



U.S. BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS

**ENTERED**

TAWANA C. MARSHALL, CLERK

THE DATE OF ENTRY IS  
ON THE COURT'S DOCKET

**The following constitutes the ruling of the court and has the force and effect therein described.**

**Signed April 14, 2015**

**United States Bankruptcy Judge**

Vincent P. Slusher, State Bar No. 00785480  
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Andrew Zollinger, State Bar No. 24063944  
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Attorneys for the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:

ALCO STORES, INC., et al.<sup>1</sup>

Debtors.

§  
§ Case No.: 14-34941  
§  
§ Chapter 11  
§  
§ Jointly Administered

**ORDER (I) APPROVING DISCLOSURE STATEMENT,  
(II) ESTABLISHING PROCEDURES FOR THE SOLICITATION  
AND TABULATION OF VOTES TO ACCEPT OR REJECT THE  
DEBTORS' CHAPTER 11 PLAN, (III) SCHEDULING A CONFIRMATION  
HEARING, AND (IV) APPROVING RELATED NOTICE PROCEDURES**  
[RELATES TO DOCKET NO. 837]

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification number, are ALCO Stores, Inc. (1080) and ALCO Holdings, LLC (0364). The mailing address of the Debtors, solely for purposes of notices and communications, is ALCO Stores, Inc., 751 Freeport Parkway, Coppell, Texas 75019.

Upon the motion (“Motion”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), seeking entry of an order (this “Order”) (i) approving the Disclosure Statement,<sup>2</sup> (ii) establishing procedures for the solicitation and tabulation of votes to accept or reject the Plan, (iii) scheduling a Confirmation Hearing, and (iv) approving related notice procedures, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and this being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having filed with the Court the Disclosure Statement and the Plan; and due and adequate notice of the Motion having been given in accordance with Bankruptcy Rules 2002 and 3017; and it appearing that no other or further notice need be given; after due deliberation thereon, the Court having determined, for the reasons stated in the Motion and based on the record in these cases and at the hearing held in consideration of the same, that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore:

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
2. The Disclosure Statement complies with section 1125 of the Bankruptcy Code and is hereby approved as containing “adequate information” within the meaning of section 1125 of the Bankruptcy Code.

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

3. Any objections to approval of the Disclosure Statement not previously withdrawn are hereby overruled.

4. The Solicitation Procedures (and the form and manner of notice thereof), including the notice of non-voting status (substantially in the form annexed hereto as Exhibit 1), the form of ballots (substantially in the forms annexed hereto as Exhibit 2), the Solicitation Commencement Date of April 13, the Voting Deadline of May 22, 2015 the Solicitation Package, the Record Date of April 10, 2015, the Tabulation Rules, and all other Solicitation Procedures described in the Motion, are hereby approved; provided, however, that the Debtors have reserved, subject to Court approval, the right to further amend or supplement the Solicitation Procedures to better facilitate the solicitation process.

5. The temporary allowance of claims for voting purposes does not constitute an allowance of such claims for purposes of receiving distributions under the Plan and is without prejudice to the rights of the Debtors and the Liquidating Trustee (as defined in the Plan) in any other context, including the right of the Debtors and the Liquidating Trustee to contest the amount, validity, or classification of any claim for purposes of allowance and distribution under the Plan.

6. The Confirmation Procedures, including the Confirmation Hearing Notice (substantially in the form annexed hereto as Exhibit 3) and the form and manner of service and publication thereof, and all other Confirmation Procedures described in the Motion, are hereby approved; provided, however, that the Debtors have reserved, subject to Court approval, the right to further amend or supplement the Confirmation Procedures to better facilitate the confirmation process.

7. The Confirmation Hearing is scheduled to be held before the Honorable Stacey G. C. Jernigan, United States Bankruptcy Judge for the Northern District of Texas, Courtroom 1, United States Bankruptcy Court, Earle Cabell Federal Building, 1100 Commerce Street, Fourteenth Floor, Dallas, TX 75254-1496, on **June 2, 2015 at 9:30 a.m. (prevailing Central Time)**, which date may be continued from time-to-time without further notice other than the announcement at such time of the date or dates of any adjourned hearing.

