

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 24, 2019
) **Hearing Time:** 10:00 a.m. (Central Time)
) **Hearing Location:** Courtroom 7 North

**AMENDED AGENDA OF MATTERS
SCHEDULED FOR HEARING ON APRIL 24, 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. Matters Going Forward

1. ***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 going forward.

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

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

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

Objections Received: None to Date

2. ***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 going forward.

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

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

Objections Received: None to Date

3. ***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 going forward.

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]

4. ***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 going forward.

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]

Statement of Debtors in Further Support of (I) Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Akin Gum Strauss Hauer & Feld LLP as Counsel to the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date and (II) Debtors' Application for Entry of an Order Pursuant to 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. 878]

Related Documents: Statement of Debtors in Further Support of (I) Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Akin Gum Strauss Hauer & Feld LLP as Counsel to the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date and (II) Debtors' Application for Entry of an Order Pursuant to 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. 878]

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]

Supplement to the 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. 868]

Supplemental Limited Objection and Reservation of Rights of the Ad Hoc Group of Prepetition Term Loan Lenders to the Debtors' Applications to Retain Counsel [Docket No. 884]

5. ***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 going forward.

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]

Supplemental to the 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. 868]

6. **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 going forward.

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]

Debtors' Response to Limited Objection 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. 882]

Supplemental Limited Objection and Reservation of Rights of The Ad Hoc Group of Prepetition Term Loan Lenders to the Debtors' Applications to Retain Counsel [Docket No. 884]

7. **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 going forward.

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

Dated: April 24, 2019
St. Louis, Missouri

/s/ Richard W. Engel, Jr.

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