

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
:

In re : **Chapter 11**

:

TK HOLDINGS INC., et al., : **Case No. 17-11375 (BLS)**

:

Debtors.¹ : **Jointly Administered**

:

-----X

**NOTICE OF AMENDED² AGENDA OF MATTERS SCHEDULED
FOR HEARING ON JULY 26, 2017 AT 11:00 A.M. (EDT)³**

I. CONTINUED MATTERS:

1. Motion of Debtors Pursuant to 11 U.S.C. §§ 363 and 105(a) for Interim and Final Authority to (I) Continue Tooling and Warranty Programs in the Ordinary Course of Business and Pay Prepetition Obligations Related Thereto, and (II) Authorize Banks to Honor and Process Related Checks and Transfers [Docket No. 10 - filed June 26, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the Office of the United States Trustee (the “U.S. Trustee”); extended to August 3, 2017 at 4:00 p.m. (EDT) for the Official Committee of Unsecured Tort Creditors (the “Tort Committee”), the Official Committee of Unsecured Trade Creditors (the “UCC”), and the plaintiffs in the multidistrict

¹The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Takata Americas (9766); TK Finance, LLC (2753); TK China, LLC (1312); TK Holdings Inc. (3416); Takata Protection Systems Inc. (3881); Interiors in Flight Inc. (4046); TK Mexico Inc. (8331); TK Mexico LLC (9029); TK Holdings de Mexico, S. de R.L. de C.V. (N/A); Industrias Irvin de Mexico, S.A. de C.V. (N/A); Takata de Mexico, S.A. de C.V. (N/A); and Strosshe-Mex, S. de R.L. de C.V. (N/A). Except as otherwise set forth herein, the Debtors’ international affiliates and subsidiaries are not debtors in these chapter 11 cases. The location of the Debtors’ corporate headquarters is 2500 Takata Drive, Auburn Hills, Michigan 48326.

² Amended items appear in bold.

³ The hearing will be held before The Honorable Brendan L. Shannon at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 1, Wilmington, Delaware 19801. Any person who wishes to appear telephonically at the July 26, 2017 hearing must contact COURTCALL, LLC at 866-582-6878 prior to 12:00 p.m. (EDT) on Tuesday, July 25, 2017 to register his/her telephonic appearance in accordance with the Instructions for Telephonic Appearances Effective January 5, 2005, Revised April 27, 2009.

litigation action (the “MDL Action Plaintiffs”)

Objections / Responses Received:

- A. Informal comments from the UCC
- B. Informal comments from the Tort Committee

Related Documents:

- i. Interim Order Pursuant to 11 U.S.C. §§ 363 and 105(a) Authorizing Debtors to (I) Continue Tooling and Warranty Programs in the Ordinary Course of Business and Pay Prepetition Obligations Related Thereto, and (II) Authorize Banks to Honor and Process Related Checks and Transfers [Docket No. 108 - entered June 27, 2017]
- ii. Notice of Entry of (A) Interim Order Pursuant to 11 U.S.C. §§ 363 and 105(a) Authorizing Debtors to (I) Continue Tooling and Warranty Programs in the Ordinary Course of Business and Pay Prepetition Obligations Related Thereto, and (II) Authorize Banks to Honor and Process Related Checks and Transfers and (B) Final Hearing Thereon [Docket No. 129 - filed June 28, 2017]

Status: The hearing on this matter has been continued to the omnibus hearing scheduled for August 10, 2017 at 2:30 p.m. (EDT).

- 2. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 362(d), 363(b), and 503(b) and Fed. R. Bankr. P. 4001, 6003, and 6004 for Interim and Final Authority to Continue Insurance and Surety Bond Programs and Pay All Obligations with Respect Thereto [Docket No. 11 - filed June 26, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the U.S. Trustee and extended to August 3, 2017 at 4:00 p.m. (EDT) for the UCC, the Tort Committee, and the MDL Action Plaintiffs

Objections / Responses Received:

- A. Informal comments from the UCC
- B. Informal comments from the Tort Committee

Related Documents:

- i. Interim Order Pursuant to 11 U.S.C. §§ 105(a), 362(d), 363(b), and 503(b) and Fed. R. Bankr. P. 4001, 6003, and 6004 Authorizing Debtors to Continue Their Insurance and Surety Bond Programs and Pay All Obligations with Respect Thereto [Docket No. 111- entered June 27, 2017]
- ii. Notice of Entry of (A) Interim Order Pursuant to 11 U.S.C. §§ 105(a), 362(d), 363(b), and 503(b) and Fed. R. Bankr. P. 4001, 6003, and 6004 Authorizing Debtors to Continue Their Insurance and Surety Bond Programs and Pay All Obligations with Respect Thereto and (B) Final Hearing Thereon [Docket No. 130 - filed June 28, 2017]

Status: The hearing on this matter has been continued to the omnibus hearing scheduled for August 10, 2017 at 2:30 p.m. (EDT).

3. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 503(b)(9) for Interim and Final Authority to Pay Prepetition Obligations Owed to Certain Critical Vendors [Docket No. 14 - filed June 26, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the U.S. Trustee and extended to August 3, 2017 at 4:00 p.m. (EDT) for the UCC, the Tort Committee, and the MDL Action Plaintiffs

Objections / Responses Received:

- A. Informal comments from the UCC
- B. Informal comments from the Tort Committee

Related Documents:

- i. Declaration of Scott Simpton in Support of the Debtors' Motions to Pay Prepetition Obligations Owed to Certain Critical Vendors, Foreign Vendors, and Lien Claimants [Docket No. 16 - filed June 26, 2017]
- ii. Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 503(b)(9) Authorizing the Debtors to Pay Certain Prepetition Obligations of Critical Vendors [Docket No. 106 - entered June 27, 2017]
- iii. Notice of Entry of (A) Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 503(b)(9) Authorizing the Debtors to Pay Certain Prepetition

Obligations of Critical Vendors and (B) Final Hearing Thereon [Docket No. 133 - filed June 28, 2017]

Status: The hearing on this matter has been continued to the omnibus hearing scheduled for August 10, 2017 at 2:30 p.m. (EDT).

4. Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 503, and 507 and Fed. R. Bankr. P. 2002, 4001, 6003, 6004, and 9014 for Entry of an Interim and Final Order (I) Authorizing Debtors to Enter Into Accommodation Agreement and Access Agreement with Certain Customers, (II) Granting Adequate Protection in Connection Therewith, (III) Modifying the Automatic Stay to Implement and Effectuate the Terms Thereof, and (IV) Scheduling a Final Hearing [Docket No. 18 - filed June 26, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the U.S. Trustee; extended to August 3, 2017 at 4:00 p.m. (EDT) for the UCC, the Tort Committee, and the MDL Action Plaintiffs

Objections / Responses Received:

- A. Limited Objection by the Government of the U.S. Virgin Islands and the State of Hawai'i to Motion for Entry of a Final Order Approving the Accommodation Agreement [Docket No. 283 - filed July 19, 2017]
- B. Informal comments from the Tort Committee

Related Documents:

- i. Notice of Filing of Exhibit B to Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 503, 506 and 507 and Fed. R. Bankr. P. 2002, 4001, 6003, 6004, and 9014 for Entry of an Interim and Final Order (I) Authorizing Debtors to Enter Into Accommodation Agreement and Access Agreement with Certain Customers, (II) Granting Adequate Protection in Connection Therewith, (III) Modifying the Automatic Stay to Implement and Effectuate the Terms Thereof, and (IV) Scheduling a Final Hearing [Docket No. 87 - filed June 26, 2017]
- ii. Notice of Filing of Budget in Connection with the Motion of Debtors Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 503, 506 and 507 and Fed. R. Bankr. P. 2002, 4001, 6003, 6004, and 9014 for Entry of an Interim and Final Order (I) Authorizing Debtors to Enter Into Accommodation Agreement and Access Agreement with Certain Customers, (II) Granting Adequate Protection in Connection Therewith, (III) Modifying the Automatic Stay to Implement and Effectuate the Terms Thereof, and (IV) Scheduling a Final Hearing [Docket No. 88 - filed June 26, 2017]

