

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION

In re: ) Case No. 17-42267-659  
) Chapter 11  
Payless Holdings LLC, *et al.*, )  
) Jointly Administered  
Debtors. )  
) **Hearing Date:** June 8, 2017  
) **Hearing Time:** 10:00 a.m. (Central Time)  
) **Objection Deadline:** June 1, 2017  
) **Hearing Location:** Courtroom 7 North  
)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER (I) AUTHORIZING  
SECOND LIST STORE CLOSINGS AND (II) GRANTING RELATED RELIEF**

The above-captioned debtors and debtors in possession (collectively, the "Debtors"), respectfully state as follows in support of this motion (this "Motion"):

**Preliminary Statement**

1. On April 4, 2017 (the "Petition Date"), the Debtors filed their *Debtor's Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Assume the Consulting Agreement, (II) Approving Procedures for Store Closing Sales, and (III) Granting Related Relief* [Docket No. 15] (the "Initial Store Closing Motion"), including the declaration of Scott Carpenter, President of Great American Retail Solutions, a division of Great American Group LLC, attached as **Exhibit C** thereto, seeking to close an initial 389 stores (the "Initial Store Closings"). In the Initial Store Closing Motion, the Debtors discussed the importance of the Initial Store Closings to the success of their reorganization and maximizing the value of their estates. That said, the Debtors have continued to actively evaluate the approximately 3,000 remaining unexpired leases in North America and the economics of these stores beyond the Initial Store Closings.

2. To that end, since the Petition Date, the Debtors have been working diligently to negotiate rent concessions with the assistance of RCS Real Estate Advisors and Keen Summit Capital Partners LLC.<sup>1</sup> While many of those negotiations have been successful and significant savings have been realized, other negotiations have not been as successful. Accordingly, to move forward and further rationalize their store fleet, the Debtors are filing this Motion to be granted the authority to close up to an additional 408 stores (the “Second List Stores”). The Debtors are hopeful that continued negotiations between the date hereof and the hearing on this Motion will result in consensual modifications and rent concessions with respect to the Second List Stores, but are filing this Motion to close the Second List Stores in case such negotiations do not succeed. For the avoidance of doubt, the Debtors reserve the right to remove any of the Second List Stores from the attached exhibit prior to the date of the hearing. Further rationalization of the Debtors’ store footprint may continue beyond these Second List Stores as needed based on other ongoing negotiations.

**Relief Requested**

3. By this Motion, and pursuant to sections 105, 363, 365, and 554 of title 11 of the United States Code (the “Bankruptcy Code”), and Rules 2002, 6003, and 6004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Debtors seek entry of an order (the “Proposed Order”)<sup>2</sup> (a) authorizing the Debtors to conduct additional store closings

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<sup>1</sup> On April 18, 2017, the Debtors filed their *Debtors’ Application for Entry of An Order Authorizing the Retention and Employment of RCS Real Estate Advisors as Real Estate Advisor Nunc Pro Tunc to April 4, 2017* [Docket No. 283], seeking to employ RCS Real Estate Advisors in these chapter 11 cases. Additionally, on April 27, 2017, the Debtors filed their *Debtors’ Application for Entry of An Order Authorizing the Retention and Employment of Keen Summit Capital Partners LLC as Real Estate Advisor Nunc Pro Tunc to April 27, 2017* [Docket No. 419], to employ Keen Summit Capital Partners in these chapter 11 cases.

<sup>2</sup> A copy of the Proposed Order will be provided to the Notice Parties (as defined below) and made available on the Debtors’ case information website at <https://cases.primeclerk.com/payless>.

pursuant to the Sale Guidelines and (b) granting related relief. In further support of this Motion, the Debtors respectfully state as follows:

**Jurisdiction and Venue**

4. The United States Bankruptcy Court for the Eastern District of Missouri (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Rule 81.901(B)(1) of the Local Rules of the United States District Court for the Eastern District of Missouri. The Debtors confirm their consent, pursuant to Bankruptcy Rule 7008, to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

5. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

**Background**

6. The Debtors and their non-Debtor affiliates (together, the “Company”) comprise the largest specialty family footwear retailer in the Western Hemisphere, offering a wide range of shoes and accessory items at affordable prices. The Company has more than 4,000 stores in more than 30 countries. The Debtors are headquartered in Topeka, Kansas, but their operations are extensive and span across Asia, the Middle East, Latin America, Europe, and the United States.

7. On the Petition Date, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. These chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b) [Docket No. 62]. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases. On April 14,

2017, the Office of the United States Trustee for the Eastern District of Missouri (the “U.S. Trustee”) formed the official committee of unsecured creditors (the “Creditors’ Committee”) pursuant to section 1102 of the Bankruptcy Code [Docket No. 241].

**I. The Second List Store Closings.**

8. Recognizing the need to remodel their brick and mortar business to align with worsening retail-industry conditions, the Debtors’ management team and advisors, including Alvarez & Marsal North America LLC, Guggenheim Securities, LLC, and RCS Real Estate Advisors, undertook an extensive analysis of the Debtors’ existing store footprint to determine whether the Debtors should close any stores in connection with their broader financial and operational restructuring initiatives.

9. On the Petition Date, the Debtors filed the Initial Store Closing Motion. Shortly thereafter, the Debtors began the Initial Store Closings. On May 17, 2017, this Court entered a final order granting the relief requested in the Initial Store Closing Motion and approving the Sale Guidelines [Docket No. 786] (the “Final Order”)<sup>3</sup>. The Initial Store Closings have been ongoing as the Debtors and their advisors continue to evaluate the Debtors’ approximately 3,000 remaining unexpired leases in North America to determine which, if any, additional stores should be closed.

10. In formulating the list of Second List Stores, the Debtors considered, among other factors, historical store profitability, recent sales trends, the geographic market in which the store is located, the potential to realize negotiated rent reductions with applicable landlords, and specific circumstances related to a store’s performance. Specifically, the Second List Stores were identified based on the following criteria: (a) whether the Second List Store was

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<sup>3</sup> Paragraph 17 of the Final Order directs the Debtors to seek the relief requested herein upon 15 days’ notice.

unprofitable on an EBITDAR basis (EBITDA after adding back the associated rent and occupancy expense) and was not a candidate for rent concessions; (b) whether the Second List Store was cash flow negative and had little to no opportunity for rent concessions or, based upon the current discussion between the Debtors and respective landlord, the rent concessions offered were not sufficient; and (c) whether the Second List Store had high anticipated “transfer sales” (*i.e.*, sales that would flow through to the Debtors’ other store locations) that exceeded its estimated cash flow.

11. The Debtors seek to apply the Sale Guidelines included in the Initial Store Closing Motion and approved in the Final Order, to sell the (a) saleable inventory located in the Second List Stores following the Petition Date (the “Second List Merchandise”), and (b) associated furniture, fixtures, and equipment (the “Second List FF&E” and, together with the Merchandise, the “Second List Store Closure Assets”), in each case free and clear of liens, claims, or encumbrances, and to otherwise prepare the Second List Stores for turnover to the applicable landlords. The Debtors have determined that, in the exercise of their business judgment and in consultation with their advisors, the Sale Guidelines provide the best and most efficient means of selling the Second List Store Closure Assets to maximize the value to their estates. The Debtors estimate that the Second List Store Closing process will take approximately seven to ten weeks after the date hereof.

12. Certain states in which the Debtors operate stores have or may have licensing or other requirements governing the conduct of store closing, liquidation, or other inventory clearance sales, including, but not limited to, state, provincial, and local laws, statutes, rules, regulations, and ordinances (the “Liquidation Sale Laws”). Liquidation Sale Laws may establish licensing, permitting or bonding requirements, waiting periods, time limits, and bulk sale

restrictions and augmentation limitations that would otherwise apply to the Second List Store Closings. The Debtors request Court authority to conduct the Store Closings in accordance with the Sale Guidelines without complying with the Liquidation Sale Laws.

13. Similarly, the Debtors respectfully request a waiver of any contractual restrictions that could otherwise inhibit or prevent the Debtors from maximizing value for creditors through the Second List Store Closings. In certain instances, the contemplated Second List Store Closings may be inconsistent with certain provisions of leases, subleases, or other documents with respect to the premises in which the Debtors operate, including, without limitation, reciprocal easement agreements, agreements containing covenants, conditions, and restrictions (including, without limitation, “go dark” provisions and landlord recapture rights), or other similar documents or provisions. Such restrictions would also hamper the Debtors’ ability to maximize value in selling their inventory.

14. The Debtors also request that no entity, including, without limitation, utilities, landlords, creditors, and all persons acting for or on their behalf shall interfere with or otherwise impede the conduct of the Second List Store Closings, or institute any action against the Debtors in any court (other than in this Court) or before any administrative body that in any way directly or indirectly interferes with, obstructs, or otherwise impedes the conduct of the Second List Store Closings, the advertising and promotion (including through the posting of signs) of the Second List Store Closings.

**Basis for Relief Requested**

**I. The Court Should Approve the Second List Store Closings under Bankruptcy Code Sections 105(a) and 363(b)**

15. The Court may authorize the Debtors to consummate the Second List Store Closings pursuant to sections 105(a) and 363(b) of the Bankruptcy Code. Section 363(b)(1) of

the Bankruptcy Code provides, in relevant part, that “[t]he [debtor], after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). Further, section 105(a) of the Bankruptcy Code provides, in relevant part, that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a).

16. Pursuant to section 363(b) of the Bankruptcy Code, for the purpose of conducting the Second List Store Closings, the Debtors need only show a legitimate business justification for the proposed action. *See, e.g., In re Channel One Commc’ns, Inc.*, 117 B.R. 493, 496 (Bankr. E.D. Mo. 1990) (“A debtor in possession may sell substantially all of its assets under 11 U.S.C. Section 363(b)(1) so long as the court can ‘expressly find from the evidence presented before [it] at the hearing a good business reason to grant such an application.’”) (quoting *In re Lionel Corp.*, 722 F.2d 1063, 1070 (2d Cir. 1983)); *see also Comm. of Equity Sec. Holders v. Lionel Corp. (In re Lionel Corp.)*, 722 F.2d 1063, 1070 (2d Cir. 1983); *Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986) (“Where the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to the debtor’s conduct.”). When a valid business justification exists, the law vests the debtor’s decision to use property out of the ordinary course of business with a strong presumption ““that in making a business decision the directors of a corporation acted on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the company.”” *In re GSC, Inc.*, 453 B.R. 132, 174 (Bankr. S.D.N.Y. 2011) (quoting *Smith v. Van Gorkom*, 488 A.2d 858, 872 (Del. 1985)). Accordingly, parties challenging a debtor’s decision must make a

showing of “bad faith, self-interest or gross negligence.” *In re Integrated Res. Inc.*, 147 B.R. 650, 656 (Bankr. S.D.N.Y. 1992) (citations omitted).

17. In addition, the Court may authorize the Second List Store Closings under section 105(a) of the Bankruptcy Code. Section 105(a) of the Bankruptcy Code codifies the Court’s inherent equitable powers to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” Under section 105(a) of the Bankruptcy Code, courts may authorize actions that are essential to the continued operation of a debtor’s business. *See In re Payless Cashways, Inc.*, 268 B.R. 543, 546 (Bankr. W.D. Mo. 2001) (discussing “doctrine of necessity” with respect to payment of critical vendors); *In re C.A.F. Bindery, Inc.*, 199 B.R. 828, 835 (Bankr. S.D.N.Y. 1996) (holding “doctrine of necessity” may be invoked where the debtor shows payment of prepetition claims is “critical to a debtor’s reorganization); *see also In re Fin. New Network Inc.*, 134 B.R. 732, 735–36 (Bankr. S.D.N.Y. 1991) (same).

