

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re:	)	
	)	Chapter 11
	)	
ALEX AND ANI, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 21-10918 (CTG)
	)	
	)	(Jointly Administered)
Debtors.	)	
	)	
	)	

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**NOTICE OF DATES BY WHICH PARTIES MUST FILE PROOFS OF CLAIM AND ADMINISTRATIVE EXPENSE REQUESTS AND PROCEDURES FOR FILING PROOFS OF CLAIM, INCLUDING CLAIMS UNDER 11 U.S.C. § 503(b)(9), AND ADMINISTRATIVE EXPENSE REQUESTS AGAINST THE DEBTORS**

**PLEASE TAKE NOTICE** that Alex and Ani, LLC and its debtor affiliates, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”) on June 9, 2021 (the “Petition Date”).

**PLEASE TAKE FURTHER NOTICE** that on June 28, 2021, the Debtors filed the *Debtors’ Motion for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim, Including Claims Under 11 U.S.C. § 503(b)(9) and Administrative Expense Requests; (B) Approving the Form and Manner for Filing Proofs of Claim and Administrative Expense Requests; (C) Approving Notice Thereof; and (D) Granting Related Relief* [Docket No. 122] (the “Bar Date Motion”) with Court. On July 14, 2021, the Court entered an order approving the Bar Date Motion [Docket No. 188] (the “Bar Date Order”) and establishing certain dates (each, a “Bar Date,” and collectively, the “Bar Dates”) by which parties holding claims against the Debtors arising prior to the Petition Date, claims arising under section 503(b)(9) of the Bankruptcy Code, and claims that arose (or are deemed to have arisen) **subsequent to the Petition Date but on or before June 30, 2021** must file proofs of claim against the Debtors. Each date is expressly set forth below.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each of the Debtors’ respective federal tax identification numbers, are as follows: Alex and Ani, LLC (8360); A and A Shareholding, Co., LLC (7939); Alex and Ani International, LLC (2247); Alex and Ani Retail, LLC (1227); Alex and Ani Assembly, LLC (3215); Alex and Ani California, LLC (6368); Alex and Ani Canada, LLC (3317); Alex and Ani Puerto Rico, LLC (1477); and Alex and Ani South Seas, LLC (8592). The Debtors’ headquarters and mailing address is: 10 Briggs Drive, East Greenwich, RI 02818.



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

**Background to the Debtors' Chapter 11 Cases**

- A. General Information About the Debtors' Cases.** The Debtors' cases are being jointly administered under case number 21-10918 (CTG). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.<sup>2</sup>
- B. Individual Debtor Information.** The location of the Debtors' corporate headquarters and the service address for all Debtors is: 10 Briggs Drive, East Greenwich, RI 02818. The table below lists the respective case numbers for each Debtor:

DEBTOR	CASE NO.
A and A Shareholding, Co., LLC	21-10917 (CTG)
Alex and Ani, LLC	21-10918 (CTG)
Alex and Ani International, LLC	21-10919 (CTG)
Alex and Ani Retail, LLC	21-10920 (CTG)
Alex and Ani Assembly, LLC	21-10921 (CTG)
Alex and Ani California, LLC	21-10922 (CTG)
Alex and Ani Canada, LLC	21-10923 (CTG)
Alex and Ani Puerto Rico, LLC	21-10924 (CTG)
Alex and Ani South Seas, LLC	21-10925 (CTG)

- C. Access to Proof of Claim Forms and Additional Information.** If you have any questions regarding the claims processing and/or if you wish to obtain a copy of the Bar Date Motion, Bar Date Order, Proof of Claim Form, or related documents (and/or any other pleadings filed in the Debtors' chapter 11 cases) you may do so by: (i) visiting the website of the Debtors' notice and claims agent, Kurtzman Carson Consultants LLC ("KCC") at: <https://kccllc.net/alexandani>, (ii) calling KCC at (888) 733-1434 (Toll-Free) or (310) 751-2633 (International), or (iii) inquiring via email at [AlexandAniInfo@kccllc.com](mailto:AlexandAniInfo@kccllc.com). Please note that KCC **cannot** advise you on how to file, or whether you should file, a proof of claim.

<sup>2</sup> Except as otherwise defined herein, in the Bar Date Motion, or in the Bar Date Order, all terms used in this Motion that are specifically defined in the Bankruptcy Code shall have the meanings ascribed to such terms in the Bankruptcy Code. In particular, as used herein: (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term "person" has the meaning given to it in section 101(41) of the Bankruptcy Code.

