

CLEARY GOTTLIEB STEEN & HAMILTON LLP
Sean A. O'Neal
Luke A. Barefoot
Jane VanLare
One Liberty Plaza
New York, New York 10006
Telephone: 212-225-2000
Facsimile: 212-225-3999

*Counsel to the Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Genesis Global Holdco, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No.: 23-10063 (SHL)

Jointly Administered

**SECOND AMENDED AGENDA FOR HEARING TO BE HELD
SEPTEMBER 6, 2023, AT 2:00 P.M. (PREVAILING EASTERN TIME)**

Date and Time of Hearing: September 6, 2023, at 2:00 p.m. (Prevailing Eastern Time)

Location of Hearing: Before the Honorable Judge Sean H. Lane, United States Bankruptcy Judge, United States Bankruptcy Court for the Southern District of New York. The September 6 Hearing will be conducted only through Zoom. Parties wishing to register for the Zoom hearing should use the eCourt Appearances link on the Court's website: <https://www.nysb.uscourts.gov/ecourt-appearances>. After the deadline to make appearances passes, the Court will circulate, by email prior to the Hearing, the Zoom links to those persons who made eCourt Appearances, using the email addresses submitted with those appearances.

Members of the public who wish to listen to, but not participate in, the Hearing free of charge may do so by calling the following

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's tax identification number (as applicable), are: Genesis Global Holdco, LLC (8219); Genesis Global Capital, LLC (8564); Genesis Asia Pacific Pte. Ltd. (2164R). For the purpose of these Chapter 11 Cases, the service address for the Debtors is 250 Park Avenue South, 5th Floor, New York, NY 10003.

muted, listen-only number: 1-929-205-6099, Access Code:
92353761344#

Copies of Motions:

Copies of each pleading identified below can be viewed and/or obtained: (i) from the Debtors' notice and claims agent, Kroll Restructuring Administration LLC, located at 55 East 52nd Street, 17th Floor, New York, NY 10055, for free of charge on the Debtors' case website at <https://restructuring.ra.kroll.com/genesis/> or by calling +1 888-524-2017 or (ii) by accessing the Court's website at www.nysb.uscourts.gov. Note that a PACER password is needed to access documents on the Court's website.

AMENDED AGENDA FOR SEPTEMBER 6 HEARING

Matters to be Heard at September 6 Hearing:

I. Uncontested Matters:

1. Motion to Authorize Consent for Lien Priming and Related Procedures: *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Consent to Priming of the Debtors' Liens on Certain Property and (II) Authorizing and Approving Procedures for the Debtors to Consent to the Priming or Release of Liens on Other De Minimis Assets.* ECF No. 602.

i. General Response Deadline: August 30, 2023 at 4:00 p.m. (Eastern Time)

ii. No Responses

iii. Related Pleadings:

a. *Declaration of Hoo Ri Kim in Support of Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Consent to Priming of the Debtors' Liens on Certain Property and (II) Authorizing and Approving Procedures for the Debtors to Consent to the Priming or Release of Liens on Other De Minimis Assets.* ECF No. 602-1.

b. *Declaration of Joseph J. Sciametta in Support of Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Consent to Priming of the Debtors' Liens on Certain Property and (II) Authorizing and Approving Procedures for the Debtors to Consent to the Priming or Release of Liens on Other De Minimis Assets.* ECF No. 602-2.

iv. Status: A proposed order has been filed and the matter is going forward on an uncontested basis.

2. Motion for an Order Authorizing Holdco to Enter into Payroll Contract: *Debtors' Motion for an Order Authorizing Holdco to Enter into Payroll Contract, Incur Obligations Related to Employee Transfer and Granting Related Relief.* ECF No. 601.

i. General Response Deadline: August 30, 2023 at 4:00 p.m. (Eastern Time)

ii. **No Responses**

iii. **Related Pleadings:**

a. *Declaration of Joseph J. Sciametta in Support of the Debtors' Motion for an Order Authorizing Holdco to Enter into Payroll Contract, Incur Obligations Related to Employee Transfer and Granting Related Relief.* ECF No. 601-1.

iv. **Status:** A proposed order has been filed and the matter is going forward on an uncontested basis.

