

CHARLOTTE RUSSE HOLDING, INC., DIP

6/30/2020 – The Court issued an order extending the periods during which the Debtors have the exclusive right to file a Chapter 11 Plan and solicit acceptances, through and including August 3, 2020 and October 2, 2020 respectively. The exclusive period within which to file a Plan expired June 1, but it was automatically extended through the date of the order.

Analyst: Gerard Machado, (800) 789-0123, Ext. 152.

Debtor:	Charlotte Russe Holding, Inc., DIP (renamed CR Holding Liquidating, Inc.)	
Status:	Chapter 11	<i>Actively following case</i>
U.S. Bankruptcy Court: District of Delaware Address: 824 N Market St, Wilmington, DE 19801		
Filing Date: Case No. : Judge	February 3, 2019 19-10210 Honorable Kevin J. Carey	Total Assets: \$100 million - \$500 million Total Liabilities: \$100 million - \$500 million
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U.S. Trustee Office of the United States Trustee J. Caleb Boggs Federal Building 844 King Street, Suite 2207 Lockbox 35 Wilmington, DE 19801 (302)-573-6491		

Key Dates in Chapter 11 Case, Comment and Date

Chapter 11 filing	2/3/2019
First Day motions	2/4/2019
Interim approval of first day orders	2/6/2019
Interim order approving DIP Facility	2/5/2019
Closing of 94 stores	2/7/2017
Creditors' Committee appointed	2/15/2019
Stalking horse agreement	2/18/2019
Order approving sale of closing stores	2/19/2019
Hearing to approve bidding procedures for sale of assets on a going-concern basis	2/20/2019
Approval of bid procedures	2/28/2019
Deadline to submit qualified bids	3/3/2019
Auction	3/5/2019
Hearing to final approval of DIP Facility and first day orders	3/6/2019
Notification of successful bidder at auction	3/6/2019
Store closing sales start at 416 stores	3/7/2019
Conclusion of closing sales at 94 stores	3/31/2019
Sale of intellectual property	4/29/2019
Conclusion of closing sales at 416 stores	4/30/2019
Motion to extend exclusivity periods	5/15/2019
Bar date	5/30/2019
Order extending exclusivity periods	5/31/2019
YM Inc. to relaunch some Charlotte Russe locations	6/5/2019
Exclusive period to file a Plan	12/2/2019
Administrative claims bar date	12/2/2019
Motion to extend exclusivity periods	6/1/2020
Order extending exclusivity periods	6/30/2019
Exclusive period to file a Plan	8/3/2020
Exclusive period to solicit acceptances of Plan	10/2/2020

Affiliated Entities

Charlotte Russe Holding, Inc.
Charlotte Russe Holdings Corporation
Charlotte Russe Intermediate Corporation
Charlotte Russe Enterprise, Inc.
Charlotte Russe, Inc.
Charlotte Russe Merchandising, Inc.
Charlotte Russe Administration, Inc.

30 Largest Unsecured Creditors as Listed by the Company in its Petition

<u>Creditor</u>	<u>Amount</u>	<u>Creditor</u>	<u>Amount</u>
FEDEX ERS	\$2,945,338.60	MEZZANINE USA INC	\$774,575.11
GOOGLE INC	\$2,325,033.87	JP ORIGINAL CORP	\$760,502.93
VALUELINE GROUP CO LTD	\$2,035,209.78	ZHENGPENG TRADE CO LTD	\$716,820.19
EAST LION CORP	\$1,637,313.38	DOUBLE H SOURCING	\$714,193.91
VEN BRIDGE CO LTD.	\$1,576,968.73	FORTUNE DYNAMIC INC	\$680,075.85
SHANTEX GROUP LLC	\$1,500,301.20	MAESA LLC	\$676,195.52
MERKLE INC	\$1,229,583.60	ELLA L CLOTHING INC	\$632,593.71
REALPLAY CORP. DBA RIPLAY	\$1,212,474.00	JESSMYN IN USA	\$621,748.68
GLOBAL CAPITAL FASHION INC	\$1,114,957.13	RHAPSODY CLOTHING INC	\$585,882.70
TOPSON DOWNS/LOVE FIRE	\$1,035,881.07	JAINSON'S INTERNATIONAL INC	\$511,232.70
KNY CLOTHING DBA YIPEE	\$1,026,614.73	PRODUCT DEVELOPMENT INTL.	\$507,109.25
ANAN ENTERPRISE INC DBA SARAH	\$965,972.72	THE VINTAGE SHOP	\$446,491.95
LEGEND FOOTWEAR INC	\$857,564.62	REGENT-SUTTON LLC	\$435,267.50
SAMIL SOLUTION	\$827,744.95	505 SONOMA CORP DBA GIC	\$432,465.74
PRIORITY FULFILLMENT SERVICES	\$811,287.55	R AHN	\$416,265.63

