

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	Chapter 11
In re:	:	
	:	Case No. 20–11785 (CSS)
BBGI US, INC., et al.,	:	
	:	(Jointly Administered)
Debtors.¹	:	
	:	Re: D.I. 682

ORDER (I) ESTABLISHING BAR DATES FOR (A) FILING PROOFS OF CLAIM AGAINST BBGI CANADA LTD., (B) ASSERTION OF CERTAIN ADMINISTRATIVE EXPENSE CLAIMS, AND (C) FILING PROOFS OF CLAIM FOR ALEXIS BITTAR CUSTOMER PROGRAMS, (II) APPROVING THE FORM AND MANNER FOR FILING PROOFS OF CLAIM, (III) APPROVING THE PROPOSED NOTICE THEREOF, AND (IV) GRANTING RELATED RELIEF

Upon the motion (the “**Motion**”)² of BBGI US, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), for entry of an order (i) establishing bar dates for the filing of proofs of claim (each, a “**Proof of Claim**”) against Debtor BBGI Canada Ltd. (“**BB Canada**”) in respect of (a) prepetition claims, including secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of title 11 of the United States Code (the “**Bankruptcy Code**”); (b) prepetition claims against BB Canada held by Governmental Units; (c) following the amendment or supplement of BB Canada’s schedules of assets and liabilities

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are BBGI US, Inc. (f/k/a Brooks Brothers Group, Inc.) (8883); Brooks Brothers Far East Limited (N/A); BBD Holding 1, LLC (N/A); BBD Holding 2, LLC (N/A); BBDI, LLC (N/A); BBGI International, LLC (f/k/a Brooks Brothers International, LLC) (N/A); BBGI Restaurant, LLC (f/k/a Brooks Brothers Restaurant, LLC) (3846); Deconic Group LLC (0969); Golden Fleece Manufacturing Group, LLC (5649); RBA Wholesale, LLC (0986); Retail Brand Alliance Gift Card Services, LLC (1916); Retail Brand Alliance of Puerto Rico, Inc. (2147); 696 White Plains Road, LLC (7265); and BBGI Canada Ltd. (f/k/a Brooks Brothers Canada Ltd.) (4709). The Debtors’ corporate headquarters and service address is 100 Phoenix Ave., Enfield, CT 06082.

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

(collectively, the “**Schedules**”); and (d) damages arising from BB Canada’s rejection of executory contracts or unexpired leases; (ii) establishing a bar date for the filing of Proofs of Claim in respect of Administrative Expense Claims arising on or after the Petition Date through and including the Closing Date; (iii) establishing a bar date for the filing of Proofs of Claim in respect of claims for AB Customer Programs; (iv) approving the form and manner of filing Proofs of Claim; (v) approving the notice of the Supplemental Bar Dates; and (vi) granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b), and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having held a hearing, if necessary, to consider the relief requested in the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent set forth herein.
2. Unless otherwise provided herein, the following Supplemental Bar Dates are hereby established in these chapter 11 cases:
 - a. **5:00 p.m. (Eastern Time) on the date that is 30 days after the date of service of the Supplemental Bar Date Notice** (as defined below) as the deadline for each person or entity (including individuals, partnerships,

corporations, joint ventures, trusts, but not including Governmental Units), to file a Proof of Claim in respect of a prepetition claim (as defined in section 101(5) of the Bankruptcy Code), including, for the avoidance of doubt, secured claims, unsecured priority claims, unsecured non-priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code against BB Canada (the “**Canada General Bar Date**”), unless otherwise provided herein;

