

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re

PACIFIC SUNWEAR OF CALIFORNIA,
INC., a California corporation, *et al.*,¹

Debtors.

Chapter 11

Case No.: 16-10882 (LSS)

(Jointly Administered)

Re Docket Nos. 364 and 416

**ORDER (I) FIXING A DEADLINE FOR FILING REQUESTS FOR ALLOWANCE
OF ADMINISTRATIVE EXPENSE CLAIMS AND (II) DESIGNATING FORM
AND MANNER OF NOTICE THEREOF**

Upon consideration of the Motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") requesting entry of an order, pursuant to sections 105(a), 502(b)(9), 503(b), 507(a)(2) of the Bankruptcy Code, Bankruptcy Rules 2002(a)(7), 3002(a), and 3003(c), and Local Rule 2002-1(e): (a) establishing a deadline for filing of requests for allowance of Administrative Expense Claims that arose during the period from the Petition Date through and including July 31, 2016 and (b) designating the form and manner of notice thereof; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated as of February 29, 2012; and this Court having found that the 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 this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that the Debtors have provided proper and adequate notice of the Motion and the relief requested therein, and that, except as

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Pacific Sunwear of California, Inc. (9463-CA); Miraloma Borrower Corporation (0381-Del.); and Pacific Sunwear Stores Corp. (5792-CA). The Debtors' address is 3450 East Miraloma Avenue, Anaheim, CA 92806.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

otherwise ordered herein, no other or further notice is necessary; and this Court having reviewed the Motion; and this Court having determined that the legal and factual bases set forth in the Motion 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:

1. The Motion is GRANTED as set forth herein.

2. Except as otherwise provided herein, each person or entity, including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units, that holds or wishes to assert an administrative expense claim pursuant to section 503(b) of the Bankruptcy Code, other than a Section 503(b)(9) Claim (each, an "Administrative Expense Claim"), against the Debtors' estates, which claim arose during the period from the Petition Date through and including July 31, 2016 must file a request for allowance of such Administrative Expense Claim (a "Request for Payment"), substantially in the form attached hereto as Exhibit 1, no later than **4:00 p.m. (ET) on August 15, 2016** (such date, the "First Administrative Expense Bar Date").

3. A Request for Payment with respect to Administrative Expense Claims that arose between the Petition Date and July 31, 2016 shall be deemed timely and properly filed only if it is **actually received** by Prime Clerk no later than the First Administrative Expense Bar Date either (i) electronically via the interface available on Prime Clerk's website at <https://cases.primeclerk.com/pacsun/EPOC-Index> or (ii) via U.S. Mail, overnight mail, or hand delivery method at the following address:

Pacific Sunwear Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022

4. The Debtors and Prime Clerk shall **not** be required to accept a Request for Payment sent by facsimile, telecopy, or electronic mail transmission.

5. Each Request for Payment must: (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) be written in the English language; (iii) denominate the claim in lawful currency of the United States as of the First Administrative Expense Bar Date; (iv) indicate the particular Debtor against which the claim is asserted; and (v) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available.

6. The establishment of the First Administrative Expense Bar Date shall not have any effect on the General Bar Date Order, or be deemed to have extended or otherwise affected any other deadlines for filing claims that have been established in these chapter 11 Cases by this Court.

7. Notwithstanding anything to the contrary in this Order or the Motion, the following claims shall be excepted from this Order and are **not** required to be filed on or before the First Administrative Expense Bar Date:

- (i) any Administrative Expense Claims that (a) have been previously paid by the Debtors in the ordinary course of business or otherwise or (b) have otherwise been satisfied;
- (ii) Administrative Expense Claims previously filed with Prime Clerk or this Court;
- (iii) Administrative Expense Claims of any professional retained and employed by the Debtors or the Committee, pursuant to sections 327, 328 or 1103 of the Bankruptcy Code, including any ordinary course of business professionals retained pursuant to an order of the Court approving the employment of ordinary course business professionals, for compensation, indemnification or reimbursement

of costs and expenses relating to professional services performed and expenses incurred on and after the Petition Date;

