Obtain Post-Petition Financing, (B) Use Cash Collateral; (II) Granting Liens and Super Priority Claims; (III) Scheduling a Final Hearing, and (IV) Granting Related Relief [Docket No. 224 – filed September 13, 2018]

Related Documents:

- i. Declaration of Robert J. Duffy in Support of First Day Pleadings [Docket No. 11 – filed August 7, 2018]
- ii. Interim Order (I) Authorizing the Debtor to Obtain Postpetition Financing, (II) Authorizing the Debtor to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection

to the Prepetition Lenders, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 84 – entered August 9, 2018]

- iii. Notice of (A) Entry of Interim Order (I) Authorizing the Debtor to Obtain Postpetition Financing, (II) Authorizing the Debtor 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 and (B) Final Hearing Thereon [Docket No. 94 – filed August 9, 2018]
- iv. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]

Status: The Debtor is, or shortly will be, in discussions to resolve the objections to this matter. The hearing regarding this matter is **continued to September 18, 2018 at 3:00 p.m. (ET)**.

- 19. Punjab National Bank's Motion for Entry of an Order Directing the Appointment of an Examiner Pursuant to 11 U.S.C. § 1104(c) [Docket No. 142 – filed August 27, 2018]

Objection/Response Deadline: September 7, 2018 at 4:00 p.m. (ET); extended to September 10, 2018 at 10:00 a.m. (ET) for the Committee

Objections/Responses Received:

- A. Response of the Board of Directors of Samuels Jewelers, Inc. to Punjab National Bank's and the United States Trustee's Motions for Entry of an Order Directing the Appointment of an Examiner Pursuant to 11 U.S.C. § 1104(c) [Docket No. 179 – filed September 7, 2018]
- B. Joint Response of DIP Agents to Motions for Entry of an Order Directing the Appointment of an Examiner [Docket No. 180 – filed September 7, 2018]
- C. Debtor's Objection to (I) Punjab National Bank's and (II) United States Trustee's Motions for an Order Directing the Appointment of an Examiner [Docket No. 186 – filed September 7, 2018]
- D. Objection of the Official Committee of Unsecured Creditors to (A) Punjab National Bank's Motion for Entry of an Order Directing the Appointment of an Examiner Pursuant to 11 U.S.C. § 1104(c) and (B) the United States Trustee's Motion for an Order Directing the Appointment of an Examiner [Docket No. 191 – filed September 10, 2018]

Related Documents:

- i. Declaration of Sean O'Neal in Support of Punjab National Bank's Motion for Entry of an Order Directing the Appointment of an Examiner Pursuant to 11 U.S.C. §§1104(c) [Docket No. 143 – filed August 27, 2018]
- ii. Declaration of Mansi Mehta [Docket No. 144 – filed August 27, 2018]
- iii. Order Shortening Notice with Respect to Punjab National Bank's Motion for Entry of an Order Directing the Appointment of an Examiner Pursuant to 11 U.S.C. §§1104 (c) [Docket No. 153 – entered August 28, 2018]
- iv. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]
- v. Punjab National Bank's Omnibus Reply in Further Support of its Motion for Entry of an Order Directing the Appointment of an Examiner Pursuant to 11 U.S.C. § 1104(c) [Docket No. 217 – filed September 12, 2018]

Status: The hearing regarding this matter is **continued to September 18, 2018 at 3:00 p.m. (ET)**.

20. United States Trustee's Motion for an Order Directing the Appointment of an Examiner [Docket No. 149 – filed August 27, 2018]

Objection/Response Deadline: September 7, 2018 at 4:00 p.m. (ET); extended to September 10, 2018 at 10:00 a.m. for the Committee

Objections/Responses Received:

- A. Response of the Board of Directors of Samuels Jewelers, Inc. to Punjab National Bank's and the United States Trustee's Motions for Entry of an Order Directing the Appointment of an Examiner Pursuant to 11 U.S.C. § 1104(c) [Docket No. 179 – filed September 7, 2018]
- B. Joint Response of DIP Agents to Motions for Entry of an Order Directing the Appointment of an Examiner [Docket No. 180 – filed September 7, 2018]
- C. Debtor's Objection to (I) Punjab National Bank's and (II) United States Trustee's Motions for an Order Directing the Appointment of an Examiner [Docket No. 186 – filed September 7, 2018]
- D. Objection of the Official Committee of Unsecured Creditors to (A) Punjab National Bank's Motion for Entry of an Order Directing the Appointment of an Examiner Pursuant to 11 U.S.C. § 1104(c) and (B) the United States Trustee's Motion for an Order Directing the Appointment of an Examiner [Docket No. 191 – filed September 10, 2018]

Related Documents:

- i. Order Granting United States Trustee's Motion to Shorten Notice of United States Trustee's Motion for an Order Directing the Appointment of an Examiner [Docket No. 152 – entered August 28, 2018]
- ii. Notice of Hearing on United States Trustee's Motion for an Order Directing the Appointment of an Examiner [Docket No. 156 – filed August 28, 2018]
- iii. Notice of Adjournment of All Matters Previously Scheduled for Hearing on September 13, 2018 at 9:30 a.m. (ET) to Hearing Scheduled for September 17, 2018 at 10:00 a.m. (ET) [Docket No. 195 – filed September 10, 2018]

Status: The hearing regarding this matter is **continued to September 18, 2018 at 3:00 p.m. (ET)**.

Dated: September 16, 2018
Wilmington, Delaware

Respectfully submitted,

/s/ David T. Queroli

Daniel J. DeFranceschi (DE 2732)
Zachary I. Shapiro (DE 5103)
David T. Queroli (DE 6318)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
E-mail: defranceschi@rlf.com
shapiro@rlf.com
queroli@rlf.com

-and-

Gregory M. Gordon (TX 08435300)
Amanda S. Rush (TX 24079422)
Jonathan M. Fisher (TX 24082999)
JONES DAY
2727 N. Harwood Street
Dallas, Texas 75201
Telephone: (214) 220-3939
Facsimile: (214) 969-5100
E-mail: gmgordon@jonesday.com
asrush@jonesday.com
jmfisher@jonesday.com

-and-

Paul M. Green (TX 24059854)
JONES DAY
717 Texas, Suite 3300
Houston, Texas 77002
Telephone: (832) 239-3939
Facsimile: (832) 239-3600
E-mail: pmgreen@jonesday.com

ATTORNEYS FOR DEBTOR