II. **Contested Matters**

3. **Motion to Shorten Notice for Scheduling Motion:** *Debtors' Motion to Shorten the Notice Period for Debtors' Motion for Entry of a Scheduling Order Concerning the Debtors' Second Omnibus Objection (Substantive) to Claim Nos. 523, 526, 527, 981, 982 and 990 Pursuant to 11 U.S.C. § 502 and Fed. R. Bankr. P. 3007 (No Liability).* ECF No. 660.

i. **General Response Deadline:** September 5, 2023 at 2:00 p.m. (Eastern Time)

ii. **Objection:**

a. *Objection to Motion to Shorten the Notice Period for Debtors' Motion for Entry of a Scheduling Order Concerning Their Second Omnibus Objection to Claims by the Foreign Representatives of Three Arrows Capital, Ltd.* ECF No. 669.

iii. **Related Pleadings:**

a. *Debtors' Motion to Establish a Schedule Concerning the Debtors' Second Omnibus Objection (Substantive) to Claim Nos. 523, 526, 527, 981, 982 and 990 Pursuant to 11 U.S.C. § 502 and Fed. R. Bankr. P. 3007 (No Liability).* ECF No. 659.

b. *Debtors' Reply in Support of Debtors' Motion to Shorten the Notice Period for Debtors' Motion for Entry of a Scheduling Order Concerning the Debtors' Second Omnibus Objection (Substantive) to Claim Nos. 523, 526, 527, 981, 982 and 990 Pursuant to 11 U.S.C. 502 and Fed. R. Bankr. P. 3007 (No Liability).* ECF No. 670.

iv. **Status:** A proposed order has been filed and the matter is going forward.

4. **Scheduling Motion:** *Debtors' Motion to Establish a Schedule Concerning the Debtors' Second Omnibus Objection (Substantive) to Claim Nos. 523, 526, 527, 981, 982 and 990 Pursuant to 11 U.S.C. § 502 and Fed. R. Bankr. P. 3007 (No Liability).* ECF No. 659.

i. **General Response Deadline:** September 5, 2023 at 2:00 p.m. (Eastern Time)

ii. **Objection:**

- a. *Objection to the Debtors' Motion for an Entry of a Scheduling Order Concerning their Second Omnibus Objection to Claims by The Foreign Representatives of Three Arrows Capital, Ltd.* ECF No. 673.

iii. Related Pleadings:

- a. *Debtors' Second Omnibus Objection (Substantive) to Claim Nos. 523, 526, 527, 981, 982 and 990 Pursuant to 11 U.S.C. § 502 and Fed. R. Bankr. P. 3007 (No Liability).* ECF No. 658.
- b. *Debtors' Motion to Shorten the Notice Period for Debtors' Motion for Entry of a Scheduling Order Concerning the Debtors' Second Omnibus Objection (Substantive) to Claim Nos. 523, 526, 527, 981, 982 and 990 Pursuant to 11 U.S.C. § 502 and Fed. R. Bankr. P. 3007 (No Liability).* ECF No. 660.

- iv. **Status:** A proposed order has been filed and the matter is going forward.

5. Motion to Approve Extension of Exclusivity: *Debtors' Second Motion for Entry of Order Extending the Debtors' Exclusive Periods in which to File a Chapter 11 Plan and Solicit Acceptances thereof and Granting Related Relief.* ECF No. 574.

- i. **General Response Deadline:** August 30, 2023 at 4:00 p.m. (Eastern Time)
- ii. **UCC Response Deadline:** September 5, 2023 at 10:00 a.m. (Eastern Time)
- iii. **Debtors' Reply Deadline:** September 5, 2023 at 10:00 a.m. (Eastern Time)

iv. Objections:

- a. *Objection of the Fair Deal Group to Debtors' Second Motion to Extend Exclusivity.* ECF No. 633.
- b. *Objection of Gemini Trust Company, LLC to Debtors' Second Motion to Extend Exclusivity.* ECF No. 634.
- c. *Objection of Ad Hoc Group of Genesis Lenders to Debtors' Second Motion for Entry of an Order Extending the Debtors' Exclusive Periods in Which to File a Chapter 11 Plan and Solicit Acceptances Thereof and Granting Related Relief.* ECF No. 635.

v. Related Pleadings:

- a. *Debtors' Reply in Support of Motion for Entry of an Order Extending the Debtors' Exclusive Periods in Which to File a Chapter 11 Plan and Solicit Acceptances Thereof and Granting Related Relief.* ECF No. 662.
- b. *Statement in Support, and Reservation of Rights of the Official Committee of Unsecured Creditors with Respect to the Debtors Second Motion for Entry of an Order Extending the Debtors Exclusive Periods in Which to*

File a Chapter 11 Plan and Solicit Acceptances Thereof and Granting Related Relief. ECF No. 654.

- c. *Motion to Extend Exclusivity Period for Filing a Chapter 11 Plan and Disclosure Statement filed by Sean A. O'Neal on behalf of Genesis Global Holdco, LLC.* ECF No. 329
- d. *Order Signed On 6/21/2023, Extending Debtor's Exclusive Periods to File a Chapter 11 Plan and Solicit Acceptances Thereof.* ECF No. 444.

vi. **Status:** A proposed order has been filed and the matter is going forward.

