

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re: : **Chapter 11**
: :
SMARTOURS, LLC, et al, : **Case No. 20-12625 (KBO)**
: :
: **Jointly Administered**
Debtors.¹ :
-----X **Re: Docket No. 58**

**ORDER (A) ESTABLISHING BAR DATES FOR FILING PROOFS OF CLAIM,
(B) APPROVING THE FORM AND MANNER OF NOTICE THEREOF, AND
(C) AUTHORIZING PAYMENT OF RELATED PUBLICATION EXPENSES**

Upon the motion (the “Motion”)² of smarTours, LLC (“smarTours” or the “Company”) and SPST Holdings, LLC (“Holdings” together with smarTours, the “Debtors”), for entry of an order (this “Order”) pursuant to Bankruptcy Code sections 105(a), 501, 502, 503(b)(9) and 1111(a) of Title 11 of the United States Code, Bankruptcy Rules 2002(a)(7), 3003(c)(3) and 5005(a), and Local Rule 2002-1(e), establishing Bar Dates and related procedures by which creditors must file their Proofs of Claim, all as further described in the Motion; and this Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and this Court having found that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that notice of the Motion has been given as set forth in the Motion and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: smarTours, LLC (6681); and SPST Holdings, LLC (9027).

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

that such notice is adequate and no other or further notice need be given; and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Bar Date Notice attached as **Exhibit 1** is approved.
3. The customized form of proof of claim attached as **Exhibit 2** is approved (the “**Custom Proof of Claim Form**”). Parties may file a proof of claim (“**Proof of Claim**”) using the Custom Proof of Claim Form or Official Form 410, on or before the applicable Bar Date set forth herein.
4. The Debtors shall provide all known creditors listed in the Debtors’ Schedules with a Custom Proof of Claim Form, which will set forth: (a) the identity of the Debtor against which the creditor’s claim is scheduled; (b) the amount of the scheduled claim, if any; (c) whether the claim is listed as contingent, unliquidated, or disputed; and (d) whether the claim is listed as secured, unsecured priority, or unsecured non-priority. Each creditor shall have an opportunity to inspect the Custom Proof of Claim Form provided by the Debtors and correct any information that is missing, incorrect, or incomplete. Additionally, any creditor may choose to submit a Proof of Claim on a different form as long as it is substantially similar to Official Form 410.
5. The Publication Notice attached to this Order as **Exhibit 3** is approved.
6. The following Bar Dates are hereby established in these chapter 11 cases:
 - a. except as otherwise provided herein, the date to be designated by the Debtors in a Bar Date Notice to be filed with the Court, which date shall

be no earlier than the first business day that is twenty-five (25) days after the Service Date (as defined below), at 5:00 p.m. (prevailing Eastern Time) (the “General Bar Date”) as the deadline for all persons and entities (excluding governmental units) holding a claim (as defined in section 101(5) of the Bankruptcy Code), including secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code (“Section 503(b)(9) Claims”), against the Debtors that arose or is deemed to have arisen prior to the Petition Date, to file a Proof of Claim in the chapter 11 cases;

- b. April 20, 2021 at 5:00 p.m. (prevailing Eastern Time) (the “Governmental Bar Date”), as the deadline for each governmental unit (as defined in section 101(27) of the Bankruptcy Code) holding a claim against the Debtors to file a Proof of Claim in the chapter 11 cases;
- c. if the Debtors file an amendment (an “Amendment”) to any of their schedules of assets and liabilities (collectively, the “Schedules”) after the Service Date, and such Amendment (a) reduces the undisputed, noncontingent, and liquidated amount of a claimant’s claim; (b) changes the nature or characterization of a claimant’s claim; or (c) adds a new claim to the Schedules, such claimant must file a Proof of Claim with respect to such amended claim by the later of (i) the General Bar Date and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days after service of a notice on such affected claimant of the Amendment (the “Amended Schedule Bar Date”), provided, however, that any claimant who files a Proof of Claim prior to the date of the Amendment is not required to file a subsequent Proof of Claim by the Amended Schedule Bar Date on account of such Amendment; and
- d. except as otherwise set forth in any order authorizing rejection of an executory contract or unexpired lease, the later of (i) the General Bar Date and (ii) twenty-one (21) days after the date of service of an order (including an order confirming a chapter 11 plan) authorizing the rejection of an executory contract or unexpired lease (the “Rejection Bar Date”), as the deadline to file a Proof of Claim relating to the Debtors’ rejection of such executory contract or unexpired lease.

7. Pursuant to Bankruptcy Rule 3003(c)(2), any creditor (as defined in section 101(10) of the Bankruptcy Code) or equity security holder (as defined in section 101(17) of the Bankruptcy Code) who asserts a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date and does not

fall under any of the categories set forth in paragraph 10 of this Order, must file a Proof of Claim on or prior to the applicable Bar Date as provided in this Order.

