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

In re

Century 21 Department Stores LLC,
Debtor.

Fed. Tax Id. No. 13-4144073

Chapter 11

Case No. 20-12097 (SCC)

In re

L.I. 2000, Inc.,
Debtor.

Fed. Tax Id. No. 13-3969619

Chapter 11

Case No. 20-12098 (SCC)

In re

C21 Department Stores Holdings LLC,
Debtor.

Fed. Tax Id. No. 81-4618952

Chapter 11

Case No. 20-12099 (SCC)

In re Giftco 21 LLC, Debtor. Fed. Tax Id. No. 20-0600347
In re Century 21 Fulton LLC, Debtor. Fed. Tax Id. No. 82-3824536
In re C21 Philadelphia LLC, Debtor. Fed. Tax Id. No. 46-5542106
In re Century 21 Department Stores of New Jersey L.L.C., Debtor. Fed. Tax Id. No. 13-4181705
In re Century 21 Gardens Of Jersey, LLC, Debtor. Fed. Tax Id. No. 46-1459882

Chapter 11
Case No. 20-12100 (SCC)

Chapter 11
Case No. 20-12101 (SCC)

Chapter 11
Case No. 20-12102 (SCC)

Chapter 11
Case No. 20-12103 (SCC)

Chapter 11
Case No. 20-12104 (SCC)

In re C21 Sawgrass Blue, LLC, Debtor. Fed. Tax Id. No. 81-2768286	Chapter 11 Case No. 20-12105 (SCC)
In re C21 GA Blue LLC, Debtor. Fed. Tax Id. No. 47-3155776	Chapter 11 Case No. 20-12106 (SCC)
In re Century Paramus Realty LLC, Debtor. Fed. Tax Id. No. 20-2855033	Chapter 11 Case No. 20-12107 (SCC)

**MOTION OF DEBTORS FOR ENTRY OF ORDER
DIRECTING JOINT ADMINISTRATION OF RELATED CHAPTER 11 CASES**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Century 21 Department Stores LLC and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), respectfully represent as follows in support of this motion (the “**Motion**”):

Background

1. On the date hereof (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these Chapter 11 Cases.

2. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to the commencement of these Chapter 11 Cases is set forth in the *Declaration of Norman R. Veit Jr. Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York*, sworn to on the date hereof (the "**Veit Declaration**"),¹ and the *Debtors' Memorandum in Support of Chapter 11 Filings*, each filed with the Court contemporaneously herewith and incorporated by reference herein.

Jurisdiction

3. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

4. The Debtors confirm their consent, pursuant to Rule 7008 of the Bankruptcy Rules, to the entry of a final order by the Bankruptcy Court in connection with this Motion to the extent that it is later determined that the Bankruptcy Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

Relief Requested

5. By this Motion, pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, the Debtors request entry of an order directing joint administration of these chapter 11 cases for procedural purposes only.

6. In addition, the Debtors respectfully request that the Court maintain one file and one docket for all of the jointly administered cases under the case number assigned to Century

¹ Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Veit Declaration.

21 Department Stores LLC and that these chapter 11 cases be jointly administered under the following consolidated caption:

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

In re

**CENTURY 21 DEPARTMENT STORES LLC,
et al.,**

Debtors.

Chapter 11

Case No. 20-12097 (SCC)

(Jointly Administered)

7. The Debtors further request the Court's direction that a notation substantially similar to the following language be entered on the docket maintained by the Clerk of the Court to reflect the joint administration of the Debtors' chapter 11 cases:

An Order has been entered in accordance with rule 1015(b) of the Bankruptcy Rules directing the procedural consolidation and joint administration of the chapter 11 cases of Century 21 Department Stores LLC.; L.I. 2000, Inc.; C21 Department Stores Holdings LLC; Giftco 21 LLC; Century 21 Fulton LLC; C21 Philadelphia LLC; Century 21 Department Stores of New Jersey LLC; Century 21 Gardens Of Jersey, LLC; C21 Sawgrass Blue, LLC; and C21 GA Blue LLC. The docket in Case No. 20-12097 (SCC) should be consulted for all matters affecting the case.

