

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address BRIAN L. DAVIDOFF (SBN 102654) BDavidoff@GreenbergGlusker.com KEITH PATRICK BANNER (SBN 259502) KBanner@GreenbergGlusker.com GREENBERG GLUSKER FIELDS CLAMAN & MACHTINGER LLP 1900 Avenue of the Stars, 21st Floor Los Angeles, California 90067-4590 Telephone: 310.553.3610 Fax: 310.553.0687	FOR COURT USE ONLY
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION</b>	
In re: B&B Liquidating, LLC,          Debtor(s).	CASE NO.: 2:18-bk-11744-NB  CHAPTER: 11  <div style="text-align: center; padding: 10px;"> <b>CHAPTER 11 STATUS CONFERENCE REPORT (INITIAL)</b> </div> <hr/> Case Status Conference DATE: 3/20/2018 TIME: 2:00 p.m. COURTROOM: 1545
<input type="checkbox"/> Individual(s) appearing without attorney <input checked="" type="checkbox"/> Attorney(s) for: Debtor and Debtor in Possession	

### INSTRUCTIONS TO THE DEBTOR(S)

- (1) **Keep your answers brief but informative** (use continuation sheets if necessary, numbered to match the items in this report).
- (2) **Do not use this form** (a) for later status reports, which should include only short updates, or (b) if the judge presiding over this case requires the use of a different procedure.
- (3) You must file and serve this report **at least 14 days before** the status conference listed above. Serve it on the Office of the United States Trustee and on any parties requesting special notice, or as otherwise directed by the court.
- (4) Failure to follow these instructions may result in dismissal of this case or other sanctions without further notice.

*Definitions:* "Section" ("§") refers to a section of the Bankruptcy Code, Title 11 of the United States Code (11 U.S.C.); a "Rule" means one of the Federal Rules of Bankruptcy Procedure; "LBR" means the Local Bankruptcy Rules; and other terms have the meanings provided in the Bankruptcy Code, the Rules, and the LBR.



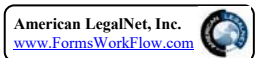
<b>A. OVERVIEW</b>	
<b>1. Bankruptcy Petition</b>	Date filed: <u>02</u> / <u>16</u> / <u>2018</u>
<p><b>2. Background and Exit Strategy (discuss all below)</b></p> <p>a. The Debtor's business/employment;</p> <p>b. principal assets/ liabilities (including possible avoidance actions, environmental liabilities, etc.);</p> <p>c. what caused the bankruptcy;</p> <p>d. exit strategy (for resolving the principal financial and legal issues); and</p> <p>e. progress made toward consensual resolution of any disputed issues.</p> <p><b>Example:</b> "the Debtor owns a four-unit apartment building worth approx. \$ _____, 1st deed of trust approx. \$ _____, 2nd deed of trust approx. \$ _____. The Debtor lives in one unit and is employed as building manager. Two tenants stopped paying rent. Debtor plans to complete evictions, obtain paying tenants, and strip off second deed of trust."</p>	<p>Explain:</p> <p>Though the Debtor largely accomplished its goals in the reorganization case of B&amp;B Bachrach, Case No. 2:17-bk-15292-NB, post-exit the Debtor faced a series of difficulties, such as (i) a continued decline in sales; (ii) delays in obtaining timely financing, which involved the obtaining of a "bridge loan" from Emerald Capital Funding LLC; and (iii) delayed receipt of holiday inventory. These difficulties culminated in the decision to liquidate the company.</p> <p>The Debtor retained liquidation consultants, Great American Group, LLC and Tiger Capital Group, LLC (collectively, the "Liquidation Consultant") to perform the inventory liquidation sales (the "Store Closing Sales") at the 13 locations leased by the Company (the "Closing Stores"). The Store Closing Sales are estimated to take place over an 18-week period, with the Closing Stores closed, and the corresponding leases rejected upon completion.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>3. Petition Document Compliance</b></p> <p>a. Has the Debtor filed <i>all</i> bankruptcy schedules, the Statement of Financial Affairs ("SOFA"), and <i>all</i> other documents required by 11 U.S.C. § 521, Rule 1007, and LBR 1007-1 (e.g., any tax returns required by 11 U.S.C. § 521 (f), with social security numbers, names of minor children, and other sensitive information blacked out per 11 U.S.C. § 107, § 112, or Rule 9018?); and</p> <p>b. has the Debtor complied with <i>all</i> applicable guidelines established by the U.S. Trustee?</p> <p><input type="checkbox"/> Yes</p>	<p><input checked="" type="checkbox"/> No (explain):</p> <p>The Court granted the Debtor's request for an extension of time to file the required Schedules and Statements by order entered on March 2, 2018 [Docket No. 73]. The deadline has been extended an additional 14 days to March 16, 2018. The Debtor anticipates meeting this deadline.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>