- iii. Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 503, 506 and 507 and Fed. R. Bankr. P. 2002, 4001, 6003, 6004, and 9014 Granting Motion for Entry of an Interim and Final Order (I) Authorizing Debtors to Enter Into Accommodation Agreement and Access Agreement with Certain Customers, (II) Granting Adequate Protection in Connection Therewith, (III) Modifying the Automatic Stay to Implement and Effectuate the Terms Thereof; and (IV) Scheduling a Final Hearing [Docket No. 107 - entered June 27, 2017]
- iv. Notice of Entry of (A) Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 503, 506 and 507 and Fed. R. Bankr. P. 2002, 4001, 6003, 6004, and 9014 Granting Motion for Entry of an Interim and Final Order (I) Authorizing Debtors to Enter Into Accommodation Agreement and Access Agreement with Certain Customers, (II) Granting Adequate Protection in Connection Therewith, (III) Modifying the Automatic Stay to Implement and Effectuate the Terms Thereof; and (IV) Scheduling a Final Hearing and (B) Final Hearing Thereon [Docket No. 135 - filed June 28, 2017]
- v. Notice of Filing of Modified Accommodation Agreement [Docket No. 289 - filed July 20, 2017]
- vi. **Notice of Filing of Limited Waiver with Respect to Accommodation Agreement [Docket No. 303 - filed July 25, 2017]**

Status: The hearing on this matter has been continued to the omnibus hearing scheduled for August 10, 2017 at 2:30 p.m. (EDT).

- 5. Motion of Debtors Pursuant to 11 U.S.C. §§ 502(b)(9) and 105(a), Fed. R. Bankr. P. 2002, 3003(c)(3), 5005, and 9007, and Local Rules 2002-1(e), 3001-1, and 3003-1 for Authority to (I) Establish Deadlines for Filing Proofs of Claim, (II) Establish the Form and Manner of Notice Thereof, and (III) Approve Procedures for Providing Notice of Bar Date and Other Important Deadlines and Information to Potential PSAN Inflater Claimants [Docket No. 171 - filed July 7, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to August 3, 2017 at 4:00 p.m. (EDT) for the U.S. Trustee, the UCC, the Tort Committee, and the MDL Action Plaintiffs

Objections / Responses Received:

- A. Limited Objection by the Government of the U.S. Virgin Islands and the State of Hawai'i by Its Office of Consumer Protection to the Debtors' Motion for an Order Establishing Bar Dates for Filing Claims [Docket No. 272 - filed July 18, 2017]

- B. Limited Objection by the Tennessee Department of Commerce and Insurance - Division of Consumer Affairs tot the Debtors' Motion for an Order Establishing Bar Dates for Filing Claims and for Approval of the Manner of Notice to Creditors [Docket No. 281 - filed July 19, 2017]
- C. Informal comments from the U.S. Trustee
- D. Informal comments from the Tort Committee
- E. **Notice of Joinder (filed by the State of South Carolina) [Docket No. 297 - filed July 24, 2017]**

Related Document:

- i. Notice of Filing Exhibit B-2 to Motion of Debtors Pursuant to 11 U.S.C. §§ 502(b)(9) and 105(a), Fed. R. Bankr. P. 2002, 3003(c)(3), 5005, and 9007, and Local Rules 2002-1(e), 3001-1, and 3003-1 for Authority to (I) Establish Deadlines for Filing Proofs of Claim, (II) Establish the Form and Manner of Notice Thereof, and (III) Approve Procedures for Providing Notice of Bar Date and Other Important Deadlines and Information to Potential PSAN Inflater Claimants [Docket No. 282 - filed July 19, 2017]

Status: The hearing on this matter has been continued to the omnibus hearing scheduled for August 10, 2017 at 2:30 p.m. (EDT).

II. MATTERS GOING FORWARD:

- 6. Motion of Debtors Pursuant to 11 U.S.C. §§ 366 and 105(a) for Entry of Interim and Final Orders (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [Docket No. 6 - filed June 25, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the UCC, the Tort Committee, and Arizona Public Service Company ("APS")

Objections / Responses Received:

- A. Informal comments from the UCC
- B. Informal comments from the Tort Committee
- C. Informal comments for APS

Related Documents:

- i. Interim Order Pursuant to 11 U.S.C. §§ 366 and 105(a) (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [Docket No. 113 - entered June 27, 2017]
- ii. Notice of Entry of (A) Interim Order Pursuant to 11 U.S.C. §§ 366 and 105(a) (I) Approving Debtors' Proposed Form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service and (B) Final Hearing Thereon [Docket No. 127 - filed June 28, 2017]
- iii. **Certification of Counsel Regarding Final Order Pursuant to 11 U.S.C. §§ 366 and 105(a) (I) Approving Debtors' Proposed form of Adequate Assurance of Payment to Utility Companies, (II) Establishing Procedures for Resolving Objections by Utility Companies, and (III) Prohibiting Utility Companies from Altering, Refusing, or Discontinuing Service [Docket No. 315 - filed July 25, 2017]**

