



ENTERED
05/12/2020

**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> , ¹))	Case No. 20-32564 (DRJ)
))	
Debtors.))	(Jointly Administered)
))	
))	Re: Docket No. 18

ORDER (I) AUTHORIZING THE DEBTORS TO PAY PREPETITION CLAIMS OF LIEN CLAIMANTS (II) CONFIRMING ADMINISTRATIVE EXPENSE PRIORITY OF OUTSTANDING ORDERS, AND (III) GRANTING RELATED RELIEF

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"): (a) authorizing, but not directing, the Debtors to pay in the ordinary course all prepetition and postpetition amounts owing on account of certain lienholders; (b) confirming the administrative expense priority status of Outstanding Orders (as defined below); and (c) granting related relief, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter an order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the

¹ 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.

² Capitalized terms used and not defined herein have the meanings ascribed to them in the Motion.



Motion and opportunity for a hearing on the Motion were appropriate and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted set forth herein.

2. The Debtors are authorized, but not directed, to pay the prepetition lien claims, in the ordinary course of business and consistent with their prepetition practices as the Debtors deem necessary in their reasonable business judgement and are authorized to pay all undisputed amounts related to the Outstanding Orders in the ordinary course of business consistent with the parties' customary practices in effect prior to the Petition Date.

3. The Debtors are authorized, but not directed, to require that, as a condition to receiving any payments under this Order, a payee continue to supply goods or services to the Debtors in accordance with the Trade Terms, or any Trade Agreement. If a payee, after receiving a payment under this Order, ceases to provide the Trade Terms or otherwise violates the Trade Agreement, if applicable, then the Debtors may, in their reasonable business judgment deem such payment to apply instead to any postpetition amount that may be owing to such payee or treat such payment as an avoidable postpetition transfer of property. Any party that accepts payment from the Debtors on account of a Supply Claim shall be deemed to have agreed to the terms and provisions of this Order.

4. Any party that accepts payment from the Debtors on account of a Supply Claim shall be deemed to have agreed to the terms and provisions of this Order.

5. Subject to paragraph 3 of this Order, all undisputed obligations related to the Outstanding Orders are granted administrative expense priority status in accordance with section 503(b)(1)(A) of the Bankruptcy Code.

6. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against a Debtor entity under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any claim; (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any order granting the relief requested by the Motion or any order granting the relief requested by the Motion or a finding that any particular claim is an administrative expense claim or other priority claim; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; (g) a waiver or limitation of the Debtors', or any other party in interest's, rights under the Bankruptcy Code or any other applicable law; or (h) a concession by the Debtors that any liens (contractual, common law, statutory, or otherwise) that may be satisfied pursuant to the relief requested in this Motion are valid, and the rights of all parties in interest are expressly reserved to contest the extent, validity, or perfection or seek avoidance of all such liens.

7. The Debtors shall maintain a matrix/schedule of amounts directly or indirectly paid, subject to the terms and conditions of this Order, including the following information: (a) the names of the payee; (b) the amount of the payment; (c) the category or type of payment, as further described and classified in the Motion; (d) the Debtor or Debtors that made the payment; and

(e) the payment date. The Debtors shall provide a copy of such matrix/schedule to the U.S. Trustee, and any statutory committee appointed in these chapter 11 cases every 30 days beginning upon entry of this Order.

8. Nothing herein shall impair or prejudice the rights of the U.S. Trustee and the statutory committee appointed in these chapter 11 cases, which are expressly reserved, to object to any payment made pursuant to this order to an insider (as such term is defined in section 101(31) of the Bankruptcy Code), or an affiliate of an insider, of the Debtors. To the extent the Debtors intend to make a payment to an insider or an affiliate of an insider of the Debtors, the Debtors shall, to the extent reasonably practicable, provide three (3) business days' advance notice to, and opportunity to object by the U.S. Trustee and any statutory committee appointed in these chapter 11 cases; provided, that if any party objects to the payment, the Debtors shall not make such payment without further order of the Court.

9. The Debtor shall not pay any obligations under this Order unless they are due or are deemed necessary to be paid in the Debtor's reasonable business judgment to ensure ongoing provision of goods or services or otherwise to avoid an adverse effect on operations.

10. Notwithstanding anything to the contrary herein, prior to making any payment pursuant to this Order to a Lien Claimant, the Debtors shall provide such Lien Claimant with a copy of this Order (unless previously provided to such Lien Claimant).

5. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor, and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on

the Debtors' designation of any particular check or electronic payment request as approved by this by this Order.

11. The Debtors are authorized to issue postpetition checks, or to effect postpetition fund transfer requests, in replacement of any checks or fund transfer requests that are dishonored as a consequence of these chapter 11 cases with respect to prepetition amounts owed in connection with any obligations.

12. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

13. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

15. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: May 12, 2020.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
Southern District of TexasIn re:
Stage Stores, Inc.
ARCP MT Lafayette In, LLC
DebtorsCase No. 20-32564-drj
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: emiller
Form ID: pdf002Page 1 of 3
Total Noticed: 39

Date Rcvd: May 13, 2020

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 15, 2020.

aty +Deena L Buchanan, Buchanan Law Firm, LLC, 5345 Wyoming Blvd NE, Suite 202,
Albuquerque, NM 87109-3148

aty +Gregory S Frayser, Cline Williams wright et al, 233 S 13 St., Suite 1900,
Lincoln, NE 68508-2000

aty +Robert S. Friedman, Sheppard Mullin Richter and Hampton, 30 Rockefeller Plaza,
New York, NY 10112-0079

cr +Andrews Independent School District, et al, C/O Laura J. Monroe,
Perdue, Brandon, Fielder, Collins & Mott, PO Box 817, Lubbock, TX 79408-0817

cr +Atascosa County, 112 E. Pecan St., Suite 2200, San Antonio, TX 78205-1588

cr +Bexar County, 112 E. Pecan St., Suite 2200, San Antonio, TX 78205-1588

cr +Brewster County, 112 E. Pecan St., Suite 2200, San Antonio, TX 78205-1588

cr +Brookfield Property REIT, Inc., Kristen N. Pate, 350 N. Orleans St., Suite 300,
Chicago, IL 60654-1607

cr +CITY OF EAGLE PASS, 112 E. Pecan St., Suite 2200, San Antonio, TX 78205-1588

cr +Carbondale Real Estate LLC, c/o Barclay Damon LLP, Attn: Kevin M. Newman,
Barclay Damon Tower, 125 East Jefferson Street, Syracuse, NY 13202-2515

cr +City of El Paso, 112 E. Pecan St., Suite 2200, San Antonio, TX 78205-1588

cr +City of Del Rio, 112 E. Pecan St., Suite 2200, San Antonio, TX 78205-1588

cr +City of Mercedes, Mercedes ISD, Cityof Weslaco & W, c/o John T. Banks,
3301Northland Drive Ste 505, Austin, TX 78731-4954

cr +City of Sulphur Springs, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N. Stemmons Freeway, Suite 1000, Dallas, TX 75207-2328

cr +Dallas County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N. Stemmons Freeway, Suite 1000, Dallas, TX 75207-2328

cr +Ector CAD, 112 E Pecan Street, Suite 2200, San Antonio, TX 78205-1588

cr +Gonzales County, 112 E. Pecan Street, Suite 2200, San Antonio, TX 78205-1588

cr +Grayson County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N. Stemmons Freeway, Suite 1000, Dallas, TX 75207-2328

cr +Hood CAD, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N. Stemmons Freeway, Suite 1000, Dallas, TX 75207-2328

cr +Humble Independent School District, et al, c/o Owen M. Sonik, PBFCM, LLP,
1235 N. Loop W., Ste 600, Houston, TX 77008-1772

intp +James Scott Douglass, 1811 Bering Dr., Suite 420, Houston, TX 77057-3186

intp +Kurtzman Carson Consultants LLC, 222 N Pacific Coast Highway, Suite 300,
El Segundo, CA 90245-5614

cr +Merge Holdings, LLC, c/o Matthew T. Taplett, Esq., 500 W.7th St. #600,
Fort Worth, TX 76102-4751

cr +Nike USA, Inc., c/o Anthony Saccullo, A.M. Saccullo Legal, LLC, 27 Crimson King Drive,
Bear, DE 19701-2392

cr +Pecos County, 112 E. Pecan St., Suite 2200, San Antonio, TX 78205-1588

cr +Reeves County, 112 E. Pecan St., Suite 2200, San Antonio, TX 78205-1588

cr +Rivercrest Realty Associates, LLC, c/o Barclay Damon LLP, Attn: Kevin M. Newman,
Barclay Damon Tower, 125 East Jefferson Street, Syracuse, NY 13202-2515

