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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

RTW RETAILWINDS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 20-18445 (JKS)

(Jointly Administered)

**NOTICE OF DATES BY WHICH PARTIES MUST FILE PROOFS OF CLAIM AND
PROCEDURES FOR FILING PROOFS OF CLAIM AGAINST THE DEBTORS**

PLEASE TAKE NOTICE THAT the above-captioned debtors and debtors-in-possession (the “Debtors”) each 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 New Jersey (the “Court”) on July 13, 2020 (the “Petition Date”).

PLEASE TAKE FURTHER NOTICE THAT on August 27, 2020 the Debtors filed the *Debtors Motion for Entry of an Order Establishing Bar Dates for Filing Proofs of Claim, Approving the Form and Manner for Filing Proofs of Claim and Approving Notice Thereof*

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s federal tax identification number, as applicable, are as follows: RTW Retailwinds, Inc. (1445); Lerner New York Holding, Inc. (2460); Lernco, Inc. (4787); Lerner New York, Inc. (2137); New York & Company, Inc. (4569); Lerner New York GC, LLC (6095); Lerner New York Outlet, LLC (6617); New York & Company Stores, Inc. (6483); FTF GC, LLC (7341); Lerner New York FTF, LLC (6279); Fashion to Figure, LLC (6997); FTF IP Company, Inc. (6936). The Debtors’ principal place of business is 330 W. 34th St., 9th Floor, New York, New York 10001.

[Docket No. 266] (the “Bar Date Motion”). On September 29, 2020, the Court entered an order approving the Bar Date Motion [Docket No. 380] (the “Bar Date Order”) and establishing certain dates (collectively, the “Bar Dates” and individually, a “Bar Date”) by which parties holding claims against the Debtors must file claims. Each date is expressly set forth below.

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY BE HOLDING A CLAIM AGAINST THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

Background to the Debtors’ Chapter 11 Cases

1. **General Information about the Debtors’ Cases.** No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases.

2. **Access to Claim Forms and Additional Information.** Proofs of claim are to be filed using Official Form 410 (the “Claim Form”) or in a form that is substantially similar. If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Motion, the Bar Date Order (which contains a more detailed description of the requirements for filing proofs of claim), a General Claim Form, or related documents (and/or any other pleadings filed in the Debtors’ Chapter 11 Cases) you may do so by contacting the Debtors’ court-appointed claims and noticing agent Prime Clerk, LLC (the “Claims Agent” or “Prime Clerk”) in writing, at RTW Retailwinds, Inc. Claims Processing Center, c/o Prime Clerk LLC, 850 3rd Avenue, Suite 412, Brooklyn, NY 11232 or by visiting the Debtors’ case website at <https://cases.primeclerk.com/rtwretailwinds>. If you have any questions concerning the filing or processing of claims, you may contact the Claims Agent at 1-877-455-3240 (Toll Free Domestic) and +1 347-817-4075 (International) or via electronic mail at rtwretailwindsinfo@primeclerk.com.

Schedules of Assets and Liabilities

The Debtors filed their statement of financial affairs and schedules of assets and liabilities with the Court on August 12, 2020 (as amended or modified and together as, the “Schedules and Statements”). The Debtors’ Schedules and Statements and the Bar Date Order are also available, free of charge, at <https://cases.primeclerk.com/rtwretailwinds>.

Bar Dates Approved by the Court

The Court has established the following Bar Dates as those dates by which parties holding Claims against the Debtors must file proofs of claim so that they are actually received by the Claims Agent:

- A General Bar Date:** 4:00 p.m. prevailing Eastern Time on November 6, 2020 (the “General Bar Date”) is the deadline for all persons and entities, other than governmental units (as that term is defined in 11

U.S.C. § 101(27)), holding a claim against the Debtors arising (or deemed to arise) before the Petition Date, including any claim arising under section 503(b)(9) of the Bankruptcy Code for the value of goods received by the Debtors within twenty (20) days before the Petition Date (each, a “General Claim”);

B Amended Schedules Bar Date:

In the event any of the Debtors amend their Schedules, the holders of claims subject to such amendment shall be required to file a claim or amend any previously filed claim by the Amended Schedules Bar Date (defined below) if such claimant believes its claim is improperly classified in the amended Schedules or is listed in an incorrect amount, or is listed in the amended Schedules of the wrong Debtor, and such claimant desires to assert such claim in a different classification and/or different amount and/or against a different or additional Debtor or Debtors. To the extent applicable, the claimant must file its claim on or before the later of (i) the General Bar Date and (ii) twenty-one (21) days from the date on which the Debtors serve notice of an amendment to their Schedules on such claimant (such date, the “Amended Schedules Bar Date”);