III. **Status Conference**

6. Motion to Approve FTX Settlement Agreement: *Genesis Debtors' Motion Pursuant to Federal Rule of Bankruptcy Procedure 9019(A) for Entry of an Order Approving Settlement Agreement.* ECF No. 603.

- i. **General Response Deadline:** August 30, 2023 at 4:00 p.m. (Eastern Time)
- ii. **Ad Hoc Group Response Deadline:** August 31, 2023 at 4:00 p.m. (Eastern Time)
- iii. **UCC Response Deadline:** September 5, 2023 at 10:00 a.m. (Eastern Time)
- iv. **Debtors' Reply Deadline:** September 5, 2023 at 10:00 a.m. (Eastern Time)
- v. **Objections:**
 - a. *Objection of Ad Hoc Group of Genesis Lenders to Genesis Debtors' Motion Pursuant to Federal Rule of Bankruptcy Procedure 9019(a) for Entry of an Order Approving Settlement Agreement with FTX Debtors.* ECF No. 648.
 - b. *Joinder of the Fair Deal Group to the Objection of Ad Hoc Group of Genesis Lenders to Genesis Debtors Motion Pursuant to Federal Rule of Bankruptcy Procedure 9019(a) for Entry of An Order Approving Settlement Agreement with FTX Debtors.* ECF No. 650.
 - c. *Joinder of Gemini Trust Company, LLC in Objection of Ad Hoc Group of Genesis Lenders to Genesis Debtors' Motion Pursuant to Federal Rule of Bankruptcy Procedure 9019(a) for Entry of an Order Approving Settlement Agreement with FTX Debtors.* ECF No. 651.
 - d. *Amended Joinder of the Fair Deal Group to the Objection of Ad Hoc Group of Genesis Lenders to Genesis Debtors Motion Pursuant to Federal Rule of Bankruptcy Procedure 9019(a) for Entry of An Order Approving Settlement Agreement with FTX Debtors.* ECF No. 652.
- vi. **Related Pleadings:**

- a. *Motion of FTX Trading Ltd. and its Affiliated Debtors for an Order Modifying the Automatic Stay Pursuant to 11 U.S.C. 362(d)(1) and Bankruptcy Rule 4001.* ECF No. 289.
- b. *Debtors' Motion to Establish Procedures and a Schedule for Estimating the Amount of the FTX Debtors' Claims Against the Debtors Under Bankruptcy Code Sections 105(a) and 502(cc) and Bankruptcy Rule 3018.* ECF No. 373.
- c. *Revised Notice of Genesis Debtors' Motion Pursuant to Federal Rule of Bankruptcy Procedure 9019(A) for Entry of an Order Approving Settlement Agreement.* ECF No. 605.
- d. *Statement and Reservation of Rights of the Official Committee of Unsecured Creditors with Respect to Genesis Debtors' Motion Pursuant to Federal Rule of Bankruptcy Procedure 9019(a) for Entry of an Order Approving Settlement Agreement With FTX Debtors.* ECF No. 671.
- e. *Genesis Debtors' Omnibus Reply in Support of Motion Pursuant to Federal Rule of Bankruptcy Procedure 9019(a) for Entry of an Order Approving Settlement Agreement with FTX Debtors.* ECF No. 672.

vii. Status: This matter is going forward as a status conference.

IV. Professionals' Fee Applications

7. **Cleary Gottlieb Steen & Hamilton First Interim Fee Application:** *First Application of Cleary Gottlieb Steen & Hamilton LLP, Counsel for the Debtors, for Interim Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred from January 19, 2023 through May 31, 2023.* ECF No. 529.
 - i. **General Response Deadline:** August 30, 2023 at 4:00 p.m. (Eastern Time)
 - ii. **No Objections**
 - iii. **Related Pleadings:**
 - a. *Revised Notice of Hearing on Interim Applications for Allowance of Compensation and Reimbursement of Expenses Incurred from January 19, 2023 Through May 31, 2023.* ECF No. 579.
 - iv. **Status:** This matter is proceeding on an uncontested basis.
8. **Moelis & Company LLC First Interim Fee Application:** *First Interim Application of Moelis & Company LLC for Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses as Investment Banker to the Debtors from January 19, 2023 through and including May 31, 2023.* ECF No. 516.
 - i. **General Response Deadline:** August 30, 2023 at 4:00 p.m. (Eastern Time)
 - ii. **No Objections**

iii. Related Pleadings:

- a. *Revised Notice of Hearing on Interim Applications for Allowance of Compensation and Reimbursement of Expenses Incurred from January 19, 2023 Through May 31, 2023.* ECF No. 579.

iv. Status: This matter is proceeding on an uncontested basis.

