



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)

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In re:

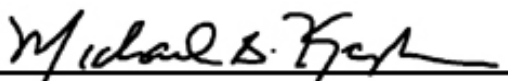
ASHLEY STEWART HOLDINGS, INC., et al.,<sup>1</sup>

Debtors-in-Possession.

Case No. 14-14383 (MBK)  
Judge: Honorable Michael B. Kaplan  
Chapter 11  
(Jointly Administered)

**ORDER (I) ESTABLISHING ADMINISTRATIVE CLAIMS BAR DATE AND  
(II) APPROVING (A) PROOF OF ADMINISTRATIVE CLAIMS FORM, (B) FORM AND  
MANNER OF SERVING NOTICE THEREOF, AND (C) PROCEDURES FOR FILING  
PROOF OF ADMINISTRATIVE CLAIMS**

**DATED: 6/4/2014**

  
Honorable Michael B. Kaplan  
United States Bankruptcy Judge

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Debtor: ASHLEY STEWART HOLDINGS, INC., et al.  
Case No.: 14-14383 (MBK) (Jointly Administered)  
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(C) PROCEDURES FOR FILING PROOF OF ADMINISTRATIVE CLAIMS

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The relief set forth on the following pages, numbered two (2) through five (5), is hereby ORDERED.

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Upon the motion (the “Motion”)<sup>1</sup> of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order (this “Order”) pursuant to sections 105 and 503 of the Bankruptcy Code (i) establishing July 15, 2014 at 5:00 p.m. (prevailing Eastern Time) as the deadline for filing Administrative Claims under section 503 of the Bankruptcy Code and (ii) approving (a) the form of Proof of Administrative Claim, (b) the form and manner of serving notice of the Administrative Claims Bar Date, and (c) the procedures for filing the Proof of Administrative Claims; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11* dated as of September 18, 2012; and it appearing that the Motion is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2); and it appearing that venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no other or further notice need be provided; and appearing that no other or further notice need be provided; and after due deliberation and sufficient cause appearing therefor;

<sup>1</sup> Capitalized terms used herein but not otherwise defined have the meanings ascribed to them in the Motion.

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IT IS HEREBY ORDERED THAT:

1. The Motion is granted and any and all Administrative Claims (except those specified herein) shall be asserted and determined in accordance with the following procedures:

- a. Administrative Claims Bar Date: July 15, 2014 at 5:00 p.m. (prevailing Eastern Time) (the “Administrative Claims Bar Date”) shall be the deadline to file Administrative Claims. A party asserting an Administrative Claim for (i) all claims arising from March 10, 2014 through and including June 3, 2014 or (ii) all claims under section 503(b)(9) of the Bankruptcy Code for the value of goods delivered to the Debtor within the twenty days prior to the Petition Date, shall file a Proof of Administrative Claim on or before the Administrative Claims Bar Date.
- b. Approving Notice of Administrative Claims Bar Date: The Debtors shall mail notice of the Administrative Claims Bar Date, substantially in the form of the notice attached as **Exhibit B** to the Motion (the “Administrative Claims Bar Date Notice”), together with a Proof of Administrative Claim, upon all creditors that the Debtors reasonably believe may be a holder of an Administrative Claim by first class mail no later than three (3) business days after entry of this Order.
- c. Procedures for Filing a Proof of Administrative Claim: Each claimant asserting an Administrative Claim shall submit a separate proof of Administrative Claim (each, a “Proof of Administrative Claim”), substantially in the form of the Proof of Administrative Claim attached as **Exhibit A** to the Motion, together with any supporting documentation (*e.g.*, invoices) against each Debtor that it alleges owes it an Administrative Claim. The Debtors shall make the Proof of Administrative Claim available for downloading at <https://cases.primeclerk.com/ashleystewart>. To be considered timely filed, the Proof of Administrative Claim must be actually received by the Debtors’ claims agent, Prime Clerk, LLC (“Prime Clerk”), by no later than the Administrative Claims Bar Date.

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- d. Delivery of the Proof of Administrative Claim: Delivery of the Proof of Administrative Claim must be made to: Ashley Stewart Claims Processing Center c/o Prime Clerk, LLC, 830 3rd Avenue, 9th Floor, New York, NY 10022 by first class mail, overnight courier service, or hand delivery. Any Administrative Claim sent in any other manner, including by facsimile, telecopy, or electronic mail transmission, shall not be accepted. Any Administrative Claim not timely filed in accordance with the terms of this Order shall be deemed disallowed and the claimant holding such Administrative Claim shall be forever barred, estopped, and enjoined from asserting such Administrative Claim against the Debtors or their estates or receiving any distribution on account of such Administrative Claim.
- e. Claimants Exempt from Filing a Proof of Administrative Claim: The terms of this Order do not apply to: (i) any party that has already properly filed an Administrative Claim with the Debtors' claims agent, Prime Clerk, that clearly sets forth the Debtor against which the party asserts a claim and that such party is asserting an Administrative Claim; (ii) any party whose Administrative Claim has been allowed by a prior order of the Court; (iii) any professional advisor (*i.e.*, attorneys, financial advisors, accountants, and administrative agents) retained by the Debtors or the Committee under sections 327, 328, 330, 331, 363, or 1103 of the Bankruptcy Code and whose Administrative Claim is for services rendered and/or reimbursement of expenses incurred in these Chapter 11 Cases; and (iv) any member of the Committee for reimbursement of expenses incurred in connection with its service on the Committee. Those claimants shall not be required to file Administrative Claims at this time.

2. The Proof of Administrative Claim and the Administrative Claims Bar Date Notice substantially in the form attached as **Exhibit A** and **Exhibit B** to the Motion, respectively, are hereby approved and shall be deemed adequate and sufficient notice if served by the Debtors in accordance with paragraph 1(b) of this Order.

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3. This Order should not be construed as an extension of the General Bar Date or the bar date for governmental entities and all creditors that fail to file proofs of claim on or before such dates for claims other than Administrative Claims are hereby forever barred from asserting such claims against the Debtors.

4. Nothing contained in the Motion or this Order shall affect, modify, or limit the rights of any claimant, the Debtors, or any other party-in-interest to challenge the allowance of any claim and all rights and defenses are preserved. The Debtors shall retain the right to dispute or assert offsets or defenses against any Administrative Claim as to nature, amount, liability, classification or otherwise.

5. The Debtors are authorized and empowered to take any and all actions necessary to implement or effectuate the terms of this Order.

6. Notwithstanding the possible applicability of Bankruptcy Rules 6004, 7062, and 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

8. A true copy of this Order shall be served on the Notice Parties by regular U.S. mail within three (3) days hereof.