

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re:	)	Chapter 11
	)	
CHARMING CHARLIE HOLDINGS INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 19-11534 (CSS)
	)	
Debtors.	)	(Jointly Administered)
	)	<b>Re Docket Nos. 201, 278</b>

**NOTICE OF BAR DATES FOR FILING PROOFS OF CLAIM  
AND FOR REQUESTS FOR PAYMENT OF ADMINISTRATIVE CLAIMS**

Commencing on July 11, 2019 (the “Petition Date”), the above-captioned debtors and debtors in possession (collectively, “Debtors” or the “Debtors”) filed voluntary petitions for relief 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 “Court”).

On August 22, 2019, the Court entered an order in these chapter 11 cases [Docket No. 278] (the “Bar Date Order”)<sup>2</sup> establishing certain claims bar dates in these chapter 11 cases. Under the Bar Date Order, the Court established **September 26, 2019, at 4:00 p.m. (prevailing Eastern time)** as the general claims bar date (the “General Bar Date”). Except as described below, the Bar Date Order requires all persons or entities, except governmental entities, that have or assert any claims against the Debtors arising **before** the Petition Date (each, a “Prepetition Claim”) to file proofs of claim with Prime Clerk LLC (the “Claims Agent”), the claims and noticing agent in these chapter 11 cases, so that their proofs of claim are **ACTUALLY RECEIVED** by the Claims Agent on or before 4:00 p.m. (prevailing Eastern time) on the General Bar Date.

For your convenience, enclosed with this Notice is a proof of claim form, which identifies on its face the amount, nature, and classification of your Claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in these chapter 11 cases (the “Schedules”). If the Debtors believe that you hold a Claim 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 listed in the Schedules.

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT  
YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.**

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Charming Charlie Canada LLC (0693); Charming Charlie Holdings Inc. (6139); Charming Charlie International LLC (5887); Charming Charlie LLC (0263); Charming Charlie Manhattan LLC (7408); Charming Charlie USA, Inc. (3973); and Poseidon Partners CMS, Inc. (3302). The location of the Debtors’ headquarters is: 6001 Savoy Drive, Ste. 600, Houston, Texas 77036.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bar Date Order.

## Definitions

As used in this Notice, the term “entity” (or “entities”) has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes, without limitation, all persons (including, without limitation, individuals, partnerships and corporations), estates, trusts, and governmental units.

As used in this Notice, the term “governmental unit” (or “governmental units”) has the meaning given to it in section 101(27) of the Bankruptcy Code, and includes, without limitation: the United States; states; commonwealths; districts; territories; municipalities; foreign states; or departments; agencies or instrumentalities of the United States.

As used in this Notice, the term “Claim” (or “Claims”) shall mean, 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, 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.

### **WHO MUST FILE A PROOF OF CLAIM OR ADMINISTRATIVE CLAIM REQUEST, AND THE APPLICABLE BAR DATES:**

#### **The Bar Dates**

The Bar Date Order established the following bar dates for filing proofs of claim or administrative claim requests in these chapter 11 cases (collectively, the “Bar Dates”):

- (a) **General Bar Date:** Pursuant to the Bar Date Order, the last date and time for all persons and entities (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts—but excluding governmental entities) that assert a Claim, **including, without limitation, any claims under section 503(b)(9) of the Bankruptcy Code** (each, a “503(b)(9) Claim”), secured claims, and priority claims, which arose prior to the Petition Date, to file proofs of such claim is **September 26, 2019, at 4:00 p.m. (prevailing Eastern time)**.
- (b) **Administrative Bar Date:** The last date and time for any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts—but excluding governmental units) to file with the Court a request for allowance of any claims under section 503(b) or 507(a)(2) of the Bankruptcy Code (an “Administrative Claim Request”) **arising between the Petition Date and August 31, 2019** (excluding any applicable fees and expenses of professionals) (“Administrative Claims”), including, without limitation, any claims against the Debtors relating to postpetition “stub rent” that claimants believe qualifies for administrative-expense status under section 503(b) of the Bankruptcy Code

is **September 30, 2019, at 4:00 p.m. (prevailing Eastern time)** (the “Administrative Bar Date”).