Creditors Committee, Appointed by the US Trustee

Valueline Group Co Ltd.
Ven Bridge Co Ltd.
Shantex Group LLC
Global Capital Fashion Inc.
Jainson's International, Inc.
Simon Property Group, L.P.
Brookfield Property REIT Inc.

Current Events

6/30/2020 – The Court issued an order extending the periods during which the Debtors have the exclusive right to file a Chapter 11 Plan and solicit acceptances, through and including August 3, 2020 and October 2, 2020 respectively. The exclusive period within which to file a Plan expired June 1, but it was automatically extended through the date of the order.

6/1/2020 – The Debtors filed a motion to extend the periods during which they have the exclusive right to file a Chapter 11 Plan and to solicit acceptances thereof by 60 days, through and including August 3, 2020 and October 2, 2020 respectively. The exclusive period within which to file a Plan expires today, but it is automatically extended through the date of the order. A hearing is scheduled for July 7, 2020.

3/31/2020 – The Court issued an order extending the periods during which the Debtors have the exclusive right to file a Chapter 11 Plan and to solicit acceptances thereof by three months, through and including June 1, 2020 and July 27, 2020 respectively. The exclusive period within which to file a Plan expired March 2, but it was automatically extended through the date of the order.

3/2/2020 – The Debtors filed a motion to extend the periods during which they have the exclusive right to file a Chapter 11 Plan and to solicit acceptances thereof by three months, through and including June 1, 2020 and July 27, 2020 respectively. The exclusive period within which to file a Plan is currently scheduled to expire today. A hearing on the motion is set for March 30, 2020. The Debtors' exclusivity periods are automatically extended through the date of the order, which is anticipated to be issued on March 30.

1/9/2020 – The Court issued an order extending the periods during which the Debtors have the exclusive right to file a Chapter 11 Plan and to solicit acceptances thereof, through and including March 2, 2020 and April 28, 2020, respectively. The previous period to file a Chapter 11 Plan expired on December 2, 2019, but it was automatically extended through the date of the order.

11/4/2019 – The Court entered an order setting December 2, 2019 as the bar date for filing post-petition administrative expense claims which accrued from and after the petition date (February 3, 2019) through and including November 1, 2019.

9/20/2019 – The Court issued an order extending the periods during which the Debtors have the exclusive right to file a Chapter 11 Plan and to solicit acceptances thereof, through and including December 2, 2019 and January 29, 2020, respectively. The previous period to file a Chapter 11 Plan expired on September 3, 2019, but it was automatically extended through the date of the order.

6/5/2019 – YM Inc. announced it is re-launching Charlotte Russe retail outlets across the U.S., with five of 100 planned locations opening their doors today.

YM, Inc., which operates more than 560 stores across North America, purchased the Charlotte Russe brand in March as part of the Chapter 11 proceedings.

The five retail locations are located in Southland Center in Michigan, Cumberland Mall in Georgia, Willowbrook Mall in New Jersey, Park City Center in Pennsylvania and Monmouth Mall in New Jersey.

CEO Eric Grundy stated, "We are thrilled to be bringing Charlotte Russe retail outlets back for customers who love the brand's affordable on-trend fashions. The brand is a great fit for our growth strategy and our mission to exceed customer expectations by delivering fast fashion at an amazing value."

Creditntell notes that conversations with a lawyer in the case indicate that during negotiations with Charlotte Russe, YM had considered acquiring a number of the leases in addition to the intellectual property. Ultimately YM did not acquire any leases as part of the bankruptcy proceedings, however the lawyer notes that YM may have separately negotiated with some of the landlords outside of the proceedings. Therefore it is not clear if the stores which are the subject of the YM's announcement are some of its existing units with new signage, or they are Charlotte Russe leases acquired through YM's own independent negotiations.