- b. **March 9, 2021 at 5:00 p.m. (Eastern Time)** as the deadline for Governmental Units to file a Proof of Claim in respect of a prepetition claim against BB Canada (the “**Canada Governmental Bar Date**”);
- c. the later of (i) the Canada General Bar Date or the Canada Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (Eastern Time) on the date that is 30 days from the date on which BB Canada provides notice of a previously unfiled Schedule or an amendment or supplement to its Schedules (as defined herein) as the deadline by which claimants holding claims affected by such filing, amendment or supplement must file Proofs of Claim with respect to such claim (the “**Amended Canada Schedules Bar Date**”);
- d. the later of (i) the Canada General Bar Date or the Canada Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (Eastern Time) on the date that is 30 days following the later of (1) if an order is entered, the date of service of an order approving the rejection of any executory contract or unexpired lease of BB Canada and (2) if no order is entered, the effective rejection date for the rejection of any executory contract or unexpired lease of BB Canada, as the deadline by which claimants asserting claims resulting from BB Canada’s rejection of an executory contract or unexpired lease must file Proofs of Claim for damages arising from that rejection³ (the “**Canada Rejection Damages Bar Date**”);
- e. **5:00 p.m. (Eastern Time) on the date that is 30 days after the date of service of the Supplemental Bar Date Notice** as the deadline for each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, Governmental Unit, and trust) to file a Proof of Claim in respect of a claim against any Debtor (other than BB Canada) first arising on or after the Petition Date through and including August 31, 2020, including claims under section 503(b)(1)–(8) of the Bankruptcy Code and claims of Governmental Units that are deemed entitled to administrative priority despite some portion of the claim being attributable to the period prior to the Petition Date (such claims,

³ Any party to an executory contract or unexpired lease who asserts a claim against BB Canada on account of unpaid amounts accrued and outstanding as of the Canada Petition Date pursuant to that executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for those amounts on or before the Canada General Bar Date, the Canada Governmental Bar Date, or the Amended Canada Schedules Bar Date, as applicable, unless an exception identified in this Order applies.

collectively, “**Administrative Expense Claims**” and the deadline, the “**Interim Administrative Claims Bar Date**”);

- f. establish **5:00 p.m. (Eastern Time) on the date that is 35 days after the date of service of the Supplemental Bar Date Notice** as the deadline for each person or entity to file a Proof of Claim in respect of a claim on account of a pre-paid, reloadable gift card related to the Alexis Bittar® brand of goods sold prior to September 11, 2020 (such gift cards, “**AB Gift Cards**”) and merchandise or store credits issued prior to September 11, 2020 (“**AB Customer Credits**”, together with AB Gift Cards, the “**AB Customer Programs**”, and the deadline, the “**AB Customer Programs Bar Date**”; the AB Customer Programs Bar Date together with the Canada General Bar Date, the Canada Governmental Bar Date, the Amended Canada Schedules Bar Date, the Canada Rejection Damages Bar Date, and the Interim Administrative Claims Bar Date, the “**Supplemental Bar Dates**”);

3. The following forms are approved: (i) the proposed Proof of Claim Form, substantially in the form annexed hereto as **Exhibit 1**; (ii) the proposed Administrative Claim Form, substantially in the form annexed hereto as **Exhibit 2**; (iii) the proposed AB Claim Form, substantially in the form annexed hereto as **Exhibit 3**; and (iv) the proposed Supplemental Bar Date Notice, substantially in the form annexed hereto as **Exhibit 4**.

4. Except as otherwise set forth herein, the following entities holding claims against BB Canada arising prior to the Canada Petition Date shall be required to file Proofs of Claim on or before the applicable Supplemental Bar Date:

- a. any entity whose claim against BB Canada is not listed in BB Canada’s Schedules, or is listed as “contingent,” “unliquidated,” or “disputed,” if that entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any entity that believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules; or
- c. any entity who believes that its claim against BB Canada is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

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

- a. any person or entity whose claim is listed on BB Canada's Schedules; *provided* that (i) the claim is not listed on the Schedules as "disputed," "contingent," or "unliquidated," and (ii) the person or entity does not dispute the amount, nature, and priority of the claim as set forth in the Schedules;
- b. any person or entity who already has filed a signed Proof of Claim with Prime Clerk against BB Canada with respect to the claim being asserted, utilizing a claim form that substantially conforms to the Proof of Claim Form;
- c. any person or entity who holds a claim that has been allowed by order of the Court entered on or before the applicable Supplemental Bar Date;
- d. any person or entity whose claim has been paid in full;
- e. any person or entity who holds a claim for which a separate deadline has been fixed by an order of this Court entered on or before the applicable Supplemental Bar Date;
- f. Any current (as of the Canada Petition Date) employee of BB Canada, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, vacation or other compensation or benefits including the *Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Employee Wages, Salaries, Reimbursable Expenses, and Other Obligations on Account of Compensation and Benefits Programs and (B) Continue Compensation and Benefits Programs and (II) Granting Related Relief* [D.I. 275], as made applicable to BB Canada by D.I. 602; *provided that* if the Debtors provide written notice to any current employee of BB Canada stating that the Debtors do not intend to exercise their authority to pay such claim, such employee shall have until the later of (i) the Canada General Bar Date, and (ii) 30 days from the date of service of such written notice, to file a Proof of Claim; *provided further that* a current employee of BB Canada must submit a Proof of Claim by the applicable Supplemental Bar Date for all other claims arising before the Canada Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- g. any current (as of the Canada Petition Date) officer, director, or employee for claims based on indemnification, contribution, or reimbursement;
- h. any entity whose claim is solely against any of BB Canada's non-Debtor affiliates;

