

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

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In re:           :      Chapter 11
                :
HERITAGE HOME GROUP LLC, et al., :      Case No. 18-11736 (KG)
                :
                :      Debtors.1
                :      Jointly Administered
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**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON SEPTEMBER 26, 2018 AT 10:00 A.M. (ET)**

RESOLVED MATTERS

1. Application of Official Committee of Unsecured Creditors of Heritage Home Group LLC, *et al.*, for Entry of an Order Authorizing the Employment and Retention of Foley & Lardner LLP as Committee Counsel *Nunc Pro Tunc* to August 8, 2018 [Docket No. 234, 9/5/18]

Related Documents:

- A. Certificate of No Objection [Docket No. 296, 9/20/18]
- B. Order Authorizing the Employment and Retention of Foley & Lardner LLP as Counsel to the Official Committee of Unsecured Creditors of Heritage Home Group LLC, *et al.*, *Nunc Pro Tunc* to August 8, 2018 [Docket No. 301, 9/21/18]

Objection Deadline: September 19, 2018 at 4:00 p.m. (ET)

Objections Filed: None

Status: An order has been entered. No hearing is necessary.

2. Application for Entry of an Order Authorizing and Approving the Employment of Province, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of August 8, 2018 [Docket No. 236, 9/5/18]

Related Documents:

- A. Certification of Counsel [Docket No. 297, 9/20/18]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, as applicable, are: Heritage Home Group LLC (9506); HH Global II B.V. (0165); HH Group Holdings US, Inc. (7206); HHG Real Property LLC (3221); and HHG Global Designs LLC (1150). The Debtors' corporate headquarters is located at 1925 Eastchester Drive, High Point, North Carolina 27265.



- B. Order Authorizing and Approving the Employment of Province, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Effective as of August 8, 2018 [Docket No. 302, 9/21/18]

Objection Deadline: September 19, 2018 at 4:00 p.m. (ET)

Objections Filed:

- C. Informal comments of the United States Trustee

Status: An order has been entered. No hearing is necessary.

- 3. Application of Official Committee of Unsecured Creditors of Heritage Home Group LLC, *et al.*, for Entry of an Order Authorizing the Employment and Retention of Whiteford, Taylor & Preston LLC as Co-Counsel *Nunc Pro Tunc* to August 8, 2018 [Docket No. 240, 9/5/18]

Related Documents:

- A. Certificate of No Objection [Docket No. 298, 9/20/18]

- B. Order Granting Application of Official Committee of Unsecured Creditors of Heritage Home Group LLC, *et al.*, for Entry of an Order Authorizing the Employment and Retention of Whiteford, Taylor & Preston LLC as Co-Counsel *Nunc Pro Tunc* to August 8, 2018 [Docket No. 303, 9/21/18]

Objection Deadline: September 19, 2018 at 4:00 p.m. (ET)

Objections Filed: None

Status: An order has been entered. No hearing is necessary.

MATTERS GOING FORWARD

- 4. Debtors' Motion for Orders: (I) Approving (A) Bidding Procedures for the Sale of Debtors' Assets Related to the Luxury Brands Business; (B) Form and Manner of Notices; (C) Form of Asset Purchase Agreement, Including Bid Protections; (II) Scheduling Dates to Conduct Auction and Hearing to Consider Final Approval of Sale, Including Treatment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief; and (IV) (A) Approving the Sale of the Acquired Assets; (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases; and (C) Granting Related Relief [Docket No. 13, 7/29/18]

Related Documents:

- A. Declaration of Ryan Sandahl in Support of the Debtors' Bidding Procedures Motion [Docket No. 177, 8/24/18]