18. The relief requested by this Motion represents a sound exercise of the Debtors’ business judgment, is necessary to avoid immediate and irreparable harm to the Debtors’ estates, and is justified under sections 105(a) and 363(b) of the Bankruptcy Code. The Debtors and their advisors engaged in a review of their remaining stores to (a) identify underperforming and unprofitable stores; (b) consider whether the store’s performance could be improved by various initiatives, including through the negotiation of lease concessions with landlords; (c) determine which stores should be promptly closed to eliminate their ongoing negative effect on the Debtors’ financial performance and to improve the Debtors’ liquidity. This process resulted in the Debtors’ identification of the Second List Stores, which fail to generate positive cash flow and are therefore a drain on liquidity. The Debtors will realize an immediate benefit through



additional liquidity upon the closing of the stores and the sale of the related Second List Store Closure Assets. A swift and orderly commencement of the Second List Store Closures will allow the Debtors to timely reject the applicable Second List Store leases and, therefore, avoid the accrual of unnecessary administrative expenses for rent payments.

**II. The Court Should Approve the Sale of the Second List Store Closure Assets Free and Clear of all Liens, Encumbrances, and Other Interests under Bankruptcy Code Section 363(f)**

19. The Debtors request approval to sell the Second List Store Closure Assets on a final “as is” basis, free and clear of any and all liens, claims, and encumbrances in accordance with section 363(f) of the Bankruptcy Code. Under sections 363(b) and 363(f) of the Bankruptcy Code, a debtor in possession may sell property “free and clear of any interest in such property of an entity other than the estate” if any one of the following conditions is satisfied: (a) applicable nonbankruptcy law permits the sale of such property free and clear of such interest; (b) such entity consents; (c) such interest is a lien and the price at which such property is to be sold is greater than the aggregate value of all liens on such property; (d) such interest is in bona fide dispute; or (e) such entity could be compelled, in a legal or equitable proceeding, to accept a money satisfaction of such interest. 11 U.S.C. § 363(f); *Citicorp Homeowners Servs., Inc. v. Elliot (In re Elliot)*, 94 B.R. 343, 345 (E.D. Pa. 1988) (noting that since section 363(f) is written in the disjunctive, the court may approve a sale free and clear if any one subsection is met).

20. The Debtors anticipate that, to the extent there are liens on the Second List Store Closure Assets, all holders of such liens will consent to the sales because they provide the most effective, efficient, and time-sensitive approach to realizing proceeds for, among other things, the repayment of amounts due to such parties. Any and all liens on the Second List Store Closure Assets sold under the Second List Store Closings would attach to the remaining net proceeds of such sales with the same force, effect, and priority as such liens currently have on these assets,

subject to the rights and defenses, if any, of the Debtors and of any party in interest with respect thereto.

21. Moreover, all identified lienholders will receive notice and will be given sufficient opportunity to object to the relief requested. Any such entity that does not object to the sale of the Second List Store Closure Assets should be deemed to have consented. *See In re GSC, Inc.*, 453 B.R. 132, 183 (Bankr. S.D.N.Y. 2011) (“Consent pursuant to section 363(f)(2) may be satisfied where an entity has not objected to a sale.”); *In re Enron Corp.*, No. 01-16034, 2003 WL 21755006, at \*2 (Bankr. S.D.N.Y. July 28, 2003) (order deeming all parties who did not object to proposed sale to have consented under section 363(f)(2)); *see also Futuresource LLC v. Reuters Ltd.*, 312 F.3d 281, 285-86 (7th Cir. 2002) (“It is true that the Bankruptcy Code limits the conditions under which an interest can be extinguished by a bankruptcy sale, but one of those conditions is the consent of the interest holder, and lack of objection (provided of course there is notice) counts as consent. It could not be otherwise; transaction costs would be prohibitive if everyone who might have an interest in the bankrupt’s assets had to execute a formal consent before they could be sold.” (internal citations omitted)); *Hargrave v. Twp. of Pemberton (In re Tabone, Inc.)*, 175 B.R. 855, 858 (Bankr. D.N.J. 1994) (finding failure to object to sale free and clear of liens, claims and encumbrances satisfies section 363(f)(2)); *Citicorp Homeowners Serv., Inc. v. Elliot (In re Elliot)*, 94 B.R. 343, 345 (E.D. Pa. 1988) (same).

22. Accordingly, the Debtors submit that the sale of the Second List Store Closure Assets satisfies the statutory requirements of section 363(f) of the Bankruptcy Code and should therefore be free and clear of any liens, claims, encumbrances, and other interests.

### **III. The Court Should Waive Compliance With Laws Regarding Liquidation Sales**

23. Critical to the success of the Second List Store Closings is the Debtors’ ability to conduct the Second List Store Closings in accordance with the Sale Guidelines and without

complying with Liquidation Sale Laws. Although the Debtors intend to comply with state and local health and safety laws and consumer protection laws in conducting the Second List Store Closings, many Liquidation Sale Laws require special and cumbersome licenses, waiting periods, time limits, and other procedures for store closing, liquidation, or similar sales.

24. To eliminate the time, delay, and expense associated with the administrative procedures necessary to comply with the Liquidation Sale Laws, the Debtors proposed and the Court approved the Sale Guidelines as a way to streamline the administrative burdens on their estates while still adequately protecting the broad and varied interests of both landlords and applicable governmental agencies charged with enforcing any Liquidation Sale Laws that may apply to the Second List Store Closings. As such, the Debtors believe the Sale Guidelines mitigate any concerns that their landlords or governmental agencies may raise with respect to the Second List Store Closings, and therefore, the below requested relief seeking the waiver of certain state and local laws and lease provisions is appropriate.

25. The Debtors submit that there is strong support for granting them the authority to not comply with the Liquidation Sale Laws. *First*, it is generally accepted that many state statutes and regulations provide that, if a liquidation or bankruptcy sale is court authorized, a company need not comply with the Liquidation Sale Laws. *See, e.g.*, Ark. Code Ann. § 4-74-103 (exempting from the provisions of the chapter sales pursuant to any court order); Fla. Stat. Ann. 559.25(2) (same); Ga. Code Ann. § 10-1-393(b)(24)(C)(iv) (same); 815 ILCS 350/3 (same); La. Rev. Stat. Ann. § 51:43(1) (same); N.Y. Gen. Bus. Law § 584(a) (same); Or. Rev. Stat. Ann. § 646A.100(2)(b) (“‘Going out of business sale’ does not include a sale conducted by a bankruptcy trustee.”); Tex. Bus. & Com. Code Ann. § 17.91(3) (exempting from subchapter sales conducted pursuant to court order). *Second*, pursuant to section 105(a) of the Bankruptcy

Code, the Court has the authority to permit the Second List Store Closings to proceed notwithstanding contrary Liquidation Sale Laws as it is essential to the continued operation of the Debtors' business. *Third*, this Court will be able to supervise the Second List Store Closings because the Debtors and their assets are subject to this Court's exclusive jurisdiction. *See* 28 U.S.C. § 1334. As such, creditors and the public interest are adequately protected by notice of this Motion and the ongoing jurisdiction and supervision of this Court, and parties in interest will be able to raise any further issues at the final hearing.

26. Further, bankruptcy courts have consistently recognized that federal bankruptcy law preempts state and local laws that contravene the underlying policies of the Bankruptcy Code. *See Belculfine v. Aloe (In re Shenango Group, Inc.)*, 186 B.R. 623, 628 (Bankr. W.D. Pa. 1995) ("Trustees and debtors-in-possession have unique fiduciary and legal obligations pursuant to the bankruptcy code . . . . [A] state statute . . . cannot place burdens on [a debtor] where the result would contradict the priorities established by the federal bankruptcy code."), *aff'd*, 112 F.3d 633 (3d Cir. 1997). Courts have found that preemption of state law is not appropriate if the laws deal with public health and safety. *See Baker & Drake, Inc., v. Public Serv. Comm'n of Nev. (In re Baker & Drake, Inc.)*, 35 F.3d 1348, 1353–54 (9th Cir. 1994) (holding that Bankruptcy Code did not preempt state law prohibiting taxicab leasing that was promulgated in part as public safety measure). Preemption is appropriate, however, where the only state laws involved concern economic regulation rather than the protection of public health and safety. *See In re Baker & Drake, Inc.*, 35 F.3d at 1353 (finding that "federal bankruptcy preemption is more likely . . . where a state statute is concerned with economic regulation rather than with protecting the public health and safety").

27. Under the circumstances of these chapter 11 cases, enforcing the strict requirements of the Liquidation Sale Laws would undermine the fundamental purpose of section 363(b) of the Bankruptcy Code by placing constraints on the Debtors' ability to maximize estate assets for the benefit of creditors. Accordingly, authorizing the Second List Store Closings without the delays and burdens associated with obtaining various state and local licenses, observing state and local waiting periods or time limits, and/or satisfying any additional requirements with respect to advertising and similar items is necessary and appropriate. The Debtors do not seek a general waiver of all state and local requirements, but only those that apply specifically to retail liquidation sales. Indeed, the requested waiver is narrowly tailored to facilitate the successful consummation of Second List Store Closings. Moreover, the Debtors will comply with applicable state and local public health and safety laws, and applicable tax, labor, employment, environmental, and consumer protection laws, including consumer laws regulating deceptive practices and false advertising.

28. Based on the foregoing, courts in this district and courts in other jurisdictions have granted similar relief in other bankruptcy cases under similar circumstances. *See, e.g., In re Bakers Footwear Grp., Inc.*, No. 12-49658 (CER) (Bankr. E.D. Mo. Jan. 14, 2013) ("Compliance with . . . [Liquidation Sale Laws] . . . constitute an impermissible restraint on the Debtor's ability to maximize the value of the Assets under section 363 of the Bankruptcy Code and are unnecessary based upon the protections provided by the Motion and the jurisdiction of this Court."); *see also In re Gander Mountain Co.*, No. 17-30673 (MER) (Bankr. D. Minn. 2017) (authorizing store closing sales while presuming compliance with laws affecting store closing or liquidation sales); *In re BCBG Max Azria Glob. Holdings, LLC*, No. 17-10466 (Bankr. S.D.N.Y. Mar. 2, 2017) (same); *In re Aéropostale, Inc.*, No. 16-11275 (Bankr. S.D.N.Y. May 6, 2016)

(same); *In re The Great Atl. & Pac. Tea Co., Inc.*, No. 15-23007 (RDD) (Bankr. S.D.N.Y. Aug. 13, 2015) (same).<sup>4</sup>

29. Thus, the Court should authorize the Debtors to conduct the Second List Store Closings in accordance with the Sale Guidelines and without complying with Liquidation Sale Laws.

#### **IV. The Court Should Waive Compliance with Any Restriction in the Leases**

30. Certain of the Debtors' leases may contain provisions purporting to restrict or prohibit the Debtors from conducting a store closing, liquidation, or similar sale. Such provisions have been held to be unenforceable in chapter 11 cases as they constitute an impermissible restraint on a debtor's ability to properly administer its reorganization case and maximize the value of its assets under section 363 of the Bankruptcy Code. *See In re Lisbon Shops, Inc.*, 24 B.R. 693, 695 (Bankr. E.D. Mo. 1982) (holding restrictive lease provision unenforceable in chapter 11 case where debtor sought to conduct a liquidation sale); *see also Ames Dep't Stores*, 136 B.R. at 359 (deciding that enforcement of such lease restrictions would "contravene overriding federal policy requiring debtor to maximize estate assets"); *In re R. H. Macy and Co., Inc.*, 170 B.R. 69, 73–74 (Bankr. S.D.N.Y. 1994) (holding that the lessor could not recover damages for breach of a covenant to remain open throughout the lease term because the debtor had a duty to maximize the value to the estate and the debtor fulfilled this obligation by holding a store closing sale and closing the store.); *In re Tobago Bay Trading Co.*, 112 B.R. 463, 467–68 (Bankr. N.D. Ga. 1990) (finding that a debtor's efforts to reorganize would be significantly impaired to the detriment of creditors if lease provisions prohibiting a debtor from liquidating its inventory were enforced).

