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Proposed Co-Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION**

In re:)	
)	Chapter 11
GUITAR CENTER, INC. <i>et al.</i> , ¹)	Case No. 20-34656 (KRH)
Debtors.)	(Joint Administration Requested)
)	

**ORDER: (I) ESTABLISHING CERTAIN NOTICE, CASE MANAGEMENT,
 AND ADMINISTRATIVE PROCEDURES; AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order: (a) authorizing, but not directing, the Debtors to establish certain notice, case management, and administrative procedures; and (b) granting certain related relief, all as more fully set forth in the Motion; and this Court having

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Guitar Center Holdings, Inc. (3262); Guitar Center, Inc. (0862); Guitar Center Stores, Inc. (4340); GTRC Services, Inc. (9503); GC Business Solutions, Inc. (3928); Guitar Center Gift Card Company, LLC (3370); Music & Arts Instructor Services, LLC (7811); and AVDVG, LLC (4440). The Debtors’ service address is 5795 Lindero Canyon Rd., Westlake Village, CA 91362.

² Capitalized terms used but not otherwise defined in this Order shall have the meanings given to them in the Motion.

reviewed the Motion and the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference from the United States District Court for the Eastern District of Virginia*, dated August 15, 1984; and this Court having found that venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that notice of the Motion is appropriate under the circumstances and that no other or further notice need be provided; and upon the record of the hearing held before this Court; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT**:

1. The Motion is granted as set forth this order (the "Order").
2. The Case Management Procedures annexed to this Order as **Exhibit 1** are hereby approved and shall govern all applicable aspects of these cases.
3. To the extent the Case Management Procedures conflict with the Bankruptcy Code, Bankruptcy Rules or Local Bankruptcy Rules, the Case Management Procedures govern and supersede and shall apply to these chapter 11 cases.
4. Unless otherwise ordered by the Court, nothing in this Order or in the Case Management Procedures shall affect the Debtors' obligations to give notice to all creditors, parties in interest, and, where applicable, equity security holders, of the: (a) meeting of creditors; (b) dismissal or conversion of the Debtors' chapter 11 cases to cases under another chapter of the Bankruptcy Code; (c) time fixed to accept or reject a proposed modification of a chapter 11 plan; (d) time fixed for filing proofs of claim; (e) time fixed for filing objections to and the hearing on the disclosure statement and the confirmation of a chapter 11 plan; (f) a proposed sale of assets pursuant to section 363 of the Bankruptcy Code by motion filed with the Court; or (g) entry of an order confirming a chapter 11 plan, among other specified matters identified in the Case

Management Procedures. In addition, the Debtors shall comply with the notice requirements of Bankruptcy Rules 2002(d) and 4006 and Local Bankruptcy Rule 2002-1(E).

5. The Debtors, in cooperation with the Notice and Claims Agent, are hereby authorized to create and maintain an independent website (the “Case Website”) at <https://cases.primeclerk.com/guitarcenter> for the posting of certain information regarding these cases, including, in the Debtors’ sole discretion, certain orders, decisions, or other papers filed in these cases. The Court’s website at <https://www.vaeb.uscourts.gov> may include a link to the Case Website.

6. Notice and service accomplished in accordance with the provisions set forth in this Order shall be deemed adequate in all respects pursuant to the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and the General Orders of this Court.

7. All time periods set forth in the Case Management Procedures shall be calculated in accordance with Bankruptcy Rule 9006(a).

8. Notice of the Motion as provided therein shall be deemed sufficient and no further notice need be given.

9. The requirement of Local Bankruptcy Rule 9013-1(G) to file a memorandum of points and authorities in connection with the Motion is waived.

10. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order.

11. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: November 23, 2020
Richmond, Virginia

/s/ Kevin R. Huennekens
UNITED STATES BANKRUPTCY JUDGE

Entered on Docket: November 23, 2020

WE ASK FOR THIS:

/s/ Jennifer E. Wuebker

Tyler P. Brown, Esq. (VSB No. 28072)

Justin F. Paget, Esq. (VSB No. 77949)

Jennifer E. Wuebker, Esq. (VSB No. 91184)

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CERTIFICATION OF ENDORSEMENT
UNDER LOCAL BANKRUPTCY RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Jennifer E. Wuebker

Exhibit 1

Case Management Procedures

Dennis F. Dunne, Esq. (*pro hac vice* pending)
 Andrew M. Leblanc, Esq. (*pro hac vice* pending)
 Michael W. Price, Esq. (*pro hac vice* pending)
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In re:)	
)	Chapter 11
)	
GUITAR CENTER, INC. <i>et al.</i> , ¹)	Case No. 20-34656 (KRH)
)	
Debtors.)	(Joint Administration Requested)
)	

CASE MANAGEMENT PROCEDURES

These notice, case management, and administrative procedures (collectively, the “Case Management Procedures”) have been approved by the United States Bankruptcy Court for the Eastern District of Virginia for the above-captioned chapter 11 cases pursuant to the *Order: (I) Establishing Certain Notice, Case Management, and Administrative Procedures; and (II) Granting Related Relief* entered on November 23, 2020.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Guitar Center Holdings, Inc. (3262); Guitar Center, Inc. (0862); Guitar Center Stores, Inc. (4340); GTRC Services, Inc. (9503); GC Business Solutions, Inc. (3928); Guitar Center Gift Card Company, LLC (3370); Music & Arts Instructor Services, LLC (7811); and AVDG, LLC (4440). The Debtors’ service address is 5795 Lindero Canyon Rd., Westlake Village, CA 91362.

The provisions of title 11 of the United States Code (as amended, the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Local Bankruptcy Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Rules”) shall govern all matters in these cases, except to the extent the Local Bankruptcy Rules conflict or are inconsistent with these Case Management Procedures or these procedures utilize authority contained in the Bankruptcy Code, Bankruptcy Rules, or Local Bankruptcy Rules to amend or alter the provisions thereof or to extend or shorten time set forth therein. To the extent the Case Management Procedures conflict with the Bankruptcy Code, the Bankruptcy Rules, or the Local Bankruptcy Rules, the Case Management Procedures govern and supersede and shall apply to these chapter 11 cases.

I. ACCESS TO DOCUMENTS

1. Prime Clerk LLC (the “Notice and Claims Agent”), the notice and claims agent retained by the above-captioned debtors (the “Debtors”), maintains a case-specific website at <https://cases.primeclerk.com/guitarcenter> (the “Case Website”), where, among other things, electronic copies of all pleadings filed in these cases shall be posted as soon as practicable and may be viewed free of charge. Additionally, electronic copies of all pleadings are available for a fee via PACER on this Court’s website at <https://www.vaeb.uscourts.gov>.

II. MASTER SERVICE LIST AND ELECTRONIC MAIL SERVICE

2. *Procedures Established for Notices.* All: (a) notices, motions, applications, and other requests for relief; (b) briefs, memoranda, declarations, replies, and other documents filed in support of any papers seeking relief ((a) and (b), collectively, the “Requests for Relief”); and (c) all objections, oppositions, responses, or other documents filed in response to a Request for Relief (collectively, the “Objections” and, together with the Requests for Relief and all other filed documents, the “Rule 2002 Court Filings”) shall be filed with this Court and served in

accordance with the notice procedures set forth in these Case Management Procedures (the “Notice Procedures”).

3. ***Entities Entitled to Service.*** All Rule 2002 Court Filings shall be served on the Core Group, the 2002 List, and the Affected Entities (each, as defined below and, collectively, the “Service List”) in accordance with the Notice Procedures.