- i. any Debtor or current, as of the date of filing the Motion, non-Debtor subsidiary or affiliate having a claim against BB Canada;
 - j. any entity that is not required to file a Proof of Claim against BB Canada pursuant to a prior order of the Court; or
 - k. any person holding a claim based on a gift card or merchandise credit with BB Canada.
6. The following entities whose claims against the Debtors would otherwise

be subject to the Interim Administrative Claims Bar Date need not file any Proofs of Claim:

- a. Professionals retained by the Debtors or the Committee and whose employment applications (or employment as an “ordinary course professional”) have been approved or deemed approved by this Court;
- b. The U.S. Trustee pursuant to 28 U.S.C. § 1930;
- c. Any party holding or previously holding an Administrative Expense Claim that has been paid or fully satisfied by the Debtors (or any other party) in the ordinary course of business or otherwise, or that is no longer entitled to assert that Administrative Expense Claim;
- d. Any party holding an Administrative Expense Claim that has been allowed by order of the Court prior to the Interim Administrative Claims Bar Date, solely with respect to that allowed claim;
- e. Any party that previously filed a Proof of Claim for an Administrative Expense Claim for the period from the Petition Date through the Closing Date, solely with respect to that filed claim;
- f. Any employee of the Debtors that was employed on the Petition Date if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, vacation or other compensation or benefits including the *Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Employee Wages, Salaries, Reimbursable Expenses, and Other Obligations on Account of Compensation and Benefits Programs and (B) Continue Compensation and Benefits Programs and (II) Granting Related Relief* [D.I. 275]; *provided that* if the Debtors provide written notice to any employee stating that the Debtors do not intend to exercise their authority to pay such claim, such employee shall have until 30 days from the date of service of such written notice to file a Proof of Claim; *provided further that* an employee must submit a Proof of Claim by the Interim Administrative Claims Bar Date for all other claims arising between the Petition Date and the Closing Date, including claims for

wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;

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

7. Except as otherwise set forth herein, each entity that asserts a claim

(i) against BB Canada that arose before the Petition Date, (ii) against any of the Debtors (other than BB Canada) for an Administrative Expense Claim arising on or prior to August 31, 2020, and (iii) against the Debtors for an AB Gift Card shall be required to file a Proof of Claim. The following Procedures with respect to preparing and filing of Proofs of Claim are hereby established:

- a. Proofs of Claim must substantially conform to:
 - i. For claims against BB Canada, the Proof of Claim Form attached as **Exhibit 1** hereto or Official Bankruptcy Form No. 410;
 - ii. For Administrative Expense Claims, the Administrative Claim Form attached as **Exhibit 2** hereto;
 - iii. For claims on account of the AB Customer Programs, the AB Claim Form attached as **Exhibit 3** hereto;
- b. Proofs of Claim must (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of (1) the Canada Petition Date, for claims against BB Canada (using the exchange rate, if applicable, as of the Canada Petition Date), (2) the Closing Date, for Administrative Expense Claims; (iii) for Administrative Expense Claims, specify by name and case number the Debtor against which the claim is filed; (iv) set forth with specificity the legal and factual basis for the alleged claim; (v) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury;
- c. Any AB Claim Form filed on account of AB Gift Cards and/or AB Customer Credits, must provide information supporting the claim, which can include the gift card identification number listed on the back of the card, if a physical card, similar identification number provided via e-mail for electronic gift cards, or, for AB Customer Credits, a copy of the receipt or other proof of a valid merchandise credit;
- d. If a claimant asserts a claim against more than one Debtor or has claims against different Debtors, the claimant must file a separate Proof of Claim against each Debtor;

