

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:	)	
	)	Chapter 11
	)	
STAGE STORES, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 20-32564 (DRJ)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	

**APPLICATION OF ACADIA REALTY LIMITED PARTNERSHIP,  
BRIXMOR OPERATING PARTNERSHIP, CENTERCAL PROPERTIES LLC,  
CENTENNIAL REAL ESTATE COMPANY, LLC, CONECUH RIVER  
SHARES, LTD, GEMINI ROSEMONT COMMERCIAL REAL ESTATE, NEW  
MARKET PROPERTIES LLC, SP PORTERS VALE LLC, THE MACERICH  
COMPANY, TRED AVON LLC, AND VENTUREPOINT PROPERTY  
FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIMS**

**THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.**

**REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.**

Acadia Realty Limited Partnership, Brixmor Operating Partnership, CenterCal Properties LLC, Centennial Real Estate Company, LLC, Conecuh River Shares, Ltd, Gemini Rosemont Commercial Real Estate, New Market Properties LLC, SP Porters Vale LLC, The Macerich

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Stage Stores, Inc. (6900) and Specialty Retailers, Inc. (1900). The Debtors' service address is: 2425 West Loop South, Houston, Texas 77027.



Company, Tred Avon LLC, and VenturePoint Property (the “Landlords”), pursuant to Sections 503(b) and 365(d)(3) of title 11 of the United States Code, respectfully file this Request (the “Request”) for an order granting the allowance and payment of Landlords’ administrative expense claims in the amounts set forth herein and respectfully state as follows:

**I. JURISDICTION AND VENUE**

1. This matter is a core proceeding under 28 U.S.C. § 157(b)(2) and this Court has jurisdiction over the Request pursuant to 28 U.S.C. § 157 and 28 U.S.C. § 1334.

2. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**II. BACKGROUND FACTS**

3. On May 10, 2020 (the “Petition Date”), each of the above-captioned debtors (the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.<sup>2</sup>

4. The Debtors lease retail space (the “Premises”) from the Landlords pursuant to unexpired leases of nonresidential real property (individually, a “Lease,” and collectively, the “Leases”) at the shopping center locations (the “Centers”) set forth in detail on the Schedule A to this Request.

5. The Leases are leases “of real property in a shopping center” as that term is used in Section 365(b)(3). *See In re Joshua Slocum, Ltd.*, 922 F.2d 1081, 1086-87 (3d Cir. 1990).

6. On August 14, 2020 (the “Confirmation Date”), the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an Order [Docket No. 705] (the “Confirmation Order”) confirming the *Joint Second Amended Chapter 11 Plan of Stage Stores*,

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<sup>2</sup> Unless otherwise specified, all statutory references to “Section” are to the Bankruptcy Code

*Inc. and Specialty Retailers, Inc.* [Docket No. 694] (the “Plan”). The Plan Effective Date, as defined in the Plan, has not yet occurred.

7. The Plan established the deadline for filing requests for payment of administrative claims arising prior to and including the Confirmation Date as September 14, 2020, which is the first Business Day that is 30 days after the Confirmation Date.

8. Under the terms of the Leases, the Debtors are required to make certain payments to the Landlords arising out of their use and occupancy of the Premises. These payments include such items as rent and related charges, common area maintenance obligations, real property taxes, and all other charges imposed by the Leases, including year-end adjustments and reconciliations for charges that the Debtors pay on an estimated basis. The Debtors have not paid all obligations that have arisen or accrued during the post-petition period, and certain amounts remain due and owing for the period from and after the Petition Date through and including the Confirmation Date for those Leases where store closing sales are continuing as of the date of this Request. The Landlords are entitled to administrative expense claims for such obligations, as set forth in greater detail on the attached Exhibits 1-12, in addition to any indemnity obligations, amounts subject to setoff and/or recoupment, and/or attorneys’ fees.<sup>3</sup>

### **III. RELIEF REQUESTED**

9. Landlords respectfully request that the Court enter an order for allowance and payment of their administrative priority claims in the amounts set forth herein, for payment

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<sup>3</sup> The amounts set forth herein cover amounts that accrued or were billed from the Petition Date through the Plan Confirmation Date or date of this Request, as applicable. Landlords further reserve the right to assert claims for post-confirmation charges through the Unexpired Lease Rejection Date and/or second deadline for filing requests for administrative claims under the Plan, as applicable, for those Leases where store closing sales are continuing as of the date of this Request and/or for any charges arising under assumed Leases in the appropriate forum to the extent not paid.

obligations arising or accruing under the Leases between the Petition Date and Confirmation Date pursuant to Bankruptcy Code Sections 365(d)(3), 503(a), 503(b)(1)(A), and 507(a)(2).

#### **IV. BASIS FOR THE RELIEF REQUESTED**

10. Section 365(d)(3) provides that a debtor is required to “timely perform all the obligations of the debtor . . . arising from and after the order for relief under any unexpired lease of nonresidential real property, until such lease is assumed or rejected . . . .” 11 U.S.C. § 365(d)(3). *See, e.g., Imperial Beverage Group, LLC*, 457 B.R. 490, 497-500 (Bankr. N.D. Tex. 2011); *In re Appletree Markets, Inc.*, 139 B.R. 417, 419-20 (Bankr. S.D. Tex. 1992). *See also In re Simbaki, Ltd.*, Case No. 13-36878, 2015 BL 97167, \*6 (Bankr. S.D. Tex. Apr. 6, 2015).

11. The majority of courts that have considered the operation of Section 365(d)(3) have arrived at the same conclusion: costs and expenses incurred for post-petition, pre-assumption or rejection performance under an unexpired nonresidential real estate lease must be allowed as an administrative expense regardless of Section 503(b)(1)(A) limitations. *Id.* *See also In re Liberty Outdoors, Inc.*, 205 B.R. 414, 417 (Bankr. E.D. Mo. 1997) (lessor entitled to recover unpaid expenses pursuant to section 365(d)(3) of the Bankruptcy Code regardless of whether such “expenses benefited or preserved the estate”); *In re Worths Stores Corp.*, 135 B.R. 112, 115 (Bankr. E.D. Mo. 1991) (same); *In re S. Lincoln Med. Grp., P.C.*, Case No. BK07-41636-TLS, 2008 WL 506086, at \*2 (Bankr. D. Neb. Feb. 21, 2008) (citing *In re Brewer*, 233 B.R. 825, 829 (Bankr. E.D. Ark. 1999)). Thus, the plain language of Section 365(d)(3) and the relevant case law clearly requires the Debtors’ immediate payment of all rents and related charges that arise post-petition as administrative expenses of these estates.

