

**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:** July 24, 2017  
) **Hearing Time:** 10:00 a.m. (Central Time)  
) **Hearing Location:** Courtroom 7 North  
)  
)

**AGENDA OF MATTERS  
SCHEDULED FOR HEARING ON JULY 24, 2017**

Time of Hearing: 10:00 a.m. (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. Matters Going Forward**

1. **Fifth Amended Plan** – Fifth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1507)

**Status: The Hearing on this matter is going forward. Objections regarding Cure Amounts will be heard on August 23, 2017 at 10:00 a.m. (CT)**

**Objection Deadline:** July 18, 2017 at 4:00 p.m. (CT) with an extension for South Bay SPE, LLC until July 19, 2017 at 4:00 p.m. (CT) and the United States Trustee until July 20<sup>th</sup> at 12:00 p.m. (CT)

**Related Documents:**

Notice of Filing of Fifth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1509)

Fourth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1256)

Notice of Filing of Fourth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1258)

Third Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1100)

Notice of Filing of Third Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1103)

Second Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1067)

Notice of Filing of Second Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1069)

First Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 977)

Notice of Filing of First Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 979)

Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 415)

Notice of Filing Third Amendment to Plan Supplement (Docket No. 1584)

Notice of Filing Second Amendment to Plan Supplement (Docket No. 1579)

Notice of Filing First Amendment to Plan Supplement (Docket No. 1405)

Notice of Filing Plan Supplement (Docket No. 1362)

Notice of Disclosure of Exhibit List for Payless Holdings LLC and Its Debtor Affiliates in Connection with Confirmation of the Debtors Fifth Amended Joint Plan of Reorganization (Docket No. 1493)

Notice of Disclosure of Witnesses in Support of Confirmation of the Debtors Fifth Amended Joint Plan of Reorganization of payless Holdings LLC and its Debtor Affiliates pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1494)

Declaration of Christina Pullo of Prime Clerk LLC Regarding the solicitation of Votes and Tabulation of Ballots Cast on the Fourth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1491)

Declaration of Paul Jones in Support of the Fifth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1513)

Declaration of Robert Campagna in Support of the Fifth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1514)

Declaration of Michael Schwindle in Support of the Fifth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1515)

Declaration of Charles Cremens in Support of the Fifth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1516)

Declaration of Morgan Suckow in Support of the Fifth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1517)

Debtors' Brief in Support of Confirmation of the Fifth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1548)

Joinder of Certain Entities Advised by Golden Gate Private Equity, Inc. and Blum Capital Partners, L.P. to Debtors' Brief in Support of Confirmation of the Fifth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1552)

Statement and Reply of the Ad Hoc Committee of First Lien Term Lenders in Support of Confirmation of the Fifth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1554)

**Objections Received<sup>12</sup>:**

Oracle's Limited Objection and Reservation of Rights Regarding (I) Debtors' Fourth Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code; and (II) Notice of Filing of Plan Supplement (Docket No. 1411) **(Resolved)**

Limited Objection of Shoppertrak RCT Corporation to Debtors' Amended Assumption Schedule (Docket No. 1417) **(Resolved)**

Objection of Creditor Charles Pascalar to the Fourth Amended Joint Plan of Reorganization of payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1435) **(Withdrawn)**

United States Trustee's Objection to the Fourth Amended Joint Plan of Reorganization of Payless Holdings, LLC and Debtor Affiliates Filed June 23, 2017 (Docket No. 1468)

Response of Central Valley Associates, L.P. to Notice of Final Cure Payment for Store No. 3713 (Docket No. 1395)

Objection to Cure Amount (Docket No. 1397)

Objection of the Cadillac Fairview Corporation Limited and its Affiliates (Docket No. 1403)

Objection of Requerdo Company limited Partnership to Debtors' Proposed Cure Amount (Docket No. 1410)

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<sup>1</sup> This list only includes timely-filed objections to Plan Confirmation raising confirmation-related (as opposed to Cure-related) concerns. Cure-related objections follow.

