

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In re:)	Chapter 11
)	
Quality Stores, Inc., et al.,¹)	Case No. GG-01-10662
)	(Jointly Administered)
Debtors.)	
)	Hon. James D. Gregg

NOTICE OF HEARING

PLEASE TAKE NOTICE that a hearing to consider the Motion Order Establishing A Bar Date for Filing Proofs of Claim and Approving the Manner and Notice Thereof (the "Motion") will be held at the United States Bankruptcy Court, 792 Federal Building, 110 Michigan, N.W., Grand Rapids, Michigan on **January 30, 2002 at 10:00 a.m. (Eastern Standard Time).**

PLEASE TAKE FURTHER NOTICE that the deadline to object to the Motion is **January 23, 2002 at 4:30 p.m. (Eastern Standard Time).**

PLEASE TAKE FURTHER NOTICE that the Court may, in its discretion, orally continue or adjourn the above hearing on the record in open court. If this occurs, parties in interest will not be given further written notice of the continued or adjourned hearing. If an entity is not present at the originally scheduled hearing information regarding the time, date and place of an orally continued or adjourned hearing may be obtained at the clerk's office from the court files or docket.

If you want the court to consider your views on this matter, attend the hearing on the date stated above.

Your rights may be affected. You should read the documents carefully and discuss them with your attorney. (If you do not have an attorney, you may wish to consult one).

You or your attorney may wish to file a written response to the motion explaining your position. Any response shall be mailed to the Clerk of the U.S. Bankruptcy Court, P.O. Box 3310, Grand Rapids, MI 49501. A copy of your response should also be mailed upon the party filing the motion and his/her attorney.

¹ Debtors are the following entities: QSI Holdings, Inc. (f/k/a CT Holdings, Inc.); Quality Stores, Inc. (f/k/a Central Tractor Farm & Country, Inc.); Country General, Inc.; F and C Holding, Inc.; FarmandCountry.com, LLC.; QSI Newco, Inc.; QSI Transportation, Inc.; Quality Farm & Fleet, Inc.; Quality Investments, Inc.; Quality Stores Services, Inc; and Vision Transportation, Inc.

If you or your attorney do not take these steps, the court may decide to grant the relief sought in the motion or petition, and may enter an order granting the relief requested.

Grand Rapids, Michigan

Respectfully submitted,

Dated: January 10, 2002

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Co-Counsel for the Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN
SOUTHERN DIVISION**

In re:)	Case No. GG-01-10662
)	
Quality Stores, Inc., et al.,¹)	Chapter 11
)	
Debtors.)	(Hon. James D. Gregg)
)	

**DEBTORS' MOTION FOR AN ORDER ESTABLISHING A BAR DATE FOR FILING
PROOFS OF CLAIM AND APPROVING THE MANNER AND NOTICE THEREOF**

The above-captioned debtors and debtors-in-possession (the "Debtors") hereby move (the "Motion") this Court for entry of an order (i) establishing April 2, 2002, at 5:00 p.m. Eastern Standard Time ("EST") (the "Bar Date") as the last date and time by which all creditors of the Debtors and their respective estates must file a proof of claim in the relevant chapter 11 cases; and (ii) approving the proposed form and manner of notice of the Bar Date. In support of this Motion, the Debtors respectfully represent as follows:

Background

1. On October 20, 2001 (the "Involuntary Date"), an involuntary petition (the "Involuntary Petition") was filed against QSI by Century Funding Ltd., Century Funding Corp., Triton CBO III Limited, Triton CBO IV Limited and Pacholder High Yield Fund, Inc. (collectively, the "Petitioning Creditors").
2. On November 1, 2001 (the "Commencement Date"), (i) QSI answered the Involuntary Petition and consented to the entry of an order for relief and (ii) the remaining Debtors commenced voluntary chapter 11 cases before this Court. Contemporaneously herewith, the Debtors filed a motion seeking to procedurally consolidate their chapter 11 cases for administrative purposes only.
3. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
4. No trustee or examiner has been appointed in these chapter 11 cases. The Office of the United States Trustee has appointed an Official Committee of Unsecured Creditors (the "Official Committee of Unsecured Creditors").

Relief Requested

5. The Debtors respectfully request entry of an order pursuant to Bankruptcy Rule 3003(c)(3) fixing April 2, 2002 at 5:00 p.m. EST as the final date and time by which proofs of claim must be filed, and approving the Debtors' proposed form and manner of notice of the Bar Date.