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<sup>4</sup> Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request of the Debtors' proposed counsel.

31. Store closing sales are a routine part of chapter 11 cases involving retail debtors. Such sales are consistently approved by courts, despite provisions in recorded documents or agreements purporting to forbid such sales. Indeed, courts in this jurisdiction and others have repeatedly deemed such restrictive contractual provisions unenforceable as impermissible restraints on a debtor's ability to maximize the value of its assets under section 363 of the Bankruptcy Code. *See, e.g., In re Bakers Footwear Grp., Inc.*, No. 12-49658 (CER) (Bankr. E.D. Mo. Jan. 14, 2013) (authorizing store closing sales without requiring compliance with lease provisions affecting store closing or liquidation sales laws); *see also In re Gander Mountain Co.*, No. 17-30673 (MER) (Bankr. D. Minn. 2017) (authorizing store closing sales without requiring compliance with lease provisions affecting store closing or liquidation sales laws); *In re BCBG Max Azria Glob. Holdings, LLC*, No. 17-10466 (Bankr. S.D.N.Y. Mar. 2, 2017) (same); *In re Aéropostale, Inc.*, No. 16-11275 (Bankr. S.D.N.Y. May 6, 2016) (same); *In re The Great Atl. & Pac. Tea Co., Inc.*, No. 15-23007 (RDD) (Bankr. S.D.N.Y. Aug. 13, 2015) (same).<sup>5</sup>

32. Thus, to the extent that such provisions or restrictions exist in any of the leases of the stores subject to the Second List Store Closings, the Debtors request that the Court authorize the Debtors and/or the Consultant to conduct any Second List Store Closings without interference by any landlords or other persons affected, directly or indirectly, by the liquidation sales.

**V. The Court Should Approve the Abandonment of Certain Property in Connection with Any Second List Store Closings**

33. After notice and a hearing, a debtor “may abandon any property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate.”

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<sup>5</sup> Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request of the Debtors' proposed counsel.

11 U.S.C. §554(a); *see also Hanover Ins. Co. v. Tyco Indus., Inc.*, 500 F.2d 654, 657 (3d Cir. 1974) (stating that a trustee “may abandon his claim to any asset, including a cause of action, he deems less valuable than the cost of asserting that claim”).

34. The Debtors are seeking to sell all Second List FF&E that remain in the Second List Stores upon the completion of the Second List Store Closures. However, the Debtors may determine that the costs associated with holding or selling certain property or Second List FF&E exceeds the proceeds that will be realized upon its sale, or that such property is not sellable at all. In such event, the property is of inconsequential value and benefit to the estates and may be burdensome to retain.

35. Notwithstanding the foregoing, the Debtors will utilize all commercially reasonable efforts to remove or cause to be removed any confidential or personal identifying information (which means information which alone or in conjunction with other information identifies an individual, including, but not limited to, an individual’s name, social security number, date of birth, government-issued identification number, account number, and credit or debit card number) in any of the Debtors’ hardware, software, computers, or cash registers or similar equipment that are to be sold or abandoned.

36. To maximize the value of the Debtors’ assets and to minimize the costs to the estates, the Debtors respectfully request authority to abandon any of their remaining Second List FF&E or other property located at any of the Stores without incurring liability to any person or entity. The Debtors further request that the landlord of each Store with any abandoned Second List FF&E or other property be authorized to dispose of such property without liability to any third parties.



**Request for Waiver of Stay**

37. The Debtors also seek a waiver of any stay of the effectiveness of the orders in relevant part, that “[e]xcept to the extent that relief is necessary to avoid immediate and irreparable harm, the court shall not, within 21 days after the filing of the petition, grant relief regarding . . . a motion to use, sell, lease, or otherwise incur an obligation regarding property of the estate.” Further, pursuant to Bankruptcy Rule 6004(h), “[a]n order authorizing the use, sale, or lease of property other than cash collateral is stayed until the expiration of 14 days after entry of the order, unless the court orders otherwise.” As set forth above, the Debtors submit that ample cause exists to justify (i) the immediate entry of an order granting the relief sought herein, and (ii) a waiver of the fourteen-day stay imposed by Bankruptcy Rule 6004(h).

**Notice**

38. The Debtors will provide notice of this Motion to: (a) the U.S. Trustee; (b) counsel to the Creditors’ Committee; (c) counsel to the Prepetition ABL Agents and the DIP ABL Agents; (d) counsel to the Prepetition First Lien Term Loan Agent and the DIP Term Loan Agent; (e) counsel to the Prepetition First Lien Term Loan Steering Committee; (f) counsel to the Prepetition Second Lien Term Loan Agent; (g) the United States Attorney’s Office for the Eastern District of Missouri; (h) the office of the attorneys general for the states in which the Debtors operate; (i) the Internal Revenue Service; (j) the United States Securities and Exchange Commission; (k) the landlords of the Second List Stores; and (l) any party that has requested notice pursuant to Bankruptcy Rule 2002 (collectively, the “Notice Parties”). The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

**No Prior Request**

39. No prior request for the relief sought in this motion has been made to this or any other court.

WHEREFORE, the Debtors respectfully request entry of the Proposed Order  
(a) granting the relief requested herein and (b) granting such other relief as is just and proper.

Dated: May 24, 2017  
St. Louis, Missouri

/s/ Steven N. Cousins

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**EXHIBIT A**

**Second List Store Closings**

Exhibit A - Store List

COUNT	STORE	STORE LOCATION ADDRESS 1	STORE LOCATION ADDRESS 2	STORE LOCATION CITY	STORE LOCATION ZIP	LANDLORD NAME
1	3067	1 SANGERTOWN SQUARE MALL	8555 SENECA TURNPIKE	NEW HARTFORD	NY	SANGERTOWN SQUARE LLC
2	3219	10100 BEECHNUT DRIVE	SUITE 130	HOUSTON	TX	HEB GROCERY COMPANY LP
3	1076	10101 MABLEVALE PLAZA DRIVE	5	LITTLE ROCK	AR	MABELVALE PLAZA LLC
4	2140	1064 FM 802		BROWNSVILLE	TX	RUSHING FAMILY FOUNDATION INC.
5	4340	1102 S EXPRESSWAY 83		HARLINGEN	TX	EPHRAIM FLORES JR & BEATRIZ M FLORES
6	3777	11400 W MARKHAM ST		LITTLE ROCK	AR	MARKHAM WEST S/C LP
7	2733	11825 HAWTHORNE BLVD		HAWTHORNE	CA	RELIABLE PROPERTIES
8	4015	11915 PERRIN BEITEL RD		SAN ANTONIO	TX	ZYL PROPERTIES LLC
9	6294	12850 MICHIGAN AVENUE		DEARBORN	MI	CHARLES MC ILHARGY
10	3544	13 N STATE ST		CHICAGO	IL	TBG STATE STREET LLC
11	4572	14300 OCEAN GATE AVE		HAWTHORNE	CA	OCEANGATE PROPERTY LLC
12	4459	1432 ROCKAWAY PKY		BROOKLYN	NY	JOCEE REALTY CORPORATION
13	5352	14991 N KELSEY ST		MONROE	WA	WRM-MONROE LLC
14	4096	1534 HANCOCK ST # 38		QUINCY	MA	HANCOCK BUSINESS CENTER LLC
15	5280	1705 WILDWOOD BLVD		RIO GRANDE	NJ	WILDWOOD BOULEVARD LLC
16	4955	1713 CHURCH AVENUE		BROOKLYN	NY	1713 CORPORATION
17	5364	1715 ELTON ROAD		JENNINGS	LA	AIRPORT COMMISSION OF AIRPORT DIST. #1 MILLICAN CASSIDY & RILEY
18	4382	175 DYCKMAN ST	FRNT 3	NEW YORK	NY	DYCKMAN SRP LLC
19	1468	1822 W OLIVE AVE		MERCED	CA	JOSEPH TOTAH
20	4783	186 W 231ST ST		BRONX	NY	231ST RIVERDALE LLC
21	5345	1925 S KOELLER STREET		OSHKOSH	WI	SIX RIVERS DEVELOPMENT LLC
22	4678	19400 S DIXIE HWY		MIAMI	FL	ROBERT AND REGINA RUDNICK
23	2554	1950 TULLY RD		SAN JOSE	CA	PIVOTAL 650 CALIFORNIA ST LLC
24	2729	20020 HAWTHORNE BLVD		TORRANCE	CA	ESCONDIDO MISSION VILLAGE LP
25	252	202 ARKANSAS BLVD		TEXARKANA	AR	EVERGREEN REALTY CORPORATION OF TEXAS TRUSTEE
26	3637	209 E FORDHAM RD		BRONX	NY	FORDHAM GRAND LLC
27	4035	2143 3RD AVE		NEW YORK	NY	B.H.N.V. REALTY CORPORATION
28	1073	215 LINCOLN RD		MIAMI BEACH	FL	DANIEL F. MALONE; BARBARA K. MALONE; ANN M. DOYLE (TRUST DATED 9/13/93);
29	4865	22-48 31ST ST		ASTORIA	NY	2248 THIRTY FIRST STREET LLC
30	824	227 E MCGALLIARD RD		MUNCIE	IN	VERETTA F. SCHNACKENBERG
31	2268	2270 MAIN STREET NW	SUITE F	LOS LUNAS	NM	SHOPS AT SUN RANCH LLC
32	6144	2332 GALLIA STREET		PORTSMOUTH	OH	BARTON S. FISH AND STUART M. FISH
33	2330	2336 E CESAR E CHAVEZ AVE		LOS ANGELES	CA	1718 VINE ST LLC
34	2267	2400 E SAUNDERS ST		LAREDO	TX	CROSSETT DEVELOPMENT I LLC
35	5296	2410 MERRICK RD		BELLMORE	NY	BELLMORE HOLDCO LLC
36	83	2570 S BROADWAY ST	SUITE 114	WICHITA	KS	SILVERMINE INVESTMENTS
37	1014	2601 OAKDALE RD STE A		MODESTO	CA	RYBAR/MODESTO ASSOCIATES LLC
38	2934	2710 CARSON ST		LAKEWOOD	CA	LAKEWOOD PARTNERS INC
39	2291	2800 N MILWAUKEE AVE		CHICAGO	IL	HAIRPIN RETAIL LLC
40	2627	3122 FARRINGTON ST		FLUSHING	NY	THE STOP & SHOP SUPERMARKET COMPANY LLC
41	2359	3172 E TULARE AVE		FRESNO	CA	HERITAGE SQUARE PROPERTIES LLC
42	6207	3210 E MICHIGAN AVENUE		JACKSON	MI	TECHNIQUE PROPERTIES LLC
43	40	3310 MANSFIELD HWY		FORT WORTH	TX	ROLEX PROPERTIES LLC
44	4787	37-40 74TH STREET		JACKSON HEIGHTS	NY	AD40 LLC CAROLYN HITTLEMAN JOAN BARON MITCHELL GOLDBERG TRUSTEE
45	821	3928 7TH STREET RD		SHIVELY	KY	JASAN LLC
46	292	408 E SUNFLOWER RD		CLEVELAND	MS	TRUMAN ROAD REALTY
47	1039	4140 E 22ND ST		TUCSON	AZ	RANDOLPH PLAZA II LLC
48	3792	42-01 BELL BLVD		FLUSHING	NY	PARKER GREENFIELD LLC
49	1598	4325 VETERANS MEMORIAL BLVD		METAIRIE	LA	U.N.C. INC.
50	2788	437 5TH AVE		NEW YORK	NY	RONBET 437 LLC
51	2513	4547 N BROADWAY		CHICAGO	IL	BROADWAY M&P LLC
52	4023	459 FULTON ST # 461		BROOKLYN	NY	461 FULTON LIMITED PARTNERSHIP