- (c) **Government Bar Date:** Pursuant to the Bar Date Order, the last date and time for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) against the Debtors is **January 7, 2020, at 4:00 p.m. (prevailing Eastern time)** (the “Government Bar Date”).
- (d) **Amended Schedules Bar Date:** If the Debtors amend or supplement their Schedules subsequent to the service of this Notice, then the Debtors will give notice of any such amendment or supplement to the holders of Claims affected thereby, and such holders shall be afforded the **later of (i) the General Bar Date or, with respect to governmental units, the Government Bar Date, and (y) 4:00 p.m. (prevailing Eastern time) on the date that is 28 days after the Debtors provide notice to the holder of the amended claim** (the “Amended Schedules Bar Date”).
- (e) **Rejection Bar Date:** The last date and time for any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) whose Claim arises out of the Court-approved rejection of an executory contract or unexpired lease in accordance with section 365 of the Bankruptcy Code (each, a “Rejection Damage Claim”) to file a Proof of Claim is the **later of (i) the General Bar Date and (ii) 4:00 p.m. (prevailing Eastern time) on the date that is 28 days (a) after entry of an order approving the rejection of the executory contract or unexpired lease to which the person or entity asserting the Rejection Damage Claim is a party or (b) after the Debtors have filed a notice of rejection, pursuant to the *Order Authorizing and Approving Procedures to Reject Executory Contracts and Unexpired Leases* [Docket No. 251], regarding the executory contract or unexpired lease to which the person or entity asserting the Rejection Damage Claim is a party** (the “Rejection Bar Date”).
- (f) **Supplemental Notice Bar Date:** The Debtors may provide supplemental mailings of the Bar Date Notice or full Bar Date Package (each, as applicable, a “Supplemental Notice”) at any time in advance of the applicable Bar Date, as may be necessary in situations, including, without limitation, (i) notices that are returned by the post office with forwarding addresses, (ii) certain parties acting on behalf of parties in interest that decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (iii) additional potential claimants that subsequently become known to the Debtors as the result of the Bar Date noticing process or otherwise. Each recipient of a Supplemental Notice shall be afforded the **later of (i) the General Bar Date, with respect to Prepetition Claims, the Administrative Bar Date, with respect to Administrative Claims, and the Rejection Bar Date,**

**with respect to Rejection Damage Claims, and (ii) 4:00 p.m. (prevailing Eastern time) on the date that is 28 days from the date on which such notice is given, to file Proofs of Claim with respect to their Claims (the “Supplemental Notice Bar Date,” and collectively with the General Bar Date, the Government Bar Date, the Amended Schedules Bar Date, and the Rejection Bar Date, the “Bar Dates”).**

**Persons and Entities That Must File Proofs of Claim or Administrative Claim Requests by the Applicable Bar Date:**

Each of the following persons or entities that fails to file a Proof of Claim or Administrative Claim Request by the applicable Bar Date with respect to a Claim shall not be treated as a creditor with respect to such Claim for the purposes of any distribution in these chapter 11 cases:

- (a) any person or entity whose Claim against the Debtors is not listed in the Schedules or whose claim is listed in the Schedules but is listed therein as disputed, contingent, or unliquidated and that desires to participate in these chapter 11 cases or share in any distribution in these chapter 11 cases;
- (b) any person or entity that believes that its Claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its Claim allowed in a classification or amount other than that identified in the Schedules;
- (c) any person or entity that believes that its Claim 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 that identified in the Schedules;
- (d) any entity that believes that its Claim against a Debtor is or may be an administrative expense that arose between the Petition Date and August 31, 2019 (excluding any applicable Professional Fee Claims); and
- (e) any entity that believes that its Claim is or may be an administrative expense entitled to priority under section 503(b)(9) of the Bankruptcy Code.

**Persons and Entities Not Required to File Proofs of Claim or Administrative Claim Requests by the Applicable Bar Date:**

The Bar Date Order further provides that the following persons and entities need not file proofs of claim on or before the applicable Bar Date:

- (a) any person or entity whose Claim is listed on the Schedules and (i) whose Claim is not described thereon as “disputed,” “contingent,” or “unliquidated”; (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules; and (iii) who does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed on the Schedules;

- (b) any person or entity whose Claim has been paid in full by the Debtors in accordance with an order of this Court;
- (c) professionals retained by the Debtors or the Committee pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court's approval pursuant to sections 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- (d) any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- (e) any person or entity that holds an interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; *provided, however*, that interest holders that wish to assert Claims (as opposed to ownership interests) against the Debtors that arise out of or relate to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies;
- (f) any person or entity that holds a Claim that has been allowed by an order of the Court entered on or before the applicable Bar Date;
- (g) any Debtor having a Claim against another Debtor;
- (h) any non-Debtor subsidiary or affiliate having a Claim against a Debtor;
- (i) any entity whose Claim is solely against any of the Debtors' non-Debtor affiliates;
- (j) a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such Claim in the ordinary course of business as a wage, commission, or benefit; *provided* that a current employee must submit a Proof of Claim by the General Bar Date for all other claims arising before the Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- (k) any current officer, director, or employee for Claims based on indemnification, contribution, or reimbursement;
- (l) any holder of a Claim for which a separate deadline for filing a Proof of Claim or Administrative Claim Request, as applicable, is fixed by an order of the Court;
- (m) any holder of a Prepetition Claim or Rejection Damage Claim who has already properly filed a Proof of Prepetition Claim with the Claims Agent

or the Clerk of the Court on account of such Prepetition Claim or Rejection Damage Claim, utilizing a form that substantially conforms to the Proof of Claim Form or Official Form 410; and

- (n) in accordance with 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 Lenders, (V) Modifying Automatic Stay, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 86] (the “Interim DIP Order”), the DIP Agents, DIP Lenders, and Prepetition Secured Parties (each as defined in the Interim DIP Order), with respect to any claim allowed pursuant to the Interim DIP Order, are each exempted from submitting Proofs of Claim and Administrative Claim Requests; *provided* that the Court enter a final order approving such relief requested before the applicable Bar Date.

