

**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 9, 2017  
) **Hearing Time:** 10:00 a.m. (Central Time)  
) **Hearing Location:** Courtroom 7 North  
)  
)

**AMENDED NOTICE OF AGENDA OF MATTERS  
SCHEDULED FOR HEARING ON MAY 9, 2017**

Time of Hearing: 10:00 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**

1. **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 has been adjourned to May 15, 2017 at 11:00 a.m.

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

**Related Documents:**

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)

2. **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 has been adjourned to May 15, 2017 at 11:00 a.m.**

**Objection Deadline:** The objection deadline has been 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)

3. **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 has been adjourned to May 15, 2017 at 11:00 a.m.**

**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)

**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 Prarie 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)

4. **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 has been adjourned to May 15, 2017 at 11:00 a.m.**

**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)

5. **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 has been adjourned to May 15, 2017 at 11:00 a.m.**

**Objection Deadline:** May 2, 2017

**Related Documents:**

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

**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)

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)

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)

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)

Joinder of Capref Burbank LLC, Capref Smyrna LLC, Capref Eden Prarie 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)

6. **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 has been adjourned to May 15, 2017 at 11:00 a.m.**

**Objection Deadline:** May 2, 2017

**Related Documents:**

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

**Objections Received:** None to date.

## **II. Contested Matters**

1. **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)

**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)

### **III. Uncontested Matters**

1. **Critical Vendors Motion** - Debtors' Motion Seeking Entry of Interim and Final Orders (A) Authorizing the Debtors to Pay Certain Prepetition Claims of (I) Critical Vendors and (II) Carrier, Warehousemen, and Section 503(b)(9) Claimants and (B) Granting Related Relief (Docket No. 30)

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

**Objection Deadline:** May 2, 2017

**Related Documents:**

Declaration of Robert Authorizing the Debtors to Pay Certain Prepetition Claims of (I) Critical Vendors and (II) Carrier, Warehousemen, and Section 503(b)(9) Claimants and (B) Granting Related Relief (Docket No. 31)

Interim Order (A) Authorizing the Debtors to Pay Certain Prepetition Claims of (I) Critical Vendors and (II) Carrier, Warehousemen, and Section 503(b)(9) Claimants and (B) Granting Related Relief (Docket No. 94)

**Objections Received:** None to date.

2. **Wages Motion** - Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, Other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief (Docket No. 14)

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

**Objection Deadline:** May 2, 2017

**Related Documents:**

Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief (Docket No. 68)

Amended Interim Order (I) Authorizing the Debtors to (A) Pay Prepetition Wages, Salaries, other Compensation, and Reimbursable Expenses and (B) Continue Employee Benefits Programs, and (II) Granting Related Relief (Docket No. 240)

**Objections Received:** None to date.

3. **Taxes Motion** - Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Prepetition Taxes and Fees and (II) Granting Related Relief (Docket No. 12)

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

**Objection Deadline:** May 2, 2017

**Related Documents:**

Interim Order (I) Authorizing the Payment of Certain Prepetition Taxes and Fees and (II) Granting Related Relief (Docket No. 91)

**Objections Received:** None to date.

4. **Equity Trading/NOL Motion**.- Debtors' Motion Seeking Entry of Interim and Final Orders (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock and (II) Granting Related Relief (Docket No. 26)

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

**Objection Deadline:** May 2, 2017

**Related Documents:**

Interim Order (I) Approving Notification and Hearing Procedures for Certain Transfers of and Declarations of Worthlessness with Respect to Common Stock and (II) Granting Related Relief (Docket No. 93)

**Objections Received:** None to date.

5. **Insurance Motion** - Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Continue Insurance Coverage Entered into Prepetition and Satisfy Prepetition Obligations Related Thereto and (B) Renew, Supplement, or Purchase Insurance Policies, and (II) Granting Related Relief (Docket No. 10)

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

**Objection Deadline:** May 2, 2017

**Related Documents:**

Interim Order (I) Authorizing the Debtors to (A) Continue Insurance Coverage Entered into Prepetition and Satisfy Prepetition Obligations Related Thereto and (B) Renew, Supplement, or Purchase Insurance Policies, and (II) Granting Related Relief (Docket No. 89)

**Objections Received:** None to date.

6. **Customer Programs Motion** - Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Honor Certain Prepetition Obligations to Customers and Partners (B) Continue Certain Customer and Partner Programs in the Ordinary Course of Business and (II) Granting Related Relief (Docket No. 21)



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

**Objection Deadline:** May 2, 2017

**Related Documents:**

Interim Order (I) Authorizing the Debtors to (A) Honor Certain Prepetition Obligations to Customers and Partners (B) Continue Certain Customer and Partner Programs in the Ordinary Course of Business and (II) Granting Related Relief (Docket No. 92)