¹ The Debtors are the following entities: QSI Holdings, Inc. (f/k/a CT Holdings, Inc.); Quality Stores, Inc. (f/k/a Central Tractor Farm & Country, Inc.); Country General, Inc.; F and C Holding, Inc.; Farm and Country, LLC.; QSI Newco, Inc.; QSI Transportation, Inc.; Quality Farm & Fleet, Inc.; Quality Investments, Inc.; Quality Stores Services, Inc.; and Vision Transportation, Inc.

Basis for Establishment of the Bar Date

6. On December 7, 2001, the Debtors filed their Statement of Financial Affairs, Schedules of Assets and Liabilities and Schedules of Executory Contracts and Unexpired Leases (the "Debtors' Schedules"). Bankruptcy Rule 3003(c)(2) provides that any creditor whose claim is not scheduled or whose claim is scheduled as disputed, contingent, or unliquidated must file a proof of claim.

7. Bankruptcy Rule 3003(c)(3) provides: "[t]he court shall fix and for cause shown may extend the time by within which proofs of claim or interest may be filed." Fed. R. Bankr. P. 3003(c)(3). Neither this Court's Local Rules nor the Local Bankruptcy Rules specify a time by which proofs of claim or interest must be filed in chapter 11 cases. Accordingly, the Debtors request that the Court establish April 2, 2002, at 5:00 p.m. EST as the last date and time by which proofs of claim must be filed. Based on the notice procedures set forth below, the Debtors believe that such date will give all creditors ample opportunity to prepare and timely file proofs of claims.

8. The Debtors propose that each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, and governmental unit) that asserts a claim, as that term is defined in Bankruptcy Code section 101(5), against the Debtors that arose before the Commencement Date, must file an original, written proof of claim that substantially conforms to the Proof of Claim (defined below) or Official Form No. 10 so as to be actually received on or before the Bar Date by Bankruptcy Management Corporation ("BMC"). Proofs of claims sent by facsimile or telecopy will not be accepted. The Debtors request that the Court order that all such proofs of claims be deemed timely filed only if **actually received** by BMC on or before the Bar Date at the following addresses:

If by courier/hand delivery:

Attn: Quality Stores Claims Agent
Bankruptcy Management Corp.
1330 E. Franklin Avenue
El Segundo, CA 90245

If by mail:

Attn: Quality Stores Claims Agent
Bankruptcy Management Corp.
P.O. Box 1042
El Segundo, CA 90245-1042

9. The Debtors propose that the following persons or entities are **not** required to file a proof of claim before the Bar Date:

- a. Any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Western District of Michigan, Southern Division, a proof of claim against the Debtors utilizing a claim form substantially in conformity with Official Form No. 10;

- b. Any person or entity (i) whose claim is listed on the Debtors' schedules; (ii) whose claim is not listed as "disputed," "contingent," or "unliquidated," and (iii) who does not dispute the amount or nature of the claim for such person or entity as set forth in the Debtors' Schedules;
- c. Any person having a claim under section 507(a) and section 503 of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 cases; and
- d. Any person or entity that holds a claim that has been allowed by an order of this Court entered on or before the Bar Date.

10. The Debtors propose that any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease on or before January 31, 2002 must, if no earlier or other deadline is fixed in the rejection order or notice relating to such rejection, file a proof of claim based on such rejection on or before the Bar Date. Any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated after January 31, 2002 must file a proof of claim on or before such date as the Court may fix in the applicable rejection order.

11. Bankruptcy Rule 3003(c)(3) grants the Bankruptcy Court sole discretion to select a claims bar date which will further the sound administration and the equitable resolution of bankruptcy matters. *In re Hooker Investments, Inc.*, 122 B.R. 659 (Bankr. S.D.N.Y. 1991). The bar date establishes the world of claimants entitled to participate in the Debtors' cases and the definitive cut-off date past which claims cannot be filed. *United States v. Jones*, 2000 WL 1175717, at *2 (W.D. Mich. June 28, 2000).

12. "Policy considerations strongly support the necessity of a bar date in bankruptcy reorganizations." *In re Zimmerman*, 156 B.R. 192, 199 (W.D. Mich. 1993). Setting a deadline for filings proofs of claims and interests asserted by all parties and barring claims and interests filed beyond the Bar Date is necessary to quantify the aggregate dollar amount of claims outstanding against the Debtors to enable the plan to be properly and quickly administered. *Id.* ("A bar date is necessary so that a reorganization plan may more easily be formulated.").

