

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

In re:) Case No. 19-40883-659
) Chapter 11
PAYLESS HOLDINGS LLC, *et al.*,)
) Jointly Administered
Debtors.)
) **Hearing Date:** April 10, 2019
) **Hearing Time:** 10:00 a.m. (Central Time)
) **Hearing Location:** Courtroom 7 North

**AGENDA OF MATTERS
SCHEDULED FOR HEARING ON APRIL 10, 2019**

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, Missouri 63102

I. Adjourned Matters

1. ***Akin Gump Retention Application*** - Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Akin Gump Strauss Hauer & Feld LLP as Counsel to the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 33]

Status: The hearing on this matter is adjourned until April 23, 2019 at 11:00 a.m. (CT).

Objection Deadline: March 7, 2019. The Committee's objection deadline is March 11, 2019.

Related Documents: Interim Order Approving Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Akin Gump Strauss Hauer & Feld LLP as Co-Counsel to the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 295]

First Supplemental Declaration of Meredith Lahaie in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Akin Gump Strauss Hauer & Feld LLP as Counsel to the Debtors and Debtors in Possession Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 414]

Limited Response of Alden Global Capital LLC to Limited Objections of (I) the Ad Hoc Group of Prepetition Term Lenders and Axar Capital Management and (II) the Official Committee of Unsecured Creditors to the Debtors' Applications to Retain Counsel [Docket No. 515]

Debtors' Response to (1) Joint Limited Objection of the Ad Hoc Group of Prepetition Term Loan Lenders and Axar Capital Management to Debtors' Application to Retain Counsel and (2) Limited Objection and Joinder of the Official Committee of Unsecured Creditors to the Debtors' Applications to Retain Counsel [Docket No. 520]

Motion to Quash Document Request of the Ad Hoc Group of Prepetition Term Loan Lenders, Motion to Shorten Time for Response, and Incorporated Memorandum in Support [Docket No. 535]

Debtors' Motion for 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. 536]

Objections Received: Joint Limited Objection and Reservation of Rights of the Ad Hoc Group of Prepetition Term Loan Lenders and Axar Capital Management to the Debtors' Applications to Retain Counsel [Docket No. 444]

Limited Objection of the Official Committee of Unsecured Creditors to the Debtors' Applications to Retain Counsel and Joinder in Part to the Joint Limited Objection and Reservation of Rights of the Ad Hoc Group of Prepetition Term Loan Lenders and Axar Capital Management to Such Applications [Docket No. 488]

2. ***Seward & Kissel LLP Retention Application*** - Debtors' Application for Entry of an Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Retention and Employment of Seward & Kissel LLP as Counsel to the Debtors Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 29]

Status: The hearing on this matter is adjourned until April 23, 2019 at 11:00 a.m. (CT).

Objection Deadline: March 7, 2019. The Committee's objection deadline is March 11, 2019.

Related Documents: Interim Order Approving Debtors' Application for Entry of an Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Retention and Employment of Seward & Kissel LLP as Counsel to the Debtors Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 292]

First Supplemental Declaration of John R. Ashmead in Support of Debtors' Application for Entry of an Order Pursuant to Section 327(A) of the Bankruptcy Code Authorizing the Retention and Employment of Seward & Kissel LLP as Counsel to the Debtors Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 415]

Limited Response of Alden Global Capital LLC to Limited Objections of (I) the Ad Hoc Group of Prepetition Term Lenders and Axar Capital Management and (II) the Official Committee of Unsecured Creditors to the Debtors' Applications to Retain Counsel [Docket No. 515]

Separate Response of the Debtors to (1) Joint Limited Objection of the Ad Hoc Group of Prepetition Term Loan Lenders and Axar Capital Management to Debtors' Applications to Retain Counsel and (2) Limited Objection and Joinder of the Official Committee of Unsecured Creditors to Debtors' Application to Retain Counsel to the Extent They Relate to the Retention of Seward & Kissel LLP [Docket No. 521]

Objections Received: Joint Limited Objection and Reservation of Rights of the Ad Hoc Group of Prepetition Term Loan Lenders and Axar Capital Management to the Debtors' Applications to Retain Counsel [Docket No. 444]

Limited Objection of the Official Committee of Unsecured Creditors to the Debtors' Applications to Retain Counsel and Joinder in Part to the Joint Limited Objection and Reservation of Rights of the Ad Hoc Group of Prepetition Term Loan Lenders and Axar Capital Management to Such Applications [Docket No. 488]

3. **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. 5]

Status: The hearing as to the Committee's objection [Docket No. 653] is adjourned until April 23, 2019 at 11:00 a.m. (CT).

