

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
Richmond Division

In re: )  
) Chapter 11 Cases  
)  
HEILIG-MEYERS COMPANY, et al., ) Case Nos. **00-34533 through 00-34535** and  
) Case Nos. **00-34537 through 00-34538**  
)  
) Jointly Administered Under  
) Case No. **00-34533**  
Debtors. )  
)  
)

**SEVENTH POST-CONFIRMATION STATUS REPORT  
OF THE HEILIG-MEYERS LIQUIDATION TRUST  
PURSUANT TO SECTION 1106(a)(7) OF THE BANKRUPTCY CODE**

Mark Stickel, as Liquidation Trustee (the “Trustee”)<sup>1</sup> of the Heilig-Meyers Liquidation Trust (the “Trust”), by and through his undersigned counsel and pursuant to section 1106(a)(7) of the Bankruptcy Code, submits this Seventh Post-Confirmation Status Report of the Heilig-Meyers Liquidation Trust Pursuant to Section 1106(a)(7) of the Bankruptcy Code (the “Report”) and respectfully represents as follows:

**I. BACKGROUND**

1. On August 16, 2000 (the “Petition Date”), Heilig-Meyers Company (“Heilig-Meyers”) and certain of its subsidiaries and affiliates (together, the “Debtors”), each filed in this Court<sup>2</sup> voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

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<sup>1</sup> Anthony H.N. Schnellling, the former Trustee, passed away on July 7, 2009. On July 14, 2009, the Liquidation Trust Committee appointed Mark Stickel as successor trustee. On July 31, 2009, with the consent of the Liquidation Trust Committee, the Trustee executed that certain First Amendment To Liquidation Trust Agreement, extending the term of the Trust for an additional year. A Notice of (I) Appointment of Successor Trustee and (II) Amendment to the Liquidation Trust Agreement was filed with this Court on August 12, 2009.

<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Liquidating Plan.

2. On December 23, 2005, this Court entered an order confirming the Third Amended and Restated Joint Liquidating Plan of Reorganization Proposed by Heilig-Meyers Company, Heilig-Meyers Furniture Company, Heilig-Meyers Furniture Company West, Inc, HMY Star, Inc., MacSaver Financial Services, Inc., and the Official Committee of Unsecured Creditors, dated December 7, 2005 (the “Liquidating Plan”). The effective date of the Liquidating Plan occurred on February 17, 2006 (the “Effective Date”).

3. On the Effective Date, the Trust was established for the purpose of, among others things, liquidating the Debtors’ remaining assets and making distributions as contemplated by the Liquidation Plan.

4. Pursuant to Section 1106(a)(7) of the Bankruptcy Code, the Trustee periodically files post-confirmation reports to disclose the actions taken by the Trustee and the progress made in furtherance of his duties as Trustee. To date, the Trustee has filed six prior confirmation reports, which are incorporated herein by reference.

## **II. STATUS OF CLAIMS RECONCILIATION PROCESS**

### **A. Administrative, Secured and Priority Claims**

5. The Trustee is not aware of any remaining open administrative, secured or priority claims.

### **B. Unsecured Claims**

6. The Trust has resolved substantially all of the timely filed unsecured non-priority claims through a series of Omnibus Objections. From time to time, the Trust is contacted by parties who asserted that certain claims have not been resolved and the Trust has been addressing the issues as they arise..

7. As of the date of this Report, there are \$494,482,314 in allowed Class 5(a) claims and approximately \$415,820,433 in allowed Class 5(b) claims.

### **III. TRUST ASSETS**

8. The Trust Assets consist primarily of: (i) Cash, (ii) Other Assets, and (iii) the New RoomStore Common Stock.

#### **A. Cash Balance**

9. The Trust has approximately \$5.0 million of cash on hand as of June 30, 2009. The cash will be used for either (1) administrative expenses, including the destruction of remaining Debtor records, quarterly Trustee fees, and other costs to manage the Trust through closing and (2) subsequent distributions to beneficiaries to the extent that the funds are not needed for administrative expenses.

