

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

In re:	)	
	)	Chapter 11
LIMITED STORES COMPANY, LLC, <i>et al.</i> , <sup>1</sup>	)	
	)	Case No. 17-10124 (KJC)
Debtors.	)	
	)	(Jointly Administered)
	)	
	)	Re: Docket No. 129

**ORDER ESTABLISHING DEADLINES FOR FILING PROOFS OF CLAIM AND  
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the "Motion")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order pursuant to sections 501 and 502 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), (i) establishing 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days after the Bar Date Notice Mailing Date as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), other than governmental units, must file a proof of claim (each, a "Proof of Claim") based on claims against the Debtors that arose prior to the Petition Date, including requests for allowance and payment of claims under section 503(b)(9) of the Bankruptcy Code for goods delivered and received by the Debtors in the 20 days

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Limited Stores Company, LLC (6463); Limited Stores, LLC (0165); and The Limited Stores GC, LLC (6094). The location of the Debtors' service address is: 7775 Walton Parkway, Suite 400, New Albany, Ohio 43054.

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

prior to the Petition Date (the "General Bar Date"), (ii) establishing July 17, 2017, at 5:00 p.m. (prevailing Eastern Time), as the deadline by which any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code) must file Proofs of Claim against the Debtors (the "Government Bar Date"), (iii) approving the Bar Date Notice Procedures, (iv) approving the Supplemental Bar Date and Rejection Bar Date with respect to claims filed in response to amendments of the Debtors' Schedules or for rejection damages claims, respectively; (v) approving the proposed form of Bar Date Notice, and (vi) approving the proposed manner of Publication Notice of the Bar Date Notice; and upon consideration of the record of these Cases; and it appearing that the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 1334 and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and it appearing that the Motion is a core matter pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that venue of these Cases and of the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion has been given under the circumstances, and that no other or further notice need be given; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation, and good and sufficient cause appearing therefor, it is:

HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Except as otherwise provided herein, (i) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days after the Bar Date Notice Mailing Date is established as the General Bar Date and (ii) July 17, 2017, at 5:00 p.m. (prevailing Eastern Time) is established as

the Government Bar Date.

3. If the Debtors file an amendment to or supplement their Schedules subsequent to the mailing of the Bar Date Notice and related information, to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a claim against the Debtor, or to add a new claim, they will provide notice of any such amendment or supplement to the holders of the claims affected thereby within ten (10) days of such filing. Holders of the claims affected by any such amendments must file Proofs of Claim with respect to such claims on or before the later of (i) the applicable General Bar Date or Government Bar Date and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days after the date on which notice is served (the "Supplemental Bar Date"); *provided, however*, that any affected party who filed a Proof of Claim prior to the date when the Debtors file an amendment or supplement to their Schedules shall not be required to file another Proof of Claim following such amendment or supplementation.

4. Any counterparty or other party in interest asserting a claim or claims against the Debtors arising from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection on or before the later of (i) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days after the entry of an order approving the rejection of the executory contract or unexpired lease, and (ii) the General Bar Date (the "Rejection Bar Date"). Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim (other than a rejection damages claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease, unless such party is expressly excluded from filing a Proof of Claim, must file a Proof of Claim for such amounts on or before the applicable Bar Date.

5. The following persons or entities are not required to file a Proof of Claim on or before the General Bar Date or the Government Bar Date, as applicable:

- i. any entity that already has filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court or with the Claims Agent in a form substantially similar to Official Form 410;
- ii. 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;
- iii. any entity whose claim has previously been allowed by order of the Court;
- iv. 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;
- v. any Debtor having a claim against another Debtor;
- vi. any entity that holds an interest in any of the Debtors, which interest is based exclusively on the ownership of common stock, preferred stock, membership interests, partnership interests, or rights to purchase, sell, or subscribe to such an interest; *provided*, that interest holders who wish to assert claims (as opposed to ownership interests) against any of the Debtors, including claims that arise out of or relate to the ownership or purchase of an interest, must file proofs of claim on or before the applicable Bar Date unless another exception identified herein applies;<sup>3</sup>
- vii. 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 as a wage, commission, or benefit; *provided*, 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;
- viii. any current officer or director for claims based on indemnification, contribution, or reimbursement;
- ix. any entity holding a claim for which a separate deadline is fixed by this Court;

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<sup>3</sup> The Debtors reserve all rights with respect to any such claims, including to, inter alia, assert that such claims are subject to subordination pursuant to Bankruptcy Code section 510(b).