**Objections Received:** None to date.

7. **Utilities Motion** - Debtors' Motion Seeking Entry of Interim and Final Orders (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Determining Adequate Assurance of Payment for Future Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, and (IV) Granting Related Relief (Docket No. 20)

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

**Objection Deadline:** May 2, 2017

**Related Documents:**

Interim Order (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Determining Adequate Assurance of Payment for Future Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, and (IV) Granting Related Relief (Docket No. 128)

**Objections Received:**

Objection of Certain Utility Companies to the Debtors' Motion Seeking Entry of Interim and Final Orders (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Determining Adequate Assurance of Payment for Future Utility Services, (III) Establishing Procedures for Determining Adequate Assurance of Payment, and (IV) Granting Related Relief (Docket No. 417) (**WITHDRAWN – Docket No. 572**)

Joinder of Exelon Generation Company, LLC to the Objection of Certain Utility Companies to the Debtors' Motion Seeking Entry of Interim and Final Orders (I) Prohibiting Utility Providers from Altering, Refusing, or Discontinuing Utility Services, (II) Determining Adequate Assurance of Payment for Future Utility Services, (III) Establishing Procedures for

Determining Adequate Assurance of Payment, and (IV) Granting Related Relief (Docket No. 418) (**WITHDRAWN –Docket No. 573**)

8. **OCP Motion** - Debtors' Motion Seeking Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief (Docket No. 285)

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

**Objection Deadline:** May 2, 2017

**Related Documents:** None to date,

**Objections Received:** None to date.

9. **RCS Retention Application** - Debtors' Application for Entry of an Order Authorizing the Retention and Employment of RCS Real Estate Advisors as Real Estate Advisor *Nunc Pro Tunc* to April 4, 2017 (Docket No. 283)

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

**Objection Deadline:** May 2, 2017

**Related Documents:** None to date.

**Objections Received:** None to date.

10. **Armstrong Teasdale LLP Retention Application.** - Application of the Debtors and Debtors in Possession, Pursuant to Sections 327(A) and 329(A) of the Bankruptcy Code, Bankruptcy Rules 2014(A) and 2016(B) and Local Bankruptcy Rules 2014(A) and 2016-1, for an Order Authorizing the Debtors and Debtors in Possession to Retain and Employ Armstrong Teasdale LLP as Local Restructuring Counsel, Effective as of the Petition Date (Docket No. 28)

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

**Objection Deadline:** May 2, 2017

**Related Documents:**

Interim Order Authorizing the Debtors and Debtors in Possession to Retain and Employ Armstrong Teasdale LLP as Local Restructuring Counsel, Effective as of the Petition Date (Docket No. 168)

**Objections Received:** None to date.

11. **Kirkland & Ellis Retention Application**. - Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland and Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date (Docket No. 27)

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

**Objection Deadline:** May 2, 2017

**Related Documents:**

Interim Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland and Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date (Docket No. 167)

**Objections Received:** None to date.

12. **Munger, Tolles & Olson LLP Retention Application** - Application of the Debtors and Debtors in Possession, Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b) and Local Bankruptcy Rules 2014(A) and 2016-1, for an Order Authorizing the Debtors and Debtors in Possession to Retain and Employ Munger, Tolles & Olson LLP as Counsel, Effective as of the Petition Date (Docket No. 29)

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

**Objection Deadline:** May 2, 2017

**Related Documents:**

Interim Order Authorizing the Debtors and Debtors in Possession to Retain and Employ Munger, Tolles & Olson LLP as Counsel, Effective as of the Petition Date (Docket No. 168)

**Objections Received:** None to date.

13. **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:** None to date.

**Objections Received:** None to date.

14. **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:** None to date

**Objections Received:** None to date.

15. **Guggenheim Securities Retention Application** - Debtors' Application for Entry of an Order, Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code, Authorizing the Retention and Employment of Guggenheim Securities, LLC as Investment Banker for the Debtors and Debtors in Possession, *Nunc Pro Tunc* to the Petition Date, and Modifying Certain Time-Keeping Requirements (Docket No. 279)

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

**Objection Deadline:** May 2, 2017

**Related Documents:** Supplemental Declaration of Stuart Erickson in Support of Debtors' Application for Entry of an Order (I) Authorizing the Employment and Retention of Guggenheim Securities, LLC as Investment Banker to the Debtors and Debtors in Possession Pursuant to Sections 327(a) and 328(a) Of the Bankruptcy Code, Nunc Pro Tunc to the Petition Date and (II) Modifying Certain Time-Keeping Requirements. (Docket No. 569)

**Objections Received:** None to date.

Dated: May 8, 2017  
St. Louis, Missouri

*/s/ Steven N. Cousins*

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