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COUNT	STORE	STORE LOCATION ADDRESS 1	STORE LOCATION ADDRESS 2	STORE LOCATION CITY	STORE LOCATION ZIP	LANDLORD NAME
53	4469	500 HIGHWAY 46 S		DICKSON	TN	SPEEDWAY LLC
54	3731	500 S EL PASO ST		EL PASO	TX	VIRGINIA JABALIE MARY LORRAINE JABALIE
55	526	5095 STOCKTON BLVD		SACRAMENTO	CA	JENNIFER AND VICTOR DUONG
56	3685	510 FULTON ST		BROOKLYN	NY	J.W. MAYS INC.
57	2946	536 E MANCHESTER AVE		LOS ANGELES	CA	BALDWIN GARDENS INC
58	2782	556 W 181ST		NEW YORK	NY	554 - 558 W 181ST STREET LLC
59	4632	600 AVENUE OF THE AMERICAS		NEW YORK	NY	LYLA ASSOCIATES LLC
60	2145	6096 BROADWAY		MERRILLVILLE	IN	ROSEFF LLC
61	4515	627 STATE ST		SANTA BARBARA	CA	LEVON FITHIAN LLC DBA FITHIAN BUILDING
62	2805	6400 N 76TH ST		MILWAUKEE	WI	METROPOLITAN MILL ROAD VENTURE 2805
63	4156	65TH INFANTRY SHOPPING CENTER	AVE 65 INFANTERIA SPACE 15	SAN JUAN	PR	INFANTERIA SHOPPING CENTER LLC
64	5430	6600 INTERNATIONAL DRIVE		ORLANDO	FL	DEVNULL WINTER GARDEN LLC
65	2949	681 E FOOTHILL BLVD		RIALTO	CA	KIN PROPERTIES INC.
66	3019	6850 W 12TH AVE		HIALEAH	FL	FRYD DEVELOPERS LTD.
67	5291	71 FOREST AVENUE		GLEN COVE	NY	GLEN COVE FOREST LLC
68	6278	71 S SPRINGBORO PIKE		MIAMISBURG	OH	KANAWHA REALTY & DEV. CORP.
69	2579	712 BRIGHTON BEACH AVENUE		BROOKLYN	NY	702 BRIGHTON BEACH AVENUE LLC
70	6637	7276 S W 117 TH AVENUE		MIAMI	FL	WEINGARTEN REALTY INVESTORS
71	4112	7845 N MESA ST		EL PASO	TX	VIVIAN M BEEBE REVOCABLE TRUST UDT 8/20/99
72	417	8319 ROGERS AVE		FORT SMITH	AR	BVMC FORT SMITH LLC
73	1246	9256 PARKWAY EAST	SUITE A	BIRMINGHAM	AL	ROEBUCK CROSSINGS LLC
74	5522	9300 SOUTH I-35	SUITE A-300	AUSTIN	TX	BRE RC SOUTH PARK I TX LP
75	4822	934 MARKET STREET		SAN FRANCISCO	CA	ROBERT L. COLEMAN TRUSTEE C/O HANFORD FREUND & CO.
76	6324	950 WOLCOTT ST		WATERBURY	CT	BRE DDR BR NAUGATUCK CT LLC
77	3403	9842 ADAMS	SUITE 101	HUNTINGTON BEACH	CA	SEDGHIAN FAMILY TRUST
78	3980	ADAMS DAIRY LANDING	1154 NE CORONADO DRIVE	BLUE SPRINGS	MO	BLUE SPRINGS PARTNERS LP - C/O RED DEVELOPMENT
79	2440	ADDISON MALL	2909 W ADDISON ST	CHICAGO	IL	ADDISON MALL L.L.C.
80	2090	ALDERWOOD MALL	3000 184TH STREET SW	LYNNWOOD	WA	ALDERWOOD MALL LLC
81	5746	ALLEN CENTRAL MARKET	210 CENTRAL EXPRESSWAY SOUTH	ALLEN	TX	ALLEN CENTRAL MARKET ALLEN TX L.P.
82	4387	ALTAMONTE MALL	451 E ALTAMONTE DR	ALTAMONTE SPRINGS	FL	ALTAMONTE MALL LLC
83	4334	ANAHEIM HILLS FESTIVAL	8108 E SANTA ANA CANYON RD STE 162	ANAHEIM	CA	OTR AN OHIO GENERAL PARTNERSHIP
84	4994	ANAHEIM PLAZA	470 N EUCLID STREET	ANAHEIM	CA	PK II ANAHEIM PLAZA LP
85	3378	ANTOINE TOWN CENTER	12430 TOMBALL PARKWAY	HOUSTON	TX	MB HOUSTON ANTOINE LIMITED PARTNERSHIP
86	4043	APACHE MALL	1201 12TH STREET SW SUITE 505	ROCHESTER	MN	APACHE MALL LLC/GGPLP LLC
87	2849	APPLEGATE RANCH COMMERCIAL CENTER	1106 COMMERCE AVE	ATWATER	CA	BRE THRONE APPLGATE RANCH LLC
88	740	ARLINGTON CENTER	820 ARLINGTON CTR	ADA	OK	TG ARLINGTON SC LLC
89	4538	ATLANTIC SQUARE SHOPPING CENTER	2108 S ATLANTIC BLVD	MONTEREY PARK	CA	TRC MM LLC
90	683	AUBURN NORTH S/C	1215 AUBURN WAY N	AUBURN	WA	KIMCO L-5 LIMITED PARTNERSHIP
91	1788	AURORA PLAZA S/C	673 PEORIA ST	AURORA	CO	BRIXMOR GA APOLLO III SUB HOLDINGS LLC
92	3282	BARN PLAZA SC	1745 S EASTON RD	DOYLESTOWN	PA	KRT PROPERTY HOLDINGS LLC
93	3056	BELLIS FAIR MALL	1 BELLIS FAIR PKWY	BELLINGHAM	WA	BELLIS FAIR MALL LLC
94	2910	BELMONT PLAZA	3282 E ANAHEIM ST	LONG BEACH	CA	HS BELMONT LLC
95	5588	BRASS MILL CENTER	495 UNION ST	WATERBURY	CT	GGP/HOMART INC - BRASS MILL CENTER LLC
96	6460	BRETTWOOD PLAZA SC	3190 N WATER STREET	DECATUR	IL	BRETTWOOD VILLAGE LLC
97	5512	BRIDGEHAMPTON COMMONS	2024 MONTAUK HWY	BRIDGEHAMPTON	NY	PERMELYN OF BRIDGEHAMPTON 360 LLC
98	2906	BRISTOL-MCFADDEN PLAZA	1150 S BRISTOL ST	SANTA ANA	CA	1150 SO. BRISTOL INC
99	6227	BROAD STREET PLAZA EAST	8126 EAST BROAD STREET	REYNOLDSBURG	OH	SUN LIFE ASSURANCE CO OF CANADA
100	2630	BROADVIEW VILLAGE SQUARE SC	102 BROADVIEW VILLAGE SQUARE SC	BROADVIEW	IL	SPIRIT MT BROADVIEW IL LLC
101	2686	BROADWAY PLAZA	5986 BROADWAY BLVD	GARLAND	TX	BROADWAY 30 LIMITED
102	5780	BROADWAY PLAZA	63 N BROADWAY	CHULA VISTA	CA	DALE HOLUB AND ELAINE OCONNELL
103	3460	BROOK CORNER SC	3207 SE MILITARY DRIVE	SAN ANTONIO	TX	WEST LEBANON REALTY LLC
104	6134	BUCKHEAD CROSSING SUITE 47	2625 PIEDMONT ROAD	ATLANTA	GA	IA ATLANTA BUCKHEAD LLC

