

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

In re: J & M SALES INC., <i>et al.</i> Debtors. ¹
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Chapter 7

 Case No. 18-11801 (LSS)
 Jointly Administered

RE: D.I. 1425

**NOTICE OF DEADLINES TO FILE REQUESTS FOR PAYMENT OF CERTAIN
ADMINISTRATIVE EXPENSE CLAIMS PURSUANT TO 11 U.S.C. § 503(b)**

**TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE
ESTATES OF THE FOLLOWING CHAPTER 7 DEBTORS:**

DEBTOR	CASE NUMBER
J&M Sales Inc.	18-11801 (LSS)
National Stores, Inc.	18-11802 (LSS)
J&M Sales of Texas, LLC	18-11803 (LSS)
FP Stores, Inc.	18-11804 (LSS)
Southern Island Stores, LLC	18-11805 (LSS)
Southern Island Retail Stores LLC	18-11806 (LSS)
Caribbean Island Stores, LLC	18-11807 (LSS)
Pazzo FNB Corp.	18-11808 (LSS)
Fallas Stores Holdings, Inc.	18-11809 (LSS)
Pazzo Management LLC	18-11810 (LSS)

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: J & M Sales Inc. (4697); National Stores, Inc. (4874); J&M Sales of Texas, LLC (5979); FP Stores, Inc. (6795); Southern Island Stores, LLC (8099); Southern Island Retail Stores LLC (4237); Caribbean Island Stores, LLC (9301); Pazzo FNB Corp. (9870); Fallas Stores Holdings, Inc. (6052); and Pazzo Management LLC (1924).

PLEASE TAKE NOTICE that J & M Sales Inc., National Stores, Inc., J&M Sales of Texas, LLC, FP Stores, Inc., Southern Island Stores, LLC, Southern Island Retail Stores LLC, Caribbean Island Stores, LLC, Pazzo FNB Corp., Fallas Stores Holdings, Inc., and Pazzo Management LLC (collectively, the “Debtors”) commenced their respective bankruptcy cases (the “Bankruptcy Cases”) by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that pursuant to an Order entered on January 28, 2019 [D.I. 1240], the Court converted the Bankruptcy Cases to cases under Chapter 7 of the Bankruptcy Code, effective as of February 4, 2019 (the “Conversion Date”).

PLEASE TAKE FURTHER NOTICE that the Office of the United States Trustee for the District of Delaware has appointed George L. Miller as the Chapter 7 Trustee (the “Trustee”) for the Debtors’ estates (the “Estates”).

PLEASE TAKE FURTHER NOTICE that, on April 16, 2019, the Bankruptcy Court entered the *Order (i) Establishing the Deadline to File Requests for Payment of Certain Administrative Expense Claims Pursuant to 11 U.S.C. § 503(b), (ii) Approving Form and Manner of Notice thereof and (iii) Granting Related Relief* [D.I. 1425] (the “Chapter 11 Administrative Claim Bar Date Order”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Chapter 11 Administrative Claim Bar Date Order:

The deadline for all persons or entities (except as otherwise provided in this Order and excepting Governmental Units) to assert any right to payment constituting an actual, necessary cost or expense of administering the Bankruptcy Cases or preserving the Estates under section

503(b) of the Bankruptcy Code (a “Chapter 11 Administrative Claim”)² that arose during the period from and including August 6, 2018, through and including February 3, 2019 (the day before the Conversion Date) (the “Chapter 11 Administrative Claim Period”)³ to file requests for payment pursuant to section 503 of the Bankruptcy Code (a “Request for Payment”) shall be **June 3, 2019, at 5:00 p.m. (Prevailing Eastern Time) (the “Chapter 11 Administrative Claim Bar Date”)**.

You should consult an attorney if you have any questions, including whether to file a Request for Payment. If you have any questions with respect to this Chapter 11 Administrative Claim Bar Date Notice, you may contact undersigned counsel for the Trustee.

I. WHO MUST FILE A REQUEST FOR PAYMENT

You **MUST** file a Request for Payment in accordance with the procedures approved by the Bankruptcy Court and set forth in this Chapter 11 Administrative Claim Bar Date Notice in order to assert a Chapter 11 Administrative Claim that arose during the Chapter 11 Administrative Claim Period, and it is not a claim described in Section II below.

