

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEBRASKA**

In re:)	Chapter 11
)	
SPECIALTY RETAIL SHOPS HOLDING CORP., <i>et al.</i> , ¹)	Case No. 19-80064 (TLS)
)	
Debtors.)	(Jointly Administered)
)	

NOTICE OF HEARING, BID DEADLINE, AND TRANSACTION HEARING

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (the “Debtors”) are soliciting offers for the sale(s), liquidation(s), or other disposition(s) (such sale(s), liquidation(s), or other disposition(s), the “Transaction(s)”) of the Debtors’ stock of prescription pharmaceutical inventory located in the prescription pharmacies in the Debtors’ stores (the “Pharmacy Inventory”) and/or the prescription files and records, pharmacy customer lists and patient profiles (the “Pharmacy Files,” together with the Pharmacy Inventory, the “Pharmacy Assets”) located at, and for customers serviced from, such prescription pharmacies (the “Pharmacies”) consistent with the bidding procedures (the “Bidding Procedures”)² approved by the United States Bankruptcy Court for the District of Nebraska (the “Court”) by entry of an order on January 17, 2019 [Docket No. 77] (the “Bidding Procedures Order”). **All interested bidders should carefully read the Bidding Procedures and Bidding Procedures Order.** To the extent that there are any inconsistencies between this notice and the Bidding Procedures or the Bidding Procedures Order, the Bidding Procedures or the Bidding Procedures Order, as applicable, shall govern in all respects.

PLEASE TAKE FURTHER NOTICE that the Bid Deadline is **January 21, 2019, at 4:00 p.m. (prevailing Central Time)**, and that any person or entity who wishes to participate in the Auction must comply with the participation requirements, bid requirements, and other requirements set forth in the Bidding Procedures.

PLEASE TAKE FURTHER NOTICE that the Debtors will conduct an Auction of the Pharmacy Assets **on January 23, 2019, at 9:00 a.m. (prevailing Central Time)** at the offices of Kirkland & Ellis LLP, located at 300 North LaSalle, Chicago, Illinois 60654.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Specialty Retail Shops Holding Corp. (0029); Pamida Stores Operating Co., LLC (6157); Pamida Transportation, LLC (4219); Penn-Daniels, LLC (0040); Place’s Associates’ Expansion, LLC (7526); Retained R/E SPE, LLC (6679); Shopko Finance, LLC (1152); Shopko Gift Card Co., LLC (2161); ShopKo Holding Company, LLC (0171); ShopKo Institutional Care Services Co., LLC (7112); ShopKo Optical Manufacturing, LLC (6346); ShopKo Properties, LLC (0865); ShopKo Stores Operating Co., LLC (6109); SVS Trucking, LLC (0592). The location of the Debtors’ service address is: 700 Pilgrim Way, Green Bay, Wisconsin 54304.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Order or the Bidding Procedures, as applicable.

PLEASE TAKE FURTHER NOTICE that the Debtors will seek approval of the Transaction at the Transaction Hearing scheduled to commence on or before **January 28, 2019, at 1:00 p.m. (prevailing Central Time)** (the “Transaction Hearing”) before the Honorable Thomas L. Saladino, at the Court, 111 South 18th Plaza #1125, Omaha, Nebraska 68102.

PLEASE TAKE FURTHER NOTICE that objections to the relief requested in the Transaction Motion **must**: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with the Court and served so as to be **actually received** by **January 25, 2019, at 4:00 p.m. (prevailing Central Time)** by the following parties (the “Objection Recipients”):

Proposed Co-Counsel to the Debtors	Proposed Co-Counsel to the Debtors
Kirkland & Ellis LLP 300 North LaSalle Chicago, Illinois 60654 Attn.: Travis Bayer and Jamie R. Netznik -and- Kirkland & Ellis LLP 601 Lexington Avenue New York, New York 10022 Attn.: Steven Serajeddini	McGrath North Mullin & Katz, P.C., LLO First National Tower, Suite 3700 1601 Dodge Street Omaha, Nebraska 68102 Attn.: James J. Niemeier, Michael T. Eversden, and Lauren R. Goodman
The United States Trustee	Counsel to the Credit Agreement Agent
Office of the United States Trustee for the District of Nebraska 111 South 18th Plaza, #1125 Omaha, Nebraska 68102 Attn: Jerry Jensen, Esq.	Otterbourg P.C. 230 Park Avenue, New York, New York 10169, Attn: Chad Simon, Esq.

PLEASE TAKE FURTHER NOTICE that, if you object to the Transaction (a “Transaction Objection”), such Transaction Objection **must**: (a) be in writing; (b) conform to the applicable provisions of the Bankruptcy Rules and the Local Rules; (c) state with particularity the legal and factual basis for the objection and the specific grounds therefor; and (d) be filed with the Court and served so as to be **actually received** by January 25, 2019 at 4:00 p.m. (prevailing Central Time) by the Objection Recipients.

CONSEQUENCES OF FAILING TO TIMELY MAKE AN OBJECTION

ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO THE SALE ON OR BEFORE THE TRANSACTION OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES ORDER SHALL BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO THE SALE, INCLUDING WITH RESPECT TO THE DISPOSITION OF THE DEBTORS’ PHARMACY ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE AGREEMENT WITH THE SUCCESSFUL BIDDER.

PLEASE TAKE FURTHER NOTICE that copies of the Transaction Motion, Bidding Procedures, and Bidding Procedures Order, as well as all related exhibits, including the proposed

Transaction Order, are available: (a) upon request to Prime Clerk LLC (the notice and claims agent retained in these chapter 11 cases) by calling **(844) 205-7495**; (b) by visiting the website maintained in these chapter 11 cases at **<http://cases.primeclerk.com/shopko>**; or (c) for a fee via PACER by visiting <http://www.neb.uscourts.gov>.

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Dated: January 19, 2019
Omaha, Nebraska

/s/ James J. Niemeier

James J. Niemeier (NE Bar No. 18838)
Michael T. Eversden (NE Bar No. 21941)
Lauren R. Goodman (NE Bar No. 24645)
MCGRATH NORTH MULLIN & KRATZ, P.C. LLO
First National Tower, Suite 3700
1601 Dodge Street
Omaha, Nebraska 68102
Telephone: (402) 341-3070
Facsimile: (402) 341-0216
Email: jniemeier@mcgrathnorth.com
meversden@mcgrathnorth.com
lgoodman@mcgrathnorth.com

- and -

James H.M. Sprayregen, P.C.
Patrick J. Nash, Jr., P.C. (*pro hac vice* pending)
Travis M. Bayer (*pro hac vice* pending)
Jamie Netznik (*pro hac vice* pending)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: james.sprayregen@kirkland.com
patrick.nash@kirkland.com
travis.bayer@kirkland.com
jamie.netznik@kirkland.com

- and -

Steven Serajeddini (*pro hac vice* pending)
Daniel Rudewicz (*pro hac vice* pending)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: steven.serajeddini@kirkland.com
daniel.rudewicz@kirkland.com

Proposed Co-Counsel to the Debtors