13. In addition, Section 503(b)(1) provides for an administrative expense claim for “the actual, necessary costs and expenses of preserving the estate. *See* 11 U.S.C. § 503(b)(1). A

landlord's administrative claim under Section 503(b)(1) is equal to the lease contract rate. *In re ZB Co., Inc.*, 302 B.R. 316, 319 (Bankr. D. Del. 2003) (contract rate is presumed to be the fair rental value.). Section 507(a) of the Bankruptcy Code provides that administrative expense claims that are allowed under Section 503(b) of the Bankruptcy Code have first priority. *See* 11 U.S.C. § 507(a)(2). The Debtors benefited from the post-petition use and occupancy of the Premises, including being able to conduct non-ordinary course store closing sales for the direct benefit of themselves and their lenders.

14. On the basis of the foregoing, Landlords respectfully request that the Court enter an order allowing their administrative expense claims in the amounts set forth in the attached Schedule A and accompanying supporting exhibits.

WHEREFORE, Landlords respectfully request that the Court enter an Order: (i) awarding the allowance and payment of the Landlords' administrative expense claims against the Debtors' estates under Sections 365(d)(3) and 503(b) of the Bankruptcy Code in the amounts set forth herein; and (ii) providing such other relief the Court deems just and necessary.

Dated: September 14, 2020

Respectfully submitted,

/s/ Michael P. Cooley

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VenturePoint Property*

### CERTIFICATE OF SERVICE

The undersigned certifies that, on September 14, 2020, a true and correct copy of the foregoing document and exhibits were served via the Court's Electronic Case Filing (ECF) system on all parties registered to receive electronic notices in this case, including:

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/s/ Michael P. Cooley

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**SCHEDULE A**

<b>ACADIA REALTY LIMITED PARTNERSHIP</b>				
<b>Store No.</b>	<b>Shopping Center</b>	<b>City, State</b>	<b>Administrative Claim Amount</b>	<b>Exhibit No.</b>
56	Route 6 Mall	Lubbock, TX	\$2,262.74	4
6102	The Family Center at Riverdale	Riverdale, UT	\$0.00	N/A
<b>BRIXMOR OPERATING PARTNERSHIP LP</b>				
<b>Store No.</b>	<b>Shopping Center</b>	<b>City, State</b>	<b>Administrative Claim Amount</b>	<b>Exhibit</b>
5320	Anson Station	Wadesboro, NC	\$7,534.10	1
6418	Fox Run Shopping Center	Prince Frederick, MD	\$601.79	1
254	Keegan's Meadow	Stafford, TX	\$1,226.61	1
5156	Macon Plaza	Franklin, NC	\$2,433.25	1
6372	Moundsville Plaza	Moundsville, WV	\$244.15	1
6428	Rio Grande Plaza	Rio Grande, NJ	\$1,019.56	1
<b>CENTERCAL PROPERTIES LLC</b>				
<b>Store No.</b>	<b>Shopping Center</b>	<b>City, State</b>	<b>Administrative Claim Amount</b>	<b>Exhibit</b>
6103	The Village at Meridian	Meridian, ID	\$18,052.89	5
6059	Treasure Valley Marketplace	Nampa, ID	\$4,211.02	6
<b>CENTENNIAL REAL ESTATE COMPANY, LLC</b>				
<b>Store No.</b>	<b>Shopping Center</b>	<b>City, State</b>	<b>Administrative Claim Amount</b>	<b>Exhibit</b>
40	Brazos Mall	Lake Jackson, TX	\$2,253.16	7
<b>GATEWAY PLAZA</b>				
<b>Store No.</b>	<b>Shopping Center</b>	<b>City, State</b>	<b>Administrative Claim Amount</b>	<b>Exhibit</b>
5374	Conecuh River Shares, Ltd	Greenville, AL	\$5,254.05	12
<b>GEMINI ROSEMONT COMMERCIAL REAL ESTATE</b>				
<b>Store No.</b>	<b>Shopping Center</b>	<b>City, State</b>	<b>Administrative Claim Amount</b>	<b>Exhibit</b>
634	Broadmoor Mall	Hobbs, NM	\$1,651.47	8



NEW MARKET PROPERTIES LLC				
Store No.	Shopping Center	City, State	Administrative Claim Amount	Exhibit
212	Champions Village	Houston, TX	\$1,040.94	9
SP PORTERS VALE LLC				
Store No.	Shopping Center	City, State	Administrative Claim Amount	Exhibit
6114	Porters Vale Shopping Center	Valparaiso, IN	\$1,254.32	2
THE MACERICH COMPANY				
Store No.	Shopping Center	City, State	Administrative Claim Amount	Exhibit
6003	SouthPark Mall	Moline, IL	\$79,041.38	10
160	South Plains Mall	Lubbock, TX	\$0.00	N/A
TRED AVON LLC				
Store No.	Shopping Center	City, State	Administrative Claim Amount	Exhibit
5048	Tred Avon Square	Easton, MD	\$33,594.70	3
VENTUREPOINT PROPERTY				
Store No.	Shopping Center	City, State	Administrative Claim Amount	Exhibit
5531	Saybrook Plaza	Saybrook, OH	\$13,389.55	11

# **Exhibit 1**

EXHIBIT 1

Date Filed	State Filed	Alternate BU	Legal Entity Name	Tenant Number	Store Number	Total Gross Amt Due Amount	Total Amt Due	Pre-Petition Charges thru 5/9/20	Post-Petition Charges 5/10/20 -current
5/10/2020	TX	125901 - Anson Station	Brixmor Holdings 11 SPE, LLC	877911 - Peebles	5320	39,707.21	33,980.19	26,446.09	7,534.10
5/10/2020	TX	162801 - Macon Plaza	BRE Retail Residual NC Owner L.P.	877911 - Peebles	5156	25,035.70	21,530.51	19,097.26	2,433.25
5/10/2020	TX	402801 - Fox Run Shopping	Fox Run Limited Partnership	877911 - Peebles	6148	43,324.73	40,910.48	40,308.69	601.79
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	58,923.31	45,815.13	44,795.57	1,019.56
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	15,626.94	10,500.03	10,255.89	244.15
5/10/2020	TX	520101 - Keegan's Meadow	Brixmor GA Apollo II TX LP	877910 - Palais Royal	254	29,020.54	20,586.17	19,359.56	1,226.61
<b>Total</b>						<b>211,638.43</b>	<b>173,322.51</b>	<b>160,263.07</b>	<b>13,059.45</b>

[illegible]

<b>Totals</b>	<b>39,707.21</b>	<b>33,980.19</b>	<b>26,446.09</b>	<b>7,534.10</b>	<b>101,450.04</b>
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Monthly Charges						
Remark	Bill Code	Starting	Ending	Gross Amt	Months	Total
Annual Minimum Rent	AMR	9/1/2020	2/28/2022	6,808.13	18	122,546.34
CAM (Escrow / Deposit)	CAM	9/1/2020	2/28/2022	1,646.04	18	29,628.72
<b>Total through end of lease</b>						<b>152,175.06</b>

