

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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)	
In re:)	Chapter 11
)	
STAGE STORES, INC., <i>et al.</i> , ¹)	Case No. 20-32564 (DRJ)
)	
Debtors.)	(Jointly Administered)
_____)	

**PLAN ADMINISTRATOR'S TWELFTH OMNIBUS
OBJECTION TO CERTAIN PROOFS OF CLAIM**

(Reclassify Claims, Satisfied Claims, and Satisfied Scheduled Claims)

THIS IS AN OBJECTION TO YOUR CLAIM. THIS OBJECTION ASKS THE COURT TO MODIFY OR DISALLOW THE CLAIM THAT YOU FILED IN THIS BANKRUPTCY CASE. IF YOU DO NOT FILE A RESPONSE WITHIN 30 DAYS AFTER THE OBJECTION WAS SERVED ON YOU, YOUR CLAIM MAY BE MODIFIED OR DISALLOWED WITHOUT A HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

Steven Balasiano, in his capacity as Plan Administrator of Stage Stores, Inc. and Specialty Retailers, Inc. (together, the “Debtors”), hereby files this twelfth omnibus (substantive) objection (this “Objection”) to certain proofs of claim pursuant to Section 502 of Title 11 of the United States Code (the “Bankruptcy Code”), Rules 3001 and 3007 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), and Rule 3007-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”) for entry of an order substantially in the form attached hereto as Exhibit B (the

¹ The Debtors, along with the last four digits of each Debtor’s federal tax identification number, are: Stage Stores, Inc. (6900) and Specialty Retailers, Inc. (1900).



“Proposed Order”) reclassifying or disallowing and expunging certain proofs of claim (the “Proofs of Claim”). In support of the Objection, the Plan Administrator submits the Declaration of Douglas W. Squasoni of Saccullo Business Consulting, LLC attached hereto as Exhibit A (the “Squasoni Declaration”), and respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). The Plan Administrator consents to entry of a final order under Article III of the United States Constitution.

2. Venue is proper in this district under 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

3. On May 10, 2020 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court.

4. Additional information about the Debtors’ business and the events leading up to the Petition Date can be found in the *Disclosure Statement for the Amended Joint Chapter 11 Plan of Stage Stores, Inc. and Specialty Retailers, Inc.* [Docket No. 535].

5. On June 18, 2020, the Court entered the *Order (I) Setting Bar Dates for Filing Proofs of Claim, Including Request for Payment Under Section 503(b)(9), (II) Establishing Amended Schedules Bar Date and Rejection Damages Bar Date, (III) Approving the Form of and Manner for Filing Proofs of Claim, Including Section 503(b)(9) Requests, (IV) Approving Notice of Bar Date, and (V) Granting Related Relief* [Docket No. 478] (the “Bar Date Order”). Among other things, the Bar Date Order established (i) July 24, 2020 at 5:00 p.m. (CT) as the general deadline for all persons and entities, other than governmental units, to file prepetition claims against the Debtors’ estates, including claims arising under section 503(b)(9) of the Bankruptcy Code (the “General Bar Date”) and (ii) November 6, 2020 at 5:00 p.m. (CT) as the

deadline for all governmental units to file prepetition claims against the Debtors' estates (the "Governmental Bar Date", and together with the General Bar Date, the "Bar Dates").

6. The Bar Date Order required each entity asserting a prepetition claim against the Debtors to file an original, written proof of claim "substantially in the form attached to the Bar Date Order as Exhibit 1 (the "Proof of Claim Form") or Official Form 410." Bar Date Order ¶ 1. Copies of the Proof of Claim Form and Official Form 410 are annexed hereto as Exhibit C and Exhibit D, respectively.

7. The Proof of Claim Form provides that "[o]ther than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case." *See* Ex. C. Likewise, Official Form 410 provides: "Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503." *See* Ex. D.

8. On June 19 and 21, 2020, the Debtors filed their *Schedules of Assets and Liabilities and Statements of Financial Affairs* (as amended, the "Schedules and Statements") [Docket Nos. 485, 486, 487, 492].

9. On August 13, 2020, the Debtors filed the *Joint Second Amended Chapter 11 Plan of Stage Stores, Inc. and Specialty Retailers, Inc.* [Docket No. 694] (the "Plan").

10. On August 14, 2020, the Court entered the *Order Confirming the Joint Second Amended Chapter 11 Plan of Stage Stores, Inc. and Specialty Retailers, Inc.* [Docket No. 705] (the "Confirmation Order"). The effective date of the Plan occurred on October 30, 2020 [Docket No. 898] (the "Effective Date").

11. The Confirmation Order established (i) September 14, 2020 as the initial bar date for Administrative Claims² arising after the Petition Date through the date the Confirmation Order was entered (the “First Administrative Bar Date”) and (ii) November 30, 2020 as the final bar date for Administrative Claims arising on or after the date the Confirmation Order was entered but prior to the Effective Date (the “Final Administrative Bar Date”, and together with the First Administrative Bar Date, the “Administrative Bar Dates”). Both the Plan and Confirmation Order expressly provide that “requests for payment of Allowed Administrative Claims must be Filed and served on the Debtors or the Wind-Down Debtors no later than the Administrative Claims Bar Date. Holders of Administrative Claims that are required to, but do not, File and serve a request for payment of such Administrative Claims by such date shall be forever barred, estopped, and enjoined from asserting such Administrative Claims against the Debtors or their property, and such Administrative Claims shall be deemed satisfied, settled, and released as of the Effective Date.” *See* Plan Art. II.A; Confirmation Order ¶ 119.

12. On the Effective Date, Steven Balasiano, in his capacity as Plan Administrator, became the sole representative of the Debtors’ estates for the purpose of, *inter alia*, making or facilitating distributions contemplated under the Plan. *See* Plan Art.IV.D.

13. As of the date hereof, the Plan Administrator has filed ten (10) omnibus claims objections to certain Proofs of Claim to date, all of which have been approved by the Court. *See* Docket Nos. 1124, 1125, 1138, 1139, 1141, 1142, 1143, 1144, 1185, 1186.

² The Plan defined “Administrative Claim” as a “[c]laim for the costs and expenses of administration of the Estates entitled to priority under sections 503(b), 507(a)(2), 507(b), or 1114(e)(2) of the Bankruptcy Code including: (a) the actual and necessary costs and expenses incurred on or after the Petition Date of preserving the Estates and operating the businesses of the Debtors; and (b) Allowed Professional Fee Claims in the Chapter 11 Cases.” *See* Plan Art. I.A.2.

14. In addition, on July 7, 2022, the Court entered the *Order (A) Approving Omnibus Claims Objection Procedures and Filing of Substantive Omnibus Claims Objections, (B) Waiving the Requirement of Bankruptcy Rule 3007(E)(6), and (C) Granting Related Relief* [Docket No. 1161] (the “Claims Objection Procedures Order”).