<sup>2</sup> This list only includes objections to Cure amounts (i) filed prior to the Plan Objection Deadline and (ii) that implicate Plan-related concerns. Objection to the Debtors' proposed Cure amounts are due on July 24, 2017, or such other date as agreed to by the Debtors or provided under the Plan. Pursuant to the Plan at Art. V.E, if a Cure objection is not consensually resolved, it will be scheduled to be heard at the first omnibus hearing after such objection is timely filed and any resolution to such objection, consensual or by Court order, will be deemed to occur retroactively to the date of the Confirmation Hearing. Accordingly, all objections to Cure amounts will be resolved pursuant to the Plan, not at the Confirmation Hearing.

Objection of Preit services, LLC, as Agent for Various Landlords, and Vandalia Associates to Debtors' Stated Cure Amounts (Docket No. 1412)

Objection of Westwood Holdings, LLC to Debtors' Stated Cure Amounts (Docket No. 1413)

Objection of ESRT 1359 Broadway, L.L.C. to Debtors' stated Cure Amounts and Confirmation of Debtors' Fourth Amended Joint Plan of Reorganization (Docket No. 1414)

Objection of CBL & Associates Management, Inc., Managing Agent to Various Landlords, to Debtors' Stated Cure Amounts (Docket No. 1415)

Objection of 13700 Foothill Boulevard, LP to Debtors' Stated Cure Amounts (Docket No. 1416)

Limited Objection and Reservation of Rights of CP/IPERS Coral, LLC, GDC Properties, Waipahu, LLC and Weingarten Realty Investors to Confirmation of Debtors' Fourth Amended Joint Plan of Reorganization (Docket No. 1418)

Limited Objection to Assumption of Unexpired Leases by SUP I Wampanoag, LLC, LCI-SVAP NDM LP, SC MOTA Associates Limited Partnership, and SVAP II Park North, LLC (Docket No. 1419)

Limited Objection and Reservation of Rights of Acadia Realty Limited Partnership, Brixmor Property Group, Inc., Buen Terra LLC, Centennial Real Estate Company, LLC, CenterCal Properties, LLC, Citivest Commercial Investments, LLC, Crosspoint Realty Services, Inc., Deutsche Asset & Wealth Management, Devnull Ocoee, LLC, 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, GS Pacific ER LLC, KRE Colonie Owner, LLC, St Mall Owner LLC, KRE Broadway Mall Owner, LLC, White Plains Galleria Limited Partnership, Northpark Mall Limited Partnership, YTC Mall Owner, LLC, Oak Tree Three Investment, LLC, PGIM Real Estate, Starwood Retail Partners LLC, Steadfast Companies, Inc., Urban Retail Properties, LLC, Vintage Real Estate LLC, Watt Companies, West Valley Properties, Inc., Weitzman Management Corporation, and Westfield, LLC, Concerning Debtors' Fourth Amended Joint Plan or Reorganization of Payless Holdings LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1424)

Objection of 933 South Willow Street LLC, New Westgate Mall LLC, Cambridgeside Galleria Associates Trust, W/S Epping LLC, W/S Westbrook Associates LLC, SK Drive Properties LLC, Route 140 School Street LLC, Drum Hill Associates LLC and Warwick Mall L.L.C. to Debtors' Proposed Cure Amounts (Docket No. 1428)

Limited Objection of Bergenline 3510 LLC to Proposed Cure Amount for Assumption of Lease of Store No. 1194 (Docket No. 1434)

Limited Objection of South Bay SPE, LLC to Confirmation of Debtors' Fourth Amended Joint Plan of Reorganization of Payless Holdings, LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 1458)

Limited Objection of Vixxo Corporation F/K/A First Service Networks, Inc. to the Debtors' Schedule of Assumed Executory Contracts and Unexpired Leases (Docket No. 1465)

Dated: July 24, 2017  
St. Louis, Missouri

*/s/ Steven N. Cousins*

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