

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION**

In re: ) Case No. 17-42267-659  
) Chapter 11  
Payless Holdings LLC, *et al.*, )  
) Jointly Administered  
Debtors. )  
) **Hearing Date:** May 15, 2017  
) **Hearing Time:** 11:00 a.m. (Central Time)  
) **Hearing Location:** Courtroom 7 North  
)  
)

**AMENDED AGENDA OF MATTERS  
SCHEDULED FOR HEARING ON MAY 15, 2017**

Time of Hearing: 11:00 a.m. (prevailing Central Time)

Location of Hearing: United States Bankruptcy Court for the Eastern District of Missouri,  
Thomas F. Eagleton Federal Building, 7th Floor, North Courtroom,  
111 S. 10th Street, St. Louis, MO 63102

**I. Adjourned Matters**

None

**II. Uncontested Matters**

1. **Cash Management Motion** – Debtors’ Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Using the Cash Management System and (B) Maintain Existing Bank Accounts and Business Forms and Books and Records; (II) Authorizing Continued Intercompany Transactions; (III) Granting Administrative Expense Status to Postpetition Intercompany Payments; and (IV) Granting Related Relief (Docket No. 22)

**Status: The Hearing on this matter is going forward.**

**Objection Deadline:** The objection deadline was extended to May 9, 2017 for the Committee and its members and the U.S. Trustee. Objections by all other parties were due on May 2, 2017.

**Related Documents:**

Interim Order (I) Authorizing the Debtors to (A) Continue Using the Cash Management System and (B) Maintain Existing Bank Accounts and Business Forms; (II) Authorizing Continued Intercompany Transactions; (III) Granting Administrative Expense Status to Post-Petition Intercompany Payments; and (IV) Granting Related Relief (Docket No. 63)

Notice of Adjournment and Continuance of Hearing (Docket No. 567)

**Objections Received:** None to date.

2. **Interim Compensation Motion** - Debtors' Motion for Entry of an Order (I) Pursuant to Section 330 of the Bankruptcy Code, Bankruptcy Rule 2016(a), and Local Rules 2016-1 and 2016-2, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals and (II) Granting Related Relief (Docket No. 282)

**Status: The Hearing on this matter is going forward.**

**Objection Deadline:** May 2, 2017

**Related Documents:**

Notice of Adjournment and Continuance of Hearing (Docket No. 610)

**Objections Received:** None to date.

3. **Alvarez & Marsal North America, LLC Motion to Expedite** - Debtors' Motion Seeking Entry of an Order (I) Scheduling an Expedited Hearing, (II) Approving the Form and Manner of Notice Thereof and (III) Granting Related Relief (Docket No. 380)

**Status: The Hearing on this matter is going forward.**

**Objection Deadline:** May 9, 2017 at 10:00 a.m.

**Related Documents:**

Notice of Adjournment and Continuance of Hearing (Docket No. 625)

**Objections Received:** None to date.

4. **Alvarez & Marsal North America, LLC Retention Application** - Debtors' Application Pursuant to Sections 105(A) and 363(B) Seeking Entry of an Order (I) Authorizing the Debtors to (A) Retain Alvarez & Marsal North America, LLC to Provide the Debtors with a Chief Restructuring Officer and Certain Additional Personnel, and (B) Designate Robert A. Campagna as Chief Restructuring Officer

for the Debtors Nunc Pro Tunc to the Petition Date, and (II) Granting Related Relief (Docket No. 379)

**Status: The Hearing on this matter is contingent upon the Court's ruling on the Alvarez & Marsal North America, LLC Motion to Expedite (Docket No. 380).**

**Objection Deadline:** May 9, 2017 at 10:00 a.m.

**Related Documents:**

Notice of Adjournment and Continuance of Hearing (Docket No. 625)

**Objections Received:** None to date.

5. **Surety Bond Motion.** - Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to Continue and Renew the Surety Bond Program on an Uninterrupted Basis, and (II) Granting Related Relief (Docket No. 11)

**Status: The Hearing on this matter is going forward.**

**Objection Deadline:** May 2, 2017

**Related Documents:**

Interim Order (I) Authorizing the Debtors to Continue and Renew the Surety Bond Program on an Uninterrupted Basis, and (II) Granting Related Relief (Docket No. 90)