- e. Proofs of Claim must be filed (i) electronically through the website of the Debtors' claims and noticing agent, Prime Clerk, using the interface available on such website located at <https://cases.primeclerk.com/brooksbrothers> under the link entitled "Submit a Claim" (the "**Electronic Filing System**") or (ii) by delivering the original Proof of Claim Form or Administrative Claim Form by hand, or mailing the original Proof of Claim Form or Administrative Claim Form on or before the applicable Supplemental Bar Date as follows:

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

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

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

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

9. Pursuant to Bankruptcy Rules 2002(a)(7), (f), and (l), the Debtors shall provide notice of the Supplemental Bar Dates in accordance with the following Procedures:

- a. Within five business days of this Order, the Debtors shall cause to be mailed (i) a copy of the Proof of Claim Form (if applicable), (ii) a copy of the Administrative Claim Form (if applicable), and (iii) the Supplemental Bar Date Notice substantially in the form annexed hereto as **Exhibit 4** to the following parties:
 - i. the Office of the U.S. Trustee;
 - ii. counsel for the Creditors' Committee;

- iii. Alvarez & Marsal Canada Inc., as Information Officer in the Canadian recognition proceedings under Part IV of the *Companies' Creditors Arrangement Act* (the "**Information Officer**");
 - iv. all known creditors and other known holders of potential claims against any of the Debtors' estates;
 - v. all counterparties to the Debtors' executory contracts and unexpired leases at the addresses stated therein or as updated pursuant to a request by the counterparty or by returned mail from the post office with a forwarding address;
 - vi. all parties to pending litigation against BB Canada (as of the date of entry of this Order);
 - vii. all persons or entities who have filed claims (as of the date of entry of this Order);
 - viii. all parties who have sent correspondence to the Court and are listed on the Court's electronic docket (as of the date of entry of this Order);
 - ix. all parties who have requested notice pursuant to Bankruptcy Rule 2002 (as of the date of entry of this Order);
 - x. all current and former employees of the Debtors (to the extent that contact information for former employees is available in the Debtors' records);
 - xi. all known non-Debtor equity and interest holders of the Debtors as of the date this Order is entered;
 - xii. the Internal Revenue Service, the United States Attorney's Office for the District of Delaware, and all applicable Governmental Units;
 - xiii. all taxing authorities for the jurisdictions in which the Debtors maintain or conduct business, including the Canada Revenue Agency;
 - xiv. all regulatory authorities that regulate the Debtors' businesses, including consumer protection, environmental, and permitting authorities; and
 - xv. such additional persons and entities deemed appropriate by the Debtors.
- b. The Debtors shall post the Proof of Claim Form, the Administrative Claim Form, the AB Claim Form, and the Supplemental Bar Date Notice on the website established by Prime Clerk for the Debtors' cases: <https://cases.primeclerk.com/brooksbrothers>.

10. The Debtors shall publish, or cause to be published, the Supplemental Bar Date Notice, at least twenty-one days prior to the Canada General Bar Date and the Interim Administrative Claims Bar Date, with any necessary modifications for ease of publication, once in the national editions of *USA Today* and *The New York Times*, and the national edition of *The Globe and Mail* in Canada, subject to applicable publication deadlines, which publication is approved and shall be deemed good, adequate, and sufficient publication notice of the Supplemental Bar Dates and the Procedures for filing Proofs of Claim in these chapter 11 cases.

11. Solely as an accommodation to the Pension Benefit Guaranty Corporation (“**PBGC**”), each Proof of Claim (including any amendments to Proofs of Claims) filed by PBGC on its own behalf or on behalf of the Brooks Brothers Pension Plan and/or the Retail Brand Alliance, Inc. Pension Plan under *In re BBGI US, Inc.*, Case No. 20-11785 (CSS) shall, at the time of its filing, be deemed to constitute the filing of such Proof of Claim in all of the cases jointly administered under *In re BBGI US, Inc., et al.*, Case No. 20-11785 (CSS), including, among others, *In re BBGI Canada Ltd.*, Case No. 20-12112 (CSS). Consequently, each claim and amended claim that PBGC files under Case No. 20-11785 (CSS) shall represent a separate claim asserted against each of the Debtors. This accommodation is intended solely for administrative convenience and shall not affect the substantive rights of the Debtors, PBGC, or any other party in interest with respect to the number, allowance, amount or priority of the PBGC’s claims or with respect to any objection, defense, offset, counterclaim, acceptance or rejection related to PBGC’s claims.