Status: **On July 25, 2017, the Debtors submitted a revised form of order under certification of counsel resolving the informal comments of the UCC, the Tort Committee, and APS. Accordingly, a hearing on this matter is only necessary to the extent the Court has questions or concerns.**

7. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), 507(a), and 541 and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to (I) Pay Certain Prepetition Taxes and Assessments, and (II) Authorize Banks to Honor and Process Related Checks and Transfers [Docket No. 7 - filed June 26, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the UCC and the Tort Committee

Objections / Responses Received:

- A. Informal comments from the UCC
- B. Informal comments from the Tort Committee

Related Documents:

- i. Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), 507(a), and 541 and Fed. R. Bankr. P. 6003 and 6004 Authorizing Debtors to (I) Pay Certain Prepetition Taxes and Assessments, and (II) Authorize Banks to Honor and Process Related Checks and Transfer [Docket No. 112 - entered June 27, 2017]
- ii. Notice of Entry of (A) Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), 507(a), and 541 and Fed. R. Bankr. P. 6003 and 6004 Authorizing Debtors to (I) Pay Certain Prepetition Taxes and Assessments, and (II) Authorize Banks to Honor and Process Related Checks and Transfer and (B) Final Hearing Thereon [Docket No. 128 - filed June 28, 2017]
- iii. Supplement to the Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), 507(a), and 541 and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to (I) Pay Certain Prepetition Taxes and Assessments, and (II) Authorize Banks to Honor and Process Related Checks and Transfers [Docket No. **300** - filed **July 24, 2017**]

Status: The Debtors believe the informal comments from the UCC and the Tort Committee have been resolved. The hearing on this matter will go forward.

8. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507 and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to (I) Pay Prepetition Wages, Salaries, and Other Compensation and Benefits, and (II) Maintain Employee Benefit Programs and Pay Related Administrative Obligations [Docket No. 12 - filed June 26, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 24, 2017 at 12:00 p.m. (EDT) for the UCC and the Tort Committee

Objections / Responses Received:

- A. Informal comments from the UCC
- B. Informal comments from the Tort Committee

Related Documents:

- i. Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507 and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to (I) Pay Prepetition Wages, Salaries, and Other Compensation and Benefits, and (II) Maintain Employee Benefit Programs and Pay Related Administrative Obligations [Docket No. 116 - entered June 27, 2017]

- ii. Notice of Entry of (A) Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), and 507 and Fed. R. Bankr. P. 6003 and 6004 for Interim and Final Authority to (I) Pay Prepetition Wages, Salaries, and Other Compensation and Benefits, and (II) Maintain Employee Benefit Programs and Pay Related Administrative Obligations and (B) Final Hearing Thereon [Docket No. 131 - filed June 28, 2017]

Status: The Debtors believe the informal comments from the UCC and the Tort Committee have been resolved. The hearing on this matter will go forward.

- 9. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 345(b), 363(b), 363(c), 364(a), and 503(b) and Fed. R. Bankr. P. 6003 and 6004 for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue Their Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related to the Use Thereof, (C) Provide Certain Postpetition Claims Administrative Expense Priority, (D) Continue Intercompany Funding of Certain Non-Debtors, and (E) Maintain Existing Bank Accounts and Business Forms; and (II) Extending Time to Comply with Requirements of 11 U.S.C. § 345(b) [Docket No. 13 - filed June 26, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the U.S. Trustee, for further interim relief requested; extended to July 24, 2017 at 2:00 p.m. (EDT) for the UCC and the Tort Committee for further interim relief requested and extended to August 3, 2017 at 4:00 p.m. (EDT) for U.S. Trustee, the UCC, and the Tort Committee for final relief

Objections / Responses Received:

- A. Informal comments from the U.S. Trustee
- B. Informal comments from the UCC
- C. Informal comments from the Tort Committee

Related Documents:

- i. Interim Order Pursuant to 11 U.S.C. §§ 105(a), 345(b), 363(b), 363(c), 364(a), and 503(b) and Fed. R. Bankr. P. 6003 and 6004 for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue Their Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related to the Use Thereof, (C) Provide Certain Postpetition