II. WHO IS NOT REQUIRED TO FILE A REQUEST FOR PAYMENT

The following persons and entities are not required to file a Request for Payment:

- (a) the U.S. Trustee, on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- (b) Governmental Units holding claims covered by section 503(b)(1)(B), (C) or (D) of the Bankruptcy Code;³
- (c) the Prepetition Term Loan Creditors, as defined in paragraph E(iii) of the *Final Order Pursuant to 11 U.S.C. Sections 105, 361, 362, 363, 364 and 507 (I) Approving Postpetition Financing, (II) Granting Liens and*

² For purposes of this Chapter 11 Administrative Claim Bar Date Notice and the Chapter 11 Administrative Claim Bar Date, the defined term “Chapter 11 Administrative Claim” shall include any claims under section 503(b)(9) of the Bankruptcy Code.

³ See DEL. BANKR. L.R. 3002-1(a) (“Notwithstanding any provision of a plan of reorganization, any motion, notice or court order in a specific case, the government shall not be required to file any proof of claim or application for allowance for any claims covered by section 503(b)(1)(B), (C), or (D).”).

Providing Superpriority Administrative Expense Status, (III) Authorizing Use of Cash Collateral, (IV) Granting Adequate Protection, (V) Modifying Automatic Stay, and (VI) Granting Related Relief (the “Final DIP Financing Order”) [Docket No. 467], including, without limitation, on account of Claims arising under or related to (1) the Prepetition Term Loan Documents or Prepetition Term Loan Obligations, each as defined in paragraph E(iii) of the Final DIP Financing Order; (2) the Final DIP Financing Order; or (3) applicable law;

- (d) any person or entity that has already timely and properly filed a Request for Payment asserting a Chapter 11 Administrative Claim that arose during the Chapter 11 Administrative Claim Period against one or more of the Debtors’ Estates in a form and manner substantially similar to that set forth in this Chapter 11 Administrative Claim Bar Date Notice;
- (e) any person or entity whose Chapter 11 Administrative Claim that arose during the Chapter 11 Administrative Claim Period has been allowed by order of the Bankruptcy Court entered on or before the Chapter 11 Administrative Claim Bar Date; and
- (f) any person or entity holding an administrative expense claim that accrued or arose on or after the Conversion Date.⁴

You should not file a Request for Payment if you do not have a Chapter 11 Administrative Claim against any of the Debtors’ Estates. Your receipt of this Chapter 11 Administrative Claim Bar Date Notice does not mean that you have a Chapter 11 Administrative Claim (or any claim) or that the Trustee or the Bankruptcy Court believes that you have a Chapter 11 Administrative Claim (or any claim).

III. HOW TO FILE AND SERVE REQUESTS FOR PAYMENT

To file a Request for Payment, a party asserting a Chapter 11 Administrative Claim must follow the procedures set forth below:

- (a) Each Request for Payment must: (i) comply with section 503 of the Bankruptcy Code, the Chapter 11 Administrative Claim Bar Date Order and this Chapter 11 Administrative Claim Bar Date Notice; (ii) be in writing and signed by the party asserting the Chapter 11 Administrative Claim or an authorized agent of such party; (iii) set forth with specificity all factual and legal bases supporting the asserted

⁴ To the extent necessary, the Trustee will seek authority from the Bankruptcy Court to establish a chapter 7 administrative claim bar date at a later date.

Chapter 11 Administrative Claim; (iv) include supporting documentation (or, if voluminous, include a summary of supporting documents, an explanation as to why such documentation is not included, and a concise description of the means by which the Trustee can reasonably and expeditiously obtain such supporting documents); (v) be in the English language; and (vi) be denominated in United States currency.

- (b) Each Request for Payment must specify by name the Debtor's(s') Estate(s) against which a Chapter 11 Administrative Claim is asserted.
- (c) Each Request for Payment must be filed with the Bankruptcy Court by the Chapter 11 Administrative Claim Bar Date. Additionally, each Request for Payment should be filed only in the Bankruptcy Case(s) of the particular Debtor's(s') Estate(s) against which a Chapter 11 Administrative Claim is asserted in a Request for Payment.
- (d) Each Request for Payment must also be served upon, so as to be actually received by, undersigned counsel for the Trustee by the Chapter 11 Administrative Claim Bar Date via regular mail, overnight mail, hand delivery, or electronic mail as follows:

If by First Class Mail, Overnight Mail or Hand Delivery:

Jennifer R. Hoover, Esq.
Kevin M. Capuzzi, Esq.
Benesch, Friedlander, Coplan & Aronoff LLP
222 Delaware Avenue, Suite 801
Wilmington, Delaware 19801

RE: In re J & M Sales, *et al.*, Case No. 18-11801-LSS
Request for Payment/Chapter 11 Administrative Claim

If by Electronic Mail:

jhoover@beneschlaw.com AND
kcapuzzi@beneschlaw.com

RE: In re J & M Sales, *et al.*, Case No. 18-11801-LSS
Request for Payment/Chapter 11 Administrative Claim.