5/31/2019 – The Court entered an order extending the periods during which the Debtor has the exclusive right to file a Chapter 11 Plan and solicit acceptances by three months, through and including September 3, 2019 and October 31, 2019, respectively. The exclusive period within which to file a Plan is currently scheduled to expire on June 3, 2019 and the exclusive period within which to solicit acceptances is currently scheduled to expire on August 2, 2019.

5/15/2019 – The Debtors filed a motion to extend the periods during which they have the exclusive right to file a Chapter 11 Plan and to solicit acceptances thereof by three months, through and including September 3, 2019 and October 31, 2019, respectively. The exclusive period within which to file a Plan is currently scheduled to expire on June 3, 2019 and the exclusive period within which to solicit acceptances is currently scheduled to expire on August 2, 2019. This is the Debtors' first request for an extension of the exclusive periods. A hearing on the motion is scheduled for May 31, 2019.

5/1/2019 - The Court entered an order setting May 30, 2019 as the bar dates for filing proofs of claim, including claims under section 503(b)(9).

4/29/2019 – The Company announced that it sold the “Charlotte Russe” brand and related intellectual property to the Canadian fashion house, YM Inc. It also sold its “Peek Kids” children’s brand to Mamiye Brothers Inc., a New York-based, integrated retailer of women and children’s brands.

3/6/2019 – The Company will wind down its operations after failing to complete a going concern transaction. The Debtor filed a notification that SB360 Capital Partners, LLC was the successful bidder at the recently completed auction. No qualified going-concern bids were received at the auction. SB360, which is an affiliate of the Schottenstein Family of Companies, will liquidate merchandise at 416 of the Company’s stores. Store closing sales will commence on March 7, 2019 and continue to through April 30, 2019. Store closing sales at the Company’s other 94 stores commenced February 7, 2019 and will continue through March 31, 2019.

2/28/2019 – The Court approved bid and sale procedures. The deadline for submitting a qualified bid is March 3, 2019. If at least two qualified bids are received by the bid deadline, the Debtors shall conduct an auction on March 5, 2019. Within 24 hours following the auction, the Debtors will identify the successful bidder and the next highest bidder. A sale hearing is scheduled for March 6, 2019. If a going-concern transaction is not selected as the highest or otherwise best bid at the auction, the Company will facilitate an orderly wind-down of all of its store locations and operations beginning on or about March 7, 2019.

The Company said it remains in active discussion with prospective bidders to effectuate a going-concern sale of the business to avoid liquidating substantially all of the Company's assets.

2/19/2019 – Management provided the following update on proceedings in the Chapter 11 case, stating, “The Company remains in active discussions with prospective bidders to effectuate a going-concern sale of the business to avoid the liquidation of substantially all of its assets. The Company expects that competing bids will be due by March 3, 2019 and an auction will be scheduled for March 5, 2019. If a going-concern transaction is not selected as the highest or otherwise best bid following the conclusion of the auction, the Company will facilitate an orderly wind-down of all of its store locations and operations beginning on or about March 7, 2019. Charlotte Russe and Peek stores and online platforms are currently open and continuing to serve customers. While the company did recently announce an orderly wind-down of a group of approximately 94 of its stores, no additional store closures are being announced at this time.”

The Debtors entered into a stalking horse agency agreement with a joint venture comprised of Gordon Brothers Retail Partners, LLC and Hilco Merchant Resources, LLC, to conduct liquidation sales if a going concern buyer is not identified.

2/15/2019 – The US Trustee appointed the Committee of Unsecured Creditors, which includes: Valueline Group Co Ltd., Ven Bridge Ltd., Shantex Group LLC, Global Capital Fashion Inc., Jainson's International, Inc., Simon Property Group, L.P., and Brookfield Property REIT Inc.

2/6/2019 – The Court entered first day orders on an interim basis, authorizing the Debtors to:

- Commence closing sales at 94 stores (please [click here](#) to see the list). Store closing sales will start February 7, 2019 and continue through March 31, 2019.
- Use cash collateral; and
- Access a \$50.0 million DIP Facility, subject to the roll-up of \$22.8 million in prepetition ABL obligations;

A hearing on final approval of the orders is scheduled for March 6, 2019.