<b>B. COMMON "FIRST DAY" MATTERS</b>	
<p><b>1. Cash Collateral Use (11 U.S.C. § 363(c))</b></p> <p>a. Did the Debtor file a stipulation/motion for use of cash collateral (see local form F 2081-2.1.MOTION.CASH.COLLATERAL) with local form F 4001-2.STMT.FINANCE?  <input checked="" type="checkbox"/> <b>Yes</b></p> <p>b. Did the court approve the requested use of cash collateral?  <input checked="" type="checkbox"/> <b>Yes</b> (see Order at docket no. <u>36</u> ).</p> <p><input type="checkbox"/> <b>No</b>, there is no cash that any entity can claim as its cash collateral.</p>	<p><input type="checkbox"/> No, other reason (explain):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>2. Budget motion</b></p> <p>Has the Debtor filed a budget motion? See Local Form F 2081-2.2.MOTION.BUDGET.</p> <p><input type="checkbox"/> <b>Yes</b></p> <p><input checked="" type="checkbox"/> <b>No, not required by the presiding judge's procedures</b></p>	<p><input type="checkbox"/> No, other reason (explain):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>3. Insider compensation and transfers</b></p> <p>Has the Debtor paid any compensation or made any other transfers after this case was filed to or for the benefit of:</p> <p>(1) Any insider,                  (2) Any owner, partner, officer, director or shareholder of the Debtor, or                  (3) Any relative of an insider (as defined in 11 U.S.C. § 101(31))</p> <p>except as permitted per LBR 2014-1 and Form USTLA-12?</p> <p><input checked="" type="checkbox"/> <b>No</b></p>	<p><input type="checkbox"/> Yes (explain):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>4. Automatic stay (11 U.S.C. § 362(c)(3)&amp;(4))</b></p> <p>Is the Debtor an individual who has had one or more bankruptcy cases dismissed within 1 year before this case was filed?</p> <p><input checked="" type="checkbox"/> <b>No</b>; or</p> <p><input type="checkbox"/> <b>Yes</b>, and, for one qualifying dismissal, the Debtor will have "completed" a hearing to continue the automatic stay within 30 days after this case was filed under § 362(c)(3); or</p> <p><input type="checkbox"/> <b>Yes</b>, and, for two or more qualifying dismissals, the Debtor will have filed a motion to impose the stay within 30 days after this case was filed, under § 362(c)(4). See LBR 4001-2(e), and Local Form F 4001-1.IMPOSE.STAY.MOTION.</p>	<p><input type="checkbox"/> Other (explain):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>

<b>B. COMMON "FIRST DAY" MATTERS</b>	
<p><b>5. Utilities (11 U.S.C. § 366)</b> (see Local Form F 2081-2.4.MOTION.UTILITIES)</p> <p>Was a utility motion:</p> <p>(1) <i>Filed</i> within 20 days after this case was filed and</p> <p>(2) <i>Set for hearing</i> within 30 days after this case was filed?</p> <p><input checked="" type="checkbox"/> <b>Yes</b></p> <p><input type="checkbox"/> <b>No</b>, the Debtor has determined that no utility motion is needed</p>	<p><input type="checkbox"/> No, other reason (<i>explain</i>):</p>   <p><input type="checkbox"/> See attached continuation page(s).</p>

<b>C. LIEN AVOIDANCE</b> <input checked="" type="checkbox"/> <b>Check here and skip this section</b> if the Debtor does NOT contemplate any lien avoidance.	
<p><b>1. "Lien Stripping"</b></p> <p>Does the Debtor intend to avoid any unsecured or under-secured liens under 11 U.S.C. § 506 (including motions per <i>In re Lam</i>, 211 B.R. 36 (9<sup>th</sup> Cir. BAP 1997)("Lam motions"))?</p> <p><input type="checkbox"/> <b>No</b></p>	<p><input type="checkbox"/> Yes (<i>explain</i>):</p>  <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>2. Judicial Liens</b> (see Local Form F 4003-2.1.AVOID.LIEN.RP.MOTION and 4003-2.2.AVOID.LIEN.PP.MOTION)</p> <p>Does the Debtor intend to avoid any <i>judicial</i> liens under 11 U.S.C. § 522(f)?</p> <p><input type="checkbox"/> <b>No</b></p>	<p><input type="checkbox"/> Yes (<i>explain</i>):</p>  <p><input type="checkbox"/> See attached continuation page(s).</p>