- B. Order (I) Approving (A) Bidding Procedures for the Sale of Debtors' Assets Related to the Luxury Brands Business; (B) Form and Manner of Notices Related Thereto; (C) Form of Asset Purchase Agreement, Including Bid Protections; and (II) Scheduling Dates to Conduct Auction and Hearing to Consider Final Approval of Sale, Including Treatment of Executory Contracts and Unexpired Leases [Docket No. 193, 8/27/18]
- C. Notice of Proposed Sale, Bidding Procedures, Auction, and Sale Hearing Related to the Hickory Chair, Pearson, Maitland-Smith, and La Barge Brands [Docket No. 200, 8/28/18]
- D. Affidavit of Publication [Docket No. 226, 9/4/18]
- E. Notice of Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Proposed Sale of Debtors' Assets Related to the Hickory Chair, Pearson, Maitland-Smith, and La Barge Brands [Docket No. 248, 9/5/18]
- F. Notice of Filing of Proposed Sale Order Related to the Debtors' Luxury Brands Business [Docket No. 271, 9/12/18]
- G. Notice of Cancellation of Auction Related to the Luxury Brands Business and Intent to Present Stalking Horse Bidder as the Successful Bidder at the Sale Hearing [Docket No. 288, 9/18/18]
- H. Declaration of Robert D. Albergotti in Support of Entry of Order (I) Approving the Asset Purchase Agreement Between the Debtors and the Purchaser, (II) Authorizing the Sale to the Purchaser of the Debtors' Assets Related to the Luxury Brands Business Free and Clear of All Liens, Claims, Encumbrances, and Interests, (III) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (IV) Granting Related Relief [Docket No. 309, 9/24/18]
- I. Declaration of Ryan Sandahl in Support of Entry of Order (I) Approving the Asset Purchase Agreement Between the Debtors and the Purchaser, (II) Authorizing the Sale to the Purchaser of the Debtors' Assets Related to the Luxury Brands Business Free and Clear of All Liens, Claims, Encumbrances, and Interests, (III) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (IV) Granting Related Relief [Docket No. 310, 9/24/18]
- J. Declaration of Brandon M. Hucks [Docket No. ___, 9/___/18]

Sale Objection Deadline: September 17, 2018 at 4:00 p.m. (ET) [Extended by agreement with respect to certain parties to various dates, each of which was in advance of the filing of this agenda]

Sale Objections Filed:

- K. Informal comments of the United States Trustee
- L. Limited Objection of Westchester Fire Insurance Company [Docket No. 282, 9/14/18]
- M. Reservation of Rights of the Official Committee of Unsecured Creditors as to the (A) Final Approval of the Sale of the Luxury Brands Business, (B) Entry of the Sale Order, and (C) Intent to Present Stalking Horse Bidder as the Successful Bidder at the Sale Hearing [Docket No. 292, 9/19/18]

Contract Objection Deadline: September 19, 2018 at 4:00 p.m. (ET)

Contract Objections Filed:

- N. Objection of International Market Centers, LLC to the Cure Amount Proposed by the Debtors in the Notice of Potential Assumption and Assignment [Docket No. 290, 9/19/18]
- O. Oracle's Rights Reservation Regarding Debtors' Notice of Potential Assumption and Assignment [Docket No. 293, 9/19/18]

Status: Item K has been resolved through a revised form of order, which the Debtors intend to present at the hearing. The Debtors are continuing to work with parties to consensually resolve the remaining items in advance of the hearing. This matter will be going forward.

- 5. Debtors' Motion for Orders: (I) (A) Approving Bidding Procedures for the Sale of Debtors' Intellectual Property and Other Assets Related to the Broyhill, Thomasville, Drexel, Drexel Heritage, and Henredon Brands; (B) Approving the Form and Manner of Notices Related Thereto; (C) Approving a Form of Asset Purchase Agreement, Including Bid Protections; (D) Scheduling Dates to Conduct Auction and Hearing to Consider Final Approval of Sale, Including Treatment of Executory Contracts and Unexpired Leases; (II) (A) Approving the Sale of the Acquired Assets and (B) Authorizing Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief [Docket No. 217, 8/31/18]

Related Documents:

- A. Declaration of Ryan Sandahl in Support of the Debtors' Bidding Procedures Motion with Respect to the Sale of Debtors' Intellectual Property and Other Assets Related to the Broyhill, Thomasville, Drexel, Drexel Heritage, and Henredon Brands [Docket No. 308, 9/24/18]

Objection Deadline: September 14, 2018 at 4:00 p.m. (ET) [Extended by agreement with respect to certain parties to various dates, each of which was in advance of the filing of this agenda]

Objections Filed:

B. Informal Comments

- i. United States Trustee
- ii. Synchrony Bank
- iii. RPAI Oak Brook Promenade I, LLC
- iv. Acadia Realty Limited Partnership, Federal Realty Investment Trust, & PS Court Associates, L.P.