15. Pursuant to the Claims Objection Procedures Order, the Plan Administrator may, among other things:

- (a) file omnibus objections that include objections to claims on any basis provided for in Bankruptcy Rule 3007(d), Bankruptcy Local Rule 3007-1, and/or the Additional Grounds;³
- (b) file omnibus objections to scheduled claims; and
- (c) object to more than 100 claims in a single omnibus objection on any of the bases set forth in Bankruptcy Rule 3007(d) or the Additional Grounds.

RELIEF REQUESTED

16. As part of the claims reconciliation process, the Plan Administrator has identified particular filed Proofs of Claim and claims listed on the Debtors’ Schedules and Statements that should be (i) reclassified or (ii) disallowed and expunged as satisfied. For the reasons set forth below, the Plan Administrator objects to each of the claims on (i) Schedule 1 to the Proposed Order (“Reclassify Claims”), (ii) Schedule 2 to the Proposed Order (“Satisfied Claims”), and (iii) Schedule 3 to the Proposed Order (“Satisfied Scheduled Claims”, and together with the Reclassify Claims and Satisfied Claims, the “Disputed Claims”). Pursuant to section 502 of the Bankruptcy Code, Bankruptcy Rule 3007, and the Claims Objection Procedures Order, the Plan

³ The “Additional Grounds” include claims that (a) are inconsistent with the Debtors’ books and records; (b) fail to specify the asserted claim amount (or only list the claim amount as “unliquidated”); (c) seek recovery of amounts for which the Debtors are not liable; (d) have been formally withdrawn by the claimant through the filing of a pleading or through the entry of a Court order indicating withdrawal of the claim; (e) are filed against non-Debtors or are filed against multiple Debtors; (f) are incorrectly or improperly classified; (g) fail to specify a Debtor against whom the claim is asserted; (h) are disallowed pursuant to section 502 of the Bankruptcy Code; and (i) fail to sufficiently specify the basis for the claim or provide sufficient supporting documentation.

Administrator respectfully seeks entry of the Proposed Order reclassifying the Reclassify Claims as set forth on Schedule 1 and disallowing and expunging the Satisfied Claims and Satisfied Scheduled Claims as set forth on Schedules 2 and 3, respectively.

BASIS FOR RELIEF REQUESTED

17. A filed proof of claim is deemed allowed unless a party in interest objects. *See* 11 U.S.C. § 502(a). Under section 1111(a) of the Bankruptcy Code, scheduled claims are treated as proofs of claim. *See id.* § 1111(a) (stating that a proof of claim is deemed filed under section 501 of the Bankruptcy Code for any claim appearing in the schedules, except those “scheduled as disputed, contingent, or unliquidated”). As such, the Plan Administrator must review all claims, including those appearing in the Schedules and Statements, in these chapter 11 cases as part of the claims reconciliation process.

18. As set forth in Bankruptcy Rule 3001(f), a properly executed and filed proof of claim constitutes *prima facie* evidence of the validity and the amount of the claim under section 502(a) of the Bankruptcy Code. *See, e.g., In re O’Connor*, 153 F.3d 258, 260 (5th Cir. 1998); *In re Tran*, 351 B.R. 440, 444 (Bankr. S.D. Tex. 2006), *aff’d*, 369 B.R. 312 (S.D. Tex. 2007); *In re Texas Rangers Baseball Partners*, No. 10-43400 (DML), 2012 WL 4464550, at *2 (Bankr. N.D. Tex. Sept. 25, 2012).

19. To receive the benefit of *prima facie* validity, however, a proof of claim must assert factual allegations that would entitle the claimant to recovery. *In re Heritage Org., LLC*, No. 04-35574 (BJH), 2006 WL 6508477, at *8 (Bankr. N.D. Tex. Jan. 27, 2006). Additionally, a claimant’s proof of claim is entitled to the presumption of *prima facie* validity under Bankruptcy Rule 3001(f) only until an objecting party refutes at least one of the allegations that is essential to the claim’s legal sufficiency. *See In re Fidelity Holding Co., Ltd.*, 837 F.2d 696, 698 (5th Cir. 1988); *In re Starnes*, 231 B.R. 903, 912 (N.D. Tex. 1998).

Once an allegation is refuted, “the burden shifts to the claimant to prove its claim by a preponderance of the evidence.” *In re Congress, LLC*, 529 B.R. 213, 219 (Bankr. W.D. Tex. 2015). “The ultimate burden of proof always lies with the claimant.” *In re Armstrong*, 347 B.R. 581, 583 (Bankr. N.D. Tex. 2006).

20. Objections may be joined in an omnibus objection if such objections are based on the grounds that the claims should be disallowed, in whole or in part, for any of eight enumerated reasons in Bankruptcy Rule 3007, including when the claims duplicate other claims or were not timely filed. Fed. R. Bankr. P. 3007(d). Further, pursuant to the Claims Objection Procedures Order, the Plan Administrator (i) may file an omnibus objection to claims on the Additional Grounds, (ii) may file an omnibus objection to scheduled claims, and (iii) may include more than 100 claims on such omnibus objection.

21. Accordingly, the Disputed Claims are not enforceable and should be reclassified or disallowed and expunged for the reasons set forth below and in Schedules 1-3.

OMNIBUS OBJECTION

A. Reclassify Claims

22. With respect to each of the Reclassify Claims identified on Schedule 1 to the Proposed Order, the Plan Administrator has carefully reviewed the Debtors’ books and records and the Proofs of Claim, including the supporting documentation provided by the claimants, if any. Each Reclassify Claim was filed as being entitled, in full or in part, to either secured, administrative, or priority unsecured status pursuant to the Bankruptcy Code. In evaluating the Reclassify Claims, the Plan Administrator has determined that the Reclassify Claims are incorrectly or improperly classified.

23. For the reasons set forth above and in Schedule 1 to the Proposed Order, the Plan Administrator seeks to reclassify the Reclassify Claims to the priority status that is reflected in

the “Modified Claims” column on Schedule 1 to the Proposed Order. Reclassifying the Reclassify Claims is necessary to ensure that the claimants ultimately entitled to receive distributions from the Debtors’ estates receive the appropriate treatment and distribution.

B. Satisfied Claims

24. With respect to each of the Satisfied Claims identified on Schedule 2 to the Proposed Order, the Plan Administrator has carefully reviewed the Debtors’ books and records and the Proofs of Claim, including supporting documentation provided by the claimants, if any. In evaluating the Satisfied Claims, the Plan Administrator has determined that the Satisfied Claims have been satisfied, waived, or otherwise released during or prior to these chapter 11 cases in accordance with the Bankruptcy Code, any applicable rules, or a previous Court order.