Date Filed	State Filed	Alternate BU	Legal Entity Name	Tenant Number	Store Number	GL Date	Bill Code	Name - Remark	Date Range Billed	Gross Amount	Total Amt Due	Pre-Petition Charges thru 5/9/20	Post-Petition Charges 5/10/20 -current	Annualized Rent + Extras	Rejection Date	Lease Expiration Date	Original Lease Start Date	Security Deposit	Guarantor(s)
5/10/2020	TX	162801 - Macon Plaza	BRE Retail Residual NC Owner L.P.	877911 - Peebles	5156	12/9/2019	RRET	RRET	1/1/19 - 12/31/19	7,436.63	7,436.63	7,436.63			8/31/2020	1/31/2023	11/4/2002	None	None
5/10/2020	TX	162801 - Macon Plaza	BRE Retail Residual NC Owner L.P.	877911 - Peebles	5156	3/2/2020	RCAM	RCAM/RINS	1/1/19 - 12/31/19	58.34	58.34	58.34			8/31/2020	1/31/2023	11/4/2002	None	None
5/10/2020	TX	162801 - Macon Plaza	BRE Retail Residual NC Owner L.P.	877911 - Peebles	5156	3/2/2020	RINS	RCAM/RINS	1/1/19 - 12/31/19	2,341.32	2,341.32	2,341.32			8/31/2020	1/31/2023	11/4/2002	None	None
5/10/2020	TX	162801 - Macon Plaza	BRE Retail Residual NC Owner L.P.	877911 - Peebles	5156	4/1/2020	AMR	Annual Minimum Rent	4/1/20 - 4/30/20	4,240.50	4,240.50	4,240.50			8/31/2020	1/31/2023	11/4/2002	None	None
5/10/2020	TX	162801 - Macon Plaza	BRE Retail Residual NC Owner L.P.	877911 - Peebles	5156	4/1/2020	CAM	CAM (Escrow / Deposit)	4/1/20 - 4/30/20	933.83	933.83	933.83			8/31/2020	1/31/2023	11/4/2002	None	None
5/10/2020	TX	162801 - Macon Plaza	BRE Retail Residual NC Owner L.P.	877911 - Peebles	5156	5/1/2020	AMR	Annual Minimum Rent	5/1/20 - 5/31/20	4,240.50	1,367.90	1,231.11	136.79		8/31/2020	1/31/2023	11/4/2002	None	None
5/10/2020	TX	162801 - Macon Plaza	BRE Retail Residual NC Owner L.P.	877911 - Peebles	5156	5/1/2020	CAM	CAM (Escrow / Deposit)	5/1/20 - 5/31/20	933.83	301.24	271.11	30.13		8/31/2020	1/31/2023	11/4/2002	None	None
5/10/2020	TX	162801 - Macon Plaza	BRE Retail Residual NC Owner L.P.	877911 - Peebles	5156	9/11/2020	FCAM	Final CAM Bill	1/1/20-8/31/20	-1,928.40	-1,928.40	-1,027.43	-900.97		8/31/2020	1/31/2023	11/4/2002	None	None
5/10/2020	TX	162801 - Macon Plaza	BRE Retail Residual NC Owner L.P.	877911 - Peebles	5156	9/11/2020	FINS	Final INS Bill	1/1/20-8/31/20	1,771.82	1,771.82	944.00	827.82		8/31/2020	1/31/2023	11/4/2002	None	None
5/10/2020	TX	162801 - Macon Plaza	BRE Retail Residual NC Owner L.P.	877911 - Peebles	5156	9/11/2020	FRET	Final RET Bill	1/1/20-8/31/20	5,007.33	5,007.33	2,667.84	2,339.49		8/31/2020	1/31/2023	11/4/2002	None	None

Totals

25,035.70 21,530.51 19,097.26

2,433.25

62,091.96

## Monthly Charges

Remark	Bill Code	Starting	Ending	Gross Amt	Months	Total
Annual Minimum Rent	AMR	9/1/2020	1/31/2023	4,240.50	29	122,974.50
CAM (Escrow / Deposit)	CAM	9/1/2020	1/31/2023	933.83	29	27,081.07
Total Charges						150,055.57

Date Filed	State Filed	Alternate BU	Legal Entity Name	Tenant Number	Store Number	GL Date	Bill Code	Name - Remark	Date Range Billed	Gross Amount	Total Amt Due	Pre-Petition Charges thru 5/9/20	Post-Petition Charges 5/10/20 -current	Annualized Rent + Extras	Rejection Date	Lease Expiration Date	Original Lease Start Date	Security Deposit	Guarantor(s)
5/10/2020	TX	402801 - Fox Run Shopping Center	Fox Run Limited Partnership	877911 - Peebles	6148	5/2/2019	RCAM	RCAM/RINS 1/1/18-12/31/18	1/1/18 - 12/31/18	-6,195.14	-1,317.17	-1,317.17			9/30/2020	1/31/2027	11/7/1991	None	None
5/10/2020	TX	402801 - Fox Run Shopping Center	Fox Run Limited Partnership	877911 - Peebles	6148	2/24/2020	RCAM	RCAM 1/1/19 - 12/31/19	1/1/19 - 12/31/19	-6,443.00	-1,098.48	-1,098.48			9/30/2020	1/31/2027	11/7/1991	None	None
5/10/2020	TX	402801 - Fox Run Shopping Center	Fox Run Limited Partnership	877911 - Peebles	6148	3/1/2020	AMR	Annual Minimum Rent	3/1/20 - 3/31/20	16,800.06	16,800.06	16,800.06			9/30/2020	1/31/2027	11/7/1991	None	None
5/10/2020	TX	402801 - Fox Run Shopping Center	Fox Run Limited Partnership	877911 - Peebles	6148	3/1/2020	CAM	CAM (Escrow / Deposit)	3/1/20 - 3/31/20	1,854.23	1,854.23	1,854.23			9/30/2020	1/31/2027	11/7/1991	None	None
5/10/2020	TX	402801 - Fox Run Shopping Center	Fox Run Limited Partnership	877911 - Peebles	6148	4/1/2020	AMR	Annual Minimum Rent	4/1/20 - 4/30/20	16,800.06	16,800.06	16,800.06			9/30/2020	1/31/2027	11/7/1991	None	None
5/10/2020	TX	402801 - Fox Run Shopping Center	Fox Run Limited Partnership	877911 - Peebles	6148	4/1/2020	CAM	CAM (Escrow / Deposit)	4/1/20 - 4/30/20	1,854.23	1,854.23	1,854.23			9/30/2020	1/31/2027	11/7/1991	None	None
5/10/2020	TX	402801 - Fox Run Shopping Center	Fox Run Limited Partnership	877911 - Peebles	6148	5/1/2020	AMR	Annual Minimum Rent	5/1/20 - 5/31/20	16,800.06	4,877.44	4,877.44			9/30/2020	1/31/2027	11/7/1991	None	None
5/10/2020	TX	402801 - Fox Run Shopping Center	Fox Run Limited Partnership	877911 - Peebles	6148	5/1/2020	CAM	CAM (Escrow / Deposit)	5/1/20 - 5/31/20	1,854.23	1,140.11	538.32	601.79		9/30/2020	1/31/2027	11/7/1991	None	None
<b>Totals</b>										<b>43,324.73</b>	<b>40,910.48</b>	<b>40,308.69</b>	<b>601.79</b>	<b>223,851.48</b>					