Notice of Adjournment and Continuance of Hearing (Docket No. 610)

**Objections Received:**

Conditional Objection of Liberty Mutual Insurance Company to Debtors' Motion and Request for Order Continuing and Renewing Surety Bond Program (Docket No. 504) **(RESOLVED)**

**III. Contested Matters**

6. **Store Closing Motion.** - Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement,(II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief (Docket No. 15)

**Status: The Hearing on this matter is going forward.**

**Objection Deadline:** May 2, 2017

**Related Documents:**

Interim Order (I) Authorizing the Debtors to Assume the Consulting Agreement,(II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief (Docket No. 129)

Notice of Adjournment and Continuance of Hearing (Docket No. 567)

Debtors' Omnibus Reply in Support of Motions for Entry of Orders: (I)(A)Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases and (B) Granting Related Relief; and (II)(A) Authorizing the Debtors to Assume the Consulting Agreement, (B) Approving Procedures for Store Closing Sales, and (C) Granting Related Relief (Docket No. 744)

**Objections Received:**

Limited Objections of Levin Management Corporation to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement,(II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief (Docket No. 492)

Limited Objection to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement,(II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief (Docket No. 509)

Limited Objection to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement,(II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief (Docket No. 523)

Joinder of Capref Burbank LLC, Capref Smyrna LLC, Capref Eden Prairie LLC, and Capref Lloyd II LLC in Limited Objections of Landlords and the Committee to the Debtors' Motions Filed at Docket Nos. 15, 36, .80, and 284 (Docket No. 538)

Joinder of Brea Union Plaza I, LLC, in Limited Objections of Landlords and the Committee of Unsecured Creditors to the Debtors' Motions filed and Identified by Docket Nos. 15, 36, 280 and 284 (Docket No. 576)

Joinder of Shapell Social Rental Properties, LLC, a Delaware Limited Liability Company, Successor-in-Interest to Shapell Commercial and

Industrial, a Division of Shapell Industries, Inc., a Delaware Corporation, in Limited Objections of Landlords and the Committee of Unsecured Creditors to the Debtors' Motions filed and Identified by Docket Nos. 15, 36, 280 and 284 (Docket No. 577)

Joinder of Valencia Marketplace I, LLC and in Limited Objections of Landlords and the Committee of Unsecured Creditors to the Debtors' Motions filed and identified by Docket Nos. 15, 36, 280, and 284 (Docket No. 578)

Joinder of Kimco Realty Corporation in Limited Objections of Landlords and the Committee of Unsecured Creditors (Docket No. 600)

Joinder of Landlord Gordon Hartunian to the Limited Objection of Acadia Realty Limited Partnership, Brixmor Property Group, Inc., Centennial Real Estate Company, LLC, CenterCal Properties, LLC, Citivest Commercial Investments, LLC, Crosspoint Realty Services, Inc., Deutsche Asset & Wealth Management, EDENS, Federal Realty Investment Trust, Foursquare Properties, Inc., GEM Realty Capital, Inc., Goldman Sachs Realty Management, L.P., The Krausz Companies, Inc., Kravco Company, LLC, The Macerich Company, Pacific Retail Capital Partners, Passco Companies, LLC, PGIM Real Estate, Starwood Retail Partners LLC, Steadfast Companies, Inc., Urban Retail Properties, LLC, Vintage Capital Group, LLC, Watt Companies, West Valley Properties, Inc., Weitzman Management Corporation, and Westfield, LLC, to Debtors Motion for Entry of Interim and Final Orders(I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 721)

7. **Procedures to Reject or Assume Motion** - Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases; and (II) Granting Related Relief (Docket No. 284).