- (iv) any claims by any member of the Committee for reimbursement of expenses (including attorney fees) incurred in connection with the member's service on the Committee;
- (v) any claims by any current officer or director of the Debtors;
- (vi) any claims for fees payable to the Clerk of the Court;
- (vii) any fees payable to the Office of the United States Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717;
- (viii) any claim by a governmental unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code, as provided for in section 503(b)(1)(D) of the Bankruptcy Code or for any other postpetition tax;
- (ix) any claim held by the ABL Agent, any ABL Lender (including, for the avoidance of doubt, on account of any postpetition payment card obligations), the DIP Agent, or any DIP Lender, and any claim for professional fees and expenses asserted by professionals employed by the ABL Agent, any ABL Lender, the DIP Agent, or any DIP Lender;
- (x) any claim held by the Term Loan Agent or any Term Loan Lender and any claim for professional fees and expenses asserted by professionals employed by the Term Loan Agent or any Term Loan Lender;
- (xi) ordinary course Administrative Expense Claims (a) for postpetition payroll and employee benefits, (b) held by vendors or utility companies for postpetition goods and services, (c) held by landlords for postpetition rent or "stub rent," (d) for accrued postpetition interest on the Mortgage Notes (as defined in the Plan), (e) for accrued postpetition royalties, (f) for gift cards purchased postpetition or for merchandise credits obtained postpetition, (g) for any severance payment to any employees of the Debtors terminated postpetition, (h) for Cure Claims (as defined in the Plan), or (i) for any payments in respect of any key employee retention or incentive plans approved by the Court; and

(xii) Administrative Expense Claims arising after July 31, 2016.³

8. Within five (5) business days after entry of this Order (the “Service Date”), the Debtors, directly or through Prime Clerk, shall serve the Administrative Expense Bar Date Notice, substantially in the form attached hereto as Exhibit 2, which form is hereby approved, along with a blank Request for Payment, substantially in the form attached hereto as Exhibit 1, by first-class mail, postage prepaid, on the following parties:

- (i) the U.S. Trustee;
- (ii) counsel for the Committee;
- (iii) all persons or entities that have requested notice of the proceedings in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002;
- (iv) all persons or entities that have filed claims against the Debtors;
- (v) all known persons who have entered into a transaction with the Debtors on or after the Petition Date or that are known to hold a right to payment under section 503(b)(1) of the Bankruptcy Code;
- (vi) all parties to executory contracts and unexpired leases of the Debtors;
- (vii) all persons employed by the Debtors on or after the Petition Date;
- (viii) the attorneys of record to all parties with litigation pending against any of the Debtors;
- (ix) the Internal Revenue Service, the United States Attorney’s Office for the District of Delaware, all taxing authorities for the jurisdictions in which any of the Debtors currently conduct business, and all other applicable governmental units; and
- (x) all other parties in the Debtors’ creditor matrix not included above.

9. If the Debtors determine after the Service Date that additional parties should receive the Administrative Expense Bar Date Notice, then the date by which a Request for Payment must be filed by such party or parties shall be the later of (i) the First Administrative

³ Administrative Expense Claims that arise after July 31, 2016 will be subject to a separate deadline to be later established in these Cases.

Expense Bar Date and (ii) thirty (30) days from the mailing date of the Administrative Expense Bar Date Notice to such additional parties.

10. The Debtors shall cause the Administrative Expense Bar Date Notice to be posted by the Service Date on the website established by Prime Clerk for the Debtors' Chapter 11 Cases (<http://cases.primeclerk.com/pacsun>).

11. Any person or entity purportedly holding an Administrative Expense Claim arising on or before July 31, 2016, that is required to file a Request for Payment, and is served with notice of the First Administrative Expense Bar Date, but fails to file a Request for Payment properly or timely in accordance with the Administrative Expense Bar Date Order, shall not, absent further order of this Court, participate in any distribution in these Chapter 11 Cases on account of such alleged Administrative Expense Claim.