- x. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, *provided*, that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a proof of claim on or prior to the General Bar Date;
- xi. Professionals retained by the Debtors or any official committee(s) appointed in these Cases, pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to section 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- xii. any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- xiii. the agent or lenders under the Debtors' prepetition loan documents and postpetition loan documents.

6. The Debtors' Claims Agent shall mail the Bar Date Package on a date that is on or after the Schedules Filing Date. Each creditor entitled to receive notice hereunder will receive a Proof of Claim Form, substantially in the form attached hereto as **Exhibit 2**, provided, however, that such Proof of Claim Form may be customized for each creditor whose claim is listed on the Schedules (whose claim is not disputed, contingent, or unliquidated) with the creditor's name, address, and information regarding the nature, amount, and status of its claim(s) as reflected in the Schedules.

7. After the initial mailing of the Bar Date Package, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (i) notices are returned by the post office with forwarding addresses; (ii) certain parties acting on behalf of parties in interest (e.g. banks and brokers with respect to equity or interest holders) decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing; and (iii) additional potential claimants become known as a result of the Bar Date mailing process. The Debtors shall be permitted to make supplemental mailings of

the Bar Date Package in these and similar circumstances at any time up to 21 days in advance of the Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient entities. Notwithstanding anything to the contrary herein, if notices are returned as "return to sender" without a forwarding address, the Debtors shall not be required to mail additional notices to such creditors.

8. The Claims Agent shall prominently display the Bar Dates and post the Proof of Claim Form and Bar Date Notice on its website at [www.donlinrecano.com/limitedstores](http://www.donlinrecano.com/limitedstores).

9. All Proofs of Claim filed against the Debtors must substantially conform to the Proof of Claim Form and all original Proofs of Claim must be received by the Claims Agent on or before the applicable Bar Date by first-class mail, overnight delivery service, or hand delivery at the following applicable address:

If sent by mail:

Donlin, Recano & Company, Inc.  
Re: Limited Stores Company, LLC, et al.  
P.O. Box 199043  
Blythebourne Station  
Brooklyn, NY 11219

If sent by overnight courier or hand delivery:

Donlin, Recano & Company, Inc.  
Re: Limited Stores Company, LLC, et al.  
6201 15th Avenue  
Brooklyn, NY 11219

10. Proofs of Claim will be deemed timely filed only if actually received by the Claims Agent on or before the applicable Bar Date.

11. Each Proof of Claim must:

- i. be written in the English language;
- ii. denominate the claim in lawful currency of the United States as of the

- applicable Petition Date;
- iii. conform substantially with the Proof of Claim Form;
- iv. be signed by the claimant or by an authorized agent of the claimant;
- v. indicate the particular Debtor against which the claim is asserted;
- vi. 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; *provided, however*, that a Proof of Claim may be filed without supporting documentation upon the prior written consent of the Debtors;
- vii. set forth the legal and factual basis for the alleged claim; and
- viii. with respect to any request for payment of a claim under section 503(b)(9) of the Bankruptcy Code, (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 documentation identifying which of the Debtors such goods were shipped to and the date such goods were received by such Debtors, (iii) state whether the value of the goods asserted in the Proof of Claim represents a combination of goods and services and, if applicable, the percentage of alleged value related to services and related to goods, and (iv) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

12. Parties who wish to receive from the Claims Agent a proof of receipt of their proofs of claim must also include with their original Proof of Claim a copy of such claim and a self-addressed and pre-stamped envelope.

13. All entities asserting claims against more than one Debtor shall be required to file a separate Proof of Claim with respect to each such Debtor.