Monthly Charges						
Remark	Bill Code	Starting	Ending	Gross Amt	Months	Total
Annual Minimum Rent	AMR	10/1/2020	1/31/2022	16,800.06	16	268800.96
Annual Minimum Rent	AMR	2/1/2022	1/31/2027	16,800.06	60	1008003.6
CAM (Escrow / Deposit)	CAM	10/1/2020	1/31/2022	1,854.23	16	29667.68
CAM (Escrow / Deposit)	CAM	2/1/2022	1/31/2027	1,854.23	60	111253.8
Monthly Charges						1417726.04

Date Filed	State Filed	Alternate BU	Legal Entity Name	Tenant Number	Store Number	GL Date	Bill Code	Name - Remark	Date Range Billed	Gross Amount	Total Amt Due	Pre-Petition Charges thru 5/9/20	Post-Petition Charges 5/10/20 -current	Rejection Date	Lease Expiration Date	Original Lease Start Date	Security Deposit	Guarantor(s)
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	3/9/2020	OUW	5349 - ouw (no dates given)		-153.98	-153.98	-153.98		9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	3/1/2020	AMR	Annual Minimum Rent	3/1/20 - 3/31/20	17,500.00	17,500.00	17,500.00		9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	3/1/2020	CAM	CAM (Escrow / Deposit)	3/1/20 - 3/31/20	1,595.78	1,595.78	1,595.78		9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	3/1/2020	INS	Insurance	3/1/20 - 3/31/20	254.39	254.39	254.39		9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	3/23/2020	RCAM	RCAM/RINS	1/1/19 - 12/31/19	350.68	350.68	350.68		9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	3/23/2020	RINS	RCAM/RINS	1/1/19 - 12/31/19	130.76	130.76	130.76		9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	4/1/2020	AMR	Annual Minimum Rent	4/1/20 - 4/30/20	17,500.00	17,500.00	17,500.00		9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	4/1/2020	CAM	CAM (Escrow / Deposit)	4/1/20 - 4/30/21	1,595.78	1,595.78	1,595.78		9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	4/1/2020	INS	Insurance	4/1/20 - 4/30/22	254.39	254.39	254.39		9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	4/21/2020	US	WATER/SEWER	2/21/20 - 3/23/20	53.33	53.33	53.33		9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	4/21/2020	UW	WATER/SEWER	2/21/20 - 3/23/20	96.65	96.65	96.65		9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	5/1/2020	AMR	Annual Minimum Rent	5/1/20 - 5/31/20	17,500.00	5,645.16	5,080.65	564.51	9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	5/1/2020	CAM	CAM (Escrow / Deposit)	5/1/20 - 5/31/20	1,595.78	514.77	463.29	51.48	9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	5/1/2020	INS	Insurance	5/1/20 - 5/31/20	254.39	82.06	73.86	8.20	9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	5/19/2020	US	03/23/20-04/21/20 WATER/SEWER	03/23/20-04/21/20	53.33	53.33		53.33	9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	5/19/2020	UW	03/23/20-04/21/20 WATER/SEWER	03/23/20-04/21/20	86.40	86.40		86.40	9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	6/10/2020	US	WATER/SEWER	04/21/20-05/20/20	53.33	53.33		53.33	9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	6/10/2020	UW	WATER/SEWER	04/21/20-05/20/20	86.40	86.40		86.40	9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	7/16/2020	US	WATER/SEWER	05/20/20-06/19/20	53.33	53.33		53.33	9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	7/16/2020	UW	WATER/SEWER	05/20/20-06/19/20	89.35	89.35		89.35	9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	8/6/2020	POA	Payment on Account		-180.26	-180.26		-180.26	9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	9/8/2020	US	WATER/SEWER	07/22/20-08/19/20	53.33	53.33		53.33	9/30/2020	1/31/2022	4/11/1991	None	None
5/10/2020	TX	407301 - Rio Grande Plaza	Rio Grande Associates, L.P.	877911 - Peebles	6428	9/8/2020	UW	WATER/SEWER	07/22/20-08/19/20	100.15	100.15		100.15	9/30/2020	1/31/2022	4/11/1991	None	None
TOTAL										58,923.31	45,815.13	44,795.57	1,019.56					

## Monthly Charges

Remark	Bill Code	Start	Ending	Gross Amt	Months	Total
Annual Minimum Rent	AMR	10/1/2020	1/31/2022	17,500.00	16	280,000.00
CAM (Escrow / Deposit)	CAM	10/1/2020	1/31/2022	1,595.78	16	25,532.48
Insurance	INS	10/1/2020	1/31/2022	254.39	16	4,070.24
Total						309,602.72

