Fill	in this information to ident	ify your case:			
Un	ited States Bankruptcy Court	for the:			
DIS	STRICT OF DELAWARE		_		
Ca	se number (if known)		_ Chapter <b>11</b>		
				☐ Check if this an amended filing	
V(	ore space is needed, attach	on for Non-Individu  n a separate sheet to this form. On the tale separate document, Instructions for	op of any additional pages, write the	he debtor's name and the case nu	04/20 umber (if
1.	Debtor's name	Sears Authorized Hometown Sto	res, LLC		
2.	All other names debtor used in the last 8 years				
	Include any assumed names, trade names and doing business as names				
3.	Debtor's federal Employer Identification Number (EIN)	26-2779641			
4.	Debtor's address	Principal place of business	Mailing add business	ress, if different from principal pla	ace of
		5500 Trillium Blvd., Suite 501			
		Hoffman Estates, IL 60192 Number, Street, City, State & ZIP Code	P.O. Box, Nu	umber, Street, City, State & ZIP Cod	le
		Cook County	Location of place of bus	principal assets, if different from siness	principal
			Number, Stre	eet, City, State & ZIP Code	
5.	Debtor's website (URL)	www.searshometownstores.com	1		
6.	Type of debtor	Corporation (including Limited Liabil	lity Company (LLC) and Limited Liabi	lity Partnership (LLP))	
		☐ Partnership (excluding LLP)	, (===) and =3 Eldo	,	

☐ Other. Specify:

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Debt	Cours Authorized Ho	metown Stores, LL	<u>C</u>	Case number (if known)		
	Name					
7.	Describe debtor's business	<ul> <li>☐ Health Care Busin</li> <li>☐ Single Asset Real</li> <li>☐ Railroad (as defined</li> <li>☐ Stockbroker (as defined</li> <li>☐ Commodity Broke</li> </ul>	ness (as defined in 11 U.S.C. § 101(2 Estate (as defined in 11 U.S.C. § 10 ed in 11 U.S.C. § 101(44)) efined in 11 U.S.C. § 101(53A)) or (as defined in 11 U.S.C. § 101(6)) defined in 11 U.S.C. § 781(3))			
		B. Check all that apply  ☐ Tax-exempt entity (as described in 26 U.S.C. §501)  ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)  ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))				
			rican Industry Classification System courts.gov/four-digit-national-associa	) 4-digit code that best describes debt ation-naics-codes.	or.	
8.	Under which chapter of the Bankruptcy Code is the debtor filing?	Check one:  Chapter 7  Chapter 9				
	A debtor who is a "small	Chapter 11. Check	k <b>all</b> that apply:			
	business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a		noncontingent liquidated debts ( \$2,725,625. If this sub-box is sel operations, cash-flow statement, exist, follow the procedure in 11	- , , , ,	filiates) are less than sheet, statement of y of these documents do not	
	"small business debtor") must check the second sub-box.	L	debts (excluding debts owed to i proceed under Subchapter V of balance sheet, statement of ope	d in 11 U.S.C. § 1182(1), its aggregate nsiders or affiliates) are less than \$7,5 of Chapter 11. If this sub-box is select rations, cash-flow statement, and fede exist, follow the procedure in 11 U.S.C	500,000, <b>and it chooses to</b> ted, attach the most recent eral income tax return, or if	
		С	A plan is being filed with this pet	ition.		
		С	Acceptances of the plan were so accordance with 11 U.S.C. § 112	olicited prepetition from one or more cl 26(b).	asses of creditors, in	
		Г	Exchange Commission accordin	iodic reports (for example, 10K and 10 g to § 13 or 15(d) of the Securities Ex for Non-Individuals Filing for Bankrup m.	change Act of 1934. File the	
			The debtor is a shell company as	s defined in the Securities Exchange	Act of 1934 Rule 12b-2.	
		☐ Chapter 12				
9.	Were prior bankruptcy cases filed by or against the debtor within the last 8 years?	■ No. □ Yes.				
	If more than 2 cases, attach a separate list.	District	When	Case number		
	1	District	When	Case number		