<b>D. PROFESSIONALS</b> (see Local Forms F 2014-1.STMT.DISTINTEREST.PROF (statement of disinterestedness), F 2081-2.5.MOTION.EMPLOY.GEN.COUNSEL, and F 2081-2.5.MOTION.EMPLOY.OTHER)			
<i>Professional's Name</i>	<i>Employment App. Filed</i>	<i>Employment Approved</i>	<i>Type of Employment</i>
Greenberg Glusker Fields Claman and Machtinger LLP	estimated 03/2018		11 U.S.C. § 327(a) general bankruptcy counsel
Clear Thinking Group, LLC	estimated 03/2018		11 U.S.C. § 327(a) financial advisor to the Debtor



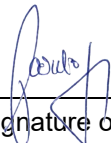
<b>D. PROFESSIONALS</b> (see Local Forms F 2014-1.STMT.DISTINTEREST.PROF (statement of disinterestedness), F 2081-2.5.MOTION.EMPLOY.GEN.COUNSEL, and F 2081-2.5.MOTION.EMPLOY.OTHER)			
<i>Professional's Name</i>	<i>Employment App. Filed</i>	<i>Employment Approved</i>	<i>Type of Employment</i>
Great American Group, LLC and Tiger Capital Group, LLC	N/A	N/A	Pre-Petition Agreement assumed under 11 U.S.C. § 365. Liquidation Consultant to the Debtor.
<input type="checkbox"/> See attached continuation page(s)			
<b>EXAMPLES:</b> John Doe, Esq.	1/1/2050	1/7/2050	11 U.S.C § 327(a) general bankruptcy counsel
Jane Roe et al., LLP	1/4/2050 to UST, app. to be filed		11 U.S.C. §§ 327(e) & 328(a) (special counsel, contingent fee, contract dispute)
Richard Poe, Accountant	1/3/2050	Pending	11 U.S.C. § 327(a) (accountant)

<b>E. PROPOSED DEADLINES / PROCEDURES</b>	
<b>1. Proofs of claim filing deadline</b> The court will address the deadline to serve a bar date notice at the status conference.	Proposed claims filing bar date: <u>7 / 31 / 18</u>
<b>2. Plan of reorganization (or liquidation)</b> The court will address plan-related procedures at the status conference. Debtor should be prepared to discuss time estimates for filing a proposed plan and disclosure statement.	Proposed deadline to file a proposed plan and disclosure statement: <u>8 / 31 / 18</u>
<b>3. Special Plan Procedures</b> Does the Debtor propose special procedures in connection with any plan or disclosure statement, such as a combined hearing on final approval of the disclosure statement and confirmation of the plan (11 U.S.C § 105(d)(2)(B)(vi))?  <input type="checkbox"/> <b>No</b>	<input checked="" type="checkbox"/> <b>Yes (explain):</b> Request that plan and disclosure statement documents and hearings be combined and heard together to save costs.  <input type="checkbox"/> See attached continuation page(s).

**NOTE TO THE DEBTOR: YOU MUST ANSWER ALL APPLICABLE QUESTIONS ON THE ATTACHED PAGES**, which deal with very important but less common issues in Chapter 11 cases, such as more "first day" matters, and cases that might be "single asset real estate" cases, or involve "small businesses," or "health care businesses".

Date: March 9, 2018

Respectfully submitted,



\_\_\_\_\_  
Signature of: (1) Debtor's Attorney or (2) Debtor(s)

Brian L. Davidoff

\_\_\_\_\_  
Printed name



**PART II: ADDITIONAL QUESTIONS**

**INSTRUCTIONS:** The following matters may not apply in every case, but are very important if they apply to your case. **You must complete every section.**

**A. LEASES AND CONTRACTS**  **Check here and skip this section** if the Debtor is NOT a party to any unexpired leases or unexpired (“executory”) contracts (e.g., if the Debtor is a landlord or a tenant).

