

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

In re:)	Chapter 11
)	
FOREVER 21, INC., <i>et al.</i> , ¹)	Case No. 19-12122 (KG)
)	
Debtors.)	(Jointly Administered)
)	
)	Re: Docket No. 396

**NOTICE OF DEADLINES
FOR THE FILING OF PROOFS OF CLAIM, INCLUDING REQUESTS
FOR PAYMENT PURSUANT TO SECTION 503(B)(9) OF THE BANKRUPTCY CODE**

**TO: ALL PERSONS AND ENTITIES WHO MAY HAVE CLAIMS AGAINST ANY OF
THE FOLLOWING DEBTOR ENTITIES:**

DEBTOR	CASE NO.
Forever 21, Inc.	19-12122
Alameda Holdings, LLC	19-12123
Forever 21 International Holdings, Inc.	19-12124
Forever 21 Logistics, LLC	19-12125
Forever 21 Real Estate Holdings, LLC	19-12126
Forever 21 Retail, Inc.	19-12127
Innovative Brand Partners, LLC	19-12128
Riley Rose, LLC	19-12129

PLEASE TAKE NOTICE THAT:

On September 29, 2019 (the "Petition Date"), Forever 21, Inc., and certain of its affiliates and subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), filed voluntary petitions for relief under chapter 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Court").

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Forever 21, Inc. (4795); Alameda Holdings, LLC (2379); Forever 21 International Holdings, Inc. (4904); Forever 21 Logistics, LLC (1956); Forever 21 Real Estate Holdings, LLC (4224); Forever 21 Retail, Inc. (7150); Innovative Brand Partners, LLC (7248); and Riley Rose, LLC (6928). The location of the Debtors' service address is: 3880 N. Mission Road, Los Angeles, California 90031.

On November 5, 2019, the Court entered an order [Docket No. 396] (the “Bar Date Order”)² establishing certain dates by which parties holding prepetition claims against the Debtors must file proofs of claim (“Proofs of Claim”), including claims by governmental units, claims arising under section 503(b)(9) of the Bankruptcy Code,³ Amended Schedules Claims, and Rejection Damages Claims.

For your convenience, enclosed with this notice (this “Notice”) is a Proof of Claim form, which identifies the amount, nature, and classification of your claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in these cases (the “Schedules”). If the Debtors believe that you hold claims against more than one Debtor, you will receive multiple Proof of Claim forms, each of which will reflect the nature and amount of your claim as listed in the Schedules. If you do not agree with the information shown on any Proof of Claim form received from the Debtors, cross-out the incorrect information and write in the information you believe to be correct.

As used in this Notice, the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code and includes all persons, estates, trusts, governmental units, and the Office of the United States Trustee for the District of Delaware. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term “claim” means, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

I. THE BAR DATES.

The Bar Date Order establishes the following bar dates for filing Proofs of Claim in these chapter 11 cases (the “Bar Dates”).

- a. ***The Claims Bar Date.*** Pursuant to the Bar Date Order, except as described below, all entities holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date, **including requests for payment pursuant to section 503(b)(9) of the Bankruptcy Code, are required to file Proofs of Claim by the Claims Bar Date, which is 5:00 p.m., prevailing Eastern Time, on January 13, 2020.** The

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

³ Claims associated with section 503(b)(9) of the Bankruptcy Code relate to the value of any goods sold to the Debtors in the ordinary course of business within 20 days of the Petition Date.

Claims Bar Date applies to all types of claims against the Debtors that arose prior to the Petition Date, including secured claims, unsecured priority claims, and unsecured non-priority claims; except for claims that are subject to one of the other Bar Dates set forth in subparagraphs (b), (c), or (d) below, or are specifically exempt from complying with the applicable Bar Dates, as set forth in section III of this Notice.