8. Proofs of Claim will be deemed timely filed only if actually received by Prime Clerk LLC (“Prime Clerk”), the Debtors’ claims and noticing agent, on or before the applicable Bar Date either by (i) mailing the original Proof of Claim by regular mail to smarTours, LLC Claims Processing Center c/o Prime Clerk LLC, 850 3rd Avenue, Suite 412, Brooklyn, NY 11232, (ii) delivering such original Proof of Claim by overnight mail, courier service, hand delivery, or in person to the address set forth in the preceding clause, or (iii) completing the electronic Proof of Claim form (an “Electronic Proof of Claim”) available online at <https://cases.primeclerk.com/smartours/EPOC-Index>.

9. Proofs of Claim sent to Prime Clerk by facsimile, telecopy, or electronic mail will not be accepted and will not be considered properly or timely filed for any purpose in these chapter 11 cases.

10. Notwithstanding paragraph 6 above, holders of the following claims are not required to file a Proof of Claim on or before the applicable Bar Date solely with respect to such claim:

- a. a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or Prime Clerk in a form substantially similar to Official Bankruptcy Form No. 410;
- b. a claim that is listed on the Debtors’ Schedules if and only if (i) such claim is not scheduled as “disputed,” “contingent,” or “unliquidated”, (ii) the holder of such claim agrees with the amount, nature and priority of the claim as set forth in the Schedules, and (iii) the holder of such claim does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;

- c. an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than Section 503(b)(9) Claims);
- d. a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;
- e. a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;
- f. a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date;
- g. a claim against any Debtor held by another Debtor or non-Debtor subsidiary or affiliate;
- h. an administrative expense claim asserted by a professional retained by the Debtors or the Committee pursuant to an order of this Court for fees and expenses subject to the Court's approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code; and
- i. any fees payable to the U.S. Trustee or the Court under 28 U.S.C. § 1930;

11. Any claimant exempted from filing a Proof of Claim pursuant to paragraph 10 above must still properly and timely file a Proof of Claim for any other claim that does not fall within the exemptions provided by paragraph 10 above.

12. Any person or entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants, or stock options) or other ownership interest in the Debtors (an "Interest Holder") is not required to file a proof of interest on or before the applicable Bar Date; provided, however, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The

Debtors reserve the right to seek relief at a later date establishing a deadline for Interest Holders to file proofs of interest.

13. A Proof of Claim must satisfy all of the following requirements to be considered properly and timely filed in these chapter 11 cases: (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury; (ii) be written in the English language; (iii) be denominated in lawful currency of the United States; (iv) conform substantially to the Custom Proof of Claim Form or Official Form 410; (v) specify the Debtor against which the Proof of Claim is filed as well as the bankruptcy case number corresponding to such Debtor; (vi) set forth with specificity the legal and factual basis for the alleged claim; and (vii) include supporting documentation or an explanation as to why such documentation is not available.

14. Claimants filing Proofs of Claim on account of Section 503(b)(9) Claims shall attach to the Proof of Claim a supplemental statement setting forth with specificity: (i) the date of shipment of the goods the claimant contends the Debtors received in the twenty (20) days before the Petition Date; (ii) the date, place, and method (including carrier name) of delivery of the goods the claimant contends the Debtors received in the twenty (20) days before the Petition Date; (iii) the value of the goods the claimant contends the Debtors received in the twenty (20) days before the Petition Date; and (iv) whether the claimant timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code, including any documentation identifying such demand.

15. Properly filing an original, written Proof of Claim that substantially conforms to the Custom Proof of Claim Form or Official Form 410 shall be deemed to satisfy the procedural requirements for the assertion of Section 503(b)(9) Claims; *provided, however*, that all other

administrative claims under section 503(b) of the Bankruptcy Code must be made by separate requests for payment in accordance with section 503(a) of the Bankruptcy Code and will not be deemed proper if made by Proof of Claim.

16. Any person or entity asserting a Proof of Claim against more than one Debtor shall file a separate Proof of Claim with respect to each such Debtor and identify on each Proof of Claim the particular Debtor against which their claim is asserted. If more than one Debtor is listed on any particular Proof of Claim form, such claim shall be deemed to have been filed only against the first listed Debtor. Any claim filed under the chapter 11 case of “smarTours, LLC” or otherwise without identifying a Debtor shall be deemed as filed only against Debtor smarTours, LLC.