25. For the reasons set forth above and in Schedule 2 to the Proposed Order, the Plan Administrator seeks to disallow and expunge the Satisfied Claims. Failure to disallow and expunge the Satisfied Claims could result in the relevant claimants receiving an unwarranted recovery against the Debtors to the detriment of other similarly situated creditors.

C. Satisfied Scheduled Claims

26. With respect to each of the Satisfied Scheduled Claims identified on Schedule 3 to the Proposed Order, the Plan Administrator has carefully reviewed the Debtors’ books and records and the Schedules and Statements. In evaluating the Satisfied Scheduled Claims, the Plan Administrator has determined that the Satisfied Scheduled Claims have been satisfied, waived, or otherwise released during or prior to these chapter 11 cases in accordance with the Bankruptcy Code, any applicable rules, or a previous Court order.

27. For the reasons set forth above and in Schedule 3 to the Proposed Order, the Plan Administrator seeks to disallow and expunge the Satisfied Scheduled Claims. Failure to disallow

and expunge the Satisfied Scheduled Claims could result in the relevant claimants receiving an unwarranted recovery against the Debtors to the detriment of other similarly situated creditors.

SEPARATE CONTESTED MATTER

28. This Objection to the Disputed Claims constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014. The Plan Administrator requests that any order entered by this Court with respect to an objection asserted herein shall be deemed a separate order with respect to each Disputed Claim.

RESERVATION OF RIGHTS

29. The Plan Administrator expressly reserves the right to amend, modify, or supplement this Objection and to file additional substantive or non-substantive objections to the Disputed Claims, or any other claims (filed or not) which may be asserted against the Debtors. In addition, the Plan Administrator reserves the right to seek further reduction of any claim for any reason including to the extent such claim has been paid, and further reserves the right to raise further objections.

COMPLIANCE WITH LOCAL RULES

30. This Objection includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated, and a discussion of their application to this Objection. The Plan Administrator has served notice of this Objection on those persons whose names appear in the signature blocks on the Disputed Claims, and in accordance with Bankruptcy Rule 7004. Finally, the Plan Administrator submits that this Objection satisfies Local Rule 3007-1.

NO PREVIOUS REQUEST

31. No previous request for the relief sought herein has been made by the Plan Administrator to this or any other court.

NOTICE

32. Notice of this Objection has been provided to the parties listed on Schedules 1-3 of the Proposed Order on those persons whose names appear in the signature blocks on the Disputed Claims.

WHEREFORE, the Plan Administrator respectfully requests that the Court (i) enter an order, substantially in the form attached hereto as Exhibit B, granting the relief requested herein and (ii) grant such other and further relief as it deems just and proper.

Dated: September 15, 2023

/s/ Daniel F. X. Geoghan

Daniel F.X. Geoghan (Texas Bar No. 24126280)

COLE SCHOTZ P.C.

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Seth Van Aalten, Esq. (Admitted Pro Hac Vice)

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Counsel to Steven Balasiano, in his capacity as Plan Administrator of Stage Stores, Inc., *et al.*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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In re:)	Chapter 11
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STAGE STORES, INC., <i>et al.</i> , ¹)	Case No. 20-32564 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF THE PLAN ADMINISTRATOR'S
TWELFTH OMNIBUS CLAIMS OBJECTION**

THIS OBJECTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE OBJECTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 30 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE OBJECTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE OBJECTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE OBJECTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

Important Information Regarding the Objection

Grounds for the Objection. By the Objection, the Plan Administrator is seeking to reclassify or disallow and expunge your claim(s) listed in the schedules attached hereto on the grounds that your claim(s) is incorrectly classified or has been satisfied in full. The claim(s) subject to the Objection may also be found on the schedules attached to the Objection, a copy of which has been provided with this notice.

¹ The Debtors, along with the last four digits of each Debtor's federal tax identification number, are: Stage Stores, Inc. (6900) and Specialty Retailers, Inc. (1900).

Objection Procedures. On July 29, 2022, the United States Bankruptcy Court for the Southern District of Texas (the “Court”) entered an order [Docket No. 1161] approving procedures for filing and resolving objections to claims asserted against the Debtors in these chapter 11 cases (the “Objection Procedures”). A copy of the Objection Procedures is included with this notice.

Please review the Objection Procedures to ensure your response to the Objection, if any, is timely and correctly filed and served.

Resolving the Objection

Parties Required to File a Response. If you disagree with the Objection filed with respect to your claim, you must file a response (each, a “Response”) with the Court in accordance with the procedures described below and appear at the Hearing (as defined herein).

Response Contents. Each Response must contain the following (at a minimum):

- (a) a caption with the name of the Court, the name of the Debtors, the case number, and the title of the Objection to which the Response is directed, and, if applicable, the Proof of Claim number(s) related thereto from the Claims Register;
- (b) a concise statement setting forth the reasons why the Court should not grant the Objection with respect to your claim, including the specific factual and legal bases upon which you rely in opposing the Objection;
- (c) copies of documentation or other evidence of your claim not previously filed with proof of such claim on which your Response is based (excluding confidential, proprietary, or other protected information, copies of which **must** be provided to the counsel to the Plan Administrator, subject to appropriate confidentiality constraints, if any);
- (d) a declaration or other statement of a person with personal knowledge of the relevant facts that support the Response; and
- (e) the following contact information for the responding party:
 - (i) the name, address, telephone number, and email address of the responding claimant or the name, address, telephone number, and email address of the claimant’s attorney or designated representative to whom the attorneys for the Plan Administrator should serve a reply to the Response, if any; or
 - (ii) the name, address, telephone number, and email address of the party with authority to reconcile, settle, or resolve the Objection on your behalf.

Notice and Service. Your Response must be filed with the Court and served so as to be **actually received** by 5:00 p.m. (prevailing Central Time) on October 16, 2023, (the “Response Deadline”) by the following parties (the “Notice Parties”):

<i>Counsel to the Plan Administrator</i>
<p>Daniel F.X. Geoghan COLE SCHOTZ P.C. 901 Main Street, Suite 4120 Dallas, Texas 75202 dgeoghan@coleschotz.com</p> <p>-and-</p> <p>Seth Van Aalten Sarah A. Carnes Bryant P. Churbuck COLE SCHOTZ P.C. 1325 Avenue of the Americas, 19th Floor New York, New York 10019 svanaalten@coleschotz.com scarnes@coleschotz.com bchurbuck@coleschotz.com</p>
<i>U.S. Trustee</i>
<p>Hector Duran, Jr., Esq. Office of the United States Trustee for the Southern District of Texas 515 Rusk Street, Suite 3516 Houston, Texas 77002 hector.duran.jr@usdoj.com</p>

Failure to Respond. A Response that is not filed and served in accordance with the procedures set forth herein may not be considered by the Court at the Hearing. **Absent an agreement with the Plan Administrator resolving the Objection to a claim, failure to timely file and serve a Response as set forth herein and appear at the Hearing may result in the Court granting the Objection without further notice or hearing.** Upon entry of an order, affected creditors will be served with a notice of entry, and a copy, of the order.