Claims Administrative Expense Priority, (D) Continue Intercompany Funding of Certain Non-Debtors, and (E) Maintain Existing Bank Accounts and Business Forms; and (II) Extending Time to Comply with Requirements of 11 U.S.C. § 345(b) [Docket No. 104 - entered June 27, 2017]

- ii. Notice of Entry of (A) Interim Order Pursuant to 11 U.S.C. §§ 105(a), 345(b), 363(b), 363(c), 364(a), and 503(b) and Fed. R. Bankr. P. 6003 and 6004 for Entry of Interim and Final Orders (I) Authorizing Debtors to (A) Continue Their Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related to the Use Thereof, (C) Provide Certain Postpetition Claims Administrative Expense Priority, (D) Continue Intercompany Funding of Certain Non-Debtors, and (E) Maintain Existing Bank Accounts and Business Forms; and (II) Extending Time to Comply with Requirements of 11 U.S.C. § 345(b) and (B) Final Hearing Thereon [Docket No. 132 - filed June 28, 2017]
- iii. **Certification of Counsel Regarding Second Interim Order Pursuant to 11 U.S.C. Sections 105(a), 345(b), 363(b), 363(c), 364(a), and 503(b) and Fed. R. Bankr. P. 6003 and 6004 (I) Authorizing Debtors to (A) Continue Their Existing Cash Management System, (B) Honor Certain Prepetition Obligations Related to the Use Thereof, (C) Provide Certain Postpetition Claims Administrative Expense Priority, (D) Continue Intercompany Funding of Certain Non-Debtors, and (E) Maintain Existing Bank Accounts and Business Forms; and (II) Extending Time to Comply with Requirements of 11 U.S.C. Section 345(b) [Docket No. 304 - filed July 25, 2017]**

Status: On July 25, 2017, the Debtors submitted a revised form of order under certification of counsel resolving the informal comments from the U.S. Trustee, the UCC, and the Tort Committee. The final hearing on this matter has been continued to the omnibus hearing scheduled for August 10, 2017 at 2:30 p.m. (EDT). Accordingly, a hearing on this matter at this time is only necessary to the extent the Court has questions or concerns.

- 10. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363(b), 503(b), and 507(a) for Entry of Interim and Final Orders Authorizing the Debtors to (I) Pay Prepetition Obligations Owed to Certain Foreign Vendors and Lien Claimants and (II) Grant Administrative Status for Certain Goods Delivered to Debtors Postpetition [Docket No. 15 - filed June 26, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 24, 2017 at 12:00 p.m. (EDT) for the UCC and the Tort Committee

Objections / Responses Received:

- A. Informal comments from the UCC
- B. Informal comments from the Tort Committee

Related Documents:

- i. Declaration of Scott Simpton in Support of the Debtors' Motions to Pay Prepetition Obligations Owed to Certain Critical Vendors, Foreign Vendors, and Lien Claimants [Docket No. 16 - filed June 26, 2017]
- ii. Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), 503(b), and 507(a) Authorizing the Debtors to (I) Pay Prepetition Obligations Owed to Certain Foreign Vendors and Lien Claimants and (II) Grant Administrative Status for Certain Goods Delivered to the Debtors Postpetition [Docket No. 105 - entered June 27, 2017]
- iii. Notice of Entry of (A) Interim Order Pursuant to 11 U.S.C. §§ 105(a), 363(b), 503(b), and 507(a) Authorizing the Debtors to (I) Pay Prepetition Obligations Owed to Certain Foreign Vendors and Lien Claimants and (II) Grant Administrative Status for Certain Goods Delivered to the Debtors Postpetition and (B) Final Hearing Thereon [Docket No. 134 - filed June 28, 2017]
- iv. **Certification of Counsel Regarding Final Order Pursuant to 11 U.S.C. Sections 105(a), 363(b), 503(b), and 507(a) Authorizing the Debtors to (I) Pay Prepetition Obligations Owed to Certain Foreign Vendors and Lien Claimants and (II) Grant Administrative Status for Certain Goods Delivered to the Debtors Postpetition [Docket No. 306 - filed July 25, 2017]**