**NOTE:** *This Status Report is a statement of the Debtor’s present intention. It is not equivalent to a motion (if one is required).*

**1. Lease or contract (describe):**  
See Attachment Part II, Section A.

**Intention:**

- Reject
- Assume
- Assume and assign (per 11 U.S.C. § 365)
- Other (explain):

See attached continuation page(s).

See attached continuation page(s).

**2. Lease or contract (describe):**

**Intention:**

- Reject
- Assume
- Assume and assign (per 11 U.S.C. § 365)
- Other (explain):

See attached continuation page(s).

See attached continuation page(s).

**3. Lease or contract (describe):**

**Intention:**

- Reject
- Assume
- Assume and assign (per 11 U.S.C. § 365)
- Other (explain):

See attached continuation page(s).

See attached continuation page(s).

<p><b>B. ADDITIONAL “FIRST DAY” MATTERS</b> <input type="checkbox"/> Check here and <b>skip this section</b> if there are NO “first day” matters (caution: double-check the types of motions listed below and read LBR 2081-1).</p>	
<p><b>1. Immediate Payment of Payroll</b> Does the Debtor need to pay prepetition payroll/benefits (see Local Form F 2081-2.3.MOTION.PAYROLL)?</p> <p><input type="checkbox"/> No, the Debtor does not have employees/qualified independent contractors; or</p> <p><input type="checkbox"/> No, the Debtor’s workers were paid in full in cash at the time this case was filed.</p>	<p><input checked="" type="checkbox"/> Yes (<i>explain</i>): On February 22, 2018 the Court entered an order granting the Debtor’s motion and authorizing the payment of pre-petition wages. See Docket Nos. 21 &amp; 37.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>2. Debtor-in-Possession (DIP) Financing</b> Does the Debtor contemplate seeking post-petition financing (11 U.S.C. § 364)?</p> <p><input type="checkbox"/> No</p>	<p><input checked="" type="checkbox"/> Yes (<i>explain</i>): On February 22, 2018, the Court entered an order granting, on an interim basis, the Debtor’s financing stipulation with Siena Lending Group LLC. See Docket Nos. 21 &amp; 36. A final hearing on the matter has been scheduled concurrently with the initial status conference.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>3. Bank Accounts and Cash Management</b> Is the Debtor seeking authority to maintain pre-petition bank accounts, or approval of any other cash management system?</p> <p><input type="checkbox"/> No</p>	<p><input checked="" type="checkbox"/> Yes (<i>explain</i>): On February 27, 2018, the Court entered an order granting, on an interim basis, the Debtors motion to maintain its cash management system and electronic payment processing. See Docket Nos. 6 &amp; 62. A final hearing on the matter has been scheduled concurrently with the initial status conference.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>4. Extension to File Petition Documents</b> Will the Debtor seek more time to file bankruptcy schedules (“Schedules”) or Statement of Financial Affairs (“SOFA”)?</p> <p><input type="checkbox"/> No (not necessary)</p>	<p><input checked="" type="checkbox"/> Yes (<i>explain</i>): On March 2, 2018, the Court entered an order granting the Debtor’s request for an extension of time to file the required Schedules and Statements See Docket Nos. 69 &amp; 73. The deadline has been extended an additional 14 days to March 16, 2018. The Debtor anticipates meeting the deadline without further extension required.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>5. Special Noticing procedures</b> Will the Debtor seek to limit notice (or establish special noticing procedures)?</p> <p><input type="checkbox"/> No</p>	<p><input checked="" type="checkbox"/> Yes (<i>explain</i>): On February 23, 2018, the Court entered an order granting the Debtor’s motion to limit the scope of notice. See Docket No. 44.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>





<p><b>6. Customer Deposits</b> Will the Debtor seek authority to honor customer deposits/obligations?</p> <p><input type="checkbox"/> <b>No</b></p>	<p><input checked="" type="checkbox"/> <b>Yes (explain):</b> On February 26, 2018, the Court entered and order granting, on an interim basis, the Debtor's motion to conduct the Store Closing Sales (See Docket Nos. 17 &amp; 60) which includes a provision to honor pre-petition gift card and return policy. A final hearing on the matter has been scheduled concurrently with the initial status conference.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>7. Reclamation Claims</b> Will the Debtor seek procedures for handling reclamation claims (including claims under 11 U.S.C. §§ 503(b)(9) &amp; 546(c))?</p> <p><input checked="" type="checkbox"/> <b>No</b></p>	<p><input type="checkbox"/> <b>Yes (explain):</b></p> <p><input type="checkbox"/> See attached continuation page(s).</p>