14. All holders of claims under section 503(b)(9) of the Bankruptcy Code shall be required to file a Proof of Claim prior to the General Bar Date.

15. Unless otherwise ordered by the Court, any holder of a claim against any of the Debtors who is required, but fails, to file proof of such claim in accordance with the Bar Date Order on or before the applicable Bar Date shall not be treated as a creditor with respect to such

claim for the purposes of voting and distribution.

16. Notice of the Bar Date Package shall be deemed good, adequate, and sufficient notice if it is served by deposit in the United States mail, first class postage prepaid, on a date that is on or after the Schedules Filing Date, upon the following Bar Date Notice Parties:

- i. the U.S. Trustee;
- ii. any official committee(s) appointed in these Cases;
- iii. all known holders of claims listed on the Schedules at the addresses stated therein (as amended or supplemented from time to time);
- iv. all parties known to the Debtors as having potential claims against any of the Debtors' estates;
- v. all counterparties to the Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein (as amended or supplemented from time to time);
- vi. all parties to litigation with any of the Debtors (as of the date of the entry of the Bar Date Order);
- vii. all parties who have requested notice pursuant to Bankruptcy Rule 2002;
- viii. the Internal Revenue Service;
- ix. all regulatory agencies that have jurisdiction over the Debtors;
- x. all applicable state and local tax authorities and all environmental authorities listed in the Debtors' statement of financial affairs, as required by Local Rule 2002-1(e);
- xi. the Debtors' current officers, members, managers, and employees;
- xii. the Debtors' former officers, members, managers, and employees to the extent that contact information for such former officers, members, managers, and employees is available in the Debtors' records for the two years prior to the Petition Date; and
- xiii. all holders of equity interests in the Debtors.

17. The Bar Date Notice and the Proof of Claim Form, each substantially in the form annexed hereto as **Exhibit 1** and **Exhibit 2**, respectively, are approved in all respects.



18. Pursuant to Bankruptcy Rule 2002(1), the Court finds that notice by mail to all potential creditors is impracticable and therefore the Debtors shall, within five (5) business days of the Bar Date Notice Mailing Date, (i) publish the Bar Date Notice, with such changes as may be required for publication, once in the national edition of either *The New York Times* or *USA Today*, which notice is hereby approved in all respects and which shall be deemed good, adequate, and sufficient publication notice of the Bar Dates.

19. Prior to mailing the Bar Date Notice and the Proof of Claim Forms and publishing and disseminating the Bar Date Notice, the Debtors may fill in, or cause to be filled in, any missing dates and other information, correct any typographical errors, conform the provisions thereof to the provisions of this Order, and make such other, non-material changes as the Debtors deem necessary or appropriate.

20. The Debtors retain all rights to (i) object to any Proof of Claim on any grounds; (ii) dispute, or assert offsets or defenses to, any claim reflected on the Schedules, or any amendments thereto, as to amount, liability, classification, or otherwise; and (iii) subsequently designate any claim as disputed, contingent, unliquidated, or undetermined.

21. Notification of the relief granted in this Order as provided herein is fair and reasonable and is approved, and will provide good, sufficient, and proper notice to all creditors in connection with claims they may have against any of the Debtors in these Cases.

22. Entry of this Order is without prejudice to the rights of the Debtors and their estates to seek a further order of this Court fixing the date by which holders of claims not subject to the Bar Dates established herein must file such claims against the Debtors.

23. The Debtors and the Claims Agent are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

24. All time periods set forth in this order shall be calculated in accordance with Bankruptcy Rule 9006(a).

25. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this order.

Dated: Feb 16, 2017  
Wilmington, Delaware

  
THE HONORABLE KEVIN J. CAREY  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

**Bar Date Notice**

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

In re:

LIMITED STORES COMPANY, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 17-10124 (KJC)

(Jointly Administered)

**NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM, INCLUDING REQUESTS  
FOR PAYMENT PURSUANT TO SECTION 503(B)(9) OF THE BANKRUPTCY CODE**

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

DEBTOR	CASE NO.
Limited Stores Company, LLC	17-10124
Limited Stores, LLC	17-10125
The Limited Stores GC, LLC	17-10126

**PLEASE TAKE NOTICE THAT:**

On January 17, 2017 (the “Petition Date”), Limited Stores Company, LLC and its debtor affiliates (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 Delaware (the “Court”).