Status: **On July 25, 2017, the Debtors submitted a revised form of order under certification of counsel resolving the informal comments from the UCC and the Tort Committee. Accordingly, a hearing on this matter at this time is only necessary to the extent the Court has questions or concerns.**

- 11. Application of Debtors Pursuant to 11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014 and 2016, and Local Rules 2014-1 and 2016-1 for Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors *Nunc Pro Tunc* to Petition Date [Docket No. 26 - filed June 26, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the U.S. Trustee; extended to July 24, 2017 at

9:00 a.m. (EDT) for the UCC and Tort
Committee

Objections / Responses Received:

- A. United States Trustee's Omnibus Limited Objection to Debtors' Applications for Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors *Nunc Pro Tunc* to Petition Date (D.E. 26); for Authority to Retain and Employ Pricewaterhousecoopers LLP as Financial Advisors to the Debtors *Nunc Pro Tunc* to the Petition Date (D.E. 169); for Authority to Employ and Retain Prime Clerk LLC as Claims and Noticing Agent (D.E. 5); to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel Pursuant to Section 327(a) of the Bankruptcy Code (D.E. 173); for Authorization to Employ and Retain Covington & Burling LLP as Special Litigation, Regulatory and Corporate Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date (D.E. 174) [Docket No. 290 - filed July 21, 2017]
- B. Informal comments from the UCC
- C. Informal comments for the U.S. Trustee

Related Document:

- i. Notice of Application and Hearing [Docket No. 136 - filed June 28, 2017]
- ii. **Certification of Counsel Regarding Order Pursuant to 11 U.S.C. §§ 327(a) and 328(a), Fed. R. Bankr. P. 2014 and 2017, and Local Rules 2014-1 and 2016-1 Authorizing Debtors to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors *Nunc Pro Tunc* to Petition Date [Docket No. 309 - filed July 25, 2017]**

Status: **On July 25, 2017, the Debtors submitted a revised form of order under certification of counsel resolving both the objection that was filed and comments that were received on an informal basis from the U.S. Trustee and the UCC. Accordingly, a hearing on this matter at this time is only necessary to the extent the Court has questions or concerns.**

- 12. Motion of Debtors Pursuant to 11 U.S.C. §§ 365(a) and 105(a) and Fed. R. Bankr. P. 6004 and 6006 for Authority to Reject Certain Unexpired Real Property Leases [Docket No. 144 - filed June 30, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the UCC and the Tort Committee

Objections / Responses Received: None.

Related Documents:

- i. **Certificate of No Objection Regarding Motion of Debtors Pursuant to 11 U.S.C. §§ 365(a) and 105(a) and Fed. R. Bankr. P. 6004 and 6006 for Authority to Reject Certain Unexpired Real Property Leases [Docket No. 310 - filed July 25, 2017]**

Status: **On July 25, 2017, the Debtors filed a certificate of no objection regarding this matter. Accordingly, a hearing on this matter is only necessary to the extent the Court has questions or concerns.**

13. Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 327, 328, and 330 for Authority to Employ Professionals Utilized in the Ordinary Course of Business *Nunc Pro Tunc* to the Petition Date [Docket No. 168 - filed July 7, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the U.S. Trustee; extended to July 24, 2017 at 9:00 a.m. (EDT) for the UCC and the Tort Committee

Objections / Responses Received:

- A. Informal comments from the U.S. Trustee
- B. Informal comments from the UCC
- C. Informal comments from the Tort Committee

Related Documents:

- i. **Certification of Counsel Regarding Order Pursuant to 11 U.S.C. Sections 105(a), 327, 328, and 330 Authorizing the Debtor to Employ Professionals Used in the Ordinary Course of Business *Nunc Pro Tunc* to the Petition Date [Docket No. 307 - filed July 25, 2017]**

Status: **On July 25, 2017, the Debtors submitted a revised form of order under certification of counsel resolving the informal comments from the U.S. Trustee, the UCC, and the Tort Committee. Accordingly, a hearing on this matter at this time is only necessary to the extent the Court has questions or concerns.**

14. Application of Debtors Pursuant to 11 U.S.C. §§ 327(a), 328 and 330(a), Fed. R. Bankr. P. 2014 and 2016, and Local Rules 2014-1 and 2017-1 for Authority to Retain and Employ PricewaterhouseCoopers LLP as Financial Advisors to the Debtors *Nunc Pro Tunc* to the Petition Date and Waive Certain Information Requirements of Local Rule 2016-2 [Docket No. 169 - filed July 7, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the U.S. Trustee; extended to July 24, 2017 at 9:00 a.m. (EDT) for the UCC and the Tort Committee

