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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re	: Chapter 11
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	: (Jointly Administered)
Debtors.¹	: (Jointly Administered)
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**NOTICE OF AGENDA OF MATTERS SCHEDULED
FOR HEARING ON NOVEMBER 15, 2018 AT 10:00 A.M.**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,
before the Honorable Robert D. Drain, United States Bankruptcy Judge,
300 Quarropas Street, White Plains, New York 10601

I. BIDDING PROCEDURES AND SALE MOTIONS:

1. Debtors' Motion for Approval of Global Bidding Procedures [ECF No. 429]

Response Deadline: November 8, 2018 at 4:00 p.m.

Responses Filed:

- A. Limited Objection of Benenson Capital Partners, LLC and Brooks Shopping Centers, LLC, Westfield, LLC [ECF No. 512]
- B. Limited Objection of The United States Trustee [ECF No. 522]
- C. Joinder of the NW Properties Landlords [ECF No. 539]
- D. Objection of Greensboro Lease Management, L.L.C. [ECF No. 542]
- E. Reservation of Rights of The Chubb Companies [ECF No. 546]
- F. Limited Objection of Washington Prime Group Inc. [ECF No. 613]
- G. Objection of Weingarten Realty Investors, TLM Realty Corp., Sun Valley, Ltd., SITE Centers Corp., Shopcore Properties, L.P., Regency Centers Corp., Radiant Partners LLC, Nassimi Realty LLC, LBA Realty LLC, Gregory Greenfield & Associates, Ltd., Brookfield Properties Retail Group, Benderson Development Company LLC [ECF No. 617]
 - i. CBL & Associates Management, Inc.'s Joinder and Limited Objection [ECF No. 678]
- H. Limited Objection and Reservation of Rights Simon Property Group, L.P. [ECF No. 627]
- I. Objection of Aviation Mall NewCo, LLC, DGI LS, LLC, Holyoke Mall Company, L.P., JPMG Manassas Mall Owner LLC, Poughkeepsie Galleria LLC, S&R Company of West Seneca Newco, LLC, Salmon Run Shopping Center, L.L.C. [ECF No. 628]
- J. Limited Objection of Federal Realty Investment Trust, Acadia Realty Limited Partnership, PGIM Real Estate, Pacific Retail Group, WBCMT 2007-C33 Independence Center LLC, Starwood

Retail Partners LLC, Kravco Company, Brixmor Operating Partnership, L.P., Weitzman, Helios IV, LLC, Passco Hanford Mall, LLC, Centennial Real Estate Co., C. E. Johns Company, Inc., GEM Realty Capital, Inc., GS Pacific ER, LLC, The Macerich Company, Vintage Real Estate, LLC, White Plains Galleria Limited Partnership, C.J. Segerstrom & Sons, Heidenberg Properties, S-Tract LLC, and FBA Holdings, Inc. **[ECF No. 638]**

- K. Joinder of Cape Town Plaza LLC, New Westgate Mall LLC, Stag IV Cheektowago, LLC, Ond Property, LLC, R.K. Hooksett, LLC and R.K. Associates #5, Inc. to Landlord Objections to Debtors' Motion for Approval of Global Bidding Procedures **[ECF No. 639]**
- L. Preliminary Objection of the Official Committee of Unsecured Creditors of Sears Holdings Corporation, at al. to Debtors' Motion for Approval of Global Bidding Procedures **[ECF No. 640]**
 - i. Committee's Supplemental Objection to Debtors' Motion for Approval of Global Bidding Procedures and Related Declaration **[ECF No. 729]**
- M. Joinder of Agree Limited Partnership, Lakewood Shopping Center, LLC, Crossroads Centre II, LLC, and Ramco Jackson Crossing SPE, LLC **[ECF No. 644]**
- N. Joinder of CAPREF Burbank LLC to Landlord Objections to (i) Debtors' Motion for Approval of Global Bidding Procedures; and (ii) Debtors' Motion for Approval of Debtor-In-Possession Financing **[ECF No. 656]**

Related Documents:

- O. Debtors' Omnibus Reply **[ECF No. 683]**
- P. Limited Response of ESL Investments, Inc. **[ECF No. 700]**
- Q. Notice of Filing Revised Proposed Order **[ECF No. 741]**

Status: This matter is going forward.

2. Motion of Debtors Pursuant to Fed. R. Bankr. P. 9006(c) for Order Shortening Notice with Respect to Motion of Debtors for Entry of Order (I)(A) Approving Bidding Procedures for Sale of Sears Home Improvement Business, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction for and Hearing to Approve Sale of Sears Home Improvement Business, (D) Approving Form and Manner of Notice of Sale, Auction, and Sale Hearing, (E) Approving Assumption and Assignment Procedures, (II) Approving the Sale of Sears Home Improvement Business in Accordance with the Stalking Horse Agreement and (III) Granting Related Relief [**ECF No. 451**]

Response Deadline: November 15, 2018 at 10:00 a.m.