On [\_\_\_\_], 2017, the Court entered an order (the “Bar Date Order”) establishing (i) [\_\_\_\_], 2017 at 5:00 p.m. (prevailing Eastern Time) as the deadline by which each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts), other than governmental units, must file a proof of claim (each, a “Proof of Claim”) based on any asserted claims against the Debtors that arose prior to the Petition Date, including requests for allowance and payment of claims under section 503(b)(9) of the Bankruptcy Code for goods delivered and received by the Debtors in the 20 days prior to the Petition Date (the “General Bar Date”), and (ii) **July 17, 2017, at 5:00 p.m. (prevailing Eastern Time)** as the deadline by which any governmental unit (as such term is defined in section 101(27) of the Bankruptcy Code) must file Proofs of Claim against the Debtors (the “Government Bar Date”

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Limited Stores Company, LLC (6463); Limited Stores, LLC (0165); and The Limited Stores GC, LLC (6094). The location of the Debtors’ service address is: 7775 Walton Parkway, Suite 400, New Albany, Ohio 43054.

and together with the General Bar Date, the Rejection Bar Date, and the Supplemental Bar Date (each as defined below), the “Bar Dates”). The Bar Date Order, the Bar Dates, as applicable, and the procedures set forth below for the filing of Proofs of Claim, apply to all claims against the Debtors that arose prior to the Petition Date.

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

You **MUST** file a Proof of Claim to vote on any chapter 11 plan filed by the Debtors or to share in distributions from the Debtors’ bankruptcy estates if you have a claim (as defined in section 101(5) of the Bankruptcy Code) that arose prior to the Petition Date and it is not one of the other types of claims described herein as not having to file a claim. Acts or omissions of the Debtors that arose before the Petition Date may give rise to claims against the Debtors that must be filed by the applicable Bar Date, notwithstanding that such claims may not have matured or become fixed or liquidated prior to the Petition Date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (a) a 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) a 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.

### **PARTIES WHO NEED NOT FILE A PROOF OF CLAIM**

You need not file a proof of claim if:

- i. You have already filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court or with the Claims Agent in a form substantially similar to Official Form 410;
- ii. your 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;
- iii. your claim has previously been allowed by order of the Court;
- iv. your claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- v. you are a Debtor with a claim against another Debtor;
- vi. you hold an interest in any of the Debtors, which interest is based exclusively on the ownership of common stock, preferred stock, membership interests, partnership interests, or rights to purchase, sell, or

subscribe to such an interest; *provided*, that if you are an interest holder and wish to assert claims (as opposed to ownership interests) against any of the Debtors, including claims that arise out of or relate to the ownership or purchase of an interest, you must file proofs of claim on or before the applicable Bar Date unless another exception identified herein applies;<sup>2</sup>

- vii. you are 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 as a wage, commission, or benefit; *provided*, that if you are a current employee you 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;
- viii. you are a current officer or director for claims based on indemnification, contribution, or reimbursement;
- ix. you hold a claim for which a separate deadline is fixed by this Court;
- x. you hold a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, *provided*, that if you assert a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code you must assert such claims by filing a request for payment or a proof of claim on or prior to the General Bar Date;
- xi. you are a Professional retained by the Debtors or any official committee(s) appointed in these Cases, pursuant to orders of the Court and assert administrative claims for fees and expenses subject to the Court's approval pursuant to section 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- xii. you hold a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- xiii. you are the agent or the lender under the Debtors' prepetition loan documents or postpetition loan documents.

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtors, but may not have an unpaid claim against the Debtors. The fact that you have received this Notice does not mean that you have a claim against the Debtors or that the Debtors or the Court believe that you have such a claim.