**Status: The Hearing on this matter is going forward.**

**Objection Deadline:** May 2, 2017

**Related Documents:**

Notice of Adjournment and Continuance of Hearing (Docket No. 610)

Debtors' Omnibus Reply in Support of Motions for Entry of Orders: (I)(A) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases and (B) Granting Related Relief; and (II)(A) Authorizing the Debtors to Assume the Consulting Agreement, (B) Approving Procedures for Store Closing Sales, and (C) Granting Related Relief (Docket No. 744)

**Objections Received:**

Limited Objection and Reservation of Rights of Shapell Social Rental Properties, LLC, a Delaware Limited Liability Company, Successor-in-Interest to Shapell Commercial and Industrial, a Division of Shapell Industries, Inc., a Delaware Corporation, to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases; and (II) Granting Related Relief (Docket No. 481)

Limited Objection and Reservation of Rights of Valencia Marketplace I, LLC to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases; and (II) Granting Related Relief (Docket No. 482)

Objection to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases; and (II) Granting Related Relief (Docket No. 494)

Limited Objection to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases; and (II) Granting Related Relief (Docket No. 511) **(WITHDRAWN – Docket No. 713)**

Objection to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases; and (II) Granting Related Relief (Docket No. 513)

Limited Objection to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases; and (II) Granting Related Relief (Docket No. 515)

Objection by Pivotal 650 California St. L.L.C. to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases; and (II) Granting Related Relief (Docket No. 518) **(WITHDRAWN – Docket No. 726)**

Limited Objection of 5060 Montclair Plaza Lane Owner, LLC to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases; and (II) Granting Related Relief (Docket No. 520) **(WITHDRAWN – Docket No. 699 & 703)**

Limited Objection of Kamehameha Center Company to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases; and (II) Granting Related Relief (Docket No. 525) **(RESOLVED)**

Joinder of Capref Burbank LLC, Capref Smyrna LLC, Capref Eden Prairie LLC, and Capref Lloyd II LLC in Limited Objections of Landlords and the Committee to the Debtors' Motions Filed at Docket Nos. 15, 36, .80, and 284 (Docket No. 538) **(RESOLVED)**

Joinder of Brea Union Plaza I, LLC, in Limited Objections of Landlords and the Committee of Unsecured Creditors to the Debtors' Motions filed and Identified by Docket Nos. 15, 36, 280 and 284 (Docket No. 576) **(RESOLVED)**

Joinder of Shapell Social Rental Properties, LLC, a Delaware Limited Liability Company, Successor-in-Interest to Shapell Commercial and Industrial, a Division of Shapell Industries, Inc., a Delaware Corporation, in Limited Objections of Landlords and the Committee of Unsecured Creditors to the Debtors' Motions filed and Identified by Docket Nos. 15, 36, 280 and 284 (Docket No. 577) **(RESOLVED)**

Joinder of Valencia Marketplace I, LLC and in Limited Objections of Landlords and the Committee of Unsecured Creditors to the Debtors' Motions filed and identified by Docket Nos. 15, 36, 280, and 284 (Docket No. 578) **(RESOLVED)**

Joinder of Kimco Realty Corporation in Limited Objections of Landlords and the Committee of Unsecured Creditors (Docket No. 600) **(RESOLVED)**

8. **Bar Date Motion** - Debtors' Motion of for an Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof (Docket No. 287)

**Status: The Hearing on this matter is going forward.**

**Objection Deadline:** The objection deadline was extended to May 5, 2017 for below-referenced objectors (Docket No. 560). Objections by all other parties were due on May 2, 2017.

**Related Documents:**

Memorandum to the Court with Supplemental Exhibit B (Docket No. 571)

Notice of Adjournment and Continuance of Hearing (Docket No. 625)

**Objections Received:**

Limited Objection of Acadia Realty Limited Partnership, Brixmor Property Group, Inc., Centennial Real Estate Company, LLC, CenterCal Properties, LLC, Citivest Commercial Investments, LLC, Crosspoint Realty Services, Inc., Deutsche Asset & Wealth Management, EDENS, Federal Realty Investment Trust, Foursquare Properties, Inc., GEM Realty Capital, Inc., Goldman Sachs Realty Management, L.P., The Krausz Companies, Inc., Kravco Company, LLC, The Macerich Company, Pacific Retail Capital Partners, Passco Companies, LLC, PGIM Real Estate, Starwood Retail Partners LLC, Steadfast Companies, Inc., Urban Retail Properties, LLC, Vintage Capital Group, LLC, Watt Companies, West Valley Properties, Inc., Weitzman Management Corporation, and Westfield, LLC, to Debtors' Motion for an Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof (Docket No. 560)

9. **DIP Financing Motion** - Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing Debtors to Obtain Postpetition Financing (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 36)

**Status: The Hearing on this matter is going forward.**

**Objection Deadline:** The objection deadline was extended to May 9, 2017 for the Committee. Objections by all other parties were due on May 2, 2017.

