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IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

2013 SEP 10 AM 10:42
SECRETARY OF STATE
CORPORATIONS DIV

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<i>In re:</i>	: Chapter 11
	: :
FURNITURE BRANDS	: Case No. 13-12329 (CSS)
INTERNATIONAL, INC., <i>et al.</i> ,	: :
	: :
Debtors. ¹	: Joint Administration Requested
	: :
	: :
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**NOTICE OF HEARING TO CONSIDER
FIRST DAY MOTIONS AND APPLICATIONS**

PLEASE TAKE NOTICE that on September 9, 2013, Furniture Brands International, Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), filed in this Court voluntary petitions for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532.

PLEASE TAKE FURTHER NOTICE that in addition to the filing of the voluntary petitions, the Debtors have filed the following first day motions and applications (collectively, the “First Day Motions”):

1. **["Joint Administration"]** Motion for Order, Pursuant to Bankruptcy Rule 1015, Directing Joint Administration of Related Chapter 11 Cases [Docket No. 2]
2. **["Epiq Retention"]** Debtors’ Application for Entry of an Order Appointing Epiq Bankruptcy Solutions, LLC as Claims and Noticing Agent Pursuant to 28 U.S.C. § 156(c), Bankruptcy Rule 2002(f), and Local Rule 2002-1(f) [Docket No. 3]

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s tax identification number, as applicable, are: Furniture Brands International, Inc. (7683); Action Transport, Inc. (7587); Broyhill Furniture Industries, Inc. (3217); Broyhill Home Furnishings, Inc. (8844); Broyhill Retail, Inc. (8843); Broyhill Transport, Inc. (1721); Furniture Brands Holdings, Inc. (2837); Furniture Brands Operations, Inc. (4908); Furniture Brands Resource Company, Inc. (1288); HDM Furniture Industries, Inc. (7484); HDM Retail, Inc. (6125); HDM Transport, Inc. (4378); Lane Furniture Industries, Inc. (5064); Lane Home Furnishings Retail, Inc. (9085); Laneventure, Inc. (8434); Maitland-Smith Furniture Industries, Inc. (7486); Thomasville Furniture Industries, Inc. (6574); Thomasville Home Furnishings, Inc. (3139); Thomasville Retail, Inc. (f/k/a Classic Design Furnishings, Inc.) (6174). The Debtors’ corporate headquarters is located at 1 N. Brentwood Blvd., St. Louis, Missouri 63105.

3. **["Taxes"]** Motion for Entry of Order Pursuant to Bankruptcy Code Sections 105(a), 363(b), 541, And 507(a)(8) and Bankruptcy Rules 6003 and 6004 (A) Authorizing Debtors to Pay Prepetition Taxes and Fees and (B) Authorizing and Directing Banks and Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [Docket No. 5]
4. **["Insurance"]** Motion for Entry of Order, Pursuant to Bankruptcy Code Sections 105(a), 363(b)(1), and 503(b) and Bankruptcy Rules 6003 and 6004, (A) Authorizing Debtors to (I) Continue Workers' Compensation Program Compensation Program and Liability, Product, Property, and Other Insurance Programs, (II) Pay All Obligations in Respect Thereof, and (III) Continue to Honor Insurance Premium Financing Obligations, and (B) Authorizing and Directing Banks and Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [Docket No. 6]
5. **["Cash Management"]** Motion for Interim and Final Orders, Pursuant to Bankruptcy Code Sections 105(a), 345(b), 363(c)(1), 364(a), 364(b), and 503(b)(1), Bankruptcy Rules 6003 and 6004 and Local Rule 2015-2, (A) Authorizing Debtors to Use Existing Cash Management System, (B) Authorizing and Directing Banks and Financial Institutions to Honor and Process Checks and Transfers, (C) Authorizing Continued Use of Intercompany Transactions, (D) Waiving Requirements of Section 345(b) of Bankruptcy Code and (E) Authorizing Debtors to Use Existing Bank Accounts and Existing Business Forms [Docket No. 7]
6. **["Wages and Benefits"]** Motion for Interim and Final Orders, Pursuant to Bankruptcy Code Sections 105(a), 363(b), 503(b), 507(a)(4), and 507(a)(8), Bankruptcy Rules 6003 and 6004, (A) Authorizing Debtors to (I) Pay Certain Employee Compensation and Benefits and (II) Maintain and Continue Such Benefits and Other Employee-Related Programs and (B) Authorizing and Directing Banks and Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [Docket No. 8]
7. **["Customer Programs"]** Motion for Entry of Order, Pursuant to Bankruptcy Code Sections 105(a), 362, 363(b), 503(b)(1), 1107(a), and 1108 and Bankruptcy Rules 6003 and 6004, (A) Authorizing Debtors to Continue Customer Programs and Practices and Certain Prepetition Credit Card Obligations in the Ordinary Course of Business and (B) Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [Docket No. 9]
8. **["Comfort Order"]** Debtors' Motion for Entry of Order Enforcing Sections 362 and 525 of the Bankruptcy Code [Docket No. 11]