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105	3396	BUENA VISTA PLAZA	100 S ZARZAMORA ST STE 208	SAN ANTONIO	TX	FORCE-100 S ZARZAMORA STREET LLC
106	2186	BUTTERFIELD STAGE SQUARE	700 N MAIN ST	CORONA	CA	PARKRIDGE MAIN LLC
107	2381	CABRILLO CENTER	1423 FREEDOM BLVD	WATSONVILLE	CA	GRONER FAMILY LIMITED PARTNERSHIP
108	4225	CALLE FORTALEZA 254		SAN JUAN	PR	OSCAR GARCIA AND MARGARITA
109	3320	CANYON PLAZA SHOPPING CENTER	8345 LAUREL CANYON BLVD # E-22	SUN VALLEY	CA	TRC MM LLC
110	3921	CAPITAL CITY MALL	3517 CAPITAL CITY MALL DR	CAMP HILL	PA	PR CAPITAL CITY LP
111	533	CENTER AT SLATTEN RANCH	5749 LONE TREE WAY	ANTIOCH	CA	CAMDEN VILLAGE LLC
112	3875	CENTRAL ISLIP TOWN CENTER	60 N RESEARCH PLACE	CENTRAL ISLIP	NY	CENTRAL ISLIP HOLDINGS LLC
113	3793	CENTRAL MARKETPLACE	901 S 10TH ST STE 210	MCALLEN	TX	JACKSON-HOUSTON EAST LTD
114	4540	CERRITOS TOWNE CENTER	12731 A TOWNE CENTER DRIVE SUITE L-1	CERRITOS	CA	CERRITOS GARP LLC
115	3836	CHANTILLY CROSSING	14403 CHANTILLY CROSSING LANE	CHANTILLY	VA	INLAND WESTERN CHANTILLY CROSSING LLC
116	4947	CHASEWOOD PLAZA	6380 INDIANTOWN RD	JUPITER	FL	REGENCY CENTERS LP
117	4591	CHERRY HILL MALL	2000 ROUTE 38 UNIT 1013	CHERRY HILL	NJ	PR CHERRY HILL STW LLC
118	1168	CHINO TOWN CENTER	5533 PHILADELPHIA ST	CHINO	CA	PK I CHINO TOWN SQUARE LP
119	1360	CITRUS VILLAGE	2310 CALIFORNIA AVE	CORONA	CA	FIRST CITRUS VILLAGE LLC
120	4569	CLACKAMAS PROMENADE	8966 SE SUNNYSIDE RD	CLACKAMAS	OR	CH REALTY III/CLACKAMAS LLC
121	1807	CLACKAMAS TOWN CENTER	12000 SE 82ND AVE	HAPPY VALLEY	OR	CLACKAMAS MALL LLC
122	4127	CLAIREMONT TOWN SQUARE	3998 CLAIREMONT MESA BLVD	SAN DIEGO	CA	OTR
123	3807	CLEARWATER MALL	2729 GULF TO BAY BLVD	CLEARWATER	FL	BRIXMOR/IA CLEARWATER MALL LLC
124	5566	CLOCKTOWER PLAZA	1C CLOCKTOWER PLAZA	ELGIN	IL	PAUL BUTERA DBA BUTERA PROPERTIES
125	2206	CLOVIS COMMONS SC	635 W HERNDON AVE	CLOVIS	CA	BRE THRONE CLOVIS COMMONS LLC
126	5023	COLLEGETOWN SHOPPING CENTER	789 N DELSEA DR	GLASSBORO	NJ	KR COLLEGETOWN LLC
127	2995	COLONIES CROSSROADS	1895 NORTH CAMPUS AVE	UPLAND	CA	THE COLONIES-PACIFIC LLC
128	2974	COLUMBIA MALL	2300 BERNADETTE DR	COLUMBIA	MO	COLUMBIA MALL
129	4801	COMMONS AT ISSAQUAH	755 NORTH WEST GILMAN SUITE S	ISSAQUAH	WA	COMMONS AT ISSAQUAH INC
130	4143	CORONADO CENTER MALL	6600 MENAUL BLVD NE STE J06A	ALBUQUERQUE	NM	CORONADO CENTER C/O CORONADO CENTER LLC
131	5026	CORTLANDT TOWN CENTER	3137 MAIN ST	MOHEGAN LAKE	NY	CORTLANDT TOWN CENTER LLC
132	5035	COUNTRY CLUB PLAZA NORTH	18706 NW 67TH AVENUE	HIALEAH	FL	CLUB M&G L.C.
133	6479	COVINGTON PLAZA	16929 SE 270TH PLACE	COVINGTON	WA	E&M COVINGTON LLC
134	6389	CREEKSIDE COMMONS	9575 MENTOR AVENUE	MENTOR	OH	IRC CREEKSIDE COMMONS LLC
135	4467	CRESCENT PLAZA	715 CRESCENT ST	BROCKTON	MA	ACADIA CRESCENT PLAZA LLC
136	1376	CROSSROADS SHOPPING CENTER	2441 CLARIBEL RD	RIVERBANK	CA	FIRST RIVERBANK L.P.
137	1377	CROSSROADS TOWNE CENTER	3855 S GILBERT RD	GILBERT	AZ	CTC GILBERT PHASE 1 LLC
138	2109	CUDAHY PLAZA	7913 ATLANTIC	CUDAHY	CA	EXCEL REALTY PARTNERS LP
139	3952	CUMBERLAND MALL	3849 S DELSEA DR	VINELAND	NJ	CUMBERLAND MALL ASSOCIATES
140	3075	DEERBROOK MALL	20131 HIGHWAY 59 N	HUMBLE	TX	DEERBROOK MALL LLC
141	2301	DENTON TOWN CROSSING	1719 S LOOP 288	DENTON	TX	SC DENTON TOWN CENTER LLC
142	4948	DERBY RETAIL SHOPPING CENTER	1900 NORTH JOHNSON	DERBY	KS	1900 JOHNSON DRIVE PARTNERS LLC
143	4244	DORADO DEL MAR SC	500 CARR 693	DORADO	PR	BPP RETAIL PROPERTIES LLC - DORADO DEL MAR
144	974	DYERSBURG MALL	2700 LAKE RD	DYERSBURG	TN	ACTION 49 JUNCTION 1 LLC
145	2148	E ANAHEIM SHOPPING CENTER	2236 E LINCOLN AVE	ANAHEIM	CA	NMC ANAHEIM LLC
146	2251	EASTON GATEWAY	4175 WEAVERTON LANE	COLUMBUS	OH	EASTON GATEWAY LLC - C/O STEINER + ASSOCIATES
147	4911	ELLSWORTH PLACE MALL	8661 COLESVILLE RD	SILVER SPRING	MD	SILVER SPRING RETAIL LLC - C/O PETRIE RICHARDSON VENTURES LLC
148	4128	ELMONT SHOPPING CENTER	1445 HEMPSTEAD TPKE	ELMONT	NY	ELMONT 1132 INC
149	5020	EPPING CROSSING	29 FRESH RIVER ROAD	EPPING	NH	W/S EPPING LLC
150	3688	ERIE MARKET PLACE	6714 PEACH ST	ERIE	PA	BRE DDR ERIE MARKETPLACE DST
151	2468	ESPLANADE SC	181 W ESPLANADE DR	OXNARD	CA	CALIFORNIA PROPERTY OWNER I LLC
152	4356	EXTON SQUARE MALL	182 EXTON SQUARE MALL	EXTON	PA	PR EXTON SQUARE PROPERTY LP
153	4837	FAIR LAKES CENTER	12999 FAIRLAKES CENTER	FAIRFAX	VA	FAIR LAKES CENTER ASSOCIATES LP
154	2715	FAIRINGTON CENTRE	5445 FAIRINGTON RD	LITHONIA	GA	TOBINA LLC
155	2155	FAIRWAY CENTRE	5765 FAIRMONT PKWY	PASADENA	TX	FAIRWAY PADS LTD
156	3563	FESTIVAL AT HYANNIS	1070 IYANNOUGH RD	HYANNIS	MA	FESTIVAL OF HYANNIS LLC

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157	5659	FIRST COLONY MALL	16535 SW FREEWAY	SUGAR LAND	TX	FIRST COLONY MALL C/O FIRST COLONY MALL LLC
158	3655	FLAGLER PARK PLAZA	8297 W FLAGLER ST	MIAMI	FL	FLAGLER S.C. LLC
159	1158	FLORENCE MALL	1174 FLORENCE MALL	FLORENCE	KY	FLORENCE MALL LLC
160	5508	FOUR SEASONS TOWN CENTRE	328 FOUR SEASONS TOWN CENTRE	GREENSBORO	NC	GGP-FOUR SEASONS LLC
161	2551	FOX RIVER MALL	4301 W WISCONSIN AVE SUITE 100	APPLETON	WI	FOX RIVER SHOPPING CENTER L.L.P.
162	1155	FRANCIS SCOTT KEY MALL	5500 BUCKEYSTOWN PIKE	FREDERICK	MD	PR FINANCING LIMITED PARTNERSHIP
163	741	FT OGLETHORPE SC	400 BATTLEFIELD PKY	FORT OGLETHORPE	GA	FORT OGLETHORPE MARKEPLACE LLC
164	4056	FULLERTON METRO CENTER	1349 S HARBOR BLVD	FULLERTON	CA	INLAND WESTERN FULLERTON METROCENTER LLC
165	4030	GALLERIA AT CRYSTAL RUN	1 N GALLERIA DRIVE	MIDDLETOWN	NY	CRYSTAL RUN NEWCO LLC
166	1684	GALLERIA SHOPPING CENTER	1816 GALLERIA BLVD	CHARLOTTE	NC	WRI GALLERIA LLC
167	1683	GALLERY AT HARBORPLACE	200 E PRATT ST	BALTIMORE	MD	BALTIMORE CENTER ASSOCIATES LP - C/O THEGALLERY AT HARBO RPLACE
168	5794	GARDINER MANOR MALL	846 SUNRISE HWY	BAY SHORE	NY	INLAND WESTERN BAY SHORE GARDINER LLC
169	3458	GATEWAY MALL	3000 GATEWAY ST	SPRINGFIELD	OR	GGP-GATEWAY MALL LLC
170	2389	GATEWAY PLAZA	13342 TELEGRAPH RD	SANTA FE SPRINGS	CA	BRIXMOR PROPERTY OWNER II LLC
171	4134	GATEWAY TOWNE CENTER	1633 SOUTH ALAMEDA ST	COMPTON	CA	GATEWAY OPPORTUNITY FUND LLC
172	4326	GEORGETOWN SHOPPING CENTER	2135 RALPH AVE # 19	BROOKLYN	NY	GEORGETOWNE CENTER BROOKLYN LLC
173	1413	GERMANTOWN PKWY	465 N GERMANTOWN PARKWAY	CORDOVA	TN	LIGHTMAN CORDOVA CENTER CO G.P.
174	5509	GILBERT GATEWAY TOWNE CENTER	5052 S POWER ROAD	MESA	AZ	POWER & RAY L.L.C.
175	2773	GILROY CROSSING SC	6845 CAMINO ARROYO 60	GILROY	CA	EXCEL GILROY LP
176	5744	GLENDALE FASHION CENTER	215 N GLENDALE AVE	GLENDALE	CA	GLENDALE FASHION ASSOCIATES LLC & RANCHOPALISADES HOLDING LLC
177	2954	GOSFORD VILLAGE	5041 GOSFORD ROAD	BAKERSFIELD	CA	GOSFORD AT PACHECO LLC
178	4185	GOVERNOR'S SQUARE MALL	1500 APALACHEE PKY STE 1009	TALLAHASSEE	FL	GOVERNOR'S SQUARE MALL LLC
179	2674	GRAND CENTRAL MALL	285 GRAND CENTRAL MALL	VIENNA	WV	GRAND CENTRAL PARKERSBURG LLC
180	2842	GREAT LAKES MALL	7850 MENTOR AVE	MENTOR	OH	MALL AT GREAT LAKES LLC
181	6327	GROTON SQUARE SC	220 RTE 12 UNIT 4	GROTON	CT	CW GROTON SQUARE LLC
182	2578	HALL PLAZA SHOPPING CENTER	4648 W DIVERSEY AVE	CHICAGO	IL	KLAIRMONT ENTERPRISES INC
183	2763	HAPPY VALLEY TOWNE CENTER	2501 W HAPPY VALLEY RD	PHOENIX	AZ	HVTC LLC
184	1306	HARRISBURG-WAYSIDE SC	6828 HARRISBURG BLVD	HOUSTON	TX	WRI AEW LONE STAR RETAIL PORTFOLIO LLC
185	1874	HAWTHORNE WORKS SHOPPING CENTER	4755 W CERMAK RD	CICERO	IL	HAWTHORNE WORKS CENTER LTD
186	5336	HERITAGE CENTER	5049 NORTH CENTRAL EXPWY	PLANO	TX	HERITAGE CENTRAL LLC
187	4816	HERITAGE CROSSING	3401 RALEIGH ROAD PKWY W STE 1 B	WILSON	NC	SCP-CC HERITAGE CROSSING LLC
188	2928	HIGHLAND AVENUE PLAZA	4160 HIGHLAND AVENUE SUITE 7	HIGHLAND	CA	HIGHLAND AVENUE PLAZA LLC
189	213	HIGHLAND PARK SHOPPING CENTER	615 WEST PARK AVE	GREENWOOD	MS	HENDERSON INVESTMENT COMPANY INC.
190	3765	HIGHLANDS OF FLOWER MOUND	6101 LONG PRAIRIE RD	FLOWER MOUND	TX	IVT HIGHLANDS AT FLOWER MOUND LP
191	4294	HILLSBOROUGH PROMENADE	315 ROUTE 206	HILLSBOROUGH	NJ	HILLSBORO PARTNERS LLC
192	3199	HILLTOP NORTH SHOPPING CENTER	751 HILLTOP NORTH SHOPPING CENTER	VIRGINIA BEACH	VA	SUSU DEVELOPERS C/O S.L. NUSBAUM REALTY COMPANY
193	6716	HOLLYWOOD HILLS PLAZA	3251 HOLLYWOOD BLVD	HOLLYWOOD	FL	WRI JT HOLLYWOOD HILLS I LP
194	3806	HULEN MALL	4800 S HULEN ST STE 102	FORT WORTH	TX	HULEN MALL LLC
195	467	INDIAN HILLS SHOPPING CENTER	475 HWY E 53	CALHOUN	GA	LB-UBS 2007-C6 INDIAN HILLS STATION LLC
196	3382	INDIAN VILLAGE SHOPPING CENTER	1615 E INDIAN SCHOOL RD STE E	PHOENIX	AZ	NORTH WADSWORTH LLC
197	4554	JEFFERSON VALLEY MALL	650 LEE BLVD SPACE F-22	YORKTOWN HEIGHTS	NY	MALL AT JEFFERSON VALLEY LLC
198	1827	JESS RANCH MARKETPLACE	19105 BEAR VALLEY RD	APPLE VALLEY	CA	WRI ALLIANCE RILEY VENTURE
199	972	JORDAN CREEK MALL	101 JORDAN CREEK PARKWAY	WEST DES MOINES	IA	GGP JORDAN CREEK L.L.C.
200	4409	K MART SHOPPING CENTER	200 S MAIN ST UNIT 5	WEST LEBANON	NH	WINDALIER WEST LEBANON LLC
201	5111	KATY SHOPPING CENTER	2001 KATY MILLS BLVD SUITE Q	KATY	TX	SKY 2 C INC
202	5124	KENDALL LAKES PLAZA	14089 SW 88TH STREET	MIAMI	FL	KENDALE ASSOCIATES LP
203	1740	KIMBERLY PLAZA SC	17 KIMBERLY PLAZA	CRANBERRY	PA	MISLE PROPERTIES LLC
204	2635	KNOXVILLE CENTER	3006 N MALL RD	KNOXVILLE	TN	KNOXVILLE PARTNERS LLC
205	2725	LA VERNE TOWNE CENTER	2418 FOOTHILL BLVD UNIT A	LA VERNE	CA	PK I LA VERNE TOWN CENTER LP
206	2009	LAKE PRAIRIE CROSSING	5256 S STATE HWY 360	GRAND PRAIRIE	TX	KIMCO LAKE PRAIRIE TC L.P. - C/O KIMCO REALTY CORP
207	3990	LAKE SUCCESS SC	1430 UNION TURNPIKE	NEW HYDE PARK	NY	LAKE SUCCESS SHOPPING CENTER LLC
208	5675	LAKEFOREST MALL	701 RUSSELL AVE	GAITHERSBURG	MD	LAKEFOREST OWNER LLC