### **Schedules of Assets and Liabilities**

On July 7, 2021, each of the Debtors filed their statement of financial affairs and schedules of assets and liabilities with the Court (collectively, and as amended on July 13, 2021 and as may be further amended, the “Schedules”). The Debtors’ Schedules and the Bar Date Order may be examined and inspected by interested parties during regular business hours at (a) the offices of Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Wilmington, Delaware 19801, or during posted hours at (b) the Clerk of the Bankruptcy Court, United States Bankruptcy Court, District of Delaware, 824 North Market Street, Wilmington, Delaware 19801. The Bar Date Order is also available online and free of charge at <https://www.kccllc.net/alexandani>.

### **Bar Dates Approved by the Court**

The Court has established the following Bar Dates as those dates by which parties holding claims against the Debtors that arose (or that are deemed to have arisen) before June 9, 2021 must file proofs of claims or Administrative Expense Request Forms so that they are **actually received** by KCC:

**General Bar Date:** **August 20, 2021 at 4:00 p.m. prevailing Eastern Time**, is the date by which all entities (which includes individual persons, estates, trust, partnerships, and corporations, among others) must file proofs of claims.

**Governmental Bar Date:** **December 6, 2021 at 4:00 p.m. prevailing Eastern Time**, is the date by which all governmental units holding claims (whether secured, unsecured priority, or unsecured non-priority) must file proofs of claim, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods, or prepetition transactions to which any of the Debtors were a party.

**Administrative Claims Bar Date:** **August 20, 2021 at 4:00 p.m. prevailing Eastern Time**, is the date by which all entities (which includes individual persons, estates, trust, partnerships, and corporations, among others) must file Administrative Expense Request Forms for Administrative Expenses that arose (or are deemed to have arisen) **on or before June 30, 2021**.

### **Parties Required to File Claims Forms**

- A. **Definition of Claim.** Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed,

undisputed, legal, equitable, secured, or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

- B. Parties Who Must File Claim Forms.** Except as otherwise set forth herein, any person or entity that holds claims against the Debtors that arose (or are deemed to have arisen) before the Petition Date must file proofs of claim on or before the applicable Bar Date and those persons or entities holding claims against the Debtors that arose (or are deemed to have arisen) **on or subsequent to June 9, 2021 and on or before June 30, 2021** must file Administrative Expense Request Forms on or before the Administrative Claims Bar Date.
- C. Parties Who Do Not Need to File Claim Forms.** Certain parties are not required to file proofs of claim or Administrative Expense Request Form. The Court may, however, enter one or more separate orders at a later time requiring holders of claims to file proofs of claim or Administrative Expense Requests Form for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following persons or entities holding claims that would otherwise be subject to the applicable Bar Date need **not** file proofs of claim:
- (a) any person or entity that already has filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court in a form substantially similar to Official Form 410;
  - (b) a holder of any claim that is listed on the Debtors' Schedules; **unless** (i) the Claim is scheduled as "disputed," "contingent" or "unliquidated;" (ii) the Claimant disagrees with the amount, nature and/or priority of the Claim as set forth in the Schedules; or (iii) the Claimant disputes that the Claim is an obligation of the particular Debtor against which the claim is listed in the Schedules. In the case of either (i), (ii) or (iii), a proof of claim must be filed on or before the applicable Bar Date;
  - (c) a holder of a claim that has previously been allowed by order of the Court;
  - (d) a holder of a claim that has been paid in full by the Debtors or any other party;
  - (e) a holder of a claim for which a specific deadline to file a claim previously has been fixed by the Court;
  - (f) any Debtor having a claim against another Debtor;
  - (g) a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission or benefit and the Debtors have in fact honored such claim;

provided, however, that a current or former employee must submit a proof of claim by the General Bar Date for all other claims, including claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, claims covered by the Debtors' workers' compensation insurance or any other litigation or pre-litigation claim; and

- (h) a customer of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business pursuant to an existing customer program and the Debtors have in fact honored such claim; provided, however, that a customer must submit a proof of claim by the applicable Bar Date if its claim relates to damages arising from claims for breach of contract, breach of warranty, misrepresentation or any other litigation or pre-litigation claim; and
- (i) the Prepetition Secured Parties (as defined in the Cash Collateral Order)<sup>3</sup> subject to paragraph 19 of the Cash Collateral Order.