1. ***Core Group.*** The following entities shall comprise the “Core Group”:

1. Office of the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”), 701 East Broad Street, Suite 4304, Richmond, Virginia 23219, Attn: Kathryn R. Montgomery, Esq. (USTPRegion04.RH.ECF@usdoj.gov);
2. the Debtors, Guitar Center, Inc., 5795 Lindero Canyon Rd., Westlake Village, CA 91362, Attn: Michael Pendleton, Esq.;
3. proposed co-counsel to the Debtors, Milbank, LLP at: (i) 55 Hudson Yards, New York, New York 10001, Attn: Dennis F. Dunne, Esq., (ddunne@milbank.com), Michael W. Price, Esq. (mprice@milbank.com), and Edward Linden, Esq. (elinden@milbank.com); and (ii) 2029 Century Park East, 33rd Floor, Los Angeles, California 90067, Attn: Thomas R. Kreller, Esq. (tkreller@milbank.com);
4. proposed co-counsel to the Debtors, Hunton Andrews Kurth LLP, 951 East Byrd Street, Richmond, Virginia 23219, Attn: Tyler P. Brown, Esq. (tpbrown@huntonak.com), Justin F. Paget, Esq. (jpaget@huntonak.com), and Jennifer E. Wuebker, Esq. (jwuebker@huntonak.com);
5. counsel to any official committee that may be appointed in these cases pursuant to section 1102 of the Bankruptcy Code;²
6. counsel to (a) the Ad Hoc Group of Noteholders and (b) the Term DIP Lenders: (i) Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, New York 10038, Attn: Kristopher M. Hansen (khansen@stroock.com), Jonathan D. Canfield (jcanfield@stroock.com), and Emily L. Kuznick (ekuznick@stroock.com); and (ii) McGuireWoods LLP, 800 East Canal Street, Richmond, Virginia, 23219, Attn: Douglas M. Foley

² If no official committee of unsecured creditors (the “Committee”) is appointed in these cases, the Debtors’ thirty (30) largest unsecured creditors (on a consolidated basis) will be served instead.

(dfoley@mcguirewoods.com) and Sarah B. Boehm (sboehm@mcguirewoods.com);

7. counsel to the Prepetition ABL Agent and the ABL DIP Agent: (a) Morgan, Lewis & Bockius LLP, 101 Park Ave., New York, New York 10178, Attn: Jennifer Feldsher (Jennifer.feldsher@morganlewis.com), and One Federal Street, Boston, Massachusetts 02110, Attn: Christopher L. Carter (christopher.carter@morganlewis.com) and Marjorie Crider (marjorie.crider@morganlewis.com); and (b) Williams Mullen, Williams Mullen Center, 200 South 10th Street, Richmond, VA 23219, Attn: Michael D. Mueller (mmueller@williamsmullen.com) and Jennifer McLemore (jmclemore@williamsmullen.com);
8. counsel to the Term DIP Agent, Pryor Cashman LLP, 1801 Century Park East, Los Angeles, California 90067, Attn: Patrick Sibley (psibley@pryorcashman.com), David W. Smith (dsmith@pryorcashman.com), Matthew Silverman (msilverman@pryorcashman.com), and Seth Lieberman (slieberman@pryorcashman.com);
9. counsel to the Sponsor Support Party, Kirkland & Ellis LLP, 2049 Century Park East, Los Angeles, California 90067, Attn: Anup Sathy (asathy@kirkland.com), Brad Weiland (bweiland@kirkland.com), and Kevin McClelland (kevin.mcclelland@kirkland.com);
10. counsel to the Brigade Co-Investor, Debevoise & Plimpton LLP, 919 Third Avenue, New York, New York 10022, Attn: Sidney P. Levinson (slevinson@debevoise.com), Kevin M. Schmidt (kmschmidt@debevoise.com), Daniel E. Stroik (destroik@debevoise.com), and Emily MacKay (efmackay@debevoise.com);
11. counsel to the Carlyle Co-Investor, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, New York 10019, Attn: Paul Basta (pbasta@paulweiss.com), Jacob Adlerstein (jadlerstein@paulweiss.com), and Douglas Keeton (dkeeton@paulweiss.com);
12. counsel to the Trustee under the (a) the Superpriority Secured Notes Indenture, (b) the Secured Notes Indenture, and (c) the 2018 Cash/PIK Notes Indenture, Emmet, Marvin & Martin LLP, 120 Broadway, 32nd Floor, New York, New York 10271, Attn: Elizabeth Taraila (etaraila@emmetmarvin.com), and Edward Zujkowski (ezujkowski@emmetmarvin.com); and

13. and counsel to the Trustee under the 2020 Cash/PIK Notes Indenture, Seward & Kissel LLP, One Battery Park Plaza, New York, New York 10004, Attn: Andrew Silverstein (silversteina@sewkis.com), and John Ashmead (ashmead@sewkis.com).