12. Entry of this Order is without prejudice to the Debtors' right to seek any other or further orders of this Court fixing a date by which holders of claims not subject to the First Administrative Expense Bar Date must file or assert such claims against the Debtors.

13. Nothing in this Order shall prejudice the right of any party in interest, including the Debtors, to object to any Request for Payment or similar request or claim.

14. The Debtors and Prime Clerk are authorized and empowered to take any and all actions necessary to implement the terms of this Order.

15. This Court shall retain jurisdiction and power over any and all matters arising from or related to the implementation or interpretation of this order.

Dated: June 3, 2016
Wilmington, Delaware

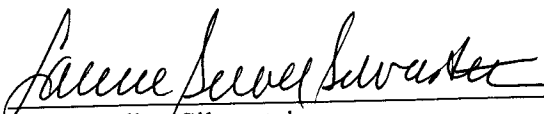

Laurie Selber Silverstein
United States Bankruptcy Judge

Exhibit 1

Request for Payment

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re
PACIFIC SUNWEAR OF CALIFORNIA,
INC., a California corporation, *et al.*,¹
Debtors.

Chapter 11
Case No.: 16-10882 (LSS)
(Jointly Administered)

REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM

1. Name of claimant:
2. Name of Debtor claim asserted against:
3. Nature and description of the claim (you may attach a separate summary):
4. Date(s) claim arose:
5. Amount of claim:
6. Documentation supporting the claim must be attached hereto. Documentation should include both evidence of the nature of the administrative expense claim asserted as well as evidence of the date or dates on which the administrative expense claim arose.

Date: _____ Signature: _____
 Name: _____
 Address: _____

 Phone Number: _____
 Email: _____

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Pacific Sunwear of California, Inc. (9463-CA); Miraloma Borrower Corporation (0381-Del.); and Pacific Sunwear Stores Corp. (5792-CA). The Debtors' address is 3450 East Miraloma Avenue, Anaheim, CA 92806.

Exhibit 2

Administrative Expense Bar Date Notice

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re

PACIFIC SUNWEAR OF CALIFORNIA, INC., a
California corporation, *et al.*,¹

Debtors.

Chapter 11

Case No.: 16-10882 (LSS)

(Jointly Administered)

NOTICE OF DEADLINE FOR FILING OF ADMINISTRATIVE EXPENSE CLAIMS

PLEASE TAKE NOTICE THAT on _____, 2016, the United States Bankruptcy Court for the District of Delaware (the "Court"), having jurisdiction over the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors") entered an order (the "Administrative Expense Bar Date Order") [D.I. ___] establishing _____, 2016, at 4:00 p.m. (ET) (the "First Administrative Expense Bar Date") as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) must file requests for the allowance of an administrative expense claim under section 503(b) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), other than a claim arising under section 503(b)(9) of the Bankruptcy Code (an "Administrative Expense Claim"),² against the Debtors' estates that may have arisen during the period from the Petition Date through and including July 31, 2016. Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Administrative Expense Bar Date Order.

Pursuant to the terms of the Administrative Expense Bar Date Order, and except as provided therein or herein, each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and governmental units) that holds or wishes to assert an alleged Administrative Expense Claim against the Debtors' estates that may have arisen during the period set forth in the preceding paragraph must file a request for allowance of such Administrative Expense Claim (a "Request for Payment"), substantially in the form attached hereto as Exhibit A, on or before the First Administrative Expense Bar Date.