13. Establishment of the Bar Date is consistent with the common goal of the Debtors and their creditors that these cases proceed as rapidly as possible. *Id.* (noting that the purpose of the bar date is to "provide the debtor and its creditors with finality" and to "insure the swift distribution of the bankruptcy estate") (quotation omitted); *see also In re Ohio Movers & Storage, Inc.*, 118 B.R. 533, 534 (N.D. Ohio 1990) (same).

14. As this Court is aware, the Debtors, the Committee and the Prepetition Lenders have entered into a global settlement. Among other things, the global settlement includes dates by which milestones in the plan confirmation process must occur. Under the global settlement, the Debtors must file the plan and disclosure statement no later than January 31, 2002. The disclosure statement hearing and the confirmation hearing must take place no later than March 1, 2002 and April 8, 2002 respectively. The proposed Bar Date will allow the Debtors to commence the claims resolution process as soon as the plan is confirmed, which will allow the Debtors to make its distributions to unsecured creditors without significant holdbacks.

Form of Proof of Claim

15. The Debtors have prepared a proof of claim form tailored to conform to the size and complexity of these cases, a copy of which is attached hereto as Exhibit A (the "Proof of Claim Form"). The proposed Proof of Claim Form substantially conforms with Official Form No.

10. The substantive modifications to the Official Form proposed by the Debtors are:

- a. Indicating which Debtor case the claimant is scheduled in and that Debtor's case number;
- b. Allowing the creditor to correct any incorrect information contained in the name and address portion;
- c. Indicating how the Debtors have listed each creditor's respective claim on the Debtors' Schedules, including the amount of the claim, and whether the claim has been listed as contingent, unliquidated, or disputed; and
- d. Including certain instructions for completing the form.

The Debtors request that the Court approve the Proof of Claim Form and the modifications contained therein.

16. Pursuant to Bankruptcy Rule 3003(c)(2), the Debtors propose that any holder of a claim against the Debtors who is required, but fails, to file a proof of claim in accordance with the Bar Date order on or before the Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors (or filing a proof of claim with respect thereto), and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such claim, and such holder shall not be permitted to vote or accept or reject any chapter 11 plan or participate in any distribution in the Debtors' chapter 11 cases on account of such claim or to receive further notices regarding such claim.

Notice of the Bar Date

17. Pursuant to Bankruptcy Rule 2002(a)(7), the Debtors propose to mail a Bar Date notice, substantially in the form of notice attached hereto as Exhibit B (the "Bar Date Notice") and a Proof of Claim Form to:

- a. The Office of the United States Trustee for the Western District of Michigan;
- b. Each member of the unsecured creditors' committee and the committee's attorneys;
- c. All parties listed on the Debtors' master mailing matrix, which includes all known holders of claims listed on the Debtors' Schedules at the addresses stated therein and their counsel (if known);
- d. All state and local taxing authorities for the jurisdiction in which the Debtors conducted their businesses;

- e. Parties to any litigation that was pending as of the Commencement Date and any party that has filed a motion to lift the automatic stay;
- f. Any party or entity that the Debtor has done business with or who may have asserted a claim against the Debtors in the past, but who are not listed on the Debtors' Schedules;
- g. All persons and entities requesting notice pursuant to Bankruptcy Rule 2002 as of the entry of the order approving this Motion.

18. Under the Debtors' proposal, creditors and potential creditors would receive approximately 60 days notice, which is significantly more notice of the Bar Date than the 20 days' notice required by Bankruptcy Rule 2002(a)(7). Given the 60-day notice period contemplated by the Debtors, creditors would have more than sufficient notice, time and opportunity to file their proofs of claim.

19. In addition to serving the Bar Date Notice and Proof of Claim Form on the entities listed above, the Debtors propose to give notice by publication to unknown creditors in accordance with Bankruptcy Rule 9008, by publishing notice of the Bar Date, substantially in the form of the Bar Date Notice (the "Publication Notice"), once at least thirty (30) days before the Bar Date in at least two national newspapers and several other regional newspapers. The Debtors are still formulating their publications list and will file and circulate the list as an addendum to this Motion at least fourteen days prior to the hearing.

