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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RELATIVITY FASHION, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 15-11989 (MEW)

(Jointly Administered)

**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR THE OMNIBUS HEARING ON AUGUST 25, 2015 AT 11:00 A.M.**

Location of Hearing: Courtroom of the Honorable Michael E. Wiles, United States
Bankruptcy Court for the Southern District of New York,
Alexander Hamilton Custom House, One Bowling Green,
New York, NY 10004.

¹ The Debtors in these chapter 11 cases are as set forth on page (i).

The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Relativity Fashion, LLC (4571); Relativity Holdings LLC (7052); Relativity Media, LLC (0844); Relativity REAL, LLC (1653); RML Distribution Domestic, LLC (6528); RML Distribution International, LLC (6749); RMLDD Financing, LLC (9114); 21 & Over Productions, LLC (7796); 3 Days to Kill Productions, LLC (5747); A Perfect Getaway P.R., LLC (9252); A Perfect Getaway, LLC (3939); Armored Car Productions, LLC (2750); Best of Me Productions, LLC (1490); Black Or White Films, LLC (6718); Blackbird Productions, LLC (8037); Brant Point Productions, LLC (9994); Brick Mansions Acquisitions, LLC (3910); Brilliant Films, LLC (0448); Brothers Productions, LLC (9930); Brothers Servicing, LLC (5849); Catfish Productions, LLC (7728); Cine Productions, LLC (8359); CinePost, LLC (8440); Cisco Beach Media, LLC (8621); Cliff Road Media, LLC (7065); Den of Thieves Films, LLC (3046); Don Jon Acquisitions, LLC (7951); DR Productions, LLC (7803); Einstein Rentals, LLC (5861); English Breakfast Media, LLC (2240); Furnace Films, LLC (3558); Gotti Acquisitions, LLC (6562); Great Point Productions, LLC (5813); Guido Contini Films, LLC (1031); Hooper Farm Music, LLC (3773); Hooper Farm Publishing, LLC (3762); Hummock Pond Properties, LLC (9862); Hunter Killer La Productions, LLC (1939); Hunter Killer Productions, LLC (3130); In The Hat Productions, LLC (3140); J & J Project, LLC (1832); JGAG Acquisitions, LLC (9221); Left Behind Acquisitions, LLC (1367); Long Pond Media, LLC (7197); Madaket Publishing, LLC (9356); Madaket Road Music, LLC (9352); Madvine RM, LLC (0646); Malavita Productions, LLC (8636); MB Productions, LLC (4477); Merchant of Shanghai Productions, LLC (7002); Miacomet Media LLC (7371); Miracle Shot Productions, LLC (0015); Most Wonderful Time Productions, LLC (0426); Movie Productions, LLC (9860); One Life Acquisitions, LLC (9061); Orange Street Media, LLC (3089); Out Of This World Productions, LLC (2322); Paranoia Acquisitions, LLC (8747); Phantom Acquisitions, LLC (6381); Pocomo Productions, LLC (1069); Relative Motion Music, LLC (8016); Relative Velocity Music, LLC (7169); Relativity Development, LLC (5296); Relativity Film Finance II, LLC (9082); Relativity Film Finance III, LLC (8893); Relativity Film Finance, LLC (2127); Relativity Films, LLC (5464); Relativity Foreign, LLC (8993); Relativity India Holdings, LLC (8921); Relativity Jackson, LLC (6116); Relativity Media Distribution, LLC (0264); Relativity Media Films, LLC (1574); Relativity Music Group, LLC (9540); Relativity Production LLC (7891); Relativity Rogue, LLC (3333); Relativity Senator, LLC (9044); Relativity Sky Land Asia Holdings, LLC (9582); Relativity TV, LLC (0227); Reveler Productions, LLC (2191); RML Acquisitions I, LLC (9406); RML Acquisitions II, LLC (9810); RML Acquisitions III, LLC (9116); RML Acquisitions IV, LLC (4997); RML Acquisitions IX, LLC (4410); RML Acquisitions V, LLC (9532); RML Acquisitions VI, LLC (9640); RML Acquisitions VII, LLC (7747); RML Acquisitions VIII, LLC (7459); RML Acquisitions X, LLC (1009); RML Acquisitions XI, LLC (2651); RML Acquisitions XII, LLC (4226); RML Acquisitions XIII, LLC (9614); RML Acquisitions XIV, LLC (1910); RML Acquisitions XV, LLC (5518); RML Bronze Films, LLC (8636); RML Damascus Films, LLC (6024); RML Desert Films, LLC (4564); RML Documentaries, LLC (7991); RML DR Films, LLC (0022); RML Echo Films, LLC (4656); RML Escobar Films LLC (0123); RML Film Development, LLC (3567); RML Films PR, LLC (1662); RML Hector Films, LLC (6054); RML Hillsong Films, LLC (3539); RML IFWT Films, LLC (1255); RML International Assets, LLC (1910); RML Jackson, LLC (1081); RML Kidnap Films, LLC (2708); RML Lazarus Films, LLC (0107); RML Nina Films, LLC (0495); RML November Films, LLC (9701); RML Oculus Films, LLC (2596); RML Our Father Films, LLC (6485); RML Romeo and Juliet Films, LLC (9509); RML Scripture Films, LLC (7845); RML Solace Films, LLC (5125); RML Somnia Films, LLC (7195); RML Timeless Productions, LLC (1996); RML Turkeys Films, LLC (8898); RML Very Good Girls Films, LLC (3685); RML WIB Films, LLC (0102); Rogue Digital, LLC (5578); Rogue Games, LLC (4812); Roguelife LLC (3442); Safe Haven Productions, LLC (6550); Sanctum Films, LLC (7736); Santa Claus Productions, LLC (7398); Smith Point Productions, LLC (9118); Snow White Productions, LLC (3175); Spy Next Door, LLC (3043); Story Development, LLC (0677); Straight Wharf Productions, LLC (5858); Strangers II, LLC (6152); Stretch Armstrong Productions, LLC (0213); Studio Merchandise, LLC (5738); Summer Forever Productions, LLC (9211); The Crow Productions, LLC (6707); Totally Interns, LLC (9980); Tribes of Palos Verdes Production, LLC (6638); Tuckernuck Music, LLC (8713); Tuckernuck Publishing, LLC (3960); Wright Girls Films, LLC (9639); Yuma, Inc. (1669); Zero Point Enterprises, LLC (9558). The location of the Debtors' corporate headquarters is: 9242 Beverly Blvd., Suite 300, Beverly Hills, CA 90210.

