

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

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In re:	:	Chapter 11
	:	
FRANCESCA’S HOLDINGS CORPORATION,	:	Case No. 20-13076 (BLS)
<i>et al.</i> , ¹	:	
	:	Jointly Administered
	:	
Debtors.	:	Re: D.I. 442
	:	
	x	

**ORDER (I) ESTABLISHING DEADLINES AND PROCEDURES FOR
FILING PROOFS OF CLAIM AND REQUESTS FOR PAYMENT OF
POSTPETITION ADMINISTRATIVE CLAIMS; (II) APPROVING
THE FORM AND MANNER OF NOTICE THEREOF;
AND (III) GRANTING RELATED RELIEF**

Upon the motion, dated February 4, 2021 [D.I. 442] (the “**Motion**”)² for entry of an order (this “**Order**”) (i) establishing deadlines and procedures for filing proofs of claim and requests for payment of administrative expense claims (together, “**Proofs of Claim**”) in the Debtors’ chapter 11 cases (the “**Chapter 11 Cases**”); (ii) approving the proposed general proof of claim form and administrative expense proof of claim form tailored to conform to the Chapter 11 Cases (together, the “**Proof of Claim Form**”), attached to the Motion as **Exhibit B** and **Exhibit C**, respectively; (iii) approving the proposed form of notice of deadlines and procedures for filing Proofs of Claim in the Chapter 11 Cases (the “**Bar Date Notice**”), attached to the Motion as **Exhibit D**; and (iv) approving the proposed manner and sufficiency of service and publication of the Bar Date

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Francesca’s Holdings Corporation (4704), Francesca’s LLC (2500), Francesca’s Collections, Inc. (4665), and Francesca’s Services Corporation (5988). The address of the Debtors’ corporate headquarters is 8760 Clay Road, Houston, Texas 77080.

² Capitalized terms used, but not defined, in this Order shall have the same meanings given to them in the Motion.

Notice, all as more fully set forth in the Motion; and due and sufficient notice of the Motion having been provided under the particular circumstances; and it appearing that no other or further notice need be provided; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b)(2); and this Court's entry of a final order being consistent with Article III of the United States Constitution; and venue being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and a hearing having been scheduled and, to the extent necessary, held to consider the relief requested in the Motion (the "**Hearing**"); and upon the record of the Hearing (if any was held) and all of the proceedings before the Court; and the Court having found and determined the relief requested in the Motion to be in the best interests of the Debtors, their estates and creditors, and any parties in interest; and the legal and factual bases set forth in the Motion and at the Hearing (if any was held) having established just cause for the relief granted herein; and after due deliberation thereon and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Each person or entity, including, without limitation, each individual, partnership, joint venture, corporation, limited liability company, estate, trust, or governmental unit, that holds or asserts a claim, as defined in section 101(5) of the Bankruptcy Code, including, without limitation, an Administrative Claim (as defined below) arising between the Petition Date and January 31, 2021, against any of the Debtors shall file a separate Proof of Claim in the bankruptcy case of each Debtor against whom a claim is asserted; *provided, however*, that the Debtors may agree in writing to permit a claimant to file a Proof of Claim asserting a claim against more than one Debtor if such Proof of Claim clearly identifies each Debtor and its corresponding

liability. **All Proofs of Claim must be filed so that they are actually received by the applicable bar date at the address and in the form set forth herein.**

3. General Bar Date. Except as otherwise provided herein, any person or entity (excluding any governmental unit), asserting a prepetition claim against the Debtors in these Chapter 11 Cases must file a Proof of Claim so that it is actually received, as provided in paragraph 8 below, by Bankruptcy Management Solution Inc. d/b/a Stretto (“**Stretto**”) **on or before March 25, 2021** (the “**General Bar Date**”). The General Bar Date applies to all persons and entities holding claims against the Debtors that arose or are deemed to have arisen before the Petition Date, including secured claims, unsecured priority claims (including, without limitation, claims entitled to priority under sections 507(a)(4), (5), and (8) and 503(b)(9) of the Bankruptcy Code), and unsecured nonpriority claims. The Debtors shall include the General Bar Date in the Bar Date Notice. The Debtors may agree, by written stipulation in advance of the General Bar Date, to extend the General Bar Date on behalf of any claimant, but shall not be required to do so.

4. Governmental Unit Bar Date. All governmental units (as defined in section 101(27) of the Bankruptcy Code) asserting claims against one or more of the Debtors must file a Proof of Claim so that it is actually received, as provided in paragraph 8 below, by Stretto **on or before June 1, 2021**.

