

**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:** October 23, 2019  
) **Hearing Time:** 10:00 a.m. (Central Time)  
) **Hearing Location:** Courtroom 7 North

**AGENDA OF MATTERS  
SCHEDULED FOR HEARING ON OCTOBER 23, 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, 7<sup>th</sup> floor, North Courtroom,  
111 S. 10<sup>th</sup> Street, St. Louis, Missouri 63102

**I. Adjourned Matters**

1. ***UCC's Motion to Authorize*** – Motion of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Committee to Prosecute Certain Lien Challenge Claims on Behalf of the Bankruptcy Estates [Docket No. 1488]

**Status:** The hearing on this matter is adjourned to November 6, 2019

**Objection Deadline:** September 4, 2019

**Related Documents:**

Notice of Adjournment and Continuance of Hearing [Docket No. 1564]

**Objections Received:** None to date

2. ***UCC's Motion to Expedite*** – Motion for Entry of an Order Scheduling an Expedited Hearing on the Official Committee of Unsecured Creditors' (I) Objection to Certain Stipulations, Representations, and Waivers in Favor of Prepetition Term Loan Credit Parties Pursuant to Final Financing Orders and (II) Objection to the Claims Asserted by the Prepetition Term Loan Credit Parties Against Debtors [Docket No. 1491]

**Status:** The hearing on this matter is adjourned to November 6, 2019

**Objection Deadline:** September 4, 2019

**Related Documents:**

Notice of Adjournment and Continuance of Hearing [Docket No. 1564]

**Objections Received:** None to date

3. ***UCC's Objection to Certain Stipulations*** – Official Committee of Unsecured Creditors' (I) Objection to Certain Stipulations, Representations, and Waivers in Favor of Prepetition Term Loan Credit Parties Pursuant to Final Financing Orders and (II) Objection to the Claims Asserted by the Prepetition Term Loan Credit Parties Against the Debtors [Docket No. 1490]

**Status:** The hearing on this matter is adjourned to November 6, 2019

**Objection Deadline:** September 4, 2019

**Related Documents:**

Notice of Adjournment and Continuance of Hearing [Docket No. 1564]

**Objections Received:** None to date

**I. Matters Going Forward**

1. ***Second Amended Plan*** – Second Amended Joint Plan of Reorganization of Payless Holdings LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1581]

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

**Objection Deadline:** October 17, 2019

**Related Documents:**

Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1459]

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. 1527]

Disclosure Statement for the First Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1528]

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. 1582]

Disclosure Statement for the Second Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1583]

Notice of Filing of Disclosure Statement for the Second Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1584]

Order (I) Approving the Adequacy of the Debtors' Disclosure Statement, (II) Establishing Dates and Deadlines Related to Confirmation of the Plan, (III) Approving Certain Procedures for Soliciting and Tabulating the Votes on and for Objecting to the Plan, (IV) Scheduling a Hearing on Confirmation of the Plan, (V) Approving the Manner and Form of the Various Notices and Documents Thereto; and (VI) Granting Related Relief [Docket No. 1595]

Disclosure Statement for Second Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1601]

Notice of Filing Plan Supplement [Docket No. 1633]

Notice of Filing of First Amended Plan Supplement [Docket No. 1644]

Notice of Filing of Second Amended Plan Supplement [Docket No. 1670]

Declaration of Craig E. Johnson of Prime Clerk LLC Regarding the Solicitation of Votes and Tabulation of Ballots Cast on the Second Amended Joint Plan of Reorganization of Payless Holdings LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1671]

Second Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code as Modified on October 22, 2019 [Docket No. 1682]

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 as Modified on October 22, 2019 [Docket No. 1683]

Debtors' Brief in Support of Confirmation of the Second Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code as Modified [Docket No. 1684]

Declaration of Stephen Marotta in Support of Confirmation of the Second Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code as Modified [Docket No. 1685]

Declaration of Derek C. Pitts in Support of Confirmation of the Second Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code as Modified [Docket No. 1686]

Combined Declarations of Special Committee Members Patrick Bartels and Scott D. Vogel in Support of Confirmation of the Second Amended Joint Plan of Reorganization of Payless Holdings LLC and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code as Modified on October 22, 2019 [Docket No. 1687]

**Objections Received:**

Limited Objection of Microsoft to Notice of Plan Supplement [Docket No. 1653]

Oracle's Limited Objection and Reservation of Rights Regarding (I) Debtors' Second 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. 1659]

