

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

In re

Charlotte Russe Holding, Inc., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 19-10210 (LSS)

(Joint Administration Requested)

**NOTICE OF AGENDA OF MATTERS SCHEDULED FOR  
FIRST DAY HEARING ON FEBRUARY 5, 2019 AT 10:00 A.M. (EASTERN)<sup>2</sup>**

Set forth below are the matters scheduled to be heard before the Honorable Laurie Selber Silverstein, United States Bankruptcy Judge, in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom #2, Wilmington, Delaware, on February 5, 2019 beginning at 10:00 a.m. (prevailing Eastern Time).

**VOLUNTARY CHAPTER 11 PETITIONS:**

- A. Charlotte Russe Holding, Inc. (Case No. 19-10210) [Filing Date: 2/3/19; D.I. 1]
- B. Charlotte Russe Holdings Corporation (Case No. 19-10211) [Filing Date: 2/3/19; D.I. 1]
- C. Charlotte Russe Intermediate Corporation (Case No. 19-10212) [Filing Date: 2/3/19; D.I. 1]
- D. Charlotte Russe Enterprise, Inc. (Case No. 19-10213) [Filing Date: 2/3/19; D.I. 1]
- E. Charlotte Russe, Inc. (Case No. 19-10214) [Filing Date: 2/3/19; D.I. 1]
- F. Charlotte Russe Merchandising, Inc. (Case No. 19-10215) [Filing Date: 2/3/19; D.I. 1]

---

<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Charlotte Russe Holding, Inc. (4325); Charlotte Russe Holdings Corporation (1045); Charlotte Russe Intermediate Corporation (6345); Charlotte Russe Enterprise, Inc. (2527); Charlotte Russe, Inc. (0505); Charlotte Russe Merchandising, Inc. (9453); and Charlotte Russe Administration, Inc. (9456). The Debtors' headquarters are located at 5910 Pacific Center Boulevard, Suite 120, San Diego, CA 92121.

<sup>2</sup> All parties wishing to participate in the Hearing telephonically must make arrangements with Court Call by telephone at (888) 882-6878 or on the Internet at [www.courtcall.com](http://www.courtcall.com).

- G. Charlotte Russe Administration, Inc. (Case No. 19-10216) [Filing Date: 2/3/19; D.I. 1]

**DECLARATIONS IN SUPPORT OF FIRST DAY RELIEF:**

1. Declaration of Brian M. Cashman, Chief Restructuring Officer of Charlotte Russe Holding, Inc., in Support of Debtors' Chapter 11 Petitions and First Day Motions [Filing Date: 2/3/19; D.I. 3]<sup>3</sup>

Related Documents:

- a. Notice of Filing Exhibit A to Declaration of Brian M. Cashman, Chief Restructuring Officer of Charlotte Russe Holding, Inc., In Support of Debtors Chapter 11 Petitions and First Day Motions [Filing Date: 2/4/19; D.I. 19]
2. Declaration of Brian M. Cashman in Support of the Debtors' Emergency Motion for Interim and Final Orders (I) Authorizing the Commencement/Continuation of Store Closing Sales in Accordance with the Store Closing Agreement and Sale Guidelines, with Such Sales to be Free and Clear of All Liens, Claims, and Encumbrances; (II) Authorizing the Assumption of the Store Closing Agreement; and (III) Granting Related Relief [Filing Date: 2/4/19; D.I. 14-2]
3. Declaration of Brian M. Cashman in Support of the Debtors Motion For Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Secured Parties, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, And (VII) Granting Related Relief [Filing Date: 2/4/19; D.I. 16]

**FIRST DAY MOTIONS:**

4. Debtors' Motion for Entry of an Order Directing Joint Administration of Related Chapter 11 Cases for Procedural Purposes Only [Filing Date: 2/3/19; D.I. 4]

Status: This matter is going forward.

---

<sup>3</sup> Docket numbers listed herein shall hereafter refer to the docket for Charlotte Russe Holding, Inc., Case No. 19-10210 (LSS), unless otherwise indicated.

5. Debtors' Motion for Entry of Order (I) Authorizing the Debtors to Prepare Consolidated List of Creditors in Lieu of Submitting a Separate Mailing Matrix for Each Debtor and (II) Granting Related Relief [Filing Date: 2/3/19; D.I. 5]

Status: This matter is going forward.

6. 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 [Filing Date: 2/3/19; D.I. 6]

Status: This matter is going forward.

7. Debtors' Motion for Entry of an Order Authorizing Maintenance, Administration, and Continuation of Certain Customer Programs [Filing Date: 2/3/19; D.I. 7]

Status: This matter is going forward.