5. Administrative Claims Bar Date. Any person or entity asserting an administrative expense claim (“**Administrative Claims**”) arising between the Petition Date and January 31, 2021, excluding (i) claims for professional fees and expenses in these proceedings and (ii) claims arising in the ordinary course of business after the Petition Date, must file a Proof of Claim so that it is actually received, as provided in paragraph 8 below, by Stretto **on or before March 25, 2021** (the “**Administrative Claims Bar Date**”). Notwithstanding anything to the

contrary herein, the deadline for filing an Administrative Claim under a rejected executory contract or unexpired lease is the later of (i) the Administrative Claims Bar Date and (ii) 30 days after service of notice of any order authorizing the rejection of such executory contract or unexpired lease.

6. Amended Schedule Bar Date. If the Debtors amend or supplement their Schedules to (a) reduce the undisputed, noncontingent, and liquidated amount of a claim; (b) change the nature or characterization of a claim; or (c) add a new claim to the Schedules, the affected claimant must file a Proof of Claim or amend any previously filed Proof of Claim in respect of the amended scheduled claim in accordance with the procedures described herein so that it is actually received, as provided in paragraph 8 below, by Stretto **on or before the later of (i) the General Bar Date or (ii) 30 days after the claimant is served with notice of the time to file a claim in respect of an amendment or supplement to a scheduled claim.**

7. Rejection Bar Date. In the event a Debtor rejects any executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code, Proofs of Claim asserted in connection with such rejection must be filed so that they are actually received, as provided in paragraph 8 below, by Stretto **on or before the later of (i) the General Bar Date and (ii) 30 days after the service of notice of any order authorizing the rejection of such executory contract or unexpired lease.** For the avoidance of doubt, (i) any counterparty to a rejected executory contract or unexpired lease shall be entitled to include any amounts owed by the Debtors under such rejected contract or lease in its rejection damages claim, including any pre and postpetition arrearages, and (ii) any counterparty to an executory contract or unexpired lease shall not be required to file a separate Proof of Claim for amounts owed by the Debtors under such rejected

executory contract or unexpired lease by the General Bar Date or the Administrative Claims Bar Date, as applicable, until such time as the executory contract or unexpired lease is rejected.

8. Proofs of Claim filed with Stretto will be deemed timely filed only if **actually received** by Stretto on or before the applicable Bar Date associated with such claim either by (i) filing such Proof of Claim electronically via the interface available on Stretto's website at <https://cases.stretto.com/francescas/>; (ii) mailing the original Proof of Claim by regular mail to Francesca's Holdings Corporation, *et al.* Claims Processing, c/o Stretto, 410 Exchange, Suite 100, Irvine, CA 92602; or (iii) delivering such original Proof of Claim by overnight mail, courier service, hand delivery, or in person to Francesca's Holdings Corporation, *et al.* Claims Processing, c/o Stretto, 410 Exchange, Suite 100, Irvine, CA 92602. **Stretto shall not accept Proofs of Claim by facsimile, telecopy, or e-mail.**

9. Notwithstanding anything to the contrary in this Order, the following persons and entities are not required to file Proofs of Claim:

- the U.S. Trustee on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- any person or entity that has already properly filed a Proof of Claim against the correct Debtor(s) with either Stretto or the Clerk of the Court for the United States Bankruptcy Court for the District of Delaware;
- any person or entity (i) whose claim is listed in the Debtors' Schedules or any amendments thereto *and* (ii) whose claim is not described therein as "disputed," "contingent," or "unliquidated," *and* (iii) who does not dispute the amount or characterization of its claim as set forth in the Schedules (including that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules);
- professionals retained by the Debtors pursuant to orders of this Court who assert Administrative Claims for fees and expenses subject to the Court's approval pursuant to sections 330, 331, and 503(b) of the Bankruptcy Code;

- any Debtor asserting a claim against another Debtor;
- any director or officer of the Debtors who held such position as of the Petition Date for a contingent claim for indemnification arising as a result of such director's or officer's services to the Debtors;
- any person or entity whose claim against the Debtors has been allowed by an order of the Court, entered on or before the applicable Bar Date;
- any holder of an equity interest in the Debtors need not submit a proof of interest with respect to the ownership of such equity interest at this time; *provided, however*, that any holder of an equity interest who wishes to assert a claim against the Debtors other than with respect to ownership of such equity interest, including a claim relating to the purchase or sale of such interest or rescission under section 510 of the Bankruptcy Code, must submit a Proof of Claim asserting such claim on or before the General Bar Date pursuant to the procedures set forth herein;
- any Administrative Claim asserted by a counterparty to a lease of non-residential real property that has not yet been rejected by the Administrative Claims Bar Date;
- any claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense that arose after January 31, 2021;
- any claim asserting administrative priority and arising in the ordinary course of business after the Petition Date;
- any claim asserting administrative priority pursuant to section 503(b)(3)(D) of the Bankruptcy Code;
- any claim held by the Buyer and/or the Agent, on account of claims arising under the Purchase Agreement, the Agency Agreement, the Ancillary Agreements, or the Sale Order, including the Buyer Superpriority Claim and the Buyer Liens; *provided, however*, that such claims shall be limited in accordance with the Sale Order;³

