

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MISSOURI  
EASTERN DIVISION**

In re:	)	Case No. 19-40883-659
	)	Chapter 11
PAYLESS HOLDINGS LLC, <i>et al.</i> ,	)	
	)	Jointly Administered
Debtors.	)	
	)	Related Docket No.: 969

**NOTICE OF DEADLINES FOR FILING OF PROOFS OF CLAIM**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE FOLLOWING DEBTOR ENTITIES:**

Debtor's Name	Debtor's Case Number
Payless Holdings LLC	19-40883
Payless Intermediate Holdings LLC	19-40886
WBG-PSS Holdings LLC	19-40889
Payless Inc.	19-40890
Payless Finance, Inc.	19-40892
Collective Brands Services, Inc.	19-40910
PSS Delaware Company 4, Inc.	19-40884
Shoe Sourcing, Inc.	19-40898
Payless ShoeSource, Inc.	19-40882
Eastborough, Inc.	19-40888
Payless Purchasing Services, Inc.	19-40903
Payless ShoeSource Merchandising, Inc.	19-40907
Payless Gold Value CO, Inc.	19-40885
Payless ShoeSource Distribution, Inc.	19-40894
Payless ShoeSource Worldwide, Inc.	19-40896
Payless NYC, Inc.	19-40901
Payless ShoeSource of Puerto Rico, Inc.	19-40906
Payless Collective GP, LLC	19-40887
Collective Licensing, L.P.	19-40908
Collective Licensing International LLC	19-40891
Clinch, LLC	19-40900
Collective Brands Franchising Services, LLC	19-40893
Payless International Franchising, LLC	19-40905
PSS Canada, Inc.	19-40902

On May 3, 2019, the United States Bankruptcy Court for the Eastern District of Missouri (the “Court”) entered an order (Docket No. 969) (the “Bar Date Order”)<sup>1</sup> establishing certain deadlines for the filing of Proofs of Claim in the chapter 11 cases of the above-listed debtors and debtors-in-possession (collectively, the “Debtors”).

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<sup>1</sup> All capitalized term not defined herein shall have the meaning ascribed them in the Bar Date Order.

By the Bar Date Order, the Court established: (i) **June 7, 2019 at 11:59 p.m., prevailing Central Time** (the “General Bar Date”), as the general deadline for entities to file Proofs of Claim in the Debtors’ cases for claims against the Debtors that arose or are deemed to have arisen prior to the date on which the Debtors filed their chapter 11 petitions, February 18, 2019 (the “Petition Date”); and (ii) **August 19, 2019 at 11:59 p.m., prevailing Central Time** (the “Governmental Bar Date”), as the general deadline for governmental units to file Proofs of Claim in the Debtors’ cases for claims against the Debtors that arose or are deemed to have arisen prior to the Petition Date. As described below, the Bar Date Order also establishes different bar dates for certain categories of claims.

The Bar Date Order **does not apply** to the Payless ShoeSource Canada Inc., Payless ShoeSources Canada GP Inc. and Payless Shoe Sources Canada LP (collectively, the “Canadian Debtors”) or claims against any of the Canadian Debtors. The Canadian Debtors intend to seek entry of an order in the proceedings currently pending before the Ontario Superior Court of Justice (Commercial List) (the “CCAA Proceedings”) establishing bar dates, approving a proof of claim form and document package and granting related relief in respect of claims against the Canadian Debtors (the “Canadian Claims Process Order”). **If you have any claims against the Canadian Debtors you do not need to file a proof of claim in this claims process at this time. The Canadian Claims Process Order or a further order of the Court will govern the process to file such claims.** More information about the CCAA Proceedings is available at <http://cfcanada.fticonsulting.com/paylesscanada/>.

For your convenience, enclosed with this Notice is a customized proof of claim form (the “Proof of Claim Form”), which identifies on its face the amount, nature and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities and statements of financial affairs filed in these chapter 11 cases (collectively, the “Schedules”).

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of title 11 of the United States Code (the “Bankruptcy Code”), and includes all persons, estates, trusts and the United States Trustee. As used in this Notice, the terms “person” and “governmental unit” have the meanings given to them in Bankruptcy Code sections 101(41) and 101(27), respectively.