8. Any objections to the Plan must: (i) be in writing; (ii) state the name and address of the responding party and the amount and nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis of any response; (iv) conform to the Bankruptcy Rules and Local Rules; and (v) be filed with the Bankruptcy Court, together with proof of service, electronically, in accordance with Administrative Procedures for the Filing, Signing, and Verifying of Documents by Electronic Means (the "Administrative Procedures") (the Administrative Procedures can be found at the Bankruptcy Court's official website (<http://www.txnb.uscourts.gov>)), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest without legal representation, in paper form, and served in accordance with the Administrative Procedures and the Local Rules, so as to be *actually received* not later than **4:00 p.m. (prevailing Central Time) on May 22, 2015 (the "Objection Deadline")** and, such service shall be completed and actually received by the following parties on or prior to the Objection Deadline: (i) DLA Piper LLP (US), 1251 Avenue of the Americas, New York, NY 10020, Attn: Thomas R. Califano, and 1717 Main Street, Suite 4600, Dallas, TX 75201, Attn: Vincent P. Slusher, counsel to the Debtors; (ii) Cooley LLP, 1114 Avenue of the Americas, New York, NY 10036, Attn: Jay Indyke, counsel to the Creditors' Committee; and

(iii) the United States Trustee, 1100 Commerce Street, Room 976, Dallas, TX 75242, Attn: Lisa L. Lambert.

9. The Debtors and any other parties in interest shall file replies, if any, to objections to confirmation of the Plan by May 29, 2015, at 5:00 p.m. (prevailing Central Time).

10. On or before April 17, 2015, the Debtors shall cause the Confirmation Hearing Notice to be published at least once in *The Wall Street Journal* or *The Dallas Morning News*.

11. The terms of this Order shall be binding upon the Debtors, all creditors of the Debtors, the Committee and any trustees appointed in this proceeding or any trustees appointed in any subsequent proceedings under chapter 7 or chapter 11 of the Bankruptcy Code relating to the Debtors, and all other parties in interest.

12. All time periods set forth in this Order shall be calculated in accordance with Fed. R. Bankr. P. 9006(a).

13. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

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

**###END OF ORDER###**

Order submitted by:

DLA PIPER LLP (US)

By: /s/ Vincent P. Slusher

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Attorneys for the Debtors and Debtors in Possession

EXHIBIT 1

Non-Voting Notice

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Attorneys for the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:

ALCO STORES, INC., et al.<sup>1</sup>

Debtors.

§  
§ Case No.: 14-34941  
§  
§ Chapter 11  
§  
§ Jointly Administered

**NOTICE OF NON-VOTING STATUS WITH RESPECT TO  
CLASSES DEEMED TO EITHER ACCEPT OR REJECT THE PLAN**

**PLEASE TAKE NOTICE** that on February 19, 2015, the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed the Disclosure Statement (as the same may be amended, modified, or supplemented from time to time, the “Disclosure Statement”) and the Debtors’ Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code (as the same may be amended, modified, or supplemented from time to time, the “Plan”). On April 10, 2015, the Honorable Stacey G. C. Jernigan of the United States Bankruptcy Court for the Northern District of Texas (the “Bankruptcy Court”) entered an order (the “Solicitation Procedures Order”), among other things, (i) approving the Disclosure Statement, (ii) approving certain related notice procedures and other procedures for the solicitation and tabulation of votes to accept or reject the Plan, and (iii) scheduling a hearing for confirmation of the Plan (the “Confirmation Hearing”). The Debtors are using the Disclosure Statement in connection with the solicitation of acceptances of the Plan from the holders of certain impaired claims against the Debtors who are entitled to vote to accept or reject the Plan.

**UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS IS EITHER NOT IMPAIRED (DEEMED TO ACCEPT THE PLAN) OR IMPAIRED AND YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification number, are ALCO Stores, Inc. (1080) and ALCO Holdings, LLC (0364). The mailing address of the Debtors, solely for purposes of notices and communications, is ALCO Stores, Inc., 751 Freeport Parkway, Coppell, Texas 75019.

**PROPERTY UNDER THE PLAN ON ACCOUNT OF SUCH CLAIM(S) (DEEMED TO REJECT THE PLAN) AND, THEREFORE, PURSUANT TO SECTIONS 1126(f) AND (g) OF THE UNITED STATES BANKRUPTCY CODE, YOU ARE (I) DEEMED TO HAVE EITHER ACCEPTED OR REJECTED THE PLAN, AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S), YOU SHOULD CONTACT COUNSEL FOR THE DEBTORS, DLA PIPER LLP (US), 1717 MAIN STREET, SUITE 4600, DALLAS, TX 75201, ATTN: VINCENT P. SLUSHER, TELEPHONE NO. (214) 743-4500. ALTHOUGH YOU ARE NOT ENTITLED TO VOTE ON THE PLAN WITH RESPECT TO YOUR CLAIM(S), YOU ARE A PARTY IN INTEREST IN THE DEBTORS' CHAPTER 11 CASES. ACCORDINGLY, YOU ARE ENTITLED TO PARTICIPATE IN THE CHAPTER 11 CASES, INCLUDING BY FILING OBJECTIONS TO CONFIRMATION OF THE PLAN.**