12. The Debtors and Prime Clerk are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

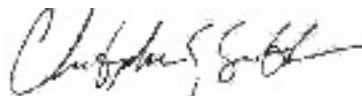
13. Notification of the relief granted by this Order as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all creditors of their rights and obligations in connection with claims they may have against the Debtors in these chapter 11 cases.

14. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules or otherwise.

15. Entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing the date by which holders of claims not subject to the Supplemental Bar Dates established herein must file such claims against the Debtors.

16. 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 16th, 2020
Wilmington, Delaware



CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Proof of Claim Form

Case Information:

BBGI Canada Ltd. (Case No: 20-12112)

In the United States Bankruptcy Court for the District of Delaware

Modified Form 410

Proof of Claim

04/19

Read the instructions before filling out this form. This form is for making a prepetition claim for payment in the bankruptcy case of BBGI Canada Ltd. (Case No. 20-12112). 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. Do not use this form to make a claim for payment against BBGI US, Inc., or any other affiliate of BBGI Canada Ltd.

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?

Name

Number Street

City State ZIP Code

Contact phone

Contact email

Where should payments to the creditor be sent? (if different)

Name

Number Street

City State ZIP Code

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)?

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

☐ No

☐ Yes. *Check one:*

☐ Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

Amount entitled to priority

\$ _____

☐ 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).

\$ _____

☐ 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).

\$ _____

☐ Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ _____

☐ Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ _____

☐ 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.

Executed on date _____
MM / DD / YYYY

Signature

Print the 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 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 Claims and Noticing Agent's website at <http://cases.primeclerk.com/brooksbrothers>.

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: BBGI Canada Ltd.

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:

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

Do not file these instructions with your form

Exhibit 2

Administrative Claim Form

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE	ADMINISTRATIVE EXPENSE PROOF OF CLAIM	
Fill in this information to identify the case (Select only one Debtor per claim form):		
<input type="checkbox"/> BBGI US, Inc. (Case No. 20-11785)	<input type="checkbox"/> BBGI International, LLC (Case No. 20-11791)	<input type="checkbox"/> Retail Brand Alliance of Puerto Rico, Inc. (Case No. 20-11797)
<input type="checkbox"/> Brooks Brothers Far East Limited (Case No. 20-11786)	<input type="checkbox"/> BBGI Restaurant, LLC (Case No. 20-11792)	
<input type="checkbox"/> 696 White Plains Road, LLC (Case No. 20-11787)	<input type="checkbox"/> Deconic Group LLC (Case No. 20-11793)	
<input type="checkbox"/> BBD Holding 1, LLC (Case No. 20-11788)	<input type="checkbox"/> Golden Fleece Manufacturing Group, LLC (Case No. 20-11794)	
<input type="checkbox"/> BBD Holding 2, LLC (Case No. 20-11789)	<input type="checkbox"/> RBA Wholesale, LLC (Case No. 20-11795)	
<input type="checkbox"/> BBDI, LLC (Case No. 20-11790)	<input type="checkbox"/> Retail Brand Alliance Gift Card Services, LLC (Case No. 20-11796)	
Note: This form should only be used by claimants asserting an Administrative Expense Claim arising against one of the above Debtors during the period beginning July 8, 2020 and ending on August 31, 2020. THIS FORM SHOULD NOT BE USED FOR ANY CLAIMS THAT ARE NOT OF A KIND ENTITLED TO PRIORITY IN ACCORDANCE WITH 11 U.S.C. §§ 503(b) and 507(a)(2).		
Name of Creditor (The person or entity to whom the debtor owes money or property)	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your administrative expense claim. Attach copy of statement giving particulars.	Check here if this claim: <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed administrative expense claim. Claim Number (if known): _____
Name and Addresses Where Notices Should be Sent:	Name and Addresses Where Payment Should be Sent (if different):	Dated: _____
1. BASIS FOR CLAIM: <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Personal Injury/Wrongful Death <input type="checkbox"/> Money loaned <input type="checkbox"/> Taxes <input type="checkbox"/> Other(Specify): _____		
2. DATE DEBT WAS INCURRED (IF KNOWN):		
3. DESCRIPTION OF CLAIM (IF KNOWN):		
4. TOTAL AMOUNT OF CLAIM: \$ _____ (Total)		
5. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor. 6. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. Do not send original documents. If the documents are not available, explain. If the documents are voluminous, attach a summary. 7. TIME-STAMPED COPY: To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.		THIS SPACE IS FOR COURT USE ONLY
Date:	Sign and print the name and title, if any, of the creditor or other person authorized to file this Claim (attach copy of power of attorney, if any)	