17. The Debtors shall serve the Bar Date Notice, together with a copy of the Custom Proof of Claim form or Official Form 410, by first class United States mail, postage prepaid (or equivalent service), on the following parties:

- a. all known holders of potential claims and their counsel (if known), including all persons and entities listed in the Schedules at the addresses set forth therein as potentially holding claims;
- b. all parties that have requested notice of the proceedings in these chapter 11 cases pursuant to Bankruptcy Rule 2002 as of the date of entry of the Bar Date Order;
- c. all parties that have filed Proofs of Claim in these chapter 11 cases as of the date of the entry of the Bar Date Order;
- d. all known holders of equity securities in the Debtors as of the date of the entry of the Bar Date Order;
- e. all known parties to executory contracts and unexpired leases with the Debtors as of the Petition Date;
- f. all known parties to litigation with the Debtors as of the date of the entry of the Bar Date Order;

- g. the District Director of the Internal Revenue Service for the District of Delaware;
- h. all known taxing authorities for the jurisdictions in which the Debtors maintain or conduct business;
- i. the Securities and Exchange Commission;
- j. the United States Attorney for the District of Delaware;
- k. the U.S Trustee for the District of Delaware;
- l. all other entities listed on the Debtors' matrix of creditors; and
- m. counsel (if known) to any of the foregoing.

18. In accordance with Bankruptcy Rule 2002(a)(7), service of the Bar Date Notice and Custom Proof of Claim Form or Official Form 410 in the manner set forth in this Order is and shall be deemed to be good, adequate, and sufficient notice of the General Bar Date and the Governmental Bar Date to known claimants.

19. After the initial mailing of the Bar Date Packages, the Debtors may, in their discretion, make supplemental mailings of notices or packages, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known after the initial mailing of the Bar Date Package. In this regard, the Debtors may make supplemental mailings of the Bar Date Package in these and similar circumstances at any time up to 21 days in advance of the Bar Date, with any such mailings being deemed timely and the Bar Date being applicable to the recipient creditors.

20. Pursuant to Bankruptcy Rule 2002(1), the Debtors shall cause the Publication Notice to be published once in the National Edition of *USA Today*, and such other local

newspapers, trade journals or similar publications, if any, as the Debtors deem appropriate, at least twenty-one (21) days prior to the General Bar Date. Such form and manner of publication notice is hereby approved and authorized and is and shall be deemed to be good and sufficient notice of the Bar Dates to all unknown creditors.

21. Pursuant to Bankruptcy Rule 3003(c)(2), and except as otherwise ordered by the Court, any entity that is required to file a Proof of Claim in these chapter 11 cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order with respect to a particular claim against the Debtors, but that fails to do so properly by the applicable Bar Date, shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution.

22. Notice of the Bar Dates as set forth in this order and in the manner set forth herein (including, but not limited to, the Bar Date Notice, the Publication Notice, and any supplemental notices that the Debtors may send from time to time) constitutes adequate and sufficient notice of each of the Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

23. The Debtors and Prime Clerk are authorized to take all actions necessary to effectuate the relief granted in this Order.

24. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Dated: November 4th, 2020
Wilmington, Delaware

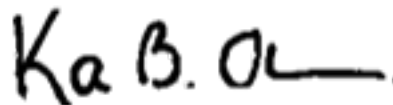

KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

BAR DATE NOTICE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
In re: : **Chapter 11**
: :
SMARTOURS, LLC, et al, : **Case No. 20-12625 (KBO)**
: :
Debtors.¹ : **Jointly Administered**
: :
-----X

**NOTICE OF DEADLINE FOR THE FILING OF PROOFS OF CLAIM, INCLUDING
FOR CLAIMS ASSERTED UNDER SECTION 503(b)(9) OF THE BANKRUPTCY
CODE (GENERAL BAR DATE IS [DATE], 2020, AT 5:00 P.M. (ET))**

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

| Debtor | Case No. |
|--------------------|----------|
| smarTours, LLC | 20-12625 |
| SPST Holdings, LLC | 20-12626 |

NOTICE TO CUSTOMERS

Customers will receive a customized proof of claim form indicating the amount and nature of such Customer’s claim against the applicable Debtor. If you agree with the amount and nature of your claim, you do not need to file a proof of claim as the Debtors have already Allowed your claim in the amount indicated on the customized proof of claim form.

ANY PARTY RECEIVING THIS NOTICE SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

Please take notice that on October 19, 2020 (the “Petition Date”), smarTours, LLC (“smarTours” or the “Company”) and SPST Holdings, LLC (“Holdings” together with smarTours, the “Debtors”), filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the “Court”).

Please take further notice that on _____, 2020, the Court entered the *Order (A) Establishing Bar Dates For Filing Proofs Of Claim, (B) Approving The Form And Manner Of*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: smarTours, LLC (6681); and SPST Holdings, LLC (9027).