Hearing on the Objection

Date, Time, and Location. A hearing (the “Hearing”) on the Objection will be held on October 25, 2023 at 2:00 p.m. prevailing Central Time, before the Honorable David R. Jones, United States Bankruptcy Judge, in Courtroom 400, 515 Rusk, Houston, Texas 77002. You may participate in the Hearing either in person or via audio/video connection with the instructions included at the top of this Notice. The Hearing may be adjourned to a subsequent date in these chapter 11 cases in the Plan Administrator’s sole discretion. **You must attend the Hearing if you disagree with the Objection and have filed a Response.** Contested claims for which (a) a Response is filed in accordance with the proposed response procedures, but such Response is not resolved prior to the Hearing and (b) an appearance is made at the Hearing may be heard at the Hearing or adjourned to a subsequent hearing in the Plan Administrator’s sole discretion. If a

subsequent hearing is determined to be necessary, the Plan Administrator shall file with the Court and serve on the affected claimants a notice of the hearing (the date of which shall be determined in consultation with the affected claimant(s)).

Discovery. If the Plan Administrator determines that discovery is necessary in advance of a hearing on an Objection, the Plan Administrator will serve notice on the affected claimant and its counsel of record that the scheduled hearing will be treated as a status conference during which the parties will request that the Court issue a scheduling order to facilitate dismissal or resolution of the litigation. Any such notice may be incorporated into the initial agenda letter for the hearing or may be provided by separate notice.

Additional Information

Questions or Information. Copies of the Objection Procedures and any other pleadings (collectively, the “Pleadings”) filed in these chapter 11 cases are available at no cost at the Debtors’ restructuring website <http://www.kccllc.net/stagestores>. You may also obtain copies of any of the Pleadings filed in these chapter 11 cases for a fee at the Court’s website at <http://www.txs.uscourts.gov/bankruptcy>. A login identification and password to the Court’s Public Access to Court Electronic Records (“PACER”) are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. Please do not contact the Court to discuss the merits of any claim or any Objection filed with respect thereto.

Reservation of Rights

NOTHING IN ANY OMNIBUS OBJECTION OR OBJECTION NOTICE IS INTENDED OR SHALL BE DEEMED TO CONSTITUTE (A) AN ADMISSION AS TO THE VALIDITY OF ANY PREPETITION CLAIM AGAINST A DEBTOR ENTITY; (B) A WAIVER OF ANY RIGHT OF ANY DEBTOR OR THE PLAN ADMINISTRATOR TO DISPUTE ANY PREPETITION CLAIM ON ANY GROUNDS, ASSERT COUNTERCLAIMS, RIGHTS OF OFFSET OR RECOUPMENT, DEFENSES, OBJECT TO CLAIMS (OR OTHER CLAIMS OR CAUSES OF ACTION OF A CLAIMANT) ON ANY GROUNDS NOT PREVIOUSLY RAISED IN AN OBJECTION, UNLESS THE COURT HAS ALLOWED A CLAIM OR ORDERED OTHERWISE, OR SEEK TO ESTIMATE ANY CLAIM AT A LATER DATE; (C) A PROMISE OR REQUIREMENT TO PAY ANY PREPETITION CLAIM; (D) AN IMPLICATION OR ADMISSION THAT ANY PARTICULAR CLAIM IS OF A TYPE SPECIFIED OR DEFINED IN THIS OBJECTION OR ANY ORDER GRANTING THE RELIEF REQUESTED BY THIS OBJECTION; OR (E) A WAIVER OF ANY RIGHT OF ANY DEBTOR OR PLAN ADMINISTRATOR UNDER THE BANKRUPTCY CODE OR ANY OTHER APPLICABLE LAW.

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Dated: September 15, 2023

/s/ Daniel F.X. Geoghan

Daniel F.X. Geoghan (Texas Bar No. 24126280)

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Counsel to Steven Balasiano, in his capacity as Plan
Administrator of Stage Stores, Inc., *et al.*

Exhibit A

Squasoni Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
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In re:)	Chapter 11
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STAGE STORES, INC., <i>et al.</i> , ¹)	Case No. 20-32564 (DRJ)
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Debtors.)	(Jointly Administered)
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**DECLARATION OF DOUGLAS W. SQUASONI OF SACCULLO
BUSINESS CONSULTING, LLC IN SUPPORT OF PLAN ADMINISTRATOR'S
TWELFTH OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM**

(Reclassify Claims, Satisfied Claims, and Satisfied Scheduled Claims)

I, Douglas W. Squasoni, hereby declare under penalty of perjury:

1. I am a senior consultant at Saccullo Business Consulting, LLC ("SBC"). On or about November 4, 2020, SBC was retained by the Plan Administrator as a restructuring consultant to help facilitate the liquidation of the Debtors' remaining assets pursuant to the Plan and Confirmation Order. I have more than 27 years of experience in the restructuring industry, including many years of providing consulting and advisory services in post-confirmation chapter 11 cases.

2. I am generally familiar with the Debtors' books and records, and am overseeing the Plan Administrator's review and reconciliation of claims filed against the Debtors' estates.

3. I have read the Objection, filed contemporaneously herewith.

4. To the best of my knowledge, information, and belief, the assertions made in the Objection are accurate. In evaluating the Disputed Claims, I have reviewed and overseen the review and analysis of the Debtors' books and records, the Schedules and Statements, and the

¹ The Debtors, along with the last four digits of each Debtor's federal tax identification number, are: Stage Stores, Inc. (6900) and Specialty Retailers, Inc. (1900).

relevant Proofs of Claim, as well as the supporting documentation provided by each claimant, and have determined that each Disputed Claim should be reclassified or disallowed and expunged in its entirety as set forth in Schedules 1-3 to the Proposed Order. As such, I believe that the relief requested in the Objection is appropriate.

5. I have, or a member of my team working under my supervision has, thoroughly reviewed the Debtors' books and records and the claims register and determined that (i) each Reclassify Claim fails to establish, in whole or in part, and/or the Debtors' books and records and the Schedules and Statements do not support, the claimant's purported rights to such status for the Proof of Claim set forth therein, (ii) each Satisfied Claim has been satisfied, waived, or otherwise released during these chapter 11 cases in accordance with the Bankruptcy Code, any applicable rules, or a previous Court order, and (iii) each Satisfied Scheduled Claim has been satisfied, waived, or otherwise released during these chapter 11 cases in accordance with the Bankruptcy Code, any applicable rules, or a previous Court order.