**Related Documents:**

Declaration of Morgan Suckow in Support of the Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 37)



Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 69)

Notice of Adjournment and Continuance of Hearing (Docket No. 529)

Debtors' Omnibus Reply to Objections of Various Landlords to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 745)

**Objections Received:**

Limited Objections of Levin Management Corporation to Debtors' Motion for Entry of Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 493)

Limited Objection to Debtors' Motion for Entry of Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 510)

Limited Objection of IRC Aurora Commons, L.L.C., IRC Creekside Commons, L.L.C., IRC Deer Trace, L.L.C., IRC Goldenrod Marketplace II, L.L.C., IRC Mallard Crossing, L.L.C., IRC Stone Creek, L.L.C., IRC Turfway Commons, L.L.C., and IRC Woodbury Commons, L.L.C. to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 512)

Limited Objection of Acadia Realty Limited Partnership, Brixmor Property Group, Inc., Centennial Real Estate Company, LLC, CenterCal Properties, LLC, Citivest Commercial Investments, LLC, Crosspoint Realty Services, Inc., Deutsche Asset & Wealth Management, EDENS, Federal Realty Investment Trust, Foursquare Properties, Inc., GEM Realty Capital, Inc., Goldman Sachs Realty Management, L.P., The Krausz Companies, Inc., Kravco Company, LLC, The Macerich Company, Pacific Retail Capital Partners, Passco Companies, LLC, PGIM Real Estate, Starwood Retail Partners LLC, Steadfast Companies, Inc., Urban Retail Properties, LLC, Vintage Capital Group, LLC, Watt Companies, West Valley Properties, Inc., Weitzman Management Corporation, and Westfield, LLC, to Debtors Motion for Entry of Interim and Final Orders(I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 517)

Limited Objection of CP/IPERS Coral, LLC, GDC Properties OTR, Waipahu, LLC and Weingarten Realty Investors to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 519)

Limited Objection of CBL & Associates Management, Inc. to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 521)

Limited Objection to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 522)

Limited Objection of Washington Prime Group Inc. to Entry of a Final Order in Connection with Debtors' Motion for Entry of Interim and Final

Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 524)

Joinder of Kamehameha Center Company in Limited Objections to Debtors' Motion for an Order Authorizing Postpetition Financing and for Related Relief (Docket No. 526)

Joinder of GPR Investments, L.L.C., Janaf Shopping Center, LLC, CMC Real Estate Program 1988- 1, Ltd., Ramco Jacksonville, LLC, Ramco Jackson Crossing SPE LLC, Ramco-Gershenson Properties, L.P., Wyoming Mall, LLC, SFP Pool Four Shopping Centers L.P., SFP Pool Two Shopping Centers L.P., SFP Pool Six, LLC, Middlebelt Plymouth Venture, LLC, Eagle Crossroads Center 2, LLC, CREA/PPC Long Beach Towne Center PO, L.L.C., Vestar Orchard Towne Center, L.L.C., Vestar CPT Tempe Marketplace, LLC, Pacific Castle Groves, LLC in the Limited Objection of Certain Landlords to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 528)

Joinder of Capref Burbank LLC, Capref Smyrna LLC, Capref Eden Prairie LLC, and Capref Lloyd II LLC in Limited Objections of Landlords and the Committee to the Debtors' Motions filed at Docket Nos. 15, 36, 280, and 284 (Docket No. 538)

The Taubman Landlords' Joinder in the Limited Objection of Acadia Group, Inc., et al. [Related Document #517] to Debtors' Motion for Interim and Final Order for Authorization to Obtain Post-Petition Financing, the Use of Cash Collateral, Granting Liens and Providing Superpriority Administrative Expense Status, Etc. [Related Document #36] (Docket No. 540)