2/4/2019 – The Debtors filed motions seeking entry of: (i) an order authorizing the use cash collateral; (ii) an interim order authorizing access to a \$50.0 million DIP Facility, subject to the roll-up of \$22.8 million in prepetition ABL obligations; and (iii) an order approving the closing of 94 stores, starting February 7, 2019 and continuing through March 31, 2019.

Milestones related to the DIP Facility include the following, which provide for the possibility of a going concern sale and also a liquidation:

Interim order approving DIP Facility	2/5/2019
Stalking horse agreement	2/17/2019
Order approving bidding procedures for sale of assets on a going-concern basis	2/19/2019
Order approving sale of closing stores	2/19/2019
Auction (if liquidation)	3/5/2019
Final order approving DIP Facility	3/5/2019
Sale hearing (if liquidation)	3/6/2019
Closing of sale (if liquidation)	3/7/2019
Sale hearing (if going concern sale)	3/13/2019
Closing of sale (if going concern sale)	3/14/2019
Store closing sales (if liquidation)	3/31/2019

2/4/2019 - On January 24, 2019, we reported that Charlotte Russe Holding, Inc. was evaluating a possible sale or bankruptcy. Late last evening, the Company filed a voluntary Chapter 11 petition in the U.S. Bankruptcy Court in the District of Delaware. The Honorable Kevin J. Carey has been assigned to the proceedings, which have been designated as case number 19-10210.

The Company said it intends to use the proceedings to facilitate an orderly wind-down of a group of approximately 94 of its store locations (see list on next page), while continuing to pursue a going-concern sale of the business and assets. Prior to the filing the Company operated 512 stores. Charlotte Russe and its Peek brand stores and online platforms are currently open and continue to serve customers.

Management said it has received a commitment for a \$50 million Debtor-In-Possession financing facility. If approved by the Bankruptcy Court, management said it believes that the financing will support the Company's operations and administration during the Chapter 11 proceedings. The Company has filed a number of customary motions with the U.S. Bankruptcy Court seeking authorization to operate its business in the ordinary course during the Chapter 11 proceedings.