As used in this Notice, the term “claim” means, as to or against any of the Debtors and in accordance with Bankruptcy Code section 101(5): (i) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

#### **A. THE BAR DATES**

The Bar Date Order establishes the following bar dates for filing Proofs of Claim or requests for payment of certain administrative expenses in these cases (collectively, the “Bar Dates”):

1. The General Bar Date. Pursuant to the Bar Date Order, except as described below, all entities holding claims (whether secured, unsecured, priority or unsecured priority, including section 503(b)(9) claims) against the Debtors that arose or are deemed to have arisen prior to the Petition Date are required to file Proofs of Claim so that such proof of claim is actually received by the Clerk of the Bankruptcy Court for the Eastern District of Missouri (the "Clerk of the Court") or the Debtors' claims, noticing and balloting agent, Prime Clerk LLC ("Prime Clerk") **by June 7, 2019 at 11:59 p.m., prevailing Central Time.** *The General Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under Bankruptcy Code section 503(b)(9)) and unsecured nonpriority claims.*
2. The Governmental Bar Date. Pursuant to the Bar Date Order, except as described below, all governmental units holding claims against the Debtors that arose or are deemed to have arisen before the Petition Date are required to file Proofs of Claim so that such proof of claim is actually received by the Clerk of the Court or Prime Clerk **by August 19, 2019 at 11:59 p.m., prevailing Central Time.**
3. The Rejection Bar Date. Pursuant to the Bar Date Order, any entity asserting claims against the Debtors arising from or relating to the rejection of executory contracts or unexpired leases, in accordance with Bankruptcy Code section 365 and pursuant to a court order or by operation of Bankruptcy Code section 365(d)(4), or claims otherwise related to such rejected agreements, including: (i) secured claims, unsecured priority claims and unsecured nonpriority claims that arose or are deemed to have arisen prior to the Petition Date; and (ii) administrative claims under Bankruptcy Code section 503(b), (collectively, "Rejection Damages Claims") are required to file Proofs of Claim so that such proof of claim is actually received by the Clerk of the Court or Prime Clerk **by the later of: (x) the General Bar Date and (y) 11:59 p.m., prevailing Central Time, on the date that is 30 days after the entry of the relevant order or deemed effective date of such rejection of executory contract(s) or unexpired lease(s).** The later of these dates is referred to in this Notice as the "Rejection Bar Date." *For the avoidance of doubt, all prepetition and postpetition claims of any kind or nature arising from or relating to rejected executory contracts or unexpired leases must be filed by the Rejection Bar Date.*
4. The Amended Schedules Bar Date. Pursuant to the Bar Date Order, if, subsequent to the date of this Notice, a Debtor amends or supplements its Schedules to: (i) reduce the undisputed, noncontingent and liquidated amount of a claim against the Debtor; (ii) change the nature or classification of a claim against the Debtor in a manner adverse to the scheduled creditor; or (iii) add a new claim to the Schedules with respect to a party that was not previously served with notice of the Bar Dates, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the

new or amended scheduled claim so that such proof of claim is actually received by the Clerk of the Court or Prime Clerk **by the later of: (x) the General Bar Date; and (y) 11:59 p.m., prevailing Central Time, on the date that is 30 days after notice of the applicable amendment or supplement to the Schedules is served on the claimant.** The later of these dates is referred to in this Notice as the “Amended Schedules Bar Date.”

## **B. WHO MUST FILE A PROOF OF CLAIM**

Unless one of the exceptions described in Section E below applies, if you have a claim that arose or is deemed to have arisen prior to the Petition Date, you **MUST** file a proof of claim to vote on a chapter 11 plan or to share in distributions from the Debtors’ bankruptcy estates. Claims based on acts or omissions of the Debtors that occurred before the Petition Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Petition Date.

Except where the Governmental Bar Date, Rejection Bar Date, or the Amended Schedules Bar Date apply to establish a different deadline or one of the exceptions described in Section E below applies, the following entities must file proofs of claim on or before the General Bar Date:

- a. any entity (i) whose prepetition claim against a Debtor is not listed in the applicable Debtor’s Schedules or is listed as “disputed,” “contingent” or “unliquidated” and (ii) that desires to participate in any of these chapter 11 cases or share in any distribution in any of them; and
- b. any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount or against an incorrect Debtor and that desires to have its claim allowed in a classification or amount or against a Debtor other than that identified in the Schedules.