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<sup>2</sup> The Debtors reserve all rights with respect to any such claims, including to, inter alia, assert that such claims are subject to subordination pursuant to Bankruptcy Code section 510(b).

**YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OF THE DEBTORS.**

If the Debtors amend or supplement their Schedules subsequent to the mailing of this Bar Date Notice and related information, to reduce the undisputed, noncontingent and liquidated amount, to change the nature or classification of a claim against the Debtor, or to add a new claim, they will provide notice of any amendment or supplement of their Schedules to the holders of the claims affected thereby within ten (10) days of filing any such amendment or supplement. Holders of the claims affected thereby must file Proofs of Claim with respect to such claims by the later of (i) the applicable Bar Date, and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days from the date on which notice is served (the "Supplemental Bar Date").

**EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

If you hold a claim arising from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection on or before the later of (i) 5:00 p.m. (prevailing Eastern Time) on the date that is thirty (30) days after the entry of an order approving the rejection of the executory contract or unexpired lease or (ii) the General Bar Date (the "Rejection Bar Date"). Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease that asserts a claim (other than a rejection damages claim) on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease, you must file a Proof of Claim for such amounts on or before the applicable Bar Date, unless you are expressly excluded from filing a Proof of Claim.

**WHERE AND WHEN TO FILE**

All original Proofs of Claim must be filed so as to be received on or before the applicable Bar Date at 5:00 p.m. (prevailing Eastern Time) at the applicable following address:

If sent by mail:

Donlin, Recano & Company, Inc.  
Re: Limited Stores Company, LLC, et al.  
P.O. Box 199043  
Blythebourne Station  
Brooklyn, NY 11219

If sent by overnight courier or hand delivery:

Donlin, Recano & Company, Inc.  
Re: Limited Stores Company, LLC, et al.  
6201 15th Avenue  
Brooklyn, NY 11219

**PROOFS OF CLAIM WILL BE DEEMED TIMELY FILED ONLY IF ACTUALLY RECEIVED BY THE CLAIMS AGENT ON OR BEFORE THE APPLICABLE BAR DATE AT 5:00 P.M. (PREVAILING EASTERN TIME). PROOFS OF CLAIM MAY NOT BE DELIVERED BY FACSIMILE, TELECOPY, OR EMAIL.**

**WHAT TO FILE**

The Debtors are enclosing a proof of claim form (the "Proof of Claim Form") for use in the Debtors' Cases. If your claim is scheduled by the Debtors the form also may set forth the amount of your claim as scheduled by the Debtors and the specific Debtor against which the claim is scheduled and may indicate that your claim was listed as contingent, unliquidated, or disputed. You will receive a different Proof of Claim Form for each claim scheduled in your name by the Debtors.

**IF YOU FILE A PROOF OF CLAIM, YOUR FILED PROOF OF CLAIM MUST (I) BE WRITTEN IN THE ENGLISH LANGUAGE; (II) DENOMINATE THE CLAIM IN LAWFUL CURRENCY OF THE UNITED STATES AS OF THE PETITION DATE; (III) CONFORM SUBSTANTIALLY WITH THE PROOF OF CLAIM FORM; (IV) BE SIGNED BY THE CLAIMANT OR BY AN AUTHORIZED AGENT OF THE CLAIMANT; (V) INDICATE THE PARTICULAR DEBTOR AGAINST WHICH THE CLAIM IS ASSERTED; (VI) SET FORTH THE LEGAL AND FACTUAL BASIS FOR THE ALLEGED CLAIM; AND (VII) 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; *PROVIDED, HOWEVER*, THAT A PROOF OF CLAIM MAY BE FILED WITHOUT SUPPORTING DOCUMENTATION UPON THE PRIOR WRITTEN CONSENT OF THE DEBTORS.**

Vendors of goods may be entitled to assert claims arising prior to the Petition Date under section 503(b)(9) of the Bankruptcy Code to the extent that they delivered goods to the Debtors within the 20-day period prior to the Petition Date. The Court has deemed the filing of a proof of claim as satisfying the procedural requirements for asserting such a claim arising under section 503(b)(9) of the Bankruptcy Code. In addition to the other requirements of the immediately preceding paragraph above, any Proof of Claim asserting a section 503(b)(9) claim must (a) include the value of the goods delivered to and received by the Debtors in the 20 days prior to the Petition Date, (b) attach documentation identifying which of the Debtors such goods were shipped to and the date such goods were received by such Debtors, (c) state whether the value of the goods asserted in the Proof of Claim represents a combination of goods and services and, if applicable, the percentage of alleged value related to services and related to goods, and (d) attach any documentation identifying the particular invoices for which the section 503(b)(9) claim is being asserted.