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Store No.	Store	Address	City	ST	Zip	Sq. Ft.
7	Grossmont Center	5500 Grossmont Center, Suite 313, Space #B1-60	La Mesa	CA	91942	5,030
10	MainPlace Mall	2800 North Main Place, Space #416	Santa Ana	CA	92705	4,445
14	Westminster Mall	2150E Westminster Mall	Westminster	CA	92683	4,861
42	Pearlridge Center	98-1005 Moanalua Road	Aiea	HI	96701	6,873
89	Meriden	470 Lewis Avenue, Space #4008	Meriden	CT	06451	5,644
99	EastView Mall	672 EastView Mall	Victor	NY	14564	4,282
101	Arbor Place	1440 Douglas Blvd	Douglasville	GA	30135	5,678
108	Dulles Town Center	21100 Dulles Town Circle, Space #81	Dulles	VA	20166	5,994
110	Fairlane Town Center	18900 Michigan Avenue, Space #H108	Dearborn	MI	48126	5,164
112	Lakeforest	701 Russell Avenue, Space #H219	Gaithersburg	MD	20877	5,372
152	Sunrise Mall	2135 Sunrise Mall	Massapequa	NY	11758	5,040
158	Louis Joliet	3340 Mall Loop Drive, Suite #1198	Joliet	IL	60431	4,872
169	Robinson, Mall at	100 Robinson Centre Dr., Space #1330	Pittsburgh	PA	15205	3,965
197	Annapolis	2550 Annapolis Mall, Space #1300	Annapolis	MD	21401	3,146
199	Meridian Mall	1982 W. Grand River Avenue, Space #249	Okemos	MI	48864	4,476
217	South County	85 South County Centerway, Space # 450	St. Louis	MO	63129	5,424
220	Yorktown Shopping Center	203 Yorktown, Space # 162, Bldg. C	Lombard	IL	60148	5,772
232	Brookfield Square	95 N. Moorland Road, Space # C-21	Brookfield	WI	53005	3,860
249	Valley West Mall	1551 Valley West Drive, Space 109	West Des Moines	IA	50266	5,852
259	Jefferson Valley Mall	650 Lee Boulevard, Space F18B	Yorktown Heights	NY	10598	3,731
262	Northwoods Mall	2150 Northwoods Blvd Sp E7	North Charleston	SC	29406-4021	5,352
274	Mall of America	141 East Broadway, Space E141	Bloomington	MN	55425	8,956
277	Oakridge	925 Blossom Hill Road, Suite 1504	San Jose	CA	95123	3,987
278	Southlake	2063 Southlake Mall, Sp# CL318	Hobart	IN	46410	4,910
282	Fashion Square Mall	4667 Fashion Square Mall, Space C318	Saginaw	MI	48604	4,154
287	Connecticut Post Mall	1201 Boston Post Rd Sp #2053	Milford	CT	06460	TBD 2018
291	Valencia Town Center	24201 West Valencia Blvd Space 1049	Valencia	CA	91355	5,019
293	Coastal Grand Mall	2000 Coastal Grand Circle	Myrtle Beach	SC	29577	5,535
297	Magnolia Mall	2701 David McLeod Boulevard, Sp# 1226	Florence	SC	29501	4,580
316	Logan Valley	Route 220 & Goods Lane, Sp# 416	Altoona	PA	16602	3,819
327	East Towne Mall	375 East Towne Mall, Sp# A-110	Madison	WI	53704	5,910
333	Franklin Park	5001 Monroe Street, #1075	Toledo	OH	43623	5,119
347	Valley River Center	293 Valley River Center, Sp# E0008/E0009	Eugene	OR	97401	4,656
349	Great Lakes Mall	7850 Mentor Avenue, Sp# 574A	Mentor	OH	44060	5,293
395	Brunswick Square	755 State Route 18, Sp# 216A	East Brunswick	NJ	08816	4,630
427	York Galleria	2899 Whiteford Rd., Suite 274	York	PA	17402	5,345
429	Zona Rosa	7260 NW 86th PL., Space H-177	Kansas City	MO	64153	4,201
454	Sangertown	Route 5 & 5A, Sp #L60	New Hartford	NY	13413	5,093
474	Harford	696 Bel Air Road, Space 36 & 38	Bel Air	MD	21014	5,707
479	Hagerstown	17301 Valley Mall Road, Space 298	Hagerstown	MD	21740	5,653
483	FSK	5500 Buckeystown Pike, Space 246	Frederick	MD	21703	5,269
487	Chattanooga-TN	2100 Hamilton Place Blvd. Space 110	Chattanooga	TN	37421	5,130
490	BayShore	5800 N. Bayshore Dr. Space B130	Glendale	WI	53217	5,015
500	Burnsville	1178 Burnsville Center Space 1088	Burnsville	MN	55306	3,027
510	Northwoods-IL	2200 W.War Memorial Dr., Space EL15A	Peoria	IL	61613	4,126
513	Kingston Collection	101 Independence Mall Way	Kingston	MA	02364	5,161
516	Eastridge-NC	246 New Hope Road	Gastonia	NC	28054	5,315
536	Gulf View Square	9409 US HWY 19 Space 553c	Port Richey	FL	34668	4,494