#### **B. Other Assets**

10. Since the Effective Date, the Trust has recovered approximately \$17.5 million in cash from the settlement of the Kemper and United States Fidelity and Guaranty insurance program letters of credit, the surrender of certain life insurance contracts, distributions related to the Debtors' equity interests in Mattress Holdings, and other miscellaneous asset sales. \$16.3 million of this amount has been distributed as discussed in more detail in Section IV herein. There are no Letters of Credit outstanding as of the date of this report and the Trust has recovered all available cash collateral. The Trust continues to pursue residual asset recoveries as such are identified.

#### **D. The RoomStore Common Stock**

11. Pursuant to the confirmed plan of reorganization of HMY RoomStore, Inc. (the

“RoomStore Plan”),<sup>3</sup> the Trust, as successor in interest to Heilig-Meyers, held an allowed general unsecured claim against RoomStore in the amount of \$57,900,000. Pursuant to the RoomStore Plan, the Trust received approximately 7,006,500 shares of Reorganized RoomStore’s new common stock in November 2006.

12. The RoomStore common stock held by the Trust represents the largest remaining Trust asset. According to information provided by RoomStore, the Trust understands that it has received approximately 71% of Reorganized RoomStore’s new common stock subject to dilution by shares of new RoomStore common stock (the “New RoomStore Common Stock”) issued pursuant to the management incentive program approved under the RoomStore Plan.

13. Gordian Group LLC was retained by the Trust, in consultation with the Trust Advisory Committee, to render advice with respect to the New RoomStore Common Stock issued to the Trust and to assist the Trust in evaluating its strategic options with respect thereto. The New RoomStore Common Stock is currently an unregistered security and is not publicly traded.

14. The Trust determined that it had two options with respect to the New RoomStore Common Stock: One was to monetize the stock through a sale of the entire position (with the sale proceeds subsequently to be distributed to the Trust beneficiaries) and the other was to use the Trust’s registration rights to make a distribution of the stock directly to the Trust beneficiaries. On behalf of the Trust, Gordian conducted a marketing process to solicit bids to purchase the New RoomStore Common Stock. Although the Trust received offers to purchase

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<sup>3</sup> The RoomStore Plan was confirmed by order of this Court dated May 18, 2005. The RoomStore Plan went effective on June 1, 2005.

the stock, the Trust does not believe the prices offered were reflective of the long-term value of the New RoomStore Common Stock, due in part to current economic and market conditions.

15. Consequently, the Trust determined to exercise its registration rights with RoomStore to register with the Securities and Exchange Commission (the “SEC”) the distribution of the New RoomStore Common Stock to the Trust beneficiaries. In July 2008, the Trust served a demand registration request on RoomStore. Subsequently, RoomStore and the Trust worked cooperatively towards the preparation of a registration statement to be filed with the SEC. Roomstore filed its initial SEC Form S-1 Registration Statement with the SEC in April 2009. In response to comments from the SEC, an amended SEC Form S-1 Registration was filed in June 2009. In July 2009, the SEC responded with additional comments that will require a further response from RoomStore. At this time, the Trust does not know when the registration process will be completed and the registration statement will become effective. When the registration statement does become effective, the Trust will proceed with a distribution of the New RoomStore Common Stock to the Trust beneficiaries.

#### **IV. DISTRIBUTIONS MADE PURSUANT TO THE LIQUIDATING PLAN**

16. Since the Effective Date, the Trustee has made certain distributions and established certain Reserves as required under the Liquidating Plan. Future distributions to holders of allowed claims will be based on the proceeds from the RoomStore common stock, and any funds not required for administration of the Trust. The Trust received approximately \$26.5 million from the Debtors at the inception of the Trust. The Trust has paid out approximately \$7.6 million in administrative claims, \$6.4 million in priority and secured claims, and \$5.1 million in pre-Effective Date professional fees. Since the inception of the Trust, investment income has been approximately \$1.7 million and the Trust has generated approximately \$17.4

million in cash from non-cash assets received from the Debtor. The Trust has disbursed approximately \$5.3 million in professional fees and operating expense for Post-Effective Date operations of the Trust. Distributions to beneficiaries of the Trust have been approximately \$16.3 million.