**Please take notice that any claimant exempted from filing a Proof of Claim or Administrative Claim Request pursuant to the preceding paragraph must still properly and timely file a Proof of Claim or Administrative Claim Request, as applicable, for any other Claim that does not fall within the exemptions provided by the preceding paragraph.**

**CONSEQUENCES OF FAILURE TO FILE TIMELY  
PROOF OF CLAIM OR ADMINISTRATIVE CLAIM REQUEST:**

**Any person, entity, or governmental unit not excepted from filing a Proof of Claim or Administrative Claim Request pursuant to the Bar Date Order, that fails to do so by the applicable Bar Date and in the form and manner provided for in the Bar Date Order may not be permitted to participate in any distribution in these chapter 11 cases on account of such Claim or receive further notices regarding such Claim.**

**If it is unclear from the Schedules whether your Claim is disputed, contingent, or unliquidated or is otherwise properly listed and classified, you must file a Proof of Claim on or before the applicable Bar Date. Any person, entity, or governmental unit that relies on the information in the Schedules bears full and absolute responsibility for determining that its Claim is accurately listed therein.**

**RESERVATION OF RIGHTS**

The Debtors reserve the right to dispute, or to assert offsets or defenses to, any Claim reflected in the Schedules or to object to any Claim, Proof of Claim, or Administrative Claim Request filed in these chapter 11 cases, as to amount, liability, characterization or otherwise, and to subsequently designate any claim as disputed, contingent, or unliquidated on the Schedules or otherwise. Nothing contained in this Notice shall preclude the Debtors from objecting to any Claim, whether scheduled or filed or unfiled, on any grounds.

## **PROCEDURES FOR FILING PROOFS OF CLAIM**

Except as otherwise provided herein, Proofs of Claim must be filed so as to be actually received no later than 4:00 p.m. (prevailing Eastern time) on the applicable Bar Date, at the following address:

Charming Charlie Holdings, Inc. Claims Processing Center  
c/o Prime Clerk LLC  
850 Third Avenue, Suite 412  
Brooklyn, NY 11232

Alternatively, claimants may submit a Proof of Claim electronically, on or before the applicable Bar Date, through the electronic Claims filing system available at <https://cases.primeclerk.com/charmingcharlie/EPOC-Index>.

A Proof of Claim will be deemed timely only if the original Proof of Claim is mailed or delivered by hand, courier or overnight service, or filed electronically through the electronic claims-filing system described above so as to be **actually received** by the Claims Agent on or before the applicable Bar Date. Proofs of Claim may not be sent by facsimile, telecopy, or electronic mail. A claimant who wishes to receive acknowledgement of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the Claims Agent along with the original Proof of Claim.

If you file a Proof of Claim, your Proof of Claim must: (a) be written in the English language; (b) be denominated in lawful currency of the United States as of the Petition Date; (c) conform substantially to the enclosed proof of claim form or Official Bankruptcy Form 410 (“Official Form 410”);<sup>3</sup> (d) set forth with specificity the legal and factual basis for the alleged Claim; (e) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available; and (f) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. Proofs of Claim shall specify by name and case number the Debtor against which the claim is filed. If you are asserting a claim against more than one Debtor or have claims against multiple Debtors, you must file a separate Proof of Claim for each Debtor. If a Proof of Claim fails to indicate the Debtor against which the Claim is filed, Charming Charlie Holdings, Inc. shall be designated as such Debtor by default.

### **ADDITIONAL INFORMATION**

You may be listed as the holder of a Claim against the Debtors in the Schedules. If you hold or assert a Claim that is not listed in the Schedules, or if you disagree with the amount, characterization or priority of your claim as listed in the Schedules, or your Claim is listed in the Schedules as “contingent,” “unliquidated,” or “disputed,” or you dispute that the Claim is an obligation of the specific debtor entity against which the Claim is listed in the Schedules, you will be forever barred from asserting such Claim if you do not file a Proof of Claim or, if applicable, a

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<sup>3</sup> Official Form 410 can be found at [www.uscourts.gov/forms/bankruptcy-forms](http://www.uscourts.gov/forms/bankruptcy-forms), the Official Website for the United States Bankruptcy Courts.

Administrative Claim Request. Copies of the Schedules and the Bar Date Order may be viewed on the internet for a fee at the Court's website (<http://www.deb.uscourts.gov/>) by following directions for accessing the Court's electronic filing system on such website, or free of charge on the Claims Agent's website for these chapter 11 cases (<https://cases.primeclerk.com/charmingcharlie/Home-DocketInfo>).

Questions concerning the contents of this Notice and requests for additional Proof of Claim Forms should be directed to the Claims Agent by submitting an inquiry at <https://cases.primeclerk.com/charmingcharlie/Home-SubmitInquiry> or by phone at (877) 473-6628. Please note that the Claims Agent's staff is not permitted to give legal advice. You should consult with your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of Claim or Administrative Claim Request.

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Dated: August 27, 2019  
Wilmington, Delaware

*/s/ Domenic E. Pacitti*

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