Responses Filed: None.

Related Document: None.

Status: This matter is going forward.

3. Motion of Debtors for Entry of Order (I)(A) Approving Bidding Procedures for Sale of Sears Home Improvement Business, (B) Approving Stalking Horse Bid Protections, (C) Scheduling Auction for and Hearing to Approve Sale of Sears Home Improvement Business, (D) Approving Form and Manner of Notice of Sale, Auction, and Sale Hearing, (E) Approving Assumption and Assignment Procedures, (II) Approving the Sale of Sears Home Improvement Business in Accordance with the Stalking Horse Agreement and (III) Granting Related Relief [**ECF No. 450**]

Response Deadline: November 8, 2018 at 4:00 p.m.

Responses Filed:

- A. Limited Objection of the United States Trustee [**ECF No. 523**]
- B. Reservation of Rights of The Chubb Companies [**ECF No. 546**]
- C. Limited Objection and Reservation of Rights of Simon Property Group, L.P. [**ECF No. 627**]
- D. Reservation of Rights of The United States [**ECF No. 732**]

Related Document:

- E. Debtors' Response [**ECF No. 673**]

Status: This matter is going forward.

4. Motion of Debtors for Order Shortening Notice with Respect to Emergency Motion of Debtors for Order Approving Sale of Medium Term Notes **[ECF No. 643]**

Response Deadline: November 15, 2018 at 10:00 a.m.

Response Filed:

- A. Cyrus Capital Partners, L.P.'s Objection **[ECF No. 722]**

Related Documents: None.

Status: This matter is going forward.

5. Emergency Motion of Debtors for Order Approving Sale of Medium Term Notes **[ECF No. 642]**

Response Deadline: November 15, 2018 at 10:00 a.m.

Responses Filed:

- A. Cyrus Capital Partners, L.P.'s Objection **[ECF No. 722]**
B. Response of The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee **[ECF No. 726]**

Related Document:

- C. Notice of Filing Revised Proposed Order **[ECF No. 680]**

Status: This matter is going forward

II. REAL ESTATE MATTERS:

6. Motion of Debtors for Approval of (I) Procedures for Store Closing Sales and (II) Assumption of The Liquidation Consulting Agreement **[ECF No. 23]**

Response Deadline: November 8, 2018 at 4:00 p.m.

Responses Filed:

- A. Objection of Certain Texas Taxing Entities **[ECF No. 527]**
B. Objection of Maricopa County Treasurer **[ECF No. 562]**
C. Objection of Local Texas Tax Authorities **[ECF No. 571]**

Related Document:

- D. Interim Order **[ECF No. 337]**

Status: This matter is going forward.

7. Motion of Debtors for Entry of an Order Establishing Procedures for Rejection of Unexpired Leases of Nonresidential Real Property and Abandonment of Property in Connection Therewith [**ECF No. 24**]

Response Deadline: November 8, 2018 at 4:00 p.m.

Resolved Responses:

- A. Objection of NW Properties Landlords [**ECF No. 535**]
- B. Limited Objection and Reservation of Rights of Simon Property Group, L.P. [**ECF No. 627**]

Related Document:

- C. Notice of Revised Order [**ECF No. 736**]

Status: This matter is going forward.

8. Omnibus Motion of Debtors to Reject Certain Unexpired Leases and Related Subleases of Nonresidential Real Property and Abandonment of Property in Connection Therewith [**ECF No. 25**]

Response Deadline: November 8, 2018 at 4:00 p.m.

Unresolved Responses:

- A. Objection of WC Independence Center LLC [**ECF No. 525**]
- B. Limited Objection of the NW Properties Landlords [**ECF No. 536**]
- C. Objection of U.S. Realty 86 Associates [**ECF No. 556**]
- D. Reservation of Rights of the Official Committee of Unsecured Creditors [**ECF No. 662**]

Resolved Responses:

- E. Limited Objection of Rockaway Realty Assocs., LP [**ECF No. 551**]
- F. Amended Objection of The Macerich Company [**ECF No. 552**]

Related Documents:

- G. Notice of Filing of Revised Schedule [**ECF No. 290**]
- H. Debtors' Reply [**ECF No. 715**]

Status: This matter is going forward.

9. Motion of Debtors for Entry of an Order Authorizing and Establishing Procedures for De Minimis Asset Sales and De Minimis Asset Abandonments **[ECF No. 427]**

Response Deadline: November 8, 2018 at 4:00 p.m.

Unresolved Response:

- A. Objection of Local Texas Tax Authorities **[ECF No. 569]**

Resolved Responses:

- B. Reservation of Rights of the Chubb Companies **[ECF No. 541]**
- C. Objection of NW Properties Landlords **[ECF No. 538]**
- D. Objection of Aviation Mall NewCo, LLC, DGI LS, LLC, Holyoke Mall Company, L.P., JPMG Manassas Mall Owner LLC, Poughkeepsie Galleria LLC, S&R Company of West Seneca Newco, LLC, Salmon Run Shopping Center, L.L.C. **[ECF No. 600]**
- E. Limited Objection of Washington Prime Group Inc. **[ECF No. 615]**
- i. CBL & Associates Management Inc.'s Joinder and Limited Objection **[ECF No. 677]**
- F. Response to Motion and Reservation of Rights by Cardtronics USA, Inc. **[ECF No. 621]**
- G. Limited Objection of the Taubman Landlords **[ECF No. 623]**
- H. Limited Objection and Reservation of Rights of Simon Property Group, L.P. **[ECF No. 627]**

Related Document:

- I. Notice of Revised Order **[ECF No. 739]**

Status: This matter is going forward on a contested basis.

III. OTHER MATTERS:

10. Motion of Debtors for Interim and Final Authority to (I) Pay Prepetition Claims of (A) Shippers, Warehousemen, and Other Non-Merchandise Lien Claimants, and (B) Holders of PACA/PASA Claims, and (II) Confirm Administrative Expense Priority for Prepetition Order Delivered to the Debtors Postpetition and Satisfy Such Obligations in the Ordinary Course of Business **[ECF No. 14]**

Response Deadline: November 8, 2018 at 4:00 p.m.

Responses Filed:

- A. Statement of Position of Dart Warehouse Corporation **[ECF No. 554]**
- B. Response and Limited Objection of Apex Tool Group, LLC **[ECF No. 558]**

Related Documents:

- C. Debtors' Reply **[ECF No. 672]**
- D. Interim Order **[ECF No. 115]**

Status: This matter is going forward.

11. Application to Employ Evercore Group L.L.C. as Investment Banker for the Debtors Nunc Pro Tunc to the Petition Date **[ECF No. 424]**

Response Deadline: November 8, 2018 at 4:00 p.m.

Response Filed:

- A. Objection of the Official Committee of Unsecured Creditors **[ECF No. 629]**

Related Documents:

- B. Notice of Revised Proposed Order **[ECF No. 517]**
- C. Reply in Support of Debtors' Application **[ECF No. 671]**

Status: This matter is going forward.

IV. 2004 MOTIONS:

12. Motion Pursuant to Fed. R. Bankr. P. 9006(c) and 9007 and Local Bank. R. 9006-1 for Order Shortening Notice with Respect to the Motion for Leave to Conduct Discovery Pursuant to Bankruptcy Rule 2004 [ECF No. 614]

Response Deadline: November 15, 2018 at 10:00 a.m.

Responses Filed: None.

Related Documents: None.

Status: This matter is going forward on an uncontested basis.

13. Motion for Leave to Conduct Discovery Pursuant to Bankruptcy Rule 2004 [ECF No. 609]

Response Deadline: November 15, 2018 at 10:00 a.m.

Responses Filed: None.

Related Documents: None.

Status: This matter is going forward.

14. Motion of the Official Committee of Unsecured Creditors for the Entry of an Order Pursuant to Bankruptcy Code Section 105 and Federal Rules of Bankruptcy Procedure 2004, 9006, and 9016 Authorizing Expedited Discovery of the Debtors and Third Parties [ECF No. 484]

Response Deadline: November 14, 2018 at 4:00 p.m.

Responses Filed:

A. ESL's Preliminary Response [ECF No. 575]

B. Debtors' Response [ECF No. 705]

C. Debtors' Omnibus Response [ECF No. 711]

Related Documents: None.

Status: This matter is going forward.

15. Motion of the Official Committee of Unsecured Creditors of Sears Holdings Corporation, *et al.*, for Entry of an Order Pursuant to Federal Rule of Evidence 502(d) [ECF No. 485]

Response Deadline: November 14, 2018 at 4:00 p.m.

Responses Filed:

- A. Debtors' Response [ECF No. 706]
- B. Debtors' Omnibus Response [ECF No. 711]

Related Documents: None.

Status: This matter is going forward.

V. **ADJOURNED MATTERS:**

- 16. Motion of Debtors For Authority to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Ordinary Course Changes to Cash Management System, (III) Continue Intercompany Transactions, and (IV) Provide Administrative Expense Priority for Postpetition Intercompany Claims and Related Relief [ECF No. 5]

Response Deadline: November 8, 2018 at 4:00 p.m.

Responses Filed: None.

Related Document:

- A. Interim Order [ECF No. 102]

Status: This matter has been adjourned to November 27, 2018 at 1:30 p.m.

17. Debtors Motion for Authority to (A) Obtain Postpetition Financing, (B) Use Cash Collateral, (C) Grant Certain Protections to Prepetition Secured Parties, and (D) Schedule Second Interim Hearing and Final Hearing [**ECF No. 7**]

Status: This matter has been adjourned to November 27, 2018 at 1:30 p.m.

Dated: November 15, 2018
New York, New York

/s/ Sunny Singh
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