³ As such terms are defined in the *Order (A) Approving the Purchase Agreement; (B) Authorizing the Sale of Substantially All of the Debtors' Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired*

- any claim held by the Consultant (as defined in the Consulting Agreement), on account of claims arising under that certain *Consulting Agreement for Inventory Disposition Program* dated December 3, 2020 (the “**Consulting Agreement**”); and
- any claim held by the DIP Secured Parties, on account of claims arising under the DIP Loan Documents or the Prepetition Secured Parties arising under the Prepetition Loan Documents.⁴

10. Any entity asserting a 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 joint administration case number (Francesca’s Holdings Corporation, *et al.*, Case No. 20-13076) or otherwise without identifying a Debtor shall be deemed as filed only against Debtor Francesca’s Holdings Corporation.

11. Any person or entity that is required to file a timely Proof of Claim in the form and manner specified by this Order and who fails to do so on or before the Bar Date associated with such claim, unless otherwise ordered by the Court, (a) may not, with respect to such claim, be treated as a creditor of the Debtors for the purpose of voting on any plan in the Chapter 11 Cases and (b) may not receive or be entitled to receive any payment or distribution of property from the Debtors or their successors or assigns with respect to such claim in the Chapter 11 Cases.

Leases; and (D) Granting Related Relief [D.I. 384] (the “**Sale Order**”) or that certain Amended and Restated Asset Purchase Agreement dated January 19, 2021, attached to the Sale Order as Attachment 1.

⁴ As such terms are defined in the *Final Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363, 364 and 507, Bankruptcy Rules 2002, 4001, 6004 and 9014 and Local Bankruptcy Rule 4001-2 (I) Authorizing the Debtors to Obtain Postpetition Senior Secured Superpriority Financing, (II) Authorizing the Debtors’ Use of Cash Collateral, (III) Granting Adequate Protection to the Prepetition Secured Parties, and (IV) Granting Related Relief* [D.I. 262].

12. Any creditor asserting a claim entitled to priority pursuant to section 503(b)(9) of the Bankruptcy Code who fails to file a Proof of Claim in accordance with the procedures set forth herein may not be entitled to any priority treatment on account of such claim pursuant to section 503(b)(9) of the Bankruptcy Code, regardless of whether such claim is identified on Schedule F of the Debtors' Schedules as not contingent, not disputed, and not unliquidated.

13. The Bar Date Notice, substantially in the form attached to the Motion as **Exhibit D**, and the Proof of Claim Form for prepetition claims and Administrative Claims, substantially in the forms attached to the Motion as **Exhibit B** and **Exhibit C**, respectively, are hereby approved in all respects.

14. The Bar Date Notice shall be deemed good, adequate, and sufficient notice of the relief granted by this Order to all known creditors of the Debtors if it is served, together with the Proof of Claim Form, via first-class U.S. mail, postage prepaid, within five (5) business days after entry of this Order, on (a) all known persons and entities holding potential prepetition claims or Administrative Claims against the Debtors and their counsel (if known); (b) all known equity security holders; (c) the U.S. Trustee; (d) all parties that have requested notice pursuant to Bankruptcy Rule 2002; (e) all taxing authorities for the jurisdictions in which the Debtors maintain or conduct business; (f) the Securities Exchange Commission; and (g) any environmental authorities listed in question 23 of the Debtors' Statement of Financial Affairs.

15. This Order and the Debtors' Schedules can be obtained free of charge by (i) accessing the Debtors' bankruptcy administration website at <http://cases.stretto.com/francescas/>; (ii) contacting Stretto by emailing teamfrancescas@stretto.com, calling (855) 256-1545, or by writing to Francesca's Holdings

Corporation, *et al.* Claims Processing, c/o Stretto, 410 Exchange, Suite 100, Irvine, CA 92602; or (iii) contacting the Debtors' counsel, O'Melveny & Myers LLP, Times Square Tower, Seven Times Square, New York, NY 10036 (Attn: Maria J. DiConza, Esq. (Email: mdiconza@omm.com; Telephone: (212) 326-2144) or Diana M. Perez, Esq. (Email: dperez@omm.com; Telephone: (212) 326-2163)).

16. The Debtors will publish the Publication Notice, substantially in the form attached to the Motion as **Exhibit E**, in the national edition of *USA Today* no later than 21 days before the General Bar Date, which Publication Notice is hereby approved in all respects and shall be deemed good, adequate, and sufficient notice of the Bar Dates by publication.

17. Nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute, or to assert offsets or defenses to, any claim reflected in the Schedules as to amount, liability, characterization, or otherwise, and to subsequently designate any claim as disputed, contingent, or unliquidated.

18. The terms and conditions of this Order are immediately effective and enforceable upon its entry.

19. The Debtors are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order.

20. This Court retains jurisdiction over all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: February 17th, 2021 Wilmington,
Delaware


BRENDAN L. SHANNON UNITED STATES BANKRUPTCY JUDGE