Holders of all claims must use the Proof of Claim Form. Proof of Claim Forms may be obtained from the Claims Agent website: [www.dolinrecano.com/limitedstores](http://www.dolinrecano.com/limitedstores). Proof of Claim Forms may also be obtained from the Court's website: [www.deb.uscourts.gov](http://www.deb.uscourts.gov).



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

**EXCEPT WITH RESPECT TO CLAIMS SPECIFICALLY EXEMPTED FROM FILING A PROOF OF CLAIM AS DESCRIBED ABOVE, OR UNLESS OTHERWISE ORDERED BY THE COURT, ANY HOLDER OF A CLAIM AGAINST ANY OF THE DEBTORS WHO IS REQUIRED, BUT FAILS, TO FILE A PROOF OF SUCH CLAIM IN ACCORDANCE WITH THE BAR DATE ORDER ON OR BEFORE THE APPLICABLE BAR DATE SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION.**

**THE DEBTORS' SCHEDULES AND ACCESS THERETO**

You may be listed as the holder of a claim against the Debtors in the Schedules. Copies of the Schedules and the 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>). Additionally, electronic copies of the Schedules and the Bar Date Order may be viewed free of charge at the Debtors' Claims Agent's website at [www.donlinrecano.com/limitedstores](http://www.donlinrecano.com/limitedstores). Copies of the Schedules may also be examined by interested parties between the hours of 8:00 a.m. and 4:00 p.m. (prevailing Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

Wilmington, Delaware

Dated: \_\_\_\_\_, 2017

/s/

Domenic E. Pacitti (DE Bar No. 3989)

Michael W. Yurkewicz (DE Bar No. 4165)

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*Proposed Counsel to the Debtors*

**Exhibit 2**

**Proof of Claim Form**

In re: Limited Stores Company, LLC, et al.

Debtor name: \_\_\_\_\_

United States Bankruptcy Court for the District of Delaware

Case number: \_\_\_\_\_

## Proof of Claim

04/16

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense other than a claim arising under section 503(b)(9). Make such a request according to 11 U.S.C. § 503. Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

### Part 1: Identify the Claim

1. Who is the current creditor?  
Name and address of the creditor.

Name and address of creditor (the person or entity to be paid for this claim):

Other names the creditor used with the debtor: \_\_\_\_\_

2. Has this claim been acquired from someone else?

☐ No

☐ Yes.

From whom? \_\_\_\_\_

3. Where should notices and payments to the creditor be sent?

Where should notices to the creditor be sent?

Where should payments to the creditor be sent? (if different)

Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

Name: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_

State: \_\_\_\_\_

Zip: \_\_\_\_\_

City: \_\_\_\_\_

State: \_\_\_\_\_

Zip: \_\_\_\_\_

Phone: \_\_\_\_\_

Phone: \_\_\_\_\_

Email: \_\_\_\_\_

Email: \_\_\_\_\_

Uniform claim identifier for electronic payments in chapter 13 (if you use one): \_\_\_\_\_

4. Does this claim amend one already filed?

☐ No

☐ Yes. Claim number on court claims registry (if known): \_\_\_\_\_

Filed on (MM/DD/YYYY): \_\_\_\_\_

5. Do you know if anyone else has filed a proof of claim for this claim?

☐ No

☐ Yes.