17. The chart below summarizes the actions of the Trust as of June 30, 2009, with respect to distributions:

<b><u>Class</u></b>	<b><u>Description</u></b>	<b><u>Class Treatment</u></b>	<b><u>Status</u></b>
N/A	Administrative Claims	Payment in full in Cash of any Allowed Administrative Claim (unless otherwise agreed).	Since the Effective Date, the Trust has paid approximately \$7.7 million to holders of Allowed Administrative Claims.
N/A	Priority Tax Claims	Payment in full in Cash of any Allowed Priority Tax Claim (unless otherwise agreed).	Since the Effective Date, the Trust has paid approximately \$6.4 million to holders of Allowed Priority Tax Claims.
N/A	DIP Lender Claim	Payment in full in Cash of any Allowed DIP Lender Claim (except as otherwise agreed).	The Trust has made no distribution to the holder of the Allowed DIP Lender Claim and does not anticipate making future distributions on account of such claims.
1	Other Priority Claims	Payment in full in Cash of any Allowed Other Priority Claim (unless otherwise agreed).	Since the Effective Date, the Trust has made no distributions to holders of Allowed Other Priority Claims.
2	Pre-Petition Lender Claims	Treatment provided in the Settlement Agreement.	Each holder of a Pre-Petition Lender Claim has received and retained the right to the treatment afforded them in the Settlement Agreement.
3	Secured Reimbursement Claims	Retention of rights in and benefits of the Letters of Credit.	Each holder of a Secured Reimbursement Claim has retained the rights in and benefits of the Letters of Credit.
4	Other Secured Claims	Payment in full in cash of any Allowed Other Secured Claim.	Since the Effective Date, the Trust has paid \$58,000 to holders of Allowed Other Secured Claims.

<u>Class</u>	<u>Description</u>	<u>Class Treatment</u>	<u>Status</u>
5(a)	Funded Debt Unsecured Claims	Holders of Allowed Funded Debt Unsecured Claims shall receive a Pro Rata distribution of Class 5(a) Trust Interests	<p>The aggregate Allowed amount of Funded Debt Unsecured Claims is \$494,482,314.</p> <p>In January 2008, the Trust made an interim distribution of \$9,889,646 to holders of Allowed Funded Debt Unsecured Claims on account of the Class 5(a) Trust Interests. This distribution results in a recovery of approximately 2% to holders of Allowed Funded Debt Unsecured Claims.</p> <p>The Trust is unable at this time to determine when a final distribution to holders of Allowed Funded Debt Unsecured Claims will occur.</p>
5(b)	Heilig Unsecured Claims	Holders of Allowed Heilig Unsecured Claims shall receive a Pro Rata distribution of Class 5(b) Trust Interests.	<p>There are approximately \$415,808,433 in allowed Class 5(b) claims.</p> <p>The Trust has made an interim distribution of \$6,178,769 to holders of Allowed Heilig Unsecured Claims on account of the Class 5(b) Trust Interests. This distribution results in a recovery of approximately 1.5% to holders of Allowed Heilig Unsecured Claims. The Trust is unable at this time to determine when a final distribution to holders of Allowed Funded Debt Unsecured Claims will occur.</p>
6	Subordinated Claims	No Distribution. Holders of Subordinated Claims will not be entitled to, nor retain, any property or interest in property on account of Subordinated Claims.	No Distribution.
7	Old Common Stock Interests	No Distribution. Holders of Old Common Stock Interests will not be entitled to, nor retain, any property or interest in property on account of Old Common Stock Interests.	No Distribution.

**V. PAYMENT OF PROFESSIONAL CLAIMS AND U.S. TRUSTEE FEES**

18. Final orders with respect to all applications for final allowance of Professional Claims have been entered by the Court and the Trust has made all payments of allowed

Professional Claims required thereunder. The Trust has paid all fees owing to the U.S. Trustee and shall continue to do so as required by applicable law.

**VI. TRUST WEBSITE**

19. The Trust has established a website hosted by Bridge Associates LLC containing additional information regarding the Debtors' chapter 11 cases. The website can be accessed at the following internet address: <http://www.bridgellc.com/clientsites.html>.

Dated: September 10, 2009

**AKIN GUMP STRAUSS HAUER & FELD LLP**

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