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Debte	Ocaro Authorizoa II	lometow	n Stores,	LLC		Case number (if k	rnown)	
10.	Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?		<b>5</b> .					
	List all cases. If more than 1, attach a separate list	,	Debtor	Sears Hometow	n Stores, Inc.		Relationship	Parent
			District	District of Delaw	vare When	12/12/22	Case number, if known	
11.	Why is the case filed in this district?	_	that apply					
							sets in this district for 180 day than in any other district.	s immediately
		■ At	oankruptcy	case concerning deb	tor's affiliate, gen	eral partner, or part	nership is pending in this dist	rict.
12.	Does the debtor own or have possession of any real property or personal property that needs immediate attention?	■ No	Answer be	elow for each propert	y that needs imm	ediate attention. Atta	ach additional sheets if need	ed.
			Why does	s the property need	immediate atten	tion? (Check all tha	at apply.)	
			☐ It pose	s or is alleged to pos	e a threat of immi	nent and identifiable	e hazard to public health or s	afety.
			What is	the hazard?				
				s to be physically sec	•			
							ate or lose value without atte ated assets or other options).	
			Other					
			Where is	the property?	Number Street	City, State & ZIP C	ode	
			Is the pro	perty insured?	Number, Street,	City, State & Zii C	ode	
			□ No					
			☐ Yes.	Insurance agency				
				Contact name Phone				
				1 Hone				
	Statistical and admini	strative ir	nformation					
13.	Debtor's estimation of available funds		heck one:					
	available fallas		Funds wi	ll be available for dist	ribution to unsecu	ured creditors.		
			After any	administrative expen	ises are paid, no	funds will be availab	ble to unsecured creditors.	
14.	Estimated number of creditors	<b>1</b> -49			☐ 1,000-5,0		☐ 25,001-50,000	
	o. out.o. o	☐ 50-99 ☐ 100-1			□ 5001-10, □ 10,001-2		☐ 50,001-100,000 ☐ More than100,0	
		200-9			,	-,	,•	
15.	Estimated Assets	□ \$0 - \$	*		□ \$1,000,0	01 - \$10 million	□ \$500,000,001 - 3	\$1 billion
			01 - \$100,0			001 - \$50 million	□ \$1,000,000,001 □ \$10,000,000,000	
			001 - \$500, 001 - \$1 mi			001 - \$100 million 1,001 - \$500 million	□ \$10,000,000,00. □ More than \$50 b	
		,			<b>-</b> φ100,000	, wood million	,	

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Debtor	Sears Authorized Hometown Stores, LLC		Case number (if known)	Case number (if known)		
	Name					
16. Esti	mated liabilities	□ \$0 - \$50,000 □ \$50,001 - \$100,000 □ \$100,001 - \$500,000 □ \$500,001 - \$1 million	□ \$1,000,001 - \$10 million □ \$10,000,001 - \$50 million ■ \$50,000,001 - \$100 million □ \$100,000,001 - \$500 million	□ \$500,000,001 - \$1 billion □ \$1,000,000,001 - \$10 billion □ \$10,000,000,001 - \$50 billion □ More than \$50 billion		

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Sears Authorized	Hometown Stores, LLC	Case Humber (# known)			
Name					
Request for Relief D	eclaration, and Signatures				
Request for Relief, D	ecialation, and dignatures				
	s a serious crime. Making a false statement in connection with up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 35				
7. Declaration and signature of authorized representative of debtor	The debtor requests relief in accordance with the chapter of	f title 11, United States Code, specified in this petition.			
representative of desicor	I have been authorized to file this petition on behalf of the d	ebtor.			
	I have examined the information in this petition 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 12/12/2022 MM / DD / YYYYY				
X	√s/ Elissa Robertson	Elissa Robertson			
	Signature of authorized representative of debtor	Printed name			
	Title CEO				
8 Signature of attorney	(n/Mart Minret	Deta			
8. Signature of attorney	/s/ Mark Minuti Signature of attorney for debtor	Date 12/12/2022 MM / DD / YYYY			
	•	WINT DET TITLE			
	Mark Minuti 2659 Printed name				
	i filited fiame				
	Saul Ewing LLP				
	Firm name				
	1201 North Market Street, Suite 2300 Wilmington, DE 19801				
	Number, Street, City, State & ZIP Code				
	Contact phone (302) 421-6840 Email address	Mark.Minuti@saul.com			
	2659 DE				
	Bar number and State				

