

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re  
VRG Liquidating, LLC, *et al.*,<sup>1</sup>  
Debtors.

Chapter 11  
Case No.: 16-10971 (LSS)  
Jointly Administered  
Re Docket Nos. 1205 and 1226

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

Upon consideration of the Motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") requesting entry of an order, pursuant to sections 105(a), 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 March 15, 2017, (b) designating the form and manner of notice thereof, and (c) granting related relief; 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

<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: VRG Liquidating, LLC (f/k/a Vestis Retail Group, LLC) (1295); VRF Liquidating, LLC (f/k/a Vestis Retail Financing, LLC) (9362); EMSOC Liquidating, LLC (f/k/a EMS Operating Company, LLC) (2061); VIH Liquidating, LLC (f/k/a Vestis IP Holdings, LLC) (2459); BS Liquidating, LLC (f/k/a Bob's Stores, LLC) (4675); EMSA Liquidating, LLC (f/k/a EMS Acquisition LLC) (0322); SC Liquidating 2, LLC (f/k/a Sport Chalet, LLC) (0071); SCVS Liquidating, LLC (f/k/a Sport Chalet Value Services, LLC) (7320); and SCTS Liquidating, LLC (f/k/a Sport Chalet Team Sales, LLC) (8015). The Debtors' executive headquarters are located at 160 Corporate Court, Meriden, CT 06450.

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



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 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 claim arising under section 503(b)(9) of the Bankruptcy Code (each, an "Administrative Expense Claim"), against the Debtors' estates, which claim arose during the period from the Petition Date through and including March 15, 2017 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 5:00 p.m. (Pacific Time) on April 14, 2017 (such date, the "Administrative Expense Bar Date").
3. A Request for Payment with respect to Administrative Expense Claims that arose between the Petition Date and March 15, 2017 shall be deemed timely and properly filed only if it is actually received by the Claims Agent no later than the Administrative Expense Bar Date via first class mail, overnight delivery service, or hand delivery to the following address:

VRG Liquidating Claims Processing Center  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Ave.  
El Segundo, CA 90245

4. The Debtors and the Claims Agent 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 English; (iii) denominate the asserted claim in lawful currency of the United States as of the 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 Administrative Expense Bar Date shall not have any effect on any prior bar date order, or be deemed to have extended or otherwise affected any other deadlines for filing claims that have been established in these 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 Administrative Expense Bar Date:<sup>3</sup>

- (i) any Administrative Expense Claims that (a) have been previously paid or (b) have otherwise been satisfied;

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<sup>3</sup> The 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 in the ordinary course of the Debtors' business 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 May 11, 2016 [Docket No. 258] setting July 7, 2016 at 5:00 p.m. (Pacific Time) (the "General Bar Date") 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 against the Debtors. For the avoidance of doubt, nothing in this Order extends or otherwise alters that General Bar Date as to Section 503(b)(9) Claims or any other prepetition claims.

- (ii) Administrative Expense Claims previously filed with the Claims Agent or this Court;
- (iii) Administrative Expense Claims for compensation, indemnification, or reimbursement of costs and expenses relating to professional services performed and expenses incurred on and after the Petition Date by the following professionals only: (i) Klee, Tuchin, Bogdanoff & Stern LLP; (ii) Young Conaway Stargatt & Taylor, LLP; (iii) Berkeley Research Group, LLC; (iv) FTI Consulting, Inc.; (v) Kurtzman Carson Consultants LLC; (vi) KPMG LLP; (vii) Cooley LLP; (viii) Polsinelli PC; and (ix) Zolfo Cooper, LLC;
- (iv) any claims by any member of the Committee for reimbursement of expenses incurred in connection with the member's service on the Committee;
- (v) any claims for fees payable to the Clerk of the Court;
- (vi) 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;
- (vii) 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;
- (viii) any claim that is asserted against a person or entity that is not one of the Debtors, including, without limitation, any claim that is asserted against one of the debtors in the chapter 11 case captioned *In re Eastern Outfitters, LLC, et al.*, Case No. 17-10243 (LSS);
- (ix) Administrative Expense Claims arising after March 15, 2017.