Date Filed	State Filed	Alternate BU	Legal Entity Name	Tenant Number	Store Number	GL Date	Bill Code	Name - Remark	Date Range Billed	Gross Amount	Total Amt Due	Pre-Petition Charges thru 5/9/20	Post-Petition Charges 5/10/20 -current	Rejection Date	Lease Expiration Date	Original Lease Start Date	Security Deposit	Guarantor(s)
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	3/1/2020	AMR	Annual Minimum Rent	3/1/20 - 3/31/20	5,250.00	5,250.00	5,250.00		8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	3/1/2020	CAM	CAM (Escrow / Deposit)	3/1/20 - 3/31/20	1,249.66	1,249.66	1,249.66		8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	3/1/2020	RETX	Real Estate Tax (Escrow)	3/1/20 - 3/31/20	1,068.64	1,068.64	1,068.64		8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	4/1/2020	AMR	Annual Minimum Rent	4/1/20 - 4/30/20	5,250.00	5,250.00	5,250.00		8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	4/1/2020	CAM	CAM (Escrow / Deposit)	4/1/20 - 4/30/20	1,249.66	1,249.66	1,249.66		8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	4/1/2020	RETX	Real Estate Tax (Escrow)	4/1/20 - 4/30/20	1,068.64	1,068.64	1,068.64		8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	5/1/2020	AMR	Annual Minimum Rent	5/1/20 - 5/31/20	5,250.00	1,524.19	1,524.19		8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	5/1/2020	CAM	CAM (Escrow / Deposit)	5/1/20 - 5/31/20	1,249.66	362.80	362.80		8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	5/1/2020	RETX	Real Estate Tax (Escrow)	5/1/20 - 5/31/20	1,068.64	554.40	310.25	244.15	8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	8/20/2020	RRET	RRET	01/01/2019-12/31/2019	-2,825.76	-2,825.76	-2,825.76		8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	9/11/2020	FCAM	FCAM 8/1/20 - 8/31/20		-1,022.32	-1,022.32	-1,022.32		8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	9/11/2020	FINS	FINS 8/1/20 - 8/31/20		293.53	293.53	293.53		8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	9/11/2020	FRET	FRET 1/1/20 - 8/31/20		-1,780.81	-1,780.81	-1,780.81		8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	9/11/2020	RCAM	RCAM 8/1/19 - 7/31/20		-5,014.05	-5,014.05	-5,014.05		8/31/2020	1/31/2024	11/4/2004	None	None
5/10/2020	TX	515701 - Moundsville Plaza	Brixmor GA Moundsville, LLC	877911 - Peebles	6372	9/11/2020	RINS	RINS 8/1/19 - 7/31/20		3,271.45	3,271.45	3,271.45		8/31/2020	1/31/2024	11/4/2004	None	None
Totals										15,626.94	10,500.03	10,255.89	244.15					

## Monthly Charges

Remark	Bill Code	Starting	Ending	Gross Amt	Months	Total
Annual Minimum Rent	AMR	9/1/2020	1/31/2024	5,250.00	41	215,250.00
CAM (Escrow / Deposit)	CAM	9/1/2020	1/31/2024	1,249.66	41	51,236.06
Real Estate Tax (Escrow)	RETX	9/1/2020	1/31/2024	1,068.64	41	43,814.24
Total through end of lease						310,300.30





# **Exhibit 2**

## EXHIBIT 2

**SP Porters Vale LLC****301 N Broadway****Suite 300****Milwaukee, WI 53202****Statement****Date**

9/1/2020

**Bill To**

Specialty Retailers, Inc.  
 Attn: Chuck Schultz  
 2425 West Loop South 10th Floor  
 Houston, TX 77027

**TOTAL ADMINISTRATIVE CLAIM AS OF 9/1: \$1,254.32**

Date	Transaction ID	Charge	Payment	Balance	Description
1/1/2020	Balance Forward			\$0.00	
2/21/2020	1766		\$6,529.57	(\$6,529.57)	2019 Operating Expense Reconciliation
3/1/2020	3652	\$38,883.86		\$32,354.29	March 2020 Rent
4/1/2020	3809	\$38,883.86		\$71,238.15	April 2020 Rent
5/1/2020	3895	\$38,883.86		\$110,122.01	May 2020 Rent
9/1/2020	3046		\$26,340.68	\$83,781.33	May 2020 Partial Rent Payment
<b>Current</b>	<b>1-30 Days</b>	<b>31-60 Days</b>	<b>60+ Days</b>	<b>Amount Due</b>	
\$0.00	(\$26,340.68)	\$0.00	\$110,122.01	\$83,781.33	

**Stub Short Pay: \$1,254.32**  
**(1 Day) =====**

# Exhibit 3

60 West Street  
Suite 204  
Annapolis, Maryland 21401

## EXHIBIT 3

## Statement

P8100-055-CU  
Peebles #5048  
210 Marlboro Avenue #55  
Easton, MD 21601

TRED AVON, LLC

DATE	DESCRIPTION	AMOUNT DUE	BALANCE
03/01/2020	Common Area Maintenance Fee	2,695.97	
03/01/2020	Marketing Fees	299.55	
03/01/2020	Monthly Rent	11,512.33	
04/01/2020	Common Area Maintenance Fee	2,696.03	
04/01/2020	Marketing Fees	299.55	
04/01/2020	Monthly Rent	11,512.33	
05/01/2020	Common Area Maintenance Fee	869.69	1 Day Short Pay Stub \$86.97
05/01/2020	Marketing Fees	96.64	1 Day Short Pay Stub \$9.66
05/01/2020	Monthly Rent	3,713.64	1 Day Short Pay Stub \$371.37
08/26/2020	2020 RTY Year End Recon	33,126.70	
	<b>PREVIOUS MONTH ENDING BALANCE</b>		<b>66,822.43</b>
	<b>CURRENT CHARGES</b>		
	<b>TOTAL POSTPETITION DUE</b>		
	STUB SHORT PAYS: \$	468.00	
<b>TOTAL CURRENT</b>	2020 RTY YEAR END	<b>\$33,126.70</b>	<b>0.00</b>
		<b>\$33,594.70</b>	
		=====	
<b>Total Amount Due:</b>			<b>\$ 66,822.43</b>

Comments:

Peebles #5048  
Daggett Darrough--10th Flr/RE  
2425 West Loop South  
Houston, TX 77027

Statement Date: 09/11/2020

Total Due: \$ 66,822.43

Please Return This Coupon With Your Payment

60 West Street  
Suite 204  
Annapolis, Maryland 21401

Date : 09/11/2020

Unit : P8100-055-CU

Amount Due : \$ 66,822.43

Bill to:  
Peebles #5048  
Daggett Darrough--10th Flr/RE  
2425 West Loop South  
Houston, TX 77027

Send Remittance to :  
60 West Street  
Suite 204  
Annapolis, Maryland 21401

# **Exhibit 4**

**CASE NAME: STAGE STORES, INC.**  
**CASE NUMBER: 20-32564**

**LOCATION:** Route 6 Mall (Peebles)

DATE OF CHARGE	DESCRIPTION OF CHARGE	AMOUNT DUE	INTEREST <sup>1</sup>	TOTAL AMOUNT DUE
5/10/2020	Pro-rated CAM (5/10/20 - 5/31/20)	\$1,172.63	\$41.12	\$1,213.75
5/10/2020	Pro-rated Rent (5/10/20 - 5/31/20)	\$4,679.00	\$164.09	\$4,843.09
5/10/2020	Pro-rated Real Estate Tax (5/10/20 - 5/31/20)	\$188.31	\$6.60	\$194.91
5/10/2020	Pro-rated School Tax (5/10/20 - 5/31/20)	\$706.60	\$24.78	\$731.38
6/1/2020	June 2020 Rent & Charges Short-pay	\$322.81	\$9.37	\$332.18
6/3/2020	Water and Sewer	\$208.00	\$5.93	\$213.93
7/1/2020	July 2020 Rent & Charges Short-pay	\$322.81	\$6.72	\$329.53
8/1/2020	August 2020 Rent & Charges Short-pay	\$322.81	\$3.98	\$326.79
8/3/2020	Payment	(\$6,246.95)	\$0.00	(\$6,246.95)
8/11/2020	School Tax	\$0.08	\$0.00	\$0.08
9/1/2020	September 2020 Rent & Charges Short-pay	\$322.81	\$1.24	\$324.05
		<u>\$1,998.91</u>	<u>\$263.83</u>	
<b>TOTAL POST-PETITION CHARGES:</b>				<u><b>\$2,262.74</b></u>

<sup>1</sup> Interest calculated at 10.% through 09/14/20, the Administrative Claims Bar Date.