20. The Bar Date Notice and the Publication Notice will: (i) advise creditors whether they must file a proof of claim under Bankruptcy Rules 3002(a) and 3003(c)(2); (ii) alert such creditors to the consequences of failing to timely file a proof of claim as set forth in Bankruptcy Rule 3003(c)(2); (iii) specify the form to be used in filing a proof of claim; (iv) set forth the Bar Date; (v) set forth the address to which proofs of claim must be sent for filing; (vi) notify such creditors that proofs of claim must be filed with original signatures and not by facsimile; and (vii) notify creditors that a single proof of claim can only be filed against a single Debtor. The Bar Date Notice and the Publication Notice also will advise creditors holding claims against more than one Debtor of the necessity of filing a separate claim in the case of each Debtor against which the creditor asserts a claim. A creditor will be bound by the Debtor it named in its proof of claim.

21. The Debtors submit, therefore, that the Bar Date Notice and the Publication Notice will provide creditors with sufficient information to timely file a properly prepared and executed proof of claim and request that the proposed procedures regarding the Bar Date and Publication Notice be deemed good, adequate and sufficient publication notice.

Notice

22. Notice of the Motion has been given to (i) counsel to the Official Committee of Unsecured Creditors; (ii) counsel to the Administrative Agent for the Debtors' Lenders; (iii) the United States Trustee; and (iv) those parties who have requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that no further notice is necessary.

23. No prior request for the relief requested herein has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court enter an Order granting the relief requested herein and for such further relief as is just and proper.
Grand Rapids, Michigan Respectfully submitted,

Dated: January 10, 2002

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and

VARNUM, RIDDERING, SCHMIDT & HOWLETT LLP

/s/

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P.O. Box 352
Grand Rapids, Michigan 49501-0352
Telephone: 616-336-6000
Facsimile: 616-336-7000

Co-Counsel for the Debtors and Debtors in Possession

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN**

PROOF OF CLAIM



In re: **[Scheduled Case: _____]** Case Number: **[Sched. Case #: _]**

YOUR CLAIM IS SCHEDULED AS:

Amount: _____
 Class: _____
 Contingent: _____
 Unliquidated: _____
 Disputed: _____

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor and Address:

[Scheduled:] Name _____
 Address _____
 City, State, Zip _____

- Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
- Check box if you have never received any notices from the bankruptcy court in this case.
- Check box if this address differs from the address on the envelope sent to you by the court.

The amounts reflected above constitute your claim as scheduled by the Debtor. If you agree with the amounts set forth herein, and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.

If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim should be filed.

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Creditor Telephone Number () _____

CREDITOR TAX I.D. #: _____ ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: _____

Check here replaces or amends a previously filed claim dated: _____

1. BASIS FOR CLAIM

Goods sold Personal injury/wrongful death Retiree benefits as defined in 11 U.S.C § 1114(a)

Services performed Taxes Wages, salaries, and compensation (Fill out below)

Money loaned Other (describe briefly) _____

Your social security number: _____

Unpaid compensation for services performed from: _____ to _____
 (date) (date)

2. DATE DEBT WAS INCURRED: _____ **3. IF COURT JUDGMENT, DATE OBTAINED:** _____

4. TOTAL AMOUNT OF CLAIM AS OF PETITION DATE: \$ _____

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. SECURED CLAIM

Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral:

Real Estate
 Motor Vehicle
 Other _____

Value of collateral: \$ _____

Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____

6. UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim

Amount entitled to priority: \$ _____

Specify the priority of the claim:

Wages, salaries, or commissions (up to \$4,650), *earned within 90 days before filing of the bankruptcy petition or cessation of the Debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3)

Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)

Up to 2,100* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6)

Alimony maintenance or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7)

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

Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____

* Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

7. CREDITS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.

8. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. **DO NOT SEND ORIGINAL DOCUMENTS.** If the documents are not available, explain. If the documents are voluminous, attach a summary.

9. DATE-STAMPED COPY: To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of your claim

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 5:00 pm, Eastern Time on April 2, 2002

BY MAIL TO:
 Bankruptcy Management Corporation
 P.O. BOX 1042
 El Segundo, CA 90245-1042

BY HAND OR OVERNIGHT DELIVERY TO:
 Bankruptcy Management Corporation
 1330 East Franklin Avenue
 El Segundo, CA 90245

DATE SIGNED: _____ **SIGN** and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any).

THIS SPACE FOR COURT USE ONLY

INSTRUCTIONS FOR FILING PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to the general rules.