## **C. WHAT TO FILE**

The Debtors are enclosing a Proof of Claim Form for use in these cases, or you may use another proof of claim form that conforms substantially to the standard proof of claim form, Official Form B 410. You will receive a different Proof of Claim Form for each claim scheduled in your name by the Debtors. You may utilize the Proof of Claim Form(s) provided by the Debtors to file your claim. Additional proof of claim forms may be obtained, free of charge, at the following websites: <https://cases.primeclerk.com/pss> or <https://www.uscourts.gov/forms/bankruptcy-forms>.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant (electronic signatures are acceptable). The proof of claim form must be written in English and be denominated in United States currency. You should attach to your completed proof of claim form any documents upon which the claim is based (or, if such documents are voluminous, attach a summary) or an explanation as to why the documents are not available.

Except as otherwise set forth in the Bar Date Order, all claimants asserting a claim against more than one Debtor must file a separate proof of claim with respect to each such Debtor and identify on each proof of claim the particular Debtor against which such claim is asserted and the case number for that particular Debtor. If any proof of claim does not clearly specify the name of the Debtor against which the claim is asserted (including listing multiple Debtors), that proof of claim shall be administered as though it was filed against Payless Holdings LLC (Case No. 19-40883-659), unless a single different case number is clearly specified. Notwithstanding the foregoing, the failure of any entity to file its proof of claim against the correct Debtor shall not constitute cause to expunge the proof of claim. Rather, the Debtors may seek to reclassify the proof of claim so that the claim is asserted against the proper Debtor on notice to the affected claimant.

Any entity asserting a Rejection Damages Claim with an administrative claim component must file, along with its proof of claim, a detailed statement describing the nature and basis of any portion of the Rejection Damages Claim asserting an administrative priority under Bankruptcy Code section 503(b) (the “Administrative Claim Supplement”). For the avoidance of doubt, any entity asserting a Rejection Damages Claim with an administrative claim component shall prepare its own Administrative Claim Supplement, and the Debtors will not provide a form of Administrative Claim Supplement.

Under the Bar Date Order, the filing of a proof of claim form, along with an attached Administrative Claim Supplement, if applicable, shall be deemed to satisfy the procedural requirements for the assertion of a Rejection Damages Claim (including any administrative claim included therein). *All other administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with Bankruptcy Code section 503(a) and shall not be deemed proper if made by proof of claim.* No deadline has been established for the filing of administrative claims other than (a) claims under Bankruptcy Code section 503(b)(9) and (b) any portion of a Rejection Damages Claim seeking administrative priority, which claims must be filed by the General Bar Date and the Rejection Bar Date, respectively.

#### D. WHEN AND WHERE TO FILE

All Proofs of Claim must be (a) filed using the CM/ECF system on the Court’s website at <https://ecf.moeb.uscourts.gov/cgi-bin/login.pl>; (b) filed electronically using the Electronic Proof of Claim (ePOC) Program on the Court’s website at <https://www.moeb.uscourts.gov/epoc-electronic-proof-claim-filing>; (c) sent by first-class mail or overnight courier to Clerk of the Bankruptcy Court, Eastern District of Missouri, 111 S. 10<sup>th</sup> St., 4<sup>th</sup> Floor, St. Louis, MO 63102; or (d) if sent by (i) first-class mail, **Payless Holdings LLC Claims Processing Center c/o Prime Clerk LLC, Grand Central Station, PO Box 4850, New York, NY 10163-4850**, or (ii) overnight courier or hand-delivery to **Payless Holdings LLC Claims Processing Center, c/o Prime Clerk LLC, 850 3rd Avenue, Suite 412, Brooklyn, NY 11232**. Proofs of claim must be actually received by 11:59 p.m, prevailing Central Time, **on or before the applicable Bar Date**.

Proofs of claim will be deemed filed only when **actually received** by the United States Bankruptcy Court for the Eastern District of Missouri or by the Payless Claims Processing Center on or before the applicable Bar Date. **Proofs of claim may NOT be delivered by**

**facsimile or electronic mail transmission.** Any facsimile or electronic mail submission will not be accepted and will not be deemed filed until a proof of claim is submitted by one of the approved methods described above.

