

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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**In re** : **Chapter 11**  
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**PACIFICCO INC., et al.,** : **Case No. 23– 10470 (PB)**  
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**Debtors.**<sup>1</sup> : **(Jointly Administered)**  
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**NOTICES, RESTRICTIONS, AND OTHER PROCEDURES  
REGARDING OWNERSHIP AND TRANSFERS OF INTERESTS  
IN THE DEBTORS TO ALL PERSONS OR ENTITIES THAT  
BENEFICIALLY OWN EQUITY INTERESTS IN THE DEBTORS**

Pursuant to that certain *Final Order and Stipulation Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Interests in the Debtors* (the “**Final Order**”) entered by the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) on April 28, 2023, Docket No. 155, the following restrictions, notification requirements, and/or other procedures (collectively, the “**Procedures**”) apply to all trading and transfers in the beneficial ownership of Common Stock (including directly and indirectly, and including Options to acquire beneficial ownership of Common Stock).<sup>2</sup>

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Catalina Marketing Corporation (9007); PacificCo Inc. (1563); PacificCo Intermediate Corp. (8394); PacificCo Acquisition Corp. (4852); Catalina Marketing Procurement, LLC (9333); Catalina Marketing Technology Solutions, Inc. (8728); Modiv Media, LLC (3507); Cellfire LLC (5599); Catalina Marketing Worldwide, LLC (9687); Catalina-Pacific Media, L.L.C. (3931); CMJ Investments L.L.C. (0561); Supermarkets Online, Inc. (6998); Supermarkets Online Holdings, Inc. (1736); Catalina Marketing Loyalty Holdings, Inc. (3746); and Catalina Digital Holdings, LLC (3488). The Debtors’ principal offices are located at 200 Carillon Parkway, Suite 200, St. Petersburg, FL 33716.

<sup>2</sup> Capitalized terms used, but not otherwise defined, herein shall have the same meanings ascribed to such terms in the Final Order.

A. Common Stock Restrictions

(a) Definitions. For purposes of these Procedures, the following terms have the following meanings:

(i) **“Common Stock”** shall mean any common stock issued by PacificCo Inc.

(ii) **“Option”** shall mean any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest regardless of whether it is contingent, subject to vesting or otherwise not currently exercisable.

(iii) **“Beneficial Ownership”** (and any variation thereof including “Beneficially Owns”) of Common Stock and Options to acquire Common Stock shall be determined in accordance with section 382 of Title 26 of the United States Code (“the **Tax Code**”), the regulations promulgated by the U.S. Department of the Treasury under the Tax Code (the “**Treasury Regulations**”), and rulings issued by the Internal Revenue Service (the “**IRS**”), and includes, without limitation, (A) direct and indirect ownership, determined without regard to any rule that treats stock of an entity as to which the constructive ownership rules apply as no longer owned by that entity (e.g., a holding company would be considered to beneficially own all stock owned or acquired by its subsidiaries), (B) ownership by a holder’s family members, (C) ownership by any group of persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition of stock, and (D) to the extent set forth in Treasury Regulations section 1.382-4, the ownership of an Option (irrespective of the purpose for which such Option was issued, created, or acquired) to acquire stock.

(iv) **“Entity”** shall mean any “entity” as such term is defined in section 1.382-3(a) the Treasury Regulations, including any group of persons acting pursuant to a formal or informal understanding among themselves to make a coordinated acquisition of stock.

(v) **“Substantial Stockholder”** shall mean any Entity or person that Beneficially Owns more than 142,500 shares of Common Stock (representing approximately 4.75% of all issued and outstanding shares of Common Stock as of the Petition Date). For the avoidance of doubt, by operation of the definition of Beneficial Ownership, an owner of an Option to acquire Common Stock may be treated as the owner of such Common Stock.

(b) Notice of Substantial Ownership. Any person or Entity that Beneficially Owns, at any time on or after the Petition Date, Common Stock in an amount sufficient to qualify such person or Entity as a Substantial Stockholder shall file with the Bankruptcy Court and serve upon (i) the Debtors, 200 Carillon Parkway, Suite 200, St. Petersburg, FL 33716 (Attn: David Glogoff, Esq.); (ii) proposed counsel for the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Gary T. Holtzer, Esq. (gary.holtzer@weil.com); Kevin Bostel, Esq. (kevin.bostel@weil.com); and Rachael Foust, Esq. (rachael.foust@weil.com)); and (iii) counsel to any statutory committee of unsecured creditors appointed in these cases (a “**Creditors’ Committee**”) (collectively, the “**Disclosure Parties**”) a notice of such person’s or Entity’s substantial ownership (a “**Substantial Stock Ownership Notice**”), in substantially the form annexed to the Final Order as Exhibit 2, which describes

specifically and in detail such person's or Entity's Beneficial Ownership of Common Stock, on or before the date that is the later of (x) twenty (20) calendar days after the entry of the order granting the requested relief or (y) ten (10) business days after such person or Entity qualifies as a Substantial Stockholder. At the election of the Substantial Stockholder, the Substantial Stock Ownership Notice to be filed with the Bankruptcy Court (but not the Substantial Stock Ownership Notice that is served upon the Disclosure Parties) may be redacted to exclude the Substantial Stockholder's taxpayer identification number and the amount of Common Stock that the Substantial Stockholder beneficially owns.