# **Exhibit 5**



**CASE NAME: STAGE STORES, INC.**  
**CASE NUMBER: 20-32564**

**LOCATION:** The Village at Meridian

<b>DATE OF CHARGE</b>	<b>DESCRIPTION OF CHARGE</b>	<b>AMOUNT DUE</b>	<b>INTEREST<sup>1</sup></b>	<b>TOTAL AMOUNT DUE</b>
5/10/2020	Pro-rated CAM (5/10/20 - 5/31/20)	\$5,044.34	\$199.01	\$5,243.35
5/10/2020	Pro-rated Property Tax (5/10/20 - 5/31/20)	\$7,678.93	\$302.95	\$7,981.88
5/10/2020	Pro-rated Rent (5/10/20 - 5/31/20)	\$29,669.25	\$1,170.51	\$30,839.76
6/1/2020	June 2020 Rent & Charges Short-pay	\$0.01	\$0.00	\$0.01
7/1/2020	July 2020 Rent & Charges Short-pay	\$0.01	\$0.00	\$0.01
8/1/2020	August 2020 Rent & Charges Short-pay	\$14,215.89	\$237.58	\$14,453.47
8/3/2020	Payment	(\$40,465.59)	\$0.00	(\$40,465.59)
		<u>\$16,142.84</u>	<u>\$1,910.05</u>	
<b>TOTAL POST-PETITION CHARGES:</b>				<u><b>\$18,052.89</b></u>

<sup>1</sup> Interest calculated at 10.% through 09/30/20, the Claims Bar Date.

# **Exhibit 6**

**CASE NAME: STAGE STORES, INC.**  
**CASE NUMBER: 20-32564**

**LOCATION:** Treasure Valley Marketplace

<b>DATE OF CHARGE</b>	<b>DESCRIPTION OF CHARGE</b>	<b>AMOUNT DUE</b>	<b>INTEREST<sup>1</sup></b>	<b>TOTAL AMOUNT DUE</b>
5/10/2020	Pro-rated CAM (5/10/20 - 5/31/20)	\$4,855.08	\$191.54	\$5,046.62
5/10/2020	Pro-rated Insurance (5/10/20 - 5/31/20)	\$318.80	\$12.58	\$331.38
5/10/2020	Pro-rated Property Tax (5/10/20 - 5/31/20)	\$9,290.55	\$366.53	\$9,657.08
5/10/2020	Pro-rated Rent (5/10/20 - 5/31/20)	\$19,220.04	\$758.27	\$19,978.31
6/1/2020	June 2020 Rent & Charges Short-pay	\$360.00	\$12.03	\$372.03
7/1/2020	July 2020 Rent & Charges Short-pay	\$360.00	\$9.07	\$369.07
8/1/2020	August 2020 Rent & Charges Short-pay	\$360.00	\$6.02	\$366.02
8/3/2020	Payment	(\$31,909.49)	\$0.00	(\$31,909.49)
		<u>\$2,854.98</u>	<u>\$1,356.04</u>	
<b>TOTAL POST-PETITION CHARGES:</b>				<u><b>\$4,211.02</b></u>

<sup>1</sup> Interest calculated at 10.% through 09/30/20, the Claims Bar Date.

# **Exhibit 7**

**CASE NAME: STAGE STORES, INC.**  
**CASE NUMBER: 20-32564**

**LOCATION: Brazos Mall**

<b>DATE OF CHARGE</b>	<b>DESCRIPTION OF CHARGE</b>	<b>AMOUNT DUE</b>	<b>INTEREST<sup>1</sup></b>	<b>TOTAL AMOUNT DUE</b>
5/10/2020	Pro-rated Water and Sewer (5/10/20 - 5/31/20)	\$299.36	\$11.81	\$311.17
5/10/2020	Pro-rated Utilities - Trash (5/10/20 - 5/31/20)	\$359.24	\$14.17	\$373.41
6/30/2020	Payment	(\$653.00)	\$0.00	(\$653.00)
8/4/2020	Payment	(\$628.67)	\$0.00	(\$628.67)
8/5/2020	Payment	(\$992.71)	\$0.00	(\$992.71)
8/27/2020	Payment	(\$983.19)	\$0.00	(\$983.19)
8/31/2020	Pro-rated May 2020 Percentage Rent (5/10/20 - 5/31/20)	\$695.13	\$5.90	\$701.03
8/31/2020	June 2020 Percentage Rent	\$1,124.80	\$9.55	\$1,134.35
8/31/2020	July 2020 Percentage Rent	\$1,489.06	\$12.65	\$1,501.71
	Est. August 2020 Percentage Rent	\$1,489.06	\$0.00	\$1,489.06
		<u>\$2,199.08</u>	<u>\$54.08</u>	
<b>TOTAL POST-PETITION CHARGES:</b>				<u><b>\$2,253.16</b></u>

<sup>1</sup> Interest calculated at 10.% through 09/30/20, the Claims Bar Date.

# **Exhibit 8**

**POST-PETITION CHARGES**

**CASE NAME: STAGE STORES, INC.**

**LOCATION:** Broadmoor Shopping Center

**CASE NUMBER: 20-32564**

<b>DATE OF CHARGE</b>	<b>DESCRIPTION OF CHARGE</b>	<b>AMOUNT DUE</b>	<b>INTEREST<sup>1</sup></b>	<b>TOTAL AMOUNT DUE</b>
5/10/2020	Pro-rated Rent (5/10/20 - 5/31/20)	\$17,467.08	\$689.11	\$18,156.19
5/10/2020	Pro-rated CAM (5/10/20 - 5/31/20)	\$1,983.36	\$78.25	\$2,061.61
8/4/2020	Payment	(\$18,566.33)	\$0.00	(\$18,566.33)
		<u>\$884.11</u>	<u>\$767.36</u>	
<b>TOTAL POST-PETITION CHARGES:</b>				<u><b>\$1,651.47</b></u>