8. Finally, the Debtors seek authority to file the monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the Executive Office of the U.S. Trustee – Region 2 (revised December 27, 2019), on a consolidated basis.

9. A proposed form of order granting the relief requested herein is annexed hereto as **Exhibit A** (the “**Proposed Order**”).

Relief Requested Should Be Granted

10. On the date hereof, the Debtors commenced the above-captioned chapter 11 cases by filing the appropriate petitions with this Court. As set forth in the Veit Declaration, there are eleven (11) Debtors and approximately 14,000 potential creditors and other parties in interest in these chapter 11 cases. Joint administration will allow for the efficient and convenient administration of the Debtors' interrelated chapter 11 cases, will yield significant cost savings, and will not prejudice the substantive rights of any party in interest.

11. Bankruptcy Rule 1015(b) provides, in relevant part, that if "two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P.1015(b). As set forth in the Veit Declaration, the Debtors in these chapter 11 cases are "affiliates" as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, this Court is authorized to grant the relief requested herein.

12. Joint administration is generally non-controversial, and courts in this jurisdiction routinely order joint administration in cases with multiple related debtors. *See, e.g., Hermitage Offshore Services Ltd.*, No. 20-11850 (MG) (Bankr. S.D.N.Y. Aug., 14, 2020); *NTS W. USA Corp., a Delaware corporation d/b/a Desigual*, Case No. 20-35769 (CGM) (Bankr. S.D.N.Y. July 28, 2020); *Lakeland Tours, LLC d/b/a WorldStrides*, Case No. 20-11647 (JLG) (Bankr. S.D.N.Y. July 22, 2020); *Seabras 1 USA, LLC, et al.*, Case No. 19-14006 (SMB) (Bankr. S.D.N.Y. Dec. 26, 2019); *Agera Energy LLC, et al.*, Case No. 19-23802 (RDD) (Bankr. S.D.N.Y. Oct. 8, 2019).

13. As set forth in the Veit Declaration, the Debtors operate as an integrated business with common ownership and control. The Debtors also share a number of financial and operational systems. As a result, many of the motions, hearings, and orders that will arise in these

cases will affect each and every Debtor. Joint administration of these chapter 11 cases, therefore, will reduce fees and costs by avoiding duplicative filings, objections, notices, and hearings. Joint administration also will allow the United States Trustee and all other parties in interest to monitor these chapter 11 cases with greater ease and efficiency.

14. Moreover, joint administration will not adversely affect the Debtors' respective constituencies because this Motion only requests administrative—and not substantive—consolidation of the Debtors' estates. For example, any creditor may still file a claim against a particular Debtor or its estate (or against multiple Debtors and their respective estates), intercompany claims among the Debtors will not be affected, and the Debtors will maintain separate records of assets and liabilities.

Notice

15. Notice of this Motion has been provided to (i) the United States Trustee for Region 2; (ii) the holders of the Debtors' thirty (30) largest unsecured creditors on a consolidated basis; (iii) the United States Attorney's Office for the Southern District of New York; (iv) counsel to the Prepetition Agent, Julia Frost-Davies (julia.frost-davies@morganlewis.com) and David Riley (david.riley@morganlewis.com); and (v) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the "**Notice Parties**").

16. No previous request for the relief sought herein has been made by the Debtors to this or any other Court.

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CONCLUSION

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: September 10, 2020
New York, New York

Respectfully submitted,

/s/ Lucy F. Kweskin

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*Proposed Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Proposed Order

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

In re

Century 21 Department Stores LLC,

Debtor.

Fed. Tax Id. No. 13-4144073

Chapter 11

Case No. 20-12097 (SCC)

In re

L.I. 2000, Inc.,

Debtor.

Fed. Tax Id. No. 13-3969619

Chapter 11

Case No. 20-12098 (SCC)

In re

C21 Department Stores Holdings LLC,

Debtor.

Fed. Tax Id. No. 81-4618952

Chapter 11

Case No. 20-12099 (SCC)

In re

Giftco 21 LLC,

Debtor.

