

UNITED STATES BANKRUPTCY COURT, DISTRICT OF DELAWARE

In re

BROOKS BROTHERS GROUP, INC., et al.,

Debtors.

**Chapter 11 Case Nos.: 20-11785 (CSS)
Through 20-11797 (CSS)
(Jointly Administered)**

NOTICE OF DEADLINES TO FILE PROOFS OF CLAIM

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

<u>Name of Debtor</u>	<u>Case Number</u>	<u>Tax Identification Number</u>
■ Brooks Brothers Group, Inc.	■ 20-11785 (CSS)	51-0368883
■ Brooks Brothers Far East Limited.	■ 20-11786 (CSS)	N/A
■ 696 White Plains Road, LLC	■ 20-11787 (CSS)	85-0557265
■ BBD Holding 1, LLC	■ 20-11788 (CSS)	N/A
■ BBD Holding 2, LLC	■ 20-11789 (CSS)	N/A
■ BBDI, LLC	■ 20-11790 (CSS)	N/A
■ Brooks Brothers International, LLC	■ 20-11791 (CSS)	N/A
■ Brooks Brothers Restaurant, LLC	■ 20-11792 (CSS)	46-1763846
■ Deconic Group LLC	■ 20-11793 (CSS)	32-0190969
■ Golden Fleece Manufacturing Group, LLC	■ 20-11794 (CSS)	26-2885649
■ RBA Wholesale, LLC	■ 20-11795 (CSS)	13-4280986
■ Retail Brand Alliance Gift Card Services, LLC	■ 20-11796 (CSS)	27-1731916
■ Retail Brand Alliance of Puerto Rico, Inc.	■ 20-11797 (CSS)	04-3662147

OTHER NAMES USED BY THE DEBTORS IN THE PAST 8 YEARS:

**Brooks Brothers
Retail Brand Alliance, Inc.
Brooks
Global Trading Company
Brooks Brothers Red Fleece Café
Carolee LLC and Carolee Designs Inc.
Southwick Apparel LLC**

Attorneys for Debtors

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910 N. King Street Wilmington, Delaware 19801 Telephone: (302) 651-7700 Facsimile: (302) 651-7701	
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<u>Address of the Clerk of the Bankruptcy Court</u> Clerk of the United States Bankruptcy Court, 824 Market Street North, 3rd Floor, Wilmington, DE 19801 Telephone: 302-252-2900 Hours Open: 8:00 a.m. – 4:00 p.m. Monday-Friday

PLEASE TAKE NOTICE THAT:

<p>YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY HAVE A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.</p>

On July 8, 2020 (the “**Petition Date**”), Brooks Brothers Group, Inc., and certain of its debtor affiliates, as debtors and debtors in possession, (collectively, the “**Debtors**”), filed voluntary cases 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 (the “**Bankruptcy Court**”).

On August 11, 2020, the Bankruptcy Court, having jurisdiction over the chapter 11 cases of the Debtors, entered an order (the “**Bar Date Order**”) establishing the following Bar Dates:

(i) **September 25, 2020 at 5:00 p.m. (Eastern Time)** shall be the deadline for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts, but not including governmental units (as defined in section 101(27) of the Bankruptcy Code) (“**Governmental Units**”), to file a proof of claim (each, a “**Proof of Claim**”) in respect of a prepetition claim (as defined in section 101(5) of the Bankruptcy Code), including, for the avoidance of doubt, secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code against any of the Debtors (the “**General Bar Date**”);

(ii) **January 4, 2021 at 5:00 p.m. (Eastern Time)** shall be the deadline for Governmental Units to file a Proof of Claim in respect of a prepetition claim against any of the Debtors (the “**Governmental Bar Date**”);

(iii) **The later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (Eastern Time) on the date that is 30 days from the date on which the Debtors provide notice of a previously unfiled Schedule or an amendment or supplement to the Schedules (as defined herein)** shall be the deadline by which claimants holding claims affected by such filing, amendment or supplement must file Proofs of Claim with respect to such claim (the “**Amended Schedules Bar Date**”); and

(iv) **The later of (i) the General Bar Date or the Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (Eastern Time) on the date that is 30 days following the entry of an order approving rejection of any executory contract or unexpired lease of the Debtors** shall be the deadline by which claimants asserting claims resulting from the Debtors’ rejection of an executory contract or unexpired lease must file Proofs of Claim for damages arising from such rejection¹ (the “**Rejection Damages Bar Date**,” and, together with the General Bar Date, the Governmental Bar Date, and the Amended Schedules Bar Date, the “**Bar Dates**”).

¹ Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired

You may be a creditor of one or more of the debtors.

If you have any questions relating to this Notice, please feel free to contact Prime Clerk LLC (“Prime Clerk”) at (877) 930-4317 (toll free) or 347-899-4592 (international) or by e-mail at brooksbrothersinfo@primeclerk.com.