1 Interest calculated at 10.% through 09/30/20, the Claims Bar Date.

# Exhibit 9



**CASE NAME: STAGE STORES, INC.**  
**CASE NUMBER: 20-32564**

**LOCATION:** Champions Village

<b>DATE OF CHARGE</b>	<b>DESCRIPTION OF CHARGE</b>	<b>AMOUNT DUE</b>	<b>INTEREST<sup>1</sup></b>	<b>TOTAL AMOUNT DUE</b>
5/10/2020	Pro-rated CAM (5/10/20 - 5/31/20)	\$2,365.35	\$93.32	\$2,458.67
5/10/2020	Pro-rated Water (5/10/20 - 5/31/20)	\$53.23	\$2.10	\$55.33
5/10/2020	Pro-rated Insurance (5/10/20 - 5/31/20)	\$378.97	\$14.95	\$393.92
5/10/2020	Pro-rated Rent (5/10/20 - 5/31/20)	\$9,462.36	\$373.31	\$9,835.67
8/4/2020	Payment	(\$11,702.65)	\$0.00	(\$11,702.65)
		<u>\$557.26</u>	<u>\$483.68</u>	
<b>TOTAL POST-PETITION CHARGES:</b>				<u><b>\$1,040.94</b></u>

<sup>1</sup> Interest calculated at 10.% through 09/30/20, the Claims Bar Date.

# **Exhibit 10**

**CASE NAME: STAGE STORES, INC.**

**LOCATION:** SouthPark Mall

**CASE NUMBER: 20-32564**

DATE OF CHARGE	DESCRIPTION OF CHARGE	AMOUNT DUE	INTEREST <sup>1</sup>	TOTAL AMOUNT DUE
5/10/2020	Pro-rated Base Rent (5/10/20 - 5/31/20)	\$23,269.88	\$816.04	\$24,085.92
5/10/2020	Pro-rated Fixed CAM (5/10/20 - 5/31/20)	\$1,400.85	\$49.13	\$1,449.98
5/10/2020	Pro-rated Insurance (5/10/20 - 5/31/20)	\$897.60	\$31.48	\$929.08
5/10/2020	Pro-rated Promotional Fund Dues (5/10/20 - 5/31/20)	\$59.26	\$2.08	\$61.34
5/10/2020	Pro-rated Property Taxes (5/10/20 - 5/31/20)	\$6,834.83	\$239.69	\$7,074.52
6/1/2020	June 2020 Rent & Charges	\$45,742.50	\$1,328.41	\$47,070.91
6/2/2020	Payment	(\$30,048.56)	\$0.00	(\$30,048.56)
7/1/2020	July 2020 Rent & Charges	\$45,742.50	\$952.45	\$46,694.95
7/6/2020	Payment	(\$30,048.56)	\$0.00	(\$30,048.56)
8/1/2020	August 2020 Rent & Charges	\$45,742.50	\$563.95	\$46,306.45
8/3/2020	Payment	(\$30,048.56)	\$0.00	(\$30,048.56)
8/3/2020	Payment	(\$20,355.48)	\$0.00	(\$20,355.48)
8/31/2020	Paymt	(\$30,048.56)	\$0.00	(\$30,048.56)
9/1/2020	September 2020 Rent & Charges	\$45,742.50	\$175.45	\$45,917.95
		<u>\$74,882.70</u>	<u>\$4,158.68</u>	
<b>TOTAL POST-PETITION CHARGES:</b>				<u><b>\$79,041.38</b></u>

<sup>1</sup> Interest calculated at 10.% through 09/14/20, the Administrative Claims Bar Date.

# **Exhibit 11**

**CASE NAME: STAGE STORES, INC.**  
**CASE NUMBER: 20-32564**

**LOCATION:** Saybrook Plaza

<b>DATE OF CHARGE</b>	<b>DESCRIPTION OF CHARGE</b>	<b>AMOUNT DUE</b>	<b>INTEREST<sup>1</sup></b>	<b>TOTAL AMOUNT DUE</b>
5/10/2020	Pro-rated Base Rent (5/10/20 - 5/31/20)	\$8,739.91	\$306.50	\$9,046.41
5/10/2020	Pro-rated Water/Sewer (5/10/20 - 5/31/20)	\$56.16	\$1.97	\$58.13
6/1/2020	Water/Sewer	\$36.11	\$1.05	\$37.16
7/1/2020	July 2020 Base Rent Short-pay	\$3,919.09	\$81.60	\$4,000.69
7/1/2020	Water/Sewer	\$77.92	\$1.62	\$79.54
7/31/2020	Water/Sewer	\$77.92	\$0.98	\$78.90
8/26/2020	Water/Sewer	\$88.24	\$0.48	\$88.72
		<u>\$12,995.35</u>	<u>\$394.20</u>	
<b>TOTAL POST-PETITION CHARGES:</b>				<u><b>\$13,389.55</b></u>

<sup>1</sup> Interest calculated at 10.% through 09/14/20, the Administrative Claims Bar Date.

# **Exhibit 12**

## EXHIBIT 12

## GATEWAY PLAZA, LLC

CM Inquiry Report for Occupant: Goody's/LIT

From 3/1/2020 to 8/31/2020

Sorted by Date for Open / Closed Charges.

Master Occupant ID:

Address Id::

Lease Expires

2/28/2021

Balance Forward::

Charges (Debit):

Receipts (Credit):

Prepaid::

Net:

Security Deposit:

0.00

19,631.52

-6,883.72

0.00

12,747.80

0.00

Filed Bankruptcy May 10, 2020

Cat	Date	BatchID	Building ID	Lease ID	Src Description	Charges (Debit)	Receipts (Credit)	Receipt Type Id	Receipt Descriptor	Balance Invoice		
BRT	3/1/2020	HO130201		305	422 CH AUTOCHRG @T3/31/2020	3,233.33	0.00			3,233.33		
W/S	3/1/2020	HO130201		305	422 CH AUTOCHRG @T3/31/2020	38.59	0.00			3,271.92		
BRT	4/1/2020	HO130397		305	422 CH AUTOCHRG @T4/30/2020	3,233.33	0.00			6,505.25		
W/S	4/1/2020	HO130397		305	422 CH AUTOCHRG @T4/30/2020	38.59	0.00			6,543.84		
BRT	5/1/2020	HO130584		305	422 CH AUTOCHRG @T5/31/2020	3,233.33	0.00			9,777.17	22 Days	\$ 2,294.62
W/S	5/1/2020	HO130584		305	422 CH AUTOCHRG @T5/31/2020	38.59	0.00			9,815.76	22 Days	\$ 27.39
BRT	6/1/2020	HO130771		305	422 CH AUTOCHRG @T6/30/2020	3,233.33	0.00			13,049.09		
W/S	6/1/2020	HO130771		305	422 CH AUTOCHRG @T6/30/2020	38.59	0.00			13,087.68		
BRT	6/1/2020	HO130853		305	422 CR Receipt	0.00	-2,281.71	CHK	344108	10,805.97		
BRT	7/1/2020	HO131005		305	422 CH AUTOCHRG @T7/31/2020	3,233.33	0.00			14,039.30		
W/S	7/1/2020	HO131005		305	422 CH AUTOCHRG @T7/31/2020	38.59	0.00			14,077.89		
BRT	7/9/2020	HO131189		305	422 CR Receipt	0.00	-2,281.71	CHK	344790	11,796.18		
BRT	8/1/2020	HO131346		305	422 CH AUTOCHRG @T8/31/2020	3,233.33	0.00			15,029.51		
W/S	8/1/2020	HO131346		305	422 CH AUTOCHRG @T8/31/2020	38.59	0.00			15,068.10		
BRT	8/4/2020	HO131560		305	422 CR Receipt	0.00	-2,281.71	CHK	346020	12,786.39		
W/S	8/4/2020	HO131560		305	422 CR Receipt	0.00	-38.59	CHK	346020	12,747.80		
						-----	-----					
						19,631.52	-6,883.72					