9. Morrison Cohen LLP First Interim Fee Application: *First Interim Application of Morrison Cohen LLP, Special Litigation and Enforcement Counsel to the Debtors, for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred from January 19, 2023 through May 31, 2023.* ECF No. 522.

i. General Response Deadline: August 30, 2023 at 4:00 p.m. (Eastern Time)

ii. No Objections

iii. Related Pleadings:

- a. *Revised Notice of Hearing on Interim Applications for Allowance of Compensation and Reimbursement of Expenses Incurred from January 19, 2023 Through May 31, 2023.* ECF No. 579.

iv. Status: This matter is proceeding on an uncontested basis.

10. M3 Advisory Partners, LP First Interim Fee Application: *First Interim Fee Application of M3 Advisory Partners, LP, Financial Advisor to the Debtors for the Interim Fee Period from April 1, 2023, through May 31, 2023.* ECF No. 524.

i. General Response Deadline: August 30, 2023 at 4:00 p.m. (Eastern Time)

ii. No Objections

iii. Related Pleadings:

- a. *Revised Notice of Hearing on Interim Applications for Allowance of Compensation and Reimbursement of Expenses Incurred from January 19, 2023 Through May 31, 2023.* ECF No. 579.

iv. Status: This matter is proceeding on an uncontested basis.

11. Alvarez & Marsal North America, LLC First Interim Fee Application: *First Application of Alvarez & Marsal North America, LLC as Financial Advisors for the Debtors, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from January 20, 2023 through and including May 31, 2023.* ECF No. 527.

i. General Response Deadline: August 30, 2023 at 4:00 p.m. (Eastern Time)

ii. No Objections

iii. Related Pleadings:

- a. *Revised Notice of Hearing on Interim Applications for Allowance of Compensation and Reimbursement of Expenses Incurred from January 19, 2023 Through May 31, 2023.* ECF No. 579.
- b. *Supplemental Declaration of Michael S. Leto in Support of the First Application for Interim Professional Compensation for Alvarez & Marsal North America, LLC.* ECF No. 597.

iv. **Status:** This matter is proceeding on an uncontested basis.

12. White & Case LLP First Interim Fee Application: *First Interim Application of White & Case LLP, Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period February 10, 2023 Through May 31, 2023.* ECF No. 523.

i. **General Response Deadline:** August 30, 2023 at 4:00 p.m. (Eastern Time)

ii. **No Objections**

iii. **Related Pleadings:**

- a. *Revised Notice of Hearing on Interim Applications for Allowance of Compensation and Reimbursement of Expenses Incurred from January 19, 2023 Through May 31, 2023.* ECF No. 579.

iv. **Status:** This matter is proceeding on an uncontested basis.

13. Houlihan Lokey Capital, Inc. First Interim Fee Application: *First Interim Fee Application of Houlihan Lokey Capital, Inc. Investment Bankers for the Official Committee of Unsecured Creditors of Genesis Global Holdco, et al., for Compensation and Reimbursement of Expenses for the Period of February 12, 2023 through May 31, 2023.* ECF No. 525.

i. **General Response Deadline:** August 30, 2023 at 4:00 p.m. (Eastern Time)

ii. **No Objections**

iii. **Related Pleadings:**

- a. *Revised Notice of Hearing on Interim Applications for Allowance of Compensation and Reimbursement of Expenses Incurred from January 19, 2023 Through May 31, 2023.* ECF No. 579.

iv. **Status:** This matter is proceeding on an uncontested basis.

14. Berkeley Research Group, LLC First Interim Fee Application: *First Interim Application of Berkeley Research Group, LLC for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to the Official Committee of Unsecured Creditors During the Period from February 14, 2023 through May 31, 2023.* ECF No. 561.

i. **General Response Deadline:** August 30, 2023 at 4:00 p.m. (Eastern Time)

ii. **No Objections**

iii. Related Pleadings:

- a. *Revised Notice of Hearing on Interim Applications for Allowance of Compensation and Reimbursement of Expenses Incurred from January 19, 2023 Through May 31, 2023.* ECF No. 579.

iv. Status: This matter is proceeding on an uncontested basis.

Dated: September 5, 2023
New York, New York

CLEARY GOTTlieb STEEN & HAMILTON LLP

/s/ Jane VanLare

Sean A. O'Neal

Luke A. Barefoot

Jane VanLare

One Liberty Plaza

New York, New York 10006

Telephone: (212) 225-2000

Facsimile: (212) 225-3999

*Counsel for the Debtors
and Debtors-in-Possession*