Notice Thereof, and (C) Authorizing Payment Of Related Publication Expenses (the “Bar Date Order”)² establishing the below deadlines (collectively, the “Bar Dates”):

- a. except as otherwise provided in herein, _____, 2020 at 5:00 p.m. (prevailing Eastern Time) (the “General Bar Date”) as the deadline for all persons and entities (excluding governmental units) holding a claim (as defined in section 101(5) of the Bankruptcy Code), including secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code (“Section 503(b)(9) Claims”),³ against the Debtors that arose or is deemed to have arisen prior to the Petition Date, to file a Proof of Claim in the chapter 11 cases;
- b. April 20, 2021 at 5:00 p.m. (prevailing Eastern Time) (the “Governmental Bar Date”), as the deadline for each governmental unit (as defined in section 101(27) of the Bankruptcy Code) holding a claim against the Debtors to file a Proof of Claim in the chapter 11 cases;
- c. if the Debtors file an amendment (an “Amendment”) to any of their schedules of assets and liabilities (collectively, the “Schedules”) after the Service Date, and such Amendment (a) reduces the undisputed, noncontingent, and liquidated amount of a claimant’s claim; (b) changes the nature or characterization of a claimant’s claim; or (c) adds a new claim to the Schedules, such claimant must file a Proof of Claim with respect to such amended claim by the later of (i) the General Bar Date and (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is twenty-one (21) days after service of a notice on such affected claimant of the Amendment (the “Amended Schedule Bar Date”); provided, however, that any claimant who files a Proof of Claim prior to the date of the Amendment is not required to file a subsequent Proof of Claim by the Amended Schedule Bar Date on account of such Amendment; and
- d. except as otherwise set forth in any order authorizing rejection of an executory contract or unexpired lease, the later of (i) the General Bar Date and (ii) twenty-one (21) days after the date of service of an order authorizing the rejection of an executory contract or unexpired lease (the “Rejection Bar Date”), as the deadline to file a Proof of Claim relating to the Debtors’ rejection of such executory contract or unexpired lease.

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

² Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Bar Date Order. Copies of the Bar Date Order are available on the Debtors’ restructuring website: www.primeclerk.com/smarTours.

³ A claim arising under Bankruptcy Code section 503(b)(9) is a claim arising from the value of any goods received by the Debtors within twenty (20) days before the Petition Date, provided that the goods were sold to the Debtors in the ordinary course of the Debtors’ business.

Debtors' schedules of assets and liabilities filed in these cases (the "Schedules"). 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 as listed in the Schedules. If you agree with the amount, nature and classification of your claim, you do not have to fill out or return a

Please take further notice that the Bar Date Order and the procedures set forth therein and herein for the filing of Proofs of Claim apply to all claims against the Debtors that arose, or are deemed to have arisen, prior to the Petition Date, regardless of their character or nature, whether secured or unsecured, priority or non-priority, liquidated or unliquidated, fixed or contingent, including, without limitation, Section 503(b)(9) Claims, no matter how remote or contingent.

As used in this Notice, the term "creditor" has the meaning given to it in section 101(10) of the Bankruptcy Code, and includes all persons, entities, estates, trusts, governmental units and the United States Trustee. In addition, the terms "persons," "entities," and "governmental units" are defined in sections 101(41), 101(15) and 101(27) of the Bankruptcy Code, respectively.

As used in this Notice, the term "claim" or "Claim" has the meaning given to it in section 101(5) of the Bankruptcy Code, and includes as to or against the Debtors: (a) any 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 (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.

All other capitalized terms used but not otherwise defined herein shall have the same meanings as ascribed to them in the Bar Date Order or the Motion (as defined in the Bar Date Order).

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY HAVE OR YOU MAY ASSERT 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.

General Information about the Debtors' chapter 11 cases. The Debtors' chapter 11 cases are being jointly administered under the case of *In re smarTours, LLC*, Case No. 12625. No trustee, committee or examiner has been appointed in these chapter 11 cases.

I. PERSONS OR ENTITIES WHO MUST FILE A PROOF OF CLAIM.

Any person or entity that has or seeks to assert a claim against the Debtors which arose, or is deemed to have arisen, prior to the Petition Date, including, without limitation, Section 503(b)(9) Claims, **MUST FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE BAR DATE.**

Under the Bar Date Order, the filing of a Proof of Claim Form shall be deemed to satisfy the procedural requirements for the assertion of Section 503(b)(9) Claims. All parties asserting administrative claims under all other sub-parts of section 503(b) of the Bankruptcy Code must make separate requests for payment in accordance with section 503(a) of the Bankruptcy Code or as otherwise specified by order of the Court or in any chapter 11 plan confirmed in these chapter 11 cases. No deadline has yet been established for the filing of administrative claims other than claims under section 503(b)(9) of the Bankruptcy Code. Section 503(b)(9) Claims must be filed by the General Bar Date.