<p><b>8. Omnibus Hearings</b> Will the Debtor seek regularly scheduled omnibus hearing dates?</p> <p><input checked="" type="checkbox"/> <b>No</b></p>	<p><input type="checkbox"/> Yes (<i>explain</i>):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>9. Immediate Payment of Taxes</b> Will the Debtor seek authority to pay taxes incurred before this case was filed?</p> <p><input type="checkbox"/> <b>No</b></p>	<p><input checked="" type="checkbox"/> Yes (<i>explain</i>): On February 23, 2018, the Court entered an order granting, on an interim basis, the Debtor's motion to pay sales tax in the ordinary course of business. See Docket Nos. 5 &amp; 48. A final hearing on the matter has been scheduled concurrently with the initial status conference.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>10. Sale Procedures</b> Does the Debtor contemplate selling assets out of the ordinary course of business (see LBR 6004-1)?</p> <p><input type="checkbox"/> <b>No</b></p>	<p><input checked="" type="checkbox"/> Yes (<i>explain</i>): On February 26, 2018, the Court entered and order granting, on an interim basis, the Debtor's motion to conduct the Store Closing Sales. See Docket Nos. 17 &amp; 60. A final hearing on the matter has been scheduled concurrently with the initial status conference.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>11. Employee Incentive/Severance Plans</b> Will the Debtor seek to use incentive or severance plans for employees?</p> <p><input type="checkbox"/> <b>No</b></p>	<p><input checked="" type="checkbox"/> Yes (<i>explain</i>): As part of the order authorizing the conducting of the Store Closing Sales, the Court has authorized, on an interim basis, minimal retention incentives to certain employees to be paid upon completion of the Store Closing Sales. See Docket Nos. 17 &amp; 60.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>12. Joint Case Administration</b> Will the Debtor seek joint administration of this case with another case?</p> <p><input checked="" type="checkbox"/> <b>No</b>, there is no related case.</p>	<p><input type="checkbox"/> Yes (<i>explain</i>): As the Debtor has exited the pending reorganization case of B&amp;B Bachrach LLC, Case No. 2:17-15292-NB, the Debtor does not seek joint administration of the pending case.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>13. Claims/Noticing Agent Appointment</b> Will the Debtor seek appointment of a claims/noticing agent (see Local Form F 5075-1.1)?</p> <p><input type="checkbox"/> <b>No</b></p>	<p><input checked="" type="checkbox"/> Yes (<i>explain</i>): Application to appoint noticing/claims agent to be filed approximately 03/2018.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>14. Confidential Information</b> Will the Debtor seek approval of an information access protocol under 11 U.S.C. § 1102(b)(3), or to file documents under seal (see LBR 5003-2(c))?</p> <p><input checked="" type="checkbox"/> <b>No</b></p>	<p><input type="checkbox"/> Yes (<i>explain</i>):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>

<p><b>15. Special Committees</b> Are special committees needed (<i>e.g.</i>, retirees) (11 U.S.C. §§ 1102(a)(2), 1114(d)); or, if this is a small business case, should the court order that no committee be appointed (11 U.S.C. § 1102(d))?</p> <p><input checked="" type="checkbox"/> <b>No</b></p>	<p><input type="checkbox"/> Yes (<i>explain</i>):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
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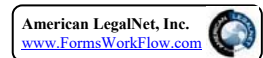
<p><b>16. Other First Day Motions</b> Does the Debtor contemplate any other “first day” motions (whether or not listed in LBR 2081-1) - e.g., a “critical vendor” motion?</p> <p><input type="checkbox"/> No</p>	<p><input checked="" type="checkbox"/> Yes (<i>explain</i>): On February 23, 2018, the Court entered an order approving the Debtor's motion to reject unexpired leases of nonresidential property pursuant to approved lease rejection procedures. See Docket Nos. 7&amp; 49.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
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<p><b>C. CONSUMERS’ CONFIDENTIAL INFORMATION</b> <input type="checkbox"/> Check here and <u>skip this section</u> if (a) the Debtor does NOT have possession, custody, or control of consumers’ confidential information (e.g., “personally identifiable information” per 11 U.S.C. § 101(41 A)) and (b) that <i>cannot be reasonably disputed</i> (if it could be disputed, explain below).</p>	
<p><b>1. Privacy Ombudsman Appointment</b> Should a “consumer privacy ombudsman” be appointed (11 U.S.C. § 332)?</p> <p><input type="checkbox"/> Yes</p>	<p><input type="checkbox"/> No (<i>explain</i>):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>2. Costs of Record Maintenance or Destruction</b> How will the Debtor arrange and pay for the maintenance, transfer, or destruction of consumers’ confidential information?</p>	<p><input checked="" type="checkbox"/> <i>Explain</i>: Certain of the information that the debtor accumulates from its customers may be personally identifiable information (“PII”). At this stage it is unclear whether this information will be sold or whether it will be destroyed. Once the Debtor has a better sense of the disposition, this issue can be addressed to the Court. In the interim the computer systems that contain this information are operating under the Debtor's budget with its lender.</p> <p><input type="checkbox"/> See attached continuation page(s).</p>