A Rule 2002 Court Filing will not be deemed to have been properly served until served, at a minimum, on the Core Group. An updated Core Group list shall be maintained by the Debtors and shall be available on the Case Website.

2. **2002 List.** The “2002 List” shall be comprised of all entities that have filed a request for service of all filings pursuant to Bankruptcy Rule 2002.
 1. **Filing Requests for Documents Requires Email Address.** A request for service of papers pursuant to Bankruptcy Rules 2002 (a “2002 Notice Request”) filed with this Court shall be deemed proper only if it includes the following information with respect to the party filing such request: (a) name; (b) street address; (c) name of client(s), if applicable; (d) telephone number; (e) facsimile number; and (f) email address.
 2. **Certification Opting Out of Email Service.** Any individual or entity filing a 2002 Notice Request who does not maintain (and cannot practicably obtain) an email address and cannot receive service by email must include in its 2002 Notice Request a certification to that effect, which shall include a statement certifying that the individual or entity: (a) does not maintain an email address; and (b) cannot practicably obtain an email address at which such individual or entity could receive service by email (each, a “Certification”).
 3. **2002 Notice List.** The Notice and Claims Agent shall be responsible for maintaining the 2002 List and keeping it up to date. It is the responsibility of each entity submitting a 2002 Notice Request to file with this Court an updated 2002 Notice Request as necessary to reflect changes to any information, including email address and contact person, and serve a copy of such request upon the Debtors.
3. **Affected Entities.** This group shall be comprised of all entities with a particularized interest in the subject matter of the particular Rule 2002 Court Filing (each, an “Affected Entity”).
4. The Notice and Claims Agent shall maintain the Service List, and shall include names, addresses, facsimile numbers, and email addresses, and update the Service List as

necessary. At least every fifteen (15) days during the first sixty (60) days of the chapter 11 cases, and thereafter at least every 30 days, until confirmation of a proposed chapter 11 plan in each of the Debtors' cases, or conversion of the Debtors' cases to another chapter under the Bankruptcy Code, Prime Clerk shall maintain and update the 2002 List by: (a) making any additions and deletions; (b) serving the updated 2002 List on the parties listed thereon; (c) filing a proof of service; and (d) simultaneously with the filing of the 2002 List, posting an updated version of the 2002 List on the Case Website. A document filed with the Court shall be deemed served on the Core Group and 2002 List if it is served on the parties on the most recent Service List that has been posted on the Case Website as of the date prior to the date of service.

5. ***Waiver of Memorandum of Points and Authorities.*** Motions filed without a separate memorandum of points and authorities shall be deemed to include a request for a waiver of a separate memorandum or deemed a single memorandum and motion as allowed by Local Bankruptcy Rule 9013-1(G).

6. Except as set forth in these Case Management Procedures or otherwise provided by order of this Court, the Notice Procedures shall not apply to notices of the matters or proceedings described in the following Bankruptcy Rules:

1. Bankruptcy Rule 2002(a)(1) (meeting of creditors pursuant to section 341 of the Bankruptcy Code);
2. Bankruptcy Rule 2002(a)(2) (a proposed use, sale, or lease of substantially all of the Debtors' property pursuant to section 363 of the Bankruptcy Code), unless otherwise ordered by the Court;
3. Bankruptcy Rule 2002(a)(7) (time fixed for filing a proof of claim pursuant to Bankruptcy Rule 3003(c));
4. Bankruptcy Rule 2002(b)(1) (time fixed for filing objections and any hearing to consider approval of a disclosure statement);
5. Bankruptcy Rule 2002(b)(2) (time fixed for filing objections and any hearing to consider confirmation of a chapter 11 plan);