Exhibit A - Store List

COUNT	STORE	STORE LOCATION ADDRESS 1	STORE LOCATION ADDRESS 2	STORE LOCATION CITY	STORE LOCATION ZIP	LANDLORD NAME
209	5613	LAKESIDE MALL	14600 LAKESIDE CIRCLE	STERLING HEIGHTS	MI	LAKESIDE MALL PROPERTY LLC
210	2108	LAKESIDE TOWN SHOPS	5840 S UNIVERSITY DR	DAVIE	FL	LAKESIDE TOWN SHOPS (E&A) LLC
211	1692	LARWIN SQUARE	616 E FIRST STREET	TUSTIN	CA	PK II LARWIN SQUARE SC LP
212	38	LAS PALMAS MARKETPLACET	11917 GATEWAY BLVD WEST	EL PASO	TX	BRE RC LAS PALMAS MP TX LP
213	89	LAS TIENDAS PLAZA	431 E MORRISON RD	BROWNSVILLE	TX	KIMCO BROWNSVILLE L.P.
214	5776	LAWNDALE CROSSING	2601 LAWNDALE DR	GREENSBORO	NC	PACOLET MILLIKEN ENTERPRISES INC
215	2637	LEE HARVARD SC	4071 LEE RD	CLEVELAND	OH	ECP COMMERCIAL IV LLC
216	2316	LEGACY VILLAGE	2156 E BASELINE RD	PHOENIX	AZ	WFC FUND I LEGACY OPCO LLC
217	3489	LINCOLNWOOD TOWN CENTER	3333 W TOUHY AVE	LINCOLNWOOD	IL	LINCOLNWOOD TOWN CENTER LLC
218	5474	LODEN CENTER	688 HIGHWAY 6 EAST	BATESVILLE	MS	WRT INVESTMENTS LLC
219	3965	LOGAN VALLEY MALL	740 LOGAN VALLEY MALL	ALTOONA	PA	PR LOGAN VALLEY LP
220	1516	LONG BEACH TOWNE CENTER	7370 CARSON BLVD	LONG BEACH	CA	CREA/PPC LONG BEACH TOWNE CENTER PO LLC
221	5090	LOS ALTOS PLAZA	2280 BELLFLOWER BLVD	LONG BEACH	CA	THE NORTH LOS ALTOS SHOPPING CENTER
222	4247	LOS COLOBOS SC	14220 AVE 65 INFANTERIA	CAROLINA	PR	KIM-SAM PR RETAIL LLC
223	2640	LYNDHURST TOWNE CENTRE	409 VALLEY BROOK AVE	LYNDHURST	NJ	LYNDHURST RESIDENTIAL COMMUNITIES TWO LLC
224	4635	MACDONALD 80 RETAIL CENTER	4200 MACDONALD AVE STE G	RICHMOND	CA	LIN DEE LIU & YU SHENG VICTOR LIU
225	3705	MADISON PLACE	32107 JOHN R RD	MADISON HEIGHTS	MI	MADISON PLACE LLC
226	4458	MAGNOLIA MALL	2701 DAVID H MCLEOD BLVD	FLORENCE	SC	PR MAGNOLIA LLC
227	2989	MAIN STREET VILLAGE	1255 E MAIN ST	EL CAJON	CA	MAIN STREET VILLAGE LP
228	301	MALL AT 163RD ST	1443 NE 163RD ST	NORTH MIAMI BEACH	FL	ERT 163RD STREET MALL LLC
229	4589	MALL IN COLUMBIA	10300 LITTLE PATUXENT PARKWAY	COLUMBIA	MD	THE MALL IN COLUMBIA BUSINESS TRUST
230	2205	MALL OF LOUISIANA	6401 BLUEBONNET BLVD	BATON ROUGE	LA	MALL OF LOUISIANA LLC
231	3487	MALL ST MATTHEWS	5000 SHELBYVILLE RD	LOUISVILLE	KY	MSM PROPERTY LLC
232	1563	MANASSAS MALL	8300 SUDLEY RD	MANASSAS	VA	JPMG MANASSAS MALL OWNER LLC
233	4573	MAPLEWOOD COMMONS	2015 MAPLEWOOD COMMONS DR	MAPLEWOOD	MO	THF MAPLEWOOD SHOPS DEVELOPMENT L.L.C.
234	4337	MARKET AT NOLANA SHOPPING CENTER	2812 W NOLANA AVE	MCALLEN	TX	WEINGARTEN NOLANA JV
235	2295	MARKET HEIGHTS SHOPPING CENTER	201 E CENTRAL TEXAS EXPY	HARKER HEIGHTS	TX	COLE MT HARKER HEIGHTS TX LLC
236	258	MARKET PLACE SHOPPING CENTER	3052 SOUTH 31ST STREET	TEMPLE	TX	EREP MARKET PLACE I LLC
237	4821	MARKET SQUARE AT ELDRIDGE PKWY	2930 ELDRIDGE PKWY	HOUSTON	TX	MARKET SQUARE SHOPPING CENTER LLC
238	2482	MARKETPLACE AT EL PASEO	6591 N RIVERSIDE DR	FRESNO	CA	IREIT FRESNO EL PASEO LLC
239	2165	MAYFAIR MALL	2500 N MAYFAIR ROAD	WAUWATOSA	WI	MAYFAIR MALL LLC
240	331	MCKINNEY TOWNE CROSSING	8720 STATE HIGHWAY 121	MCKINNEY	TX	IA MCKINNEY TOWNE CROSSING LIMITED PARTNERSHIP
241	2210	MESA MALL	2424 HIGHWAY 6 AND 50	GRAND JUNCTION	CO	SM MESA MALL LLC
242	5384	METRO 580	4515 ROSEWOOD DR	PLEASANTON	CA	BRIXMOR METRO 580 SC LP
243	1304	MONDAWMIN MALL	2401 LIBERTY HEIGHTS AVE SP 2205	BALTIMORE	MD	MONDAWMIN BUSINESS TRUST
244	4924	MONTE VISTA CROSSING	3027 COUNTRYSIDE DRIVE	TURLOCK	CA	EXCEL MONTE VISTA LP
245	3702	MONTGOMERY VILLAGE CROSSING	9659 LOST KNIFE RD	GAITHERSBURG	MD	MONTGOMERY (E&A) LLC
246	124	MONTICELLO MARKETPLACE	4640 MONTICELLO AVE	WILLIAMSBURG	VA	MONTICELLO MARKETPLACE ASSOCIATES LLC
247	3415	MOORE PLAZA	5425 S PADRE ISLAND DR	CORPUS CHRISTI	TX	WEINGARTEN REALTY INVESTORS
248	2678	MOORESTOWN MALL	400 W ROUTE 38	MOORESTOWN	NJ	MOORESTOWN MALL LLC - C/O PREIT SERVICES LLC
249	781	MORRIS HILLS SHOPPING CENTER	3085 ROUTE 46	PARSIPPANY	NJ	BRIXMOR MORRIS HILLS LLC
250	3994	MUNCIE MALL	3501 N GRANVILLE AVE	MUNCIE	IN	MUNCIE MALL LLC
251	5116	NATICK MALL	1245 WORCESTER ST	NATICK	MA	NATICK MALL LLC
252	5558	NORTH COUNTY SQUARE	1841 UNIVERSITY DRIVE	VISTA	CA	VALVISTA SOUTH LLC
253	4011	NORTH DARTMOUTH MALL	102 N DARTMOUTH MALL	NORTH DARTMOUTH	MA	PR NORTH DARTMOUTH LLC
254	4462	NORTH MASSAPEQUA SC	4250 JERUSALEM AVE	MASSAPEQUA	NY	MASSAPEQUA CENTER 1138 LLC
255	3344	NORTH STAR MALL	7400 SAN PEDRO	SAN ANTONIO	TX	NORTH STAR MALL LLC
256	3567	NORTHPOINTE PLAZA	9762 N NEWPORT HWY	SPOKANE	WA	INLAND WESTERN SPOKANE NORTHPOINTE LLC
257	5245	NORTHRIDGE FASHION CENTER	9301 TAMPA AVENUE	NORTHRIDGE	CA	GGP HOLDING II INC/GGP NORTH FASHION CENTER LP
258	679	NORTHRIDGE SC	7891 WADSWORTH BLVD	ARVADA	CO	NORTHRIDGE CENTER 1703 LLC
259	4395	NORTHRIDGE SHOPPING CENTER	995 E COMMERCIAL BLVD	OAKLAND PARK	FL	WRI JT NORTHRIDGE LP
260	3206	NORTHWEST MARKET PLACE	13754 NORTHWEST FREEWAY	HOUSTON	TX	IA HOUSTON NORTHWEST LIMITED PARTNERSHIP