Pursuant to the terms of the Administrative Expense Bar Date Order, the First Administrative Expense Bar Date **DOES NOT** apply to the following claims:

- (i) any Administrative Expense Claims that (a) have been previously paid by the Debtors in the ordinary course of business or otherwise or (b) have otherwise been satisfied;
- (ii) Administrative Expense Claims previously filed with Prime Clerk or the Court;
- (iii) Administrative Expense Claims of any professional retained and employed by the Debtors or the Official Committee of Unsecured Creditors (the "Committee"), pursuant to sections 327, 328, or 1103 of the Bankruptcy Code, including any ordinary course of business professionals retained pursuant to an order of the Court approving the

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Pacific Sunwear of California, Inc. (9463-CA); Miraloma Borrower Corporation (0381-Del.); and Pacific Sunwear Stores Corp. (5792-CA). The Debtors' address is 3450 East Miraloma Avenue, Anaheim, CA 92806.

² The First Administrative Expense Bar Date does not apply to claims arising under section 503(b)(9) of the Bankruptcy Code for the value of goods received by the Debtors within the twenty (20) days prior to the commencement of their chapter 11 cases (a "Section 503(b)(9) Claim"). The Court previously entered an order on April 29, 2016 [D.I. 237] setting June 13, 2016 as the deadline for all entities, other than governmental units (as defined in section 101(27) of the Bankruptcy Code), to file Section 503(b)(9) Claims and other prepetition claims.

- employment of ordinary course business professionals, for compensation, indemnification, or reimbursement of costs and expenses relating to professional services performed and expenses incurred on and after the Petition Date;
- (iv) any claims by any member of the Committee for reimbursement of expenses (including attorney fees) incurred in connection with the member's service on the Committee;
 - (v) any claims by any current officer or director of the Debtors;
 - (vi) any claims for fees payable to the Clerk of the Court;
 - (vii) any fees payable to the Office of the United States Trustee under 28 U.S.C. § 1930(a)(6) or accrued interest thereon arising under 31 U.S.C. § 3717; and
 - (viii) any claim by a governmental unit for a tax or penalty described in section 503(b)(1)(B) and (C) of the Bankruptcy Code, as provided for in section 503(b)(1)(D) of the Bankruptcy Code or for any other postpetition tax;
 - (ix) any claim held by the ABL Agent, any ABL Lender (including, for the avoidance of doubt, on account of any postpetition payment card obligations), the DIP Agent, or any DIP Lender, and any claim for professional fees and expenses asserted by professionals employed by the ABL Agent, any ABL Lender, the DIP Agent, or any DIP Lender;
 - (x) any claim held by the Term Loan Agent or any Term Loan Lender and any claim for professional fees and expenses asserted by professionals employed by the Term Loan Agent or any Term Loan Lender;
 - (xi) ordinary course Administrative Expense Claims (a) for postpetition payroll and employee benefits, (b) held by vendors or utility companies for postpetition goods and services, (c) held by landlords for postpetition rent or "stub rent," (d) for accrued postpetition interest on the Mortgage Notes (as defined in the Plan), (e) for accrued postpetition royalties, (f) for gift cards purchased postpetition or for merchandise credits obtained postpetition, (g) for any severance payment to any employees of the Debtors terminated postpetition, (h) for Cure Claims (as defined in the Plan), or (i) for any payments in respect of any key employee retention or incentive plans approved by the Court; and
 - (xii) Administrative Expense Claims arising after July 31, 2016.³

A CLAIMANT SHOULD CONSULT HIS OR HER ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A REQUEST FOR PAYMENT. NEITHER THE DEBTORS' ATTORNEYS, NOR PRIME CLERK, NOR THE CLERK OF THE COURT CAN ADVISE THE CLAIMANT WHETHER THE CLAIMANT SHOULD FILE A REQUEST FOR PAYMENT.

All original Requests for Payment in respect of Administrative Expense Claims that arose between the Petition Date and July 31, 2016 must be filed so as to be **actually received** by Prime Clerk on or before **4:00 p.m. (ET) on August 15, 2016** either (i) electronically via the interface available on Prime Clerk's website at <https://cases.primeclerk.com/pacsun/EPOC-Index> or (ii) via U.S. Mail, overnight mail, or hand delivery method at the following address:

**Pacific Sunwear Claims Processing Center
c/o Prime Clerk LLC
830 3rd Avenue, 3rd Floor
New York, NY 10022**

Such Requests for Payment of Administrative Expense Claims arising on or before July 31, 2016 will be deemed timely filed only if **actually received** by Prime Clerk on or before **4:00 p.m. (ET) on August 15, 2016**.