Objection of HBI Branded Apparel Enterprises, LLC, to Assumption of the License Agreement Absent Compliance with Bankruptcy Code Sections 365(b), 365(d) & 1129(a) [Docket No. 1660]

Reservation of Rights and Joinder of Christian V. Siriano and Christian Siriano Holdings, LLC to Objection of HBI Branded Apparel Enterprises, LLC to Assumption of the License Agreement Absent Compliance with Bankruptcy Code Sections 365(b), 365(d) & 1129(a) [Docket No. 1668]

United States Trustee's Limited Objection to the Second Amended Joint Plan of Reorganization of Payless Holdings LLC and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 1669]

2. ***HBI's Motion to Compel*** – Motion of HBI Branded Apparel Enterprises, LLC to (I) Compel Counter-Party Debtor to Assume or Reject Contract, and (II) For Allowance and Immediate Payment of Administrative Expense Claims [Docket No. 1494]

**Status:** This matter is superseded by HBI's objection to the Second Amended Plan.

**Objection Deadline:** September 4, 2019

**Related Documents:**

Notice of Adjournment and Continuance of Hearing [Docket No. 1562]

**Objections Received:** Debtors' Objection to Motion of HBI Branded Apparel Enterprises, LLC to (I) Compel Counter-Party Debtor to Assume or Reject Contract, and (II) For Allowance and Immediate Payment of Administrative Expense Claims [Docket No. 1552]

3. ***Motion for Relief from Stay*** – Motion of Christian V. Siriano and Christian Siriano Holdings, LLC for Entry of an Order Granting Relief from the Automatic Stay [Docket No. 953]

**Status:** This matter is mooted as a result of the resolution of Siriano's Joinder and Reservation of Rights to the Second Amended Plan.

**Objection Deadline:** May 22, 2019

**Related Documents:**

Notice of Hearing [Docket No. 954]

Notice of Adjournment and Continuance of Hearing [Docket No. 1634]

**Objections Received:** Debtors' Objection to Motion of Christian V. Siriano and Christian Siriano Holdings, LLC for Entry of an Order Granting Relief from Automatic Stay [Docket No. 1058]

4. ***Shopko Settlement Motion*** – Debtors' Motion for Entry of an Order (I) Approving a Settlement Agreement Among the Debtors and Shopko Stores Operating Co., LLC and Its Affiliated Debtors and Debtors in Possession and (II) Granting Related Relief [Docket No. 1629]

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

**Objection Deadline:** September 4, 2019

**Related Documents:** Notice of Hearing [Docket No. 1631]

**Objections Received:** None to date

5. ***Canadian Debtors' Motion to Dismiss*** – Canadian Debtors' Motion Seeking Entry of an Order Pursuant to 11 U.S.C. § 1112(b) Dismissing the Chapter 11 Cases of Payless ShoeSource Canada Inc., Payless ShoeSource Canada GP Inc. and Payless ShoeSource Canada LP [Docket No. 1629]

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

**Objection Deadline:** September 4, 2019

**Related Documents:** Notice of Hearing [Docket No. 1631]

**Objections Received:** None to date

6. ***Debtors' Motion to Expedite*** – Debtors' Motion for Entry of an Order (I) Scheduling and Expedited Hearing, (II) Approving the Form and Manner of Notice Thereof, and (III) Granting Related Relief [Docket No. 1656]

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

**Objection Deadline:** October 22, 2019

**Related Documents:**

Debtors' Motion for Entry of an Order Authorizing the Disposition of Certain Returned Merchandise [Docket No. 1655]

Notice of Hearing [Docket No. 1657]

U.S. Postal Service's Response to Debtors' Motion for Entry of an Order Authorizing the Disposition of Certain Return Merchandise [Docket No. 1678]

**Objections Received:** None to date

7. ***Debtors' Returned Merchandise Motion*** – Debtors' Motion for Entry of an Order Authorizing the Disposition of Certain Returned Merchandise [Docket No. 1655]

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

**Objection Deadline:** October 22, 2019

**Related Documents:**

Debtors' Motion for Entry of an Order (I) Scheduling and Expedited Hearing, (II) Approving the Form and Manner of Notice Thereof, and (III) Granting Related Relief [Docket No. 1656]

Notice of Hearing [Docket No. 1657]

U.S. Postal Service's Response to Debtors' Motion for Entry of an Order Authorizing the Disposition of Certain Return Merchandise [Docket No. 1678]

**Objections Received:** None to date

Dated: October 22, 2019  
St. Louis, Missouri

/s/ Richard W. Engel, Jr.

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