

**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 23, 2019
) **Hearing Time:** 11:00 a.m. (Central Time)
) **Hearing Location:** Courtroom 7 North

**SECOND AMENDED AGENDA OF MATTERS
SCHEDULED FOR HEARING ON APRIL 23, 2019**

Time of Hearing: 11:00 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 24, 2019 at 10:00 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 24, 2019 at 10:00 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 on the Wages Motion, solely as it relates to certain directors' compensation and the Committee's objection thereto [Docket No. 653] is adjourned to April 24, 2019 at 10:00 a.m.

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. ***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 24, 2019 at 10:00 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

5. ***Motion to Expedite*** - 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. 851]

Status: The hearing on this matter is adjourned until April 24, 2019 at 10:00 a.m. (CT).

Objection Deadline: April 22, 2019 at 4:00 p.m. (CT).

Related Documents: Notice of Hearing [Docket No. 852]

Objections Received: None to Date

6. ***Motion to Redact*** – Debtors' Motion for Leave to Redact Certain Confidential Information Related to the Debtors' Key Employee Incentive Program [Docket No. 850]

Status: The hearing on this matter is adjourned until April 24, 2019 at 10:00 a.m. (CT).

Objection Deadline: April 22, 2019 at 4:00 p.m. (CT)

Related Documents: Notice of Hearing [Docket No. 852]

Objections Received: None to Date

7. ***KEIP Motion*** – Debtors’ Motion for Entry of an Order (I) Authorizing and Approving the Debtors’ Key Employee Incentive Plan and (II) Granting Related Relief [Docket No. 849]

Status: The hearing on this matter is adjourned until April 24, 2019 at 10:00 a.m. (CT).

Objection Deadline: April 22, 2019 at 4:00 p.m. (CT).

Related Documents: Notice of Hearing [Docket No. 852]

Objections Received: United States Trustee’s Response and Limited Objection to Debtors’ Motion for an Order (I) Authorizing and Approving the Debtors’ Key Employee Incentive Plan and (II) Granting Related Relief [Docket No. 875]

8. ***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 on the Objection of ESRT 159 [Docket Nos. 632 and 636] is adjourned until May 8, 2019 at 10:00 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]

II. Matters Going Forward

1. ***Debtors’ Motion for Extension of Time*** – Debtors’ Motion for Entry of an Order (I) Extending the Time within Which the Debtors Must Assume or Reject Unexpired Leases of Non-Residential Real Property and (II) Granting Related Relief [Docket No. 772]

Status: The hearing on this matter is going forward.

Objection Deadline: April 16, 2019.

Related Documents: Notice of Hearing [Docket No. 775]

Objections Received: None to Date

2. ***Bar Date Motion*** – Debtors’ Motion for an Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form and Manner of Notice Thereof [Docket No. 774]

Status: The hearing on this matter is going forward.

Objection Deadline: April 16, 2019.

Related Documents: Notice of Hearing [Docket No. 775]

Objections Received: None to Date

3. ***Supplemental Wages Motion*** – Debtors’ Motion Seeking Entry of Supplemental Order Authorizing the Payment of Additional Prepetition Wages, Salaries, and Other Compensation [Docket No. 773]

Status: The hearing on this matter is going forward.

Objection Deadline: April 16, 2019.

Related Documents: Notice of Hearing [Docket No. 775]

Objections Received: None to Date

4. ***Motion to Clarify*** – Motion of the Official Committee of Unsecured Creditors for an Order Clarifying the Requirements to Provide Access to Confidential or Privileged Information [Docket No. 664]

Status: The hearing on this matter is going forward.

Related Documents: Notice of Hearing [Docket No. 678]

Objections Received: None to Date

5. ***Pachulski Stang Ziehl & Jones LLP Retention Application*** – Application of the Official Committee of Unsecured Creditors to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Lead Counsel *Nunc Pro Tunc* to March 4, 2019 [Docket No. 665]

Status: The hearing on this matter is going forward.

Related Documents: Notice of Hearing [Docket No. 678]

Objections Received: None to Date

6. ***Province Inc. Retention Application*** – Application for Entry for an Order Authorizing and Approving the Employment of Province, Inc. as Financial Advisor to the Official Committee of Unsecured Creditors *Nunc Pro Tunc* to March 4, 2019 [Docket No. 666]

Status: The hearing on this matter is going forward.

Related Documents: Notice of Hearing [Docket No. 678]

Objections Received: None to Date

7. ***Polsinelli PC Retention Application*** – Application of the Official Committee of Unsecured Creditors for Entry of an Order Pursuant to Bankruptcy Code Sections 328(a) and 1103(a) and Bankruptcy Rules 2014(a) and 2016(b) Approving the Employment and Retention of Polsinelli PC *Nunc Pro Tunc* to the March 4, 2019 as Co-Counsel to the Official Committee of Unsecured Creditors [Docket No. 676]

Status: The hearing on this matter is going forward.

Related Documents: Notice of Hearing [Docket No. 678]

Objections Received: None to Date

8. ***Motion for Relief from Stay*** - Emergency Motion for Relief from Automatic Stay [Docket No. 610]

Status: The hearing on this matter is going forward.

Objection Deadline: April 16, 2019

Related Documents: None to date.

Objections Received: Debtors' Opposition to the Emergency Motion for Relief from Automatic Stay [Docket No. 847]

Dated: April 23, 2019
St. Louis, Missouri

/s/ Richard W. Engel, Jr.

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