Objections / Responses Received:

- A. United States Trustee's Omnibus Limited Objection to Debtors' Applications for Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors *Nunc Pro Tunc* to Petition Date (D.E. 26); for Authority to Retain and Employ Pricewaterhousecoopers LLP as Financial Advisors to the Debtors *Nunc Pro Tunc* to the Petition Date (D.E. 169); for Authority to Employ and Retain Prime Clerk LLC as Claims and Noticing Agent (D.E. 5); to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel Pursuant to Section 327(a) of the Bankruptcy Code (D.E. 173); for Authorization to Employ and Retain Covington & Burling LLP as Special Litigation, Regulatory and Corporate Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date (D.E. 174) [Docket No. 290 - filed July 21, 2017] (*Document located under tab 11.A.*)
- B. Informal comments from the UCC
- C. Informal comments for the U.S. Trustee

Related Documents:

- i. **Certification of Counsel Regarding Order Pursuant to 11 U.S.C. §§ 327(a), 328 and 330(a), Fed. R. Bankr. P. 2014 and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Debtors to Retain and Employ PricewaterhouseCoopers LLP as Financial Advisors to the Debtors *Nunc Pro Tunc* to the Petition date and Waiving Certain Requirements of Local Rule 2016-2 [Docket No. 311 - filed July 25, 2017]**

Status: **On July 25, 2017, the Debtors submitted a revised form of order under certification of counsel resolving the informal comments from the U.S. Trustee and the UCC. Accordingly, a hearing on this matter**

at this time is only necessary to the extent the Court has questions or concerns.

15. Motion of Debtors Pursuant to 11 U.S.C. §§ 331 and 105(a) for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [Docket No. 170 - filed July 7, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 24, 2017 at 9:00 a.m. (EDT) for the UCC and the Tort Committee

Objections / Responses Received:

- A. Informal comments from the U.S. Trustee
- B. Informal comments from the UCC
- C. **Informal comments from Roger Frankel, the proposed legal representative for future personal injury claimants (the “Proposed FCR”)**

Related Documents: None.

Status: **The Debtors are working to address the informal comments received from the U.S. Trustee, the Proposed FCR and the UCC, and anticipate handing up a revised proposed form of order at the time of the hearing. The hearing on this matter will go forward.**

16. Application of Debtors Pursuant to 11 U.S.C. §327, Fed. R. Bankr. P. 2014(a) and 2016, and Local Rule 2014-1 for Authority to Employ and Retain Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 172 - filed July 7, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the U.S. Trustee; extended to July 24, 2017 at 9:00 a.m. (EDT) for the UCC and the Tort Committee

Objections / Responses Received:

- A. United States Trustee’s Omnibus Limited Objection to Debtors’ Applications for Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors *Nunc Pro Tunc* to Petition Date (D.E. 26); for Authority to Retain and Employ Pricewaterhousecoopers LLP as Financial Advisors to the Debtors *Nunc Pro Tunc* to the Petition Date (D.E. 169); for Authority to Employ and Retain Prime Clerk LLC as

Claims and Noticing Agent (D.E. 5); to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel Pursuant to Section 327(a) of the Bankruptcy Code (D.E. 173); for Authorization to Employ and Retain Covington & Burling LLP as Special Litigation, Regulatory and Corporate Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date (D.E. 174) [Docket No. 290 - filed July 21, 2017] (*Document located under tab 11.A.*)

- B. Informal comments from the UCC
- C. Informal comments for the U.S. Trustee

Related Documents:

- i. **Certification of Counsel Regarding Order Pursuant to 11 U.S.C. §327, Fed. R. Bankr. P. 2014(a) and 2016, and Local Rule 2014-1 Authorizing Debtors to Employ and Retain Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 312 - filed July 25, 2017]**

Status: **On July 25, 2017, the Debtors submitted a revised form of order under certification of counsel resolving the informal comments from the U.S. Trustee and the UCC. Accordingly, a hearing on this matter at this time is only necessary to the extent the Court has questions or concerns.**

