

Edward O. Sassower, P.C.
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

James H.M. Sprayregen, P.C.
Anup Sathy, P.C.
Chad J. Husnick, P.C. (admitted *pro hac vice*)
Emily E. Geier (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

-and-

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
KUTAK ROCK LLP
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192

Co-Counsel to the Debtors and Debtors in Possession

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

In re:)	
)	Chapter 11
)	
TOYS "R" US, INC., <i>et al.</i> , ¹)	Case No. 17-34665 (KLP)
)	
Debtors.)	(Jointly Administered)
)	

**AMENDED AGENDA FOR HEARING ON MOTIONS SCHEDULED
FOR AUGUST 7, 2018, AT 1:00 P.M. (PREVAILING EASTERN TIME)**

I. CONTESTED MATTERS

1. "Motion to Approve Compromise" Debtors' Motion for Entry of an Order (I) Approving (A) the Settlement Agreement, (B) Opt-Out Procedures Applicable to the Settlement Agreement, and (C) a Substantial Contribution Claim Under 503(b)(3)(D) of the Bankruptcy Code; and (II) Granting Related Relief [Docket No. 3814]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are set forth in the *Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief* [Docket No. 78]. The location of the Debtors' service address is One Geoffrey Way, Wayne, New Jersey 07470.

Responses Received:

- A. Opposition to Debtors' Motion for Entry of an Order (I) Approving (A) the Settlement Agreement, (B) Opt-Out Procedures Applicable to the Settlement Agreement, and (C) a Substantial Contribution Claim Under 503(b)(3)(D) of the Bankruptcy Code; and (II) Granting Related Relief [Docket No. 3973]
- B. LSC Communications US, LLC's (I) Objection to Debtors' Motion for Entry of an Order (A) Approving (1) The Settlement Agreement, (2) Opt-Out Procedures Applicable to the Settlement Agreement, and (3) A Substantial Contribution Claim Under Section 503(B)(3)(D) of the Bankruptcy Code; and (B) Granting Related Relief; and (II) Request to Be Included as a Participant in the Substantial Contribution Fund [Docket No. 3974]
- C. Objection of the United States Trustee to Debtors' Motion for Entry of an Order (I) Approving (A) the Settlement Agreement, (B) Opt-Out Procedures Applicable to the Settlement Agreement, and (C) a Substantial Contribution Claim Under 503(b)(3)(D) of the Bankruptcy Code; and (II) Granting Related Relief [Docket No. 3979]

Related Documents:

- A. Declaration of Alan B. Miller in Support of Debtors' Motion for Entry of an Order (I) Approving (A) the Settlement Agreement, (B) Opt-Out Procedures Applicable to the Settlement Agreement, and (C) a Substantial Contribution Claim Under 503(b)(3)(D) of the Bankruptcy Code; and (II) Granting Related Relief [Docket No. 4011]
- B. Declaration of Howard B. Steinberg in Support of Debtors' Motion for Entry of an Order (I) Approving (A) the Settlement Agreement, (B) Opt-Out Procedures Applicable to the Settlement Agreement, and (C) a Substantial Contribution Claim Under 503(b)(3)(D) of the Bankruptcy Code; and (II) Granting Related Relief [Docket No. 4012]
- C. Declaration of David Kurtz in Support of Debtors' Motion for Entry of an Order (I) Approving (A) the Settlement Agreement, (B) Opt-Out Procedures Applicable to the Settlement Agreement, and (C) a Substantial Contribution Claim Under 503(b)(3)(D) of the Bankruptcy Code; and (II) Granting Related Relief [Docket No. 4013]
- D. Declaration of Cari Turner in Support of Debtors' Motion for Entry of an Order (I) Approving (A) the Settlement Agreement, (B) Opt-Out Procedures Applicable to the Settlement Agreement, and (C) a Substantial Contribution Claim Under 503(b)(3)(D) of the Bankruptcy Code; and (II) Granting Related Relief [Docket No. 4014]