C Governmental Bar Date:

January 11, 2021 at 4:00 p.m. prevailing Eastern Time (the “Governmental Bar Date”) is the deadline for governmental units holding a claim against the Debtors arising (or deemed to arise) before the Petition Date;

D Rejection Bar Date:

For claims relating to the rejection of a contract or lease, the later of (i) the General Bar Date, and (ii) the date set forth in an order authorizing the Debtors to reject such contract or lease pursuant to section 365 of the Bankruptcy Code (including any order confirming a plan in the Debtors’ Chapter 11 Cases); or, if no specific date is set forth, thirty (30) days from the date the rejection order is entered or notice is served on the affected claimant pursuant to the Rejection Procedures

Order,² if applicable (the “Rejection Bar Date”). For the avoidance of doubt, the deadlines applicable to claims arising from the rejection of unexpired leases as of the Petition Date shall also apply to any claims under such unexpired leases as of the Petition Date, such that parties holding such claims shall not be required to file Proofs of Claim with respect to prepetition amounts unless and until such unexpired lease has been rejected; and

E Supplemental Bar Date:

With respect to (a) holders of claims to which a supplemental mailing (“Supplemental Notice”) of the Bar Date Notice is appropriate but which cannot be accomplished in time to provide at least twenty-one (21) days’ notice of the applicable Bar Date and (b) other holders of claims that become known to the Debtors after the original date on which the Bar Date Notice is served, the deadline shall be twenty-one (21) days after the party is served a Supplemental Notice (the “Supplemental Bar Date”).

Parties Required to File Proofs of Claim

1. **Definition of Claim.** Under Bankruptcy Code section 101(5) and as used herein, 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.
2. **Parties Who Must File Claims.** Except as otherwise set forth herein, the General Bar Date applies to all Persons and Entities holding General Claims against the Debtors, including the following:
 - (a) any Person or Entity whose claim against a Debtor is not listed in the applicable Debtor’s Schedules, or is listed as “contingent,” “unliquidated,” or “disputed,” if such Person or Entity desires to share in any distribution in any of these Chapter 11 Cases;

² “Rejection Procedures Order” means the *Order Authorizing and Approving Procedures for Rejection of Executory Contracts and Unexpired Leases* [Docket No. 54].

- (b) any Person or Entity who believes that their claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have their claim allowed in a different classification or amount other than that identified in the Schedules;
- (c) any Person or Entity that believes that their prepetition claim(s) 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; and
- (d) any Person or Entity that believes that its claim against a Debtor is or may be entitled to administrative expense priority pursuant to Bankruptcy Code section 503(b)(9).

3. 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 holders of General Claims 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 Persons or Entities whose claims otherwise would be subject to the General Bar Date or Governmental Bar Date need not file a claim:

- (a) any Person or Entity that already has filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court or with the Debtors' claims and noticing agent, Prime Clerk, LLC ("Prime Clerk" or the "Claims Agent") in a form substantially similar to Official Form 410;
- (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 their 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 or otherwise paid in full by the Debtors or any other party;
- (e) a current employee of the Debtors, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business as a wage or benefit; provided, however, that a current or former employee must submit a proof of claim by the General Bar Date for all other claims, including without limitation, claims for deferred compensation, wrongful termination, discrimination, harassment, hostile work environment, retaliation, claims covered by the Debtors' workers' compensation insurance, or any other litigation or pre-litigation claim;

- (f) any Debtor having a claim against any other Debtor;
- (g) any Person or Entity whose claim is based on an equity interest in any of the Debtors;
- (h) any Person or Entity holding a claim for which a separate deadline is fixed by this Court;
- (i) claims of 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 Bankruptcy Code sections 328, 330, 331, 363 and 503(b) or 28 U.S.C. § 156(c) (collectively, the "Professional Claims");
- (j) expenses of members of the Committee to the extent such claims are related to their service on the Committee;
- (k) the pre-petition secured lenders with respect to any claims such lender may have including any claims for Adequate Protection (as defined in the Cash Collateral Order); and
- (l) any Person or Entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930; including, for the avoidance of doubt, any Administrative Claims asserted by the U.S. Trustee for statutory fees required to be paid by the Debtors.

