

**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)
)	
)	Re: Docket No. 421

**NOTICE OF DEADLINES FOR FILING OF (I) PROOFS OF
CLAIM, INCLUDING CLAIMS ARISING UNDER SECTION 503(B)(I)
OF THE BANKRUPTCY CODE, (II) ADMINISTRATIVE CLAIMS,
(III) REJECTION DAMAGE CLAIMS, AND (IV) PREMISE LIABILITY CLAIMS**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY
OF THE FOLLOWING DEBTOR ENTITIES**

DEBTOR	CASE NO.
Specialty Retail Shops Holding Corp.	19-80064 (TLS)
Pamida Stores Operating Co., LLC	19-80065 (TLS)
Pamida Transportation LLC.	19-80063 (TLS)
Penn-Daniels, LLC	19-80066 (TLS)
Place's Associates' Expansion, LLC	19-80067 (TLS)
Retained R/E SPE, LLC	19-80068 (TLS)
Shopko Finance, LLC	19-80069 (TLS)
Shopko Gift Card Co., LLC	19-80070 (TLS)
ShopKo Holding Company, LLC	19-80071 (TLS)
ShopKo Institutional Care Services Co., LLC	19-80072 (TLS)
ShopKo Optical Manufacturing, LLC	19-80073 (TLS)
ShopKo Properties, LLC	19-80074 (TLS)
ShopKo Stores Operating Co., LLC	19-80075 (TLS)
SVS Trucking, LLC	19-80076 (TLS)

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.

PLEASE TAKE NOTICE THAT:

On January 16, 2019 (the “Petition Date”), Specialty Retail Shops Holding Corp. and 13 of its affiliates, as debtors (collectively, the “Debtors”), filed voluntary petitions for relief under chapter 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Nebraska (the “Court”).

On February 14, 2019 the Court entered an order [Docket. No. 421] the (“Bar Date Order”)² establishing certain dates by which parties holding prepetition claims against the Debtors must file (a) proofs of claim (“Proofs of Claim”), including claims by governmental units, claims arising under section 503(b)(9) of the Bankruptcy Code, Rejection Damages Claims, and Premise Liability Claims, and (b) requests for payment of Administrative Claims.

For your convenience, enclosed with this notice (this “Notice”) is a Proof of Claim form that may also be used for claims arising under section 503(b)(9) of the Bankruptcy Code.

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the District of Nebraska. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) 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 (b) 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.

THE BAR DATES

The Bar Date Order establishes the following bar dates for filing Proofs of Claim and Administrative Claims in these chapter 11 cases (the “Bar Dates”).

- a. The Claims Bar Date. Pursuant to the Bar Date Order, except as described below, all entities holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, including claims arising under section 503(b)(9) of the Bankruptcy Code, **are required to file Proofs of Claim so that such Proofs of Claim are actually received by the Clerk of Court, with respect to all filed claims, by the Claims Bar Date (i.e., on or before March 18, 2019, at 11:59 p.m., prevailing Central Time).** The Claims Bar Date applies to all types of claims against the Debtors that arose

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Bar Date Order.

prior to the Petition Date, including, without limitation, secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code.

- b. The Governmental Bar Date. Pursuant to the Bar Date Order, all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date **are required to file proofs of claim so that such Proofs of Claim are actually received by the Clerk of Court, with respect to all filed claims, by the Governmental Bar Date (i.e., by July 15, 2019, at 11:59 p.m., prevailing Central Time).** The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured nonpriority) that arose prior to the Petition Date, including, without limitation, governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.
- c. The Administrative Claims Bar Date. Pursuant to the Bar Date Order, all claimants holding Administrative Claims against the Debtors' estates arising between the Petition Date and the Administrative Claims Bar Date, excluding claims for fees and expenses of professionals retained in these proceedings, claims for expenses incurred by the members of the official committee of unsecured creditors (the "Committee") in their performance of the duties of the Committee, claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code, and claims held by governmental entities covered by section 503(b)(1)(B) or (C) of the Bankruptcy Code, **are required to file a request for payment of such Administrative Claim with the Court and, if desired, a notice of hearing on such Administrative Claim by the Administrative Claims Bar Date (i.e., on or before April 1, 2019, at 11:59 p.m., prevailing Central Time);** provided, that the Administrative Claims Bar Date shall not apply to claims entitled to administrative priority that arise on or after the Administrative Claims Bar Date in the ordinary course of the Debtors' business.
- d. The Amended Schedules Bar Date. Pursuant to the Bar Date Order, all parties asserting claims against the Debtors' estates that are affected by a previously unfiled Schedule or amendment or supplement to the Schedules **are required to file Proofs of Claim so that such Proofs of Claim are actually received by the Clerk of Court, with respect to all filed claims, by the Amended Schedules Bar Date (i.e., by the later of (y) the Claims Bar Date or the Governmental Bar Date, as applicable, or (z) 11:59 p.m., prevailing Central Time, on the date that is 30 days from the date on which the Debtors provide notice of such filing, amendment or supplement).**