Status: All of the informal comments have been resolved through a revised form of order, which the Debtors intend to submit at or prior to the hearing. This matter will be going forward.

6. Debtors' Motion for Entry of an Order (A) Authorizing the Debtors to Enter Into the Disposition Agreement; (B) Authorizing and Approving the Conduct of Store Closing or Similar Themed Sales Free and Clear of All Liens, Claims, and Encumbrances; (C) Approving Dispute Resolution Procedures; (D) Authorizing Customary Bonuses to Certain Employees; and (E) Granting Related Relief [Docket No. 219, 8/31/18]

Related Documents:

- A. Declaration of Robert D. Albergotti in Support of the Debtors' Motion for Entry of an Order (A) Authorizing the Debtors to Enter Into the Disposition Agreement; (B) Authorizing and Approving the Conduct of Store Closing or Similar Themed Sales Free and Clear of All Liens, Claims, and Encumbrances; (C) Approving Dispute Resolution Procedures; (D) Authorizing Customary Bonuses to Certain Employees; and (E) Granting Related Relief [Docket No. 221, 8/31/18]
- B. Order Setting Expedited Hearing and Shortening Notice [Docket No. 228, 9/4/18]
- C. Interim Order Authorizing the Debtors to Enter Into the Disposition Agreement; (B) Authorizing and Approving the Conduct of Store Closing or Similar Themed Sales Free and Clear of All Liens, Claims, and Encumbrances; (C) Approving Dispute Resolution Procedures; (D) Authorizing Customary Bonuses to Certain Employees; and (E) Granting Related Relief [Docket No. 278, 9/13/18]
- D. Brief of SB360 Capital Partners, LLC in Support of the Debtors' Motion [Docket No. 300, 9/21/18]
- E. Reply of PNC in Support of the Debtors' Motion [Docket No. 304, 9/21/18]
- F. Debtors' Reply and Joinder to Brief of SB360 Capital Partners, LLC in Support of the Debtors' Motion [Docket No. 305, 9/21/18]

Objection Deadline: September 12, 2018 at 10:00 a.m. (ET)

Objections Filed:

G. Objections Previously Addressed²

- i. Informal Comments
 - a. Synchrony Bank
 - b. Acadia Realty Limited Partnership, Federal Realty Investment Trust, & PS Court Associates, L.P.
- ii. Objection of Hickory Furniture Mart, Inc. [Docket No. 262, 9/11/18]
- iii. Limited Objection of SAP America, Inc. [Docket No. 264, 9/12/18]
- iv. Limited Objection of JPMCC 2007-CIBC19 Bethlehem Pike, LLC [Docket No. 266, 9/12/18]

H. Objections Regarding the Reserved Issues

- i. Reservation of Rights of the Official Committee of Unsecured Creditors [Docket No. 263, 9/12/18]
- ii. Objection of the United States Trustee [Docket No. 265, 9/12/18]

Status: Item H(i) has been resolved. The Debtors and the Consultant each intend to present one witness in support of the relief requested and with respect to the remaining contested Reserved Issue of whether the Consultant is a professional that needs to be retained under section 327(a) of the Bankruptcy Code. This matter will be going forward.

Dated: September 24, 2018
Wilmington, Delaware

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Counsel to the Debtors and Debtors in Possession

² The objections listed in Item G were resolved prior to the initial hearing on the Motion that was held on September 13, 2018. At the September 13th hearing, the Court adjourned the hearing solely with respect to the two Reserved Issues (as defined in the interim order approving the Motion).