9. [**“Critical Vendors”**] Motion for Entry of Interim and Final Orders Pursuant to Bankruptcy Code Sections 105(a), 362 and 541 Establishing Notification and Hearing Procedures for Transfers of Common Stock Motion Pursuant to Sections 363(b), 503(b)(9), and 105(a) of the Bankruptcy Code for Entry of Interim and Final Orders Authorizing (A) Debtors to Pay the Prepetition Claims of Certain Critical Domestic and Foreign Vendors and Administrative Claimholders, and (B) Financial Institutions to Honor and Process Prepetition Checks and Transfers to Certain Critical Vendors [Docket No. 12]
10. [**“Shippers”**] Motion for Entry of Order, Pursuant to Bankruptcy Code Sections 105(a) and 363(b) and Bankruptcy Rules 6003 and 6004, (A) Authorizing Debtors’ Payment of (I) Certain Prepetition Shipping and Delivery Charges and (II) Mechanic’s Lien Charges, and (B) Authorizing and Directing Banks and Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [Docket No. 13]
11. [**“NOL Stock”**] Motion for Entry of Interim and Final Orders Pursuant to Bankruptcy Code Sections 105(a), 362 and 541 Establishing Notification and Hearing Procedures for Transfers of Common Stock [Docket No. 14]
12. [**“DIP”**] Debtors’ Motion for Interim and Final Orders: (I) Authorizing Debtors (A) to Obtain Postpetition Financing Pursuant to Bankruptcy Code Sections 105, 361, 362, 363, and 364, (B) to Utilize Cash Collateral Pursuant to Bankruptcy Code Section 363; and (C) to Refinance Existing ABL Credit Agreement Pursuant to Bankruptcy Code Section 363; (II) Granting Adequate Protection to Existing Term Loan Lenders Pursuant to Bankruptcy Code Sections 361, 362, 363, and 364; and (III) Scheduling Final Hearing Pursuant to Bankruptcy Rule 4001 [Docket No. 21]
13. [**“Utilities”**] Motion, Pursuant to Sections 105(a) and 366 of the Bankruptcy Code for Entry of Interim and Final Orders, (A) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (B) Approving Debtors’ Proposed Form of Adequate Assurance, and (C) Determining Adequate Assurance of Payment for Future Utility Services [Docket No. 23]

PLEASE TAKE FURTHER NOTICE that a hearing (the “First Day Hearing”)

with respect to the First Day Motions is scheduled for **September 11, 2013 at 10:00 a.m. (ET)** at the **United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 5th Floor, Courtroom No. 6, Wilmington, Delaware 19801, before The Honorable Christopher S. Sontchi, United States Bankruptcy Judge for the District of Delaware.**

PLEASE TAKE FURTHER NOTICE that copies of all motions and applications referenced above will be mailed to you subsequent to the First Day Hearing and are currently available at <http://dm.epiq11.com/FBN>, or on the Court's website, www.deb.uscourts.gov. If you would like to receive copies of any of the First Day Motions prior to the First Day Hearing, you may contact Melissa Romano at (302) 571-5741 or mromano@ycst.com. Any party wishing to participate in the First Day Hearing telephonically must notify CourtCall toll free by phone (866-582-6878) or by facsimile (866-533-2946).