**PLEASE TAKE FURTHER NOTICE** that Article IX of the Plan contains certain release, exculpation, and injunction language. You should read the provisions contained in Article IX of the Plan very carefully so that you understand how confirmation and consummation of the Plan will affect you and any claim, interest, right or action you may have against the Debtors. **THE PLAN WILL BIND ALL HOLDERS OF CLAIMS AGAINST AND INTERESTS IN THE DEBTORS TO THE FULLEST EXTENT AUTHORIZED OR PROVIDED UNDER THE APPLICABLE PROVISIONS OF THE BANKRUPTCY CODE AND BY ALL OTHER APPLICABLE LAW.**

**PLEASE TAKE FURTHER NOTICE** that the Confirmation Hearing will commence on June 2, 2015 at 9:30 a.m. (prevailing Central Time), or as soon thereafter as counsel can be heard, before the Honorable Stacey G. C. Jernigan, of the United States Bankruptcy Court for the Northern District of Texas Courtroom 1, United States Bankruptcy Court, Earle Cabell Federal Building, 1100 Commerce Street, Fourteenth Floor, Dallas, TX 75254-1496 (the "Bankruptcy Court"). The Confirmation Hearing may be continued from time to time by the announcement of such continuance in open court or otherwise, all without further notice to parties in interest, and the Plan may be modified pursuant to 11 U.S.C. § 1127 prior to, during or as a result of the Confirmation Hearing, without further notice to parties in interest.

**PLEASE TAKE FURTHER NOTICE** that the Bankruptcy Court has established May 22, 2015 at 4:00 p.m. (prevailing Central Time) as the deadline for filing and serving objections to confirmation of the Plan or final approval of the Disclosure Statement (the "Objection Deadline"). Objections not timely filed and served will be overruled by the Bankruptcy Court. To be considered by the Bankruptcy Court, any objections to the Plan must (i) be in writing; (ii) state the name and address of the responding party and the amount and nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis of any response; (iv) conform to the Bankruptcy Rules and Local Rules; and (v) be filed with the Bankruptcy Court, together with proof of service, electronically, in accordance with the Administrative Procedures for the Filing, Signing, and Verifying of Documents by Electronic Means (the "Administrative Procedures") (the Administrative Procedures can be found at the Bankruptcy Court's official website (<http://www.txnb.uscourts.gov>)) by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest without legal representation, in paper form, and

served in accordance with the Administrative Procedures and the Local Rules, so as to be *actually received* not later than **5:00 p.m. (prevailing Central Time) on May 22, 2015** and, such service shall be completed and actually received by the following parties on or prior to the Objection Deadline: (i) DLA Piper LLP (US), 1251 Avenue of the Americas, New York, NY 10020, Attn: Thomas R. Califano, and 1717 Main Street, Suite 4600, Dallas, TX 75201, Attn: Vincent P. Slusher, counsel to the Debtors; (ii) Cooley LLP, 1114 Avenue of the Americas, New York, NY 10036, Attn: Jay Indyke, counsel to the Creditors' Committee; and (iii) the United States Trustee, 1100 Commerce Street, Room 976, Dallas, TX 75242, Attn: Lisa L. Lambert.

**PLEASE TAKE FURTHER NOTICE** that any party in interest wishing to obtain a copy of the Disclosure Statement, the Plan, or the Solicitation Procedures Order may request such copies by (i) accessing the Bankruptcy Court's website at <http://www.txnb.uscourts.gov>; (ii) contacting the Office of the Clerk of the Court, Earle Cabell Federal Building, 1100 Commerce St., Rm. 125, Dallas, TX 75242-1496; (iii) contacting the Voting Agent, Prime Clerk, LLC, Inc. ("Prime Clerk") at (844) 794-3478 or [alcoballots@primeclerk.com](mailto:alcoballots@primeclerk.com); or (iv) accessing the website maintained by Prime Clerk, available at <http://cases.primeclerk.com/alco>. Note that a PACER password is needed to access documents on the Bankruptcy Court's website.