- b. ***The Governmental Bar Date.*** Pursuant to the Bar Date Order, **all governmental units holding claims against the Debtors that arose or are deemed to have arisen prior to the commencement of these cases on the Petition Date are required to file Proofs of Claim by the Governmental Bar Date, which is March 27, 2020, 5:00 p.m., prevailing Eastern Time.** The Governmental Bar Date applies to all governmental units holding claims against the Debtors (whether secured, unsecured priority, or unsecured non-priority) that arose prior to the Petition Date, including, without limitation, governmental units with claims against the Debtors for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which the Debtors were a party.
- c. ***The Amended Schedules Bar Date.*** Pursuant to the Bar Date Order, all parties asserting claims against the Debtors' estates that are affected by an amendment or supplement to the Schedules **are required to file Proofs of Claim so that such Proofs of Claim are actually received by the Debtors' claims and noticing agent, Prime Clerk LLC ("Prime Clerk"), by the Amended Schedules Bar Date, which is the later of (i) the Claims Bar Date or the Governmental Bar Date, as applicable, and (ii) 5:00 p.m., prevailing Eastern Time, on the date that is 21 days from the date on which the Debtors provide service of notice of such amendment or supplement on the affected creditor.**

- d. **The Rejection Damages Bar Date.** Pursuant to the Bar Date Order, all parties asserting claims against the Debtors' estates arising from the Debtors' rejection of an executory contract or unexpired lease **are required to file Proofs of Claim with respect to such rejection so that such Proofs of Claim are actually received by Prime Clerk by the Rejection Damages Bar Date, which is the later of (i) the Claims Bar Date or the Governmental Bar Date, as applicable; (ii) 5:00 p.m., prevailing Eastern Time, on the date that is 30 days after the later of (A) the deadline for objections to such rejection, if no objection is filed and (B) the date of service of notice of entry of an order authorizing the rejection of any executory contract or unexpired lease of the Debtors and indicating that all such filed objections have either been overruled or withdrawn; provided that, with respect to nonresidential real property leases rejected pursuant to the Plan, Proofs of Claim arising from the rejection or repudiation of such lease must be filed with the Notice and Claims Agent within 30 days after date of service of notice of confirmation of the Plan; and (iii) any date that this Court may fix in the applicable order approving such rejection.**

II. WHO MUST FILE A PROOF OF CLAIM.

Except as otherwise set forth herein, the following entities holding claims against the Debtors that arose (or that are deemed to have arisen) prior to the Petition Date *must* file Proofs of Claim on or before the applicable Bar Date:

- a. any person or entity whose claim against a Debtor is not listed in the applicable Debtor's Schedules, or is listed in such Schedules as "contingent," "unliquidated," or "disputed" if such person or entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any person or entity who believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules;
- c. any person or entity who believes that its prepetition claims as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a Debtor other than, or in addition to, the Debtor identified in the Schedules; and
- d. any entity who believes that its claim against a Debtor is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code, regardless of whether such claim is listed in the Schedules.

III. PARTIES WHO DO NOT NEED TO FILE PROOFS OF CLAIM.

Certain parties are not required to file Proofs of Claim. The Court may, however, enter one or more separate orders at a later time requiring creditors to file Proofs of Claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following entities holding claims that would otherwise be subject to the Bar Dates need *not* file Proofs of Claims:

- a. any person or entity who already has filed a signed Proof of Claim against the respective Debtor(s) with the Clerk of the Court or with Prime Clerk in a form substantially similar to Official Form 410 or to the form attached to this Notice;
- b. any person or entity whose claim is listed on the Schedules if: (i) the claim is *not* scheduled as any of “disputed,” “contingent,” or “unliquidated;” (ii) such person or entity agrees with the amount, nature, and priority of the claim as set forth in the Schedules; and (iii) such person or entity does not dispute that its claim is an obligation only of the specific Debtor against which the claim is listed in the Schedules;
- c. any person or entity whose claim has previously been allowed by order of the Court;
- d. any person or entity whose claim has been paid in full by the Debtors pursuant to the Bankruptcy Code or in accordance with an order of the Court;
- e. any Debtor or non-Debtor subsidiary having a claim against another Debtor;
- f. any person or entity whose claim is solely against any of the Debtors’ non-Debtor affiliates; and
- g. any holder of an equity interest in the Debtors need not file a proof of interest with respect to the ownership of such equity interest at this time; *provided* that any holder of an equity interest who wishes to assert a claim against the Debtors, including a claim relating to such equity interest or the purchase or sale of such interest, must file a Proof of Claim asserting such claim on or prior to the Claims Bar Date pursuant to procedures set forth herein;
- h. an employee of the Debtors who was employed as of the Petition Date, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission, benefit, health care claim, or severance; *provided* that an employee must submit a Proof of Claim by the Claims Bar Date for all other claims arising before the Petition Date, including claims for

wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;