Dated: Wilmington, Delaware
September 9, 2013

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Andrew L. Magaziner

M. Blake Cleary (No. 3614)
Jaime Luton Chapman (No. 4936)
Andrew L. Magaziner (No. 5426)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

-and-

PAUL HASTINGS LLP
Luc A. Despins (*Pro Hac Vice Pending*)
Leslie A. Plaskon (*Pro Hac Vice Pending*)
James T. Grogan (*Pro Hac Vice Pending*)
Park Avenue Tower
75 East 55th Street, First Floor
New York, New York 10022
Telephone: (212) 318-6000
Facsimile: (212) 319-4090

Proposed Attorneys for Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re: : Chapter 11
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FURNITURE BRANDS : Case No. 13-12329 (CSS)
INTERNATIONAL, INC., *et al.*, : :
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Debtors.¹ : Joint Administration Requested
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: :
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SECRETARY OF STATE
CORPORATIONS DIV

**AGENDA FOR FIRST DAY HEARING
AND INDEX OF FIRST DAY PLEADINGS**

**DATE AND TIME OF HEARING:
WEDNESDAY, SEPTEMBER 11, 2013 AT 10:00 A.M. (ET)**

**LOCATION: UNITED STATES BANKRUPTCY COURT FOR THE
DISTRICT OF DELAWARE, 824 NORTH MARKET STREET,
5TH FLOOR, COURTROOM NO. 6, WILMINGTON, DELAWARE 19801**

I. Related Pleadings

1. ["Voluntary Petition Packages"]

- A. Furniture Brands International, Inc.
- B. Action Transport, Inc.
- C. Broyhill Furniture Industries, Inc.
- D. Broyhill Home Furnishings, Inc.
- E. Broyhill Retail, Inc.
- F. Broyhill Transport, Inc.
- G. Furniture Brands Holdings, Inc.
- H. Furniture Brands Operations, Inc.
- I. Furniture Brands Resource Company, Inc.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's tax identification number, as applicable, are: Furniture Brands International, Inc. (7683); Action Transport, Inc. (7587); Broyhill Furniture Industries, Inc. (3217); Broyhill Home Furnishings, Inc. (8844); Broyhill Retail, Inc. (8843); Broyhill Transport, Inc. (1721); Furniture Brands Holdings, Inc. (2837); Furniture Brands Operations, Inc. (4908); Furniture Brands Resource Company, Inc. (1288); HDM Furniture Industries, Inc. (7484); HDM Retail, Inc. (6125); HDM Transport, Inc. (4378); Lane Furniture Industries, Inc. (5064); Lane Home Furnishings Retail, Inc. (9085); Laneventure, Inc. (8434); Maitland-Smith Furniture Industries, Inc. (7486); Thomasville Furniture Industries, Inc. (6574); Thomasville Home Furnishings, Inc. (3139); Thomasville Retail, Inc. (f/k/a Classic Design Furnishings, Inc.) (6174). The Debtors' corporate headquarters is located at 1 N. Brentwood Blvd., St. Louis, Missouri 63105.

- J. HDM Furniture Industries, Inc.
- K. HDM Retail, Inc.
- L. HDM Transport, Inc.
- M. Lane Furniture Industries, Inc.
- N. Lane Home Furnishings Retail, Inc.
- O. Laneventure, Inc.
- P. Maitland-Smith Furniture Industries, Inc.
- Q. Thomasville Furniture Industries, Inc.
- R. Thomasville Home Furnishings, Inc.
- S. Thomasville Retail, Inc. (f/k/a Classic Design Furnishings, Inc.)