NOTE: The staff of the Bankruptcy Clerk’s Office, the Office of the United States Trustee, and the Debtors’ Claims and Noticing Agent cannot give legal advice.

INSTRUCTIONS:

1. WHO MUST FILE A PROOF OF CLAIM

Except as otherwise set forth herein, the following entities holding claims against the Debtors arising prior to the Petition Date **MUST** file Proofs of Claim on or before the applicable Bar Date:

- a. any entity whose claim against a Debtor is not listed in the applicable Debtor’s Schedules, or is listed as “contingent,” “unliquidated,” or “disputed” and if such 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 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 entity who believes that any prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and who desires to have its claim allowed against a Debtor other than identified in the Schedules;
- 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.

Pursuant to section 101(5) of the Bankruptcy Code and as used in this Notice, the word “**claim**” means (i) a 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 (ii) a 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. Further, claims include unsecured claims, secured claims, and priority claims.

Pursuant to section 101(15) of the Bankruptcy Code and 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, and governmental units. In addition, the terms “persons” and “governmental units” are defined in sections 101(41) and 101(27) of the Bankruptcy Code, respectively.

2. WHO NEED NOT FILE A PROOF OF CLAIM

The following entities whose claims would otherwise be subject to a Bar Date **need not** file any Proofs of Claim:

- a. any person or entity whose claim is listed on the Schedules; **provided that** (i) the claim is not listed on the Schedules as “disputed,” “contingent,” or “unliquidated,” (ii) the person or entity does not dispute the amount, nature, and priority of the claim as set forth in the

lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the applicable Bar Date, unless an exception identified in the Motion or the Bar Date Order applies.

Schedules, and (iii) the person or entity does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;

- b. any person or entity who already has filed a signed Proof of Claim with Prime Clerk against the respective Debtor(s) with respect to the claim being asserted, utilizing a claim form that substantially conforms to the Proof of Claim Form;
- c. any person or entity who holds a claim that has been allowed by order of the Court entered on or before the applicable Bar Date;
- d. any person or entity whose claim has been paid in full by any of the Debtors;
- e. any person or entity who holds a claim for which a separate deadline has been fixed by an order of the Court entered on or before the applicable Bar Date;
- f. any person or entity who holds an equity interest in the Debtors, which interest exclusively is based upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided, that if any such holder asserts a claim (as opposed to an ownership interest) against the Debtors (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or before the applicable Bar Date pursuant to the Procedures set for the herein;
- g. any current employee of the Debtors and any labor union authorized by law to represent any current employee, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, vacation or other compensation or benefits, including the *Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Employee Wages, Salaries, Reimbursable Expenses, and Other Obligations on Account of Compensation and Benefits Programs and (B) Continue Compensation and Benefits Programs and (II) Granting Related Relief* [Docket No. 275]; provided that if the Debtors provide written notice to any current employee stating that the Debtors do not intend to exercise their authority to pay such claim, such employee shall have until the later of (i) the General Claims Bar Date, and (ii) 30 days from the date of service of such written notice, to file a proof of claim; provided that a current employee must submit a Proof of Claim by the applicable Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- h. any current (as of the Petition Date) officer, director, or employee for claims based on indemnification, contribution, or reimbursement;
- i. any entity whose claim is solely against any of the Debtors' non-Debtor affiliates;
- j. any Debtor or non-Debtor subsidiary or affiliate having a claim against another Debtor;
- k. any entity that is not required to file a Proof of Claim pursuant to the *Interim Order (I) Authorizing the Debtors to Obtain Postpetition Financing, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Liens and Providing Superpriority Administrative Expense Status, (IV) Granting Adequate Protection to the Prepetition Secured Parties, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [D.I. 118], as may be amended or superseded from time to time (the "**Interim DIP Order**"), solely with respect to the claims set forth in the Interim DIP Order;

- l. any person holding a claim based on a gift card or merchandise credit; provided, however, that the Debtors reserve the right to seek in the future a bar date for holders of gift card and/or merchandise credits.

The fact that you have received this notice does not mean that you have claim or that the Debtors or the Court believe that you have a claim against the Debtors. You should not file a Proof of Claim or if you do not have a claim against any of the Debtors.

3. INSTRUCTIONS FOR FILING PROOFS OF CLAIM

Except as otherwise set forth herein, each entity that asserts a claim against the Debtors that arose before the Petition Date **MUST** file a Proof of Claim.