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COUNT	STORE	STORE LOCATION ADDRESS 1	STORE LOCATION ADDRESS 2	STORE LOCATION CITY	STORE LOCATION ZIP	LANDLORD NAME
261	1745	NORTHWOODS MALL	4501 N WAR MEMORIAL DR	PEORIA	IL	NORTHWOODS SHOPPING CENTER LLC
262	1580	OAKWOOD MALL	4800 GOLF RD	EAU CLAIRE	WI	OAKWOOD HILLS MALL LLC
263	2711	PACKWOOD CREEK S/C	4147 S MOONEY BLVD	VISALIA	CA	TECATE INDUSTRIES PROPERTY LLC
264	5513	PALM VALLEY PLAZA SHOPPING CENTER	4500 E PALM VALLEY BLVD	ROUND ROCK	TX	NWC US 79/CR 122 LTD
265	2673	PALMHURST SHOPPING CENTER	4324 NORTH CONWAY	PALMHURST	TX	PD PALMHURST LP
266	3281	PARK CITY CENTER	840 PARK CITY CENTER	LANCASTER	PA	PARK CITY CENTER BUSINESS TRUST
267	1002	PARK MALL	5870 E BROADWAY BLVD	TUCSON	AZ	PARK MALL L.L.C.
268	373	PARK WEST PLACE	10734 TRINITY PARKWAY	STOCKTON	CA	EXCEL STOCKTON LP
269	2968	PATRICK HENRY MALL	12300 JEFFERSON AVE	NEWPORT NEWS	VA	PR PATRICK HENRY LLC
270	1382	PECANLAND MALL	4700 MILLHAVEN RD	MONROE	LA	PECANLAND MALL LLC
271	4417	PEMBROKE LAKES MALL	11401 PINES BLVD	PEMBROKE PINES	FL	PEMBROKE LAKES MALL LTD - C/O PEMBROKE LAKES MALL
272	2818	PENN PARK SHOPPING CENTER	1413 W I240 SERVICE RD	OKLAHOMA CITY	OK	IA OKLAHOMA CITY PENN LLC
273	3956	PERIMETER MALL	4400 ASHFORD DUNWOODY RD	ATLANTA	GA	PERIMETER MALL LLC
274	2943	PICO RIVERA TOWNE CENTER	8820 WASHINGTON BLVD	PICO RIVERA	CA	VESTAR CALIFORNIA XXVI LLC
275	1251	PINETREE VILLAGE	2243 HIGHWAY 15 N	LAUREL	MS	PINETREE PARTNERS LLC
276	112	PINNACLE HILLS PROMENADE	2203 PROMENADE BLVD	ROGERS	AR	ROGERS RETAIL L.L.C.
277	5327	PINOLE VISTA CROSSING	1390 FITZGERALD DRIVE	PINOLE	CA	GATEWAY PINOLE VISTA LLC
278	6303	PLAINFIELD COMMONS	2663 E MAIN ST	PLAINFIELD	IN	PLAINFIELD COMMONS II LOT A LLC
279	4329	PLAZA 580	4304 LAS POSITAS RD	LIVERMORE	CA	PK I PLAZA 580 SC LP
280	5674	PLAZA AT LANDMARK	6198F LITTLE RIVER TURNPIKE	ALEXANDRIA	VA	LANDMARK HHH LLC
281	4361	PLAZA CENTRO I	200 AVE RAFAEL CORDERO	CAGUAS	PR	MJS CAGUAS LP
282	4221	PLAZA DEL ATLANTICO	1400 AVE MIRAMAR	ARECIBO	PR	DDR ATLANTICO LLC SE
283	4215	PLAZA DEL NORTE MALL	506 CALLE TRUNCADO	HATILLO	PR	DDR NORTE LLC SE
284	4253	PLAZA ESCORIAL	5840 PLAZA ESCORIAL	CAROLINA	PR	DDR ESCORIAL LLC SE
285	4255	PLAZA GUAYNABO SC	CALLE MARGINAL ESMERALDA #130	GUAYNABO	PR	SERITAGE KMT FINANCE LLC
286	4235	PLAZA ISABELA	3535 AVE MILITAR	ISABELA	PR	DDR ISABELA LLC SE
287	4246	PLAZA PALMA REAL	350 CARR 3	HUMACAO	PR	DDR PALMA REAL LLC SE
288	4242	PLAZA RIO HONDO MALL	60 AVE RIO HONDO STE 50	BAYAMON	PR	DDR RIO HONDO LLC S.E.
289	4473	PLYMOUTH MEETING MALL	500 W GERMAN TOWN PIKE	PLYMOUTH MEETING	PA	PR PLYMOUTH MEETING LP
290	1733	PRINCE GEORGES PLAZA	3500 EAST-WEST HWY	HYATTSVILLE	MD	PR PRINCE GEORGES PLAZA LLC
291	4305	PROSPECT AVENUE PLAZA	38 KANE STREET	WEST HARTFORD	CT	PROSPECT PLAZA IMPROVEMENTS LLC
292	5724	PROVIDENCE PLACE MALL	146 PROVIDENCE PLACE	PROVIDENCE	RI	GGP-PROVIDENCE PLACE LLC
293	1872	QUAIL SPRINGS MALL	2501 W MEMORIAL RD	OKLAHOMA CITY	OK	QUAIL SPRINGS MALL C/O GGP LIMITED PARTNERSHIP
294	133	QUINCY MALL	3255 BROADWAY	QUINCY	IL	QUINCY-CULLINAN LLC
295	2536	REDFORD PLAZA S/C	9311 TELEGRAPH RD	REDFORD	MI	BRIXMOR SPE 3 LLC
296	3716	REDHAWK TOWNE CENTER	32155 HWY 79	TEMECULA	CA	REDHAWK TOWNE CENTER II LLC
297	4159	REXVILLE TOWNE CENTER	3009 CARR 167	BAYAMON	PR	KIM-SAM PR RETAIL LLC
298	3029	RIVER VALLEY MALL	1635 RIVER VALLEY CIR	LANCASTER	OH	RVM GLIMCHER LLC
299	4935	RIVERCHASE GALLERIA	2000 RIVERCHASE GALLERIA	HOOVER	AL	HOOVER MALL LIMITED LLC - C/O RIVERCHASE GALLERIA
300	2590	RIVERHILL PLAZA	1010A BLOSSOM HILL RD	SAN JOSE	CA	RIVERHILL ASSOCIATES
301	4888	RIVERPOINT MARKETPLACE EAST	771 IKEA COURT SUITE 140	WEST SACRAMENTO	CA	EXCEL RIVERPOINT LP
302	1339	RIVERSIDE SQUARE	3145 S ASHLAND AVE	CHICAGO	IL	FW IL-RIVERSIDE/RIVERS EDGE LLC
303	5735	RIVERTOWN CROSSING	3700 RIVERTOWN PARKWAY	GRANDVILLE	MI	RIVERTOWN CROSSINGS - C/O GGP-GRANDVILLE LLC
304	5664	RIVERVIEW WEST MARKETPLACE	701 S HARBOR BLVD	SANTA ANA	CA	RIO VISTA WEST LLC
305	23	RIVERWALK CENTRE	2724 S TELEPHONE RD	MOORE	OK	RIVERWALK CENTRE II - OKLAHOMA LLC
306	4548	ROCKBOTTOM SC	710 FRANKLIN AVE	FRANKLIN SQUARE	NY	FRANKLIN SQUARE 1136 INC
307	3151	ROLLING OAKS MALL	6909 N LOOP 1604 E	SAN ANTONIO	TX	ROLLING OAKS MALL LLC
308	1047	RUSHMORE MALL	2200 N MAPLE AVE	RAPID CITY	SD	SM RUSHMORE MALL LLC
309	3217	SAINT LOUIS GALLERIA	2158 SAINT LOUIS GALLERIA	SAINT LOUIS	MO	SAINT LOUIS GALLERIA LLC
310	3050	SALMON RUN MALL	21182 SALMON RUN MALL LOOP WEST	WATERTOWN	NY	SALMON RUN SHOPPING CENTER LLC
311	2841	SAN LEANDRO PLAZA	1299 WASHINGTON AVE	SAN LEANDRO	CA	REGENCY CENTERS LP
312	3335	SAN LUIS OBISPO PROMENADE	487 MADONNA RD	SAN LUIS OBISPO	CA	SLO PROMENADE DE LLC