8. Debtors' Motion for Entry of Interim and Final Orders Authorizing Payment of Certain Prepetition Shipping, Delivery, and Warehousemen Charges [Filing Date: 2/3/19; D.I. 8]

Status: This matter is going forward on an interim basis.

9. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Continued Use of Cash Management System, (II) Authorizing Continued Use of Existing Business Forms, (III) Authorizing the Continuation of Intercompany Transactions, (IV) Granting Administrative Priority Status to Post-Petition Intercompany Transactions, (V) Authorizing Use of Prepetition Bank Accounts, Account Control Agreements, and Certain Payment Methods, and (VI) Temporarily Suspending the Requirements of 11 U.S.C. § 345(b) [Filing Date: 2/3/19; D.I. 9]

Status: This matter is going forward on an interim basis.

10. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Prepetition Sales, Use, and Franchise Taxes and Similar Taxes and Fees And (II) Authorizing Banks and Other Financial Institutions to Receive, Process, Honor, and Pay Checks Issued and Electronic Payment Requests Made Relating to the Foregoing [Filing Date: 2/3/19; D.I. 10]

Status: This matter is going forward on an interim basis.

11. Debtors' Motion for Entry of Interim and Final Orders (I) Approving the Debtors' Proposed Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Services, (III) Approving the Debtors' Proposed Procedures for Resolving Adequate Assurance Requests, and (IV) Granting Related Relief [Filing Date: 2/3/19; D.I. 11]

Status: This matter is going forward on an interim basis.

12. Motion for Interim and Final Orders Authorizing (I) Payment of Wages, Compensation and Employee Benefits and (II) Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [Filing Date: 2/3/19; D.I. 12]

Status: This matter is going forward on an interim basis.

13. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing (A) Continuation of, and Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with Various Insurance Policies, (B) Continuation of, and Payment of Prepetition Obligations Incurred in the Ordinary Course of Business in Connection with Insurance Premium Financing Programs, and (C) Maintenance of the Customs Surety Bonds and (II) Authorizing Banks to Honor and Process Checks and Electronic Transfer Requests Related Thereto [Filing Date: 2/3/19; D.I. 13]

Status: This matter is going forward on an interim basis.

14. Debtors' Emergency Motion for Interim and Final Orders (I) Authorizing the Commencement/Continuation of Store Closing Sales in Accordance with the Store Closing Agreement and Sale Guidelines, with Such Sales to be Free and Clear of All Liens, Claims, and Encumbrances; (II) Authorizing the Assumption of the Store Closing Agreement; and (III) Granting Related Relief [Filing Date: 2/4/19; D.I. 14]

Status: This matter is going forward on an interim basis.

15. 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 Secured Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Filing Date: 2/4/19; D.I. 15]

Status: This matter is going forward on an interim basis.

16. Motion to Shorten Notice and Objection Periods Regarding Debtors' Combined Motion for Entry of an Order (I) Approving Bid and Sale Procedures, (II) Approving Certain Bidding Protections, (III) Approving the Form and Manner of Notice of the Sale and Assumption and Assignment of Executory Contracts and Unexpired Leases, (IV) Scheduling an Auction and Sale Hearing; and (V) Approving Sale [Filing Date: 2/4/19; D.I. 18]

Related Documents:

- a. Debtors' Combined Motion for Entry of an Order (I) Approving Bid and Sale Procedures, (II) Approving Certain Bidding Protections, (III) Approving the Form and Manner of Notice of the Sale and Assumption and Assignment of Executory Contracts and Unexpired Leases, (IV) Scheduling an Auction and Sale Hearing; and (V) Approving Sale [Filing Date: 2/4/19; D.I. 17]

Status: This matter is going forward.

Dated: February 4, 2019  
Wilmington, Delaware

BAYARD, P.A.

/s/ Justin R. Alberto  
Justin R. Alberto (No. 5126)  
Erin R. Fay (No. 5268)  
600 North King Street, Suite 400  
Wilmington, Delaware 19801  
Telephone: (302) 655-5000  
Facsimile: (302) 658-6395  
Email: jalberto@bayardlaw.com  
efay@bayardlaw.com

- and -

COOLEY LLP  
Seth Van Aalten  
Michael Klein  
Summer M. McKee  
1114 Avenue of the Americas  
New York, New York 10036  
Telephone: (212) 479-6000  
Facsimile: (212) 479-6275  
Email: svanaalten@cooley.com  
mklein@cooley.com  
smckee@cooley.com

*Proposed Co-Counsel for the Debtors  
and Debtors in Possession*