

## UNITED STATES BANKRUPTCY COURT, DISTRICT OF DELAWARE

**In re:****BBGI US, INC., et al.,****Debtors.****Chapter 11 Case Nos.: 20-11785 (CSS)  
Through 20-11797 (CSS) and 20 -12112 (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 DEBTORS:**

<u>Name of Debtor</u>	<u>Case Number</u>	<u>Tax Identification Number</u>
■ BBGI US, 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
■ BBGI International, LLC	■ 20-11791 (CSS)	N/A
■ BBGI 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
■ BBGI Canada Ltd.	■ 20-12112 (CSS)	98-1344709

**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**Mark D. Collins (No. 2981)  
Zachary I. Shapiro (No. 5103)  
RICHARDS, LAYTON & FINGER, P.A.  
920 N. King Street  
Wilmington, DE 19801  
Telephone: 302-651-7700**Attorneys for Debtors**Garrett A. Fail (admitted *pro hac vice*)  
David J. Cohen (admitted *pro hac vice*)  
WEIL, GOTSHAL & MANGES LLP  
767 Fifth Avenue  
New York, NY 10153-0119  
Telephone: 212-310-8000**Address of the Clerk of the Bankruptcy Court**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

**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.**

**PLEASE TAKE NOTICE THAT:**

On July 8, 2020 (the “**Petition Date**”), the above listed debtors, except BBGI Canada Ltd. (“**BB Canada**”), as debtors and debtors in possession (the “**Original 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 September 10, 2020 (the “**Canada Petition Date**”), Debtor BB Canada also commenced with the Bankruptcy Court a voluntary case under chapter 11 of the Bankruptcy Code. On September 11, 2020, the Bankruptcy Court entered an order directing the joint administration of the voluntary cases filed by the Original Debtors and BB Canada (collectively, the “**Debtors**”). *See* D.I. 577.

On November 16, 2020, the Bankruptcy Court, having jurisdiction over the chapter 11 cases of the Debtors, entered an order (the “**Supplemental Bar Date Order**”) establishing the following Supplemental Bar Dates:

(i) **December 18, 2020 at 5:00 p.m. (Eastern Time)** as 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 BB Canada (the “**Canada General Bar Date**”), unless otherwise provided herein;

(ii) **March 9, 2021 at 5:00 p.m. (Eastern Time)** as the deadline for Governmental Units to file a Proof of Claim in respect of a prepetition claim against BB Canada (the “**Canada Governmental Bar Date**”);

(iii) the later of (i) the Canada General Bar Date or the Canada 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 BB Canada provides notice of a previously unfiled Schedule or an amendment or supplement to its Schedules (as defined herein) as 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 Canada Schedules Bar Date**”);

(iv) the later of (i) the Canada General Bar Date or the Canada Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (Eastern Time) on the date that is 30 days following the later of (1) if an order is entered, the date of service of an order approving the rejection of any executory contract or unexpired lease of BB Canada and (2) if no order is entered, the effective rejection date for the rejection of any executory contract or unexpired lease of BB Canada, as the deadline by which claimants asserting claims resulting from BB Canada’s rejection of an executory contract or unexpired lease must file Proofs of Claim for damages arising from such rejection<sup>1</sup> (the “**Canada Rejection Damages Bar Date**”);

(v) **December 18, 2020 at 5:00 p.m. (Eastern Time)** as the deadline for each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, Governmental Unit, and trust) to file a Proof of Claim in respect of a claim against any Debtor (other than BB Canada) first arising on or after the Petition Date through and including August 31, 2020, including claims under section 503(b)(1)-(8) of the Bankruptcy Code and claims of Governmental Units that are deemed entitled to administrative priority despite some portion of the claim being attributable to the period prior to the Petition Date (such claims, collectively, “**Administrative Expense Claims**” and the deadline, the “**Interim Administrative Claims Bar Date**”);

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<sup>1</sup> 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 Supplemental Bar Date, unless an exception identified in this notice applies.