6. Bankruptcy Rule 2002(d) (certain matters for which notice is to be provided to equity security holders);
7. Bankruptcy Rule 2002(f)(1) (entry of an order for relief);
8. Bankruptcy Rule 2002(f)(2) (dismissal or conversion of a case to another chapter of the Bankruptcy Code);
9. Bankruptcy Rule 2002(f)(3) (time allowed for filing claims pursuant to Bankruptcy Rule 3002);
10. Bankruptcy Rule 2002(f)(6) (waiver, denial, or revocation of a discharge as provided in Bankruptcy Rule 4006);
11. Bankruptcy Rule 2002(f)(7) (entry of an order confirming a chapter 11 plan); and
12. Bankruptcy Rule 2002(f)(8) (summary of the trustee's final report and account should a case be converted to chapter 7 of the Bankruptcy Code).

7. ***Noticing a Matter for Hearing.*** Parties should consult Local Bankruptcy Rule 9013-1(M) regarding the form and content of notices and visit https://www.vaeb.uscourts.gov/wordpress/?page_id=4344 for sample notices and instructions for attending the hearing by Zoom.gov or such other remote access procedures utilized by the Bankruptcy Court.

8. ***Certificates of Service.*** Notwithstanding Local Bankruptcy Rule 5005-1(C)(8), certificates of service of all Rule 2002 Court Filings, including a service list, shall be filed with this Court by the party seeking relief within seven (7) days of the completion of noticing any particular matter; *provided, however*, that parties shall not be required to include the Service List when serving the certificate of service. A Certificate of Service shall indicate the method of service. Certificates of Service need not be served on any party. The filing of Certificates of Service in accordance with the Case Management Procedures shall be deemed to satisfy the requirements of Local Bankruptcy Rule 5005-1(C)(8).

9. *Adversary Proceedings.* All pleadings and other court filings in any adversary proceeding commenced in these cases shall be served upon the Core Group, each Affected Entity, and any other entities required to be served under any applicable Bankruptcy Rule or Local Bankruptcy Rule. Documents filed in adversary proceedings do not need to be served on the 2002 List.

III. SERVICE BY ELECTRONIC MAIL

10. *Service by Electronic Mail.* All Rule 2002 Court Filings shall be electronically served on this Court's electronic filing system (other than service of a summons and complaint in an adversary proceeding or documents filed under seal), which shall be deemed to constitute proper service for all parties who are sent such email service. Subject to the limited exclusions set forth herein, each party that has filed a notice of appearance and a request for service of papers shall be deemed to have consented to electronic service of papers, in accordance with this Court's CM/ECF Policy (Service of Documents of the Case Management/Electronic Case Files). A party filing a Rule 2002 Court Filing that is served via this Court's electronic filing system has no further obligation for service of such Rule 2002 Court Filing.

11. If a 2002 Notice Request fails to include an email address or a Certification, the Debtors shall forward a copy of these Case Management Procedures to the party that submitted such 2002 Notice Request within five (5) business days and request an email address and/or a Certification. Unless pleadings and/or documents filed in these cases affect a party who does not provide an email address or Certification in response to such request, such party shall not be added to the 2002 List and shall not be served with copies of such pleadings and/or documents.

12. *Electronic Attachment of Files.* All Rule 2002 Court Filings served by electronic mail shall include access to an attached file or files containing the entire Rule 2002 Court Filing, including the proposed form of order and any exhibits, attachments and other relevant materials,

in PDF format. Notwithstanding the foregoing, if a Rule 2002 Court Filing cannot be annexed to an email (because of size, technical difficulties or otherwise), the serving party shall, in its sole discretion, either (a) serve the entire Rule 2002 Court Filing by U.S. mail, hand delivery, overnight delivery or facsimile, including the proposed form of order and any exhibits, attachments and other relevant materials or (b) electronically mail a notice stating that the Rule 2002 Court Filing cannot be attached but is available on the Court's ECF System and will be mailed only if requested.