Who made the earlier filing? \_\_\_\_\_

### Part 2: Give Information About the Claim as of the Date the Case was Filed

6. Do you have any number you use to identify the debtor?

☐ No

☐ Yes. Last 4 digits of the debtor's account or any identification number used: \_\_\_\_\_

7. How much is the claim?

\$ \_\_\_\_\_

Does this amount include interest or other charges?

☐ No

☐ Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim?

Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured?  
☐ No ☐ Yes. The claim is secured by a lien on property.  
 Nature of property: ☐ Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.  
☐ Motor vehicle ☐ Other (describe):

**Basis for perfection:** \_\_\_\_\_

Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

**Value of property:** \$ \_\_\_\_\_ **Amount of the claim that is secured:** \$ \_\_\_\_\_

**Amount of the claim that is unsecured** (the sum of the secured and unsecured amounts should match the amount in line 7): \$ \_\_\_\_\_

**Amount necessary to cure any default as of the date of the petition:** \$ \_\_\_\_\_ **Annual interest rate** (when case was filed): \_\_\_\_\_ % ☐ Fixed ☐ Variable

10. Is this claim based on a lease? ☐ No ☐ Yes. **Amount necessary to cure any default as of the date of the petition.** \$ \_\_\_\_\_

11. Is this claim subject to a right of setoff? ☐ No ☐ Yes. Identify the property: \_\_\_\_\_

12. Is all or part of the claim entitled to: (i) priority under 11 U.S.C. § 507(a), or (ii) administrative expense under 11 U.S.C. § 503(b)(9)? ☐ No ☐ Yes. *Check all that apply:*

<input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).	<b>Amount entitled to priority</b>
<input type="checkbox"/> Up to \$2,850* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).	\$ _____
<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,850*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).	\$ _____
<input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).	\$ _____
<input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).	\$ _____
<input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)(____) that applies.	\$ _____
<input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of commencement of the case. 11 U.S.C. § 503(b)(9).	\$ _____

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

\* Amounts are subject to adjustment on 4/01/19 and every 3 years after that for cases begun on or after the date of adjustment.

**Part 3: Sign Below**

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

*Check the appropriate box:*

- ☐ I am the creditor.  
☐ I am the creditor's attorney or authorized agent.  
☐ I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.  
☐ I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date (MM/DD/YYYY): \_\_\_\_\_

Signature: \_\_\_\_\_

**Print the name of the person who is completing and signing this claim:**

First name: \_\_\_\_\_ Middle: \_\_\_\_\_ Last: \_\_\_\_\_

Title: \_\_\_\_\_

Company (identify the corporate servicer as the company if the authorized agent is a servicer): \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

# Instructions for Proof of Claim

United States Bankruptcy Court

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These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157 and 3571.

## How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form. You must fill in the specific Debtor name and case number against which your claim is being asserted. If you are asserting claims against more than one Debtor, you MUST file a separate proof of claim for each debtor.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form.  
Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the reverse page.)  
  
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called "Bankruptcy Rule") 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual's tax identification number, or financial account number, and only the year of any person's date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child's initials and the full name and address of the child's parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

## Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, either enclose a stamped self-addressed envelope and a copy of this form or you may access the claims agent's website ([www.donlinrecano.com/limitedstores](http://www.donlinrecano.com/limitedstores)) to view the filed form.

## Understand the terms used in this form

**Administrative expense:** Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503.

**Administrative expense claim under 11 U.S.C. §503(b)(9):** Administrative expense claims under 11 U.S.C. §503(b)(9) include those claims for the value of any goods received by the debtor, within 20 days before the date of commencement of a case under the Bankruptcy Code in which the goods have been sold to the debtor in the ordinary course of such debtor's business.

**Claim:** A creditor's right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Creditor:** A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

**Debtor:** A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

**Evidence of perfection:** Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

**Information that is entitled to privacy:** A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

**Priority claim:** A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

**Proof of claim:** A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

**Redaction of information:** Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

**Secured claim under 11 U.S.C. §506(a):** A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

**Setoff:** Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

**Uniform claim identifier:** An optional 24-character identifier that some creditors use to facilitate electronic payment.

**Unsecured claim:** A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

### Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

**Do not file these instructions with your form.**