

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re

PACIFIC SUNWEAR OF CALIFORNIA, INC., a  
California corporation, et al.,<sup>1</sup>

Debtors.

Chapter 11

Case No.: 16-10882 (LSS)

(Jointly Administered)

**NOTICE OF SECOND AMENDED<sup>2</sup> AGENDA OF MATTERS  
SCHEDULED FOR HEARING ON MAY 10, 2016 AT 10:00 A.M. (ET)**

**MATTERS GOING FORWARD**

1. Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 (I) Approving Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying Automatic Stay, (VI) Granting Related Relief, and (VII) Scheduling a Final Hearing [D.I. 14, 4/7/16]

Response Deadline:

April 25, 2016 at 4:00 p.m. (ET) [Extended until May 6, 2016 and 12:00 p.m. (ET) for the U.S. Trustee, and close of business on May 6, 2016 for the Official Committee of Unsecured Creditors; further extended for the U.S. Trustee and Official Committee of Unsecured Creditors until 4:00 p.m. (ET) on May 11, 2016]

Responses Received:

- A. Informal comments from the Office of the U.S. Trustee
- B. Informal comments from the Official Committee of Unsecured Creditors
- C. Informal comments from Local Texas Tax Authorities (comprised of the following claimants: Bexar County, Cameron County, Cypress-Fairbanks ISD, Dallas County, Ector CAD, El Paso, Fort Bend County, Frisco, Galveston County, Harris County, Hidalgo County, Judson ISD, McAllen, McClennan County, Montgomery County, Nueces County, San Marcos CISD, Smith County and Tarrant County)

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<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Pacific Sunwear of California, Inc. (9463-CA); Miraloma Borrower Corporation (0381-Del.); and Pacific Sunwear Stores Corp. (5792-CA). The Debtors' address is 3450 East Miraloma Avenue, Anaheim, CA 92806.

<sup>2</sup> **Amended items appear in bold.**

- D. Informal comments from Carousel Center Company, L.P., Champlain Centre North, LLC, Crossgates Mall General Company NewCo, LLC, Crystal Run NewCo, LLC, Holyoke Mall Company, L.P., JPMG Manassas Mall Owner LLC, EklecCo NewCo LLC, Poughkeepsie Galleria LLC, Salmon Run Shopping Center, L.L.C., and Pyramid Walden Company, L.P.

Related Documents:

- E. Declaration of James D. Decker in Support of Debtors' Motion for Entry of Interim and Final Orders Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507 (I) Approving Postpetition Financing, (II) Authorizing Use of Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, (V) Modifying Automatic Stay, (VI) Granting Related Relief, and (VII) Scheduling a Final Hearing [D.I. 15, 4/7/16]
- F. Notice of Filing of Documents Related to Debtors' Motion to Obtain Debtor in Possession Financing [D.I. 82, 4/7/16]
- G. Interim Order [D.I. 100, 4/8/16]
- H. Omnibus Notice of Pleadings and Hearing Thereon [D.I. 114, 4/11/16]
- I. Notice of Filing of Final Order [D.I. 181, 4/21/16]
- J. Order Amending Interim DIP Order [D.I. 227, 4/29/16]
- K. Notice of Amendment to Debtor in Possession Financing Agreement [D.I. 242, 4/29/16]

Status: This matter is going forward. This matter is adjourned to the hearing on May 16, 2016 at 10:00 a.m. (ET).

- 2. Debtors' Motion for Entry of an Order (I) Authorizing Implementation of a Key Employee Incentive Program and a Key Employee Retention Program, (II) Approving the Terms of the Debtors' Key Employee Incentive Program and Key Employee Retention Program, and (III) Granting Related Relief [D.I. 128/129, 4/12/16]

Response Deadline: April 26, 2016 at 4:00 p.m. (ET) [Extended until May 6, 2016 at noon for the U.S. Trustee and the Official Committee of Unsecured Creditors]

Responses Received:

- A. Informal comments from the Official Committee of Unsecured Creditors
- B. The Acting United States Trustee's Objection to Debtors' Motion [D.I. 283, 5/6/16]

Related Documents:

- C. Statement of the Official Committee of Unsecured Creditors in Support of Debtors' Motion [D.I. 287, 5/6/16]

- D. Notice of Filing of Amended KEIP/KERP Exhibit and Revised Proposed Seal Order [D.I. 290/291, 5/6/16]
- E. **Term Loan Parties' Statement in Support of the Debtors' Motion [D.I. 299, 5/9/16]**
- F. **Notice of Filing of KEIP/KERP Exhibit [D.I. 303/304, 5/9/16]**
- G. **Motion for an Order Granting Debtors Leave and Permission to File Debtors' Omnibus Reply in Support of (A) the Debtors' Motion for Entry of an Order (I) Authorizing Implementation of a Key Employee Incentive Program and a Key Employee Retention Program and (II) Approving the Terms of the Debtors' Key Employee Incentive Program and Key Employee Retention Program, and (B) the Debtors' Motion to File Under Seal Certain Information Contained In and Attached to Such Motion [D.I. 305, 5/9/16]**