Acts or omissions of the Debtors that occurred or arose before the Petition Date may give rise to Claims against the Debtors that must be filed by the applicable Bar Date, notwithstanding that such Claims may not have matured, are contingent or have not become fixed or liquidated prior to or as of the Petition Date.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE THAT YOU HAVE A CLAIM. A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

A. Claims For Which No Proof of Claim is Required to be Filed.

Notwithstanding the above, holders of the following claims are not required to file a Proof of Claim on or before the applicable Bar Date solely with respect to such claim:

- a. a claim against the Debtors for which a signed proof of claim has already been properly filed with the Clerk of the Bankruptcy Court for the District of Delaware or Prime Clerk in a form substantially similar to Official Bankruptcy Form No. 410;
- b. a claim that is listed on the Debtors' Schedules if and only if (i) such claim is not scheduled as "disputed," "contingent," or "unliquidated", (ii) the holder of such claim agrees with the amount, nature and priority of the claim as set forth in the Schedules, and (iii) the holder of such claim does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- c. an administrative expense claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an expense of administration (other than Section 503(b)(9) Claims);
- d. a claim that has been paid in full by the Debtors in accordance with the Bankruptcy Code or an order of this Court;
- e. a claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;

- f. a claim for which specific deadlines have been fixed by an order of this Court entered on or before the applicable Bar Date;
- g. a claim against any Debtor held by another Debtor or non-Debtor subsidiary or affiliate;
- h. an administrative expense claim asserted by a professional retained by the Debtors or the Committee pursuant to an order of the Court for fees and expenses subject to the Court's approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code; and
- i. any fees payable to the U.S. Trustee under 28 U.S.C. § 1930.

Please take notice that any claimant exempted from filing a Proof of Claim pursuant to section A above must still properly and timely file a Proof of Claim for any other claim that does not fall within the exemptions provided by section A immediately above. As set forth in clause (e) above, creditors are not required to file a proof of claim with respect to any amounts paid by the Debtors.

B. No Bar Date for Proof of Interest.

Any person or entity holding an equity security (as defined in section 101(16) of the Bankruptcy Code and including, without limitation, common stock, preferred stock, warrants, or stock options) or other ownership interest in the Debtors (an "Interest Holder") is not required to file a proof of interest on or before the applicable Bar Date; provided, however, that an Interest Holder that wishes to assert claims against the Debtors that arise out of or relate to the ownership or purchase of an equity security or other ownership interest, including, but not limited to, a claim for damages or rescission based on the purchase or sale of such equity security or other ownership interest, must file a Proof of Claim on or before the applicable Bar Date. The Debtors have reserved the right to establish at a later time a bar date requiring Interest Holders to file proofs of interest. If such a bar date is established, Interest Holders will be notified in writing of the bar date for filing of proofs of interest at the appropriate time.

II. WHEN AND WHERE TO FILE.

All claimants must submit (by overnight mail, courier service, hand delivery, regular mail, or in person) an original, written Proof of Claim that substantially conforms to the Proof of Claim Form so as to be actually received by Prime Clerk, the Debtors' claims and notice agent, by no later than 5:00 p.m. (prevailing Eastern Time) on or before the applicable Bar Date at the following address:

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

Alternatively, claimants may submit a Proof of Claim electronically by completing the Proof of Claim Form that can be accessed at Prime Clerk's website, <https://cases.primeclerk.com/smartours/EPOC-Index>.

Proofs of Claim will be deemed timely filed only if actually received by Prime Clerk on or before the applicable Bar Date. Proofs of Claim may not be delivered by facsimile, telecopy, or electronic mail transmission. Any facsimile, telecopy, or electronic mail submissions will not be accepted and will not be deemed filed until a Proof of Claim is submitted to Prime Clerk by overnight mail, courier service, hand delivery, regular mail, in person, or through Prime Clerk's website listed above.

Claimants wishing to receive acknowledgment that their Proofs of Claim were received by Prime Clerk must submit (i) a copy of the Proof of Claim and (ii) a self-addressed, stamped envelope (in addition to the original Proof of Claim sent to Prime Clerk).

III. CONTENTS OF A PROOF OF CLAIM.

As noted above, the Debtors are enclosing a Custom Proof of Claim Form for use in these chapter 11 cases, or you may use another proof of claim form that substantially conforms to Official Bankruptcy Form No. 410. The Proof of Claim Form is available free of charge on Prime Clerk's website, www.primeclerk.com/smarTours.

To be valid, your Proof of Claim MUST (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury; (ii) be written in the English language; (iii) be denominated in lawful currency of the United States; (iv) conform substantially to the Custom Proof of Claim Form or Official Form 410; (v) specify the Debtor against which the Proof of Claim is filed as well as the bankruptcy case number corresponding to such Debtor; (vi) set forth with specificity the legal and factual basis for the alleged claim; and (vii) include supporting documentation or an explanation as to why such documentation is not available.

If you are filing a Section 503(b)(9) Claim, you must indicate in the Proof of Claim Form the amount of the Claim that arises under section 503(b)(9) of the Bankruptcy Code. For each Section 503(b)(9) Claim, you must attach to the Proof of Claim Form a supplemental statement setting forth with specificity: (i) the date of shipment of the goods you contend the Debtors received in the twenty (20) days before the Petition Date; (ii) the date, place, and method (including carrier name) of delivery of the goods you contend the Debtors received in the twenty (20) days before the Petition Date; (iii) the value of the goods you contend the Debtors received in the twenty (20) days before the Petition Date; and (iv) whether you timely made a demand to reclaim such goods under section 546(c) of the Bankruptcy Code, and, if so, include any documentation identifying such demand.