13. ***Effective Date of Service.*** Service by electronic mail on a party shall be effective as of the earlier of (i) the date the Rule 2002 Court Filing (or a notice stating that the Rule 2002 Court Filing cannot be attached but is available on the Court's ECF System) is transmitted by email to the address provided by such party or (ii) the date the Rule 2002 Court Filing is posted on the Court's ECF System where service on such entity via the Court's ECF System is proper under these Case Management Procedures.

14. The filing deadlines set forth in these Case Management Procedures shall not require the three (3) additional days' notice set forth in Rule 6(d) of the Federal Rules of Civil Procedure (made applicable to contested matters in these cases by Bankruptcy Rule 9006(f)).

15. ***Identification of Attorney.*** As set forth in Local Bankruptcy Rule 5005-1(C)(5), on the first page of every Rule 2002 Court Filing, the attorney filing the same shall be identified by name, state bar number, complete mailing address, telephone number, and the name of the party whom the attorney represents.

IV. OMNIBUS HEARING DATES

16. ***First Omnibus Hearings.*** Periodic omnibus hearings (the "Omnibus Hearings") will occur as may be scheduled by this Court. This Court has set the following dates and times (all prevailing Eastern Time) as the next Omnibus Hearings:

1. _____, ____ 2020, at __:___.m.;
2. _____, ____ 2020, at __:___.m.;
3. _____, ____ 2020, at __:___.m.;
4. _____, ____ 2020, at __:___.m.;
5. _____, ____ 2020, at __:___.m.

17. ***Future Omnibus Hearings.*** The Debtors shall periodically request that future Omnibus Hearings be scheduled as necessary in consultation with the Committee, if any, and the United States Trustee. The Debtors shall send notices of the Omnibus Hearings to the Core Group and the 2002 List when the Omnibus Hearings are scheduled, post the schedule of the Omnibus Hearings on the Case Website, and file notices of additional Omnibus Hearing dates with this Court. For information concerning future Omnibus Hearings scheduled by this Court, all parties in interest may visit the Case Website, contact the Clerk of this Court at 701 East Broad Street, Suite 4000, Richmond, Virginia 23219 or <https://www.vaeb.uscourts.gov>.

18. All matters requiring a hearing in these cases shall be heard at an Omnibus Hearing unless otherwise ordered by this Court for good cause shown, in accordance with the following:

1. In the event that a party files a Request for Relief at least twenty-one (21) calendar days prior to the next scheduled Omnibus Hearing, the matter shall be set for hearing on such scheduled Omnibus Hearing and the deadline to file an Objection to such Request for Relief shall be 4:00 p.m. (prevailing Eastern Time) on the date that is seven (7) calendar days prior to the Omnibus Hearing (the "Objection Deadline"). Notwithstanding the foregoing, the Debtors' counsel may propose to schedule matters filed by another party on a date other than the next Omnibus Hearing date if the Debtors in good faith believe that the hearing on the particular matter could exceed one hour.
2. In the event that a party files a Request for Relief less than twenty-one (21) calendar days but at least fourteen (14) calendar days prior to the next scheduled Omnibus Hearing, the matter shall be set for hearing on such scheduled Omnibus Hearing and the deadline to file an Objection to such

Request for Relief, the Objection Deadline shall be 4:00 p.m. (prevailing Eastern Time) on the date that is three (3) calendar days prior to the Omnibus Hearing. Notwithstanding the foregoing, the Debtors' counsel may propose to schedule matters filed by another party on a date other than the next Omnibus Hearing date if the Debtors in good faith believe that the hearing on the particular matter could exceed one hour.