## Total Pre-Petition

March 2020 rent and water/sewer

3,271.92

April 2020 rent and water/sewer

3,271.92

May 1 to May 10, 2020

949.91

**Total Pre-Petition****7,493.75**

## Post Petition

May 10 to May 31, 2020

2,322.01

June Short Pay

951.62

June water/sewer

38.59

July Rent Short Pay

951.62

July water/sewer

38.59

August Rent Short Pay

951.62

**Total Post Petition****5,254.05**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re:

STAGE STORES, INC., *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 20-32564 (DRJ)  
)  
) (Jointly Administered)  
)  
)

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**ORDER GRANTING APPLICATION OF ACADIA REALTY LIMITED  
PARTNERSHIP, BRIXMOR OPERATING PARTNERSHIP, CENTERCAL  
PROPERTIES LLC, CENTENNIAL REAL ESTATE COMPANY, LLC, CONECUH  
RIVER SHARES, LTD, GEMINI ROSEMONT COMMERCIAL REAL ESTATE, NEW  
MARKET PROPERTIES LLC, SP PORTERS VALE LLC, THE MACERICH  
COMPANY, TRED AVON LLC, AND VENTUREPOINT PROPERTY  
FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIMS**

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This matter came before the Court on the *Application of Acadia Realty Limited Partnership, Brixmor Operating Partnership, Centercal Properties LLC, Centennial Real Estate Company, LLC, Conecuh River Shares, Ltd, Gemini Rosemont Commercial Real Estate, New Market Properties LLC, SP Porters Vale LLC, The Macerich Company, Tred Avon LLC, and Venturepoint Property for Allowance and Payment of Administrative Expense Claims* (the “*Application*”).

The Court finds that the Court has jurisdiction to consider the Application under 28 U.S.C. §§ 157 and 1334; that consideration of the Application is a core proceeding pursuant to 28 U.S.C. § 157(b); that venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and that sufficient notice of the Application has been given and no other or further notice is necessary. Upon review of the Application and upon consideration of the evidence, statements and legal

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Stage Stores, Inc. (6900) and Specialty Retailers, Inc. (1900). The Debtors’ service address is: 2425 West Loop South, Houston, Texas 77027.



arguments made in support of the Application, the Court finds that the Application should be granted as set forth herein. Accordingly, it is hereby ORDERED that:

1. The Application is GRANTED to the extent set forth below.
2. EAch of the Landlords is granted an allowed administrative expense claim under 11 U.S.C. §§ 365(d)(3) and 503(b)(1)(A) in the amount set forth on the attached Schedule A.
3. Notwithstanding any Bankruptcy Rule or Local Rule to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
4. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

SIGNED: \_\_\_\_\_, 2020

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DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE

**SCHEDULE A**

<b>ACADIA REALTY LIMITED PARTNERSHIP</b>			
<b>Store No.</b>	<b>Shopping Center</b>	<b>City, State</b>	<b>Administrative Claim Amount</b>
56	Route 6 Mall	Lubbock, TX	\$2,262.74
6102	The Family Center at Riverdale	Riverdale, UT	\$0.00
<b>BRIXMOR OPERATING PARTNERSHIP LP</b>			
<b>Store No.</b>	<b>Shopping Center</b>	<b>City, State</b>	<b>Administrative Claim Amount</b>
5320	Anson Station	Wadesboro, NC	\$7,534.10
6418	Fox Run Shopping Center	Prince Frederick, MD	\$601.79
254	Keegan's Meadow	Stafford, TX	\$1,226.61
5156	Macon Plaza	Franklin, NC	\$2,433.25
6372	Moundsville Plaza	Moundsville, WV	\$244.15
6428	Rio Grande Plaza	Rio Grande, NJ	\$1,019.56
<b>CENTERCAL PROPERTIES LLC</b>			
<b>Store No.</b>	<b>Shopping Center</b>	<b>City, State</b>	<b>Administrative Claim Amount</b>
6103	The Village at Meridian	Meridian, ID	\$18,052.89
6059	Treasure Valley Marketplace	Nampa, ID	\$4,211.02
<b>CENTENNIAL REAL ESTATE COMPANY, LLC</b>			
<b>Store No.</b>	<b>Shopping Center</b>	<b>City, State</b>	<b>Administrative Claim Amount</b>
40	Brazos Mall	Lake Jackson, TX	\$2,253.16
<b>GATEWAY PLAZA</b>			
<b>Store No.</b>	<b>Shopping Center</b>	<b>City, State</b>	<b>Administrative Claim Amount</b>
5374	Conecuh River Shares, Ltd	Greenville, AL	\$5,254.05
<b>GEMINI ROSEMONT COMMERCIAL REAL ESTATE</b>			
<b>Store No.</b>	<b>Shopping Center</b>	<b>City, State</b>	<b>Administrative Claim Amount</b>
634	Broadmoor Mall	Hobbs, NM	\$1,651.47

NEW MARKET PROPERTIES LLC			
Store No.	Shopping Center	City, State	Administrative Claim Amount
212	Champions Village	Houston, TX	\$1,040.94
SP PORTERS VALE LLC			
Store No.	Shopping Center	City, State	Administrative Claim Amount
6114	Porters Vale Shopping Center	Valparaiso, IN	\$1,254.32
THE MACERICH COMPANY			
Store No.	Shopping Center	City, State	Administrative Claim Amount
6003	SouthPark Mall	Moline, IL	\$79,041.38
160	South Plains Mall	Lubbock, TX	\$0.00
TRED AVON LLC			
Store No.	Shopping Center	City, State	Administrative Claim Amount
5048	Tred Avon Square	Easton, MD	\$33,594.70
VENTUREPOINT PROPERTY			
Store No.	Shopping Center	City, State	Administrative Claim Amount
5531	Saybrook Plaza	Saybrook, OH	\$13,389.55