The following procedures with respect to preparing and filing of Proofs of Claim will apply:

- a. Proofs of Claim must substantially conform to the attached Proof of Claim Form or Official Bankruptcy Form No. 410;
- b. Proofs of Claim must (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Petition Date (using the exchange rate, if applicable, as of the Petition Date); (iii) specify by name and case number the Debtor against which the claim is filed; (iv) set forth with specificity the legal and factual basis for the alleged claim; (v) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury;
- c. If a claimant asserts a claim against more than one Debtor or has claims against different Debtors, the claimant must file a separate Proof of Claim against each Debtor;
- d. Proofs of Claim must be filed (i) electronically through the website of the Debtors' claims and noticing agent, Prime Clerk LLC, using the interface available on such website located at <https://cases.primeclerk.com/brooksbrothers> under the link entitled "Submit a Claim" (the "**Electronic Filing System**") or (ii) by delivering the original Proof of Claim form by hand, or mailing the original Proof of Claim form on or before the applicable Bar Date as follows:

If by overnight courier, hand delivery, or first class mail:

Brooks Brothers Group, Inc.,
Claims Processing Center
c/o Prime Clerk LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

- e. A Proof of Claim shall be deemed timely filed only if it **actually is received** by Prime Clerk LLC as set forth in subparagraph (d) above, in each case, on or before the Bar Date;
- f. Proofs of Claim sent by facsimile, teletype, or electronic mail transmission (other than Proofs of Claim filed electronically through the Electronic Filing System) **will not** be accepted; and

- g. Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the applicable Bar Date, unless an exception identified in the Motion or the Bar Date Order applies.

4. CONSEQUENCES OF FAILURE TO TIMELY FILE A PROOF OF CLAIM BY THE APPLICABLE BAR DATE

Pursuant to the Bar Date Order and Bankruptcy Rule 3003(c)(2), any holder of a claim who is required to timely file a Proof of Claim on or before the applicable Bar Date as provided herein, but fails to do so shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution in these chapter 11 cases on account of such claim.

5. THE DEBTORS' SCHEDULES, ACCESS THERETO, AND CONSEQUENCES OF AMENDMENT THEREOF

You may be listed as the holder of a claim against the Debtors in the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "**Schedules**"). To determine if and how you are listed in the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtors (as authorized by the Court) on account of your claim, the enclosed Proof of Claim Form will reflect the net amount of your claims. 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 against each Debtor, as listed in the Schedules.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules and if your claim is not listed in the Schedules 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 Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted (i) on the website established by Prime Clerk for the Debtors' cases at <https://cases.primeclerk.com/brooksbrothers> and (ii) on the Court's website at www.nysb.uscourts.gov. (A login and password to the Court's Public Access to Electronic Court Records ("**PACER**") are required to access the information on the Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Schedules also may be examined between the hours of 8:00 a.m. and 5:00 p.m. (Eastern Time) Monday through Friday at the Office of the Clerk of the Bankruptcy Court, 824 Market ST N, 3rd Floor, Wilmington, DE 19801. Copies of the Debtors' Schedules also may be obtained by written request to the Debtors' claims agent, Prime Clerk, at the address and telephone number set forth below:

Brooks Brothers Group, Inc.,
Claims Processing Center
c/o Prime Clerk LLC
850 3rd Avenue, Suite 412
Brooklyn, NY 11232

In the event that the Debtors amend or supplement their Schedules subsequent to date of entry of the Bar Date Order, the Debtors shall give notice of any amendment or supplement to the holders of claims affected by such amendment or supplement within ten (10) days after filing such amendment or supplement, and such holders must file a Proof of Claim by **the later of (a) the General Bar Date or the Governmental Bar Date, as applicable, or (b) 5:00 p.m. (Eastern Time) on the date that is 30 days from the date on which the Debtors provide notice of a previously unfiled Schedule or an amendment or supplement to the Schedules, or be forever barred from so**

doing, and such deadline shall be contained in any notice of such amendment or supplement of the Schedules provided to the holders of claims affected thereby.

6. 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.

If you require additional information regarding the filing of a proof of claim, you may contact the Debtors' Claims and Noticing Agent directly at: Prime Clerk LLC, 830 Third Avenue, 3rd Floor, New York, New York 10022; Telephone: (877) 930-4317 (toll free) or 347-899-4592 (international); or by e-mail at brooksbrothersinfo@primeclerk.com.

A holder of a possible claim against the Debtors should consult an attorney if such holder has any questions regarding this Notice, including whether the holder should file a Proof of Claim.

Dated: Wilmington, Delaware
August 24, 2020

BY ORDER OF THE COURT

Garrett A. Fail (admitted <i>pro hac vice</i>) David J. Cohen (admitted <i>pro hac vice</i>) WEIL, GOTSHAL & MANGES LLP 767 Fifth Avenue New York, New York 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007	Mark D. Collins (No. 2981) Zachary I. Shapiro (No. 5103) RICHARDS, LAYTON & FINGER, P.A. One Rodney Square 910 N. King Street Wilmington, Delaware 19801 Telephone: (302) 651-7700 Facsimile: (302) 651-7701
ATTORNEYS FOR DEBTORS AND DEBTORS IN POSSESSION	