I. CONTESTED MATTERS:

1. Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief; and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief [**Dk. 25**].

Response Deadline: August 12, 2015 at 4:00 p.m. (Eastern Time). Extended for Vine Film Finance Fund II, LP to August 13, 2015 at 3:00 p.m. (Eastern Time).

Responses Received:

- A. Response of IATM, LLC to Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief; and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief [**Dk. 143**].
- B. Statement of Executory Contract Party Netflix in Response to Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief [**Dk. 153**].
- C. Limited Objection and Reservation of Rights of Select Music LLC to Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief; and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief [**Dk. 154**].

- D. Omnibus Objection and Reservation of Rights of Macquarie Investments US Inc. to (i) Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief, (ii) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief, and (iii) Debtors' Motion for Entry of an Order Authorizing Them to File DIP Fee Letter Under Seal [**Dk. 156**].
- E. Response of Viacom to Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief [**Dk. 157**].
- F. Statement of Position and Reservation of Rights re Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief [**Dk. 160**].
- G. Limited Objection and Reservation of Rights of CIT Bank, N.A., as Agent, with Respect to Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief; and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of

Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief **[Dk. 161]**.

- H. Manchester Securities Corporation, Manchester Library Company LLC, And Heatherden Securities LLC's Objection to Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief; and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief **[Dk. 162]**.
- I. Limited Objection to Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, Etc. **[Dk. 163]**.
- J. Objection of RKA Film Financing, LLC to Debtors' Motion for Order Establishing Bidding Procedures for the Sale of Substantially All of the Debtors' Assets and Approving Stalking Horse APA and Bidding Protections **[Dk. 164]**.
- K. Preliminary Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving the Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief **[Dk. 165]**.
- L. Declaration of Daniel S. Shamah in Support of Manchester Securities Corporation, Manchester Library Company LLC, and Heatherden Securities LLC's Objection to Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and

Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief **[Dk. 168]**.

- M. Amended Limited Objection and Reservation of Rights of Select Music LLC to Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief; and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief **[Dk. 173]**.