³ Administrative Expense Claims that arise after July 31, 2016 will be subject to a separate deadline to be later established in these Cases.

Requests for Payment of Administrative Expense Claims may **not** be delivered by facsimile, telecopy, or electronic mail transmission.

Each Request for Payment must: (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) be written in the English language; (iii) denominate the claim in lawful currency of the United States as of the First Administrative Expense Bar Date; (iv) indicate the particular Debtor against which the claim is asserted; and (v) include supporting documentation (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available. Documentation should include both evidence of the nature of the administrative expense claim asserted as well as evidence of the date on which the administrative expense claim arose.

ANY PARTY PURPORTEDLY HOLDING AN ADMINISTRATIVE EXPENSE CLAIM AGAINST THE DEBTORS, ARISING ON OR BEFORE JULY 31, 2016, THAT IS REQUIRED TO FILE A REQUEST FOR PAYMENT, BUT FAILS TO FILE A REQUEST FOR PAYMENT PROPERLY OR TIMELY IN ACCORDANCE WITH THE ADMINISTRATIVE EXPENSE BAR DATE ORDER, SHALL NOT, ABSENT FURTHER ORDER OF THE COURT, PARTICIPATE IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH ADMINISTRATIVE EXPENSE CLAIM.

The Debtors reserve the right to dispute, or to assert offsets or defenses against, any Administrative Expense Claim and nothing contained in the Administrative Expense Bar Date Order or this Notice shall preclude the Debtors from objecting to any filed claim on any grounds.

THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE AN ADMINISTRATIVE EXPENSE CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE AN ADMINISTRATIVE EXPENSE CLAIM.

This Notice is only a summary of the Administrative Expense Bar Date Order. All parties in interest should carefully review the Administrative Expense Bar Date Order itself and the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware for additional information regarding the filing and treatment of Administrative Expense Claims in the Debtors' chapter 11 Cases.

Copies of the Administrative Expense Bar Date Order may be examined by interested parties on the Court's electronic docket for the Debtors' chapter 11 cases, which is available at <http://www.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>). In addition, electronic copies of the Administrative Expense Bar Date Order may be obtained free of charge at <http://cases.primeclerk.com/pacsun> or by contacting the Debtors' attorneys to request a copy via email at spearson@ktbslaw.com or via telephone at (310) 407-4029. Copies of the Administrative Expense Bar Date Order may also be examined by interested parties between the hours of 8:00 a.m. and 4:00 p.m. (ET) at the office of the Clerk of the Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware, 19801.

Dated: June __, 2016

/s/ DRAFT

Michael R. Nestor, Esq. (Bar No. 3526)
Joseph M. Barry, Esq. (Bar No. 4221)
Maris J. Kandestin, Esq. (Bar No. 5294)
Shane M. Reil, Esq. (Bar No. 6195)
YOUNG CONAWAY STARGATT & TAYLOR, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Tel: (302) 571-6600; Fax: (302) 571-1253
Email: mnestor@ycst.com
jbarry@ycst.com
mkandestin@ycst.com
sreil@ycst.com

and

Michael L. Tuchin, Esq.
David M. Guess, Esq.
Jonathan M. Weiss, Esq.
Sasha M. Gurvitz, Esq.
KLEE, TUCHIN, BOGDANOFF & STERN LLP
1999 Avenue of the Stars, 39th Floor
Los Angeles, CA 90067
Tel: (310) 407-4029; Fax: (310) 407-9090
Email: mtuchin@ktbslaw.com
dguess@ktbslaw.com
jweiss@ktbslaw.com
sgurvitz@ktbslaw.com

Counsel to Debtors and Debtors in Possession