Exhibit 3

AB Claim Form

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		AB CUSTOMER PROGRAMS PROOF OF CLAIM		
Debtor Information:				
Deconic Group LLC (Case No. 20-11792)				
In the United States Bankruptcy Court for the District of Delaware				
Note: This form should only be used in respect of a claim on account of a pre-paid, reloadable gift card related to the Alexis Bittar® brand of goods sold prior to September 11, 2020 (such gift cards, “ AB Gift Cards ”) and merchandise or store credits issued prior to September 11, 2020 (“ AB Customer Credits ”, together with AB Gift Cards, the “ AB Customer Programs ”).				
Name of Creditor (The person or entity to whom the debtor owes money or property)		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your AB Customer Programs claim. Attach copy of statement giving particulars.		Check here if this claim: <input type="checkbox"/> replaces or <input type="checkbox"/> amends a previously filed AB Customer Programs Proof of Claim. Claim Number (if known): _____
Name and Addresses Where Notices Should be Sent:		Name and Addresses Where Payment Should be Sent (if different):		Dated: _____
1. BASIS FOR CLAIM: <input type="checkbox"/> Gift card related to the Alexis Bittar® brand of goods sold prior to September 11, 2020 <input type="checkbox"/> Merchandise or store credits issued prior to September 11, 2020				
2. DATE CARD OR CREDIT WAS SOLD/ISSUED (IF KNOWN):				
3. GIFT CARD IDENTIFICATION NUMBER / CREDIT TRANSACTION NUMBER: _____				
Note: For merchandise or store credits, please provide a copy of the receipt or other proof of a valid merchandise or store credits. For physical gift cards, the gift card identification number is listed on the back of the card. For electronic gift cards, a similar identification number was provided via e-mail.				
4. TOTAL AMOUNT OF CLAIM: \$ _____ (Total)				
5. SUPPORTING DOCUMENTS: No supporting documentation is required for claims regarding gift cards so long as the information requested in Box 3 (above) has been provided. For claims regarding AB Customer Credits, attach a copy of the receipt or other proof of a valid merchandise or store credits to this form.				THIS SPACE IS FOR COURT USE ONLY
6. TIME-STAMPED COPY: To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.				
Date:		Sign and print the name and title, if any, of the creditor or other person authorized to file this Claim (attach copy of power of attorney, if any)		

Exhibit 4

Supplemental Bar Date Notice

UNITED STATES BANKRUPTCY COURT, DISTRICT OF DELAWARE

In re:

BBGI US, INC., *et al.*,

Debtors.

Chapter 11 Case Nos.: 20-11785 (CSS)
Through 20-11797 (CSS) and 20 -12112 (CSS)
(Jointly Administered)