- i. any current or former officer, director, or employee of any Debtor for claims based on indemnification, contribution, or reimbursement;
- j. any person or entity holding a claim for which a separate deadline is fixed by the Court;
- k. claims for fees and expenses of professionals retained in these chapter 11 cases;
- l. any DIP Agent, DIP Lender, or Prepetition ABL Secured Party with regard to claims arising from or relating to the DIP Documents or the Prepetition ABL Documents (each term in this subparagraph as defined in the Debtors' postpetition financing order [Docket No. 133]); and
- m. any entity holding a claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration incurred in the ordinary course, *provided* that any entity asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must assert such claims by filing a request for payment or a Proof Claim on or prior to the Claims Bar Date.

IV. INSTRUCTIONS FOR FILING PROOFS OF CLAIM.

The following requirements shall apply with respect to filing and preparing each Proof of Claim:

- a. **Contents.** Each Proof of Claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the Proof of Claim Form provided by the Debtors or Official Form 410; and (iv) be signed by the claimant or by an authorized agent or legal representative of the claimant.
- b. **Section 503(b)(9) Claim.** Any Proof of Claim asserting a claim entitled to priority under section 503(b)(9) of the Bankruptcy Code must also: (i) include the value of the goods delivered to and received by the Debtors in the twenty (20) days prior to the Petition Date; (ii) attach any documentation identifying the particular invoices for which the 503(b)(9) claim is being asserted; and (iii) attach documentation of any reclamation demand made to the Debtors under section 546(c) of the Bankruptcy Code (if applicable).

- c. **Original Signatures Required.** Only *original* Proofs of Claim or claims filed electronically through the interface available at <https://cases.primeclerk.com/Forever21> may be deemed acceptable for purposes of claims administration. Copies of Proofs of Claim or Proofs of Claim sent by facsimile or electronic mail will not be accepted.
- d. **Identification of the Debtor Entity.** Each Proof of Claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number. A Proof of Claim filed under the joint administration case number 19-12122 (KG) or otherwise without identifying a specific Debtor, will be deemed as filed only against Forever 21, Inc.
- e. **Claim Against Multiple Debtor Entities.** Unless otherwise ordered by the Court, each Proof of Claim must state a claim against *only one* Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the Proof of Claim, such claim may be treated as if filed only against the first-listed Debtor.
- f. **Supporting Documentation.** Each Proof of Claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and (d). If, however, such documentation is voluminous, such Proof of Claim may instead include a summary of such documentation, and if such documentation is not available, the Proof of Claim shall include an explanation as to why such documentation is not available; *provided* that any creditor that receives a written request from the Debtors for additional documentation shall be required to transmit such documentation to Debtors' counsel no later than 10 days from the date of such request.
- g. **Timely Service.** Each Proof of Claim must be filed, including supporting documentation, so as to be *actually received* by Prime Clerk on or before the Claims Bar Date or the Governmental Bar Date, as applicable (or, where applicable, on or before any other bar date as set forth herein or by order of the Court) either: (i) electronically through the interface available at <https://cases.primeclerk.com/Forever21>, under the "Submit a Claim" tab or (ii) by first class U.S. mail, by overnight U.S. mail, or other hand delivery system at the following address:

Forever 21, Inc., et al. Claims Processing
c/o Prime Clerk LLC
850 Third Avenue, Suite 412
Brooklyn, New York 11232

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR
ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

- h. ***Receipt of Service.*** Claimants wishing to receive acknowledgment that their Proofs of Claim were received by Prime Clerk must submit (i) a copy of the Proof of Claim Form (in addition to the original Proof of Claim Form sent to Prime Clerk) and (ii) a self-addressed, stamped envelope to Prime Clerk.

V. CONSEQUENCES OF FAILING TO TIMELY FILE YOUR PROOF OF CLAIM.

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a Proof of Claim in accordance with the Bar Date order on or before the applicable Bar Date, please be advised that:

- a. YOU WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM IN THESE CHAPTER 11 CASES AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO);
- b. UPON THE EFFECTIVE DATE OF ANY CONFIRMED CHAPTER 11 PLAN OF REORGANIZATION THE DEBTORS AND THEIR PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM;
- c. YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND
- d. YOU WILL NOT BE PERMITTED TO VOTE ON ANY CHAPTER 11 PLAN OR PLANS FOR THE DEBTORS ON ACCOUNT OF THESE BARRED CLAIMS.