8. Within five (5) business days after entry of this Order (the "Service Date"), the Debtors, directly or through the Claims Agent, shall serve the Request for Payment form, substantially in the form attached hereto as Exhibit 1, and the Administrative Expense Bar Date Notice, substantially in the form attached hereto as Exhibit 2, which forms are hereby approved, by first-class mail, postage prepaid, on the following parties:

- (i) the U.S. Trustee;
- (ii) all counsel and all other professionals retained by the Debtors or by the Committee for any period on and after the Petition Date;

- (iii) all persons or entities that have requested notice of the proceedings in these Cases pursuant to Bankruptcy Rule 2002;
- (iv) all persons or entities that have filed claims against the Debtors;
- (v) all known persons or entities that have entered into a transaction with the Debtors on or after the Petition Date, or that are known to hold, or that the Debtors believe may assert that they hold, a right to payment under section 503(b) of the Bankruptcy Code;
- (vi) all parties to executory contracts and unexpired leases of the Debtors;
- (vii) all persons or entities 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) except for employees terminated before the Petition Date and all former officers and directors of the Debtors, 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 Administrative 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 will also cause the Administrative Expense Bar Date Notice and the Request for Payment form to be posted by the Service Date on the website established by Claims Agent for these Cases at [www.kccllc.net/vestisretailgroup](http://www.kccllc.net/vestisretailgroup).

11. Any person or entity purportedly holding an Administrative Expense Claim that is required to file a Request for Payment, but fails to do so properly or timely in

accordance with this Order, shall not, absent further order of this Court, participate in any distribution in these Cases on account of such purported Administrative Expense Claim.

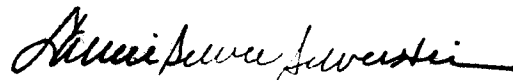
12. Entry of this Order is without prejudice to the Debtors' right to seek any other or further orders of this Court fixing a date by which holders of claims not subject to the Administrative Expense Bar Date must file or assert such claims against the Debtors.

13. Nothing in this Order shall prejudice the right of any party in interest, including the Debtors, to dispute, or to assert offsets, counterclaims, or defenses against, any Administrative Expense Claim and nothing contained in this Order shall preclude any party in interest, including the Debtors, from objecting to any claim on any grounds.

14. The Debtors and the Claims Agent 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: March 16, 2017  
Wilmington, Delaware



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Laurie Selber Silverstein  
United States Bankruptcy Judge

**Exhibit 1**

**Request for Payment**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

In re  
VRG Liquidating, LLC, *et al.*,<sup>1</sup>  
Debtors.

Chapter 11  
Case No.: 16-10971 (LSS)  
Jointly Administered

**REQUEST FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM**

1. Name of claimant: \_\_\_\_\_
2. Name of specific Debtor the claim is 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: \_\_\_\_\_

<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: VRG Liquidating, LLC (*f/k/a* Vestis Retail Group, LLC) (1295); VRF Liquidating, LLC (*f/k/a* Vestis Retail Financing, LLC) (9362); EMSOC Liquidating, LLC (*f/k/a* EMS Operating Company, LLC) (2061); VIH Liquidating, LLC (*f/k/a* Vestis IP Holdings, LLC) (2459); BS Liquidating, LLC (*f/k/a* Bob's Stores, LLC) (4675); EMSA Liquidating, LLC (*f/k/a* EMS Acquisition LLC) (0322); SC Liquidating 2, LLC (*f/k/a* Sport Chalet, LLC) (0071); SCVS Liquidating, LLC (*f/k/a* Sport Chalet Value Services, LLC) (7320); and SCTS Liquidating, LLC (*f/k/a* Sport Chalet Team Sales, LLC) (8015). The Debtors' executive headquarters are located at 160 Corporate Court, Meriden, CT 06450.



**Exhibit 2**

**Administrative Expense Bar Date Notice**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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| In re<br>VRG Liquidating, LLC, <i>et al.</i> , <sup>1</sup><br>Debtors. | Chapter 11<br>Case No.: 16-10971 (LSS)<br>Jointly Administered<br>Re Docket No.: |
|---|--|

**NOTICE OF DEADLINE FOR FILING OF ADMINISTRATIVE EXPENSE CLAIMS**

PLEASE TAKE NOTICE THAT on \_\_\_\_\_, 2017, 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”) [Docket No. \_\_\_] establishing **April 14, 2017, at 5:00 p.m. (Pacific Time)** (the “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”), against the Debtors’ estates that may have arisen during the period from the Petition Date through and including March 15, 2017. 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 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”) on or before the Administrative Expense Bar Date.