NOTICE OF DEADLINES TO FILE PROOFS OF CLAIM

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

<u>Name of Debtor</u>	<u>Case Number</u>	<u>Tax Identification Number</u>
■ BBGI US, Inc.	■ 20-11785 (CSS)	51-0368883
■ Brooks Brothers Far East Limited.	■ 20-11786 (CSS)	N/A
■ 696 White Plains Road, LLC	■ 20-11787 (CSS)	85-0557265
■ BBD Holding 1, LLC	■ 20-11788 (CSS)	N/A
■ BBD Holding 2, LLC	■ 20-11789 (CSS)	N/A
■ BBDI, LLC	■ 20-11790 (CSS)	N/A
■ BBGI International, LLC	■ 20-11791 (CSS)	N/A
■ BBGI Restaurant, LLC	■ 20-11792 (CSS)	46-1763846
■ Deconic Group LLC	■ 20-11793 (CSS)	32-0190969
■ Golden Fleece Manufacturing Group, LLC	■ 20-11794 (CSS)	26-2885649
■ RBA Wholesale, LLC	■ 20-11795 (CSS)	13-4280986
■ Retail Brand Alliance Gift Card Services, LLC	■ 20-11796 (CSS)	27-1731916
■ Retail Brand Alliance of Puerto Rico, Inc.	■ 20-11797 (CSS)	04-3662147
■ BBGI Canada Ltd.	■ 20-12112 (CSS)	98-1344709

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

Brooks Brothers
Retail Brand Alliance, Inc.
BrooksGlobal Trading Company
Brooks Brothers Red Fleece Café
Carolee LLC and Carolee Designs Inc.
Southwick Apparel LLCAttorneys for DebtorsMark D. Collins (No. 2981)
Zachary I. Shapiro (No. 5103)
RICHARDS, LAYTON & FINGER, P.A.
920 N. King Street
Wilmington, DE 19801
Telephone: 302-651-7700Attorneys for DebtorsGarrett A. Fail (admitted *pro hac vice*)
David J. Cohen (admitted *pro hac vice*)
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153-0119
Telephone: 212-310-8000Address of the Clerk of the Bankruptcy CourtClerk of the United States Bankruptcy Court,
824 Market Street North, 3rd Floor,
Wilmington, DE 19801
Telephone: 302-252-2900
Hours Open: 8:00 a.m. – 4:00 p.m. Monday-Friday

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

PLEASE TAKE NOTICE THAT:

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

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

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

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

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

(iv) the later of (i) the Canada General Bar Date or the Canada Governmental Bar Date, as applicable, or (ii) 5:00 p.m. (Eastern Time) on the date that is 30 days following the later of (1) if an order is entered, the date of service of an order approving the rejection of any executory contract or unexpired lease of BB Canada and (2) if no order is entered, the effective rejection date for the rejection of any executory contract or unexpired lease of BB Canada, as the deadline by which claimants asserting claims resulting from BB Canada’s rejection of an executory contract or unexpired lease must file Proofs of Claim for damages arising from such rejection¹ (the “**Canada Rejection Damages Bar Date**”);

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

¹ Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the applicable Supplemental Bar Date, unless an exception identified in this notice applies.

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

You may be a creditor of one or more of the debtors. If you have any questions relating to this Notice, please feel free to contact Prime Clerk LLC (“Prime Clerk”) at (877) 930-4317 (toll free) or 347-899-4592 (international) or by e-mail at brooksbrothersinfo@primeclerk.com. NOTE: The staff of the Bankruptcy Clerk’s Office, the Office of the United States Trustee, and the Debtors’ Claims and Noticing Agent cannot give legal advice.

INSTRUCTIONS:

1. WHO MUST FILE A PROOF OF CLAIM AGAINST BBGI CANADA LTD.

Pursuant to section 101(5) of the Bankruptcy Code and as used in this Notice, the word “**claim**” means (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. Further, claims include unsecured claims, secured claims, and priority claims.

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

- a. Any entity whose claim against BB Canada is not listed in BB Canada’s Schedules, or is listed as “contingent,” “unliquidated,” or “disputed” if such entity desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. Any entity that believes that its claim is improperly classified in the Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount other than that identified in the Schedules; or
- c. Any entity who believes that its claim against BB Canada is or may be entitled to priority under section 503(b)(9) of the Bankruptcy Code.

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

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

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

- f. Any current (as of the Canada Petition Date) employee of BB Canada, if an order of the Court authorized the Debtors to honor such claim in the ordinary course of business for wages, commissions, vacation or other compensation or benefits; including the *Final Order (I) Authorizing the Debtors to (A) Pay Prepetition Employee Wages, Salaries, Reimbursable Expenses, and Other Obligations on Account of Compensation and Benefits Programs and (B) Continue Compensation and Benefits Programs and (II) Granting Related Relief* [D.I. 275], as made applicable to BB Canada by D.I. 602 *provided that* if the Debtors provide written notice to any current employee of BB Canada stating that the Debtors do not intend to exercise their authority to pay such claim, such employee shall have until the later of (i) the Canada General Bar Date, and (ii) 30 days from the date of service of such written notice, to file a Proof of Claim; *provided further that* a current employee of BB Canada must submit a Proof of Claim by the applicable Supplemental Bar Date for all other claims arising before the Canada Petition Date, including claims for wrongful termination, discrimination, harassment, hostile work environment, and/or retaliation;
- g. Any current (as of the Canada Petition Date) officer, director, or employee for claims based on indemnification, contribution, or reimbursement;
- h. Any entity whose claim is solely against any of BB Canada's non-Debtor affiliates;
- i. Any Debtor or non-Debtor subsidiary or affiliate having a claim against BB Canada;
- j. Any entity that is not required to file a Proof of Claim against BB Canada pursuant to a prior order of the Court; or
- k. Any person holding a claim based on a gift card or merchandise credit with BB Canada.

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

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

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

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

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

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

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

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

5. INSTRUCTIONS FOR FILING PROOFS OF CLAIM

Except as otherwise set forth herein, each entity that asserts a claim against BB Canada that arose before the Canada Petition Date, or who asserts an Administrative Expense Claim against the Debtors, **MUST** file a Proof of Claim.

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

- a. Proofs of Claim must substantially conform to:
 - i. For claims against BB Canada, the Proof of Claim Form attached as **Exhibit 1** hereto or Official Bankruptcy Form No. 410;
 - ii. For Administrative Expense Claims, the Administrative Claim Form attached as **Exhibit 2** hereto;
 - iii. For claims on account of the AB Customer Programs, the AB Claim Form attached as **Exhibit 3** hereto;
- b. Proofs of Claim must (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of (1) the Canada Petition Date, for claims against BB Canada (using the exchange rate, if applicable, as of the Canada Petition Date), (2) August 31, 2020, for Administrative Expense Claims; (iii) for Administrative Expense Claims, specify by name and case number the Debtor against which the claim is filed; (iv) set forth with specificity the legal and factual basis for the alleged claim; (v) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vi) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant under penalty of perjury;
- c. Any AB Claim Form filed on account of AB Gift Cards and/or AB Customer Credits, must provide information supporting the claim, which can include the gift card identification number listed on the back of the card, if a physical card, similar identification number provided via e-mail for electronic gift cards, or, for AB Customer Credits, a copy of the receipt or other proof of a valid merchandise credit;
- d. If a claimant asserts a claim against more than one Debtor or has claims against different Debtors, the claimant must file a separate Proof of Claim against each Debtor;
- e. Proofs of Claim must be filed (i) electronically through the website of the Debtors' claims and noticing agent, Prime Clerk, using the interface available on such website located at <https://cases.primeclerk.com/brooksbrothers> under the link entitled "Submit a Claim" (the "**Electronic Filing System**") or (ii) by delivering the original Proof of Claim or Administrative Claim Form by hand, or mailing the original Proof of Claim form on or before the applicable Supplemental Bar Date as follows:

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

BBGI US, Inc.,

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

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

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

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

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

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

As set forth above, if you agree with the nature, amount, and status of your claim as listed in BB Canada's Schedules and if your claim is not listed in the Schedules as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Supplemental Bar Date in accordance with the procedures set forth in this Notice.

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

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

In the event that BB Canada's amend or supplement its Schedules subsequent to date of entry of the Supplemental Bar Date Order, the Debtors shall give notice of any amendment or supplement to the holders of claims affected by such amendment or supplement within ten days after filing such amendment or supplement, and such holders must file a Proof of Claim by **the later of (a) the Canada General Bar Date or the Canada Governmental**

Bar Date, as applicable, or (b) 5:00 p.m. (Eastern Time) on the date that is 30 days from the date on which the Debtors provide notice of a previously unfiled Schedule or an amendment or supplement to the Schedules, or be forever barred from so doing, and such deadline shall be contained in any notice of such amendment or supplement of the Schedules provided to the holders of claims affected thereby.

8. RESERVATION OF RIGHTS

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

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

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

Dated: Wilmington, Delaware
_____, 2020

BY ORDER OF THE COURT

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