## WRITTEN ACTION OF THE RESTRUCTURING COMMITTEE OF THE BOARD OF SEARS HOMETOWN STORES, INC.

The undersigned, being the sole member of the Restructuring Committee of the Board of Directors of Sears Hometown Stores, Inc. (the "**Restructuring Committee**"), a Delaware corporation, acting by written consent without a meeting, do hereby consent to the adoption of the following resolutions, to be effective as of December 12, 2022:

WHEREAS, Sears Authorized Hometown Stores, LLC ("SAHS") is a whollyowned subsidiary of Sears Hometown Stores, Inc. ("SHS,"and together with SAHS, the "Company"), and, as such, SHS may authorize and approve corporate actions on SAHS's behalf;

**WHEREAS**, pursuant to a Written Consent of the Board of Directors of SHS dated December 12, 2022, the Board of SHS delegated to the Restructuring Committee all of the powers and authority of the Board with respect to any and all matters related to the restructuring of the Company;

WHEREAS, the Restructuring Committee has reviewed the Company's financial records, has considered the Company's business and financial condition, and is aware of the Company's assets, liabilities, potential liabilities and liquidity, and has had the opportunity to consult with the Company's management and advisors and fully considered all of the Company's strategic alternatives; and

WHEREAS, as a result of the Company's current financial situation, it appears that it is necessary for the Company to file for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware.

NOW, THEREFORE, BE IT RESOLVED, that the Restructuring Committee has determined in its judgment that it is desirable and in the best interests of the Company, its creditors and other interested parties to commence a case under chapter 11 of the Bankruptcy Code (each a "Chapter 11 Case" and collectively, the "Chapter 11 Cases"); and

**FURTHER RESOLVED**, that the Chief Executive Officer or any other duly appointed officer of the Company (each individually an "Authorized Officer" and collectively the "Authorized Officers"), alone or with one or more other Authorized Officers be, and hereby are, authorized and empowered to execute and file on behalf of the Company, including in SHS's capacity as sole shareholder or member of SAHS, all petitions, schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence a Chapter 11 Case, and to take any and all further acts and deeds that they deem necessary, proper and desirable in connection with the Chapter 11 Cases, with a view to the successful prosecution of such case; and

#### **RETENTION OF PROFESSIONALS**

**FURTHER RESOLVED**, that the law firm of Saul Ewing LLP ("Saul Ewing") is hereby engaged as general and special bankruptcy counsel for the Company and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Saul Ewing in accordance with applicable law; and

**FURTHER RESOLVED**, that the firm of Gray & Company, LLC ("G&CO") is hereby engaged as financial advisor to the Company, subject to any requisite Bankruptcy Court approval, and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain G&CO in accordance with applicable law; and

FURTHER RESOLVED, that the firm of Stretto, Inc. ("Stretto") is hereby engaged as notice, claims and balloting agent and as administrative advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights and remedies and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain Stretto in accordance with applicable law; and

**FURTHER RESOLVED**, that each of the Authorized Officers be, and hereby is, subject to approval of the Restructuring Committee where required, authorized, empowered, and directed to employ any other professionals, consultants or advisors to assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, each of the Authorized Officers, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals, consultants or advisors as necessary; and

**FURTHER RESOLVED**, that the Authorized Officers be, and each of them hereby is, authorized and empowered to, in the name and on behalf of the Company with respect to legal professionals, to retain or continue to employ such other professionals as they deem necessary, proper or desirable during the course of the Bankruptcy, subject to any requisite Bankruptcy Court approval; and

#### **GENERAL AUTHORIZATIONS**

**FURTHER RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers or their designees shall be, and each of them, acting alone, hereby is, authorized and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, and

other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the foregoing resolutions; and

**FURTHER RESOLVED**, that the Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice; and

**FURTHER RESOLVED**, that these resolutions shall be filed with the records of the Company.

IN WITNESS WHEREOF, the undersigned member of the Restructuring Committee has executed this Written Action to be effective as of the date first above written.