Fed. Tax Id. No. 20-0600347

Chapter 11

Case No. 20-12100 (SCC)

In re

Century 21 Fulton LLC,

Debtor.

Fed. Tax Id. No. 82-3824536

Chapter 11

Case No. 20-12101 (SCC)

In re

C21 Philadelphia LLC,

Chapter 11

<p style="text-align: center;">Debtor.</p> <p>Fed. Tax Id. No. 46-5542106</p>	<p>Case No. 20-12102 (SCC)</p>
<p>In re</p> <p>Century 21 Department Stores of New Jersey L.L.C.,</p>	<p>Chapter 11</p>
<p style="text-align: center;">Debtor.</p> <p>Fed. Tax Id. No. 13-4181705</p>	<p>Case No. 20-12103 (SCC)</p>
<p>In re</p> <p>Century 21 Gardens Of Jersey, LLC,</p>	<p>Chapter 11</p>
<p style="text-align: center;">Debtor.</p> <p>Fed. Tax Id. No. 46-1459882</p>	<p>Case No. 20-12104 (SCC)</p>
<p>In re</p> <p>C21 Sawgrass Blue, LLC,</p>	<p>Chapter 11</p>
<p style="text-align: center;">Debtor.</p> <p>Fed. Tax Id. No. 81-2768286</p>	<p>Case No. 20-12105 (SCC)</p>
<p>In re</p> <p>C21 GA Blue LLC,</p>	<p>Chapter 11</p>
<p style="text-align: center;">Debtor.</p> <p>Fed. Tax Id. No. 47-3155776</p>	<p>Case No. 20-12106 (SCC)</p>
<p>In re</p> <p>Century Paramus Realty LLC,</p>	<p>Chapter 11</p>
<p style="text-align: center;">Debtor.</p> <p>Fed. Tax Id. No. 20-2855033</p>	<p>Case No. 20-12107 (SCC)</p>

**ORDER DIRECTING JOINT
ADMINISTRATION OF RELATED CHAPTER 11 CASES**

Upon the motion (the “**Motion**”)¹ of Century 21 Department Stores LLC and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for entry of an order directing the joint administration of the Debtors’ related chapter 11 cases for procedural purposes only, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the Notice Parties; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing to consider the relief requested in the Motion (the “**Hearing**”); and upon the Veit Declaration, filed contemporaneously with the Motion, and the record of the Hearing; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

¹ Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. The Debtors’ chapter 11 cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court.
3. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Debtors’ chapter 11 cases.
4. The caption of the jointly administered cases shall read as follows:

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

<p>In re</p> <p>CENTURY 21 DEPARTMENT STORES LLC, <i>et al.</i></p> <p>Debtors.</p>
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Chapter 11

Case No. 20-12097 (SCC)

(Jointly Administered)

5. A docket entry shall be made in the chapter 11 cases of Century 21 Department Stores LLC; L.I. 2000, Inc.; C21 Department Stores Holdings LLC; Giftco 21 LLC; Century 21 Fulton LLC; C21 Philadelphia LLC; Century 21 Department Stores of New Jersey, L.L.C.; Century 21 Gardens of New Jersey, LLC; C21 Sawgrass Blue, LLC; and C21 GA Blue LLC substantially as follows:

An Order has been entered in accordance with rule 1015(b) of the Bankruptcy Rules directing the procedural consolidation and joint administration of the chapter 11 cases of Century 21 Department Stores LLC.; L.I. 2000, Inc.; C21 Department Stores Holdings LLC; Giftco 21 LLC; Century 21 Fulton LLC; C21 Philadelphia LLC; Century 21 Department Stores of New Jersey LLC; Century 21 Gardens Of Jersey, LLC; C21 Sawgrass Blue, LLC; and C21 GA Blue LLC; Century Paramus Realty LLC. The docket in Case No. 20-12097 (SCC) should be consulted for all matters affecting the case.

6. The Debtors may file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the Executive Office of the U.S. Trustee – Region 2 (revised December 27, 2019), by consolidating the information required for each Debtor in one report.

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

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: _____, 2020
New York, New York

UNITED STATES BANKRUPTCY JUDGE