2. [**“First Day Declaration”**] First Day Declaration of Vance Johnston in Support of Chapter 11 Petitions and First-Day Motions [D.I. 16, 9/9/13]

II. Introduction and Case Management

3. [**“Joint Administration”**] Debtors’ Motion for Entry of Order, Pursuant to Bankruptcy Rule 1015, Directing Joint Administration of Related Chapter 11 Cases [D.I. 2, 9/9/13]

Status: This matter is going forward.

III. First Day Motions

4. [**“Epiq Retention”**] Debtors’ Application for Entry of an Order Appointing Epiq Bankruptcy Solutions, LLC as Claims and Noticing Agent Pursuant to 28 U.S.C. § 156(c), Bankruptcy Rule 2002(f), and Local Rule 2002-1(f) [D.I. 3, 9/9/13]

Status: This matter is going forward.

5. [**“Taxes”**] Debtors’ Motion for Entry of Order Pursuant to Bankruptcy Code Sections 105(a), 363(b), 541, and 507(a)(8) and Bankruptcy Rules 6003 and 6004, (A) Authorizing Debtors to Pay Prepetition Taxes and Fees and (B) Authorizing and Directing Banks and Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [D.I. 5, 9/9/13]

Status: This matter is going forward.

6. [**“Insurance”**] Debtors’ Motion for Entry of Order, Pursuant to Bankruptcy Code Sections 105(a), 363(b)(1), and 503(b) and Bankruptcy Rules 6003 and 6004, (A) Authorizing Debtors to (I) Continue Workers’ Compensation Program Compensation Program and Liability, Product, Property, and Other Insurance Programs, (II) Pay All Obligations in Respect Thereof, and (III) Continue to Honor Insurance Premium Financing Obligations, and (B) Authorizing and Directing Banks and Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [D.I. 6, 9/9/13]

Status: This matter is going forward.

7. [**“Cash Management”**] Debtors’ Motion for Entry of Interim and Final Orders, Pursuant to Bankruptcy Code Sections 105(a), 345(b), 363(c)(1), 364(a), 364(b), and 503(b)(1), Bankruptcy Rules 6003 and 6004 and Local Rule 2015-2, (A) Authorizing Debtors to Use Existing Cash Management System, (B) Authorizing and Directing Banks and Financial Institutions to Honor and Process Checks and Transfers, (C) Authorizing Continued Use of Intercompany Transactions, (D) Waiving Requirements of Section 345(b) of Bankruptcy Code and (E) Authorizing Debtors to Use Existing Bank Accounts and Existing Business Forms [D.I. 7, 9/9/13]

Status: This matter is going forward only with respect to the interim relief requested therein.

8. [**“Wages and Benefits”**] Debtors’ Motion for Interim and Final Orders, Pursuant to Bankruptcy Code Sections 105(a), 363(b), 503(b), 507(a)(4), and 507(a)(8) and Bankruptcy Rules 6003 and 6004, (A) Authorizing Debtors to (I) Pay Certain Employee Compensation and Benefits and (II) Maintain and Continue Such Benefits and Other Employee-Related Programs and (B) Authorizing and Directing Banks and Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [D.I. 8, 9/9/13]

Status: This matter is going forward only with respect to the interim relief requested therein.

9. [**“Customer Programs”**] Debtors’ Motion for Entry of Order, Pursuant to Bankruptcy Code Sections 105(a), 362, 363(b), 503(b)(1), 1107(a), and 1108 and Bankruptcy Rules 6003 and 6004, (A) Authorizing Debtors to Continue Customer Programs and Practices and Certain Prepetition Credit Card Obligations in the Ordinary Course of Business and (B) Authorizing Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [D.I. 9, 9/9/13]

Status: This matter is going forward.