DEFINITIONS

DEBTOR

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

CREDITOR

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

PROOF OF CLAIM

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the court appointed Claims Agent, Bankruptcy Management Corporation, at the address listed on the reverse side of this page.

SECURED CLAIM

A claim is a secured claim to the extent that the creditor has a lien on the property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before a bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also Unsecured Claim.)

UNSECURED CLAIM

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

UNSECURED PRIORITY CLAIM

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY FILLED IN)

Court, Name of Debtor, and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed, the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the Claims Agent, Bankruptcy Management Corporation, all of this information is near the top of the notice.

Information about Creditor:

If not already pre-printed, complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If (a) anyone else has already filed a proof of claim relating to this debt, (b) if you never received notices from the Claims Agent, Bankruptcy Management Corporation, about this case, (c) if your address differs from that to which the Claims Agent sent this notice, or (d) if this proof of claim replaces or amends a proof of claim that was already filed, check the appropriate boxes on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

FILL IN THE TOTAL AMOUNT OF THE ENTIRE CLAIM. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

If your claim is a secured claim, check the appropriate boxes in this section. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured (See DEFINITIONS, above).

6. Unsecured Priority Claim:

If your claim is an unsecured priority claim (See DEFINITIONS, above), check the appropriate boxes in this section, and state the amount entitled to priority. A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

Please read – important information: upon completion of this claim form, you are certifying that the statements herein are true.

Be sure to date the claim and place original signature of claimant or person making the claim for creditor where indicated at the bottom of the claim form. Please type or print name of individual under the signature. Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable."

Return claim form and attachments, if any, to the Claims Agent, Bankruptcy Management Corporation, at the address on the front of the form. If you want to receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of your claim.

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

In re:

QUALITY STORES, INC., et. al.¹

Debtors.

)
)
)
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Chapter 11

Case No. GG-01-10662 (JDG)
(Jointly Administered)

NOTICE OF CLAIMS BAR DATE

CLAIMS AGENT TO WHOM PROOF OF CLAIM FORMS SHOULD BE MAILED

BANKRUPTCY MANAGEMENT CORP.
If by courier/hand delivery:
Attention: Quality Stores Claims Agent
1330 E. Franklin Avenue
El Segundo, CA 90245

If by mail:
Attention: Quality Stores Claims Agent
PO Box 1042
El Segundo, CA 90245-1042

Information: www.bmccorp.net/qscreditor.htm
Telephone Number: (888) 909-0100

or

DEADLINE TO FILE A PROOF OF CLAIM: April 2, 2002

COMMENCEMENT OF CASES. On the dates listed on the reverse side of this Notice, petitions for reorganization under chapter 11 of the U.S. Bankruptcy Code were filed in this Court by the Debtors named on the reverse side of this Notice, and orders for relief were entered. You may be a creditor of one or more of the Debtors. **This Notice lists important deadlines.** You may want to consult an attorney to protect your rights. You will not receive notice of all documents filed in these cases. All documents filed with the Court, including Schedules of the Debtors' assets and liabilities, are available for inspection at the office of the clerk of the Bankruptcy Court, 110 Michigan Street NW, Grand Rapids, MI. **NOTE:** The staff of the bankruptcy clerk's office cannot give legal advice.

PROOF OF CLAIM. Certain creditors holding claims of any kind against any of the Debtors that arose on or before the respective Petition Date are required to file, **on or before 5:00 p.m. Central Standard Time on April 2, 2002** (the "Bar Date"), a separate, completed and executed proof of claim form against *each* of the Debtors against which the creditor wishes to assert a claim. Creditors holding claims against more than one Debtor must file a separate claim in the case of each Debtor against whom the creditor asserts a claim. A creditor will be bound by the Debtor named in its proof of claim. **Each proof of claim form must actually be received, with original signatures and not by facsimile, on or before the Bar Date by the Claims Agent listed above.** If a creditor who files a claim does not provide an extra copy for file-stamped return acknowledgment of its proof of claim, then the Claims Agent shall send the creditor written acknowledgment. If, within twenty (20) days, the creditor does not receive acknowledgment of its claim having been filed, the creditor should contact the office of the clerk of the Bankruptcy Court in writing at 110 Michigan Street NW, Grand Rapids, MI. Notwithstanding the foregoing, **AT THIS TIME, proofs of claim ARE NOT REQUIRED** to be filed by creditors wishing to assert claims against the Debtors of the following types (collectively, the "Excluded Claims"): (a) claims listed in the Debtors' Schedules of Liabilities filed with the Court on December 7, 2001 (the "Schedules"), or any amendments thereto, which are *not* therein listed as "contingent," "unliquidated" or "disputed," *and* which are *not* disputed by the Creditors holding such claims as to amount or classification; (b) claims on account of which a proof of claim has already been properly filed with the Court; (c) claims previously allowed by order of the Court; and (d) claims allowable under 11 U.S.C. §507(a)(1) as expenses of administration. Each proof of claim form must specifically set forth the full name of the Debtor against which the claim is asserted and the Debtor's chapter 11 case number.