Objection Deadline: March 7, 2019. The Committee's objection deadline is March 12, 2019.

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. 118]

Final 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. 627]

Objections Received: Limited Objection of the Official Committee of Unsecured Creditors to 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 [Docket No. 653]

4. ***Debtors' Motion to Reject Certain Executory Contracts and Unexpired Leases*** - Debtors' First Omnibus Motion to Reject Executory Contracts and Unexpired Leases and Abandon Certain De Minimis Assets in Connection Therewith [Docket No. 302]

Status: The hearing as to the objection of ESRT 159 Broadway LLC [Docket Nos. 632 and 636] is adjourned until April 23, 2019 at 11:00 a.m. (CT).

Objection Deadline: March 21, 2019.

Related Documents: Notice of Hearing [Docket No. 626]

Objections Received: Objection of ESRT 159 Broadway LLC to Debtors' First Omnibus Motion to Reject Certain Executory Contracts and Unexpired Leases and Abandon Certain De Minimis Assets in Connection Therewith [Docket Nos. 632 and 636]

5. ***Motion to File Under Seal*** - Motion of the Official Committee of Unsecured Creditors for Entry of an Order Pursuant to 11 U.S.C. §107(B) Authorizing Committee to File Under Seal Unredacted Version of Objection [Docket No. 650]

Status: The hearing on this matter is adjourned until April 23, 2019 at 11:00 a.m. (CT).

Related Documents: Motion for Entry of an Order Scheduling an Expedited Hearing on the Motion of the Official Committee of Unsecured Creditors for Entry of an Order Pursuant to 11 U.S.C. §107(B) Authorizing Committee to File Under Seal Unredacted Version of Objection [Docket No. 651]

Notice of Hearing [Docket No. 652]

Notice of Continuance of Hearing [Docket No. 677]

Objections Received: None to Date

II. Matters Going Forward

1. ***Prime Clerk Supplemental Retention Application*** - Debtors' Supplemental Application for Appointment of Prime Clerk LLC as Disbursing Agent in Debtors' Prior Cases [Docket No. 623]

Status: The hearing on this matter is going forward.

Objection Deadline: April 3, 2019.

Related Documents: Debtors' Application for Appointment of Prime Clerk LLC as Claims and Noticing Agent and Administrator Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 31]

Order Authorizing Retention and Appointment of Prime Clerk LLC as Claims and Noticing Agent and Administrative Advisor *Nunc Pro Tunc* to the Petition Date [Docket No. 572]

Notice of Hearing [Docket No. 624]

Objections Received: None to Date

2. ***A&M Retention Application*** - Debtors' Application Pursuant to 11 U.S.C. §§ 105(a) and 363(b) to (I) Retain Alvarez & Marsal North America, LLC as a Consultant *Nunc Pro Tunc* to the Petition Date [Docket No. 625]

Status: The hearing on this matter is going forward.

Objection Deadline: April 3, 2019.

Related Documents: Notice of Hearing [Docket No. 626]

Objections Received: None to Date

Dated: April 8, 2019
St. Louis, Missouri

/s/ Richard W. Engel, Jr.

Richard W. Engel, Jr. MO 34641
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: rengel@armstrongteasdale.com
Email: eedelman@armstrongteasdale.com
Email: jwillard@armstrongteasdale.com

-and-

Ira Dizengoff (admitted *pro hac vice*)
Meredith A. Lahaie (admitted *pro hac vice*)
Kevin Zuzolo (admitted *pro hac vice*)
AKIN GUMP STRAUSS HAUER & FELD LLP
One Bryant Park
New York, NY 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Email: idizengoff@akingump.com
Email: mlahaie@akingump.com
Email: kzuzolo@akingump.com

- and -

Julie Thompson (admitted *pro hac vice*)
AKIN GUMP STRAUSS HAUER & FELD LLP
1333 New Hampshire Avenue, N.W.
Washington, D.C. 20036
Telephone: (202) 887-4000
Facsimile: (202) 887-4288
Email: julie.thompson@akingump.com

Proposed Counsel to the Debtors and Debtors in Possession