

**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)
)	Jointly Administered
Debtors.)	
)	Re: Docket Nos. 419 and 463
)	

**ORDER ESTABLISHING PROCEDURES FOR
COMPLIANCE WITH 11 U.S.C. §§ 1102(b)(3) AND 1103(c)
BY THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon consideration of the motion (the “**Motion**”)² of the Committee appointed in these Chapter 11 Cases for the entry of an order establishing procedures for the Committee’s compliance with sections 1102(b)(3) and 1103(c) of the Bankruptcy Code; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided under the particular circumstances; and it appearing that no other or further notice need be provided; and this Court having found that good and sufficient cause exists for the relief granted by this Order,

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.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

IT IS HEREBY ORDERED:

1. The Motion is granted as provided herein.

2. The relief granted herein shall be effective *nunc pro tunc* to the Formation Date.

3. Pursuant to section 1102(b)(3)(A) of the Bankruptcy Code, the Committee shall not be required to provide access to any Confidential Information (including Confidential Information of the Debtors, the Debtors' non-Debtor subsidiaries or affiliates, or any other Entity), to any creditor with a claim of the kind represented by the Committee, except as provided below.

4. The Committee shall implement the following Procedures for providing access to information for creditors in accordance with section 1102(b)(3)(A) and (B) of the Bankruptcy Code:

- (a) Non-Confidential Information. The Committee will establish a website (the "**Website**") to make certain non-Confidential Information available to general unsecured creditors. The Website address will be: www.Forever21Committee.com. The information available on the Website may include, but is not limited to: (i) the petition dates of the Debtors, the case number, and general information about the Debtors' Chapter 11 Cases; (ii) contact information for the Debtors, the Debtors' professionals, the Committee, and the Committee's professionals; (iii) information regarding significant events in the Chapter 11 Cases and relevant deadlines, including any claims bar date; (iv) general case information updated periodically; (v) answers to "frequently asked questions" related to the Chapter 11 Cases; and (vi) any other information that the Committee, in its sole discretion, deems appropriate, subject to the restrictions and limitations imposed by the Court. Additionally, the Website will allow general unsecured creditors to send questions and comments in connection with the Chapter 11 Cases to the Committee's professionals (the "**E-mail Correspondence**"). Any written communication with general unsecured creditors with respect to E-mail Correspondence will be made by the Committee's counsel, in their reasonable discretion.
- (b) Privileged & Confidential Information. The Committee shall not be required to disseminate Confidential Information to any entity (all references to "entity" herein shall be as defined in section 101(15) of the Bankruptcy Code, "**Entity**") absent compliance with these Procedures. In addition, the Committee shall not be

required to provide access to information or solicit comments from any Entity that has not demonstrated to the satisfaction of the Committee, in its sole discretion, or to the Court, that it holds claims of the kind described in section 1102(b)(3) of the Bankruptcy Code.

- (c) Information Obtained Through Discovery. Any information received (formally or informally) by the Committee from any Entity in connection with an examination pursuant to Bankruptcy Rule 2004 or in connection with any formal or informal discovery in any contested matter, adversary proceeding, or other litigation shall not be governed by any order entered with respect to this Motion but, rather, by any order governing such discovery. Nothing herein shall obligate the Committee to provide any information the Committee obtains from third parties.
- (d) Creditor Information Requests. If a creditor (the “**Requesting Creditor**”) submits a written request to the Committee (the “**Information Request**”) for the Committee to disclose information, pursuant to section 1102(b)(3)(A) of the Bankruptcy Code, the Committee or its professionals shall, as soon as practicable, but no more than fourteen days after receipt of the Information Request, provide a response to the Information Request (the “**Response**”), including providing access to the information requested or the reasons the Information Request cannot be complied with. If the Response is to deny the Information Request because the Committee or its professionals believe the Information Request implicates Confidential Information that need not be disclosed (i) pursuant to the terms of this Order or otherwise under section 1102(b)(3)(A) of the Bankruptcy Code, (ii) because such disclosure is prohibited under applicable law, (iii) because such information was obtained by the Committee pursuant to an agreement to maintain it as confidential, or (iv) because the Information Request is unduly burdensome, the Requesting Creditor may, after a good faith effort to meet and confer with the Committee’s counsel regarding the Information Request and the Response, seek to compel such disclosure for cause pursuant to a motion. Such motion shall be served, and the hearing on such motion shall be noticed and scheduled.
- (e) Release of Confidential Information of Third Parties. If the Information Request implicates Confidential Information of the Debtors (or any other Entity) and the Committee agrees that such request should be satisfied, the Committee may demand (the “**Demand**”) for the benefit of the Debtors’ creditors: (i) if the Confidential Information is information of the Debtors, by submitting a written request (which may be by email) to counsel for the Debtors, requesting that such information be disclosed and (ii) if the Confidential Information is information of another Entity, by submitting a written request (which may be by email) to such Entity and its counsel of record requesting that such information be disclosed, with a copy to Debtors’ counsel requesting that such information be disclosed. If the Debtor or Entity as applicable does not agree in writing (email shall suffice) within ten (10) business days after actual receipt of the Demand to disclose such information, the Committee or the Requesting Creditor may file a motion seeking a ruling with respect to the Demand, and the Debtors or such Entity, as applicable, may file an

objection to such motion, including on the basis that any information provided to creditors should be done so only pursuant to an order of the Court requiring that such information remain confidential.

5. The Committee, its professionals, and its individual members and their respective representatives shall be deemed in compliance with sections 1102(b)(3) and 1103(c) of the Bankruptcy Code by complying with the terms of this Order. The Committee is permitted, but not required, to provide access to information to any party so long as such information does not constitute Confidential Information.

6. The Committee shall not have or incur any liability to any entity for acts taken or omitted to be taken with respect to its obligations under section 1102(b)(3) of the Bankruptcy Code as long as the Committee and its professionals have acted in compliance with the Procedures set forth herein and any confidentiality agreement; provided, however, that the foregoing shall not preclude or abridge the right of any creditor to move before the Court for an order requiring the production of other or additional information, to the extent available. Moreover, nothing contained in this Order shall (i) modify or abridge immunities otherwise available to the Committee or professionals employed by the Committee under applicable bankruptcy or non-bankruptcy law, or (ii) modify or abridge the rights of the Debtors with respect to any Confidential Information, or rights under confidentiality agreements with any member of the Committee or their professionals.

7. Entry of this Order is without prejudice to the rights of the Committee to seek a further order of the Court addressing any additional relief concerning compliance with section 1102(b)(3) of the Bankruptcy Code.

8. Within five days after entry of this Order, the Committee shall place this Order on the Website, and the Debtors shall serve this Order on all creditors, as well as on all other parties interest who have requested notice under Bankruptcy Rule 2002 and 9019(b).

9. The Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

10. The Court shall retain jurisdiction with respect to all matters arising from and related to the implementation of this Order.

Dated: November 22nd, 2019
Wilmington, Delaware



KEVIN GROSS
UNITED STATES BANKRUPTCY JUDGE