Status: **The Debtors are seeking leave to file a reply to Item B, which is attached as Exhibit 1 to Item G. This matter is going forward.**

- 3. Motion of Debtors, Pursuant to 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1, for an Order Authorizing Them to File Under Seal Certain Information Contained in (A) the Debtors' Motion for an Order Authorizing the Implementation of a Key Employee Incentive Program and a Key Employee Retention Program, and (B) a Certain Exhibit Attached Thereto [D.I. 131, 4/12/16]

Response Deadline: April 26, 2016 at 4:00 p.m. (ET) [Extended until May 6, 2016 at noon for the U.S. Trustee and the Official Committee of Unsecured Creditors]

Responses Received:

- A. The Acting United States Trustee's Objection to Debtors' Motion [D.I. 284, 5/6/16]

Related Documents:

- B. Notice of Filing of Amended KEIP/KERP Exhibit and Revised Proposed Seal Order [D.I. 290, 5/6/16]

- C. **Motion for an Order Granting Debtors Leave and Permission to File Debtors' Omnibus Reply in Support of (A) the Debtors' Motion for Entry of an Order (I) Authorizing Implementation of a Key Employee Incentive Program and a Key Employee Retention Program and (II) Approving the Terms of the Debtors' Key Employee Incentive Program and Key Employee Retention Program, and (B) the Debtors' Motion to File Under Seal Certain Information Contained In and Attached to Such Motion [D.I. 305, 5/9/16]**

**Status:** The Debtors are seeking leave to file a reply to Item A, which is attached as Exhibit 1 to Item G. This matter is going forward.

4. Application for Entry of an Order, Pursuant to Section 327(a) of the Bankruptcy Code, Authorizing the Employment and Retention of FTI Consulting, Inc. as Financial Advisors to the Debtors Nunc Pro Tunc to the Petition Date [D.I. 133, 4/12/16]

**Response Deadline:** April 26, 2016 at 4:00 p.m. (ET) [Extended until May 6, 2016 at 5:00 p.m. (ET) for the U.S. Trustee]

**Responses Received:**

- A. Informal comments from the Office of the U.S. Trustee
- B. The United States Trustee's Objection to the Debtors' Application [D.I. 296, 5/6/16]

**Related Documents:** None.

**Status:** This matter is adjourned to the hearing on May 16, 2016 at 10:00 a.m. (ET).

### **STATUS CONFERENCE**

5. Debtors' Motion for Entry of an Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Scheduling Plan Confirmation Hearing and Approving Form and Manner of Related Notice and Objection Procedures, (IV) Approving Procedures and Deadlines Concerning Executory Contracts and Unexpired Leases, (V) Approving Solicitation Packages and Procedures and Deadlines for Soliciting, Receiving and Tabulating Votes on the Plan, and (VI) Approving the Form of Ballot and Notice to Non-Voting Plan Classes [D.I. 19, 4/7/16]

**Response Deadline:** May 9, 2016 at 4:00 p.m. (ET) [Extended until May 11, 2016 at 4:00 p.m. (ET) for Carousel Center Company, L.P., et al. and the Official Committee of Unsecured Creditors and May 12, 2016 for the U.S. Trustee]

Responses Received:

- A. Informal comments from Carousel Center Company, L.P., Champlain Centre North, LLC, Crossgates Mall General Company NewCo, LLC, Crystal Run NewCo, LLC, Holyoke Mall Company, L.P., JPMG Manassas Mall Owner LLC, EklecCo NewCo LLC, Poughkeepsie Galleria LLC, Salmon Run Shopping Center, L.L.C., Pyramid Walden Company, L.P., and Outlets of Michigan LLC

Related Documents:

- B. Joint Plan of Reorganization of Pacific Sunwear of California, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [D.I. 17, 4/7/16]
- C. Disclosure Statement for the Joint Plan of Reorganization of Pacific Sunwear of California, Inc. and Subsidiary Debtors [D.I. 18, 4/7/16]
- D. Notice of Hearing to Consider Adequacy of Disclosure Statement [D.I. 103, 4/8/16]
- E. Notice of Motion [D.I. 115, 4/11/16]

Status: At the request of the U.S. Trustee, this matter is going forward as a status conference regarding timing of the Disclosure Statement hearing. As such, items B through E will not be included in the hearing binder provided to the Court.

*[Signature page follows]*

Dated: May 9, 2016

/s/ Maris J. Kandestin

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