Patrick A. Daniello

Member, Restructuring Committee

[Signature Page to Written Action]

Fill in this information to identify the case:						
Debtor name Sears Authorized Hometow	n Stores, LLC, et al.					
United States Bankruptcy Court for the:	District of Delaware (State)					
Case number (If known):	_					

### Check if this is an amended filing

12/15

#### Official Form 204

## Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	the claim (for example, trade debts,	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim  If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Costco Innovel Solutions 999 Lake Dr Issaquah, WA 98027	Rick Jerabek P: 425-427-3585 rjerabek@costco.com	Trade				\$1,124,404.87
2	BDO Seidman LLP 330 N Wabash Ave Suite 3200 Chicago, IL 60611	Dianna Lorton P: 312-616-4693 dlorton@bdo.com	Professional Services				\$258,314.00
3	Cheng Cohen LLC 363 W Erie St Suite 500 Chicago, IL 60654	Amy Cheng P: 312-351-5237 amy.cheng@chengcohen.com	Professional Services				\$213,066.70
4	<b>Whirlpool</b> 2000 N M63 Benton Harbor, MI 49022	James J Van De Wege P: 269-944-7005 james_j_van_de_wege@whirlpool.com	Trade				\$152,091.18
5	Potter Anderson & Corroon LLP 800 N State St Suite 304 Dover, DE 19901	Berton W. Ashman, Jr. P: 302-984-6000 bashman@potteranderson.com	Professional Services				\$144,701.71
6	<b>GA Communications</b> 2196 W Park Ct Stone Mountain, GA 30087	Claudia Puerto claudia.puerto@purered.net	Trade				\$76,320.00
7	Dish Wireless Holdings 9601 S Meridian Blvd Englewood, CO 80112	Jordan Smith P: 714-987-1179 jordan.smith@dish.com	Trade				\$38,445.40
8	Nextopia Software Corporation 260 King St E, A200 Toronto, ON M5A 4L5 Canada	P: 800-360-2191	Trade				\$33,750.00

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Debtor Name Sears Authorized HometownStores, LLC, et al.

Case Number \_\_\_\_\_

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim  If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Flexprint Intermediate LLC 2845 N Omaha St Mesa, AZ 85215	P: 888-353-9774 info@flexprintinc.com	Trade				\$19,307.61
10	Abacaus Advisors Group LLC 175 Washington Ave Suite 3 Dumont, NJ 07628	Mitch Skowronski P: 812-369-7664 mskowronski@sb360.com	Trade				\$17,500.00
11	Total Quality Logistics 4289 Ivy Pointe Blvd Cincinnati, OH 45245	P: 800-580-3101 clientservices@tql.com	Trade				\$15,020.00
12	Google LLC 1600 Amphitheatre Pkwy Mountain View, CA 94043	P: 650-253-0000	Trade				\$13,992.87
13	Engie Insight Services Inc. PO Box 2440 Spokane, WA 99210	Todd Styren P: 509-329-7042 todd.styren@engie.com	Trade				\$12,635.25
14	Brixmor Lake Pointe Village LLC 200 Ridge Pike Suite 100 Conshohocken, PA 19428	Emily Delp P: 610-832-6158 emily.delp@brixmor.com	Rent				\$12,578.75
15	Sycamore Center Dekalb, LLC 3333 Richmond Rd Suite 350 Beachwood, OH 44122	Shari Juratovac P: 216-455-5007 sjuratovac@midamco.com	Rent				\$12,458.12
16	Greensfelder, Hemker & Gale, PC 10 S Broadway Suite 2000 St. Louis, MO 63102	P: 314-241-9090	Professional Services				\$10,913.50
17	RR Donnelley 4101 Winfield Rd 5th Floor Warrenville, IL 60555	Daniel Weberski P: 630-780-0128 daniel.e.weberski@rrd.com	Professional Services				\$8,683.47
18	Springfield Sign & Graphic 4825 E Kearney St Springfield, MO 65803	Hailey Erter P: 417-862-2454 EXT. 110 haileee@springfieldsign.com	Trade				\$8,172.01
19	<b>Agilence Inc</b> 1020 Briggs Rd Suite 110 Mt. Laurel Township, NJ 08054	P: 856-366-1200	Trade				\$8,000.00
20	Cannon Square, LLC c/o Prickett Jones & Elliott PA 1310 King St Wilmington, DE 19801	Marcus E. Montejo, Esq. memontejo@prickett.com	Litigation Claim	Unliquidated Disputed			\$0.00