10. [**“Utilities”**] Debtors’ Motion for Entry of Interim and Final Orders, Pursuant to Sections 105(a) and 366 of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, (A) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (B) Approving Debtors’ Proposed Form of Adequate Assurance, and (C) Determining Adequate Assurance of Payment for Future Utility Services [D.I. 23, 9/9/13]

Status: This matter is going forward only with respect to the interim relief requested therein.

11. [**“Comfort Order”**] Debtors’ Motion for Entry of Order Enforcing Sections 362 and 525 of the Bankruptcy Code [D.I. 11, 9/9/13]

Status: This matter is going forward.

12. [**“Critical Vendors”**] Debtors’ Motion for Entry of Interim and Final Orders, Pursuant to Bankruptcy Code Sections 363(b), 503(b)(9), and 105(a) and Bankruptcy Rules 6003 and 6004, Authorizing (A) Debtors to Pay the Prepetition Claims of Certain Critical Domestic and Foreign Vendors and Administrative Claimholders, and (B) Financial Institutions to Honor and Process Prepetition Checks and Transfers to Certain Critical Vendors [D.I. 12, 9/9/13]

Status: This matter is going forward only with respect to the interim relief requested therein.

13. [**“Shippers”**] Debtors’ Motion for Entry of Order, Pursuant to Bankruptcy Code Sections 105(a) and 363(b) and Bankruptcy Rules 6003 and 6004, (A) Authorizing Debtors’ Payment of (I) Certain Prepetition Shipping and Delivery Charges and (II) Mechanic’s Lien Charges, and (B) Authorizing and Directing Banks and Financial Institutions to Honor and Process Checks and Transfers Related to Such Obligations [D.I. 13, 9/9/13]

Status: This matter is going forward.

14. [**“NOL”**] Debtors’ Motion for Entry of Interim and Final Orders, Pursuant to Bankruptcy Code Sections 105(a), 362 and 541, Establishing Notification and Hearing Procedures for Transfers of Common Stock [D.I. 14, 9/9/13]

- a) Declaration of Steven N. Werdel in Support of Motion for Entry of Interim and Final Orders Pursuant to Bankruptcy Code Sections 105(a), 362 and 541 Establishing Notification and Hearing Procedures for Transfers of Common Stock [D.I. 15, 9/9/13]

Status: This matter is going forward only with respect to the interim relief requested therein.

15. **["DIP"]** Debtors' Motion for Interim and Final Orders: (I) Authorizing Debtors to (A) Obtain Post-petition Financing on a Super-Priority, Senior Secured Basis Pursuant to Bankruptcy Code Sections 105, 361, 362, 363, and 364, (B) Use Cash Collateral Pursuant to Bankruptcy Code Section 363, and (C) Repay Prepetition Revolver in Full Pursuant to Bankruptcy Code Section 363, (II) Granting Adequate Protection to Certain Prepetition Lenders Pursuant to Bankruptcy Code Sections 361, 362, 363, and 364, (III) Modifying Automatic Stay, and (IV) Scheduling Final Hearing Pursuant to Bankruptcy Rule 4001 [D.I. 21, 9/9/13]

Status: This matter is going forward only with respect to the interim relief requested therein.

Dated: Wilmington, Delaware
September 9, 2013

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Andrew L. Magaziner

M. Blake Cleary (No. 3614)
Jaime Luton Chapman (No. 4936)
Andrew L. Magaziner (No. 5426)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

-and-

PAUL HASTINGS LLP
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Leslie A. Plaskon (*Pro Hac Vice Pending*)
James T. Grogan (*Pro Hac Vice Pending*)
Park Avenue Tower
75 East 55th Street, First Floor
New York, New York 10022
Telephone: (212) 318-6000
Facsimile: (212) 319-4090

Proposed Attorneys for Debtors and Debtors in Possession