Any person or entity asserting a Proof of Claim against more than one Debtor shall file a separate Proof of Claim with respect to each such Debtor and identify on each Proof of Claim the particular Debtor against which their claim is asserted. If more than one Debtor is listed on any particular Proof of Claim form, such claim shall be deemed to have been filed only against the

first listed Debtor. Any claim filed under the chapter 11 case of “smarTours, LLC” or otherwise without identifying a Debtor shall be deemed as filed only against Debtor smarTours, LLC.

IV. CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM BY THE BAR DATE.

Any claimant that is required to file a Proof of Claim in these chapter 11 cases pursuant to the Bankruptcy Code, the Bankruptcy Rules, or the Bar Date Order with respect to a particular claim against the Debtors, but that fails to do so properly by the applicable Bar Date, shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution.

V. CONTINGENT CLAIMS.

Acts or omissions of or by the Debtors that occurred, or that are deemed to have occurred, prior to the Petition Date, including, without limitation, acts or omissions related to any indemnity agreement, guarantee, services provided to or rendered by the Debtors, or goods provided to the Debtors, may give rise to claims against the Debtors notwithstanding the fact that such claims (or any injuries on which they may be based) may be contingent or may not have matured or become fixed or liquidated prior to the Petition Date. Therefore, any person or entity that holds a claim or potential claim against the Debtors, no matter how remote, contingent, or unliquidated, MUST file a Proof of Claim on or before the applicable Bar Date.

VI. THE DEBTORS’ SCHEDULES.

You may be listed as the holder of a claim against the Debtors in their Schedules filed in these chapter 11 cases. The Schedules are available free of charge on Prime Clerk’s website at www.primeclerk.com/smarTours. If you rely on the Schedules, it is your responsibility to determine that your claim is accurately listed in the Schedules. As described above, if (i) you agree with the nature, amount and status of your claim as listed in the Schedules, (ii) your claim is NOT described as “disputed,” “contingent,” or “unliquidated,” and (iii) you do not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules, then you are not required to file a Proof of Claim in these chapter 11 cases with respect to such claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice and the Bar Date Order.

VII. ADDITIONAL INFORMATION.

The Schedules, the Proof of Claim Form and Bar Date Order are available free of charge on Prime Clerk’s website at www.primeclerk.com/smarTours. If you have questions concerning the filing or processing of Claims, you may contact the Debtors’ claims agent, Prime Clerk, at 877-930-4311 or, if calling from outside the United States or Canada, at 347-897-4061. If you require additional information regarding the filing of a Proof of Claim, you may contact counsel for the Debtors in writing at the addresses below.

Dated: _____, 2020
Wilmington, DE

CROSS & SIMON, LLC

By: /s/
Christopher P. Simon (Del. Bar No. 3697)
Kevin Mann (Del Bar No. 4576)
1105 North Market Street, Suite 901
Wilmington, Delaware 19801
Telephone: (302) 777-4200
Facsimile: (302) 777-4224

-and-

NIXON PEABODY LLP
Richard C. Pedone
53 State Street
Boston, Massachusetts 02109
Telephone: (617) 345-1000
Facsimile: (617) 345-1300
rpedone@nixonpeabody.com

-and-

Christopher M. Desiderio
Christopher J. Fong
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New York, NY 10036
Telephone: 212-940-3724
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cdesiderio@nixonpeabody.com
cfong@nixonpeabody.com

*Proposed Co-Counsel to the Debtors and
Debtors in Possession*

EXHIBIT 2

CUSTOM PROOF OF CLAIM FORM

Fill in this information to identify the case (Select only one Debtor per claim form):

smarTours, LLC (Case No. 20-12625)

SPST Holdings, LLC (Case No. 20-12626)

Modified Official Form 410

Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense (other than a claim entitled to priority under 11 U.S.C. § 503(b)(9)). Make such a request according to 11 U.S.C. § 503.

Filers must leave out or redact information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. Do not send original documents; they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.

Part 1: Identify the Claim

1. Who is the current creditor?
 Name of the current creditor (the person or entity to be paid for this claim) _____
 Other names the creditor used with the debtor _____

2. Has this claim been acquired from someone else?
 No
 Yes. From whom? _____

3. Where should notices and payments to the creditor be sent?
 Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

| Where should notices to the creditor be sent? | Where should payments to the creditor be sent? (if different) |
|---|---|
| Contact phone _____ Contact email _____ | Contact phone _____ Contact email _____ |

4. Does this claim amend one already filed?
 No
 Yes. Claim number on court claims registry (if known) _____ Filed on MM / DD / YYYY _____

5. Do you know if anyone else has filed a proof of claim for this claim?
 No
 Yes. Who made the earlier filing? _____

Part 2: Give Information About the Claim as of the Date the Case Was Filed

6. Do you have any number you use to identify the debtor? No
 Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____

7. How much is the claim? \$ _____ . Does this amount include interest or other charges?
 No
 Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card.
 Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c).
 Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured? No
 Yes. The claim is secured by a lien on property.