6. I understand that the failure to reclassify or disallow and expunge the Disputed Claims could result in the applicable claimants receiving an improper recovery on account of such claims, to the detriment of the Debtors' other, similarly situated creditors. As such, I believe that the reclassification or disallowance of the Disputed Claims as set forth in Schedules 1-3 to the Proposed Order is appropriate.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the facts set forth in the foregoing declaration are true and correct to the best of my knowledge, information, and belief.

Dated: September 15, 2023

/s/ Douglas W. Squasoni
Douglas W. Squasoni
Saccullo Business Consulting, LLC

Exhibit B

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

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In re:)	Chapter 11
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STAGE STORES, INC., <i>et al.</i> , ¹)	Case No. 20-32564 (DRJ)
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Debtors.)	(Jointly Administered)
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**ORDER GRANTING PLAN ADMINISTRATOR’S TWELFTH
OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIM**

(Reclassify Claims, Satisfied Claims, and Satisfied Scheduled Claims)

Upon the Plan Administrator’s twelfth omnibus objection (the “Objection”)² seeking to reclassify or disallow and expunge the Disputed Claims pursuant to Bankruptcy Code Section 502; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. 157 and §§ 1334(b); and the Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and that the Plan Administrator consents to entry of a final order under Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Objection in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having determined that the relief requested in the Objection is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Objection has been given, under the circumstances, and that no other or further

¹ The Debtors, along with the last four digits of each Debtor’s federal tax identification number, are: Stage Stores, Inc. (6900) and Specialty Retailers, Inc. (1900).

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Objection.

notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefore,

IT IS ORDERED, ADJUDGED AND DECREED THAT:

1. The Objection is SUSTAINED as set forth herein.
2. The Reclassify Claims listed on Schedule 1 attached hereto are hereby reclassified as set forth in the “Modified Claims” column therein.
3. The Satisfied Claims listed on Schedule 2 hereto are hereby disallowed and expunged in their entirety.
4. The Satisfied Scheduled Claims listed on Schedule 3 hereto are hereby disallowed and expunged in their entirety.
5. Notwithstanding anything to the contrary contained herein, nothing herein shall affect the validity, nature, amount, allowability, priority, or otherwise seek to reclassify, disallow, or expunge any Proof of Claim set forth on Schedules 1-3 hereto. All parties’ rights are reserved with respect to the “Modified Claims” set forth on Schedules 1-3 hereto, including the Plan Administrator’s right to file a further objection and seek disallowance thereof.
6. The Plan Administrator’s rights to amend, modify, or supplement the Objection, to file additional objections to any claims (filed or not) asserted against the Debtors, and to seek further reduction of any claim to the extent such claim has been paid, are preserved. Additionally, should one or more grounds of objection stated in the Objection be overruled, the Plan Administrator’s rights to object on other stated grounds or on any other grounds that the Plan Administrator discovers are further preserved.

7. The claims, noticing, and solicitation agent, Kurtzman Carson Consultants LLC, is authorized and directed to update the claims register maintained in these chapter 11 cases to reflect the relief granted in the Order.

8. Notwithstanding any Bankruptcy Rule or Local Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

9. This Court shall retain jurisdiction over any and all matters arising from the interpretation, implementation, or enforcement of this Order.

Houston, Texas

Dated: _____, 2023

THE HONORABLE DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

SCHEDULE 1

Reclassify Claims

ASSERTED CLAIMS						MODIFIED CLAIMS			
LINE	NAME	CLAIM #	DATE FILED	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1	Beach, Martha	4087	7/27/2020	Specialty Retailers, Inc.	Secured	\$ -	Specialty Retailers, Inc.	Secured	\$ -
					Administrative	\$ 1,020.00		Administrative	\$ -
					Priority Unsecured	\$ -		Priority Unsecured	\$ 1,020.00
					General Unsecured	\$ -		General Unsecured	\$ -
					Subtotal	\$ 1,020.00		Subtotal	\$ 1,020.00
Reason: Objection, reclassify to priority. Claim is for services performed and not goods sold within 20 days under section 503(b)(9) and therefore not entitled to administrative claim status.									
2	Cedar-Carlls Corner, LLC	5624	10/27/2020	Stage Stores, Inc.	Secured	\$ -	Stage Stores, Inc.	Secured	\$ -
					Administrative	\$ 3,866.82		Administrative	\$ -
					Priority Unsecured	\$ -		Priority Unsecured	\$ -
					General Unsecured	\$ -		General Unsecured	\$ 3,866.82
					Subtotal	\$ 3,866.82		Subtotal	\$ 3,866.82
Reason: Objection, reclassify to general unsecured claim. Claim is for pre- and post-petition fire suppression, CAM and insurance and not for goods sold within 20 days under section 503(b)(9) and therefore not entitled to administrative claim status. In addition, administrative claim does not comply with the procedures set forth in the Bar Date Order, Plan and Confirmation Order.									
3	Clark, Deborah A	4392	8/6/2020	Stage Stores, Inc.	Secured	\$ -	Stage Stores, Inc.	Secured	\$ -
					Administrative	\$ 1,541.28		Administrative	\$ -
					Priority Unsecured	\$ -		Priority Unsecured	\$ 1,541.28
					General Unsecured	\$ -		General Unsecured	\$ -
					Subtotal	\$ 1,541.28		Subtotal	\$ 1,541.28
Reason: Objection, reclassify to priority. Claim is for severance pay and not goods sold within 20 days under section 503(b)(9) and therefore not entitled to administrative claim status.									
4	Cole MT Riverdale UT, LLC	5544	10/10/2020	Specialty Retailers, Inc.	Secured	\$ -	Specialty Retailers, Inc.	Secured	\$ -
					Administrative	\$ 911.59		Administrative	\$ -
					Priority Unsecured	\$ -		Priority Unsecured	\$ -
					General Unsecured	\$ 589,038.85		General Unsecured	\$ 589,950.44
					Subtotal	\$ 589,950.44		Subtotal	\$ 589,950.44
Reason: Objection, reclassify to general unsecured claim. Claim is for interest on late landlord payments. Administrative portion of the claim does not comply with the procedures set forth in the Bar Date Order, Plan and Confirmation Order.									
5	EUGENE A. DELLAVALLE JR	2698	7/21/2020	Specialty Retailers, Inc.	Secured	\$ -	Specialty Retailers, Inc.	Secured	\$ -
					Administrative	\$ -		Administrative	\$ -
					Priority Unsecured	\$ 1,535.52		Priority Unsecured	\$ -
					General Unsecured	\$ 29,591.03		General Unsecured	\$ 31,126.55
					Subtotal	\$ 31,126.55		Subtotal	\$ 31,126.55
Reason: Objection, reclassify to general unsecured claim. Priority portion of claim is for pre-petition taxes and penalties owed to landlord. Not entitled to priority status under section 507(a)(8).									
6	J.A. Trochta and Associates, LLC	2304	7/15/2020	Specialty Retailers, Inc.	Secured	\$ -	Specialty Retailers, Inc.	Secured	\$ -
					Administrative	\$ -		Administrative	\$ -
					Priority Unsecured	\$ 20,637.12		Priority Unsecured	\$ -
					General Unsecured	\$ -		General Unsecured	\$ 20,637.12
					Subtotal	\$ 20,637.12		Subtotal	\$ 20,637.12
Reason: Objection, reclassify to general unsecured claim. Claim is for pre-petition taxes owed to landlord. Not entitled to priority status under section 507(a)(8).									
7	Marshall Mall Investors, LP	5137	9/11/2020	Specialty Retailers, Inc.	Secured	\$ -	Specialty Retailers, Inc.	Secured	\$ -
					Administrative	\$ -		Administrative	\$ -
					Priority Unsecured	\$ 8,763.53		Priority Unsecured	\$ -
					General Unsecured	\$ 87,933.51		General Unsecured	\$ 95,629.04
					Subtotal	\$ 96,697.04		Subtotal	\$ 95,629.04