Dated: April 10, 2015  
Dallas, Texas

**DLA PIPER LLP (US)**

By: /s/ Vincent P. Slusher  
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Attorneys for the Debtors and Debtors in Possession

EXHIBIT 2

Form of Ballots

No person has been authorized to give any information or advice, or to make any representation, other than what is contained in the Disclosure Statement for Debtors' Plan of Liquidation Under Chapter 11 of the Bankruptcy Code.

**IN RE: ALCO STORES, INC. (CASE NO. 14-34941 (SGJ))**

**BALLOT FOR ACCEPTING OR REJECTING THE  
DEBTORS' PLAN OF LIQUIDATION  
PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

**THIS BALLOT IS EXCLUSIVELY FOR THE USE BY  
HOLDERS OF CLASS 2 – GENERAL UNSECURED CLAIMS**

This ballot ("Ballot") is being sent to holders of General Unsecured Claims (the "Holders"), for use in voting to accept or reject the Debtors' Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code, dated February 19, 2015 (as it may be amended, modified, or supplemented from time to time, the "Plan") and in connection with the Disclosure Statement for the Plan, dated February 19, 2015 (as it may be amended, modified, or supplemented from time to time, the "Disclosure Statement"), copies of which accompany this Ballot. All capitalized terms not defined herein shall have the meanings given to them in the Plan.

Your rights are described in the Disclosure Statement, which was included in the solicitation package you are receiving with this Ballot. This Ballot may not be used for any purpose other than casting votes to accept or reject the Plan. The Bankruptcy Court can confirm the Plan and bind you, whether or not you vote, if it is accepted by the holders of two-thirds in dollar amount of Claims and Equity Interests, and in the case of a Class of Claims, more than one-half in number of Claims, that vote on the Plan in each voting class, and if it otherwise satisfies the requirements of section 1129 of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (i) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class rejecting the Plan and (ii) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote to accept or reject the Plan.

If you have any questions regarding this Ballot or the procedures to vote with respect to the Plan, please contact the voting agent, Prime Clerk, LLC (the "Voting Agent") at (844) 794-3478 or [alcoballots@primeclerk.com](mailto:alcoballots@primeclerk.com).

**IMPORTANT**

You should review the Disclosure Statement and Plan before voting. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or other claims under the Plan. General Unsecured Claims have been placed in Class 2 under the Plan.

**VOTING DEADLINE:** 5:00 p.m. (prevailing Central Time) on May 22, 2015.

If a properly completed, originally signed Ballot is not received by the Voting Agent, on or before the Voting Deadline and such Voting Deadline is not extended, the vote will not count as an acceptance or rejection of the Plan. Please return your Ballot to:

ALCO Ballot Processing  
c/o Prime Clerk, LLC  
830 Third Avenue, 9th Floor  
New York, NY 10022

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote on the Plan.

Copies of the Plan and Disclosure Statement are also on file with the Clerk of the Bankruptcy Court for the Northern District of Texas, and may be reviewed during the regular hours of the Bankruptcy Court or online through the Bankruptcy Court's internet website at <http://www.txnb.uscourts.gov>.

A person signing a Ballot in capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity should indicate such capacity when signing and, if requested, must submit proper evidence to the requesting party of authorization to sign.

Item 1. Voting Amount of General Unsecured Claims

The undersigned hereby certifies that the undersigned is the holder (or authorized signatory for the holder) of General Unsecured Claims in the following aggregate amount:

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

Voting Amount: \$ \_\_\_\_\_

Item 2. Accepting or Rejecting the Debtors' Joint Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code

The undersigned acknowledge(s) receipt of the Plan. Please note that the Plan contemplates separate classes of creditors for voting and distribution purposes. You may not split your vote. You must vote the entire claim that you hold to accept or to reject the Plan.

A vote to accept the Plan constitutes your consent to the releases, injunctions, and exculpation provisions specified in the Plan.

Any claim represented by this Ballot that (a) does not indicate either an acceptance or a rejection of the Plan, (b) indicates both an acceptance and a rejection of the Plan or (c) is incomplete, illegible or does not contain an original signature, will not be included in any calculation of votes with respect to the Plan.

Holders may modify votes to accept or reject the Plan at any time prior to the Voting Deadline of May 22, 2015 at 5:00 p.m. (prevailing Central Time).