Related Documents:

- A. Debtors' Motion to Shorten Time for Notice of the Hearing to Consider the Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief, and (II) an Order (A) Approving the Sale of a Substantial Portion of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief **[Dk. 26]**.
- B. Order Granting the Debtors' Motion to Shorten Time for Notice of the Hearing to Consider the Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief, and (II) an Order (A) Approving the Sale of a Substantial Portion of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief **[Dk. 81]**.
- C. Notice of Hearing on Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief, and (II) an Order (A) Approving the Sale of a Substantial Portion of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief **[Dk. 86]**.

- D. Notice of Filing Exhibits to Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially all of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief **[Dk. 122]**.
- E. Declaration of C.J. Brown in Support of Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse Asset Purchase Agreement and Bidding Protections, and (C) Granting Certain Related Relief, and (II) an Order (A) Approving the Sale of a Substantial Portion of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief **[Dk. 130]**.
- F. Manchester Securities Corporation, Manchester Library Company LLC, and Heatherden Securities LLC's Motion to File Objection Under Seal **[Dk. 172]**.
- G. Order Granting Manchester Securities Corporation, Manchester Library Company LLC, and Heatherden Securities LLC's Motion to File Objection Under Seal **[Dk. 184]**.
- H. Notice of Adjournment of Hearing of Certain Matters Scheduled for the Hearing on August 14, 2015 **[Dk. 213]**.
- I. Omnibus Reply of Ad Hoc Group of Term Loan Lenders, DIP Lenders, and Proposed Stalking Horse Bidder to Objections Filed With Respect to (I) DIP Financing Motion And (II) Bidding Procedures Motion **[Dk. 241]**.
- J. Debtors' Motion to File the Manchester Reply Brief, the Baiocco Declaration, the Sharp Declaration, and the Accompanying Exhibits Under Seal **[Dk. 245]**.
- K. Supplemental Declaration of C.J. Brown in Support of Debtors' Bid and Sale Motion and the Debtors' DIP Motion **[Dk. 246]**.
- L. Debtors' Omnibus Reply to Objections to Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief **[Dk. 248]**.

- M. Debtors' Omnibus Response in Opposition to Manchester's Objections to the Debtors' Bid and Sale Procedures Motion and in Opposition to Manchester's Objections to the Debtors' DIP Financing Motion [FILED UNDER SEAL] [Dk. 250].
- N. Debtors' Omnibus Response in Opposition to Manchester's Objections to the Debtors' Bid and Sale Procedures Motion and in Opposition to Manchester's Objections to the Debtors' DIP Financing Motion [Dk. 252].
- O. Declaration of Dana Baiocco in Support of Debtors' Omnibus Response in Opposition to Manchester's Objections to the Debtors' Bid and Sale Procedures Motion and in Opposition to Manchester's Objections to the Debtors' DIP Financing Motion [Dk. 253].

Status: **This matter is going forward on a contested basis.**

- 2. Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [Dk. 23].

Response Deadline: August 18, 2015 at 4:00 p.m. (Eastern Time). Extended for Macquarie US Trading LLC, as Agent, to August 19, 2015 at 5:00 p.m. (Eastern Time). Extended for United States Trustee to August 21, 2015 at 12:00 p.m. (Eastern Time). Extended for the Official Committee of Unsecured Creditors to August 21, 2015 at 4:00 p.m. (Eastern Time).

Responses Received:

- A. Limited Objection and Reservation of Rights of Macquarie US Trading LLC and Macquarie Investments US Inc. [Dk. 43].
- B. Limited Objection of Technicolor, Inc. to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [Dk. 155].
- C. Omnibus Objection and Reservation of Rights of Macquarie Investments US Inc. to (i) Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other

Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief, (ii) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief, and (iii) Debtors' Motion for Entry of an Order Authorizing Them to File DIP Fee Letter Under Seal **[Dk. 156]**.

- D. Objection of RKA Film Financing, LLC to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; And (IV) Granting Related Relief **[Dk. 158]**.
- E. Response and Limited Objection of Viacom to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief **[Dk. 159]**.
- F. Objections of Ollawood Productions, LLC and Left Behind Investments, LLC to Debtors' Motion for Entry of Interim and Final Debtor in Possession Financing Orders **[Dk. 166]**.
- G. Manchester Securities Corporation, Manchester Library Company LLC, and Heatherden Securities LLC's Reservation of Rights Under the Second Interim Order **[Dk. 169]**.
- H. Preliminary Objection of the Official Committee of Unsecured Creditors to the Debtors' Motion for Entry of a Second Interim Order Authorizing (I) the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; and (II) for Related Relief **[Dk. 170]**.
- I. Limited Objection and Reservation of Rights of CIT Bank, N.A., as Agent, with Respect to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief **[Dk. 171]**.
- J. Supplemental Objection of RKA Film Financing, LLC to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the

Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief **[Dk. 219]**.

