

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
BEAUTY BRANDS, LLC, <i>et al.</i>)	Case No. 19-10031 (___)
Debtors. ¹)	Joint Administration Requested

NOTICE OF AGENDA FOR HEARING ON FIRST DAY MOTIONS

This agenda sets forth items in the order they appear in the first day motions binder delivered to the court. The status of each is set forth below.

1. Voluntary Petitions
 - a. Beauty Brands, LLC (Case No. 19-10031) (Docket No. 1; filed January 6, 2019)
 - b. Beauty Brands Payroll Holdings, Inc. (Case No. 19-10032) (Docket No. 1; filed January 6, 2019)
 - c. Beauty Brands Payroll, LLC. (Case No. 19-10033) (Docket No. 1; filed January 6, 2019)
2. Declaration of Timothy Boates in Support of First Day Motions (Docket No. 4; filed January 6, 2019)

Status: The Declaration will be relied upon as evidentiary support for the first day matters listed below.

3. Declaration of Dermott O’Flanagan in Support of Debtors’ Motion for Entry of (A) An Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors’ Assets Free and Clear of All Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures, Assumption And Assignment Procedures, And Bid Protections And The Form And Manner Of Notice Thereof, and (III) Granting Related Relief; And (B) An Order (I) Authorizing The Sale Of All Or Substantially All Of The Debtors’ Assets Free And Clear Of All Encumbrances, (II) Authorizing The Assumption And Assignment Of Certain Executory Contracts And Unexpired Leases, And (III)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Beauty Brands, LLC (0290); Beauty Brands Payroll Holdings, Inc. (6218); and Beauty Brands Payroll, LLC (1789). The location of the Debtors’ corporate headquarters is 4600 Madison Avenue, Suite 400, Kansas City, MO 64112.

Granting Related Relief and Related Motion to Shorten Notice (Docket No. 18; filed January 6, 2019)

Status: The Declaration will be relied upon as evidentiary support for agenda item 15 listed below.

First-Day Administrative and Procedural Motions

4. Debtors' Motion for Entry of an Order (I) Directing Joint Administration of Chapter 11 Cases and (II) Granting Related Relief (Docket No. 3; filed January 6, 2019)

Status: This matter is going forward.

5. Debtors' Motion for an Order Authorizing Debtors to (I) File a Consolidated List of Creditors; (II) File a Consolidated List of Debtors' Thirty Creditors Holding Largest Unsecured Claims; and (III) Mail Initial Notices (Docket No. 5; filed January 6, 2019)

Status: This matter is going forward.

First Day Motions Pertaining to Business Operations

6. Debtors' Motion for Interim and Final Orders Granting (I) Authority to (A) Continue Using Existing Bank Accounts, Business Forms, Cash Management System, and Credit Card Programs and Pay All Fees Related Thereto, (B) Implement Ordinary Course Changes to Cash Management System, Including Open and Close Bank Accounts, (C) Continue Intercompany Transactions, and (D) Provide Administrative Priority for Intercompany Claims, (II) A Waiver of the Requirements of Section 345(b) of the Bankruptcy Code, and (III) Related Relief (Docket No. 6; filed January 6, 2019)

Status: The Debtors will present an interim order, and then seek scheduling of a final hearing on the Motion.

7. Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to (A) Pay Pre-Petition Employee Obligations and (B) Maintain and Continue Employee Benefit Programs and Pay Related Administrative Obligations (Docket No. 7; filed January 6, 2019)

Status: The Debtors will present an interim order, and then seek scheduling of a final hearing on the Motion.

8. Debtors' Motion Pursuant to Sections 105(a), 362(d), 363(b), 363(c), and 503(b) of the Bankruptcy Code for Authorization to (A) Continue Their Workers' Compensation, Liability, Property, and Other Insurance Programs, (B) Pay All Obligations in Respect Thereof and (C) Enter into Premium Financing Agreements in the Ordinary Course of Business (Docket No. 8; filed January 6, 2019)

Status: The Debtors will present an interim order, and then seek scheduling of a final hearing on the Motion.

9. Debtors' Motion for Entry of Interim and Final Orders Authorizing the Payment of Pre-Petition Taxes and Assessments (Docket No. 9; filed January 6, 2019)

Status: The Debtors will present an interim order, and then seek scheduling of a final hearing on the Motion.

10. Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing Debtors to Honor Certain Pre-Petition Customer Programs in the Ordinary Course of Business and (II) Granting Related Relief (Docket No. 10; filed January 6, 2019)

Status: The Debtors will present an interim order, and then seek scheduling of a final hearing on the Motion.

11. Motion Pursuant to Sections 105 and 366 of the Bankruptcy Code for Entry of Interim and Final Orders (I) Prohibiting Utility Companies from Altering, Refusing or Discontinuing Services to, or Discriminating Against, the Debtors and (II) Determining that the Utility Companies are Adequately Assured of Post-Petition Payment (Docket No. 11; filed January 6, 2019)

Status: The Debtors will present an interim order, and then seek scheduling of a final hearing on the Motion.

Retention Applications

12. Debtors' Application for an Order, Pursuant to 28 U.S.C. § 156(c), Bankruptcy Rule 2002(f), and Local Rule 2002-1(f), Appointing Donlin, Recano & Company, Inc. as Claims and Noticing Agent, Nunc Pro Tunc to the Petition Date (Docket No. 12; filed January 6, 2019)

Status: This matter is going forward.

Financing Motion

13. Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, (B) Grant Liens and Superpriority Administrative Expense Claims to Post-Petition Lenders and (C) Utilize Cash Collateral, (II) Providing Adequate Protection to the Pre-Petition Secured Parties, (III) Modifying the Automatic Stay, (IV) Granting Related Relief, Pursuant to 11 U.S.C. Sections 105, 361, 362, 363, 364 and 507, and (V) Scheduling a Final Hearing Pursuant to Bankruptcy Rule 4001 and Local Rule 4001-2 (Docket No. 13; filed January 6, 2019)

Status: The Debtors will present an interim order, and then seek scheduling of a final hearing on the Motion.

Additional Motions

14. Debtors' Emergency Motion for Interim and Final Orders (I) Authorizing the Debtors to Assume the Agency Agreement; (II) Authorizing the Debtors to Sell Certain Assets Through Store Closing Sales, With Such Sales to be Free and Clear of All Liens, Claims and Encumbrances; (III) Authorizing Customary Bonuses to Employees of Closing Business Locations; (IV) Waiving Compliance with Contractual Store Closing Sale Restrictions; (V) Authorizing the Debtors to Abandon Certain Unsold Property; and (VI) Granting Related Relief (Docket No. 14; filed January 6, 2019)

Status: The Debtors will present an interim order, and then seek scheduling of a final hearing on the Motion.

15. Motion of the Debtors for Expedited Consideration of Debtors' Motion for, Inter Alia, Entry of Bidding Procedures Order (Docket No. 19; filed January 6, 2019)
- A. Debtors' Motion for Entry of (A) An Order (I) Scheduling a Hearing on the Approval of the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances, and the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (II) Approving Certain Bidding Procedures, Assumption and Assignment Procedures, and Bid Protections and the Form and Manner of Notice Thereof, and (III) Granting Related Relief; and (B) An Order (I) Authorizing the Sale of All or Substantially All of the Debtors' Assets Free and Clear of All Encumbrances, (II) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Granting Related Relief (Docket No. 16; filed January 6, 2019)

Status: This matter is going forward only as it relates to the Debtors' request for a hearing date and objection deadline for the bid procedures motion.

Dated: January 6, 2019
Wilmington, Delaware

ASHBY & GEDDES, P.A.

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