(c) Acquisition of Common Stock. At least twelve (12) business days prior to the proposed date of any transfer in the Beneficial Ownership of Common Stock (including directly or indirectly, and including the grant or acquisition of Options to acquire Beneficial Ownership of such Common Stock) or exercise of any Option to acquire Beneficial Ownership of Common Stock that would result in an increase in the amount of Common Stock Beneficially Owned by any person or Entity that currently is or, as a result of the proposed transaction, would be a Substantial Stockholder (a "**Proposed Acquisition Transaction**"), such acquiring or increasing person, Entity, or Substantial Stockholder (a "**Proposed Transferee**") shall file with the Bankruptcy Court and serve upon the Disclosure Parties a notice of such Proposed Transferee's intent to purchase, acquire, or otherwise accumulate Common Stock (an "**Acquisition Notice**"), in the form annexed to the Final Order as Exhibit 3, which describes specifically and in detail the Proposed Acquisition Transaction. At the election of the Substantial Stockholder, the Acquisition Notice to be filed with the Bankruptcy Court (but not the Acquisition Notice that is served upon the Disclosure Parties) may be redacted to exclude the Proposed Transferee's taxpayer identification number and the amount of Common Stock that the Substantial Stockholder Beneficially Owns.

(d) Disposition of Common Stock. At least twelve (12) business days prior to the proposed date of any transfer or other disposition in the Beneficial Ownership of Common Stock (including directly and indirectly, and Options to acquire Beneficial Ownership of Common Stock) that would result in either a decrease in the amount of Common Stock Beneficially Owned by a Substantial Stockholder or a person or Entity ceasing to be a Substantial Stockholder (a "**Proposed Disposition Transaction**" and, together with a Proposed Acquisition Transaction, a "**Proposed Transaction**"), such selling or decreasing person, Entity, or Substantial Stockholder (a "**Proposed Transferor**") shall file with the Bankruptcy Court and serve upon the Disclosure Parties a notice of such Proposed Transferor's intent to sell, trade, or otherwise transfer Common Stock (a "**Disposition Notice**" and, together with an Acquisition Notice, a "**Trading Notice**"), in the form annexed to the Final Order as Exhibit 4, which describes specifically and in detail the Proposed Disposition Transaction. At the election of the Proposed Transferor, the Trading Notice to be filed with the Bankruptcy Court (but not the Trading Notice that is served upon the Disclosure Parties) may be redacted to exclude the Proposed Transferor's taxpayer identification number and the amount of Common Stock that the Proposed Transferor Beneficially Owns.

(e) Objection Procedures. The Debtors and any Creditors' Committee shall have seven (7) business days after the filing of a Trading Notice (the "**Objection Period**") to file with the Bankruptcy Court and serve on a Proposed Transferee or a Proposed Transferor, as the case may be, an objection (each, an "**Objection**") to any Proposed Transaction described in

such Trading Notice. If the Debtors or any Creditors' Committee files an Objection by the expiration of the Objection Period (the "**Objection Deadline**"), then the applicable Proposed Transaction shall not be effective unless approved by a final and nonappealable order of the Bankruptcy Court. If neither the Debtors nor any Creditors' Committee file an Objection by the Objection Deadline or if the Debtors and any and all Creditors' Committees provide written authorization to the Proposed Transferee or the Proposed Transferor, as the case may be, approving the Proposed Transaction prior to the Objection Deadline, then such Proposed Transaction may proceed solely as specifically described in the applicable Trading Notice. Any further Proposed Transaction must be the subject of an additional Trading Notice and Objection Period.

*B. Noncompliance with the Procedures*

Any acquisition, disposition, or trading of the Beneficial Ownership of Common Stock in violation of these Procedures shall be null and void *ab initio* as an act in violation of the automatic stay under section 362 of the Bankruptcy Code and pursuant to the Bankruptcy Court's equitable powers under section 105(a) of the Bankruptcy Code. Furthermore, any person (including any Entity) that acquires, disposes of, or trades in the Beneficial Ownership of Common Stock (including directly and indirectly, and Options to acquire Beneficial Ownership of Common Stock) in violation of the Procedures shall be subject to sanctions as provided by law.

*C. Debtors' Right to Waive*

The Debtors may, in their sole discretion, waive, in writing, any and all restrictions, stays, and notification Procedures contained in this Notice.

Dated: April 28, 2023  
New York, New York

**BY ORDER OF THE COURT**