- E. Ad Hoc Group of B-4 Lenders' Statement in Support of Debtors' Motion for an Order (I) Approving (A) the Settlement Agreement, (B) Opt-Out Procedures Applicable to the Settlement Agreement, and (C) a Substantial Contribution Claim Under 503(b)(3)(D) of the Bankruptcy Code; and (II) Granting Related Relief [Docket No. 4025]
- F. Ad Hoc Vendor Group's Statement in Support of Debtors' Motion for an Order (I) Approving (A) the Settlement Agreement, (B) Opt-Out Procedures Applicable to the Settlement Agreement, and (C) a Substantial Contribution Claim Under 503(b)(3)(D) of the Bankruptcy Code; and (II) Granting Related Relief [Docket No. 4030]
- G. Official Committee of Unsecured Creditors' Statement in Support of Debtors' Motion for Entry of an Order Approving Settlement Agreement, Opt-Out Procedures, and Substantial Contribution Claim [Docket No. 4033]
- H. Debtors' Reply in Support of Their Motion for Entry of an Order (I) Approving (A) the Settlement Agreement, (B) Opt Out Procedures Applicable to the Settlement Agreement, and (C) a Substantial Contribution Claim Under Section 503(b)(3)(D) of the Bankruptcy Code; and (II) Granting Related Relief [Docket No. 4034]
- I. Mattel, Inc.'s Statement (I) in Support of the Debtors 9019 Motion (II) Alternatively for Allowance and Reimbursement of Reasonable Compensation Pursuant to Sections 503(b)(3) And (4) of the Bankruptcy Code and (III) in Reply to the Objection of United States Trustee [Docket No. 4037]
- J. Declaration of Richard L. Wynne in Support of Debtors' Motion [Docket No. 4038]
- K. Huffly Corporation's Joinder to the Committee Statement and Mattel Statement in Support of Settlement Agreement [Docket No. 4041]
- L. Declaration of Kim Martin Lewis in Support of Huffly Corporations Joinder to the Committee Statement and Mattel Statement in Support of Settlement Agreement [Docket No. 4042]
- M. Joinder of LEGO Systems, Inc. to Statements in Support of Settlement Agreement [Docket No. 4043]

Status: This matter is going forward.

II. UNCONTESTED MATTERS

2. “Extend Exclusivity” Debtors' Second Motion to Extend their Exclusivity Period to File a Chapter 11 Plan and Solicit Acceptances Thereof [Docket No. 3757]

Responses Received: None

Related Documents:

- A. Notice of Filing of Revised Proposed Second Order Extending Debtors' Period to File a Chapter 11 Plan and Solicit Acceptances Thereof [Docket No. 4036]

Status: This matter is going forward.

3. “Motion to Sell Iberia” Debtors' Motion for Entry of an Order (I) Authorizing Debtor TRU Taj (Europe) Holdings LLC to Sell the Iberia Business, (II) Authorizing the Debtors to Take Any Corporate Action Necessary to Consummate the Iberia Sale, (III) Authorizing Certain Debtors to Transfer Intercompany Loan, (IV) Authorizing the Debtors to Provide Transition Services, and (V) Granting Related Relief [Docket No. 3906]

Responses Received: None

Related Documents:

- A. Notice of Filing of Revised Proposed Order (I) Authorizing Debtor TRU Taj (Europe) Holdings LLC to Sell the Iberia Business, (II) Authorizing the Debtors to Take Any Corporate Action Necessary to Consummate the Iberia Sale, (III) Authorizing Certain Debtors to Transfer Intercompany Loan, (IV) Authorizing the Debtors to Provide Transition Services, and (V) Granting Related Relief [Docket No. 4052]

Status: This matter is going forward.

4. “Omnibus Objection Procedures” Debtors' Motion for Entry of an Order (I) Approving Procedures for Filing Omnibus Objections to Claims, (II) Approving the Form and Manner of the Notice of Omnibus Objections, and (III) Granting Related Relief [Docket No. 3907]

Responses Received: None

Related Documents: None

Status: This matter is going forward.

III. ADJOURNED MATTERS

5. "Sale Hearing" Debtors' Motion for Entry of an Order (I) Establishing Bidding Procedures for the Remaining Toys Delaware Real Estate Assets, (II) Approving the Sale of Certain Real Estate Assets, and (III) Granting Related Relief [Docket No. 2787]

Responses Received:

- A. Objection of Brixmor Hall Road LLC to (A) Debtors' Motion for Entry of an Order (I) Establishing Bidding Procedures for the Remaining Toys Delaware Real Estate Assets, (II) Approving the Sale of Certain Real Estate Assets, and (III) Granting Related Relief and (B) Notice of Successful and Backup Bidders with Respect to the Auction of Certain of the Toys Delaware's Real Estate Assets [Docket No. 3467]
- B. Statement and Reservation of Rights of Washington Prime Group Inc. to the Proposed Assumption and Assignment and the Proposed Cure Amount for the Lease Associated with White Oaks Plaza, LLC (Store No. 6003) [Docket No. 3469]
- C. Objection of Washington Prime Group Inc. to the Proposed Assumption and Assignment and the Proposed Cure Amount for the Lease Associated with The Plaza at Buckland Hills (Store No. 7532) [Docket No. 3471]
- D. Limited Objection of DDR Corp., Phillips International Holding Corp., and Regency Centers L.P. to the Notice of Successful and Backup Bidder with Respect to the Auction of Certain of the Toys Delaware's Real Estate Assets [Docket No. 3476]
- E. Objection of BT Hull Street, LLC to (A) Debtors' Proposed Assumption and Assignment of Unexpired Lease Relating to Store No. 6570 and (B) Debtors' Proposed Form of Adequate Assurance of Future Performance by Successful and Backup Bidders [Docket No. 3482]
- F. Objection of Hart Pacific Commons LLC to Proposed Sale, Assumption and Assignment of Lease, and Adequate Assurance of Future Performance [Docket No. 3486]
- G. Objection of 6711 Glen Burnie Retail, LLC to the Debtors' Proposed Assumption and Assignment of Unexpired Lease Relating to Store No. 8350. [Docket No. 3450]
- H. CBL & Associates Management, Inc.'s Objection to (1) Debtors' Proposed Assumption and Assignment of Unexpired Lease Relating to Store No. 6033 and (2) the Debtors' Propose Form of Adequate Assurance of Future Performance of Such Lease by the Designated Successful Bidder [Docket No. 3475]