Nature of property:
 Real estate. If the claim is secured by the debtor's principal residence, file a *Mortgage Proof of Claim Attachment* (Official Form 410-A) with this *Proof of Claim*.
 Motor vehicle
 Other. Describe: _____

Basis for perfection: _____
 Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.)

Value of property: \$ _____

Amount of the claim that is secured: \$ _____

Amount of the claim that is unsecured: \$ _____ (The sum of the secured and unsecured amounts should match the amount in line 7.)

Amount necessary to cure any default as of the date of the petition: \$ _____

Annual Interest Rate (when case was filed) _____ %
 Fixed
 Variable

10. Is this claim based on a lease? No
 Yes. Amount necessary to cure any default as of the date of the petition. \$ _____

11. Is this claim subject to a right of setoff? No
 Yes. Identify the property: _____

12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)? No Yes. Check one:

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

| | Amount entitled to priority |
|---|-----------------------------|
| <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). | \$ _____ |
| <input type="checkbox"/> Up to \$3,025* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7). | \$ _____ |
| <input type="checkbox"/> Wages, salaries, or commissions (up to \$13,650*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4). | \$ _____ |
| <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). | \$ _____ |
| <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). | \$ _____ |
| <input type="checkbox"/> Other. Specify subsection of 11 U.S.C. § 507(a)() that applies. | \$ _____ |

* Amounts are subject to adjustment on 4/01/22 and every 3 years after that for cases begun on or after the date of adjustment.

13. Is all or part of the claim entitled to administrative priority pursuant to 11 U.S.C. § 503(b)(9)? No Yes. Indicate the amount of your claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of such Debtor's business. Attach documentation supporting such claim. \$ _____

Part 3: Sign Below

The person completing this proof of claim must sign and date it. FRBP 9011(b).

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

Check the appropriate box:

- I am the creditor.
- I am the creditor's attorney or authorized agent.
- I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.
- I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Signature

Name of the person who is completing and signing this claim:

Name _____
First name Middle name Last name

Title _____

Company _____
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address _____
Number Street

City State ZIP Code

Contact phone _____ Email _____

Modified Official Form 410

Instructions for Proof of Claim

United States Bankruptcy Court

12/15

These instructions and definitions generally explain the law. In certain circumstances, such as bankruptcy cases that debtors do not file voluntarily, exceptions to these general rules may apply. You should consider obtaining the advice of an attorney, especially if you are unfamiliar with the bankruptcy process and privacy regulations.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157 and 3571.

How to fill out this form

- Fill in all of the information about the claim as of the date the case was filed.
- Fill in the caption at the top of the form.
- If the claim has been acquired from someone else, then state the identity of the last party who owned the claim or was the holder of the claim and who transferred it to you before the initial claim was filed.
- Attach any supporting documents to this form. Attach redacted copies of any documents that show that the debt exists, a lien secures the debt, or both. (See the definition of *redaction* on the next page.)
Also attach redacted copies of any documents that show perfection of any security interest or any assignments or transfers of the debt. In addition to the documents, a summary may be added. Federal Rule of Bankruptcy Procedure (called “Bankruptcy Rule”) 3001(c) and (d).
- Do not attach original documents because attachments may be destroyed after scanning.
- If the claim is based on delivering health care goods or services, do not disclose confidential health care information. Leave out or redact confidential information both in the claim and in the attached documents.

- A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, individual’s tax identification number, or financial account number, and only the year of any person’s date of birth. See Bankruptcy Rule 9037.
- For a minor child, fill in only the child’s initials and the full name and address of the child’s parent or guardian. For example, write *A.B., a minor child (John Doe, parent, 123 Main St., City, State)*. See Bankruptcy Rule 9037.

Confirmation that the claim has been filed

To receive confirmation that the claim has been filed, enclose a stamped self-addressed envelope and a copy of this form. You may view a list of filed claims in this case by visiting the Claims and Noticing Agent's website at <http://cases.primeclerk.com/smarTours>.

Understand the terms used in this form

Administrative expense: Generally, an expense that arises after a bankruptcy case is filed in connection with operating, liquidating, or distributing the bankruptcy estate. 11 U.S.C. § 503.

Claim: A creditor’s right to receive payment for a debt that the debtor owed on the date the debtor filed for bankruptcy. 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Claim Pursuant to 11 U.S.C. §503(b)(9): A claim arising from the value of any goods received by the Debtor within 20 days before the date of commencement of the above case, in which the goods have been sold to the Debtor in the ordinary course of the Debtor's business. Attach documentation supporting such claim.