- K. Manchester Securities Corporation, Manchester Library Company LLC, And Heatherden Securities LLC's Objection to the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief **[Dk. 225]**.
- L. Declaration of Daniel S. Shamah in Support of K. Manchester Securities Corporation, Manchester Library Company LLC, And Heatherden Securities LLC's Objection to the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief **[Dk. 226]**.

Related Documents:

- A. Declaration of Timothy R. Coleman in Support of Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief **[Dk. 24]**.
- B. Interim Order Pursuant to Sections 105, 361, 362, 363, 364, and 507 of the Bankruptcy Code (I) Authorizing Debtors to Obtain Superpriority Secured Debtor-In-Possession Financing, (II) Authorizing Debtors to Use Cash Collateral, (III) Granting Adequate Protection to the Cortland Parties, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief **[Dk. 48]**.
- C. Notice of Second Interim Hearing on Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief **[Dk. 99]**.
- D. Second Interim Order Pursuant to Sections 105, 361, 362, 363, 364, and 507 of the Bankruptcy Code (I) Authorizing Debtors to Obtain Superpriority Secured Debtor-In-Possession Financing, (II)

Authorizing Debtors to Use Cash Collateral, (III) Granting Adequate Protection to the Cortland Parties, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief [**Dk. 200**].

- E. Manchester Securities Corporation, Manchester Library Company LLC, And Heatherden Securities LLC's Motion to File Objection Under Seal [**Dk. 224**].
- F. Order Granting Manchester Securities Corporation, Manchester Library Company LLC, And Heatherden Securities LLC's Motion to File Objection Under Seal [**Dk. 229**].
- G. Omnibus Reply of Ad Hoc Group of Term Loan Lenders, DIP Lenders, and Proposed Stalking Horse Bidder to Objections Filed With Respect to (I) DIP Financing Motion and (II) Bidding Procedures Motion [**Dk. 241**].
- H. Debtors' Motion to File the Manchester Reply Brief, the Baiocco Declaration, the Sharp Declaration, and the Accompanying Exhibits Under Seal [**Dk. 245**].
- I. Supplemental Declaration of C.J. Brown in Support of Debtors' Bid and Sale Motion and the Debtors' DIP Motion [**Dk. 246**].
- J. Omnibus Reply of Debtors to Objections to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [**Dk. 247**].
- K. Declaration of Bradley T. Sharp in Support of Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [**Dk. 249**].
- L. Debtors' Omnibus Response in Opposition to Manchester's Objections to the Debtors' Bid and Sale Procedures Motion and in Opposition to Manchester's Objections to the Debtors' DIP Financing Motion [FILED UNDER SEAL] [**Dk. 250**].
- M. Debtors' Omnibus Response in Opposition to Manchester's Objections to the Debtors' Bid and Sale Procedures Motion and in Opposition to Manchester's Objections to the Debtors' DIP Financing Motion [**Dk. 252**].

- N. Declaration of Dana Baiocco in Support of Debtors' Omnibus Response in Opposition to Manchester's Objections to the Debtors' Bid and Sale Procedures Motion and in Opposition to Manchester's Objections to the Debtors' DIP Financing Motion **[Dk. 253]**.
- O. Notice of Filing List of Obligors and Guarantors Under (I) Cortland TLA/TLB Facility and (II) Manchester Credit Facility **[Dk. 251]**.

Status: **This matter is going forward on a contested basis.**

II. UNCONTESTED MATTERS:

- 1. Debtors' Motion for Entry of an Order Authorizing Them to File DIP Fee Letter Under Seal **[Dk. 116]**.

Response Deadline: August 13, 2015 at 12:00 p.m. (Eastern Time).