(vi) **December 23, 2020 at 5:00 p.m. (Eastern Time)** as the deadline for each person or entity to file a Proof of Claim in respect of a claim on account of a pre-paid, reloadable gift card related to the Alexis Bittar® brand of goods sold prior to September 11, 2020 (such gift cards, “**AB Gift Cards**”) and merchandise or store credits issued prior to September 11, 2020 (“**AB Customer Credits**”, together with the AB Gift Cards, the “**AB Customer Programs**”, and the deadline, the “**AB Customer Programs Bar Date**”; the AB Customer Programs Bar Date together with the Canada General Bar Date, the Canada Governmental Bar Date, the Amended Canada Schedules Bar Date, the Canada Rejection Damages Bar Date, and the Interim Administrative Claims Bar Date, the “**Supplemental Bar Dates**”);

**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 AGAINST BBGI CANADA LTD.**

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.

Except as otherwise set forth herein, the following entities holding claims against BB Canada (and only BB Canada) arising prior to the Canada Petition Date **MUST** file Proofs of Claim on or before the applicable Supplemental Bar Date listed above:

- a. Any entity whose claim against BB Canada is not listed in BB Canada’s Schedules, or is listed as “contingent,” “unliquidated,” or “disputed” 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 that 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; or
- c. Any entity who believes that its claim against BB Canada is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

### **2. WHO NEED NOT FILE A PROOF OF CLAIM AGAINST BBGI CANADA LTD.**

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

- a. Any person or entity whose claim is listed on BB Canada’s Schedules; *provided* that (i) the claim is not listed on the Schedules as “disputed,” “contingent,” or “unliquidated,” and (ii) the person or entity does not dispute the amount, nature, and priority of the claim as set forth in the Schedules;
- b. Any person or entity who already has filed a signed Proof of Claim with Prime Clerk against BB Canada with respect to the claim being asserted, utilizing a claim form that substantially conforms to the Proof of Claim Form (attached to the Supplemental Bar Date Order as **Exhibit 1**);
- c. Any person or entity who holds a claim that has been allowed by order of the Court entered on or before the applicable Supplemental Bar Date;
- d. Any person or entity whose claim has been paid in full;
- 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 Supplemental Bar Date;

- f. Any current (as of the Canada Petition Date) employee of BB Canada, 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* [D.I. 275], as made applicable to BB Canada by D.I. 602 *provided that* if the Debtors provide written notice to any current employee of BB Canada 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 Canada General Bar Date, and (ii) 30 days from the date of service of such written notice, to file a Proof of Claim; *provided further that* a current employee of BB Canada must submit a Proof of Claim by the applicable Supplemental Bar Date for all other claims arising before the Canada Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- g. Any current (as of the Canada Petition Date) officer, director, or employee for claims based on indemnification, contribution, or reimbursement;
- h. Any entity whose claim is solely against any of BB Canada's non-Debtor affiliates;
- i. Any Debtor or non-Debtor subsidiary or affiliate having a claim against BB Canada;
- j. Any entity that is not required to file a Proof of Claim against BB Canada pursuant to a prior order of the Court; or
- k. Any person holding a claim based on a gift card or merchandise credit with BB Canada.

### 3. **FILING ADMINISTRATIVE EXPENSE CLAIMS AGAINST THE ORIGINAL DEBTORS**

Each person or entity asserting a claim against any of the Original Debtors under section 503(b)(1)–(8) of the Bankruptcy Code that first arose on or after the Petition Date through and including August 31, 2020 **MUST** file an Administrative Claim Form by no later than the Interim Administrative Claims Bar Date.

The following entities whose Administrative Expense Claims against the Original Debtors would otherwise be subject to the Interim Administrative Claims Bar Date need not file any Proofs of Claim:

- a. Professionals retained by the Debtors or the official committee of unsecured creditors (the “**Committee**”) and whose employment applications (or employment as an “ordinary course professional”) have been approved or deemed approved by the Court;
- b. The U.S. Trustee pursuant to 28 U.S.C. § 1930;
- c. Any party holding or previously holding an Administrative Expense Claim that has been paid or fully satisfied by the Debtors (or any other party) in the ordinary course of business or otherwise, or that is no longer entitled to assert that Administrative Expense Claim;
- d. Any party holding an Administrative Expense Claim that has been allowed by order of the Court prior to the Interim Administrative Claims Bar Date, solely with respect to that allowed claim;
- e. Any party that previously filed a Proof of Claim for an Administrative Expense Claim for the period from the Petition Date through August 31, 2020, solely with respect to that filed claim;
- f. Any employee of the Debtors that was employed on the Petition Date 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* [D.I. 275]; *provided that* if the Debtors provide written notice to any employee stating that the Debtors do not intend to exercise their authority to pay such claim, such employee shall have until 30 days from the date of service of such written notice to file a Proof of Claim; *provided further that* an employee must submit a Proof of Claim by the Interim Administrative Claims Bar Date for all other claims arising between the