ESTOPPEL/BAR. Except with respect to Excluded Claims, any creditor who is required to file a proof of claim but fails to do so on or before the Bar Date shall be forever barred, estopped and enjoined from asserting such claim (or filing a proof of claim with respect thereto), and any of the Debtors against which the creditor was required to have filed a proof of claim and any such Debtor's property shall be forever discharged from any and all indebtedness or liability with respect to such claim, and such holder shall not be permitted to vote on any plan of reorganization or participate in any distribution in any such Debtor's chapter 11 case on account of such claim.

CLAIMS AGAINST MORE THAN ONE DEBTOR. If a creditor wishes to assert claims against more than one of the Debtors, a separate proof of claim form must be filed with respect to each such Debtor.

AMENDED SCHEDULES. If any Debtor amends its Schedules after the date hereof, that Debtor shall give notice of such amendment to the holders of the claims affected thereby, and such holders shall be afforded 30 days from the date on which such notice is given (or such other time period as may be fixed by the Court) to file proofs of claim, if necessary, or forever be barred from doing so. The Debtors' Schedules may be examined and inspected by interested parties during regular business hours at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court, 110 Michigan Street NW, Grand Rapids, MI. Alternatively, creditors can contact the Claims Agent at the above-listed address.

¹ The Debtors are listed on the reverse side of this notice.

DEBTOR NAME	PETITION DATE	CASE NO.	TAX ID	ADDRESS
QSI Holdings, Inc. (f/k/a CT Holdings, Inc.)	11/1/01	01-11060	04-3336422	455 East Ellis Road, Muskegon, Michigan 49443
Quality Stores, Inc. (f/k/a Central Tractor Farm & Country, Inc.)	11/1/01	01-10662	42-1425562	455 East Ellis Road, Muskegon, Michigan 49443
Country General, Inc.	11/1/01	01-11061	47-0778047	455 East Ellis Road, Muskegon, Michigan 49443
F and C Holding, Inc.	11/1/01	01-11062	Applied For	455 East Ellis Road, Muskegon, Michigan 49443
Farm and Country.com, LLC	11/1/01	01-11063	04-3517436	455 East Ellis Road, Muskegon, Michigan 49443
QSI Newco, Inc.	11/1/01	01-11064	Applied For	455 East Ellis Road, Muskegon, Michigan 49443
QSI Transportation, Inc.	11/1/01	01-11065	38-3091150	455 East Ellis Road, Muskegon, Michigan 49443
Quality Farm & Fleet, Inc.	11/1/01	01-11066	38-3244519	455 East Ellis Road, Muskegon, Michigan 49443
Quality Investments, Inc.	11/1/01	01-11067	38-2818122	455 East Ellis Road, Muskegon, Michigan 49443
Quality Stores Services, Inc.	11/1/01	01-11068	38-3492930	455 East Ellis Road, Muskegon, Michigan 49443
Vision Transportation, Inc.	11/1/01	01-11069	34-1815441	455 East Ellis Road, Muskegon, Michigan 49443

SEE REVERSE FOR NOTICE TEXT

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES **NOT** MEAN THAT YOU HAVE A CLAIM AGAINST ANY OF THE DEBTORS. YOU SHOULD CONSULT WITH YOUR OWN PROFESSIONALS TO DETERMINE WHETHER YOU HOLD A CLAIM AGAINST THE DEBTORS. YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS. QUESTIONS ABOUT THIS NOTICE SHOULD BE DIRECTED TO THE CLAIMS AGENT LISTED ON THE OTHER SIDE OF THIS PAGE.

THIS NOTICE APPLIES **ONLY** TO CLAIMS AGAINST THE ABOVE COMPANIES, AND **NOT** TO CLAIMS AGAINST NON-DEBTOR AFFILIATES.