Creditor: A person, corporation, or other entity to whom a debtor owes a debt that was incurred on or before the date the debtor filed for bankruptcy. 11 U.S.C. §101 (10).

Debtor: A person, corporation, or other entity who is in bankruptcy. Use the debtor's name and case number as shown in the bankruptcy notice you received. 11 U.S.C. § 101 (13).

Evidence of perfection: Evidence of perfection of a security interest may include documents showing that a security interest has been filed or recorded, such as a mortgage, lien, certificate of title, or financing statement.

Information that is entitled to privacy: A *Proof of Claim* form and any attached documents must show only the last 4 digits of any social security number, an individual's tax identification number, or a financial account number, only the initials of a minor's name, and only the year of any person's date of birth. If a claim is based on delivering health care goods or services, limit the disclosure of the goods or services to avoid embarrassment or disclosure of confidential health care information. You may later be required to give more information if the trustee or someone else in interest objects to the claim.

Priority claim: A claim within a category of unsecured claims that is entitled to priority under 11 U.S.C. §507(a). These claims are paid from the available money or property in a bankruptcy case before other unsecured claims are paid. Common priority unsecured claims include alimony, child support, taxes, and certain unpaid wages.

Proof of claim: A form that shows the amount of debt the debtor owed to a creditor on the date of the bankruptcy filing. The form must be filed in the district where the case is pending.

Redaction of information: Masking, editing out, or deleting certain information to protect privacy. Filers must redact or leave out information entitled to **privacy** on the *Proof of Claim* form and any attached documents.

Secured claim under 11 U.S.C. §506(a): A claim backed by a lien on particular property of the debtor. A claim is secured to the extent that a creditor has the right to be paid from the property before other creditors are paid. The amount of a secured claim usually cannot be more than the value of the particular property on which the creditor has a lien. Any amount owed to a creditor that is more than the value of the property normally may be an unsecured claim. But exceptions exist; for example, see 11 U.S.C. § 1322(b) and the final sentence of 1325(a).

Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment may be a lien.

Setoff: Occurs when a creditor pays itself with money belonging to the debtor that it is holding, or by canceling a debt it owes to the debtor.

Unsecured claim: A claim that does not meet the requirements of a secured claim. A claim may be unsecured in part to the extent that the amount of the claim is more than the value of the property on which a creditor has a lien.

Offers to purchase a claim

Certain entities purchase claims for an amount that is less than the face value of the claims. These entities may contact creditors offering to purchase their claims. Some written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court, the bankruptcy trustee, or the debtor. A creditor has no obligation to sell its claim. However, if a creditor decides to sell its claim, any transfer of that claim is subject to Bankruptcy Rule 3001(e), any provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.) that apply, and any orders of the bankruptcy court that apply.

Please send completed Proof(s) of Claim to:

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

You may also file your claim electronically at
<https://cases.primeclerk.com/smarTours/EPOC-Index>.

Do not file these instructions with your form

EXHIBIT 3

PUBLICATION NOTICE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
In re: : **Chapter 11**
: :
SMARTOURS, LLC, et al, : **Case No. 20-12625 (KBO)**
: :
Debtors.¹ : **Jointly Administered**
: :
-----X

**PUBLICATION NOTICE OF BAR DATE REQUIRING FILING OF
PROOFS OF CLAIM AGAINST DEBTORS
(GENERAL BAR DATE IS ____, 2020, AT 5:00 P.M. (ET))**

TO ALL PERSONS AND ENTITIES WITH POTENTIAL CLAIMS AGAINST THE DEBTORS:

| Debtor | Case No. |
|--------------------|----------|
| smarTours, LLC | 20-12625 |
| SPST Holdings, LLC | 20-12626 |

PLEASE TAKE NOTICE that, on October 19, 2020 (the “Petition Date”), smarTours, LLC (“smarTours”) and SPST Holdings, LLC (“Holdings” together with smarTours, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the “Court”).

Among other things, the Court has established ____, 2020 at 5:00 p.m. (the “General Bar Date”) as the deadline by which each person or entity that holds or seeks to assert a claim against the Debtors that arose, or is deemed to have arisen, prior to the Petition Date, no matter how remote or contingent such right to payment or equitable remedy may be, **MUST FILE A PROOF OF CLAIM**. If you believe you have a claim against one or both of the Debtors, please visit www.primeclerk.com/smartours for detailed instructions on how to file a proof of claim.

ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE APPLICABLE BAR DATE SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF VOTING AND DISTRIBUTION ON ANY CHAPTER 11 PLAN, AND SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS, THEIR ESTATES, THEIR SUCCESSORS, OR THEIR PROPERTY.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: smarTours, LLC (6681); and SPST Holdings, LLC (9027).