- e. The Rejection Damages Bar Date. Pursuant to the Bar Date Order, all parties asserting claims against the Debtors' estates arising from the Debtors' rejection of an executory contract or unexpired lease **are required to file Proofs of Claim with respect to such rejection so that such Proofs of Claim are actually received by the Clerk of Court, with respect to all filed claims, by the Rejection Damages Bar Date (i.e., by the later of (y) the Claims Bar Date or the Governmental Bar Date, as applicable, or (z) 11:59 p.m., prevailing Central Time, on the date that is 30 days following entry of an order approving such rejection).**

- f. The Premise Liability Claims Bar Date. Pursuant to the Bar Date Order, all parties asserting claims against the Debtors estates arising from any injuries allegedly sustained at or on the premises leased by the Debtors that arose prior to the effective date of any rejection or assumption of such related unexpired lease of the Debtors **are required to file Proofs of Claim with respect thereto so that such Proofs of Claim are actually received by the Clerk of Court, with respect to all filed claims, by the Premise Claims Bar Date (i.e., by the later of (y) the Claims Bar Date, or (z) 11:59 p.m., prevailing Central Time, on the date that is 30 days following entry of an order approving such rejection or assumption).**

WHO MUST FILE A PROOF OF CLAIM OR ADMINISTRATIVE CLAIM

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date must file Proofs of Claim or Administrative Claims on or before the applicable Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as "contingent," "unliquidated," or "disputed" and if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any entity that believes that its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than that identified in the schedules;
- d. any entity who believes that its claim against a Debtor is or may be an administrative expense that arises between the Petition Date and the Administrative Claims Bar Date, excluding claims for fees and expenses of professionals retained in these proceedings, claims for expenses incurred by the members of the official committee of unsecured creditors (the

“Committee”) in their performance of the duties of the Committee, claims asserting priority pursuant to section 503(b)(9) of the Bankruptcy Code, and claims held by governmental entities covered by section 503(b)(1)(B) or (C) of the Bankruptcy Code; and

- e. any entity who believes that its claim against a Debtor is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

**PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM OR
ADMINISTRATIVE CLAIM**

Certain parties are not required to file Proofs of Claim or Administrative Claims arising prior to the Administrative Claims Bar Date. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim or Administrative Claims for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates need **not** file Proofs of Claims or Administrative Claims:

- a. any entity that already has filed a signed Proof of Claim against the respective Debtor(s) with the Clerk of Court in a form substantially similar to Official Form 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 or in accordance with an order of the Court;
- e. any Debtor having a claim (or any transferee for security of any such Debtor that has a claim) against another Debtor;
- f. any of the Debtors’ non-Debtor affiliates having a claim (or any transferee for security of any such non-Debtor affiliate that has a claim) against any Debtor;
- g. 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, however, that 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 Claims Bar Date pursuant to procedures set forth herein;

- h. 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, commissions, or benefits; provided, however, that a current employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- i. any entity who is a counterparty to an unexpired lease that has not been assumed, and assigned or rejected as of the Claims Bar Date; provided, however, all such claimants and their claims shall otherwise be subject, in all respects, to the Rejection Bar Date, the Administrative Claims Bar Date and/or the cure claim bar dates set forth in in any order approving a sale of the Debtors' assets (for any assumed leases thereunder), each as the case may be;
- j. the prepetition secured lenders to the extent provided for in any order approving debtor-in-possession financing;
- k. any entity holding a claim for which a separate deadline is fixed by the Court;
- l. pursuant to section 503(b)(1)(D) of the Bankruptcy Code, governmental entities holding claims covered by section 503(b)(1)(B) or (C) of the Bankruptcy Code; and
- m. claims for fees and expenses of professionals retained in these proceedings.