The undersigned:  **ACCEPTS (votes FOR) the Plan.**

**REJECTS (votes AGAINST) the Plan.**

Item 3. Releases

Section IX.B.2. of the Plan provides that holders of General Unsecured Claims who vote to accept the Plan shall be deemed to have released all claims against the Debtors and certain third parties (the "Released Parties") upon the effective date of the Plan, unless you specifically check the box below opting out of the releases. "Released Parties" means, collectively, the Debtors, the Debtors' directors and officers solely to the extent such directors and officers served in such capacity after the Proxy Date, the Debtors' Professionals, the DIP Lenders, the members of the Creditors' Committee (solely in their capacity as members of the Creditors' Committee), the Creditors' Committee's Professionals, and the current and former Representatives of each of the foregoing. Granting the releases is optional. If you do not opt out you will be bound by the release provisions set forth in section IX.B.2. Please see Article IX of the Plan for further information about the releases.

**ONLY CHECK BOX IF YOU WANT TO OPT OUT OF RELEASES**

**I elect to opt out, and will not consent to the releases granted in section IX.B.2 of the Plan.**

Item 4. Certification

By returning this Ballot, the undersigned certifies that it is either (i) the holder (or is the authorized signatory and has full power and authority to vote for the holder) of the General Unsecured Claims described in Item 1 above to which this Ballot pertains and (ii) has been provided with a copy of the Plan and Disclosure Statement and acknowledges that the vote set forth on this Ballot is subject to all the terms and conditions set forth in the Plan and Disclosure Statement.

Name of Holder: \_\_\_\_\_

(Print or Type)

Social Security or Federal Tax I.D. No.: \_\_\_\_\_

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

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

Title (if corporation, partnership or LLC): \_\_\_\_\_

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

City, State, Zip Code: \_\_\_\_\_

Telephone Number: \_\_\_\_\_

Email Address (Optional): \_\_\_\_\_

Date Completed: \_\_\_\_\_

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE PROCEDURES TO VOTE WITH RESPECT TO THE PLAN OR YOU WOULD LIKE ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT, PLEASE CALL THE VOTING AGENT, PRIME CLERK, LLC AT (844) 794-3478 OR [ALCOBALLOTS@PRIMECLERK.COM](mailto:ALCOBALLOTS@PRIMECLERK.COM).

VOTING DEADLINE

This Ballot must be received by the Voting Agent at:

ALCO Ballot Processing  
c/o Prime Clerk, LLC  
830 Third Avenue, 9th Floor  
New York, NY 10022

by the Voting Deadline, May 22, 2015 at 5:00 P.M. (prevailing Central Time), or the votes contained herein will not be counted.

Ballots will not be accepted by facsimile or other electronic delivery.

For any questions contact the Voting Agent at (844) 794-3478 or [alcoballots@primeclerk.com](mailto:alcoballots@primeclerk.com).

To properly complete this Ballot, you must follow the procedures described below:

1. check one box in Item 2 to vote to accept or reject the Plan;
2. if you want to opt out from granting the releases set forth in section IX.B.2 of the Plan check the box in Item 3;
3. review the certifications and acknowledgments in Item 4;
4. sign and date this Ballot;
5. if you are completing and/or signing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and, at the Debtors' discretion, you may be required to submit satisfactory evidence of your authority to so act (*e.g.*, a power of attorney or a certified copy of board resolutions authorizing you to so act); and
6. return your Ballot as noted above.

EXHIBIT 3

Confirmation Hearing Notice

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Attorneys for the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:

ALCO STORES, INC., et al.<sup>1</sup>

Debtors.

§  
§ Case No.: 14-34941  
§  
§ Chapter 11  
§  
§ Jointly Administered

**NOTICE OF CONFIRMATION HEARING AND  
DEADLINE FOR OBJECTING TO CONFIRMATION**

**PLEASE TAKE NOTICE** that on February 19, 2015, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the Disclosure Statement (as amended, modified, or supplemented from time to time, the “Disclosure Statement”) and the *Debtors’ Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code* (as amended, modified, or supplemented from time to time, the “Plan”). On April 10, 2015, the Honorable Stacey G. C. Jernigan, United States Bankruptcy Judge for the Northern District of Texas, Courtroom 1, United States Bankruptcy Court, Earle Cabell Federal Building, 1100 Commerce Street, Fourteenth Floor, Dallas, TX 75254-1496 (the “Bankruptcy Court”) entered an order (the “Solicitation Procedures Order”), among other things, (i) approving the Disclosure Statement, (ii) approving certain related notice procedures and other procedures for the solicitation and tabulation of votes to accept or reject the Plan, and (iii) scheduling a hearing for confirmation of the Plan.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification number, are ALCO Stores, Inc. (1080) and ALCO Holdings, LLC (0364). The mailing address of the Debtors, solely for purposes of notices and communications, is ALCO Stores, Inc., 751 Freeport Parkway, Coppell, Texas 75019.