Proof of claim forms will be collected by Court and the Debtors' claims agent and docketed on the Court's claims register. If you wish to receive acknowledgement of Prime Clerk's or the Clerk of the Court's receipt of a proof of claim, you must submit to Prime Clerk or the Clerk of the Court, as appropriate, by the applicable Bar Date and concurrently with your original proof of claim: (a) a copy of the original proof of claim; and (b) a self-addressed, postage prepaid return envelope. Subject to any order of the Court to the contrary, filed Proofs of Claim will be processed on the Court's claims register and then posted on Prime Clerk's website, <https://cases.primeclerk.com/pss>, within forty-eight (48) hours of receipt.

#### **E. WHO NEED NOT FILE A PROOF OF CLAIM**

The Bar Date Order further provides that the following entities need not file Proofs of Claim:

- a. any entity that already has filed a signed proof of claim against the applicable Debtor(s) with Prime Clerk or the Clerk of the Court in a form substantially similar to Official Form B 410;
- b. any entity whose claim is listed on the Schedules if: (i) the claim is not scheduled as any of "disputed," "contingent" or "unliquidated"; (ii) such entity agrees with the amount, nature and priority of the claim as set forth in the Schedules; and (iii) such entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any entity whose claim has previously been allowed by order of the Court;
- d. any entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code in accordance with an order of the Court;
- e. any Debtor or non-Debtor subsidiary having a claim against another Debtor;
- f. any entity whose claim is solely against any of the Debtors' non-Debtor affiliates;
- g. a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commission, or benefits; *provided, however*, that a current employee must submit a proof of claim by the General Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment and/or retaliation;
- h. the Prepetition ABL Credit Parties, on account of claims arising under the Prepetition ABL Facility; *provided, however*, that the administrative agent or

collateral agent under such debt instruments, as applicable, may (but is not required to) file one master proof of claim by the General Bar Date with respect to all of the claims under such debt instrument;<sup>2</sup>

- i. the Prepetition Term Loan Credit Parties, on account of claims arising under the Prepetition Term Loan Facility; *provided*, however, that the administrative agent or collateral agent under such debt instruments, as applicable, may (but is not required to) file one master proof of claim by the General Bar Date with respect to all of the claims under such debt instrument;<sup>3</sup>
- j. the DIP Secured Parties, on account of claims arising under the DIP Credit Agreement; *provided*, however, that the administrative agent or collateral agent under such debt instruments, as applicable, may (but is not required to) file one master proof of claim by the General Bar Date with respect to all of the claims under such debt instrument;<sup>4</sup>
- k. any individual holder of a claim for principal, interest or applicable fees or charges (a “Debt Claim”) on account of any note, bond or debenture issued by the Debtors pursuant to an indenture (an “Indenture”) or a credit agreement (a “Credit Agreement”) with respect to such claim;
- l. any holder of a claim allowable under Bankruptcy Code sections 503(b) and 507(a)(2) as an expense of administration incurred in the ordinary course; *provided, however*, that any entity asserting a claim entitled to priority under Bankruptcy Code section 503(b)(9) must assert such claims by filing a request for payment or a proof of claim on or prior to the General Bar Date;
- m. any entity holding a claim against any of the Canadian Debtors, provided that a claims process shall be determined by the Canadian Court and such claims shall be filed in accordance with such approved process;
- n. any entity holding a claim for which a separate deadline is fixed by the Court;
- o. claims for fees and expenses of professionals (i) retained in these proceedings or (ii) compensated pursuant to the Final Cash Collateral Order or Final DIP Order;
- p. any holder of a claim that was properly asserted and addressed in the Debtors’ Prior Cases, but which has not yet received a distribution; and
- q. any holder of an equity interest in the Debtors need not file a proof of interest with respect to the ownership of such equity interest at this time; provided that

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<sup>2</sup> Capitalized terms used but not defined in this Section E(h) shall have the meanings set forth in the Final Cash Collateral Order.

<sup>3</sup> Capitalized terms used but not defined in this Section E(i) shall have the meanings set forth in the Final Cash Collateral Order.

<sup>4</sup> Capitalized terms used but not defined in this Section E(j) shall have the meanings set forth in the Final DIP Order.

any holder of an equity interest who wishes to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a proof of claim asserting such claim on or prior to the General Bar Date pursuant to the procedures set forth herein.