INSTRUCTIONS FOR FILING PROOFS OF CLAIM

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. Contents. Each Proof of Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- b. Section 503(b)(9) Claim. Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) must also: (i) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

- c. Original Signatures Required. Only original Proofs of Claim may be deemed acceptable for purposes of claims administration. Proofs of Claim may be submitted by facsimile upon permission from the Court.
- d. Identification of the Debtor Entity. Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number (No. 19-80064 (TLS)) or otherwise without identifying a specific Debtor, will be deemed as filed only against Specialty Retail Shops Holding Corp.
- e. Claim Against Multiple Debtor Entities. Each Proof of Claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against the first-listed Debtor.
- f. Supporting Documentation. Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d). If, however, such documentation is voluminous, upon prior written consent of Debtors' counsel, such Proof of Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than ten days from the date of such request.³
- g. Timely Service. Each Proof of Claim must be filed, including supporting documentation, either (i) electronically on the Court's ECF system by accessing the E-filing Claims (ePOC) link at www.neb.uscourts.gov, or (ii) in paper form by U.S. Mail or other hand delivery system, so as to be **actually received** by the Clerk of Court, with respect to all filed claims, on or before the applicable Bar Date (or, where applicable, on or before any other bar date as set forth herein or by order of the Court). Any Proof of Claim filed in paper form must be submitted to the Clerk of Court at the following address:

Clerk of the Bankruptcy Court
111 South 18th Plaza

³ Similarly, to the extent that any supporting documentation may be required to be submitted with any Administrative Claim, upon prior written consent of Debtors' counsel, such Administrative Claim may include a summary of such documentation or an explanation as to why such documentation is not available; provided, however, that any creditor that received such written consent shall be required to transmit such writings to Debtors' counsel upon request no later than 10 days from the date of such request.

Suite 1125
Omaha, NE 68102

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR
ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

- h. Receipt of Service. Claimants wishing to receive acknowledgment that their paper-filed Proofs of Claim were received by the Claims and Noticing Agent must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to the Claims and Noticing Agent) and (ii) a self-addressed, stamped envelope.

**CONSEQUENCES OF FAILING TO
TIMELY FILE YOUR PROOF OF CLAIM OR ADMINISTRATIVE CLAIM**

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim or Administrative Claim in accordance with the Bar Date Order on or before the applicable Bar Date, please be advised that:

- a. YOU MAY BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);
- b. THE DEBTORS AND THEIR PROPERTY MAY BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;
- c. YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND
- d. YOU MAY NOT BE PERMITTED TO VOTE ON ANY CHAPTER 11 PLAN FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS OR RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

AMENDMENTS TO THE DEBTORS' SCHEDULES

If, subsequent to the date of this Notice, the Debtors file a previously unfiled Schedule or amend or supplement their Schedules to reduce the undisputed, noncontingent, and liquidated amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtors reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim on or before the later of (a) the Claims Bar Date or the Governmental Bar Date, as applicable to such claim, or (b) 11:59 p.m. prevailing Central Time on the date that is 30 days after the date that on which the Debtors provide notice of the filing, amendment or supplement to the Schedules (or another time period as may be fixed by the Court) (the "Amended Schedules Bar Date").

RESERVATION OF RIGHTS

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the Debtors' Schedules on file with the Court, which may be inspected as described below in Section

It is your responsibility to determine that the claim is accurately listed in the Schedules.

As described above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need **not** file a Proof of Claim. 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.

ADDITIONAL INFORMATION

Copies of the Debtors' Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection on the Claims and Noticing Agent's website at <https://cases.primeclerk.com/shopko>. The Schedules and other filings in these chapter 11 cases also are available at the Court's website at <http://www.neb.uscourts.gov>. A login identification and password to the Court's Public Access to Court Electronic Records ("PACER") are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 8:00 a.m. and 4:30 p.m., prevailing Central Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Courthouse, 111 South 18th Plaza, Suite 1125, Omaha, Nebraska 68102.

If you require additional information regarding the filing of a proof of claim, you may contact the Claims and Noticing Agent directly by writing to: shopkoinfo@primeclerk.com, or contact the Debtors' restructuring hotline at: (844) 205-7495 (domestic), (347) 576-1550 (international). You may also contact the Court directly at (402) 661-7444.

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.

Dated: February 14, 2019
Omaha, Nebraska

/s/ James J. Niemeir

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