- 17. Application of Debtors to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rule 2014-1, *Nunc Pro Tunc* to the Petition Date [Docket No. 173 - filed July 7, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the U.S. Trustee; extended to July 24, 2017 at 9:00 a.m. (EDT) for the UCC and the Tort Committee

Objections / Responses Received:

- A. United States Trustee's Omnibus Limited Objection to Debtors' Applications for Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors *Nunc Pro Tunc* to Petition Date (D.E. 26); for Authority to Retain and Employ Pricewaterhousecoopers LLP as Financial Advisors to the Debtors *Nunc Pro Tunc* to the Petition Date (D.E. 169); for Authority to Employ and Retain Prime Clerk LLC as Claims and Noticing Agent (D.E. 5); to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel Pursuant to Section 327(a) of the

Bankruptcy Code (D.E. 173); for Authorization to Employ and Retain Covington & Burling LLP as Special Litigation, Regulatory and Corporate Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date (D.E. 174) [Docket No. 290 - filed July 21, 2017] (*Document located under tab 11.A.*)

- B. Informal comments from the UCC
- C. Informal comments for the U.S. Trustee

Related Documents:

- i. **Certification of Counsel Regarding Order Authorizing the Debtors to Employ and Retain Richards, Layton & Finger, P.A., as Co-Counsel Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rule 2014-1, *Nunc Pro Tunc* to the Petition Date [Docket No. 313 - filed July 25, 2017]**

Status: **On July 25, 2017, the Debtors submitted a revised form of order under certification of counsel resolving the informal comments from the U.S. Trustee and the UCC. Accordingly, a hearing on this matter at this time is only necessary to the extent the Court has questions or concerns.**

- 18. Debtors' Application, Pursuant to 11 U.S.C. § 327(e) and Fed. R. Bankr. P. 2014 and 2016, for Authorization to Employ and Retain Covington & Burling LLP as Special Litigation, Regulatory and Corporate Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 174 - filed July 7, 2017]

Objection / Response Deadline: July 19, 2017 at 4:00 p.m. (EDT); extended to July 21, 2017 at 4:00 p.m. (EDT) for the U.S. Trustee; extended to July 24, 2017 at 9:00 a.m. (EDT) for the UCC and the Tort Committee

Objections / Responses Received:

- A. United States Trustee's Omnibus Limited Objection to Debtors' Applications for Authority to Retain and Employ Weil, Gotshal & Manges LLP as Attorneys for Debtors *Nunc Pro Tunc* to Petition Date (D.E. 26); for Authority to Retain and Employ Pricewaterhousecoopers LLP as Financial Advisors to the Debtors *Nunc Pro Tunc* to the Petition Date (D.E. 169); for Authority to Employ and Retain Prime Clerk LLC as Claims and Noticing Agent (D.E. 5); to Employ and Retain Richards, Layton & Finger, P.A. as Co-Counsel Pursuant to Section 327(a) of the Bankruptcy Code (D.E. 173); for Authorization to Employ and Retain Covington & Burling LLP as Special Litigation, Regulatory and Corporate

Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date (D.E. 174) [Docket No. 290 - filed July 21, 2017] (*Document located under tab 11.A.*)

- B. Informal comments from the UCC
- C. Informal comments for the U.S. Trustee

Related Documents:

- i. **Certification of Counsel Regarding Order Authorizing the Employment and Retention of Covington & Burling LLP as Special Litigation, Regulatory and Corporate Counsel for the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 314 - filed July 25, 2017]**

Status: **On July 25, 2017, the Debtors submitted a revised form of order under certification of counsel resolving the informal comments from the U.S. Trustee and the UCC. Accordingly, a hearing on this matter at this time is only necessary to the extent the Court has questions or concerns.**

Dated: July 25, 2017
Wilmington, Delaware

/s/ Brett M. Haywood

RICHARDS, LAYTON & FINGER, P.A.

Mark D. Collins (No. 2981)

Michael J. Merchant (No. 3854)

Amanda R. Steele (No. 5530)

Brett M. Haywood (No. 6166)

One Rodney Square

920 N. King Street

Wilmington, Delaware 19801

Telephone: (302) 651-7700

Facsimile: (302) 651-7701

-and-

WEIL, GOTSHAL & MANGES LLP

Marcia L. Goldstein

Ronit J. Berkovich

Matthew P. Goren

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

*Proposed Attorneys for the Debtors
and Debtors in Possession*