IV. CHAPTER 11 CASE PROFESSIONALS

To the extent not already filed, all professionals employed in the Bankruptcy Cases prior to the Conversion Date pursuant to section 327, 328 and/or 1103 of the Bankruptcy Code (the "Professionals") **MUST** file fee applications subject to notice and a hearing, as required by the

Bankruptcy Code, applicable Bankruptcy Rules and local rules, and any applicable orders of the Bankruptcy Court, by the Chapter 11 Administrative Claim Bar Date. The allowance of the Professionals' fees and expenses shall be considered and heard at a noticed hearing on fee applications, whether in connection with the hearing on approval of the Trustee's final report or otherwise.

V. EFFECT OF FAILURE TO FILE A TIMELY REQUEST FOR PAYMENT

UNLESS OTHERWISE ORDERED BY THE COURT, ANY POTENTIAL HOLDER OF A CHAPTER 11 ADMINISTRATIVE CLAIM AGAINST ANY OF THE DEBTORS' ESTATES WHO RECEIVES THIS CHAPTER 11 ADMINISTRATIVE CLAIM BAR DATE NOTICE (WHETHER SUCH NOTICE WAS ACTUALLY OR CONSTRUCTIVELY RECEIVED) AND IS REQUIRED, BUT FAILS, TO FILE A REQUEST FOR PAYMENT, AS APPLICABLE, IN ACCORDANCE WITH THE CHAPTER 11 ADMINISTRATIVE CLAIM BAR DATE ORDER AND THIS CHAPTER 11 ADMINISTRATIVE CLAIM BAR DATE NOTICE, (A) SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST ANY OF THE DEBTORS OR THEIR ESTATES AND (B) SHALL NOT RECEIVE OR BE ENTITLED TO RECEIVE ANY PAYMENT OR DISTRIBUTION OF PROPERTY FROM THE ESTATES WITH RESPECT TO SUCH CHAPTER 11 ADMINISTRATIVE CLAIM.

VI. NO REQUEST FOR SCHEDULING OF HEARING ON REQUESTS FOR PAYMENT

Notwithstanding section 503(b) of the Bankruptcy Code, any Requests for Payment (and Professional fee applications) shall be filed without a scheduled hearing date and response deadline or a request by the claimant for a scheduled hearing. This procedure will promote judicial

economy for all parties involved by eliminating unnecessary hearings on undisputed Chapter 11 Administrative Claims. To the extent a Chapter 11 Administrative Claim is disputed by the Trustee, and such dispute cannot be resolved consensually by the Trustee and the claimant, the Trustee will: (a) file an objection to the claimant's Request for Payment; (b) schedule a hearing on such objection and the affected Request for Payment; and (c) provide notice to the affected claimant of the Trustee's objection and scheduled hearing.

VII. SOLE AND EXCLUSIVE METHOD

The procedures set forth in this Chapter 11 Administrative Claim Bar Date Notice are the sole and exclusive method for the assertion of any Chapter 11 Administrative Claim that is required to be filed, and all claimants asserting a Chapter 11 Administrative Claim are prohibited from invoking any other means of asserting such claims pursuant to the Bankruptcy Code.

VII. RESERVATION OF RIGHTS

Nothing contained in this Chapter 11 Administrative Claim Bar Date Notice or any actions taken by the Trustee pursuant to the relief granted in the Chapter 11 Administrative Claim Bar Date Order is intended or should be construed as: (a) an admission as to the validity, status, amount or priority of any particular claim asserted against one or more of the Debtors or their Estates; (b) a waiver of the Trustee's rights to dispute any particular claim on any grounds; (c) a promise or obligation to pay any particular claim; (d) an implication or admission that any particular claim is of a type specified or defined in this Chapter 11 Administrative Claim Bar Date Notice; or (e) a waiver or limitation of the Trustee's rights under the Bankruptcy Code or any other applicable law.

Dated: April 18, 2019
Wilmington, Delaware

BENESCH, FRIEDLANDER, COPLAN
& ARONOFF LLP

/s/ Jennifer R. Hoover

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