Joinder of Certain Landlords to the Limited Objection of Acadia Realty Limited Partnership, Brixmor Property Group, Inc., Centennial Real Estate Company, LLC, CenterCal Properties, LLC, Citivest Commercial Investments, LLC, Crosspoint Realty Services, Inc., Deutsche Asset & Wealth Management, EDENS, Federal Realty Investment Trust, Foursquare Properties, Inc., GEM Realty Capital, Inc., Goldman Sachs Realty Management, L.P., The Krausz Companies, Inc., Kravco Company,

LLC, The Macerich Company, Pacific Retail Capital Partners, Passco Companies, LLC, PGIM Real Estate, Starwood Retail Partners LLC, Steadfast Companies, Inc., Urban Retail Properties, LLC, Vintage Capital Group, LLC, Watt Companies, West Valley Properties, Inc., Weitzman Management Corporation, and Westfield, LLC, to Debtors Motion for Entry of Interim and Final Orders(I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 542)

Limited Objection of Simon Property Group, Inc. to Debtors Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 556)

Certain Landlords' Limited Objection and Joinder to Debtors Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief [Docket No. 36] (Docket No. 558)

Joinder of Brea Union Plaza I, LLC, in Limited Objections of Landlords and the Committee of Unsecured Creditors to the Debtors' Motions filed and Identified by Docket Nos. 15, 36, 280 and 284 (Docket No. 576)

Joinder of Shapell Social Rental Properties, LLC, a Delaware Limited Liability Company, Successor-in-Interest to Shapell Commercial and Industrial, a Division of Shapell Industries, Inc., a Delaware Corporation, in Limited Objections of Landlords and the Committee of Unsecured Creditors to the Debtors' Motions filed and Identified by Docket Nos. 15, 36, 280 and 284 (Docket No. 577)

Joinder of Valencia Marketplace I, LLC and in Limited Objections of Landlords and the Committee of Unsecured Creditors to the Debtors' Motions filed and identified by Docket Nos. 15, 36, 280, and 284 (Docket No. 578)

Joinder of Kimco Realty Corporation in Limited Objections of Landlords and the Committee of Unsecured Creditors (Docket No. 600)

Joinder of 1718 Vine street LLP in Limited Objections of CP/IPERS Coral, LLC, GDC Properties OTR, Waipahu, LLC and Weingarten Realty Investors to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Lenders, (V) Modifying the Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief (Docket No. 650)

Dated: May 15, 2017  
St. Louis, Missouri

*/s/ Steven N. Cousins*

---

Steven N. Cousins MO 30788  
Erin M. Edelman MO 67374  
John G. Willard MO 67049  
Armstrong Teasdale LLP  
7700 Forsyth Boulevard, Suite 1800  
St. Louis, MO 63105  
Telephone: (314) 621-5070  
Facsimile: (314) 612-2239  
Email: [scousins@armstrongteasdale.com](mailto:scousins@armstrongteasdale.com)  
Email: [eedelman@armstrongteasdale.com](mailto:eedelman@armstrongteasdale.com)  
Email: [jwillard@armstrongteasdale.com](mailto:jwillard@armstrongteasdale.com)

Nicole L. Greenblatt, P.C. (admitted *pro hac vice*)  
Cristine F. Pirro (admitted *pro hac vice*)  
Kirkland & Ellis LLP  
Kirkland & Ellis International LLP  
601 Lexington Avenue  
New York, New York 10021  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900  
Email: [nicole.greenblatt@kirkland.com](mailto:nicole.greenblatt@kirkland.com)  
Email: [cristine.pirro@kirkland.com](mailto:cristine.pirro@kirkland.com)

James H.M. Sprayregen, P.C.  
William A. Guerrieri (admitted *pro hac vice*)  
Kirkland & Ellis LLP  
Kirkland & Ellis International LLP  
300 North LaSalle Street  
Chicago, Illinois 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200  
Email: [will.guerrieri@kirkland.com](mailto:will.guerrieri@kirkland.com)

*Counsel for Debtors  
and Debtors in Possession*