Provided, however that a holder of a claim shall be able to assert and vote upon any undisputed, noncontingent, and liquidated claims identified in the Schedules on behalf of such holder, in the amount set forth in the Schedules, and receive distributions under any plan of reorganization or liquidation in these chapter 11 cases on account of such scheduled claim.

VI. RESERVATION OF RIGHTS.

Nothing contained in this Notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability, or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent, or unliquidated; and (c) otherwise amend or supplement the Schedules.

VII. THE DEBTORS' SCHEDULES AND ACCESS THERETO.

You may be listed as the holder of a claim against one or more of the Debtor entities in the Debtors' Schedules. To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim forms regarding the nature, amount, and status of your claim(s). If the Debtors believe that you may hold claims against more than one Debtor entity, you will receive multiple Proof of Claim forms, each of which will reflect the nature and amount of your claim against one Debtor entity, as listed in the Schedules. Copies of the Schedules may also be downloaded from Prime Clerk at <https://cases.primeclerk.com/Forever21>, by hitting the "Docket" tab, followed by the "Schedules and SOFAs" tab.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules. However, you may rely on the enclosed form, which: (a) sets forth the amount of your claim (if any) as scheduled; (b) identifies the Debtor entity against which it is scheduled; (c) specifies whether your claim is listed in the Schedules as "contingent," "unliquidated," or "disputed; and (d) identifies whether your claim is scheduled as a secured, unsecured priority, or unsecured non-priority claim.

As described above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor entity specified by the Debtors, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need *not* file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

VIII. AMENDMENTS TO THE DEBTORS' SCHEDULES.

If, subsequent to the date of this Notice, the Debtors amend or supplement their Schedules to reduce the amount of a claim listed in the Schedules, to change the nature or classification of a claim against the Debtors reflected in the Schedules, or to add a new claim to the Schedules, the affected creditor is required to file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim on or before the later of: (a) the Claims Bar Date or the Governmental Bar Date, as applicable to such claim; and (b) 5:00 p.m., prevailing Eastern Time, on the date that is 21 days after the date that on which the Debtors provide notice of the amendment to the Schedules (or another time period as may be fixed by the Court) (any such date, an "Amended Schedules Bar Date").

IX. ADDITIONAL INFORMATION.

Copies of the Debtors' Schedules, the Bar Date Order, and other information regarding these chapter 11 cases are available for inspection free of charge on Prime Clerk's website at <https://cases.primeclerk.com/Forever21>. The Schedules and other filings in these chapter 11 cases also are available for a fee at the Court's website at <http://www.deb.uscourts.gov>. 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>. Copies of the Schedules and other documents filed in these cases also may be examined between the hours of 9:00 a.m. and 4:30 p.m., prevailing Eastern

Time, Monday through Friday, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801.

If you require additional information regarding the filing of a Proof of Claim, you may contact the Debtors' claims agent, Prime Clerk, directly by writing to: Forever 21, Inc., et al., Claims Processing, c/o Prime Clerk LLC, 850 Third Avenue, Suite 412, Brooklyn, New York 11232 or contact the Debtors' restructuring hotline at: 877-510-9565 (toll free) or 917-947-5437 (international). **Please note** that Prime Clerk **cannot** offer legal advice or advise whether you should file a Proof of Claim.

To access this Notice and the instructions set forth herein in Mandarin, Cantonese, and Korean visit Prime Clerk's website at <https://cases.primeclerk.com/Forever21>.

如需查閱本通知和此处所列说明的中文、广东话和韩文版本，请访问 Prime Clerk 的网站：<https://cases.primeclerk.com/Forever21>。

如需查閱本通知及此處所列說明的中文、廣東話和韓文版本，請查看 Prime Clerk 的網站：<https://cases.primeclerk.com/Forever21>。

이 고지 사항과 여기에 나와있는 중국어, 광둥어 및 한국어 지침에 액세스하려면 Prime Clerk 웹 사이트 (<https://cases.primeclerk.com/Forever21>)를 방문하십시오.

<p>A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTORS SHOULD CONSULT AN ATTORNEY REGARDING ANY MATTERS NOT COVERED BY THIS NOTICE, SUCH AS WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.</p>
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Dated: November 20, 2019
Wilmington, Delaware

/s/ Laura Davis Jones

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