- I. Constellation Solar New Jersey II, LLC's (1) Preliminary Limited Objection to Debtors' Motion for Entry of an Order (I) Establishing Bidding Procedures for the Remaining Toys Delaware Real Estate Assets, (II) Approving the Sale of Certain Real Estate Assets and (III) Granting Related Relief and (2) Cross-Motion for (A) A Determination that Bankruptcy Code Section 365(h) Will Apply to a Sale Free and Clear of Leasehold Interests; (B) In the Alternative Adequate Protection Under Section 363(e); and (C) If Applicable, Adequate Assurance Under Section 365(f)(2) [Docket No. 3784]
- J. Saadia Group LLC's Objection to Debtors Intended of Sale of the Mt. Olive and Rialto Properties to Backup Bidder [Docket No. 4046]

Related Documents:

- A. Order (I) Establishing Bidding Procedures for the Remaining Real Estate Assets of Toys Delaware and (II) Granting Related Relief [Docket No. 3056]
- B. Non-Auction Sale Notice With Respect to Jersey City [Docket No. 3108]
- C. Amended Notice of Bid Deadline and Potential Sale Hearing [Docket No. 3279]
- D. Notice of Qualified Bidders [Docket No. 3331]
- E. Notice of Successful and Backup Bidders With Respect to the Auction of Certain of the Toys Delaware's Real Estate Assets [Docket No. 3410]
- F. Notice of Filing of Proposed Order (I) Authorizing the Sale of Certain Real Estate Assets Free and Clear of All Interests, (II) Approving the Assumption and Assignment of Leases, (III) Authorizing Entry Into Lease Termination Agreements, and (IV) Granting Related Relief [Docket No. 3464]
- G. Amended Notice of Stalking Horse Bidder for Sale of Winston-Salem JV Interest, the Debtors' Fee Interest in 11 Parcels of Real Estate and the Debtor's Interest in Its Danbury, Connecticut Lease, All as More Fully Described in Exhibit A to the Stalking Horse Agreement and Attached Hereto [Docket No. 3514]
- H. Notice of Filing of Revised Proposed Order (I) Authorizing the Sale of Certain Real Estate Assets Free and Clear of All Interests, (II) Approving the Assumption and Assignment of Leases, (III) Authorizing Entry Into Lease Termination Agreements, and (IV) Granting Related Relief [Docket No. 3526]

- I. Declaration of Emilio Amendola in Support of Entry of an Order (I) Authorizing the Sale of Certain Real Estate Assets Free and Clear of All Interests, (II) Approving the Assumption and Assignment of Leases, (III) Authorizing the Entry Into Lease Termination Agreements, and (IV) Granting Related Relief [Docket No. 3529]
- J. Order (I) Authorizing the Sale of Certain Real Estate Assets (II) Approving the Assumption and Assignment of Leases, (III) Authorizing Entry into Lease Termination Agreements, and (IV) Granting Related Relief [Docket No. 3611]
- K. Reply in Support of Debtors Motion for Entry of an Order (I) Establishing Bidding Procedures for the Remaining Toys Delaware Real Estate Assets, (II) Approving the Sale of Certain Real Property and Leases, and (III) Granting Related Relief [Docket No. 3633]
- L. Notice of Sale to Successful and Backup Bidder With Respect to Winston-Salem Lease, Dublin Lease and Midlothian Lease [Docket No. 3635]
- M. Order (I) Granting the Motion with Respect to the Glen Burnie Store (II) Overruling the Objection to the Sale of the Glen Burnie Lease and (III) Granting Related Relief [Docket No. 3715]
- N. Notice of Qualified Bidder [Docket No. 3729]
- O. Notice of Successful and Backup Bidder with Respect to the Auction of Certain of the Debtors' Real Estate Assets [Docket No. 3761]
- P. Sealed Exhibit [Docket No. 3786]
- Q. Revised Exhibit C [Docket No. 3787]
- R. Revised Seal Exhibit [Docket No. 3788]
- S. Notice of Qualified Bidder [Docket No. 3813]
- T. Limited Objection and Reservation of Rights of Winston-Salem Retail Associates, L.P. to the Debtors' Motion for Entry of an Order, Inter Alia, Approving the Sale of Certain Real Estate Assets [Docket No. 3821]
- U. Amended Notice of Successful and Backup Bidder with Respect to the Auction of Certain of the Debtors' Real Estate Assets [Docket No. 3824]
- V. Notice of Successful and Backup Bidder With Respect to the Auction of Certain of the Debtors' Wave 3 Real Estate Assets [Docket No. 3835]