<p><b>D. SINGLE ASSET REAL ESTATE (“SARE”) CASE</b> <input checked="" type="checkbox"/> Check here and <u>skip this section</u> if (a) this is NOT a “single asset real estate” case (11 U.S.C. § 101(51B)) and (b) that <i>cannot be reasonably disputed</i> (if it could be disputed, explain below).</p>	
<p><b>1. Interest Payments to Secured Creditor(s)</b> Has the Debtor commenced paying postpetition interest to secured creditor(s), at the non-default interest rate, on the value of their interest in the real estate?</p> <p><input type="checkbox"/> Yes</p> <p><input type="checkbox"/> No, but the Debtor will do so within 90 days after the commencement of this case.</p>	<p><input type="checkbox"/> <i>Explain</i>:</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>2. Plan Filing</b> Has the Debtor filed “a plan of reorganization that has a reasonable possibility of being confirmed within a reasonable time” within the meaning of 11 U.S.C. § 362(d)(3)?</p> <p><input type="checkbox"/> Yes</p> <p><input type="checkbox"/> No, but the Debtor will do so within 90 days after the commencement of this case.</p>	<p><input type="checkbox"/> <i>Explain</i>:</p> <p><input type="checkbox"/> See attached continuation page(s).</p>



<p><b>E. SMALL BUSINESS</b> <input checked="" type="checkbox"/> <b>Check here and skip this section</b> if (a) the Debtor is NOT a “small business debtor” (11 U.S.C. § 101(51D)) and (b) that <i>cannot be reasonably disputed</i> (if it could be disputed, explain below).</p>	
<p><b>1. Small Business Duty Compliance</b> Has the Debtor complied with <i>all</i> the duties in 11 U.S.C. § 1116 (including but not limited to maintaining adequate insurance and filing its most recent balance sheet, statement of operations, cash-flow statement, and Federal income tax return)?</p> <p><input type="checkbox"/> <b>Yes</b></p>	<p><input type="checkbox"/> No (<i>explain</i>):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>2. United States Trustee Inspection</b> Has the United States Trustee inspected the Debtor’s books, records and business premises (per 11 U.S.C. § 1116(7))?</p> <p><input type="checkbox"/> <b>Yes</b></p>	<p><input type="checkbox"/> No (<i>explain</i>):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>3. United States Trustee Interview</b> Has the Debtor completed the “initial debtor interview” with the United States Trustee (28 U.S.C. § 586(a)(7))?</p> <p><input type="checkbox"/> <b>Yes</b></p>	<p><input type="checkbox"/> No (<i>explain</i>):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>4. Report Scheduling</b> What schedule does the Debtor propose for filing the “periodic financial and other reports” required by 11 U.S.C. § 308 (<i>e.g.</i>, monthly with MORs)?</p>	<p><input type="checkbox"/> Monthly</p> <p><input type="checkbox"/> Other (<i>explain</i>):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>5. Automatic Stay</b> Is the automatic stay applicable? See 11 U.S.C. § 362(n)(1) (which might eliminate the automatic stay if the Debtor was previously a small business debtor, or acquired substantially all of the assets or business of a small business debtor)?</p> <p><input type="checkbox"/> <b>Yes</b>, the automatic stay applies.</p> <p><input type="checkbox"/> <b>No</b>, the automatic stay does not apply, but the Debtor will seek relief under 11 U.S.C. § 362(n)(2).</p>	<p><input type="checkbox"/> No (<i>explain</i>):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>