Reason: Objection, partial satisfaction, reclassify balance to general unsecured claim. Priority portion of claim is for August 2020 CAM, advalorem taxes and insurance reconciliation. Administrative portion of the claim does not comply with the procedures set forth in the Bar Date Order, Plan and Confirmation Order. Reclassify to general unsecured claim. In addition, Debtor's books and records indicate that August 2020 CAM satisfied by Check No. 346246 in the amount of \$8,180.88 (\$1,068.00 August CAM portion), reducing claim by \$1,068.00.

8 Orangethurs Venture, LP	3002	7/23/2020	Stage Stores, Inc.	Secured	\$ 29,100.00	Stage Stores, Inc.	Secured	\$ -
				Administrative	\$ -		Administrative	\$ -
				Priority Unsecured	\$ -		Priority Unsecured	\$ -
				General Unsecured	\$ -		General Unsecured	\$ 29,100.00
				Subtotal	\$ 29,100.00		Subtotal	\$ 29,100.00

Reason: Objection, reclassify to general unsecured claim. Claim is for pre-petition rent and expenses allegedly secured by landlord's lien. Claim does not include any basis for secured status.

9 PICKAWAY CROSSING LLC	1845	7/12/2020	Stage Stores, Inc.	Secured	\$ -	Stage Stores, Inc.	Secured	\$ -
				Administrative	\$ -		Administrative	\$ -
				Priority Unsecured	\$ 147,068.25		Priority Unsecured	\$ -
				General Unsecured	\$ 782,798.25		General Unsecured	\$ 929,866.50
				Subtotal	\$ 929,866.50		Subtotal	\$ 929,866.50

Reason: Objection, reclassify to general unsecured claim. Priority portion of claim is for pre-petition taxes and penalties owed to landlord. Not entitled to priority status under section 507(a)(8).

10 Pickaway Crossing, LLC	1842	7/12/2020	Stage Stores, Inc.	Secured	\$ -	Stage Stores, Inc.	Secured	\$ -
				Administrative	\$ -		Administrative	\$ -
				Priority Unsecured	\$ 16,191.00		Priority Unsecured	\$ -
				General Unsecured	\$ 24,167.76		General Unsecured	\$ 40,358.76
				Subtotal	\$ 40,358.76		Subtotal	\$ 40,358.76

Reason: Objection, reclassify to general unsecured claim. Priority portion of claim is for pre-petition taxes and penalties owed to landlord. Not entitled to priority status under section 507(a)(8).

11 Russell A Lundy II	5763	11/19/2020	Stage Stores, Inc.	Secured	\$ -	Stage Stores, Inc.	Secured	\$ -
				Administrative	\$ -		Administrative	\$ -
				Priority Unsecured	\$ 19,200.00		Priority Unsecured	\$ -
				General Unsecured	\$ 579,200.00		General Unsecured	\$ 598,400.00
				Subtotal	\$ 598,400.00		Subtotal	\$ 598,400.00

Reason: Objection, reclassify to general unsecured claim. Priority portion of claim is for continuation of benefits for the twelve months after termination. Not entitled to priority status under section 507(a)(5).

12 The Katere Family Revocable Trust	5881	9/14/2022	Specialty Retailers, Inc.	Secured	\$ -	Specialty Retailers, Inc.	Secured	\$ -
				Administrative	\$ -		Administrative	\$ -
				Priority Unsecured	\$ 33,914.83		Priority Unsecured	\$ -
				General Unsecured	\$ 546,666.92		General Unsecured	\$ 580,581.75
				Subtotal	\$ 580,581.75		Subtotal	\$ 580,581.75

Reason: Objection, reclassify to general unsecured claim. Priority portion of claim is for pre-petition deposits, taxes and penalties owed to landlord. Debtor's books and records do not reflect any deposit. Not entitled to priority status under section 507(a)(8).

13 Venkateswaran, Ravishankar	1662	7/9/2020	Stage Stores, Inc.	Secured	\$ -	Stage Stores, Inc.	Secured	\$ -
				Administrative	\$ -		Administrative	\$ -
				Priority Unsecured	\$ 15,150.00		Priority Unsecured	\$ 13,650.00
				General Unsecured	\$ 3,888.48		General Unsecured	\$ 5,388.48
				Subtotal	\$ 19,038.48		Subtotal	\$ 19,038.48

Reason: Objection, reclassify \$1,500 to general unsecured claim. Claim is for severance under section 507(a)(4), which includes a \$13,650 statutory cap.