3. The Objection Deadline may be extended with the consent of the movant or applicant without leave from the Court. No Objection shall be considered timely unless filed with the Court and properly served on or before the applicable Objection Deadline.
4. If an Objection is filed, then unless otherwise ordered by the Court, any reply, including joinders or statements in support of such Objection, shall be filed with the Court and served in accordance with these Case Management Procedures on or before 12:00 p.m. (prevailing Eastern Time) on the date that is one calendar day before the date of the applicable hearing (the "Reply Deadline"). Any joinder or statement of support of a Request for Relief shall be filed with the Court and served in accordance with these Case Management Procedures on or before the Reply Deadline, which may be extended solely with respect to any such joinder or statement of support with the consent of the movant, without further Court action.
5. In the event that a party files a Request for Relief less than fourteen (14) calendar days prior to the next scheduled Omnibus Hearing, unless this Court orders otherwise, the matter shall be set for a date other than the next Omnibus Hearing date in accordance with paragraphs (a) and (b) above.
6. Nothing herein shall restrict any entity from requesting an emergency hearing pursuant to the Local Bankruptcy Rules.

19. ***Procedures Regarding Omnibus Hearings.*** Unless this Court orders otherwise, the following procedures will apply:

1. Except as specifically set forth in these Case Management Procedures, all notice periods for Requests for Relief shall be computed in accordance with the Bankruptcy Rules and Local Bankruptcy Rules. Nothing in these Case Management Procedures shall be deemed to change such requirements.
2. Any notice of an Omnibus Hearing shall conspicuously contain the date, time, and location of the hearing, including whether the hearing is to be held by Zoom.gov or such other remote access procedures utilized by the Bankruptcy Court, until such procedures are no longer in effect.

3. Nothing contained herein shall prejudice the rights of any party in interest to move this Court to further limit or expand notice of matters and proceedings upon a showing of good cause, including, but not limited to, the right to file a Request for Relief upon shortened notice, in accordance with Local Bankruptcy Rule 9013-1(N) or to seek an enlargement or reduction of time pursuant to Bankruptcy Rule 9006.
4. Notwithstanding Local Bankruptcy Rule 9013-1(J), unless this Court orders otherwise upon an Objection of a non-debtor party, the Debtors' counsel may, without leave of this Court, adjourn any matter to a subsequent Omnibus Hearing. If a matter is adjourned, the Debtors' counsel shall update the hearing agenda accordingly.
5. The Debtors' counsel may propose to schedule matters filed by another party on a date other than the next Omnibus Hearing date if the Debtors in good faith believe that the hearing on the particular matter could exceed one hour.

20. ***Proposed Omnibus Hearing Agenda.*** The Debtors shall prepare an agenda for each Omnibus Hearing in accordance with the following:

1. No later than two (2) business days prior to an Omnibus Hearing, the Debtors' counsel shall file a proposed agenda listing the matters that are scheduled to be heard on such Omnibus Hearing (the "Proposed Hearing Agenda"). The Proposed Hearing Agenda is for the convenience of this Court and counsel and is not determinative of the matters to be heard on that day or whether there will be a settlement or a continuance.
2. The Proposed Hearing Agenda shall include, to the extent known by the Debtors' counsel: (i) the docket number and title of each matter to be scheduled for hearing on such Omnibus Hearing, including the initial filing and any responses, replies, objections, or documents related thereto; (ii) whether the matters are contested or uncontested; (iii) whether the matters have settled or are proposed to be continued; (iv) other comments that will assist this Court; (v) a suggestion for the order in which the matters should be addressed; and (vi) instructions for attending the hearing by Zoom.gov or other such remote access procedures utilized by the Bankruptcy Court, until such procedures are no longer in effect.
3. The matters listed on the Proposed Hearing Agenda shall be limited to matters of substance and shall not include administrative filings, such as notices of appearances and Certificates of Service.

21. ***Granting the Request for Relief Without a Hearing.*** Provided that the notice filed with the Request for Relief includes a statement that the Request for Relief may be granted