<p><b>F. HEALTH CARE BUSINESS</b> <input checked="" type="checkbox"/> <b>Check here and skip this section</b> if (a) the Debtor is NOT a "health care business" (11 U.S.C. § 101(27A)) and (b) that <i>cannot be reasonably disputed</i> (if it could be disputed, explain below).</p>	
<p><b>1. Patient Care Ombudsman</b> Is appointment of a patient care ombudsman required (11 U.S.C. § 333)? <input type="checkbox"/> <b>No</b></p>	<p><input type="checkbox"/> Yes (explain):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>2. Costs of Patient Care or Transfer</b> How will the Debtor arrange and pay for proper care or transfer of any patients, in the event that the Debtor's health care business is closed (see 11 U.S.C. § 704(a)(12), incorporated by 11 U.S.C. § 1106(a)(1))?</p>	<p><input type="checkbox"/> Explain:</p> <p><input type="checkbox"/> See attached continuation page(s).</p>

<p><b>G. EMPLOYEE BENEFIT PLANS</b> <input checked="" type="checkbox"/> <b>Check here and skip this section</b> if there is NO employee benefit plan (per 11 U.S.C. § 704(a)(11), incorporated by 11 U.S.C. § 1106(a)(1))?</p>	
<p><b>1. Debtor's Plan Duties</b> Was the Debtor, or any entity designated by the Debtor, an "administrator" of such a plan as of the commencement of this case? <input type="checkbox"/> <b>No</b></p>	<p><input type="checkbox"/> Yes (explain):</p> <p><input type="checkbox"/> See attached continuation page(s).</p>
<p><b>2. Plan Administration</b> What steps will the Debtor take to continue to administer such plan (11 U.S.C. §§ 521(a)(7), 704(a)(11), 1106(a)(1))?</p>	<p><input type="checkbox"/> Explain:</p> <p><input type="checkbox"/> See attached continuation page(s).</p>

# ATTACHMENT

**ATTACHMENT  
PART II, SECTION A  
EXECUTORY CONTACTS AND UNEXPIRED LEASES**

The following leases relate to properties which the Debtor vacated pre-petition. On February 23, 2018, the Court entered its *Order on Emergency Omnibus Motion for Order Authorizing Debtor: (1) To Reject Certain Unexpired Leases of Non-Residential Real Property Retroactively to the Petition Date; and (2) To Reject Certain Unexpired Leases of Non-Residential Real Property Pursuant to Rejection Notice Procedures* [Docket No. 49] (“Lease Rejection Order”), pursuant to which the Court authorized the retroactive rejection of the subject leases as of the Petition Date (i.e. February 16, 2018) (*See* Docket No. 49):

<b>Store No.</b>	<b>Mall or Shopping Center</b>	<b>Street Address of Retail Property</b>	<b>Landlord</b>	<b>Status of Lease/Property</b>
28	Orland Park Crossing	14215 S. LaGrange Road #116 Orland Park, IL 60462	Orland Park Crossing, LLC 14400 S John Humphrey DR #200 Orland Park, IL 60462	Debtor vacated property on 02/16/2018
70	Oak Park Mall	11475 West 95th St. Ste. 64, Overland Park KS 66214	Oak Park Mall, LLC c/o CBL & Associates Management Inc. CBL Center, Suite 500 2030 Hamilton Place Blvd. Chattanooga, TN 37421-6000	Landlord asserts that lease terminated 12/31/2017. Debtor vacated property on 02/13/2018

The following are the remaining real property leases of the Debtor, which the Debtor will reject pursuant to the Lease Rejection Procedures approved under the Lease Rejection Order:

<b>Store No.</b>	<b>Mall or Shopping Center</b>	<b>Street Address of Retail Property</b>	<b>Landlord</b>
8	Twelve Oaks Mall	27228 Novi Road, Novi, MI 48377	Taubman Auburn Hills Assoc. Ltd. Partners 200 East Long Lake Rd., Ste. 300 Bloomfield Hills, MI 48304
12	Great Lakes Crossing Outlets	4146 Baldwin Road Ste. 421 Auburn Hills, MI 48326	Taubman Auburn Hills Assoc. Ltd. Partners 200 East Long Lake Rd., Ste. 300 Bloomfield Hills, MI 48304