539	Lincolnwood	3333 West Touhy Ave Space B03 & B02A	Lincolnwood	IL	60712	4,782
542	Tyson's Corner	7860 Tyson's Corner Center, Sp #M011U (Relo)	Mc Lean	VA	22102	3,633
570	Fashion Outlets of Niagara Falls	1982 Military Rd.	Niagara Falls	NY	14304	3,838
576	Cambridgeside Galleria	100 Cambridgeside Pl Space E-304	Cambridge	MA	02141	4,592
577	Old Orchard	4999 Old Orchard Center Space L6	Skokie	IL	60077	4,119
578	Irvine Spectrum	71 Fortune Drive Space 954	Irvine	CA	92618	4,841
582	Atlantic City Outlets	122 Christopher Columbus Blvd., Space #1250 & 1255	Atlantic City	NJ	08401	4,873
587	Windward Mall	46-056 Kamehameha Highway, Space #K02	Kaneohe	HI	96744	4,163
594	Algonquin Commons	1952 S. Randall Road	Algonquin	IL	60102	4,076
598	Howell Outlets	1475 North Burkhardt Road, Space G-100	Howell	MI	48855	4,543
700	Outlet Collection at Riverwalk	500 Port of New Orleans Place, Suite 265	New Orleans	LA	70130	4,096
702	Solano Mall	1350 Travis Blvd., Space M-7	Fairfield	CA	94533	4,054
707	Palm Beach Outlets	1721 Palm Beach Lakes Boulevard, Space E409	West Palm Beach	FL	33401	3,837
710	Pueblo Mall	3429 Dillon Drive, Space E6	Pueblo	CO	81008	3,691
717	Mesa Mall	2424 US Highway 6, Space 310A	Grand Junction	CO	81505	4,602
726	Shops at Atlas Park	8000 Cooper Ave., Space 6-104	Glendale	NY	11385	4,647
729	Markets at Town Center	4870 Big Island Drive, Suite 05	Jacksonville	FL	32246	3,462
730	Morgantown Mall	9500 Mall Road, Space #511	Morgantown	WV	26501	3,912
733	Moorestown Mall	400 Route 38, Space #1695	Moorestown	NJ	08057	3,424
737	Mall at Johnson City	2011 N. Roan St., Space #D2A	Johnson City	TN	37601	3,759
742	Queen Ka'ahumanu Center	275 W. Kaahumanu Ave., Space #1044	Kahului	HI	96732	3,972
744	Victoria Mall	7800 N. Navarro St., Suite #233	Victoria	TX	77904	3,892
745	Foxwoods Outlet Center	455 Trolley Line Boulevard, Space #330	Ledyard	CT	06338	3,284
746	Ocean City Outlet Center	12741 Ocean Gateway, Suite #890	Ocean City	MD	21842	3,611
748	Tanger Outlets Savannah	200 Tanger Outlet Boulevard, Space #361	Pooler	GA	31322	3,684
753	Summit Fair	880 NW Blue Parkway, Suite C	Lee's Summit	MO	64086	3,056
754	Florence Mall	301 Cox Creek Parkway, Suite #1018	Florence	AL	35630	3,539
755	Wilton Mall	3065 Route 50, Suite #A002	Saratoga Springs	NY	12866	3,421
760	Serramonte Center	288 Serramonte Center	Daly City	CA	94015	3,643
761	Richland Mall	6001 West Waco Drive, Suite 314	Waco	TX	76710	3,061
764	Springfield Town Center	6767 Springfield Mall	Springfield	VA	22150	3,480
768	The Outlets at Tejon	5701 Outlets at Tejon Parkway, Suite 135	Arvin	CA	93203	3,711
770	Ashland Town Center	500 Winchester Ave., Suite 366	Ashland	KY	41101	3,287
771	Outlet Collection Seattle	1101 Outlet Collection Way, Suite 1039	Auburn	WA	98001	4,493
777	Tanger Outlet Commerce	800 Steven B. Tanger Blvd., Suite #101-A	Commerce	GA	30529	3,633
782	Culver City	6000 Sepulveda Blvd., Suite 2600	Culver City	CA	90230	3,251
786	The Mall at University Town Center	140 University Town Center Dr., Suite 210	Sarasota	FL	34243	3,703
788	Liberty Center	7100 Foundry Row, Space # S-136	Cincinnati	OH	45069	3,686
790	Willow Grove Park	2500 Moreland Rd., Sp #1045	Willow Grove	PA	19090	4,327
796	Fremaux Town Center	760 Town Center Parkway, Sp #C300	Slidell	LA	70458	3,604
797	Hillside Village	305 West FM 1382, Suite 202	Cedar Hill	TX	75104	3,623

817	Inland Center	500 Inland Center Drive, Space #242 (Relo)	San Bernardino	CA	92408	3,426
820	Rockland Plaza	66 Rockland Plaza Route 59, Suite 17	Nanuet	NY	10954	9,780
821	New Braunfels Town Center at Creekside	257 Creekside Crossing	New Braunfels	TX	78130	9,229
840	Tanger Fort Worth	15853 N. Freeway, Ste. 1140	Fort Worth	TX	76177	5,281
843	34th Street	130 W. 34th Street	New York	NY	10001	TBD 2018