#### **F. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

As described in Section A above, any entity wishing to assert a Rejection Damages Claim must file, by the Rejection Bar Date, a proof of claim for any prepetition or postpetition damages caused by such rejection, or any other prepetition or postpetition claims of any kind or nature whatsoever relating to the rejected agreement. As further described in Section C above, any entity asserting a Rejection Damages Claim with an administrative claim component must file, along with its proof of claim, an Administrative Claim Supplement.

#### **G. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE**

EXCEPT AS OTHERWISE SET FORTH IN THE BAR DATE ORDER, ANY ENTITY THAT IS REQUIRED TO FILE A PROOF OF CLAIM WITH RESPECT TO A PARTICULAR CLAIM AGAINST A DEBTOR BUT THAT FAILS TO DO SO BY THE APPLICABLE BAR DATE DESCRIBED IN THIS NOTICE SHALL BE ESTOPPED AND ENJOINED FROM THE FOLLOWING: (I) ASSERTING ANY SUCH CLAIM AGAINST THE DEBTORS OR THEIR ESTATES OR AGAINST ANY REORGANIZED DEBTOR OR SUCCESSOR IN INTEREST FOLLOWING THE EFFECTIVE DATE OF A CHAPTER 11 PLAN OF REORGANIZATION IN THESE CASES, OR PROPERTY THAT (A) IS IN AN AMOUNT THAT EXCEEDS THE AMOUNT, IF ANY, THAT IS IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY AS UNDISPUTED, NONCONTINGENT AND LIQUIDATED OR (B) IS OF A DIFFERENT NATURE OR CLASSIFICATION THAN ANY SUCH CLAIM IDENTIFIED IN THE SCHEDULES ON BEHALF OF SUCH ENTITY (ANY SUCH CLAIM IN THIS SUBPARAGRAPH BEING REFERRED TO IN THIS NOTICE AS AN “UNSCHEDULED CLAIM”); (II) VOTING UPON, OR RECEIVING DISTRIBUTIONS UNDER, ANY CHAPTER 11 PLAN IN THESE CHAPTER 11 CASES IN RESPECT OF AN UNSCHEDULED CLAIM; OR (III) WITH RESPECT TO ANY ADMINISTRATIVE PRIORITY CLAIM COMPONENT OF ANY REJECTION DAMAGES CLAIM, ASSERTING ANY SUCH PRIORITY CLAIM AGAINST THE DEBTORS OR THEIR ESTATES OR PROPERTY.

#### **H. THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against one or more of the Debtors in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form(s) regarding the nature, amount and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim, the information on the enclosed Proof of Claim Form may reflect the net remaining amount thereof. If the Debtors believe that you may hold claims against more than one Debtor, you will receive multiple Proof of Claim Forms, each of which will reflect the nature and amount of your claim against one Debtor, as listed in the Schedules.



If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. Otherwise, or if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

#### **I. RESERVATION OF RIGHTS**

The Debtors reserve the right, subject to the Final Cash Collateral Order and Final DIP Order, to: (i) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, priority, classification or otherwise; (ii) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (iii) otherwise amend or supplement the Schedules. Nothing contained in this Notice shall preclude the Debtors from objecting to any claim, whether scheduled or filed, on any grounds.

#### **J. ADDITIONAL INFORMATION**

Copies of the Debtors' Schedules, the Bar Date Order, the Proof of Claim Form and other information and documents regarding the Debtors' chapter 11 cases are available for inspection and download free of charge on Prime Clerk's website at <https://cases.primeclerk.com/pss>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 8:30 a.m. and 4:30 p.m., prevailing Central Time, Monday through Friday, at the U.S. Bankruptcy Court Eastern District of Missouri, Office of the Clerk of Court, 111 South 10th Street, Fourth Floor, St. Louis, MO 63102.

If you require additional information regarding the filing of a proof of claim, you may contact Prime Clerk by telephone at (844) 339-4268 (toll free in the U.S. and Canada) or (917) 877-5967 (International calls), and via electronic mail at [pssinfo@primeclerk.com](mailto:pssinfo@primeclerk.com). You also may contact Prime Clerk directly by writing to the Prime Clerk Claims Processing Center.

Payless Holdings LLC Claims Processing Center  
c/o Prime Clerk LLC  
850 3rd Avenue, Suite 412  
Brooklyn, NY 11232

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.**

BY ORDER OF THE COURT