cr +Rusk County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N. Stemmons Freeway, Suite 1000, Dallas, TX 75207-2328

cr +Simon Property Group, Inc., Attn: Ronald M. Tucker, Esq., 225 West Washington Street,
Indianapolis, IN 46204-3438

cr +Smith County, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328

intp State of Texas, c/o Texas Attorney General's Office, Bankruptcy & Collections Division,
P. O. Box 12548 MC-008, Austin, TX 78711-2548

cr +Sulphur Springs ISD, Linebarger Goggan Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N Stemmons Frwy Ste 1000, Dallas, TX 75207-2328

cr +Tarrant County, Linebarger, Goggan, Blair & Sampson, LLP, c/o Elizabeth Weller,
2777 N. Stemmons Frwy Ste 1000, Dallas, TX 75207, UNITED STATES 75207-2328

cr Texas Comptroller of Public Accounts, E. Stuart Phillips, P.O. Box 12548,
Austin, TX 78711-2548

cr +Val Verde County, 112 E. Pecan St., Suite 2200, San Antonio, TX 78205-1588

cr +Ward County, 112 E. Pecan St., Suite 2200, San Antonio, TX 78205-1588

cr +Wilson County, 112 E. Pecan St., Suite 2200, San Antonio, TX 78205-1588

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

db +E-mail/Text: BNC-ALLIANCE@QUANTUM3GROUP.COM May 13 2020 22:12:07 Stage Stores, Inc.,
2425 West Loop South, Houston, TX 77027-4300

intp +E-mail/Text: jeremiah.buettner@mcafeetaft.com May 13 2020 22:13:01
McAfee & Taft A Professional Corporation, Two Leadership Square, Tenth Floor,
211 N. Robinson, Oklahoma City, OK 73102, UNITED STATES 73102-7109

TOTAL: 2

District/off: 0541-4

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Date Rcvd: May 13, 2020

***** BYPASSED RECIPIENTS (continued) *****

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

crcmch ARCP MT Lafayette In, LLC
 cr ARCP MT Springfield IL, LLC
 cr Action Properties, LLC
 cr Ash Investors LLC
 cr BRE RC Southpark II TX LP
 cr Cole MT Rapid City
 cr Comenity Bank
 cr Comenity Capital Bank
 intp GCCLE-Shadow Creek, LP
 consult Gordon Brothers Retail Partners, LLC
 cr Jack Schwartz Shoes Inc
 cr Ralph Lauren Corporation
 cr S4LLC
 cr SD (I)LLC
 cr San Juan Associates, LP
 cr Spring Park Property Owners, LLC
 cr Wells Fargo Bank, National Association, as Adminis
 cr Wells Fargo Bank, National Association, as Term Lo

TOTALS: 18, * 0, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
 USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: May 15, 2020

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 12, 2020 at the address(es) listed below:

Alicia Lenae McCullar on behalf of U.S. Trustee US Trustee alicia.mccullar@usdoj.gov
 Charles R Gibbs on behalf of Consultant Gordon Brothers Retail Partners, LLC
 charles.gibbs@kattenlaw.com,
 casey.stuckey@kattenlaw.com/ecf.lax.docket@kattenlaw.com/nicole.nowacki@kattenlaw.com/nyc.bknotices@katten.com
 Chris Paul Di Ferrante on behalf of Interested Party GCCLE-Shadow Creek, LP chris@cdfllaw.com
 Christopher Thompson on behalf of Creditor Comenity Capital Bank crthompson@burr.com
 Christopher Thompson on behalf of Creditor Comenity Bank crthompson@burr.com
 Don Stecker on behalf of Creditor Bexar County sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor Atascosa County sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor City Of El Paso sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor Val Verde County sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor Gonzales County sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor Pecos County sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor CITY OF EAGLE PASS sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor Wilson County sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor Ector CAD sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor Ward County sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor Brewster County sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor City of Del Rio sanantonio.bankruptcy@lgbs.com
 Don Stecker on behalf of Creditor Reeves County sanantonio.bankruptcy@lgbs.com
 E Stuart Phillips on behalf of Creditor Texas Comptroller of Public Accounts
 bk-sphillips@oag.texas.gov, sherri.simpson@oag.texas.gov
 Evan Gershbein on behalf of Interested Party Kurtzman Carson Consultants LLC
 ECFpleadings@kccllc.com, ecfpleadings@kccllc.com
 Hector Duran, Jr on behalf of U.S. Trustee US Trustee Hector.Duran.Jr@usdoj.gov
 James Scott Douglass on behalf of Interested Party James Scott Douglass jsd@aol.com
 Jason Bradley Binford on behalf of Interested Party State of Texas Jason.binford@oag.texas.gov
 Jayson B. Ruff on behalf of U.S. Trustee US Trustee jayson.b.ruff@usdoj.gov
 John T Banks on behalf of Creditor City of Mercedes, Mercedes ISD, Cityof Weslaco & Weslaco
 ISD jbanks@pbfc.com, jbanks@ecf.inforuptcy.com
 Joseph E Bain on behalf of Creditor Action Properties, LLC JBain@joneswalker.com,
 kvrana@joneswalker.com