Instructions for Filing Proofs of Claim

1. **Contents of Proofs of Claim.** Each General Claim Form must (i) be written in English; (ii) include a claim amount denominated in United States dollars; (iii) conform substantially with the General Claim Form; (iv) identify the Debtor against which the claim is being asserted; and (v) be signed by the holder of the claim or by an authorized agent or legal representative of the holder of the claim. Each original claim form must be submitted prior to the applicable Bar Date (photocopies, telecopies or facsimiles will not be accepted).

Claim Forms that the Debtors are serving on known creditors will each contain the name of the Debtor and case number at the top of the first page. If the claimant is not using the General Claim Form supplied by the Debtors, the creditor must provide the name of the Debtor(s) and the corresponding case number.

2. **Supporting Documentation.** Each claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d) (or, upon prior written consent of the Debtors' counsel, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided, however, that, upon the request for additional documentation, any such creditor that received such request shall be required to transmit such written documentation no later than five (5) business days following the date of such request.

- 3. Timely Service.** Each Claim Form, including supporting documentation, must be submitted: (i) on or before the applicable Bar Date, by completing the applicable form, copies of which can be accessed at the Claims Agent's website <https://cases.primeclerk.com/rtwretailwinds> and following the directions given therein; or (ii) by United States mail or other hand delivery system, so as to be actually received by the Claims Agent on or before the applicable Bar Date at the following address:

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

EXCEPT AS EXPRESSLY PERMITTED ABOVE, A CLAIM FORM OTHERWISE SUBMITTED BY FACSIMILE, TELECOPY, ELECTRONIC MAIL OR OTHER FORM OF ELECTRONIC SUBMISSION WILL NOT BE ACCEPTED.

- 4. Receipt of Service.** Holders of claims wishing to receive acknowledgment that their proofs of claim were received by the Claims Agent must submit (i) a copy of the proof of claim and (ii) a self-addressed, stamped envelope.

Consequences of Failing to Timely File Your 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 **YOU SHALL, EXCEPT AS OTHERWISE AUTHORIZED BY ORDER OF THE COURT, BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM: (A) ASSERTING SUCH CLAIM AGAINST THE DEBTORS (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO) AND, MOREOVER, THE DEBTORS SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO OR ARISING FROM SUCH CLAIM, (B) SHALL BE PROHIBITED FROM VOTING TO ACCEPT OR REJECT ANY CHAPTER 11 PLAN FILED IN THESE CHAPTER 11 CASES AND (C) PARTICIPATING IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM.**

Amendments to the Debtors' Schedules

- 1. Amendments to Schedules.** In the event the Debtors amend their Schedules and Statements after the date of this notice, the Debtors will provide holders of claims that are affected by the amendment notice of the amendment, and such parties will be given an opportunity to file proofs of claim or amend any previously filed claim before a new deadline that will be specified in that future notice.
- 2. Amended Schedules Bar Date.** The Court has approved the later of (i) the General Bar Date or (ii) twenty-one (21) days from the date on which the Debtors provided notice of the amendment to the Schedules and Statements (or another time period as may be fixed

by the Court) as the date by which holders of claims affected by the amendment must file proofs of claim with respect to such claim.

Parties to the Debtors' Leases and Executory Contracts

- Rejection of Leases and Contracts.** The Bankruptcy Code provides that the Debtors may, at any time before a plan is confirmed by the Court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection.
- Proofs of Claim Relating to Rejection Damages.** The deadline to file a proof of claim for damages relating to the rejection of a contract or lease that has already been rejected as of the date hereof is the General Bar Date. If the Debtors reject a contract or lease subsequent to the date hereof, the deadline to file a proof of claim shall be the later of (i) the General Bar Date, and (ii) the date set forth in an order authorizing the Debtors to reject such contract or lease pursuant to Bankruptcy Code section 365 (including any order confirming a plan in the Debtors' Chapter 11 Cases); or, if no specific date is set forth, thirty (30) days from the date of the rejection order is entered or notice is served on the affected claimant pursuant to the Rejection Procedures Order,³ if applicable.

Reservation of Rights

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

If you have any questions relating to this Notice, contact the Claims Agent at 1-877-455-3240 (Toll Free Domestic) and +1 347-817-4075 (International) or via electronic mail at rtwretailwindsinfo@primeclerk.com.

³ Rejection Procedures Order" means the *Order Authorizing and Approving Procedures for Rejection of Executory Contracts and Unexpired Leases* [Docket No. 54].

**NEITHER THE ATTORNEYS FOR THE DEBTORS NOR THE CLAIMS AGENT IS
AUTHORIZED TO PROVIDE YOU WITH LEGAL ADVICE.**

DATED: September 29, 2020

Respectfully submitted,

By: /s/ Ryan T. Jareck

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