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COUNT	STORE	STORE LOCATION ADDRESS 1	STORE LOCATION ADDRESS 2	STORE LOCATION CITY	STORE LOCATION ZIP	LANDLORD NAME
313	1558	SAND CREEK CROSSING	2440 SAND CREEK ROAD	BRENTWOOD	CA	SAND CREEK CROSSING LLC
314	4881	SANTA MARGARITA TOWN CTR	30606 SANTA MARGARITA PKWY	RANCHO SANTA MARGARI	CA	SANDERSON J RAY-BIG RSM LLC
315	574	SANTEE TROLLEY SQUARE	9850 MISSION GORGE RD	SANTEE	CA	SANTEE TROLLEY SQUARE 991 LP
316	4910	SHADLE SC	2401 W WELLESLEY AVE	SPOKANE	WA	P2J2 SHADLE ASSOCIATES LLC
317	4014	SHERIDAN PLAZA	5101 SHERIDAN ST #24	HOLLYWOOD	FL	EQUITY ONE (SHERIDAN PLAZA) LLC
318	4600	SHERMAN TOWN CENTER	4172 TOWN CENTER STREET	SHERMAN	TX	MB SHERMAN TOWN CENTER LIMITED PARTNERSHIP
319	4564	SHOPPING AT THE ROSE	2051 ROSE AVENUE	OXNARD	CA	MCGRATH-PHD PARTNERS L.P.
320	5799	SHOPS AT ROYAL OAKS	2600 S KIRKWOOD DR	HOUSTON	TX	WESTKIRK VENTURE I LTD
321	2781	SHOPS AT SKYLAKE	1652 NE MIAMI GARDENS DR	NORTH MIAMI BEACH	FL	EQUITY ONE (FLORIDA PORTFOLIO) INC
322	3920	SKY VIEW SHOPPING CENTER	40-24 COLLEGE POINT BOULEVARD	FLUSHING	NY	BRE SKYVIEW RETAIL OWNER LLC
323	5233	SONORA CROSSROADS	1215 SANGUINETTI ROAD	SONORA	CA	SONORA 3 LLC
324	1397	SOONER MALL	3215 W MAIN ST	NORMAN	OK	SOONER FASHION MALL LLC
325	6489	SOUTH HILL PLAZA	3860 S MERIDIAN ST	PUYALLUP	WA	DAVID R TILTON
326	2822	SOUTHERN PARK MALL	7401 MARKET ST	BOARDMAN	OH	SOUTHERN PARK MALL LLC
327	1177	SOUTHWEST PLAZA	8501 W BOWLES AVE	LITTLETON	CO	SOUTHWEST PLAZA LLC
328	2044	SPRINGFIELD MALL	6829 SPRINGFIELD MALL	SPRINGFIELD	VA	PR SPRINGFIELD TOWN CENTER LLC
329	4833	STATEN ISLAND MALL	2655 RICHMOND AVENUE	STATEN ISLAND	NY	GGP STATEN ISLAND MALL LLC
330	5528	STEGERTOWN CROSSING	824 STEGER TOWN DR	ROCKWALL	TX	STEGER DUNHILL LLC
331	3827	STONY POINT PLAZA SHOPPING CENTER	711 STONY POINT RD	SANTA ROSA	CA	WRI SOUTHERN INDUSTRIAL POOL LLC
332	3520	SUN LAKES VILLAGE	300 S HIGHLAND SPRINGS AVE	BANNING	CA	SUNLAKES INVESTMENT LLC
333	10	SUNLAND PLAZA	725 SUNLAND PARK DR	EL PASO	TX	RONALD M. ISRAEL
334	1159	SUPER WALMART PLAZA	3815 DEVONSHIRE AVE NE	SALEM	OR	DEVONSHIRE DEVELOPMENT COMPANY
335	3138	SUSQUAHANNA VALLEY MALL	1 SUSQUAHANNA VALLEY MALL	SELINGSGROVE	PA	SUSQUEHANNA VALLEY MALL ASSOCIATES LP
336	4379	THE BRICKYARD	2700 NORTH NARRAGANSETT	CHICAGO	IL	INLAND WESTERN CHICAGO BRICKYARD LLC
337	565	THE CENTER AT PEARLAND PARKWAY	2650 PEARLAND PARKWAY SUITE 120	PEARLAND	TX	TPRF III/SR PEARLAND LP
338	5319	THE COURT OF UPPER PROVIDENCE	1836 E. RIDGE PIKE STE # 104	ROYERSFORD	PA	PROVIDENCE RIDGE ASSOCIATES L.P.
339	992	THE FOUNTAINS OF MIRAMAR PLAZA	2965 SW 160TH AVE	MIRAMAR	FL	BRE DDR IVA MIRAMAR FL LLC
340	2395	THE GALLERIA AT WHITE PLAINS	100 MAIN ST	WHITE PLAINS	NY	WP GALLERIA REALTY LP
341	4396	THE GATEWAY AT DETROIT	1371 WEST 8 MILE RD	HIGHLAND PARK	MI	DGPOM MASTER TENANT LLC - C/O REDICO MANAGEMENT INC
342	4455	THE GROVES SHOPPING CENTER	1320 W ELLIOT RD STE 112	TEMPE	AZ	PACIFIC CASTLE GROVES LLC
343	3722	THE HUB AT HEMPSTEAD SHOPPING CENTER	144 FULTON AVE	HEMPSTEAD	NY	BRE DDR IVA HUB NY LLC
344	5143	THE MEADOWS MALL	4300 MEADOWS LANE	LAS VEGAS	NV	GGP MEADOWS MALL LP
345	3761	THE PAVILIONS AT TALKING STICK	8940 E TALKING STICK WAY	SCOTTSDALE	AZ	DERITO TALKING STICK NORTH LLC
346	1870	THE PLANT SHOPPING CENTER	2151 MONTEREY RD	SAN JOSE	CA	COLE MT SAN JOSE CA LP
347	3390	THE QUAD AT WHITTIER	13522 WHITTIER BLVD	WHITTIER	CA	TERRAMAR RETAIL CENTERS LLC & TRC MM LLC
348	4557	THE QUARRY SHOPPING CENTER	9430 JOLIET RD	HODGKINS	IL	CSHV QUARRY LLC
349	3440	THE SHOPPES AT BUCKLAND HILLS	194 BUCKLAND HILLS DR	MANCHESTER	CT	THE SHOPPES AT BUCKLAND HILLS
350	4351	THE SHOPPES AT MARKET POINTE	8540 S 71ST PLAZA	PAPILLION	NE	IREIT PAPILLION MARKET POINTE LLC
351	5590	THE SHOPPES AT TWO RIVERS PLAZA	1196 W BOUGHTON	BOLINGBROOK	IL	TWO RIVERS VENTURE LLC
352	4415	THE SHOPS AT FOX RIVER	2922 COMMERCE DR	JOHNSBURG	IL	DDR MCHENRY SQUARE LLC
353	3923	THE SHOPS AT LA CANTERA	15900 LA CANTERA PARKWAY SUITE #9900	SAN ANTONIO	TX	LA CANTERA RETAIL LIMITED PARTNERSHIP
354	5133	THE WOODLANDS MALL	1201 LAKE WOODLANDS DRIVE SPACE 1220	THE WOODLANDS	TX	THE WOODLANDS MALL C/O THE WOODLANDS MALL ASSOCIATES LLC
355	3032	TOPS MALL	5849 S TRANSIT RD	LOCKPORT	NY	G&I IX EMPIRE TOPS PLAZA LOCKPORT LLC
356	1811	TOWN CENTER AT AURORA	14200 E ALAMEDA AVE	AURORA	CO	TOWN CENTER AT AURORA LLC
357	1709	TOWNE WEST SQUARE	4600 W KELLOGG	WICHITA	KS	TOWNE WEST SQUARE LLC
358	4513	TOWSON TOWN CENTER	825 DULANEY VALLEY RD	TOWSON	MD	TOWSON TC LLC - C/O TOWSON TOWN CENTER
359	3591	TRI-CITY PLAZA	35 TALCOTVILLE RD	VERNON ROCKVILLE	CT	TRI-CITY IMPROVEMENTS LLC
360	2933	TUCSON MALL	4500 N ORACLE RD	TUCSON	AZ	GGP-TUCSON MALL LLC
361	1001	TURNPIKE CENTER	197 S TURNPIKE RD # 199	SANTA BARBARA	CA	TURNPIKE CENTER LLC
362	3546	TYSON CROSSINGS	8353 LEESBURG PIKE	VIENNA	VA	MLK ASSOCIATES LLC
363	4283	UNION LANDING	30850 DYER ST	UNION CITY	CA	BARBIERI TRUST ACCOUNT
364	3277	UNION SQUARE MARKETPLACE	1780 DECOTO RD BLDG F	UNION CITY	CA	UNION SQUARE INVESTMENTS LP

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365	3664	UPHAMS CORNER	786 DUDLEY ST	DORCHESTER	MA	PIERCE PROPERTY LIMITED PARTNERSHIP - C/O DORCHESTER BAY E.D.C.
366	672	UVALDE RETAIL CENTER	3030 E MAIN ST	UVALDE	TX	ROY L MARTIN & ASSOCIATES LTD
367	3159	VALLEJO CORNERS	908 ADMIRAL CALLAGHAN LN	VALLEJO	CA	BRIXMOR PROPERTY OWNERS II LLC
368	1747	VALLEY MALL	17301 VALLEY MALL RD	HAGERSTOWN	MD	PR VALLEY LIMITED PARTNERSHIP #1747
369	1819	VALLEY PLAZA	2701 MING AVE	BAKERSFIELD	CA	VALLEY PLAZA MALL LLC
370	3852	VALLEY VIEW MALL	3800 STATE ROAD 16	LA CROSSE	WI	PR FINANCING LIMITED PARTNERSHIP
371	2583	VICTOR VALLEY TOWN CENTER	17080 BEAR VALLEY ROAD	VICTORVILLE	CA	VICTOR VALLEY TOWN CENTER LLC
372	1775	VIEWMONT MALL	800 VIEWMONT MALL	SCRANTON	PA	PR VIEWMONT LP
373	4072	VILLAGE COMMONS SC	62 E MAIN ST	SMITHTOWN	NY	RD SMITHTOWN LLC
374	3638	VILLAGE CROSSING	5553 TOUHY AVE	SKOKIE	IL	DDRTC VILLAGE CROSSING LLC
375	1385	VINEYARD PLAZA	3964 VINEYARD DR	DUNKIRK	NY	DUNKIRK L.P.
376	5198	VINTAGE COMMONS SHOPPING CENTER	3900 SISK ROAD	MODESTO	CA	BROOKLYN 55 LLC
377	2653	VISALIA MALL	2195 SOUTH MOONEY BLVD	VISALIA	CA	VISALIA MALL LP C/O VISALIA MALL
378	1926	WALMART CENTER	8800 TONNELLE AVE	NORTH BERGEN	NJ	UE NORTH BERGEN TONNELLE PLAZA LLC
379	4563	WALMART SUBDIVISION	4524 E HWY 83	RIO GRANDE CITY	TX	SUSAN BALDINI
380	5029	WATERTOWN MALL	550 ARSENAL STREET	WATERTOWN	MA	WATERTOWN MALL ASSOCIATES LP
381	3065	WEST RIDGE MALL	1801 SW WANAMAKER RD	TOPEKA	KS	WEST RIDGE MALL LLC
382	5631	WEST VALLEY MARKETPLACE	1091 MILLCREEK RD.	ALLENTOWN	PA	JDN DEVELOPMENT COMPANY INC.
383	4626	WESTBROOK PLAZA	11 MAIN ST	WESTBROOK	ME	W/S WESTBROOK ASSOCIATES LLC
384	2315	WESTERN SPRINGS SC	2587 S 177 PLAZA	OMAHA	NE	LAKESIDE INVESTMENTS LLC
385	5654	WESTFORK PLAZA	15887 PINES BOULEVARD	PEMBROKE PINES	FL	G&I VII WESTFORK LLC - C/O WOOLBRIGHT DEVELOPMENT
386	2863	WESTGATE MALL	7701 W I-40	AMARILLO	TX	AMARILLO MALL LLC
387	1559	WESTGATE MARKETPLACE	5924 SW 3RD ST	OKLAHOMA CITY	OK	DC RENBARGER #4 LLC
388	2343	WESTLAKES SHOPPING CENTER	8223 MARBACH ROAD	SAN ANTONIO	TX	HEB GROCERY COMPANY LP
389	2714	WESTLAND FAIR	4469 WEST CHARLESTON	LAS VEGAS	NV	WEINGARTEN NOSTAT INC.
390	1838	WESTMINSTER MALL	2036 WESTMINSTER MALL	WESTMINSTER	CA	WESTMINSTER MALL LLC
391	981	WESTON COMMONS	4553 WESTON RD	WESTON	FL	TREA WESTON LLC
392	3715	WESTOVER PLACE SHOPPING CENTER	8219 STATE HIGHWAY 151	SAN ANTONIO	TX	IA SAN ANTONIO WESTOVER LLC
393	1113	WESTRIDGE COURT	256 S RT 59	NAPERVILLE	IL	BRIXMOR HOLDINGS 6 SPE LLC
394	2475	WESTWOOD SHOPPING CENTER	2600 SW BARTON ST	SEATTLE	WA	MEPT WESTWOOD VILLAGE LLC
395	3778	WHITE MARSH MALL	8200 PERRY HALL BLVD	BALTIMORE	MD	WHITE MARSH MALL LLC - C/O WHITE MARSHMALL
396	5323	WHITE OAK S/C	11281 NEW HAMPSHIRE AVE	SILVER SPRING	MD	SAUL SUBSIDIARY I LIMITED PARTNERSHIP
397	3977	WHITEHALL MALL	1213 WHITEHALL MALL	WHITEHALL	PA	WHITEMAK ASSOCIATES
398	809	WHITTWOOD TOWN CENTER	15604 WHITTWOOD LANE	WHITTIER	CA	BRE DDR BR WHITTWOOD CA LLC
399	300	WILKES BARRE MARKETPLACE	2160 HIGHLAND PARK BLVD	WILKES BARRE	PA	BRIXMOR GA WILKES-BARRE LP
400	3189	WILLOWBROOK MALL	7925 FM 1960 RD W	HOUSTON	TX	WILLOWBROOK MALL (TX) LLC
401	5279	WINDWARD CITY SC	45-480 KANEOHE BAY DRIVE B17	KANEOHE	HI	WCSC LLC
402	3478	WOBURN MALL	300 MISHAWUM RD	WOBURN	MA	MEPT WOBURN MALL LLC
403	3797	WOODBRIIDGE CENTER MALL	102 WOODBRIIDGE CENTER DR	WOODBRIIDGE	NJ	WOODBRIIDGE CENTER PROPERTY LLC
404	4264	WOODBURY COMMONS	10150 HUDSON RD	WOODBURY	MN	IRC WOODBURY COMMONS LLC
405	1859	WOODLAND MALL	3135 28TH ST SE	GRAND RAPIDS	MI	PR WOODLAND LIMITED PARTNERSHIP
406	556	WOODSIDE CENTRAL SC	2531 EL CAMINO REAL	REDWOOD CITY	CA	REGENCY CENTERS LP
407	4285	WOODSTOCK SQUARE	128 WOODSTOCK SQUARE AVE	WOODSTOCK	GA	DDRTC WOODSTOCK SQUARE LLC C/O DEVELOPERS DIVERSIFIED REALTY
408	3943	WYOMING VALLEY MALL	9 WYOMING VALLEY MALL	WILKES BARRE	PA	PR WYOMING VALLEY LP