District/off: 0541-4

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Date Rcvd: May 13, 2020

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Joseph E Sarachek on behalf of Creditor Jack Schwartz Shoes Inc jsarachek@crtllc.com,
bschwab@crtllc.com;grosenblum@crtllc.com
Joseph E Sarachek on behalf of Creditor S4LLC jsarachek@crtllc.com,
bschwab@crtllc.com;grosenblum@crtllc.com
Justin Bernbrock on behalf of Creditor Ralph Lauren Corporation jbernbrock@sheppardmullin.com
Karen C Bifferato on behalf of Creditor BRE RC Southpark II TX LP
kbifferato@connollygallagher.com
Kevin M. Newman on behalf of Creditor Rivercrest Realty Associates, LLC
knewman@barclaydamon.com, kmnbk@barclaydamon.com
Kevin M. Newman on behalf of Creditor Carbondale Real Estate LLC knewman@barclaydamon.com,
kmnbk@barclaydamon.com
Kristen N Pate on behalf of Creditor Brookfield Property REIT, Inc. ggpbk@ggp.com
Laura J Monroe on behalf of Creditor Andrews Independent School District, et al
lmbkr@pbfc.com, kroberson@ecf.inforuptcy.com
Louis J. Price on behalf of Interested Party McAfee & Taft A Professional Corporation
louis.price@mcafeetaft.com, stewart.snider@mcafeetaft.com;annette.strother@mcafeetaft.com
Mark Mintz on behalf of Creditor Action Properties, LLC mmintz@joneswalker.com,
hstewart@joneswalker.com
Matthew D Cavanaugh on behalf of Debtor Specialty Retailers, Inc. mcavanaugh@jw.com,
kgradney@jw.com;dtrevino@jw.com
Matthew D Cavanaugh on behalf of Debtor Stage Stores, Inc. mcavanaugh@jw.com,
kgradney@jw.com;dtrevino@jw.com
Matthew Thomas Taplett on behalf of Creditor Merge Holdings, LLC mtaplett@popehardwicke.com
Melissa Anne Haselden on behalf of Creditor Spring Park Property Owners, LLC
Haselden@hooverslovacek.com, haseldenbankruptcy@gmail.com,bankruptcyl@hooverslovacek.com,
doucet@hooverslovacek.com,doucet@ecf.courtdrive.com,haselden@ecf.courtdrive.com
Owen Mark Sonik on behalf of Creditor Humble Independent School District, et al
osonik@pbfc.com, tpope@pbfc.com;osonik@ecf.inforuptcy.com;mvaldez@pbfc.com
Ronald M Tucker on behalf of Creditor Simon Property Group, Inc. rtucker@simon.com,
antimm@simon.com;cmartin@simon.com;bankruptcy@simon.com
Ross A Plourde on behalf of Interested Party McAfee & Taft A Professional Corporation
ross.plourde@mcafeetaft.com, annette.strother@mcafeetaft.com
Ryan D. Krumrie on behalf of Creditor Ash Investors LLC rkrumrie@hdz-law.com,
alaux@hdz-law.com
Sean B Davis on behalf of Creditor Wells Fargo Bank, National Association, as Term Loan Agent
sbdavis@winstead.com, mmingo@winstead.com
Sean B Davis on behalf of Creditor Wells Fargo Bank, National Association, as Administrative
Agent and Collateral Agent sbdavis@winstead.com, mmingo@winstead.com
Stephen Douglas Statham on behalf of U.S. Trustee US Trustee stephen.statham@usdoj.gov
US Trustee USTPRegion07.HU.ECF@USDOJ.GOV

TOTAL: 48