Holder of the following claims that would otherwise be subject to the Administrative Claims Bar Date need not file Administrative Expense Request Forms:

- (a) Administrative Claims on account of which a request for payment of Administrative Claim already has been properly filed with either KCC or the Bankruptcy Court, if such request clearly sets forth that such party is asserting an Administrative Claim and includes supporting documentation;
- (b) Administrative Claims of professionals for unpaid fees and expenses pursuant to sections 330(a) and 503(b) of the Bankruptcy Code;
- (c) Claims for fees payable to the United States Trustee or the Court pursuant to 28 U.S.C. § 1930;
- (d) Any Administrative Claims held by any other party as to which an order of the Court has been entered setting a later bar date for filing Administrative Claims against the Debtors;
- (e) Any Administrative Claim held by a party as to which an order of the Court has been entered allowing such Administrative Claim; and
- (f) Any Administrative Claim of a governmental unit exempt from the require of filing a request for payment by operation of section 503(b)(1)(D) of the Bankruptcy Code.

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<sup>3</sup> The "Cash Collateral Order" means the *Interim Order (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection, (III) Modifying the Automatic Stay, and (IV) Scheduling a Final Hearing* [Docket No. 75].

**Instructions for Filing Claim Forms**

- A. Contents of Claim Forms.** Each Claim Form must: (i) be written in English; (ii) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used); (iii) conform substantially with Official Form 410 in the case of proofs of claim; (iv) be signed by the holder of the claim or by an authorized agent of the holder of the claims; and (v) be an original Claim Form (photocopies or facsimiles will **not** be accepted).
- B. Claims Against Multiple Debtors.** Except as otherwise provided by the Bar Date Order, each proof of claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the proof of claim, such claim will be treated as if filed only against the first-listed Debtor.
- C. Supporting Documentation.** Each Claim Form must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d) (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; provided, however, that a Claim form may only be filed without supporting documentation upon the prior written consent of the Debtors' counsel; provided further, however, that any creditor that received such written consent shall be required to transmit such writings to the Debtors' counsel upon request no later than fourteen (14) days from the date of such request.
- D. Timely Service.** Each Claim Form must be filed, including supporting documentation, by United States mail or other hand delivery system, so as to be **actually received** by KCC on or before the applicable Bar Date (or, where applicable, on or before any other Bar Dates set forth in the Bar Date Order (i) via the electronic filing interface available at <https://www.kccllc.net/alexandani> (Proof of Claim Forms only), or (ii) at the following address:

For First-Class Mail or Overnight Mail to:

**Alex and Ani Claims Processing Center  
c/o KCC  
222 N. Pacific Coast Highway, Suite 300  
El Segundo, CA 90245**

**PROOFS OF CLAIM AND ADMINISTRATIVE EXPENSE REQUESTS  
SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL  
WILL NOT BE ACCEPTED.**

**Receipt of Service.** Holders of Claims wishing to receive acknowledgement that their Claims Forms were received by KCC must submit (i) a copy of the Claim Form, and (ii) a self-addressed, stamped envelope.

**Consequences of Failing to Timely File Your Proof of Claim**

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a proof of claim or Administrative Expense Request Form in accordance with the Bar Date Order on or before the applicable Bar Date, please be advised that:

- **YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM; AND**
- **YOU WILL NOT BE ENTITLED TO ANY VOTE IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM.**

**Amendments to the Debtors' Schedules**

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

**Parties to the Debtors' Leases and Executory Contracts**

- A. **Rejection of Leases and Contracts.** The Bankruptcy Code provides that Debtors may, at any time before a plan of reorganization is confirmed by the Court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection.
- B. **Proofs of Claim Relating to Rejection Damages.** The deadline to file a proof of claim for damages relating to the rejection of the contract or lease is the alter of (a) the date

set forth in an order authorizing the Debtors to reject contracts or leases pursuant to section 365 of the Bankruptcy Code (including any order confirming a plan of reorganization in the Debtors' chapter 11 cases), (b) the General Bar Date, and (c) thirty-five (35) days from the later of the date the rejection order is entered or notice of rejection is provided.

**Reservation of Rights**

Nothing contained in this notice is intended to or should be construed as a waiver of the Debtors' rights 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 claim listed or reflected in the Schedules as disputed, contingent, or unliquidated; or (c) otherwise amend or supplement the Schedules.