SCHEDULE 2

Satisfied Claims

			ASSERTED CLAIMS			MODIFIED CLAIMS		
LINE NAME	CLAIM #	DATE FILED	DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1 1 Benton County Tax Collector	5685	11/3/2020	Stage Stores, Inc.	Secured	\$ -	Stage Stores, Inc.	Secured	\$ -
				Administrative	\$ -		Administrative	\$ -
				Priority Unsecured	\$0.00		Priority Unsecured	\$0.00
				General Unsecured	\$ -		General Unsecured	\$ -
				Subtotal	\$0.00		Subtotal	\$0.00
Reason: Objection, satisfied in full. Claim is for 2020 personal property tax. Debtor paid 2020 personal property tax in the amount of \$19,446.90 with Check No. 78205599.								
1 2 Benton County Tax Collector	5686	11/3/2020	Specialty Retailers, Inc.	Secured	\$ -	Specialty Retailers, Inc.	Secured	\$ -
				Administrative	\$ -		Administrative	\$ -
				Priority Unsecured	\$0.00		Priority Unsecured	\$0.00
				General Unsecured	\$ -		General Unsecured	\$ -
				Subtotal	\$0.00		Subtotal	\$0.00
Reason: Objection, satisfied in full. Claim is for 2020 personal property tax. Debtor paid 2020 personal property tax in the amount of \$19,446.90 with Check No. 78205599.								
1 3 Clark County Treasurer	5865	6/21/2021	Stage Stores, Inc.	Secured	\$15,195.09	Stage Stores, Inc.	Secured	\$0.00
				Administrative	\$ -		Administrative	\$ -
				Priority Unsecured	\$ -		Priority Unsecured	\$ -
				General Unsecured	\$ -		General Unsecured	\$ -
				Subtotal	\$15,195.09		Subtotal	\$0.00
Reason: Objection, satisfied in full. Claim is for real estate property tax for Store 6112 - Clarksville, IN. Per agreement with claimant, Debtor paid \$9,034.86 under ACH payment on August 17, 2023.								
1 4 Department of Treasury - Internal Revenue Service	5884	3/22/2023	Stage Stores, Inc.	Secured	\$ -	Stage Stores, Inc.	Secured	\$ -
				Administrative	\$ -		Administrative	\$ -
				Priority Unsecured	\$ -		Priority Unsecured	\$ -
				General Unsecured	\$0.00		General Unsecured	\$0.00
				Subtotal	\$0.00		Subtotal	\$0.00
Reason: Objection, satisfied in full. Claim is for corporate income taxes for 2019 and 2020 in the amount of \$0. The Debtors' books and records indicate that the Debtors have satisfied all obligations related to this claim.								

SCHEDULE 3

Satisfied Scheduled Claims

LINE NAME	SCHEDULE ID	ASSERTED CLAIMS			MODIFIED CLAIMS		
		DEBTOR	PRIORITY STATUS	AMOUNT	DEBTOR	PRIORITY STATUS	AMOUNT
1 Arch Insurance Company	307657	Specialty Retailers, Inc.	Secured	\$ 5,500,000.00	Specialty Retailers, Inc.	Secured	\$0.00
			Administrative	\$ -		Administrative	\$ -
			Priority Unsecured	\$ -		Priority Unsecured	\$ -
			General Unsecured	\$ -		General Unsecured	\$ -
			Subtotal	\$ 5,500,000.00		Subtotal	\$0.00
Reason: Objection, satisfied in full.							
2 Arch Insurance Company	307664	Stage Stores, Inc.	Secured	\$ 5,500,000.00	Stage Stores, Inc.	Secured	\$0.00
			Administrative	\$ -		Administrative	\$ -
			Priority Unsecured	\$ -		Priority Unsecured	\$ -
			General Unsecured	\$ -		General Unsecured	\$ -
			Subtotal	\$ 5,500,000.00		Subtotal	\$0.00
Reason: Objection, satisfied in full.							
3 Canam Po LP	307658	Specialty Retailers, Inc.	Secured	\$ 159,700.00	Specialty Retailers, Inc.	Secured	\$0.00
			Administrative	\$ -		Administrative	\$ -
			Priority Unsecured	\$ -		Priority Unsecured	\$ -
			General Unsecured	\$ -		General Unsecured	\$ -
			Subtotal	\$ 159,700.00		Subtotal	\$0.00
Reason: Objection, satisfied in full.							
4 Canam Po LP	307665	Stage Stores, Inc.	Secured	\$ 159,700.00	Stage Stores, Inc.	Secured	\$0.00
			Administrative	\$ -		Administrative	\$ -
			Priority Unsecured	\$ -		Priority Unsecured	\$ -
			General Unsecured	\$ -		General Unsecured	\$ -
			Subtotal	\$ 159,700.00		Subtotal	\$0.00
Reason: Objection, satisfied in full.							
5 Liberty Mutual Insurance Company	307659	Specialty Retailers, Inc.	Secured	\$ 389,000.00	Specialty Retailers, Inc.	Secured	\$0.00
			Administrative	\$ -		Administrative	\$ -
			Priority Unsecured	\$ -		Priority Unsecured	\$ -
			General Unsecured	\$ -		General Unsecured	\$ -
			Subtotal	\$ 389,000.00		Subtotal	\$0.00
Reason: Objection, satisfied in full.							
6 Liberty Mutual Insurance Company	307666	Stage Stores, Inc.	Secured	\$ 389,000.00	Stage Stores, Inc.	Secured	\$0.00
			Administrative	\$ -		Administrative	\$ -
			Priority Unsecured	\$ -		Priority Unsecured	\$ -
			General Unsecured	\$ -		General Unsecured	\$ -
			Subtotal	\$ 389,000.00		Subtotal	\$0.00
Reason: Objection, satisfied in full.							
7 National Union Fire Insurance Co. of Pittsburgh, PA and Affiliates	307660	Specialty Retailers, Inc.	Secured	\$ 719,064.00	Specialty Retailers, Inc.	Secured	\$0.00
			Administrative	\$ -		Administrative	\$ -
			Priority Unsecured	\$ -		Priority Unsecured	\$ -
			General Unsecured	\$ -		General Unsecured	\$ -
			Subtotal	\$ 719,064.00		Subtotal	\$0.00
Reason: Objection, satisfied in full.							