Pursuant to the terms of the Administrative Expense Bar Date Order, the Administrative Expense Bar Date **DOES NOT** apply to the following claims:<sup>2</sup>

- (i) any Administrative Expense Claims that (a) have been previously paid or (b) have otherwise been satisfied;
- (ii) Administrative Expense Claims previously filed with the Claims Agent or the Court;

<sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: VRG Liquidating, LLC (f/k/a Vestis Retail Group, LLC) (1295); VRF Liquidating, LLC (f/k/a Vestis Retail Financing, LLC) (9362); EMSOC Liquidating, LLC (f/k/a EMS Operating Company, LLC) (2061); VIH Liquidating, LLC (f/k/a Vestis IP Holdings, LLC) (2459); BS Liquidating, LLC (f/k/a Bob’s Stores, LLC) (4675); EMSA Liquidating, LLC (f/k/a EMS Acquisition LLC) (0322); SC Liquidating 2, LLC (f/k/a Sport Chalet, LLC) (0071); SCVS Liquidating, LLC (f/k/a Sport Chalet Value Services, LLC) (7320); and SCTS Liquidating, LLC (f/k/a Sport Chalet Team Sales, LLC) (8015). The Debtors’ executive headquarters are located at 160 Corporate Court, Meriden, CT 06450.

<sup>2</sup> The 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 in the ordinary course of the Debtors’ business 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 May 11, 2016 [Docket No. 258] setting July 7, 2016 at 5:00 p.m. (Pacific Time) (the “General Bar Date”) 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 against the Debtors. For the avoidance of doubt, nothing in the Administrative Expense Bar Date Order extends or otherwise alters that General Bar Date as to Section 503(b)(9) Claims or any other prepetition claims.

- (iii) Administrative Expense Claims for compensation, indemnification, or reimbursement of costs and expenses relating to professional services performed and expenses incurred on and after the Petition Date by the following professionals only: (i) Klee, Tuchin, Bogdanoff & Stern LLP; (ii) Young Conaway Stargatt & Taylor, LLP; (iii) Berkeley Research Group, LLC; (iv) FTI Consulting, Inc.; (v) Kurtzman Carson Consultants LLC; (vi) KPMG LLP; (vii) Cooley LLP; (viii) Polsinelli PC; and (ix) Zolfo Cooper, LLC;
- (iv) any claims by any member of the Committee for reimbursement of expenses incurred in connection with the member's service on the Committee;
- (v) any claims for fees payable to the Clerk of the Court;
- (vi) 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;
- (vii) 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;
- (viii) any claim that is asserted against a person or entity that is not one of the Debtors, including, without limitation, any claim that is asserted against one of the debtors in the chapter 11 case captioned *In re Eastern Outfitters, LLC, et al.*, Case No. 17-10243 (LSS);
- (ix) Administrative Expense Claims arising after March 15, 2017.

**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 THE CLAIMS AGENT, 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 March 15, 2017 must be filed so as to be **actually received** by the Claims Agent on or before the Administrative Expense Bar Date via first class mail, overnight delivery service, or hand delivery to:

**VRG Liquidating Claims Processing Center  
c/o Kurtzman Carson Consultants LLC  
2335 Alaska Ave.  
El Segundo, CA 90245**

Such Requests for Payment of Administrative Expense Claims will be deemed timely filed only if **actually received** by the Claims Agent on or before the Administrative Expense Bar Date. 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 English; (iii) denominate the asserted claim in lawful currency of the United States as of the 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 THAT IS REQUIRED TO FILE A REQUEST FOR PAYMENT, BUT FAILS TO DO SO 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 CASES ON ACCOUNT OF SUCH ADMINISTRATIVE EXPENSE CLAIM.**

The Debtors and other parties in interest reserve the right to dispute, or to assert offsets, counterclaims, or defenses against, any Administrative Expense Claim and nothing contained in the Administrative Expense Bar Date

Order or this Notice shall preclude the Debtors or other parties in interest from objecting to any 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. DO NOT FILE A REQUEST FOR PAYMENT UNLESS YOU HAVE AN ADMINISTRATIVE EXPENSE CLAIM AGAINST ONE OR MORE DEBTORS.**

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' Cases.

Copies of the Administrative Expense Bar Date Order may be examined by interested parties on the Court's electronic docket for the Debtors' 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 viewed free of charge at [www.kccllc.net/vestisretailgroup](http://www.kccllc.net/vestisretailgroup). 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: \_\_\_\_\_, 2017

/s/

\_\_\_\_\_  
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*Counsel to the Debtors and Debtors in Possession*