### **HEARING ON CONFIRMATION OF THE PLAN**

The hearing to confirm the Plan (“Confirmation Hearing”) will commence on June 2, 2015 at 9:30 a.m. (prevailing Central Time), or as soon thereafter as counsel can be heard, before the Honorable Stacey G. C. Jernigan, United States Bankruptcy Judge for the Northern District of Texas, Courtroom 1, United States Bankruptcy Court, Earle Cabell Federal Building, 1100 Commerce Street, Fourteenth Floor, Dallas, TX 75254-1496. The Confirmation Hearing may be continued from time to time by the announcement of such continuance in open court or otherwise, all without further notice to parties in interest, and the Plan may be modified pursuant to 11 U.S.C. § 1127 prior to, during or as a result of the Confirmation Hearing, without further notice to parties in interest.

### **VOTING DEADLINE AND VOTING INFORMATION**

The Bankruptcy Court has fixed May 22, 2015 at 5:00 p.m. (prevailing Eastern Time) as the deadline by which ballots accepting or rejecting the Plan must be received by the Debtors’ Voting Agent. In order to be counted as a vote to accept or reject the Plan, each ballot must be properly executed, contain an original signature, completed and delivered to the Debtors’ Voting Agent, in the return envelope provided with each ballot to ALCO Ballot Processing Case Administration, c/o Prime Clerk, LLC, 830 Third Avenue, 9th Floor, New York, NY 10022, so that it is *actually received* no later than 5:00 p.m. (prevailing Eastern Time) on May 22, 2015.

### **OBJECTION DEADLINE AND PROCEDURES FOR FILING OBJECTIONS TO THE PLAN**

The Bankruptcy Court has established May 22, 2015 at 5:00 p.m. (prevailing Central Time) as the deadline for filing and serving objections to confirmation of the Plan (the “Objection Deadline”). Objections not timely filed and served will be overruled by the Bankruptcy Court.

To be considered by the Bankruptcy Court, any objections to the Plan must be (i) be in writing; (ii) state the name and address of the responding party and the amount and nature of the claim or interest of such party; (iii) state with particularity the legal and factual basis of any response; (iv) conform to the Bankruptcy Rules and Local Rules; and (v) be filed with the Bankruptcy Court, together with proof of service, electronically, in accordance with the Administrative Procedures for the Filing, Signing, and Verifying of Documents by Electronic Means (the “Administrative Procedures”) (the Administrative Procedures can be found at the Bankruptcy Court’s official website (<http://www.txnb.uscourts.gov>)), by registered users of the Bankruptcy Court’s case filing system and, by all other parties in interest without legal representation, in paper form, and served in accordance with the Administrative Procedures and the Local Rules, so as to be *actually received* not later than 5:00 p.m. (prevailing Central Time) on May 22, 2015 and, such service shall be completed and actually received by the following parties on or prior to the Objection Deadline: (i) DLA Piper LLP (US), 1251 Avenue of the Americas, New York, NY 10020, Attn: Thomas R. Califano, and 1717 Main Street, Suite 4600, Dallas, TX 75201, Attn: Vincent P. Slusher, counsel to the Debtors; (ii) Cooley LLP, 1114 Avenue of the Americas, New York, NY 10036, Attn: Jay Indyke, counsel to the Creditors’

Committee; and (iii) the United States Trustee, 1100 Commerce Street, Room 976, Dallas, TX 75242, Attn: Lisa L. Lambert.

**INFORMATION AND DOCUMENTS**

Any party in interest wishing to obtain a copy of the Disclosure Statement, the Plan, or the Solicitation Procedures Order may request such copies by (i) accessing the Bankruptcy Court's website at <http://www.txnb.uscourts.gov>; (ii) contacting the Office of the Clerk of the Court, Earle Cabell Federal Building, 1100 Commerce St., Rm. 125, Dallas, TX 75242-1496; (iii) contacting the Voting Agent, Prime Clerk, LLC, Inc. ("Prime Clerk") at (844) 794-3478 or [alco ballots@primeclerk.com](mailto:alco ballots@primeclerk.com); or (iv) accessing the website maintained by Prime Clerk, available at <http://cases.primeclerk.com/alco>. Note that a PACER password is needed to access documents on the Bankruptcy Court's website.

Dated: April 10, 2015  
Dallas, Texas

**DLA PIPER LLP (US)**

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