Petition Date and August 31, 2020, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;

- g. Any Debtor or current, as of October 23, 2020, non-Debtor affiliates of the Debtors; or
- h. Any holder of an Administrative Expense Claim that arose on or after September 1, 2020.

#### **4. FILING CLAIMS FOR ALEXIS BITTAR GIFT CARDS OR MERCHANDISE CREDITS**

Each person or entity asserting a claim for gift cards or merchandise credits related to Alexis Bittar® brand of goods that were sold or issued prior to September 11, 2020 **MUST** file an AB Claim Form by the AB Customer Programs Bar Date.

#### **5. INSTRUCTIONS FOR FILING PROOFS OF CLAIM**

Except as otherwise set forth herein, each entity that asserts a claim against BB Canada that arose before the Canada Petition Date, or who asserts an Administrative Expense Claim against the Debtors, **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:
  - i. For claims against BB Canada, the Proof of Claim Form attached to the Supplemental Bar Date Order as **Exhibit 1** or Official Bankruptcy Form No. 410;
  - ii. For Administrative Expense Claims, the Administrative Claim Form attached to the Supplemental Bar Date Order as **Exhibit 2**;
  - iii. For claims on account of the AB Customer Programs, the AB Claim Form attached to the Supplemental Bar Date Order as **Exhibit 3**;
- b. Proofs of Claim must (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of (1) the Canada Petition Date, for claims against BB Canada (using the exchange rate, if applicable, as of the Canada Petition Date), (2) August 31, 2020, for Administrative Expense Claims; (iii) for Administrative Expense Claims, 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. Any AB Claim Form filed on account of AB Gift Cards and/or AB Customer Credits, must provide information supporting the claim, which can include the gift card identification number listed on the back of the card, if a physical card, similar identification number provided via e-mail for electronic gift cards, or, for AB Customer Credits, a copy of the receipt or other proof of a valid merchandise credit;
- d. 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;
- e. Proofs of Claim must be filed (i) electronically through the website of the Debtors' claims and noticing agent, Prime Clerk, 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 or Administrative Claim Form by hand, or mailing the original Proof of Claim form on or before the applicable Supplemental Bar Date as follows:

**If by overnight courier, hand deliver, or first class mail:**

**BBGI US, Inc.,**

Claims Processing Center  
c/o Prime Clerk LLC  
850 3<sup>rd</sup> Avenue, Suite 412  
Brooklyn, NY 11232

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

**6. CONSEQUENCES OF FAILURE TO TIMELY FILE A PROOF OF CLAIM BY THE APPLICABLE SUPPLEMENTAL BAR DATE**

**Pursuant to the Supplemental 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 Supplemental 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.**

**7. BB CANADA'S SCHEDULES, ACCESS THERETO, AND CONSEQUENCES OF AMENDMENT THEREOF**

You may be listed as the holder of a claim against BB Canada in its 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 BB Canada (as authorized by the Court) on account of your claim, the enclosed Proof of Claim Form will reflect the net amount of your claims.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in BB Canada's 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 applicable Supplemental 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 <https://www.deb.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](http://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:

**BBGI US, Inc.,**  
Claims Processing Center  
c/o Prime Clerk LLC  
850 3<sup>rd</sup> Avenue, Suite 412  
Brooklyn, NY 11232  
Toll Free: 877-930-4317  
International: 347-899-4592

In the event that BB Canada's amend or supplement its Schedules subsequent to date of entry of the Supplemental 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 days after filing such amendment or supplement, and such holders must file a Proof of Claim by **the later of (a) the Canada General Bar Date or the Canada 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.**

**8. 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  
November 16, 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	