- W. Supplemental Order (I) Authorizing the Sale of Certain Real Estate Assets Free and Clear of all Interests (II) Approving the Assumption and Assignment of Leases and (III) Granting Related Relief [Docket No. 3846]
- X. Supplemental Order (I) Authorizing the Sale of Certain Real Estate Assets Free and Clear of all Interests (II) Approving the Assumption and Assignment of Leases and (III) Granting Related Relief [Docket No. 3847]
- Y. Order (I) Authorizing the Sale of Certain Real Estate Assets Free and Clear of All Interests, (II) Approving the Assumption and Assignment of Leases, and (III) Granting Related Relief [Docket No. 3931]
- Z. Proposed Order (I) Authorizing the Sale of Certain Real Estate Assets Free and Clear of All Interests and (II) Granting Related Relief [Docket No. 3932]
- AA. Declaration of Emilio Amendola in Support of Entry of Orders Approving the Sale of Certain Real Estate Assets Free and Clear of All Interests [Docket No. 3933]
- BB. Order Approving the Sale of Certain Real Estate Assets and Granting Related Relief [Docket No. 3945]
- CC. Order Approving the Sale of Certain Real Estate Assets and Granting Related Relief [Docket No. 3946]
- DD. Supplemental Order Approving the Lease Termination Agreement and Granting Related Relief [Docket No. 3972]
- EE. Notice of Backup Bidder with Respect to the Auction of Certain of the Debtors' Wave 3 Real Estate Assets [Docket No. 3996]

Status: An order was previously entered with respect to the sale of a majority of the subject real estate. This matter is adjourned with respect to certain real estate sales for Mt. Olive, New Jersey and Rialto, California to a hearing date the week of August 13, 2018 subject to the Court's availability. This matter is adjourned to August 23, 2018 with respect to the sale of the Winston-Salem JV interest.

- 6. "Motion to Seal" Motion of Constellation Solar New Jersey II, LLC's to File Under Seal Exhibits A and B In Support of Its (1) Preliminary Limited Objection to Debtors' Motion for Entry of an Order (I) Establishing Bidding Procedures for the Remaining Toys Delaware Real Estate Assets, (II) Approving the Sale of Certain Real Estate Assets and (III) Granting Related Relief and (2) Cross-Motion for (A) A Determination that Bankruptcy Code Section 365(h) Will Apply to a Sale Free and Clear of Leasehold Interests; (B) In the Alternative Adequate Protection Under Section 363(e); and (C) If Applicable, Adequate Assurance Under Section 365(f)(2) [Docket No. 3785]

Responses Received: None

Related Documents: None

Status: This matter is being adjourned to the omnibus hearing scheduled for August 23, 2018.

[Remainder of page intentionally left blank]

Richmond, Virginia
Dated: August 7, 2018

/s/ Jeremy S. Williams

KUTAK ROCK LLP

Michael A. Condyles (VA 27807)
Peter J. Barrett (VA 46179)
Jeremy S. Williams (VA 77469)
901 East Byrd Street, Suite 1000
Richmond, Virginia 23219-4071
Telephone: (804) 644-1700
Facsimile: (804) 783-6192
Email: Michael.Condyles@KutakRock.com
Peter.Barrett@KutakRock.com
Jeremy.Williams@KutakRock.com

*Co-Counsel to the Debtors
and Debtors in Possession*

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Edward O. Sassower, P.C.
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: edward.sassower@kirkland.com
joshua.sussberg@kirkland.com

-and-

James H.M. Sprayregen, P.C.
Anup Sathy, P.C.
Chad J. Husnick, P.C. (admitted *pro hac vice*)
Emily E. Geier (admitted *pro hac vice*)
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: james.sprayregen@kirkland.com
anup.sathy@kirkland.com
chad.husnick@kirkland.com
emily.geier@kirkland.com

*Co-Counsel to the Debtors
and Debtors in Possession*