and an order entered without a hearing, after the Objection Deadline has passed and either (x) no timely Objection has been filed or served in accordance with these Case Management Procedures or (y) one or more timely Objection(s) have been filed or served in accordance with these Case Management Procedures and any and all such Objections have been resolved, counsel to the entity who has filed the Request for Relief may file a certification indicating that no Objection has been filed or served on the entity who has filed the Request for Relief (each, a “Certificate of No Objection”) or a certification indicating that any and all Objections have been resolved (each, a “Certificate of Counsel”) and submit an order granting the relief requested and, in the case of a Certificate of Counsel, a blackline reflecting any and all changes made to the proposed order to resolve such Objections; provided, however, if the entity who filed the Request for Relief is not the Debtors, any such entity must serve a Certificate of No Objection or Certificate of Counsel, as the case may be, by electronic mail upon counsel to the Debtors at least one (1) business day prior to submission thereof to the Court. Upon the filing of a Certificate of No Objection or a Certificate of Counsel, as the case may be, the Court may grant the relief requested in the Request for Relief without further submission, hearing or request. If the Court does not grant the relief (x) the Request for Relief shall be heard at the next scheduled Omnibus Hearing and (y) the decision not to grant the relief shall not constitute an extension of the Objection Deadline related thereto, unless otherwise agreed between the party seeking relief and a party seeking to object.

22. *Service of Orders.* Notwithstanding Local Bankruptcy Rule 9022-1(B), the party that has filed a Request for Relief shall serve the order granting such relief on the Core Group and the 2002 List and any Affected Entities no later than five (5) business days after such order

is entered, and no list of parties who are to receive notice of entry of such proposed order need be submitted with the proposed order.

23. ***No Bridge Order Necessary.*** If a motion to extend the time for the Debtors to take any action is filed consistent with these Case Management Procedures before the expiration of the period prescribed by the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules or the provisions of any order entered by this Court, such time shall automatically be extended until the Court acts on the motion, without the necessity for the entry of a bridge order.

V. FOREIGN ATTORNEYS

24. All attorneys who wish to appear in these cases shall carefully review the Local Bankruptcy Rules and, in particular, Local Bankruptcy Rule 2090-1 regarding the procedure for appearing and practicing before this Court, which is available on this Court's website at https://www.vaeb.uscourts.gov/wordpress/?page_id=1127.

VI. MOTIONS FOR RELIEF FROM THE AUTOMATIC STAY

25. Notwithstanding anything contained herein, motions for relief from the automatic stay filed by parties other than the Debtors pursuant to section 362 of the Bankruptcy Code shall be noticed for a preliminary hearing at an Omnibus Hearing that is at least twenty-one (21) days after such motion is filed and served, and the Objection Deadline for such motion shall be three (3) days before such scheduled hearing.

26. The initial hearing on any motion for relief from the automatic stay shall be a preliminary hearing unless otherwise agreed to by the Debtors. Notwithstanding section 362(e) of the Bankruptcy Code, if a scheduled motion with respect to a request for relief by a party other than the Debtors under section 362(d) of the Bankruptcy Code is adjourned upon the consent of the Debtors and the moving party to a date that is on or after the 30th day after the moving party's request for relief was made, the moving party shall be deemed to have consented

to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a preliminary hearing and determination under section 362(d) of the Bankruptcy Code, and shall be deemed to have waived its right to assert the termination of the automatic stay under section 362(e) of the Bankruptcy Code. The Court may continue the effectiveness of the automatic stay until a final hearing on the matter. Nothing in this section shall prevent a party from seeking expedited consideration of a motion for relief from the automatic stay.

VII. SETTLEMENTS

27. In the event a matter is properly noticed for hearing and the parties reach agreement on a settlement of the dispute before the hearing, the parties may announce the settlement at such hearing. In the event the Court determines that the notice of the dispute and the hearing constitutes adequate notice of the effects of the settlement (*i.e.*, that the terms of the settlement are not materially different from those that parties in interest could have expected if the dispute were fully litigated), the Court may approve the settlement at the hearing without further notice of the terms of the settlement. In the event the Court determines at the hearing that additional or supplemental notice of the settlement is required, the parties shall serve such notice in accordance with these Case Management Procedures, and a hearing to consider such settlement shall be set on the next hearing day (or Omnibus Hearing, if available) deemed appropriate by the Court.

VIII. COMPLIANCE WITH PROCEDURES IS ACCURATE

28. Notice and service accomplished in accordance with the provisions set forth in these Case Management Procedures shall be deemed adequate in all respects pursuant to the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules.