



ENTERED
05/11/2020

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

<hr/>)
In re:)	Chapter 11
)	
STAGE STORES, INC., <i>et al.</i> , ¹)	Case No. 20-32564 (DRJ)
)	
Debtors.)	(Joint Administration Requested)
)	
<hr/>) Re: Docket No. <u>13</u>

**ORDER (I) AUTHORIZING THE PAYMENT OF
CERTAIN TAXES AND FEES AND (II) 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"), to remit and pay (or use tax credits to offset) Taxes and Fees, 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 a final 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 Motion and opportunity for a hearing on the Motion were appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard 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.



203256420051300000000037

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 Debtors are authorized to pay, remit (or use tax credits to offset), or otherwise resolve the Taxes and Fees in the ordinary course of their business (including, for the avoidance of doubt, posting collateral or a letter of credit in connection with any dispute related to the Audits or Assessments or paying any Taxes and Fees arising as a result of the Audits or Assessments), without regard to whether such obligations accrued or arose before or after the Petition Date. To the extent that the Debtors have overpaid any Tax or Fee, the Debtors are authorized to seek a refund or credit. Notwithstanding anything to the contrary, in the event the Debtors make a payment with respect to any Taxes and Fees for the prepetition portion of any “straddle” amount, and this Court subsequently determines such amount was not entitled to priority or administrative treatment under Section 507(a)(8) or 503(b)(1)(B), the Debtors may (but shall not be required to) seek an order from the Court requiring a return of such amounts

2. Notwithstanding the relief granted herein or any actions taken hereunder, nothing contained in this Order shall create any rights in favor of, or enhance the status of any claim held by, any of the Authorities.

3. The banks and financial institutions on which checks were drawn or electronic fund transfer 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 fund transfer 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 fund transfer requests as approved by this Order.

4. 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 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.

5. 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 Taxes and Fees.

6. Nothing in this Order authorizes the Debtors to accelerate any payments not otherwise due.

7. The Debtors shall maintain a matrix/schedule of payments made pursuant to this Order, including the following information: (a) the names of the payee; (b) the nature of the payment; (c) the amount of the payment; (d) the category or type of payment; (e) the Debtor or Debtors that made the payment; (f) the payment date; and (g) the purpose of such payment. 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. The contents of the Motion satisfy the requirements of Bankruptcy Rule 6003(b).

9. Notice of the Motion satisfies the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

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

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

12. 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 11, 2020.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

United States Bankruptcy Court
Southern District of TexasIn re:
Stage Stores, Inc.
DebtorCase No. 20-32564-drj
Chapter 11**CERTIFICATE OF NOTICE**

District/off: 0541-4

User: emiller
Form ID: pdf002Page 1 of 2
Total Noticed: 19

Date Rcvd: May 11, 2020

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 13, 2020.

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 +Bexar 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 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 +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, PBFCEM, LLP,
1235 N. Loop W., Ste 600, Houston, TX 77008-1772

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

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

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

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 11 2020 22:41:33 Stage Stores, Inc.,
2425 West Loop South, Houston, TX 77027-4300

intp +E-mail/Text: jeremiah.buettner@mcafeetaft.com May 11 2020 22:42:39
McAfee & Taft A Professional Corporation, Two Leadership Square, Tenth Floor,
211 N. Robinson, Oklahoma City, OK 73102, UNITED STATES 73102-7109

TOTAL: 2

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

cr Action Properties, LLC

intp GCCLC-Shadow Creek, LP

consult Gordon Brothers Retail Partners, LLC

cr Wells Fargo Bank, National Association, as Adminis

cr Wells Fargo Bank, National Association, as Term Lo

TOTALS: 5, * 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 13, 2020

Signature: /s/Joseph Speetjens**CM/ECF NOTICE OF ELECTRONIC FILING**

District/off: 0541-4

User: emiller
Form ID: pdf002Page 2 of 2
Total Noticed: 19

Date Rcvd: May 11, 2020

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 11, 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
 Chris Paul Di Ferrante on behalf of Interested Party GCCL-Shadow Creek, LP chris@cdfllaw.com
 Don Stecker on behalf of Creditor Bexar County sanantonio.bankruptcy@lgbs.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
 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, krobertson@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
 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
 Sean B Davis on behalf of Creditor Wells Fargo Bank, National Association, as Administrative
 Agent and Collateral Agent sbdavis@winstead.com, mmingo@winstead.com
 Sean B Davis on behalf of Creditor Wells Fargo Bank, National Association, as Term Loan 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: 23