Responses Received:

- A. Omnibus Objection and Reservation of Rights of Macquarie Investments US Inc. to (i) Debtors' Motion for (I) an Order (A) Establishing Bid Procedures for the Sale of Substantially All of the Debtors' Assets, (B) Approving Stalking Horse APA and Bidding Protections, and (C) Granting Certain Related Relief and (II) an Order (A) Approving the Sale of Substantially All of the Debtors' Assets Free and Clear of Liens, Claims, Encumbrances and Other Interests, (B) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto, and (C) Granting Certain Related Relief, (ii) Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Use Cash Collateral; (II) Granting the Prepetition Lenders Adequate Protection; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief, and (iii) Debtors' Motion for Entry of an Order Authorizing Them to File DIP Fee Letter Under Seal **[Dk. 156]**.

Related Documents:

- A. Notice of Presentment of Debtors' Motion for Entry of an Order Authorizing Them to File DIP Fee Letter Under Seal **[Dk. 117]**.
- B. Notice of Filing Redacted DIP Fee Letter **[Dk. 118]**.
- C. Notice of Hearing on Debtors' Motion for Entry of an Order Authorizing Them to File DIP Fee Letter Under Seal **[Dk. 181]**.

- D. Notice of Adjournment of Hearing of Certain Matters Scheduled for the Hearing on August 14, 2015 **[Dk. 213]**.

Status: **Objection resolved. This matter is going forward on an uncontested basis.**

2. Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing, but not Directing, the Debtors to Continue Prepetition Insurance Coverage and Pay Prepetition Obligations Relating Thereto and (B) Authorizing, but not Directing, all Financial Institutions to Honor all Related Payment Requests **[Dk. 7]**.

Response Deadline: August 18, 2015 at 4:00 p.m. (Eastern Time). Extended for the Official Committee of Unsecured Creditors to August 21, 2015 at 4:00 p.m. (Eastern Time).

Responses Received: None.

Related Documents:

- A. Interim Order (A) Authorizing, but not Directing, the Debtors to Continue Prepetition Insurance Coverage and Pay Prepetition Obligations Relating Thereto and (B) Authorizing, but not Directing, all Financial Institutions to Honor all Related Payment Requests **[Dk. 70]**.
- B. Notice of Hearing on Certain Matters Scheduled for Omnibus Hearing on August 25, 2015 **[Dk. 119]**.

Status: **This matter is going forward on an uncontested basis.**

3. Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing, but not Directing, the Debtors to Pay Certain Prepetition Claims of Critical Vendors, (B) Approving Related Procedures and (C) Authorizing, but not Directing, all Financial Institutions to Honor all Related Payment Requests **[Dk. 8]**.

Response Deadline: August 18, 2015 at 4:00 p.m. (Eastern Time). Extended for the Official Committee of Unsecured Creditors to August 21, 2015 at 4:00 p.m. (Eastern Time).

Responses Received: None.

Related Documents:

- A. Interim Order (A) Authorizing, but not Directing, the Debtors to Pay Certain Prepetition Claims of Critical Vendors, (B) Approving Related Procedures and (C) Authorizing, but not Directing, all Financial Institutions to Honor all Related Payment Requests **[Dk. 71]**.

- B. Notice of Hearing on Certain Matters Scheduled for Omnibus Hearing on August 25, 2015 **[Dk. 119]**.

Status: **This matter is going forward on an uncontested basis.**

4. Debtors' Motion for Entry of Interim and Final Orders Authorizing, but not Directing, Debtors to (A) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (B) Pay and Honor Employee Medical and Other Benefits and (C) Continue Employee Benefit Programs **[Dk. 9]**.

Response Deadline: August 18, 2015 at 4:00 p.m. (Eastern Time). Extended for the Official Committee of Unsecured Creditors to August 21, 2015 at 4:00 p.m. (Eastern Time).

Responses Received: None.

Related Documents:

- A. Interim Order Authorizing, but not Directing, Debtors to (A) Pay Certain Prepetition Wages and Reimbursable Employee Expenses, (B) Pay and Honor Employee Medical and Other Benefits and (C) Continue Employee Benefit Programs **[Dk. 49]**.
- B. Notice of Hearing on Certain Matters Scheduled for Omnibus Hearing on August 25, 2015 **[Dk. 119]**.

Status: **This matter is going forward on an uncontested basis.**

3. Debtors' Motion for Entry of Interim and Final Orders Authorizing Payment of Prepetition Residuals and Participations in the Ordinary Course of Business **[Dk. 10]**.