<b>Store No.</b>	<b>Mall or Shopping Center</b>	<b>Street Address of Retail Property</b>	<b>Landlord</b>
16	Fashion Mall at Keystone	8702 Keystone Crossing Space 78 Indianapolis, IN 46240	SDG Fashion Mall LP c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204-3438
18	Houston Galleria	5135 West Alabama Space 5400 Houston, TX 77056	SA Galleria IV, LP c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204-3438
21	Opry Mills Mall	433 Opry Mills Drive Space 311 Nashville, TN 37214	Opry Mills Mall LP c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204-3438
25	Mayfair Mall	2500 N. Mayfair Road #432B Wauwatosa, WI 53226	Mayfair Mall, LLC c/o General Growth Properties 110 N. Wacker Dr. Chicago Chicago, IL 60606
31	Stonebriar Center	1038 Stonebriar Centre Frisco, TX 75034	Stonebriar Mall, LLC c/o General Growth Properties 110 N. Wacker Dr. Chicago Chicago, IL 60606
37	Southlake Mall	2046 Southlake Mall Merrillville, IN 46410	Starwood 5000 Solution Center Box 775000 Chicago, IL 60677
64	Somerset Collection	2800 W. Big Beaver North, Troy, MI 48084	The Forbes Company 100 Galleria Officecenter Ste 427 Southfield, MI 48034
76	Galleria Dallas	13350 Dallas Parkway Dallas, TX 75240	Galleria Mall Investors LP c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204-3438
79	Woodfield Mall	5 Woodfield Mall Schaumburg, IL 60173	Woodfield Mall LLC c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204-3438

<b>Store No.</b>	<b>Mall or Shopping Center</b>	<b>Street Address of Retail Property</b>	<b>Landlord</b>
82	Menlo Park Mall	55 Parsonage Road Space 1535B Edison, NJ 08837	Shopping Center Assoc. c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204-3438
89	Fashion Center at Pentagon	1100 S. Hayes Street Space Y02 Arlington, VA 22202	Fashion Centre Associates, LLC c/o M.S. Management Associates Inc. 225 West Washington Street Indianapolis, IN 46204-3438
<b>Non-Retail Leases</b>			
NA	NA	Warehouse space located at: 1630 West 132nd St., Gardena, CA 90249	Elite Logistics Systems 1630 West 132nd St. Gardena, CA 900249
NA	NA	Corporate Headquarters and Distribution Center located at: 8723 Bellanca Dr Unit A Los Angeles, CA 90045	MCP SoCal Industrial – LAX, LLC c/o CBRE 4900 Rivergrade Rd. Suite A110 Baldwin Park CA 91706-0000

The Debtor's only executory contract is the following, which the Debtor intends to reject upon liquidation of the company:

<b>Counterparty</b>	<b>Contract</b>	<b>Rejection Date</b>
Modern HR Inc.	Client Services Agreement relating to payroll, benefits and HR administration.	Estimated 08/2018 after the liquidation of all Closing Stores and other facilities.

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:  
1900 Avenue of the Stars, 21<sup>st</sup> Fl. Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled (*specify*): **CHAPTER 11 STATUS CONFERENCE REPORT INITIAL** will be served or was served (**a**) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (**b**) in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) March 9, 2018, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

- Brian L Davidoff b davidoff@greenbergglusker.com, calendar@greenbergglusker.com;jking@greenbergglusker.com
- John P Dillman houston\_bankruptcy@publicans.com
- Brian D Huben hubenb@ballardspahr.com, carolod@ballardspahr.com
- Dare Law dare.law@usdoj.gov, Kenneth.g.lau@usdoj.gov,Alvin.mar@usdoj.gov,ron.maroko@usdoj.gov
- Michael E McCarthy michael.mccarthy@troutmansanders.com, christina.lopez@troutmansanders.com;anabel.pineda@troutmansanders.com
- Leo D Plotkin lplotkin@lsl-la.com, hpetrilli@lsl-la.com;dsmall@lsl-la.com
- Hamid R Rafatjoo hrafatjoo@raineslaw.com, bclark@raineslaw.com;cwilliams@raineslaw.com
- Ronald M Tucker rtucker@simon.com, cmartin@simon.com;psummers@simon.com;Bankruptcy@simon.com
- United States Trustee (LA) ustpreion16.la.ecf@usdoj.gov
- Elizabeth Weller dallas.bankruptcy@publicans.com

Service information continued on attached page

**2. SERVED BY UNITED STATES MAIL:**

On (*date*) March 9, 2018, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (*date*) March 9, 2018, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

March 9, 2018  
*Date*

Julie King  
*Printed Name*

/s/ Julie King  
*Signature*

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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.