1	8 National Union Fire Insurance Co. of Pittsburgh, PA and Affiliates	307667 Stage Stores, Inc.	Secured	\$ 719,064.00	Stage Stores, Inc.	Secured	\$0.00
1			Administrative	\$ -		Administrative	\$ -
1			Priority Unsecured	\$ -		Priority Unsecured	\$ -
1			General Unsecured	\$ -		General Unsecured	\$ -
1			Subtotal	\$ 719,064.00		Subtotal	\$0.00
1	Reason: Objection, satisfied in full.						
1	9 Pathlight	307661 Specialty Retailers, Inc.	Secured	\$ 22,400,000.00	Specialty Retailers, Inc.	Secured	\$0.00
1			Administrative	\$ -		Administrative	\$ -
1			Priority Unsecured	\$ -		Priority Unsecured	\$ -
1			General Unsecured	\$ -		General Unsecured	\$ -
1			Subtotal	\$ 22,400,000.00		Subtotal	\$0.00
1	Reason: Objection, satisfied in full.						
1	10 Pathlight	307668 Stage Stores, Inc.	Secured	\$ 22,400,000.00	Stage Stores, Inc.	Secured	\$0.00
1			Administrative	\$ -		Administrative	\$ -
1			Priority Unsecured	\$ -		Priority Unsecured	\$ -
1			General Unsecured	\$ -		General Unsecured	\$ -
1			Subtotal	\$ 22,400,000.00		Subtotal	\$0.00
1	Reason: Objection, satisfied in full.						
1	11 Wells Fargo Bank, National Association, as Administrative Agent and Collateral Agent	307662 Specialty Retailers, Inc.	Secured	\$ 177,933,961.02	Specialty Retailers, Inc.	Secured	\$0.00
1			Administrative	\$ -		Administrative	\$ -
1			Priority Unsecured	\$ -		Priority Unsecured	\$ -
1			General Unsecured	\$ -		General Unsecured	\$ -
1			Subtotal	\$ 177,933,961.02		Subtotal	\$0.00
1	Reason: Objection, satisfied in full.						
1	12 Wells Fargo Bank, National Association, as Administrative Agent and Collateral Agent	307669 Stage Stores, Inc.	Secured	\$ 177,933,961.02	Stage Stores, Inc.	Secured	\$0.00
1			Administrative	\$ -		Administrative	\$ -
1			Priority Unsecured	\$ -		Priority Unsecured	\$ -
1			General Unsecured	\$ -		General Unsecured	\$ -
1			Subtotal	\$ 177,933,961.02		Subtotal	\$0.00
1	Reason: Objection, satisfied in full.						
1	13 Wells Fargo Bank, National Association, as Term Loan Agent	307663 Specialty Retailers, Inc.	Secured	\$ 25,000,000.00	Specialty Retailers, Inc.	Secured	\$0.00
1			Administrative	\$ -		Administrative	\$ -
1			Priority Unsecured	\$ -		Priority Unsecured	\$ -
1			General Unsecured	\$ -		General Unsecured	\$ -
1			Subtotal	\$ 25,000,000.00		Subtotal	\$0.00
1	Reason: Objection, satisfied in full.						
1	14 Wells Fargo Bank, National Association, as Term Loan Agent	307670 Stage Stores, Inc.	Secured	\$ 25,000,000.00	Stage Stores, Inc.	Secured	\$0.00
1			Administrative	\$ -		Administrative	\$ -
1			Priority Unsecured	\$ -		Priority Unsecured	\$ -
1			General Unsecured	\$ -		General Unsecured	\$ -
1			Subtotal	\$ 25,000,000.00		Subtotal	\$0.00
1	Reason: Objection, satisfied in full.						

Exhibit C

Proof of Claim Form

Your claim can be filed electronically on KCC's website at <https://epoc.kccllc.net/stagestores>.

United States Bankruptcy Court for the Southern District of Texas, Houston Division

Indicate Debtor against which you assert a claim by checking the appropriate box below. **(Check only one Debtor per claim form.)**

☐ Stage Stores, Inc. (Case No. 20-32564)

☐ Specialty Retailers, Inc. (Case No. 20-32565)

Official Form 410 Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Other than a claim under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for an administrative expense arising after the commencement of the case.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies or 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.

Part 1: Identify the Claim

1. Who is the current creditor?	Name of the current 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?	<input type="checkbox"/> No <input type="checkbox"/> Yes. From whom? _____	
3. Where should notices and payments to the creditor be sent?	Where should notices to the creditor be sent? Name _____ Number _____ Street _____ City _____ State _____ ZIP Code _____ Country _____ Contact phone _____ Contact email _____ Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____	Where should payments to the creditor be sent? (if different) Name _____ Number _____ Street _____ City _____ State _____ ZIP Code _____ Country _____ Contact phone _____ Contact email _____
4. Does this claim amend one already filed?	<input type="checkbox"/> No <input type="checkbox"/> 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?	<input type="checkbox"/> No <input type="checkbox"/> 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?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____ ____ ____ ____
7.	How much is the claim? \$ _____	Does this amount include interest or other charges? <input type="checkbox"/> No <input type="checkbox"/> 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? <input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property. Nature of property: <input type="checkbox"/> Real estate: If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle <input type="checkbox"/> 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 amount 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) _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable	
10.	Is this claim based on a lease? <input type="checkbox"/> No <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____	
11.	Is this claim subject to a right of setoff? <input type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____	

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

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

☐ No

☐ Yes. Check all that apply:

Amount entitled to priority

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

\$ _____

☐ Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ _____

☐ Wages, salaries, or commissions (up to \$13,650*) 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).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

\$ _____

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim pursuant to 11 U.S.C. § 503(b)(9)?

☐ No

☐ Yes. Indicate the amount of your claim arising from the value of any goods received by the debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim.

\$ _____

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 acknowledgement 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 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:

Name

First name

Middle name

Last name

Title

Company

Identify the corporate servicer as the company if the authorized agent is a servicer.

Address

Number

Street

City

State

ZIP Code

Country

Contact phone

Email

Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

04/19

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**

- **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 next 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 delivery 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.**

PLEASE SEND COMPLETED PROOF(S) OF CLAIM TO:

Stage Stores Claims Processing Center
c/o KCC
222 N. Pacific Coast Hwy., Ste. 300
El Segundo, CA 90245

Alternatively, your claim can be filed electronically on KCC's website at <https://epoc.kccllc.net/stagestores>.

- **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 view a list of filed claims in this case by visiting the Claims and Noticing and Agent's website at <http://www.kccllc.net/stagestores>

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 that bankruptcy estate.
11 U.S.C. § 503

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.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

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 to 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.

Do not file these instructions with your form.

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 a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In 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.

Exhibit D

Official Form 410

Fill in this information to identify the case:

Debtor 1 _____

Debtor 2
(Spouse, if filing) _____

United States Bankruptcy Court for the: _____ District of _____

Case number _____

Official Form 410**Proof of Claim**

04/19

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. 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 of the current 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?

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

Where should notices to the creditor be sent?

Name

Number Street

City State ZIP Code

Contact phone _____

Contact email _____

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

Name

Number Street

City State ZIP Code

Contact phone _____

Contact 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?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: ____ ____ ____ ____
7. How much is the claim?	\$ _____. Does this amount include interest or other charges? <input type="checkbox"/> No <input type="checkbox"/> 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?	<input type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property. Nature of property: <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (Official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle <input type="checkbox"/> 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) _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable
10. Is this claim based on a lease?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____
11. Is this claim subject to a right of setoff?	<input type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?

☐ No

☐ Yes. Check one:

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

☐ Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

☐ Wages, salaries, or commissions (up to \$13,650*) 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).

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

☐ Other. Specify subsection of 11 U.S.C. § 507(a)() that applies.

Amount entitled to priority

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

\$ _____

* Amounts are subject to adjustment on 4/01/22 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:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State ZIP Code

Contact phone _____ Email _____