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

In re:	) Chapter 11
SEARS AUTHORIZED HOMETOWN STORES, LLC, et al., 1	) Case No. 22()
Debtors.	<ul><li>(Joint Administration Requested)</li><li>)</li></ul>

# COMBINED CORPORATE OWNERSHIP STATEMENT AND LIST OF EQUITY SECURITY HOLDERS PURSUANT TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3) and 7007.1

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 1007.1 of the Federal Rules of Bankruptcy Procedure, Sears Authorized Hometown Stores, LLC and Sears Hometown Stores, Inc., debtors and debtors in possession in the above-captioned chapter 11 cases, hereby state as follows:

- 1. Debtor Sears Authorized Hometown Stores, LLC is owned 100% by Debtor Sears Hometown Stores, Inc.
- 2. Debtor Sears Hometown Stores, Inc. is owned by the following non-debtors in the following percentages: (1) ESL Partners, L.P., last known address of 1170 Kane Concourse, Suite 200, Bay Harbor Islands, FL 33154 (9%), (ii) Edward S. Lampert, last known address of 1170 Kane Concourse, Suite 200, Bay Harbor Islands, FL 33154 (37.75%), (iii) Hometown Midco LLC, last known address of 3333 Beverly Road, Hoffman Estates, IL 60179 (45.23%), and (iv) Tommy Tisch & Affiliates, last known address of 655 Madison Avenue, 11th Floor, New York, NY 10065, c/o TFMG Associates, LLC, Attn: Barry Bloom, Chief Executive Officer (8.03%).

The Debtors in the above-captioned chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are Sears Authorized Hometown Stores, LLC (9641) and Sears Hometown Stores, Inc. (8358). The Debtors' mailing address is 5500 Trillium Blvd. Suite 501, Hoffman Estates, IL 60192.

Fill in this information to identify the case:		
Debtor name Sears Authorized Hometon	own Stores, LLC, et al.	
United States Bankruptcy Court for the: DIST	FRICT OF DELAWARE	
Case number (if known)		☐ Check if this is an amended filing
Official Form 202 Declaration Under Per	nalty of Perjury for Non-Indiv	ridual Debtors 12/15
form for the schedules of assets and liabiliticamendments of those documents. This form and the date. Bankruptcy Rules 1008 and 90 WARNING Bankruptcy fraud is a serious c	rime. Making a false statement, concealing property, or	s not included in the document, and any e debtor, the identity of the document, obtaining money or property by fraud in
Declaration and signature	ılt in fines up to \$500,000 or imprisonment for up to 20 ye	sals, of both. 10 0.3.3. 33 132, 1341,
individual serving as a representative of t		
	ocuments checked below and I have a reasonable belief that	the information is true and correct:
<u> </u>	Personal Property (Official Form 206A/B) Colaims Secured by Property (Official Form 206D)	
<del>_</del>	ave Unsecured Claims (Official Form 206E/F)	
	ts and Unexpired Leases (Official Form 206G)	
Schedule H: Codebtors (Official		
☐ Summary of Assets and Liabilitie	es for Non-Individuals (Official Form 206Sum)	
Amended Schedule		
<b>-</b>	List of Creditors Who Have the 20 Largest Unsecured Claim	,
Other document that requires a c	declaration Combined Corporate Ownership State Holders	ement and List of Equity Security
I declare under penalty of perjury that the	e foregoing is true and correct.	
Executed on 12/12/2022	χ /s/ Elissa Robertson	
Executed off	Signature of individual signing on behalf of debtor	
	Elissa Robertson	
	Printed name	
	CEO Position or relationship to debtor	

Official Form 202