Response Deadline: August 18, 2015 at 4:00 p.m. (Eastern Time). Extended for the Official Committee of Unsecured Creditors to August 21, 2015 at 4:00 p.m. (Eastern Time).

Responses Received:

- A. Manchester Securities Corporation, Manchester Library Company LLC, And Heatherden Securities LLC's Protective Objection to Debtors' Motion for Entry of Interim and Final Orders Authorizing Payment of Prepetition Residuals and Participations in the Ordinary Course of Business **[Dk. 223]**.
- B. Statement and Reservation of Rights by Union Entities in Response to Protective Objection of Manchester Securities Corporation, Manchester Library Company LLC, and Heatherden Securities LLC to Debtors' Motion Authorizing Payment of

Prepetition Residuals and Participations in the Ordinary Course of Business **[Dk. 240]**.

Related Documents:

- A. Interim Order Authorizing Payment of Prepetition Residuals and Participations in the Ordinary Course Of Business **[Dk. 72]**.
- B. Notice of Hearing on Certain Matters Scheduled for Omnibus Hearing on August 25, 2015 **[Dk. 119]**.

Status: **Responses resolved. This matter is going forward on an uncontested basis.**

- 5. Debtors' Motion for Interim and Final Orders Authorizing the Debtors to Honor Prize Obligations Under Existing Production Agreements **[Dk. 11]**.

Response Deadline: August 18, 2015 at 4:00 p.m. (Eastern Time). Extended for the Official Committee of Unsecured Creditors to August 21, 2015 at 4:00 p.m. (Eastern Time).

Responses Received: None.

Related Documents:

- A. Interim Order Authorizing the Debtors to Honor Prize Obligations Under Existing Production Agreements **[Dk. 50]**.
- B. Notice of Hearing on Certain Matters Scheduled for Omnibus Hearing on August 25, 2015 **[Dk. 119]**.

Status: **This matter is going forward on an uncontested basis.**

- 6. Debtors' Motion for Entry of Interim and Final Orders (A) Authorizing Continued Use of Existing Cash Management System, Bank Accounts and Business Forms, and Payment of Related Prepetition Obligations, (B) Waiving Certain Investment and Deposit Requirements on a Limited Basis, and (C) Authorizing Continued Engagement in Intercompany Transactions, and (D) According Administrative Expense Priority Status to all Postpetition Intercompany Claims **[Dk. 12]**.

Response Deadline: August 18, 2015 at 4:00 p.m. (Eastern Time). Extended for the Official Committee of Unsecured Creditors to August 21, 2015 at 4:00 p.m. (Eastern Time).

Responses Received: None.

Related Documents:

- A. Interim Order (A) Authorizing Continued Use of Existing Cash Management System, Bank Accounts and Business Forms, and Payment of Related Prepetition Obligations, (B) Waiving Certain Investment and Deposit Requirements on a Limited Basis, and (C) Authorizing Continued Engagement in Intercompany Transactions, and (D) According Administrative Expense Priority Status to all Postpetition Intercompany Claims **[Dk. 51]**.
- B. Interim Order (A) Authorizing Continued Use of Existing Cash Management System, Bank Accounts and Business Forms, and Payment of Related Prepetition Obligations, (B) Waiving Certain Investment and Deposit Requirements on a Limited Basis, and (C) Authorizing Continued Engagement in Intercompany Transactions, and (D) According Administrative Expense Priority Status to all Postpetition Intercompany Claims **[Dk. 85]**.
- C. Notice of Hearing on Certain Matters Scheduled for Omnibus Hearing on August 25, 2015 **[Dk. 119]**.

Status: **This matter is going forward on an uncontested basis.**

- 7. Debtors Motion for Entry of an Order (I) Approving Debtors Proposed Form of Adequate Assurance of Payment to Utilities, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utilities from Altering, Refusing, or Discontinuing Service **[Dk. 100]**.

Response Deadline: August 18, 2015 at 4:00 p.m. (Eastern Time). Extended for the Official Committee of Unsecured Creditors to August 21, 2015 at 4:00 p.m. (Eastern Time).

Responses Received: None.

Related Document:

- A. Notice of Hearing on Certain Matters Scheduled for Omnibus Hearing on August 25, 2015 **[Dk. 119]**.

Status: **This matter is going forward on an uncontested basis.**

Dated: August 21, 2015
New York, New York

SHEPPARD MULLIN RICHTER & HAMPTON LLP

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